

Edgar Filing: - Form

significant product specification differences between mines.

Revenues of the Group's Australian coal operations increased by 45 per cent in 2005, benefiting from a significant increase in prices realised on sales both of thermal and coking coal. Published market indications for Australian thermal coal show a reduction of 10 per cent in 2005 compared with 2004. The coking coal benchmark price increased by 99 per cent in 2005.

In the US, Rio Tinto Energy America's revenues increased by six per cent in 2005, with benefits from higher prices limited by the influence of long term contracts. Published market indications of spot prices for Wyoming thermal coal show an increase of 61 per cent in 2005.

The Group's copper revenues in 2005 were 33 per cent higher than in 2004 while the average LME copper price increased by 28 per cent. Revenues benefited both from the increase in prices and from increased volumes, including the effect of a return to full operations at Grasberg. A pit wall slippage in 2003 had reduced output from Grasberg in 2004.

Diamond revenue increased 45 per cent in 2005 against 2004. There was a six per cent increase in the Diamond Trading Company (DTC) indicated price for rough diamonds in the year, but the majority of the increase in revenues was attributable to higher volumes at Argyle and the commencement of the Murowa operation. While movements in the DTC price are a general indicator of the overall rough diamond market, they do not necessarily correlate closely with prices actually realised by Rio Tinto, which reflect the particular type of diamonds in its diverse product mix.

Gold revenues in 2005 were 19 per cent higher than in 2004 while the average LBMA gold price increased by nine per cent year on year. Revenues benefited from the price increase and also from the very substantial recovery in sales volumes at Grasberg which more than offset the effects of the disposal of Morro do Ouro in 2004 and the closure of Kelian early in 2005.

The Group's revenue from industrial minerals increased by 17 per cent in 2005 against 2004. This was mainly attributable to strong price performance across all products at Rio Tinto Iron and Titanium and increased volumes, particularly at Richards Bay Minerals. Sales are made under contract at negotiated prices.

The Australian iron ore fines benchmark (average for the calendar year) increased by 57 per cent in 2005 compared with 2004. This contributed to an increase in the Group's iron ore revenue of 88 per cent, with the additional benefits of volume increases from the West Angelas and Yandicoogina expansions and the recovery of output at Iron Ore Company of Canada, after a ten week strike in 2004.

Lead, zinc and silver accounted for less than two per cent of revenue in each of the two years to 2005.

Average molybdenum prices quoted in Metals Week in 2005 almost doubled from the 2004 level. Sales revenue was over five times higher. In addition to the higher prices, this reflected a major step up in volumes achieved through changes in the mine plan at Kennecott Utah Copper to maximise molybdenum production in response to the strong market.

Uranium revenue increased by 23 per cent in 2005 as a result of higher prices. Information included in the RWE NUKEM Inc. Price Bulletin indicated price increases of 54 per cent in 2005. However, these large increases are not fully reflected in the revenues for the period. Uranium oxide is typically sold on long term contracts with pricing determined for several years beyond the commencement of the contracts. Prices realised by the Group in any particular year will generally not, therefore, reflect changes reported in the Price Bulletin.

[Back to Contents](#)

The approximate effect on the Group's net earnings of a ten per cent change from the full year average market price in 2005 for the following metals would be:

	Unit	Average market price for 2005 US\$	Effect of 10% change in full year average +/- US\$m
Copper	pound	1.66	215
Aluminium	pound	0.86	114
Gold	ounce	444.	54
Molybdenum	pound	31.0	40

The above sensitivities are based on 2005 volumes and give the estimated impact on net earnings of changes in prices assuming that all other variables remain constant. These should be used with care. As noted previously, the relationship between currencies and commodity prices is a complex one and changes in exchange rates can influence commodity prices and vice versa.

Treasury management and financial instruments

Treasury activities operate as a service to the business of the Rio Tinto Group and not as a profit centre. Strict limits on the size and type of transaction permitted are laid down by the Rio Tinto board and are subject to rigorous internal controls. Corporate funding and overall strategic management of Rio Tinto's balance sheet is handled by the London based Group Treasury.

Rio Tinto does not acquire or issue derivative financial instruments for trading or speculative purposes; nor does it believe that it has exposure to such trading or speculative holdings through its investments in joint ventures and associates. Derivatives are used to separate funding and cash management decisions from currency exposure and interest rate management. The Group uses interest rate swaps in conjunction with longer term funds raised in the capital markets to achieve a floating rate obligation which is consistent with the Group's interest rate policy. Currency swaps are used to convert debt or investments into currencies, primarily the US dollar, which are consistent with the Group's policy on currency exposure management. No material exposure is considered to exist by virtue of the possible non performance of the counterparties to financial instruments held by the Group.

The derivative contracts in which the Group is involved are valued by reference to quoted market prices, quotations from independent financial institutions or by discounting expected cash flows.

Dividends

Dividends paid on Rio Tinto plc and Rio Tinto Limited shares are equalised on a net cash basis; that is without taking into account any associated tax credits. Dividends are determined in US dollars.

Rio Tinto's progressive dividend policy aims to increase the US dollar value of dividends over time, without cutting them in economic downturns. Rio Tinto plc shareholders receive dividends in pounds sterling and Rio Tinto Limited shareholders receive dividends in Australian dollars, which are determined by reference to the exchange rates applicable to the US dollar two days prior to the announcement of dividends. Changes in exchange rates could result in a reduced sterling or Australian dollar dividend in a year in which the US dollar value is maintained or increased. The interim dividend for each year in US dollar terms will be equivalent to 50 per cent of the total US dollar dividends declared in respect of the previous year.

As part of the Group's capital management programme, a special dividend of US\$1.5 billion (US\$1.10 per share) was declared in respect of 2005 which was paid concurrently with the 2005 final ordinary dividend. The special dividend does not form part of the Group's progressive dividend policy.

Capital management programme

On 3 February 2005, a capital management programme to return up to US\$1.5 billion to shareholders by the end of 2006 was announced and in February 2006 the Group announced an extended capital management programme totalling US\$4.0 billion, comprising the US\$1.5 billion special dividend referred to above, and a share buy back programme totalling US\$2.5 billion to be completed by the end of 2007, subject to market conditions. This amount replaces the approximately US\$0.5 billion remaining under the 2005 programme.

A total of US\$877 million was returned to shareholders during 2005 by way of an off market buy back of Rio Tinto Limited shares for US\$774 million and on market purchases of Rio Tinto plc shares for US\$103 million. By 31 May 2006 a further US\$2,332 million had been returned to shareholders by way of on market purchases of Rio Tinto plc shares for US\$832 million and the payment of the special dividend of \$1.5 billion.

Critical accounting policies and estimates

Dual listed company reporting

As explained in detail in the Outline of dual listed companies structure and basis of financial statements on page A-10 of the 2005 Financial statements, the consolidated financial statements of the Rio Tinto Group on pages A-2 to A-110 deal with the results and assets and liabilities of both of the dual listed companies, Rio Tinto plc and Rio Tinto Limited, and their subsidiaries. They are prepared in accordance with International Financial Reporting Standards as adopted by

[Back to Contents](#)

the European Union (EU IFRS). In accordance with the exemptions contained in IFRS 1 First-time adoption of International Financial Reporting Standards , the accounting treatment of business combinations prior to 1 January 2004 has not been restated to comply with IFRS 3 Business Combinations . As a result the DLC structure between Rio Tinto plc and Rio Tinto Limited has been accounted for as a merger, rather than as an acquisition, in line with the treatment adopted previously under UK GAAP. For this purpose, Rio Tinto plc and Rio Tinto Limited are viewed as a single parent company with their respective shareholders being the shareholders in that single company.

The 2005 Annual report and financial statements satisfy the obligations of Rio Tinto Limited to prepare consolidated accounts under Australian company law, as amended by an order issued by the Australian Securities and Investments Commission on 27 January 2006. The 2005 Financial statements include a statement setting out the effect of the adjustments to consolidated EU IFRS profit, consolidated total recognised income and consolidated shareholders funds for the Group that would be required under the version of IFRS that is applicable in Australia (Australian IFRS).

The US dollar is the presentation currency used in these financial statements, as it most reliably reflects the Group s global business performance.

Ore reserve estimates

Rio Tinto estimates its ore reserves and mineral deposits based on information compiled by Competent Persons as defined in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves of December 2004 (the JORC code). The amounts presented under EU and Australian IFRS are based on the reserves, and in some cases mineral deposits, determined under the JORC code.

For the purposes of the Group s financial information under US GAAP, ore reserves are computed in accordance with the SEC s Industry Guide 7 and are shown on pages 19 to 29. Estimates of ore reserves and mineral deposits in accordance with JORC are not shown in this combined annual report on Form 20-F.

Ore reserves presented in accordance with SEC Industry Guide 7 do not exceed the quantities that, it is estimated, could be extracted economically if future prices were to be in line with the average of historical prices for the three years to 30 June 2005, or contracted prices where applicable. For this purpose, contracted prices are applied only to future sales volumes for which the price is predetermined by an existing contract; and the average of historical prices is applied to expected sales volumes in excess of such amounts. Moreover, reported ore reserve estimates have not been increased above the levels expected to be economic based on Rio Tinto's own long term price assumptions. Therefore, a reduction in commodity prices from the three year average historical price levels would not necessarily give rise to a reduction in reported ore reserves.

There are numerous uncertainties inherent in estimating ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated. Such changes in reserves could impact on depreciation and amortisation rates, asset carrying values, deferred stripping calculations and provisions for close down, restoration and environmental clean up costs.

Asset carrying values

Events or changes in circumstances can give rise to significant impairment charges or reversals of impairment provisions in a particular year. In 2005, there were no significant impairment charges or reversals. However in 2004, the Group incurred a US\$558 million impairment charge, (US\$321 million net of tax and outside shareholders interests).

When such events or changes in circumstances impact on a particular asset or cash generating unit, its carrying value is assessed by reference to its recoverable amount being the higher of fair value less costs to sell and value in use (being the net present value of expected future cash flows of the relevant cash generating unit). The best evidence of an asset s fair value is its value obtained from an active market or binding sale agreement. Where neither exists, fair value less costs to sell is based on the best information available to reflect the amount the Group could receive for the cash generating unit in an arm s length transaction. In some cases this is estimated using a discounted cash flow analysis. The cash flows used in these analyses are particularly sensitive to changes in two parameters: exchange rates and commodity selling prices. The great majority of the Group s sales are based on prices denominated in US dollars. To the extent that the currencies of countries in which the Group produces commodities strengthen against the US dollar without commodity price offset, cash flows and, therefore, net present values are reduced. Management considers that over the long term, there is a tendency for movements in commodity prices to compensate to some extent for movements in the value of the US dollar (and vice versa). But such compensating changes are not synchronised and do not fully offset each other.

Recent favourable changes in commodity prices have exceeded adverse shifts in exchange rates. In the three years to 31 December 2005, the Australian dollar strengthened by 23 per cent against the US dollar, the Canadian dollar strengthened by 26 per cent and the South African rand by 27 per cent. Taking these three years together, commodity prices rose substantially: for example, copper prices increased by 134 per cent, aluminium by 40 per cent and gold by 44 per cent.

Reviews of carrying values normally relate to cash generating units which, in accordance with IAS 36 Impairment of Assets , are identified by dividing an entity into as many largely independent cash generating streams as is reasonably practicable. In some cases the business units within the product groups consist of several operations with independent cash generating streams, which therefore constitute separate cash generating units.

[Back to Contents](#)

The cash flow forecasts are based on best estimates of expected future revenues and costs. These may include net cash flows expected to be realised from extraction, processing and sale of mineralised material that does not currently qualify for inclusion in proven or probable ore reserves. Such non reserve material is included where there is a high degree of confidence in its economic extraction. This expectation is usually based on preliminary drilling and sampling of areas of mineralisation that are contiguous with existing reserves. Typically, the additional evaluation to achieve reserve status for such material has not yet been done because this would involve incurring costs earlier than is required for the efficient planning and operation of the mine.

The expected future cash flows of cash generating units reflect long term mine plans which are based on detailed research, analysis and iterative modelling to optimise the level of return from investment, output and sequence of extraction. The plan takes account of all relevant characteristics of the orebody, including waste to ore ratios, ore grades, haul distances, chemical and metallurgical properties of the ore impacting on process recoveries and capacities of processing equipment that can be used. The mine plan is therefore the basis for forecasting production output in each future year and production costs.

Rio Tinto's cash flow forecasts are based on assessments of expected long term commodity prices, which for most commodities are derived from an analysis of the marginal costs of the producers of these commodities. These assessments often differ from current price levels and are updated periodically.

In some cases, prices applying to some part of the future sales volumes of a cash generating unit are predetermined by existing sales contracts. The effects of such contracts are taken into account in forecasting future cash flows.

Cost levels incorporated in the cash flow forecasts are based on the current long term mine plan for the cash generating unit. For impairment reviews, recent cost levels are considered, together with expected changes in costs that are compatible with the current condition of the business and which meet the requirements of IAS 36. IAS 36 includes a number of restrictions on the future cash flows that can be recognised in respect of future restructurings and improvement related capital expenditure.

Under US GAAP, assumptions used in cash flow forecasts are principally the same as those used under EU IFRS, except that the estimated cash flows related to the liability for asset retirement obligations are excluded under US GAAP (and the related liabilities are excluded from the determination of the carrying value of the asset group). Impairment is only recognised when the anticipated undiscounted cash flows are insufficient to recover the carrying value of the asset group. Once impairment is determined, an asset is written down to its fair value, which is normally calculated using discounted cash flows, similar to those under EU IFRS and the result is generally similar to that under EU IFRS.

The useful lives of the major assets of a cash generating unit are usually dependent on the life of the orebody to which they relate. Thus the lives of mining properties, smelters, concentrators and other long lived processing equipment generally relate to the expected life of the ore body. The life of the ore body, in turn, is estimated on the basis of the long term mine plan.

Forecast cash flows are discounted to present values using Rio Tinto's weighted average cost of capital with appropriate adjustment for the risks associated with the relevant cash flows, to the extent that such risks are not reflected in the forecast cash flows. For final feasibility studies and ore reserve estimation, internal hurdle rates are used which are generally higher than the weighted average cost of capital.

The above rates are applied to net of tax cash flows expressed in real terms and discounted at a post-tax discount rate. If an asset is impaired a pre-tax discount rate is calculated from the post-tax rate taking into account the specific tax circumstances of the cash generating unit. This pre-tax rate is then used to discount the pre-tax cash flows. The resulting value is compared to the assets of the cash generating unit to determine the impairment charge required.

Final feasibility studies, ore reserve estimation and value in use estimates are based on the exchange rates current at the time of the evaluation. In estimates of fair value, a forecast of the long term exchange rate is made having regard to spot exchange rates, historical data and external forecasts.

Forecast cash flows for ore reserve estimation for JORC purposes and for impairment testing are based on Rio Tinto's long term price forecasts. For final feasibility studies these prices, and projected costs, are assumed to decline systematically in real terms.

For the majority of Rio Tinto's businesses, by both number and by value, the recoverable amounts are substantially in excess of the carrying value in the balance sheet. For a minority of the businesses the carrying value is close to their recoverable amount, and these are reviewed for impairment where appropriate. The effects of exchange rate and commodity price changes on the values of these units relative to their book values are monitored closely.

All goodwill and intangible assets that are not yet ready for use or have an indefinite life are tested annually for impairment regardless of whether there has been any change in events or circumstances.

Close down, restoration and clean up obligations

Provision is made for environmental remediation costs when the related environmental disturbance occurs, based on the net present value of estimated future costs.

Close down and restoration costs are a normal consequence of mining, and the majority of close down and restoration expenditure is incurred at the end of the life of the mine. The costs are estimated on the basis of a closure plan. The cost estimates are calculated annually during the life of the operation to reflect known developments, eg updated cost estimates and revisions to the estimated lives of operations, and are subject to formal review at regular intervals. Although the ultimate cost to be incurred is uncertain, the Group's businesses estimate their respective costs

[Back to Contents](#)

based on feasibility and engineering studies using current restoration standards and techniques. Changes to closure provisions, other than those arising from the unwind of the discount applied in establishing the net present value of the provision, are capitalised within property, plant and equipment and depreciated over the lives of the assets to which they relate.

Clean up costs are costs resulting from environmental damage that was not a necessary consequence of mining, including remediation, compensation and penalties. These costs are charged to the income statement. Provisions are recognised at or near the time the damage, remediation process and estimated remediation costs become known. Remediation procedures generally commence soon after this point in time but may continue for many years depending on the nature of the disturbance and the remediation techniques.

As noted above, the ultimate cost of environmental disturbance is uncertain and cost estimates can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques or experience at other mine sites. The expected timing of expenditure can also change, for example in response to changes in ore reserves or production rates. As a result there could be significant adjustments to the provision for close down and restoration and environmental clean up, which would affect future financial results.

Post retirement benefits

For EU IFRS reporting of defined benefit post-employment plans, the Group has adopted the option under IAS 19 to recognise the difference between the fair value of the plan assets (if any) and the present value of the plan liabilities as an asset or liability on the balance sheet and to record actuarial gains and losses directly in the Statement of Recognised Income and Expense.

Under US GAAP post retirement benefits are accounted for in accordance with Financial Accounting Standard Nos. 87 and 106 under which gains or losses outside a ten per cent fluctuation corridor are spread.

The most significant assumptions used in accounting for post retirement plans are the long term rate of return on plan assets, the discount rate and the mortality assumptions.

The long term rate of return on plan assets is used to calculate interest income on pension assets, which is credited to the Group's income statement. The discount rate is used to determine the net present value of future liabilities and each year the unwinding of the discount on those liabilities is charged to the Group's income statement. The mortality assumption is used to project the future stream of benefit payments, which is then discounted to arrive at a net present value of liabilities.

Valuations are carried out using the projected unit method.

The expected rate of return on pension plan assets is determined as management's best estimate of the long term return on the major asset classes, ie equity, debt, real estate and other, weighted by the actual allocation of assets among the categories at the measurement date. The expected rate of return is calculated using geometric averaging.

The sources used to determine management's best estimate of long term returns are numerous and include country specific bond yields, which may be derived from the market using local bond indices or by analysis of the local bond market, and country specific inflation and investment market expectations derived from market data and analysts' or governments' expectations as applicable.

In particular, the Group estimates long term expected real returns on equity, ie returns in excess of inflation, based on the economic outlook, analysts' views and those of other market commentators. This is the most subjective of the assumptions used and it is reviewed regularly to ensure that it remains consistent with best practice.

For EU IFRS, the discount rate used in determining the service cost and interest cost charged to income is the market yield at the start of the year on high quality corporate bonds. For countries where there is no deep market in such bonds the yield on Government bonds is used. For determining the present value of obligations shown on the balance sheet, market yields at the balance sheet date are used.

The discount rate under US GAAP is the implied yield available on AA rated corporate debt at the measurement date.

The rates used for both 2004 and 2005 are set out in Note 49 to the 2005 Financial Statements for EU IFRS accounting and in Note 52 for US GAAP.

For EU IFRS, the average expected long term rate of return on assets used to determine 2005 pension cost was 6.8 per cent. This will decrease to 6.3 per cent in 2006. For US GAAP, the average expected long term rate of return on assets used to determine 2005 pension cost was 6.7 per cent and this will decrease to 6.2 per cent in 2006. In both cases, this is primarily because of a decrease in expected long term nominal equity returns.

In calculating the 2005 EU IFRS expense the average future increase in compensation levels was assumed to be 4.7 per cent and the same rate will be used for 2006. For US GAAP for 2005, the average future increase in compensation levels was assumed to be 4.6 per cent and this will remain at 4.6 per cent for 2006.

For EU IFRS, the average discount rate used for the Group's plans in 2005 was 5.4 per cent and the average discount rate used in 2006 will be 5.0 per cent. The decrease is attributable to lower corporate bond yields. For US GAAP, the average discount rate used for the Group's plans in 2005 was 5.7 per cent and the average discount rate used in 2006 will be 5.2 per cent, the decrease is again attributable to lower corporate bond yields.

For 2005 the cost in relation to post retirement benefits net of tax and minorities was US\$170 million under US GAAP. Under EU IFRS, the net cost was US\$121 million. These costs include both pension and post retirement healthcare benefits. Within these costs, the expected return on assets net of tax and minorities was US\$209 million under US GAAP and US\$228 million under EU IFRS.

Based on the known changes in assumptions noted above and other expected circumstances, the impact of post

[Back to Contents](#)

retirement costs on the Group's EU IFRS net earnings in 2006 would be expected to increase by some US\$5 million to US\$126 million. The impact of post-retirement benefits costs on the Group's US GAAP net earnings in 2006 would be expected to decrease by some US\$6 million to US\$164 million. In both cases, the actual charge may be impacted by other factors that cannot be predicted, such as the effect of changes in benefits and exchange rates.

Under US GAAP, there are net unrecognised losses in relation to the Group's post-retirement benefit plans of US\$259 million at 31 December 2005 net of tax and minorities. This will be charged to earnings over the average remaining service life of employees in the plans to the extent that losses exceed the 10% corridor on a plan by plan basis. The 2006 impact on the Group's US GAAP net earnings will be a cost of US\$19 million compared to a cost of US\$26 million in 2005.

The table below sets out the potential change in the Group's 2005 EU IFRS and US GAAP net earnings (after tax and outside interests) that would result from hypothetical changes to post retirement assumptions and estimates. The sensitivities are viewed for each assumption in isolation although a change in one assumption is likely to result in some offset elsewhere.

	EU IFRS US\$m	US GAAP US\$m
Sensitivity of Group's 2005 net earnings to changes in:		
Expected return on assets		
increase of 1 percentage point	25	23
decrease of 1 percentage point	(25)	(23)
Discount rate		
increase of 0.5 percentage points	(1)	10
decrease of 0.5 percentage points	1	(13)
Salary increases		
increase of 0.5 percentage points	(5)	(7)
decrease of 0.5 percentage points	5	7
Demographic - allowance for additional future mortality improvements		
overall increase of 5% in liability	(13)	(24)
overall decrease of 5% in liability	13	23

Note

US GAAP sensitivities include the effect of the amortisation of unrecognised gains and losses, where applicable. Under EU IFRS the effect of changes in actuarial assumptions is taken to equity.

The figures in the above table only show the impact on net earnings. Changing the assumptions would also have an impact on the balance sheet.

The impact on cash flow in 2005 of the Group's pension plans, being the employer contributions to defined benefit and defined contribution pension plans, was US\$173 million. In addition there were contributions of US\$26 million in respect of unfunded healthcare schemes.

In relation to pensions, it is currently expected that there will be no significant regular employer or employee contributions to the UK plan in 2006. The next formal valuation of the Rio Tinto Pension Fund is due with an effective date of 31 March 2006. The results of the valuation will be available later in the year, after which contributions into the fund may be required. Contributions are made to the main Australian plan according to the recommendation of the plan actuary and are primarily to a mixed defined benefit/defined contribution type arrangement. In North America, contributions are agreed annually in nominal terms. Whilst contributions for 2006 are yet to be determined, contributions in the UK, Australia and Africa are expected to be broadly in line with 2005 contributions. Contributions for 2006 are expected to be around US\$20 million higher than in 2005 for Canadian plans and around US\$40 million lower than in 2005 for US plans.

Further information under EU IFRS and US GAAP for pensions is given on pages A-82 to A-85 and A-101 to A-104, of the 2005 Financial statements, respectively.

Overburden removal costs

In open pit mining operations, it is necessary to remove overburden and other barren waste materials to access ore from which minerals can economically be extracted. The process of mining overburden and waste materials is referred to as stripping. During the development of a mine, before production commences, it is generally accepted that stripping costs are capitalised as part of the investment in construction of the mine.

Stripping of waste materials continues during the production stage of the mine. Some mining companies expense these production stage stripping costs as incurred, while others defer such stripping costs. Those mining companies that expense stripping costs as incurred will report greater volatility in the results of their operations from period to period.

Rio Tinto defers production stage stripping costs for those operations where this is the most appropriate basis for matching costs with the related economic benefits and the effect is material.

The amount of stripping costs deferred is based on the ratio obtained by dividing the tonnage of waste mined either by the quantity of ore mined or by the quantity of minerals contained in the ore. In some operations, the quantity of ore is used, being a more practical basis for matching costs with the related economic benefits where there are important by products or where the grade of the ore is relatively stable from year to year.

Information about the stripping ratios of the business units, including jointly controlled entities and associates, that account for the majority

Edgar Filing: - Form

of the deferred stripping balance at 31 December 2005, along with the year in which

[Back to Contents](#)

deferred stripping is expected to be fully amortised, is set out in the following table:

	2004	Actual stripping ratio for year 2005	2004	Life of mine stripping ratio 2005
Kennecott Utah Copper (2018) (a) (b)	1.83	2.02	1.24	1.51
Argyle Diamonds (2009) (a)	6.70	6.60	4.91	4.40
Grasberg Joint Venture (2015) (a)	3.39	3.12	2.43	2.43
Diavik (2008) (c)	1.474	1.209	0.938	0.912
Escondida (2042) (d)	0.1145	0.0915	0.1129	0.1188

Notes

- (a) Strip ratios shown are waste to ore.
 (b) Kennecott's life of mine strip ratio increased on approval of the open pit push back.
 (c) Diavik's strip ratio is disclosed as bench cubic metre per carat.
 (d) Escondida's strip ratio is based on waste tonnes to pounds of copper mined.

Borax capitalised stripping costs as part of a distinct period of new development during the production stage of the mine. Capitalisation stopped in 2004. The capitalised costs will be fully amortised in 2034.

The life of mine waste-to-ore ratio is a function of an individual mine's pit design and therefore changes to that design will generally result in changes to the ratio. Changes in other technical or economic parameters that impact on reserves will also have an impact on the life of mine ratio even if they do not affect the mine's pit design. Changes to the life of mine ratio are accounted for prospectively.

In operations that experience material fluctuations in the ratio on a year to year basis over the life of the mine, deferral of stripping costs reduces the volatility of the cost of stripping expensed in individual reporting periods, in relation to production of ore or contained minerals, as applicable. Stripping costs incurred in the period are deferred to the extent that the current period ratio exceeds the life of mine ratio. Such deferred costs are then charged against reported profits to the extent that, in subsequent periods, the ratio falls short of the life of mine ratio. The life of mine ratio is based on the proven and probable reserves of the operation.

In some operations, there are distinct periods of new development during the production stage of the mine. These may, for example, relate to a discrete section of the orebody. The new development will be characterised by a major departure from the life of mine stripping ratio. Stripping costs attributable to such new development are deferred and subsequently amortised on a unit of production basis.

Deferred stripping costs form part of the total investment in the relevant cash generating unit, which is reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable.

During 2005, production stage stripping costs incurred by subsidiaries and equity accounted operations exceeded the amounts charged against pre tax profit by US\$93 million. The net book value carried forward in property, plant and equipment and in investments in jointly controlled entities and associates at 31 December 2005 was US\$845 million.

Amortisation of deferred stripping costs is included in depreciation of property, plant and equipment or in the Group's share of the results of its equity accounted operations, as appropriate.

US deferred tax recoverable

A potential tax asset of US\$567 million for United States Alternative Minimum Tax credits and US temporary differences for which recovery is dependent on the level of taxable profits in the US tax group, has not been recognised in the accounts. (An amount of US\$10 million has been recognised.) The determination that these potential assets should not be recognised at 31 December 2005 was based on projections of future taxable profits for the operations that form part of Rio Tinto's US tax group. It is possible that recoveries may occur depending on future commodity prices, costs, financing arrangements and business developments over the next 20 years or more. However, such recoveries are not considered probable.

Deferred tax on mining rights

On transition to EU IFRS with effect from 1 January 2004, deferred tax was provided in respect of fair value adjustments on acquisitions in previous years. No other adjustments were made to the assets and liabilities recognised in such prior year acquisitions and, accordingly, shareholders' funds were reduced by US\$720 million on transition to EU IFRS primarily as a result of deferred tax on fair value adjustments to mining rights. In general, these mining rights are not eligible for income tax allowances. In such cases, the provision for deferred tax was based on the difference between their carrying value and their nil income tax base. The existence of a tax base for capital gains tax purposes was not taken into account in determining the deferred tax provision relating to such mineral rights because it is expected that the carrying amount will be recovered primarily through use and not from the disposal of the mineral rights. Also, the Group is only entitled to a deduction for capital gains tax purposes if the mineral rights are sold or formally relinquished.

Edgar Filing: - Form

Exploration

In accordance with IFRS 6 – Exploration for and Evaluation of Mineral Resources , the Group has continued the policy on the recognition and measurement of exploration and evaluation expenditure that was previously applied under UK

Rio Tinto 2005 *Form 20-F* 56

[Back to Contents](#)

GAAP. The Group expenses exploration expenditure until acquisition of a beneficial interest or option in mineral rights from which point it is capitalised. Capitalised exploration expenditure is reviewed for impairment at each balance sheet date and full provision is made for impairment unless there is a high degree of confidence in the project's viability and hence it is probable that future economic benefits will flow to the Group.

The carrying values of exploration assets are reviewed twice per annum by management and the results of these reviews are reported to the *Audit committee*. There may be only mineralised material that has been subject to preliminary geological analysis to form a basis for the impairment review. The review is based on a status report regarding the Group's intentions for development of the undeveloped property. In some cases, the undeveloped properties are regarded as successors to orebodies currently in production and will therefore benefit from existing infrastructure and equipment. It is intended that these will be developed and go into production when the current source of ore is exhausted. Any impairment provisions raised in previous years are reassessed if there is a change in circumstances which indicates that they may no longer be required, for example if it is decided to proceed with development.

Contingencies

Disclosure is made of material contingent liabilities unless the possibility of any loss arising is considered remote. Contingencies are disclosed in Note 36 to the 2005 Financial statements. These include tax assessments in Australia of approximately A\$500 million which, based on Counsels opinion, the Group expects to be successful in challenging.

Underlying earnings

The Group presents Underlying earnings as an additional measure of earnings to provide greater understanding of the underlying business performance of its operations. The adjustments made to net earnings to arrive at underlying earnings are explained above in the section on underlying earnings.

Trend information

The demand for the Group's products is closely aligned with changes in global GDP. Changes in the GDP of developing countries will have a greater impact on materials such as iron ore and coal that can be used to improve infrastructure whereas changes in the GDP of developed countries will have a greater impact on industrial minerals that have many applications in consumer products. Copper is used in a wide range of applications from infrastructure to consumer electronics and demand for it has tended to grow in line with or slightly faster than global GDP. Trends in production of the Group's minerals and metals, consolidated turnover, earnings and total assets are set out in the Operational review on pages 57 to 80.

Forward looking statements

Forward looking statements are contained in this financial review and attention is drawn to the Cautionary statement on page 8.

OPERATING REVIEW

The operating review comprises a separate review of each of the principal product and global support groups, other operations and a Group society and environment report.

**IRON ORE
GROUP**

Iron Ore	Iron Ore
(Rio Tinto share)	Underlying
millions tonnes	Earnings
	contribution*
MINED	US\$m

* The amounts presented exclude net interest and other centrally reported items. A reconciliation with net earnings for 2004 and 2005 is set out in Note 2 to the 2005 Financial statements. Product group earnings for 2004 and 2005 are based on underlying earnings as determined under EU IFRS.

[Back to Contents](#)

Rio Tinto's Iron Ore group (RTIO) comprises operations and projects across four continents. In Western Australia, RTIO wholly owns Hamersley Iron. Hamersley wholly owns five mines and also operates the 60 per cent owned Channar mine and the 54 per cent owned Eastern Range mine on behalf of joint venture partners. The Channar mine is a joint venture with an Australian subsidiary of Sinosteel Corporation and the Eastern Range mine is owned in joint venture with the Shanghai Baosteel Group Corporation.

RTIO also includes Rio Tinto's 53 per cent interest in Robe River Iron Associates' two mines in Western Australia and Rio Tinto's 58.7 per cent interest in Iron Ore Company of Canada. The Iron Ore group operates both enterprises, which were acquired in 2000. In 2005, RTIO assumed management of Rio Tinto Brasil which has a 100 per cent interest in Mineração Corumbaense Reunida, known as Corumbá.

In addition, RTIO includes the HIsmelt® direct smelting technology developed in Western Australia and interests in resources held globally, including the Orissa, India, and Simandou, Guinea, projects.

Following the agreement reached in 2003 with the joint venture partners in Robe River, Pilbara Iron was formed to allow closer cooperation between Hamersley and Robe, and enable RTIO's iron ore assets in the Pilbara to be run as an optimised and integrated operation. Coordination arrangements continued to be implemented during 2005, including the interconnection of Hamersley and Robe's power systems.

RTIO Expansion Projects was created in 2003 to manage the growing portfolio of projects and studies in the Pilbara. The Expansion Projects team operates closely with Pilbara Iron, but is managed independently in order to minimise the impact on operations through project study and implementation phases.

At 31 December 2005, the group accounted for 28 per cent of Rio Tinto's operating assets. In 2005, the group contributed approximately 27 per cent of the Group's gross turnover and 35 per cent of underlying earnings.

For the contract year commencing April 2005 RTIO reached agreement with customers on price increases of 71.5 per cent for lump, fine and Yandi ore. For the contract year commencing April 2006 RTIO reached agreement with customers on price increases for its products of 19 per cent.

RTIO recruited strongly during 2005 to meet the workforce requirements of the expanding operations, with more than 1,000 new employees joining Pilbara Iron and Expansion Projects. RTIO employs approximately 4,300 people in Western Australia and about 6,500 worldwide. Sam Walsh is chief executive, based in Perth, Western Australia.

Financial performance

2005 compared with 2004

RTIO's contribution to 2005 underlying earnings was US\$1,722 million, US\$1,157 million higher than in 2004.

Demand for iron ore continued to be extremely strong across the product range throughout 2005, driven by continued strong growth in global steel production and improvements in steel demand. Chinese iron ore imports rose 30 per cent year on year, and Hamersley, Robe, IOC and Corumbá all achieved record production in 2005.

The first phases of major expansions to the Pilbara infrastructure (Dampier port to 116 million tonnes per annum, Yandi mine to 36 million tonnes per annum and West Angelas mine to 25 million tonnes per annum) were completed in 2005, and substantial progress made on the brownfields mine expansion projects announced in April 2005.

In October 2005 RTIO announced the next phase of expansion, which is expected to increase Dampier port capacity to 140 million tonnes per annum and Yandi mine capacity to 52 million tonnes per annum. This US\$1.35 billion commitment takes to almost US\$3 billion the total committed over the last two years to increase the capacity of the Hamersley and Robe port, rail, power and mine assets.

In July 2005, RTIO reached agreement to form a 50:50 joint venture with Hancock Prospecting for the development of the Hope Downs project. The purchase was subject to various regulatory approvals, which were granted during April 2006, and the acquisition process is proceeding. Hope Downs contains significant iron deposits of similar quality to West Angelas. Development of the deposits will further strengthen RTIO's position as the prime supplier of iron ore in Australia. Under the joint venture, RTIO will manage the development and ongoing operation of the assets, and the project will use Pilbara Iron managed port, rail and power infrastructure.

The commercial HIsmelt® plant built at Kwinana in Western Australia entered its commissioning phase in April 2005, with the first quantities of hot metal produced in mid-June 2005.

Hamersley Iron (Rio Tinto: 100 per cent)

Hamersley Iron operates seven mines in Western Australia, including two mines in joint venture, 630 kilometres of dedicated railway, and port and infrastructure facilities located at Dampier. These assets are run as a single operation managed and maintained by Pilbara Iron.

The port expansion to 116 million tonnes has been progressively commissioned since mid-2005, and 5.7 million tonnes of ore had passed across the new wharf by year end. Commissioning of the Yandicoogina expansion to 36 million tonnes per annum was completed ahead of schedule in October.

During the year, work continued on expanding or augmenting rail, power and other infrastructure to complement the expanded port and mine capabilities. Hamersley and Robe's power systems were interconnected, and generation capacity at Paraburdoo was expanded and converted to gas.

[Back to Contents](#)

In 2005, Hamersley completed option analysis studies to further increase its system capacity to ensure its continued ability to meet the needs of customers and the strong growth in demand for iron ore, particularly in China.

In April RTIO committed US\$290 million to further expand Mount Tom Price, Marandoo and Nammuldi. During 2006 these projects are expected to begin to add 15 million tonnes per annum additional capacity for at least three years.

In October 2005, Rio Tinto approved a further US\$1.35 billion to expand Dampier port and the Yandicoogina mine.

The port expansion is expected to increase Dampier's export capacity from 116 million tonnes per annum to 140 million tonnes per annum through the replacement of existing circuits. The Yandicoogina mine expansion is expected to increase its output from 36 million tonnes per annum to 52 million tonnes per annum. Both are expected to be completed at the end of 2007 with progressive ramp up in 2008.

Work also continued on pre-development studies for new mines.

2005 operating performance

Hamersley Iron's total production in 2005 was 89.6 million tonnes, 11.5 million tonnes more than in 2004, notwithstanding the volume of expansion work underway across the business. Rio Tinto's share of this production was 86.1 million tonnes.

Shipments by Hamersley totalled 90.1 million tonnes, including sales through joint ventures. Hamersley's shipments to China also reached a new record level at 49.5 million tonnes, securing China's place as the single largest destination for Hamersley iron ore.

Production from all mines was stretched to achieve these levels, placing cost and other operating stresses on the Hamersley system, although less so than in 2004.

Hamersley continued to work sustainable development principles into its daily operations throughout the year. Full accreditation was achieved for all Pilbara Iron sites under ISO 14001.

Hamersley's lost time injury frequency rate remained the same as 2004 at 0.60.

	Million tonnes
<hr/>	
Hamersley's total sales of iron ore to major markets in 2005	
China	49.5
Japan	24.5
Other Asia	14.1
Europe	2.0
<hr/>	
Total	90.1
<hr/>	

Note

This table includes 100 per cent of all sales through joint ventures.

Robe River Iron Associates (Rio Tinto: 53 per cent)

Robe River Iron Associates (Robe) is an unincorporated joint venture in which Mitsui (33 per cent), Nippon Steel (10.5 per cent) and Sumitomo Metal Industries (3.5 per cent) also have interests. Robe is the world's fourth largest seaborne trader in iron ore, employing approximately 1,000 people, with many employees transferred to Pilbara Iron.

Robe operates two open pit mining operations in Western Australia. Mesa J is located in the Robe Valley, north of the town of Pannawonica. The mine produces Robe River fines and lump, which are pisolitic iron ore products. The West Angelas mine, opened in 2002, is located approximately 100 kilometres west of the town of Newman. The mine produces West Angelas fines and lump, which are Marra Mamba iron ore products.

Further expansion of the West Angelas mine was completed ahead of schedule in October 2005, taking the mine's production capacity to 25 million tonnes per annum. This US\$105 million project increased Robe's production capacity to a nominal 57 million tonnes per year.

Robe uses a dedicated rail system, operated by Pilbara Iron, to transport ore from its mines to the company's deepwater port facilities at Cape Lambert. The US\$200 million rail expansion project to duplicate almost 100 kilometres of track and associated interconnection and infrastructure to increase the capacity of the Pilbara Iron main line is progressing well, with the southern section completed in 2005 and the northern section on schedule for completion in mid-2006.

Robe primarily exports under medium and long term supply contracts with major integrated steel mill customers in Japan, Europe, South Korea and China.

2005 operating performance

Robe's total production in 2005 was 52.4 million tonnes, comprising 31.0 million tonnes from Mesa J, and 21.4 million tonnes from West Angelas. Sales were 31.1 million tonnes of Mesa J and 21.5 million tonnes of West Angelas products.

Sales growth was based on increased production from West Angelas and focused primarily on China, where Robe achieved record total sales of 17.5 million tonnes. Overall, Japan remains Robe's largest market with total shipments in 2005 of more than 26 million tonnes.

Edgar Filing: - Form

Improved understanding of the orebody at West Angelas resulted in a change in mining strategy, using in-pit stockpiles to reduce grade variation.

[Back to Contents](#)

Safety performance improved, with Robe recording a lost time frequency rate of 0.46 compared with 1.03 in 2004, helping to reduce Pilbara Iron's rate of 0.51 from 0.71 in 2004.

	Million tonnes
Robe's total sales of iron ore to major markets in 2005	
Japan	26.1
China	17.5
Europe	7.3
Other Asia	1.7
Total	52.6

Iron Ore Company of Canada (Rio Tinto: 58.7 per cent)

Rio Tinto's interest in Iron Ore Company of Canada (IOC) is 58.7 per cent. Mitsubishi (26.2 per cent) and the Labrador Iron Ore Royalty Income Fund (15.1 per cent) are also shareholders in IOC, Canada's largest iron ore pellet producer. IOC operates an open pit mine, concentrator and pellet plant at Labrador City, Newfoundland and Labrador, together with a 420 kilometre railway to port facilities and the partially refurbished pellet plant at Sept-Îles, Quebec. IOC has large quantities of ore reserves with low levels of contaminants.

Products are transported on IOC's railway to Sept-Îles. The port is open all year, handles ore carriers of up to 255,000 tonnes, and provides competitive access to all seaborne pellet markets and to the North American Great Lakes region. IOC exports its concentrate and pellet products to major North American, European and Asian steel makers.

IOC employs approximately 1,750 people.

2005 operating performance

Strong demand for IOC products in 2005 resulted in record pellet sales of 12.9 million tonnes and concentrate sales of 2.1 million tonnes. IOC produced 13.3 million tonnes of pellets, beating the previous record by more than ten per cent, and produced 2.3 million tonnes of concentrate for sale. The new labour agreement signed in late 2004 has delivered significant productivity increases. IOC continues to reduce unit costs and achieve incremental production improvement through its ongoing Renewal business improvement programme, which commenced in 2002. IOC is currently evaluating options to increase both pellet and concentrate production.

IOC received accreditation under ISO 14001 in 2005.

	Million tonnes
IOC's total sales of iron ore to major markets in 2005	
Europe	6.8
North America	4.8
Asia Pacific	3.4
Total	15.0

Mineração Corumbaense Reunida (Corumbá) (Rio Tinto: 100 per cent)

Corumbá produced 1.4 million tonnes of lump iron ore in 2005, and sold 1.3 million tonnes which was barged along the Paraguay River to South American and European customers. During the year, the mine and plant were expanded to two million tonnes per annum capacity, and a new barge convoy was added to the fleet. The feasibility of expanding production at the mine in stages to 15 million tonnes per annum is under study. Logistic options are being considered for expanded export sales, including supplies to a proposed steel making project at Corumbá. Corumbá has over 200 million tonnes of reserves. There are approximately 450 employees.

HIs melt® (Rio Tinto: 60 per cent)

The HIs melt® iron making project at Kwinana in Western Australia is a joint venture between Rio Tinto (60 per cent interest through its subsidiary, HIs melt® Corporation), US steelmaker Nucor Corporation (25 per cent), Mitsubishi Corporation (ten per cent), and Chinese steelmaker Shougang Corporation (five per cent). The project has received approval for Australian federal government support of A\$125 million.

Edgar Filing: - Form

The HIsmelt® process is a direct iron smelting technology developed largely by Rio Tinto that converts iron ore fines into high quality pig iron (96 per cent iron content) without the use of coke ovens and sinter plants. Notably, the technology allows efficient processing of ore fines with higher levels of impurities.

A pilot plant to demonstrate the technology has been expanded to commercial scale at a cost of US\$200 million. During 2005 the plant moved into operating phase and will now ramp up production. It is expected to reach its full production rate of 800,000 tonnes per year over the next three years. The iron produced will be sold as pig iron once sufficient stocks have been built up.

Hot commissioning began in April 2005, with the first quantities of hot metal produced in mid June 2005. Production of the first 1,000 tonnes triggered the release of A\$50 million in federal government assistance for joint user infrastructure at the Kwinana site, in November 2005. Up to 31 March 2006 the plant has produced more than 13,000 tonnes of hot metal. HIsmelt® has approximately 100 employees.

HIsmelt® has signed two process licence agreements with Chinese steelmakers to allow for the development of ironmaking facilities using HIsmelt® technology, using the facility at Kwinana as a template.

[Back to Contents](#)

Iron ore group projects

Hope Downs (Rio Tinto: 50 per cent)

Agreement was reached in July 2005 to purchase a 50 per cent interest in the Hope Downs project which will be developed by Rio Tinto under an unincorporated joint venture with Hancock Prospecting Pty.

Following Western Australian Government approval and ratification of the Hope Downs Joint Venture in April 2006 it was announced that an immediate start would be made on the construction of the US\$1.0 billion project. Stage one, at an estimated cost of US\$590 million is expected to have an annual capacity of 22 million tonnes, with first production expected in early 2008. On completion of Stage two the annual capacity of the mine is expected to be 30 million tonnes.

In addition Rio Tinto would commit US\$390 million to the capital cost of the rail, rolling stock and power infrastructure required for this development.

Orissa, India (Rio Tinto: 51 per cent)

Orissa is one of the key iron ore regions of the world. RTIO has a 51 per cent interest in Rio Tinto Orissa Mining, a joint venture with the state owned Orissa Mining Company. The joint venture holds rights to iron ore leases in Orissa, which it is seeking to develop. Rio Tinto is keen to participate in the development of the Indian iron ore sector through its joint venture, and has appointed a project director to expedite the development of operations in India.

With economic growth in India forecast to continue strongly, supporting a growing domestic steel industry, discussions have continued with major domestic steel companies.

Simandou (Rio Tinto: 100 per cent)

The Simandou deposit in Guinea, west Africa, is a greenfields discovery with potential to host significant resources of high grade iron ore. Simandou moved from Rio Tinto Exploration to full project status as part of RTIO in October 2004. A prefeasibility study, scheduled for completion at the end of 2006, will assess mining and transport options necessary to bring Simandou into production as quickly as possible.

ENERGY GROUP

Coal	Energy
(Rio Tinto share)	Underlying
	Earnings
millions tonnes	contribution*
MINED	US\$m

* The amounts presented exclude net interest and other centrally reported items. A reconciliation with net earnings for 2004 and 2005 is set out in Note 2 to the 2005 Financial statements. Product group earnings for 2004 and 2005 are based on underlying earnings as determined under EU IFRS.

The Rio Tinto Energy Group comprises uranium, thermal coal and coking coal operations. Rio Tinto Energy group's coal interests are in Australia and the US. They supply internationally traded and domestic US and Australian markets. The portfolio also includes Rössing Uranium in Namibia and Energy Resources of Australia which supply uranium oxide for electricity generation.

In December 2005 Energy Resources of Australia Ltd (ERA) and Rössing Uranium approved the appointment of Rio Tinto Uranium to undertake marketing and sales services and sales contract administration for them. Rio Tinto Uranium will undertake a centralised marketing role for Rio Tinto's two uranium producers through a network of representatives in key markets. This will give a single point of contact for customers and greater efficiencies for ERA and Rössing.

The Energy group is a leading advocate of, and investor in, the sustainable development aspects of the future uses of coal and uranium. In 2005 the Energy group dedicated resources and investment funds to the FutureGen project in the US, the COAL21 project in Australia and the International Energy Agency Clean Coal Centre.

[Back to Contents](#)

At 31 December 2005, the Energy group accounted for 14 per cent of Group operating assets and, in 2005, contributed 19 per cent of Rio Tinto's gross turnover and 15 per cent of underlying earnings.

Preston Chiaro, chief executive Energy, is based in London.

Financial performance

2005 compared with 2004

The Energy group's 2005 contribution to underlying earnings was US\$733 million, US\$302 million higher than in 2004.

Results benefited from a significant increase in the price received for both thermal and coking coal during 2005. Third party infrastructure issues continued to impede production growth in all of the coal operations. Operations focused on shifting emphasis to high margin products and facilitating the further expansion of the Hail Creek mine into a strong market for coking coal. The inability to reap the required economies of scale and the rise in fuel prices and explosives resulted in a rise in the unit cost of production across the group.

Spot prices for uranium oxide strengthened considerably during the period increasing from US\$20.43 at the beginning of the year to close at US\$36.00 in December 2005. The significant rise in the spot price of uranium oxide during the period is not fully reflected in the current earnings. Uranium oxide is typically sold on long term contracts with pricing determined several years out. The impact of the 2005 pricing levels is expected to flow through to earnings in future years.

Rio Tinto Energy America (Rio Tinto: 100 per cent)

Rio Tinto Energy America (RTEA) (formerly Kennecott Energy) wholly owns and operates four open cut coal mines in the Powder River Basin of Montana and Wyoming, US and has a 50 per cent interest in, but does not operate, the Decker mine in Montana. RTEA also manages the group's interest in Colowyo Coal in Colorado, US. In total it employs approximately 2,000 people.

One of the largest US producers, RTEA sells its ultra low sulphur coal to electricity generators predominantly in mid western and southern states. Sales are made under multiple year contracts and on a spot basis for one year or less.

The domestic US market for low sulphur coal continues to grow due to its competitive cost per delivered energy unit and restrictions on sulphur emissions by utilities. For example, the price of sulphur emission allowances (a reward for higher specification coal) increased during the period from US\$800 to US\$1,700 per tonne of emissions. Continued strong demand for low cost and low sulphur western coal is expected to increase with the announcement of numerous new coal fired generation projects and increased utilisation of existing coal generation capacity in the US.

2005 operating performance

RTEA's attributable production of 116 million tonnes of coal was two per cent lower than in 2004 primarily as a result of third party rail line disruptions. During 2005 production records were set at the premium coal producing Spring Creek and Antelope mines. Underlying earnings of US\$135 million were 25 per cent lower than 2004 earnings of US\$180 million. This decrease was due to lower overall production, a higher effective tax rate, and increased operational costs, particularly the cost of diesel fuel and explosives.

Spot prices increased substantially during the period. The spot price for 8800 BTU (0.80 sulphur) increased from US\$6.00 per ton to US\$22.50 per ton for delivery in the first quarter of 2006.

Safety performance improved again in 2005 compared to 2004, with the Spring Creek mine continuing to set new safety records. RTEA's lost time injury frequency rate declined from 0.69 to 0.42 in 2005.

Rio Tinto Coal Australia (Rio Tinto: 100 per cent)

Rio Tinto Coal Australia (RTCA), formerly Pacific Coal, manages the Group's Australian coal interests. These include in Queensland the Blair Athol (Rio Tinto: 71 per cent), Kestrel (Rio Tinto: 80 per cent), Tarong (Rio Tinto: 100 per cent) and Hail Creek (Rio Tinto: 82 per cent) coal mines and the Clermont deposit (Rio Tinto: 50 per cent).

RTCA also provides management services to Coal & Allied Industries (Coal & Allied) for operation of its four mines located within the Hunter Valley in New South Wales. Coal & Allied (Rio Tinto: 75.7 per cent) is publicly listed on the Australian Stock Exchange and had a market capitalisation of A\$4.46 billion (US\$3.27 billion) at 31 December 2005. Coal & Allied wholly owns Hunter Valley Operations, has an 80 per cent interest in Mount Thorley Operations and a 55.6 per cent interest in the contiguous Warkworth mine, and a 40 per cent interest in the Bengalla mine which abuts its wholly owned Mount Pleasant development project. Coal & Allied also has a 37 per cent interest in Port Waratah Coal Services coal loading terminal.

About 60 per cent of Blair Athol thermal coal is sold to its two Japanese joint venture partners under contracts extending to 2008 and 2010. The rest is sold by long term and annual agreements to European and southeast Asian customers.

Production from the Tarong mine is sold exclusively to Tarong Energy Corporation, an adjacent state owned power utility. A ten year contract for up to 7.5 million tonnes annually expires at the end of 2010.

Kestrel, the only underground mine in the portfolio, sells mainly metallurgical coal to customers in Japan, south east Asia, Europe and Central America generally on annual agreements.

Following the first commercial shipments in October 2003, the Hail Creek coking coal mine increased its production from 5.1 million tonnes in 2004 to 5.9 million tonnes during 2005.

[Back to Contents](#)

Coal & Allied produces thermal and semi soft coal. Most of its thermal coal is sold under contracts to electrical or industrial customers in Japan, Korea and elsewhere in Asia. The balance is sold in Europe and Australia. Coal & Allied's semi soft coal is exported to steel producing customers in Asia and Europe under a combination of long term contracts and spot business.

RTCA and Coal & Allied collectively employ approximately 2,200 people.

2005 operating performance

RTCA and Coal & Allied combined underlying earnings of US\$572 million in 2005 were 142 per cent higher than in 2004 due to increased production from Hail Creek and improved prices.

At all operations other than Tarong and Kestrel sales were constrained by insufficient infrastructure to meet producer demand. Blair Athol and Hail Creek shipments were both affected by infrastructure constraints at the Dalrymple Bay Coal Terminal (DBCT) whereas Coal & Allied mines were similarly affected at Port Waratah. The Port Waratah Coal Services Port Allocation System was introduced in April 2004 to limit ship queues and reduce demurrage. Its successor, the Capacity Balancing System, which will continue at least through 2007, enables producers to swap and trade surplus capacity. In April 2005 the Australian Competition and Consumer Commission granted authorisation for a similar queue management system at DBCT. The queue system allocates the scarce capacity at the port and associated rail system until 2008 when new capacity is expected to become available.

Production decreased at Blair Athol from 12.2 million tonnes to 10.6 million tonnes primarily as a result of shifting limited port capacity to Hail Creek product. Kestrel's production increased 13 per cent to 3.7 million tonnes in 2005 including 2.9 million tonnes of coking coal. At Tarong, production decreased by eight per cent to 6.5 million tonnes in line with decreased demand from Tarong Energy Corporation. Hail Creek production was 5.9 million tonnes of which 5.2 million tonnes were shipped.

At Hunter Valley Operations production decreased from 13.3 million tonnes to 12.4 million tonnes while sales were 12.8 million tonnes. The integrated Mount Thorley Warkworth operations held production at 10.3 million tonnes while sales were 10.9 million tonnes. At Bengalla, production increased from 5.3 million tonnes to 6.0 million tonnes while sales were 5.4 million tonnes.

Safety performance and awareness continues to be a major focus of all operations managed by RTCA. The overall lost time injury frequency rate declined from 1.29 in 2004 to 0.52 in 2005.

Rössing Uranium (Rio Tinto: 68.6 per cent)

Rössing produces and exports uranium oxide from Namibia to European, US and Asia Pacific electricity producers. In December 2005, approval was granted to extend the life of the operation until at least 2016 and restore annual production capacity to 4,000 tonnes per annum at a total incremental and sustaining capital cost of US\$112 million. Rössing employs approximately 800 people.

2005 operating performance

In 2005 production increased by four per cent to 3,700 tonnes of uranium oxide as a result of higher plant availability and improved market conditions. Higher realised prices were somewhat offset by the further strengthening of the Namibian dollar against the US dollar resulting in a US\$2 million underlying earnings contribution in 2005.

In 2005, Rössing regrettably suffered a fatality at the operation. Rössing continues to put a significant effort and management focus on safety. The focus is to eliminate all injuries from the workplace and to have an embedded safety culture and systems that identify and rectify potential safety incidents. The lost time injury frequency rate for 2005 rose to 0.48 from 0.08 in 2004.

Energy Resources of Australia (Rio Tinto: 68.4 per cent)

Energy Resources of Australia Ltd (ERA) is publicly listed and had a market capitalisation of A\$1.88 billion (US\$1.38 billion) at 31 December 2005. ERA employs approximately 300 people with 13 per cent of the operational workforce represented by Aboriginal people.

ERA produces uranium oxide at the Ranger open pit mine, 260 kilometres east of Darwin in the Northern Territory. ERA also has title to the nearby Jabiluka mineral lease, which in 2003 was put on long term care and maintenance.

Ranger has a 5,500 tonnes per year nameplate capacity and started production in 1981. ERA's operations including Jabiluka are surrounded by, but remain separate from, the World Heritage listed Kakadu National Park and especially stringent environmental requirements and governmental oversight apply.

2005 operating performance

Uranium oxide production of 5,900 tonnes was above the 5,100 tonnes produced the previous year. Sales tonnes were 5,688, a 1.5 per cent increase on 2004 sales and a new record for the company. Stronger prices were partially offset by higher fuel prices and consumables resulting in underlying earnings of US\$24 million, an increase of US\$5 million from 2004.

Safety performance improved considerably with a reduction in lost time injury frequency rate from 3.37 in 2004 to 0.91 in 2005.

[Back to Contents](#)

INDUSTRIAL MINERALS GROUP

Borates (Rio Tinto share)	Titanium dioxide (Rio Tinto share)	Industrial Minerals
000 tonnes B ₂ O ₃	000 tonnes	Underlying Earnings contribution*
PRODUCTION	PRODUCTION	US\$m

* The amounts presented exclude net interest and other centrally reported items. A reconciliation with net earnings for 2004 and 2005 is set out in Note 2 to the 2005 Financial statements. Product group earnings for 2004 and 2005 are based on underlying earnings as determined under EU IFRS.

Rio Tinto's Industrial Minerals group produces borates, talc, industrial salt, and titanium dioxide feedstock. It is a global leader in the supply and science of these products. Beginning in 2006, Rio Tinto Borax, Luzenac Talc and Dampier Salt are combining their management and systems to form a new organisation, Rio Tinto Minerals. Together with Rio Tinto Iron & Titanium, the two will form the Industrial Minerals product group effective in 2007.

At 31 December 2005, Industrial Minerals accounted for 14 per cent of the Group's operating assets and contributed approximately 12 per cent of Rio Tinto's gross turnover and four per cent of underlying earnings in 2005. Approximately 7,000 people were employed in 2005.

Andrew Mackenzie, chief executive Industrial Minerals, is based in London.

Financial performance *2005 compared with 2004*

Industrial Minerals' contribution to 2005 underlying earnings was US\$187 million, 23 per cent lower than in 2004, reflecting significant one-off costs of US\$42 million after tax, including provision for Minerals restructuring in relation to the formation of Rio Tinto Minerals. There were also increased energy and distribution costs at all business units.

Dampier Salt and Rio Tinto Iron & Titanium incurred high initial operating costs for commissioning of a new plant and the upgraded titanium slag (UGS) expansion respectively. Rio Tinto Iron and Titanium also incurred a tax expense of US\$13 million resulting from a change in the tax rate for QIT-Fer et Titane in Quebec.

Rio Tinto Borax's earnings were 48 per cent lower at US\$48 million. The borates business was impacted by lower sales volumes and increasing energy and distribution costs. Rio Tinto Borax also incurred a one-off restructuring cost of US\$12 million after tax in relation to the formation of Rio Tinto Minerals.

Rio Tinto Iron & Titanium earnings at US\$128 million were ten per cent higher than in 2004. Strong price performance across all products, combined with increased volumes and strict cost performance at Richards Bay Minerals led to this strong performance.

Rio Tinto Minerals

Rio Tinto Borax (Rio Tinto: 100 per cent)

Rio Tinto Borax's Boron mine in California's Mojave Desert is the world's largest borate mine by volume. Borates are used in the US for vitreous applications, such as fibreglass, glass wool, high temperature glasses and enamels. The perborate industry, a major market in Europe, uses borates as bleach in detergents. Other uses include ceramics, fertilisers, flame retardants, wood preservatives and corrosion inhibitors.

Rio Tinto Borax's US and UK research laboratories provide technical support and participate in collaborative projects with customers.

2005 operating performance

Production volumes were steady at 560,000 tonnes. Sales volumes were three per cent lower than 2004, in both North America and Europe as a result of increased competition and economic slowing. However, the borate markets continue to benefit from a robust North American housing market, a strong thin film transistor (TFT) liquid crystal display (LCD) market in Asia and the continued penetration of borates used for wood preservation. Hurricanes Katrina and Rita further weakened North American sales performance during the second half as customer's product supply chains were disrupted. In some cases production lines were dedicated entirely to non-borate containing building materials in order to

maximize throughput and provide assistance during the relief efforts.

[Back to Contents](#)

An approximate 30,000 tonne expansion of the boric acid plant at Boron (about ten per cent of current capacity) was completed in May 2005 on time and under budget, delivering planned throughput. A further 56,000 tonnes increase is under construction. This project is on plan and on budget with a planned start up date of the end of the second quarter of 2006.

Luzenac Group (Rio Tinto: 100 per cent)

The Luzenac Group operates talc mines, including the world's largest, in south west France, and processing facilities in Australia, Austria, Belgium, Canada, France, Italy, Japan, Mexico, Spain, the UK and the US. Rio Tinto acquired the last remaining Luzenac shareholding during 2005, taking its ownership from 99.9 per cent to 100 per cent.

Luzenac products are used internationally. Principal uses are in paper, paints, cosmetics, ceramics, agricultural and plastics industries.

2005 operating performance

Luzenac made a US\$3 million loss in 2005 as a result of a US\$18 million provision taken in relation to restructuring costs on the formation of Rio Tinto Minerals. Luzenac's production in 2005 was two per cent lower than 2004 at 1.41 million tonnes.

Likewise sales volumes were slightly lower than 2004, while prices showed a slight improvement.

Dampier Salt (Rio Tinto: 64.9 per cent)

Dampier Salt is the world's largest salt exporter. It produces industrial salt by solar evaporation at Dampier, Port Hedland and Lake MacLeod, where it also mines gypsum, in Western Australia.

The chemical industry in Asia is the principal customer for Dampier's salt while gypsum's main use is in wallboard and cement manufacture.

2005 operating performance

Dampier Salt's earnings in 2005 were US\$14 million, slightly above 2004 earnings of US\$13 million. While trading conditions were improved through higher volumes, earnings were impacted by difficulties during the commissioning of a new process plant at Dampier and escalating costs in north western Australia. Salt production was 15 per cent higher than in 2004, at 8.5 million tonnes (Rio Tinto share: 5.5 million tonnes).

Rio Tinto Iron & Titanium (Rio Tinto: 100 per cent)

Rio Tinto Iron & Titanium (RIT) comprises the wholly owned QIT-Fer et Titane (QIT) in Quebec, Canada and the 50 per cent interest in Richards Bay Minerals (RBM) in KwaZulu-Natal, South Africa. Both produce titanium dioxide feedstock used by customers to manufacture pigments for paints and surface coatings, plastics and paper, as well as iron and zircon co-products.

QIT's proprietary process technology enables it to supply both the sulphate and chloride pigment manufacturing methods. Its upgraded slag (UGS) plant supplies the growing chloride sector and is designed for expansion in line with demand up to a capacity of 600,000 tonnes per year. During 2005 RIT delivered an expansion of its UGS plant to 325,000 tonnes per annum, and announced a further expansion to 375,000 tonnes which will be delivered in 2006.

RBM's ilmenite has a low alkali content which makes its feedstock suitable for the chloride pigment process. RBM has the capacity to produce one million tonnes of feedstock annually.

2005 operating performance

Production disruptions induced by hurricanes in the US gulf coast tightened supply, allowing pigment prices to increase throughout 2005, a factor in RIT's strong performance. Market conditions remained tight for chloride feedstocks, as chloride pigment plants continued to run at high utilisation rates.

Demand for very high grade feedstock products, such as QIT's upgraded titanium slag, remained strong. Sulphate markets continued to remain soft. Market conditions for RIT's iron and steel co-products remained strong in the first half of 2005 but fell in May as scrap prices declined due to weakening global demand and higher Chinese pig iron exports. Prices stabilised after September.

Zircon prices continued to increase in 2005, as markets continued to get stronger, reflecting a very tight global supply and demand balance. Zircon production was 16 per cent higher than in 2004. Titanium dioxide feedstock production was ten per cent higher than in 2004, principally due to RBM's contribution which reflected the return to full production of a furnace. Likewise, upgraded titanium slag production was 15 per cent higher than in 2004 due to the UGS expansion,

Industrial minerals group projects

QIT Madagascar Minerals (Rio Tinto: 80 per cent)

RIT manages QIT Madagascar Minerals (QMM), in which an agency of the Government of Madagascar has a 20 per cent interest. QMM was formed to evaluate large mineral sand deposits in the south east of Madagascar.

In 2005 Rio Tinto announced the approval of a US\$775 million titanium dioxide project. The project comprises a US\$585 million mineral sands operation and port in Madagascar and a US\$190 million upgrade of Rio Tinto's ilmenite facilities in Canada. First production from the operation in the Fort Dauphin region is expected in late 2008 and the initial capacity will be 750,000 tonnes per year of ilmenite.

[Back to Contents](#)

The ilmenite will be smelted at Rio Tinto's facilities at Sorel in Quebec. This will require an upgrade of storage and handling facilities as well as their associated ancillary services. With a grade of 60 per cent titanium dioxide, the Madagascar orebody is the largest known undeveloped high grade ilmenite deposit. It has an expected mine life of 40 years and will supply a new, high quality chloride slag with 91 per cent titanium dioxide content to meet long term demand for titanium dioxide by the pigment industry.

A deep sea multi-use public port at Ehoala, near the town of Fort Dauphin, will be an important component of the project. The mine will be a key initial customer, providing the base load to help establish the port. Over time, it is expected the port will make an important contribution to economic development of the region.

The Government of Madagascar has agreed to contribute US\$35 million to the establishment of the port, as part of its Growth Poles Project funded by the World Bank. QMM will manage the port operations. At the end of the life of the mine, the port will fall under the responsibility and control of the Government of Madagascar.

Extensive engagement and consultation with the Government of Madagascar and local people and leaders has taken place over many years. The World Bank is involved in a development role and NGOs, including the Royal Botanic Gardens Kew and Missouri Botanical Gardens, have been involved in planning environmental and conservation strategies.

Potasio Rio Colorado SA (Rio Tinto: 100 per cent)

Rio Tinto has exercised its option to acquire 100 per cent of Potasio Rio Colorado S.A. and take ownership of the potash project it has been evaluating since 2003.

The decision to exercise the option early was based on the positive results of evaluation work to date. The resource is large scale and of high mineralogical and structural quality and consistency. However, much work remains to be done before Rio Tinto makes a decision to take the project into production.

Assuming positive progress of the project, it is expected that a final feasibility study will be completed by the end of 2006 and subject to the outcome, development could take place from early 2007 with first production in the middle of 2009. Production volumes currently being evaluated are in the range of 1.6 to 2.4 million tonnes per annum.

ALUMINIUM GROUP

Weipa bauxite (Rio Tinto share) million tonnes MINED	Alumina (Rio Tinto share) 000 tonnes PRODUCTION	Aluminium (Rio Tinto share) 000 tonnes PRODUCTION	Rio Tinto Aluminium Underlying Earnings contribution* US\$m
---	--	--	--

* The amounts presented exclude net interest and other centrally reported items. A reconciliation with net earnings for 2004 and 2005 is set out in Note 2 to the 2005 Financial statements. Product group earnings for 2004 and 2005 are based on underlying earnings as determined under EU IFRS.

Rio Tinto Aluminium (RTA) is made up of Rio Tinto's wholly owned, group integrated aluminium subsidiary, Comalco, and its 51 per cent share in Anglesey Aluminium.

At 31 December 2005, the Aluminium group accounted for 21 per cent of Rio Tinto's operating assets and in 2005 contributed 13 per cent of Group gross turnover and eight per cent of underlying earnings.

Oscar Groeneveld, chief executive Aluminium, is based in Brisbane, Australia.

Financial performance

2005 compared with 2004

RTA's contribution to 2005 underlying earnings was US\$392 million, an increase of 18 per cent.

Stronger aluminium prices increased earnings by US\$106 million with the average aluminium price in 2005 at 86 US cents per pound compared with 78 US cents per pound in 2004. The effect of the weakening US currency reduced Aluminium's earnings by US\$34 million.

[Back to Contents](#)

Rio Tinto Aluminium (Rio Tinto: 100 per cent)

Rio Tinto Aluminium (RTA) is a major supplier of bauxite, alumina and primary aluminium to world markets. It employs about 4,300 people.

RTA has a large, wholly owned bauxite mine at Weipa on Cape York Peninsula, Queensland. A US\$150 million mine expansion was completed on time to supply the bauxite requirements of the Comalco Alumina Refinery. Approximately 90 per cent of the bauxite from Weipa is shipped to alumina refineries at Gladstone, Queensland, and Sardinia, Italy.

Construction of the first stage of the wholly owned Comalco Alumina Refinery at Gladstone in Queensland was completed in late 2004, ahead of schedule and close to the budget of US\$750 million. Rated capacity is expected to be reached by the end of 2006. There is potential for capacity to be increased to over four million tonnes. The majority of the refinery's Stage One output will go into RTA smelters. The balance will be placed in the traded alumina market. The refinery enables RTA to add further value to the Weipa bauxite deposit and strengthen both RTA's and Australia's positions in the world alumina market.

RTA owns 38.6 per cent of Queensland Alumina Limited in Gladstone, the world's largest alumina refinery in terms of production and also owns 56.2 per cent of the Eurallumina refinery in Sardinia, Italy. RTA's primary aluminium is produced by smelters at Boyne Island at Gladstone (59.4 per cent), Bell Bay (100 per cent) in Tasmania, Tiwai Point (79.4 per cent) in New Zealand and Anglesey Aluminium (51 per cent) in Wales, UK.

In 2003, Comalco signed a long term alumina supply agreement with Norsk Hydro, to supply 300,000 tonnes of alumina in 2005 and then 500,000 tonnes of alumina per year for more than 20 years. This agreement underpins the investment in the Comalco Alumina Refinery.

2005 operating performance

Bauxite production at Weipa reached record levels in 2005 at 15.5 million tonnes, 22 per cent higher than in 2004. This was due to the successful commissioning of the first stage of Project NeWeipa, which led to increased production from both the East Weipa and Andoom mines.

Weipa bauxite shipments increased 22 per cent, to 15.0 million tonnes.

Rio Tinto's share of alumina production for 2005 was 33 per cent higher than 2004. Comalco Alumina Refinery produced 835,000 tonnes as efforts continued to improve the reliability of the pumps feeding the digestion circuit. QAL production increased by five per cent compared to 2004, a record production for the refinery. Eurallumina production increased one per cent over 2004 levels.

RTA's share of aluminium production from its four smelters, at 854,000 tonnes, was 17,000 tonnes above 2004 production. Attributable metal shipments for 2005 were 859,000 tonnes, an increase of 18,000 tonnes, and went to primarily Japan, Korea, Australia, South East Asia and Europe.

Aluminium group projects

Weipa mine expansion (Rio Tinto 100 per cent)

In 2005, RTA continued to invest in the Weipa bauxite mine to underpin the 2004 expansion to a simultaneous mining operation. This investment included replacing the existing power station with a new US\$40 million 26 megawatt power station. The new power station will service the mining operation and surrounding communities. The other major expenditure at Weipa was on a second US\$60 million shiploader to ensure reliability of bauxite supply to customers. A further US\$19 million was spent on additional tailings storage for the Andoom mine.

COPPER GROUP

Copper (Rio Tinto share) 000 tonnes	Copper (Rio Tinto share) 000 tonnes	Gold (Rio Tinto share) 000 tonnes	Copper group Underlying Earnings contribution*
MINED	REFINED	MINED	US\$m

*

Edgar Filing: - Form

The amounts presented exclude net interest and other centrally reported items. A reconciliation with net earnings for 2004 and 2005 is set out in Note 2 to the 2005 Financial statements. Product group earnings for 2004 and 2005 are based on underlying earnings as determined under EU IFRS.

Rio Tinto 2005 *Form 20-F* **67**

[Back to Contents](#)

Rio Tinto's Copper group comprises Kennecott Utah Copper in the US and interests in the copper mines of Escondida in Chile, Grasberg in Indonesia, Northparkes in Australia, Palabora in South Africa, and the Resolution Copper project in the US. The group also has management responsibility for Kennecott Minerals Company in the US.

At 31 December 2005, the Copper group, which also produces gold and molybdenum as significant by-products, accounted for 17 per cent of the Group's operating assets and, in 2005, contributed approximately 23 per cent of Rio Tinto's gross turnover, of which 61 per cent was from copper, 20 per cent from molybdenum and the remainder mostly from gold. It accounted for 41 per cent of underlying earnings in 2005.

Tom Albanese, chief executive Copper and Exploration, is based in London. Bret Clayton will be appointed chief executive Copper on 1 July 2006, when Tom will be appointed director, Group Resources.

Financial performance

2005 compared with 2004

The Copper group's contribution to underlying earnings was US\$2,020 million, US\$1,160 million higher than in 2004. The average price of copper was 166 US cents per pound compared to 130 US cents in 2004. The average price of molybdenum was US\$30.70 per pound compared to US\$14.60 per pound in 2004. The average gold price of US\$444 per ounce increased by nine per cent.

Kennecott Utah Copper's contribution to underlying earnings of US\$1,037 million compared with US\$311 million in 2004. Molybdenum production was significantly increased due to a refocus of the mine plan in response to significantly higher molybdenum prices.

Rio Tinto's share of underlying earnings from Escondida increased by US\$196 million to US\$602 million. Mined production of copper was up five per cent.

The underlying earnings contribution from the Grasberg joint venture increased by US\$200 million to US\$232 million chiefly as a result of the continuation of full production after the material slippage in October 2003.

Palabora recorded a profit of US\$19 million in 2005 due to improved performance of underground production.

Kennecott Utah Copper (Rio Tinto: 100 per cent)

Kennecott Utah Copper (KUC) operates the Bingham Canyon mine, Copperton concentrator and Garfield smelter complex, near Salt Lake City, US.

KUC supplies more than ten per cent of annual US refined copper requirements and employs approximately 1,600 people.

KUC provides some management services to the wholly owned Barneys Canyon gold mine due to its proximity to Bingham Canyon. Mining and milling at Barneys Canyon ended in 2001 and gold production will cease after 2006. The operation employs about 20 people.

2005 operating performance

Performance in 2005 was dominated by molybdenum prices and production, which was achieved with some sacrifice of copper concentrate production. In order to take advantage of the strong market for molybdenum, mine production was optimised and an expansion of the molybdenum plant, which is designed to increase recoveries, was completed in June 2005. Molybdenum production was 130 per cent higher than in 2004. The focus on maximising molybdenum production enhanced overall margins notwithstanding a rise in associated costs.

Refined copper production was six per cent lower than in 2004. In addition to the lower copper grades as a result of optimising molybdenum production, production was also affected by a 17 day planned smelter maintenance shutdown. A further 45 day shutdown is planned for the second half of 2006, drawing on lessons learned from the successful shutdown in 2005.

A project to enlarge the Bingham Canyon open pit was approved in February 2005. The East 1 pushback is expected to extend the life of the open pit to 2017. Capital expenditure on the project is budgeted to be US\$100 million for mine facilities, a concentrator upgrade and mobile equipment, and US\$70 million after 2008 for the relocation of the in pit crusher and dewatering facilities. Mine development options from 2017 will be reviewed in the context of the decision to proceed with the East 1 pushback, and include various open pit and underground alternatives.

[Back to Contents](#)

	2003	2004	2005
Principal operating statistics at KUC 2003 2005			
Rock mined (000 tonnes)	135,204	129,196	140,906
Ore milled (000 tonnes)	46,105	45,712	46,664
Head grades			
Copper (%)	0.67	0.63	0.53
Gold (g/t)	0.29	0.29	0.37
Silver (g/t)	3.02	3.04	3.23
Molybdenum (%)	0.027	0.033	0.058
Copper concentrates produced (000 tonnes)	1,147	1,106	881
Production of metals in copper concentrates			
Copper (000 tonnes)	281.8	263.7	220.6
Gold (000 ounces)	305	308	401
Silver (000 ounces)	3,548	3,584	3,958
Molybdenum concentrates produced (000 tonnes)	8.8	12.9	29.5
Contained molybdenum (000 tonnes)	4.6	6.8	15.6
Concentrate smelted on site (000 tonnes)	1,060	1,098	1,042
Production of refined metals			
Copper (000 tonnes)	230.6	246.7	232.0
Gold (000 ounces)	308	300	369
Silver (000 ounces)	2,963	3,344	3,538

Grasberg joint venture (Rio Tinto: 40 per cent)

Grasberg, in Papua, Indonesia, is one of the world's largest copper and gold mines in terms of reserves and production. It is owned and operated by Freeport Indonesia (PTFI), the principal and 91 per cent owned subsidiary of the US based Freeport-McMoRan Copper & Gold Inc. (FCX).

To meet the mine's social obligations to local communities, at least one per cent of Grasberg's net sales revenues are committed to support village based programmes. In addition, two new trust funds were established in 2001 in recognition of the traditional land rights of the local Amungme and Komoro tribes. In 2005, PTFI contributed US\$36 million (net of Rio Tinto portion) and Rio Tinto US\$7 million in total to the funds.

As a result of training and educational programmes, Papuans represented more than a quarter of PTFI's approximately 9,000 workforce by the end of 2005.

2005 operating performance

Production in 2005 was significantly above 2004 when resources were dedicated to recovery from the 2003 material slippage. In 2005, Rio Tinto's share of production was calculated using the adjusted joint venture allocation, known as the metal strip, which was agreed upon in December 2004, subject to certain production targets being met by PTFI. As production from Grasberg fell short of the agreed targets, Rio Tinto received an additional 8,500 tonnes of copper as an increased allocation in December 2005.

	2003	2004	2005
Principal operating statistics for PTFI 2003-2005			
Ore milled (000 tonnes)	74,103	67,750	78,907
Head grades			
Copper (%)	1.09	0.87	1.13
Gold (g/t)	1.54	0.88	1.65
Silver (g/t)	4.03	3.85	4.88
Production of metals in concentrates			
Copper (000 tonnes)	715.8	516.4	793.9
Gold (000 ounces)	3,262	1,584	3,546
Silver (000 ounces)	6,474	5,037	7,531

Escondida (Rio Tinto: 30 per cent)

The low cost Escondida copper mine in Chile is one of the largest copper mines in the world by annual production, with a mine life expected to exceed 30 years. The mine accounts for approximately eight percent of world primary copper production. BHP Billiton owns 57.5 percent of Escondida and is the operator and product sales agent.

The Escondida district hosts two of the largest porphyry copper deposit systems in the world – Escondida and Escondida Norte, located five kilometres from Escondida. Norte is expected to provide mill feed to maintain capacity at Escondida above 1.2 million tonnes per annum of copper in concentrate and cathode to the end of 2008 as existing Escondida mine grades decline. First production from Norte occurred in the fourth quarter of 2005 with the ramp up exceeding initial expectations. Low grade sulphide ore is currently being stockpiled for processing in a bioleaching facility that is currently under construction. The sulphide leach project involves the use of bacteria to leach copper from sulphide ores that would otherwise be discarded as waste. The project will produce 180,000 tonnes (Rio Tinto share 54,000 tonnes) of copper cathode metal per annum for more than 25 years. Initial cathode production is planned for the second half of 2006.

Escondida employs approximately 2,800 people directly, together with a similar number of contractor personnel.

[Back to Contents](#)

2005 operating performance

Escondida's mined copper production was five per cent higher than in 2004 largely due to higher milling rates at both concentrators. Ore delivery from Norte commenced in October and the harder composition of ore did not result in reduced milling rates as previously expected. Overall, Escondida ore tonnes milled were four per cent higher. Cathode production was five per cent lower than in 2004 due to lower grade oxide ore from unexpected high content of clay.

	2003	2004	2005
Principal operating statistics at Escondida 2003-2005			
Rock mined (000 tonnes)	300,386	377,356	359,569
Ore milled (000 tonnes)	70,347	82,378	86,054
Head grade			
Copper (%)	1.43	1.51	1.53
Production of metals in concentrates			
Copper (000 tonnes)	847	1,046	1,127
Gold (000 ounces)	184	217	183
Silver (000 ounces)	4,728	5,747	6,565
Copper cathode (000 tonnes)	147.6	152.1	143.9

Palabora (Rio Tinto: 47.2 per cent)

Palabora Mining Company (Palabora) is a publicly listed company on the Johannesburg Stock Exchange and operates a mine and smelter complex in South Africa.

Palabora has developed a US\$465 million underground mine with a planned production rate of at least 30,000 tonnes per day of ore. Approximately 700,000 tonnes of copper are expected to be produced over the remaining life of the mine.

Palabora supplies most of South Africa's copper needs and exports the balance. It employs approximately 1,800 people and labour agreements are negotiated annually.

2005 operating performance

Palabora recorded a net profit of US\$19 million compared with net loss of US\$21 million in 2004. Underground production for the year averaged 27,500 tonnes per day which is 16 per cent higher than 2004.

Production rates peaked in the month of May at 32,000 tonnes per day after the introduction of an employee productivity scheme. The average annual production fell short of the target of 30,000 tonnes per day due to industrial action later in the year and maintenance issues on the north winder earlier in the year. The average ore grade was 0.72 per cent compared to 0.74 per cent in 2004.

As a result of mine production shortfalls and lower grades, concentrate production had to be supplemented by purchases of concentrate material to optimise smelter throughput. Palabora will continue to purchase concentrates to supplement the smelter as capacity exceeds the mine output.

In August, Palabora finalised its lending facilities and entered into hedge contracts which were required as part of the refinancing. Forward pricing contracts have been put in place representing 60 per cent of the budgeted underground production for the first three years and 30 per cent in the remaining five years of the loan facility.

In 2004, Palabora suffered a provision for asset impairment of US\$161 million after tax and outside shareholders' interests. This was excluded from underlying earnings.

	2003	2004	2005
Principal operating statistics at Palabora 2003-2005			
Ore milled (000 tonnes)	11,415	8,657	9,536
Head grade			
Copper (%)	0.59	0.74	0.72
Copper concentrates produced (000 tonnes)	163.3	187.7	197.1
Contained copper (000 tonnes)	52.4	54.4	61.2
New concentrates smelted on site (000 tonnes)	267.6	253.4	304.4
Refined copper produced (000 tonnes)	73.4	67.5	80.3

Edgar Filing: - Form

Northparkes (Rio Tinto: 80 per cent)

Rio Tinto's interest in the Northparkes copper-gold mine resulted from the acquisition of North Ltd. Northparkes is a joint venture with the Sumitomo Group (20 per cent).

Following an initial open pit operation at Northparkes in central New South Wales, Australia, underground block cave mining has been undertaken since 1997. With present and future developments, the operation has an expected life of 13 years at current production rates.

The copper concentrate produced is shipped under long term contracts that provide for periodic negotiation of certain charges, as well as spot sales, to smelters in Japan (67 per cent), China (17 per cent) and other countries (16 per cent).

Northparkes employs approximately 150 people together with 140 permanent contractors.

[Back to Contents](#)

2005 operating performance

The year saw a full year's production from the Lift 2 block cave and the cessation of mining from the open cut, which was used as additional feed during the ramp up of Lift 2. Underground production continued to ramp up, exceeding nameplate capacity in June. Better cave fragmentation and grades contributed to 80 per cent higher copper production in 2005.

	2003	2004	2005
Principal operating statistics at Northparkes 2003-2005			
Ore milled (000 tonnes)	5,168	5,008	5,453
Head grade:			
Copper (%)	0.67	0.79	1.12
Gold (g/t)	0.44	0.66	0.46
<i>Production of contained metals</i>			
Copper (000 tonnes)	27.1	30.0	54.0
Gold (000 ounces)	48.6	79.4	57.0

Kennecott Minerals (Rio Tinto: 100 per cent)

Kennecott Minerals in the US manages the Greens Creek mine (Rio Tinto: 70 per cent) on Admiralty Island in Alaska which produces gold, silver, zinc and lead. The Rawhide mine (Rio Tinto: 51 per cent) in Nevada produces gold and silver by leaching since mining operations ceased in 2002. Reclamation work is well advanced. Kennecott Minerals also owns the Group's interest in the Cortez gold mine (Rio Tinto: 40 per cent), also in Nevada.

Kennecott Minerals employs approximately 300 people, excluding employees of non managed operations.

2005 operating performance

Net earnings of US\$73 million were US\$9 million below 2004 reflecting lower production from lower grades at Cortez as mining of the current Pipeline deposit approaches the end of its life.

At Greens Creek mill throughput was 11 per cent lower than in 2004, however with variation in head grades, silver production was equal to 2004 production, and zinc production was 16 per cent lower than in 2004. The focus at Greens Creek in the second half of the year was on mine rehabilitation work in the main underground infrastructure, resulting in the lower throughput for the year.

Copper group projects

Resolution (Rio Tinto: 55 per cent)

The Resolution project is situated in Arizona, US, in the area of the depleted Magma (Superior) copper mine. In 2001, an agreement was signed with BHP Billiton Base Metals which allowed Rio Tinto to earn a 55 per cent interest in the project by spending US\$25 million over six years. Rio Tinto completed earning its 55 per cent interest in the project in early 2004. In June 2005, approval was granted to evaluate options for accelerating exploration shaft development. This is currently planned to begin in 2006. Significant value will be added to the project if a land exchange programme is successful, allowing extension of the ore body into adjacent land. The Act supporting the land exchange was introduced in the US House of Representatives and the Senate in May 2005 and approval by Congress is anticipated in 2006.

Cortez Hills (Rio Tinto: 40 per cent)

Rio Tinto holds a 40 per cent interest in the Cortez gold mine, a joint venture with Placer Dome. The mine is located in northeastern Nevada, US, and the associated area of interest includes the Cortez Hills deposit, discovered in 2003 which contains proven and probable reserves of 7.5 million ounces of gold. A feasibility study is in progress to determine the optimum sequencing for development of the deposits within the Cortez area of interest. It is anticipated that operating permits for Cortez Hills will be obtained in 2006, with initial gold production occurring in mid 2007.

Eagle (Rio Tinto: 100 per cent)

The Eagle project is a small tonnage, high grade nickel deposit located in Michigan, US, for which Kennecott Minerals has commissioned a prefeasibility study. Permitting approvals are underway.

[Back to Contents](#)

DIAMONDS GROUP

Diamonds	Diamonds
(Rio Tinto share)	Underlying
000 carats	Earnings contribution*
MINED	US\$m

* The amounts presented exclude net interest and other centrally reported items. A reconciliation with net earnings for 2004 and 2005 is set out in Note 2 to the 2005 Financial statements. Product group earnings for 2004 and 2005 are based on underlying earnings as determined under EU IFRS. The Diamonds product group comprises Rio Tinto's 60 per cent interest in the Diavik Diamonds mine in Canada, the wholly owned Argyle mine in Australia, Rio Tinto's 78 per cent interest in the Murowa mine in Zimbabwe and diamond sales and representative offices in Belgium and India.

The group's focus is the mining, recovery and sale of rough natural diamonds. In keeping with Rio Tinto's values, the group is a leading proponent of the Kimberley Process and driver of programmes such as the Business Excellence Model and partnerships like the Council for Responsible Jewellery Practices to ensure suppliers, partners and customers operate to acceptable standards of social and environmental responsibility. Rio Tinto sells its diamonds through its marketing arm, Rio Tinto Diamonds, according to a strict chain of custody process allowing the sale of diamonds according to their mine source in order to gain the benefits of origin.

At 31 December 2005, Diamonds accounted for seven per cent of the Group's operating assets and, in 2005, contributed five per cent of Rio Tinto's gross turnover and six per cent of underlying earnings.

Keith Johnson, chief executive, Diamonds, is based in London.

Financial performance

2005 compared with 2004

Diamonds contributed US\$281 million to underlying earnings, an increase of US\$93 million from 2004, assisted by a strong diamond market and the solid performance by Argyle, Diavik and Murowa.

The rough diamond market remained strong for most of 2005 with the Rio Tinto product offering in great demand. Seasonal softening toward the end of the year was mainly due to holidays and festivals in the key customer markets.

Prices for polished diamonds increased in 2005, with the majority of gains made in the first half of the year. Strongest demand was seen in the product types in shortest supply. This included large diamonds greater than two carats in size with better colour and quality, and the smaller diamond segments.

Diavik Diamonds (Rio Tinto: 60 per cent)

Diavik Diamond Mines (DDMI) owns Rio Tinto's interest in and manages the unincorporated Diavik Diamonds joint venture in the Northwest Territories of Canada.

Construction was completed in 2003 with production first group commencing in January 2003. Since then the project has exceeded expectations. Open pit mining is expected to continue mainly from A154S and subsequently A418 well beyond 2010.

In late 2004 the board approved the US\$190 million construction cost of a dike around the A418 kimberlite to enable open pit mining beneath the lake bed. The board also approved the commencement of a study into the feasibility of underground mining of the A154N, A154S and A418 kimberlites. This study includes the development of a 3.3 kilometre exploratory decline, at an estimated cost of US\$75 million.

2005 operating performance

Underlying earnings were US\$143 million, US\$4 million below 2004. Sales of Diavik diamonds continued to attract a high level of interest with prices remaining steady.

Production in 2005 exceeded that in 2004 with good operational and plant performance achieving a new volume record. Ore blending

Edgar Filing: - Form

strategies were employed to increase throughput which allowed the process plant to comfortably exceed design capacity on a consistent basis. Grades also steadily improved as mining continued deeper into the orebody, improving understanding of the resource.

[Back to Contents](#)

A strategic planning and development team, separate from mine operations, was formed to carry out the study on how best to extend the life of the Diavik operation underground and oversee the development of the A418 dike and exploratory decline. Construction of the dike progressed ahead of schedule with the barrier being closed off in October. Work on the dike followed by pre-stripping of the lake bottom will continue into 2008 before open pit mining on the A418 kimberlite can commence. Construction of the exploratory decline also commenced during the year with close to one kilometre of tunnel developed. The underground study proceeded on schedule.

Bulk sampling of the A21 kimberlite commenced to determine whether it could be classified as a reserve and feature in the Diavik mine plan. This work is expected to be completed in 2006.

In 2005, there were approximately 350 employees and an equal number of contracted employees. Approximately one third of Diavik's 700 workforce is made up of indigenous people.

Argyle (Rio Tinto: 100 per cent)

Rio Tinto owns and operates the Argyle diamond mine in Western Australia.

Production from Argyle's AK1 open pit mine, is expected to continue until 2008.

In late 2005 the Rio Tinto board approved the development of an underground block cave mine under the AK1 open pit. It also approved an open pit cutback on the Northern Bowl to facilitate the transition from open pit to underground mining. The capital cost of the underground mine is expected to be US\$760 million, and the cutback US\$150 million. The work is planned to extend the life of the Argyle operation to 2018. Construction started in February 2006 and development work associated with the exploratory decline will continue.

2005 operating performance

Underlying earnings of US\$117 million were US\$77 million higher than in 2004. Diamond production for 2005 was 48 per cent higher with 30.5 million carats produced. Performance improved considerably over 2004 even though tight mining conditions prevailed as a result of the deepening open pit and a highly competitive labour market.

Argyle celebrated the signing of the Argyle Participation Agreement in June 2005 ensuring mining's contribution to sustainable livelihoods locally. The agreement was signed with the indigenous traditional owners and the Kimberley Land Council. More than 600 visitors, including the governor general of Australia and the premier of Western Australia, attended the ceremony.

In 2005, there were approximately 800 employees and 250 contractors. One quarter of Argyle's approximately 1,050 workforce is made up of indigenous people.

Murowa (Rio Tinto: 77.8 per cent)

Production at Murowa commenced in late 2004 after US\$11 million was spent on constructing a 200,000 tonnes per year plant and supporting infrastructure.

The small scale Murowa operation is focused on 1.3 million tonnes of weathered material containing 140,000 tonnes of enriched ore. This operation reduced the initial investment required so as to allow confirmation of marketing and regulatory arrangements prior to expansion. Chain of custody safeguards put in place at the commencement of production have performed without incident. Zimbabwe is a signatory of the Kimberley Process.

2005 operating performance

Underlying earnings were US\$21 million. The product was well received on the market with prices exceeding expectations.

A small modification was made to the front end of the Murowa plant in mid-2005 to increase throughput rates. This modification saw production for the year exceed targets.

A high level order of magnitude study looking at expansion options was completed.

In 2005, there were 81 employees and 142 contractors.

Improving performance together

Rio Tinto has embarked on a new phase of business improvement it has called *Improving performance together*. Led by Keith Johnson in addition to his role as chief executive, Diamonds, this is a set of internal initiatives to enhance collaboration across all of Rio Tinto's businesses to deliver additional value.

The initiatives build on the Group's existing strengths in core areas such as mining, processing, marketing and asset management. They also look at fundamental processes such as investment opportunity generation, planning, information technology and how key Groupwide functions are organised.

By tapping into the expertise of employees worldwide, the Group is systematically identifying where already high standards of performance can be further improved and where they should be replicated.

The work began in 2005 and is gaining momentum in 2006 as projects are introduced at key sites and lessons learned are shared between operations. Tangible results are already being recorded that open up exciting opportunities. To embed the improvements being brought about, refinements are being made to the way the Group is organised, so that the Group works together more closely.

Improving performance together aims to ensure that Rio Tinto maximises value creation whatever the market conditions.

[Back to Contents](#)

OTHER OPERATIONS

Lihir (Rio Tinto: 0 per cent)

Rio Tinto relinquished management control of the Lihir mine in Papua New Guinea in September and in November entered into contracts to sell its 14.46 per cent shareholding for approximately US\$295 million. The shares were sold at a price of A\$2.15 per share.

Kelian (Rio Tinto: 90 per cent)

Kelian Equatorial Mining (Kelian) operated an open pit gold mine in East Kalimantan, Indonesia. Mining ceased in 2003 with production from stockpiled ore completed in early 2005. A mine closure consultative process was completed in 2003 with stakeholders agreeing on the key mine closure directions. Work is continuing on mine closure activities. Settlement of compensation claims under a 2001 agreement are substantially complete and a number of programmes are in place to provide sustainable solutions for local communities and former employees after closure.

2005 operating performance

Rio Tinto's share of Kelian's production from processing stockpiles was 38,380 ounces of gold in 2005.

Sari Gunay (Rio Tinto: 70 per cent)

The Sari Gunay gold project in Kordestan province in western Iran progressed from the prefeasibility stage to the feasibility study phase. A bankable feasibility study is expected to be presented to senior management for a decision in 2006 as to whether to proceed to the development stage. Project costs have in recent years reduced Group earnings by an average of one quarter of one per cent.

Kennecott Land (Rio Tinto: 100 per cent)

Kennecott Land was established in 2001 to capture value from the non mining land and water rights assets of Kennecott Utah Copper. The Kennecott Land holdings are around 53 per cent of remaining undeveloped land in the Utah's Salt Lake Valley. Approximately 16,000 hectares of the 37,200 hectares owned is developable land and is all within 20 miles (32km) of downtown Salt Lake City.

The initial Daybreak community encompasses 1,800 hectares and is entitled to develop nearly 14,000 residential units and nine million square feet of commercial space. Kennecott Land develops the required infrastructure and prepares the land for sale to home builders. The project is well advanced with 800 home sales since opening in June 2004. At full build out, the community will house 30,000 to 40,000 residents. Revenues in 2005 exceeded US\$30 million.

Kennecott Land is in the process of securing development rights from Salt Lake County for the remaining landholdings. Current development potential for this land is over 150,000 residential units and 50 million square feet of commercial space. Securing entitlement is a long term public process that will culminate in a plan submitted for approval by the Salt Lake County Council during the next one to two years.

EXPLORATION GROUP

Rio Tinto Exploration seeks to discover or identify mineral resources that will contribute to the growth of the Rio Tinto Group. The discovery of new resources is essential to replace deposits as they are mined and to help meet the increasing global demand for minerals and metals.

The Exploration group is opportunistic in approach and its resources are deployed on projects that show the best chance of delivering a world class deposit to Rio Tinto. Mineral exploration is a high risk activity. Rio Tinto's statistics show that an average of only one in 350 mineral prospects that are drill tested result in a mine for the Group. Rio Tinto believes in having a critical mass of projects, selected through a rigorous process of prioritisation.

The Exploration group is organised into four geographically based teams for North America, South America, Australasia and Africa/Europe, but from June 2006 a fifth team will be created to cover Asia. At the same time another team that looks for industrial minerals on a global basis will be folded into the five geographically based teams. Additionally, a focused project generation team covers the world for new opportunities.

At the end of 2005, Rio Tinto was exploring in 30 countries for a broad range of commodities including copper, diamonds, nickel, industrial minerals, bauxite, iron ore and coal. Exploration employs 178 geologists and geophysicists around the world and has a total complement of approximately 800 people.

Tom Albanese, chief executive Copper and Exploration, is based in London.

2005 operating performance

Exploration in 2005 focused on advancing the most promising targets across the spectrum of grassroots, generative, drill test stage, and near mine programmes. Encouraging results were obtained from a number of locations.

An order of magnitude study was completed on the La Sampala project (nickel, Indonesia). However, this project remains with the Exploration group while a Contract of Work is negotiated with the Government of Indonesia. In the Pilbara of Western Australia five new iron ore deposits were handed over to the product group evaluation team.

[Back to Contents](#)

Since 2001 five projects have moved from exploration to the next stage of project evaluation including Resolution (copper, Arizona, US), Potasio Rio Colorado (potash, Argentina) and Simandou (iron ore, Guinea). In addition to these projects, near mine exploration has also been undertaken.

During 2006 several projects will initiate order of magnitude studies to assess their economic potential for advancement to pre-feasibility assessment.

Diamond exploration continued in Canada, southern Africa, Mauritania, Brazil and India. A number of diamond bearing kimberlite pipes were discovered and follow up test work is in progress to gauge economic potential. The Indian diamond programme is showing early promise.

Copper exploration continued in Turkey, Kazakhstan, Peru, Chile, Argentina, Mexico and the US. Drilling encountered copper mineralisation in Turkey and the US, warranting further follow up drill testing.

Exploration focus on the bulk commodities iron ore, coal and bauxite has been increasing each year for the last several years and did so again in 2005. Ongoing evaluation of several projects is continuing with the intention to progress additional projects to product group handover in 2006.

The Exploration group was active in the search for industrial mineral deposits in a number of parts of the world including North and South America, Europe, south east Asia and Turkey.

Support continued for brownfield work at a number of Rio Tinto operations, including Diavik, Argyle, Kennecott Utah Copper, Energy Resources of Australia, Pilbara Iron and Rössing.

In December Rio Tinto received confirmation of success in two tenders. The first was the award of the La Granja copper project located in the Cajamarca region of northern Peru. The bid comprises a US\$60 million investment in exploration and feasibility work and staged payments to the Peruvian government of US\$22 million. Rio Tinto will be conducting a study aimed at demonstrating the feasibility of leaching the ore and electrowinning copper metal.

The second successful tender was for the Jarandol concession hosting the Piskanja borate deposit located in southern Serbia. This project will now enter a period of ongoing exploration and evaluation planned to last between three and five years.

On 27 January 2006 Rio Tinto announced with Norilsk Nickel the launch of an exploration and development joint venture in Russia. A Russian limited liability company has been formed owned 51 per cent by Norilsk and 49 per cent by Rio Tinto. The joint venture will give Rio Tinto exploration access to a large area of interest in the Siberian and far eastern districts of Russia.

In December the Exploration Group received ISO14001 certification covering all the environmental management activities of the four core geographical regions. During 2005 a single integrated HSEC management system was developed and introduced across the Exploration group. The management system framework of ISO14001 was extended from environmental matters to also cover the other related areas of health, safety and communities.

Financial performance

2005 compared with 2004

Cash expenditure on exploration in 2005 was US\$264 million and the pre-tax charge to underlying earnings was US\$250 million, a US\$60 million increase over 2004, reflecting a further increase in iron ore exploration in Western Australia, the growth of high quality projects in the Exploration pipeline and further acceleration of evaluation on significant projects by product groups during the year.

TECHNOLOGY GROUP

The Technology group provides a central platform to support Rio Tinto's operations, future growth and profitability. It provides a world-class technology based service to the product groups and their businesses and advises executive management. Through the Health, Safety and Environment unit, assurance is provided to the board with regard to the development and implementation of Rio Tinto's Safety, Occupational Health and Environment policies and standards.

All units in the Technology Group identify, share and implement leading practice across Rio Tinto. Collaboration in knowledge capture and dissemination is a key requirement for all staff.

Throughout 2005 Technology group staff were a core part of the *Improving performance together* programme, driving the implementation of a number of initiatives to create value for the Group through a combination of capital efficiency, higher volumes, higher revenues and improved productivity.

The total staff in the Technology group at year end was 343 compared with 362 in 2004. The decrease was due to reassignment of some support functions to the Rio Tinto Shared Services group.

On 1 May 2005 Ian Smith succeeded John O'Reilly as head of Technology, and is based in London. On 15 July 2006 Ian will be succeeded by Grant Thorne.

2005 operating performance

Health, Safety and Environment

Health, Safety and Environment continued to work closely with Group businesses, providing the support systems for full and consistent implementation of the strategies, standards, guidance and procedures.

The Rio Tinto Safety Plan is being updated to reflect emerging issues, changed legislation and leading practices. A Product Stewardship Strategy has been developed for implementation across the businesses in 2006.

[Back to Contents](#)

Technical Services

Technical Services continued to increase its involvement with Rio Tinto operations, play its role in ore reserve assurance and also provide significant contributions at non managed operations. Activity over the year was again at record levels, with a strong focus on the enhancement of initiatives to improve performance and implement best practice in areas such as mine planning and metallurgical margin improvement. Initiatives progressed during the year include underground mining technologies and quantitative mineralogy.

A number of current development projects are linked with external research programmes in order to leverage value for Rio Tinto. Others are focussed on innovation and best practice in key areas to add value in a shorter time frame.

Office of the Chief Technologist

The Office of the Chief Technologist is responsible for the identification and the transfer of technology based opportunities for the Group.

The external research portfolio covers a broad range of initiatives with potential to add value in the medium to longer term. These activities link directly with internal development projects, providing a clear pathway for implementation. Work on energy efficiency in mineral liberation and comminution (including new microwave technology) continues to be a focus. A number of breakthrough projects are also being pursued.

The Rio Tinto Foundation for a Sustainable Minerals Industry approved a further 12 projects for funding. The Australian Government and Rio Tinto funding commitments for the Foundation have now been fulfilled.

Technical Evaluation and Project Management

Technical Evaluation continued in its principal role of providing independent review of all major investment proposals being considered by the Group. Risk assessment and management is an important and integral component of the project review process. The unit also continued with the programme of post investment reviews and lessons learned from completed projects are shared within the Group.

The Project Management Unit provides ongoing support to major project teams across Rio Tinto, both for projects in execution and those still in the feasibility stage. There was also continued involvement with some major projects at non managed operations. Two project management forums were held during the year focussing on collaboration between project teams and capture of lessons learned.

Asset Utilisation

This unit is now well established across the Group and its workload continued to expand. There has been particularly heavy involvement with the iron ore operations in Western Australia which continued through 2005. The process control group is now well established and implementation of performance improvement was progressed in a number of areas. These included asset integrity and remote monitoring. There is continuing emphasis on ensuring that safety, operability and maintainability issues are fully addressed and incorporated in all the unit's work.

Financial performance

The charge for the Technology group (including Health, Safety and Environment) against net earnings was US\$41 million, compared with US\$35 million in 2004. The increase was due to the greater level of activity in all Technology group units.

GROUP SOCIETY AND ENVIRONMENT

Group employees

(approximate average for year)

Principal employee locations 2005

(approximate average for year)

[Back to Contents](#)

Rio Tinto is in business to create value by finding and developing world class mineral deposits and operating and eventually closing operations safely, responsibly and efficiently. To do so, the Group takes a disciplined and integrated approach to the economic, social and environmental aspects of all its activities.

The approach to achieving this is through implementation of the policies described in *The way we work*, Rio Tinto's statement of business practice, at all levels of the business.

The statement was revised and redistributed in 2003 and is now available in 21 languages. It is the result of wide internal consultation and discussion and represents shared values from around the Group. The document was published initially in January 1998. It was revised in 2002 in the light of experience, following further Group wide review and consultation, external benchmarking of policies against the best practice of other organisations and approval by the Rio Tinto board.

The way we work commits the Group to transparency consistent with normal commercial confidentiality, corporate accountability and the application of appropriate standards and internal controls. It sets the basis for how Group companies' employees work and also provides guidance for joint venture partners and others. Every employee is responsible for implementing the policies in the document.

Rio Tinto has adopted the Association of British Insurers' 2003 disclosure guidelines on social responsibility in preparing this report. Details of the Group's overall and individual businesses' social and environmental performance continue to be published on the Rio Tinto website: www.riotinto.com/se and in the *Sustainable development review*.

Board responsibilities

The directors of Rio Tinto, and of Group companies, are responsible for monitoring adherence to the Group policies outlined in *The way we work*. Assurance for performance in these areas involves checking, reviewing and reporting each business's implementation of the policies, their compliance with regulations and voluntary commitments, and the effectiveness of management and control systems, while also providing mechanisms for improvement.

As discussed in the section on Corporate governance on page 114, the boards established a process for identifying, evaluating and managing the significant risks faced by the Group. Directors meet regularly, have regular scheduled discussions on aspects of the Group's strategy and full and timely access to the information required to discharge their responsibilities fully and effectively.

Rio Tinto's *Compliance guidance* requires that the identification of risk be systematic and ongoing. It recommends that each Group company undertakes a structured risk profiling exercise to identify, categorise and weigh the risks it faces in the conduct of its business. Each Group company puts systems in place to ensure that risks are reviewed at an appropriate frequency.

Total remuneration is related to performance through the use of annual bonuses, long term incentives and stretching targets for personal, financial and safety performance.

The board's *Committee on social and environmental accountability* reviews the effectiveness of policies and procedures. The committee comprises four non executive directors. It meets three times annually with the chief executive and heads of Technology, Health, Safety and Environment and Communication and Sustainable Development.

Reports for the committee summarise significant matters identified through Rio Tinto's assurance activities. These include reviews every four years of each business to identify and manage strategic risks in relation to health, safety, and the environment; audits against Rio Tinto standards; annual risk management audits; risk reviews for specific concerns; procedures and systems for reporting critical and significant issues and incidents; completion of annual internal control questionnaires by all Group business leaders covering the full spectrum of business and operational risk; and findings and recommendations of the independent external assurance and data verification programme.

Policies, programmes and results

Implementation of the policies in *The way we work* is discussed in the following sections according to each policy area. Known risks arising from social and environmental matters and their management in Group businesses are described in the relevant Group operations section.

Safety

Safety is a core value and a major priority. Rio Tinto believes that all injuries are preventable and its goal is zero injuries. To achieve this, full and consistent implementation of and accountability for Rio Tinto's comprehensive standards, guidance, systems and procedures is required across the world. The Group is also building a supportive safety culture that requires visible leadership, ongoing education and training and a high level of participation by everyone in the workplace.

While the safety record improved for the sixth consecutive year in 2005, there is still some way to go in achieving the goal of zero injuries. In 2005, very regrettably two employees lost their lives at managed operations. The Group has demonstrated strong improvements in the lost time injury frequency rate (LTIFR) and all injury frequency rate (AIFR) from 2004, with reductions of 14 per cent and 11 per cent respectively. The LTIFR for 2005 was 0.56 per 200,000 hours worked by employees and contracted employees (2004: 0.65). Rio Tinto set targets in 2003 for a 50 per cent reduction in LTIFR and AIFR by 2008. The LTIFR is on track, while AIFR is slightly behind.

[Back to Contents](#)

Fines for infringement of safety regulations involved 11 operations, totalling US\$87,600 (2004: US\$19,200). This includes a fine of US\$62,942 for an incident at Energy Resources of Australia's Ranger mine in 2004, resulting in a significant injury requiring hospitalisation.

Occupational health

Rio Tinto strives to protect physical health and well being in the workplace. This requires clear standards, consistent implementation, transfer of best practice and improvement through Group wide reporting and tracking of remedial actions.

Seventy six per cent of employees work at operations that have fully implemented the occupational health standards. Of the remaining 11 businesses, ten have applied a risk based approach to implementation and should complete implementation in 2006. In 2005 there were 54 new cases of occupational illness per 10,000 employees, a 26 per cent improvement compared with 73 in 2004. The Group has achieved a 49 per cent reduction in new cases of occupational illness since 2003, approximately 40 per cent of which has been due to the divestment of Rio Tinto Zimbabwe.

Rio Tinto's southern African operations completed implementation of the Group HIV/AIDS strategy in 2005, which provides access to antiretroviral therapy which is affordable for employees and a nominated partner.

In 2004, Rio Tinto set targets to focus attention on reducing noise induced hearing loss across the Group. The target of zero exposure of employees to a noise dose of more than 82 decibels (averaged over eight hours and allowing for the use of hearing protection) has now been met, with less than 0.1 per cent of employees still exposed to noise greater than this limit.

Fines for infringement of occupational health regulations in 2005 involved two operations, totalling US\$58,100 (2004: US\$257,000). This includes a fine of US\$57,204 for an incident at Energy Resources of Australia's Ranger mine in 2004 relating to drinking water contamination.

Environment

Wherever possible Rio Tinto prevents, or otherwise minimises, mitigates and remediates, harmful effects of the Group's operations on the environment.

To do this, the Group seeks to understand the environmental aspects and impacts of what it does, build what is learned into systems to manage and minimise those impacts, and set targets for improvement.

Rio Tinto believes that emissions of greenhouse gases (GHGs) from human activities are contributing to climate change. As a major producer and user of energy products, the Group is working to reduce greenhouse gas emissions from its processes and in the use of its products. The Group has five year targets to reduce GHG emissions by four per cent per tonne of product and improve energy efficiency by five per cent per tonne of product by 2008 compared to a 2003 baseline.

Performance in 2005 against the energy target is ahead of trajectory (2.7 per cent improvement), while performance against the GHG target is slightly behind (0.9 per cent reduction). Positive engagement with governments and stakeholders who are also trying to find solutions to climate change remains an important focus of the Group. In 2005 a Climate Change Leadership Panel was formed to ensure Group actions remain effective and that Rio Tinto maintains a leading position in this area.

By the end of 2005, 90 per cent of operations had certified ISO 14001 or an equivalent environmental management system (EMS). All Rio Tinto operations were required to have had a certified EMS by the end of June 2005. There were eight significant environmental incidents in 2005, of which two were spills, compared to 16 in 2004, of which four were spills. Fines for infringements of environmental regulations involved three operations and totalled US\$67,900 (2004: US\$53,800). This includes a fine of US\$57,204 for an incident in 2004 at Energy Resources of Australia's Ranger mine relating to a breach of radiation clearance procedures for equipment leaving site.

Land access

Rio Tinto seeks to ensure the widest possible support for its proposals throughout the life cycle of the Group's activities by coordinating economic, technical, environmental and social factors in an integrated process.

This involves negotiation of mining access agreements with indigenous landowners; responsible land management and rehabilitation; planning for closure; developing and implementing a biodiversity strategy; and forming strategic partnerships with external organisations.

Political involvement

Rio Tinto does not directly or indirectly participate in party politics nor make payments to political parties or individual politicians.

A *Business integrity guidance*, addressing bribery, corruption and political involvement, was issued in 2003 to assist managers in implementing this policy. The guidance covers questions relating to compliance and implementation; gifts and entertainment; the use of agents and intermediaries; and facilitation payments.

Rio Tinto avoids making facilitation payments anywhere in the world. Bribery in any form is prohibited. Gifts and entertainment are only offered or accepted for conventional social and business purposes and then only at a level appropriate to the circumstances.

[Back to Contents](#)

Communities

Rio Tinto sets out to build enduring relationships with its neighbours that are characterised by mutual respect, active partnership, and long term commitment.

Every business unit is required to have rolling five year community plans which are updated annually. In 2004, a series of pilot studies were completed aimed at achieving a deeper level of understanding of the linkages between mining activities and the economies in which they take place.

All Group businesses produce their own reports for their local communities and other audiences. Community assurance of the quality and content of these reports is increasing. This provides an opportunity for engagement with the community on their views of programmes sponsored by the operations.

Businesses managed by Rio Tinto contributed US\$93.4 million to community programmes in 2005 (2004: US\$87.8 million) calculated on the basis of the London Benchmarking Group model. Of the total contributions, US\$37.3 million was community investment and US\$29 million in direct payments made under legislation or an agreement with a local community.

Human rights

Rio Tinto supports human rights consistent with the Universal Declaration of Human Rights and also respects those rights in conducting the Group's operations throughout the world.

Rio Tinto also supports the UN Secretary General's Global Compact, the US/UK Voluntary Principles on Security and Human Rights and the Global Sullivan Principles.

Rio Tinto's *Human rights guidance* is designed to assist managers in implementing the Group's human rights policy in complex local situations. It was revised and republished in 2003. In 2004, a web based training module was developed to instruct managers on what the policy means in practice and how to respond to difficult situations.

Employment

Rio Tinto recognises that business performance is closely linked to effective people development. It has a long term plan to strengthen approaches to the training and development of leaders in the Group.

In 2004, a suite of formal leadership programmes was developed and implemented for both strategic and Group business leaders. In total, ten customised leadership development programmes, involving 250 participants, were successfully run in 2005 in partnership with leading business schools in Europe, North America and Australia. All product groups and businesses were represented.

As well as using the open programmes run by the London Business School and International Institute for Management

Development for future leaders, Rio Tinto commissioned the design of a customised, operational leadership programme which was launched in 2005 with eight programmes involving about 240 further participants from across the Group at manager and superintendent level.

These programmes are all focused on ensuring that leaders, at all levels, are well prepared for the wide range of current and future challenges they will face in taking forward a complex and commercially successful organisation. All of these programmes are closely integrated with the core leadership competencies Rio Tinto has identified as necessary for effective leaders wherever they work in the organisation.

Groupwide workshops to improve the capability of those involved in managing careers were organised in 2005.

People development in Rio Tinto is focused on improving technical and professional competencies. In 2005, development of core competencies focused on on-the-job development, coaching, mentoring and competency based recruitment.

Rio Tinto requires safe and effective working relationships in all its operations. Whilst respecting different cultures, traditions and employment practices, common goals are shared, in particular the elimination of workplace injuries, and commitment to good corporate values and ethical behaviour.

In 2004 and 2005, Group companies, mainly concentrated in Australia and North America, employed approximately 28,000 people and, together with Rio Tinto's proportionate share of consolidated companies and equity accounted units, the total was approximately 32,000 (2004: 32,000). Wages and salaries paid in 2005 excluding Rio Tinto's proportionate share of consolidated companies and equity accounted units, totalled US\$2.1 billion (2004: US\$1.8 billion).

Retirement payments and benefits to dependants are provided in accordance with local conditions and good practice.

Rio Tinto encourages the involvement of its employees in the Group's performance through their participation in an employee share scheme. As stated in *The way we work*, the Group recognises the right of employees to choose whether or not they wish to be represented collectively.

Sustainable development

Rio Tinto has made a strategic commitment to sustainable development, in the belief that acting responsibly will result in long term business benefits such as lowering risks, reducing costs, creating options, and leveraging reputation. It is corporate policy that Group businesses, projects,

Edgar Filing: - Form

operations and products should contribute constructively to the global transition to sustainable development. Details of our policy, programmes and results are provided in our *Sustainable development review*, available on the website.

Rio Tinto 2005 *Form 20-F* **79**

[Back to Contents](#)

All Rio Tinto managed businesses have developed, or are in the process of developing, locally relevant sustainable development metrics. The intent is that these are derived in accordance with specific circumstances and sustainable development related priorities, through consultation with local stakeholders.

Progress against these metrics is beginning to be integrated into existing internal business reporting systems and communicated to external audiences annually through local *Social and environment reports*. This approach has the advantage of giving local meaning to the Group's global sustainable development efforts and accordingly is more likely to lead to locally relevant and successful outcomes at the business unit level.

A Sustainable Development Leadership Panel (SDLP) was formed in 2004 to provide Group leadership and encourage businesses to make sustainable development considerations an integral part of business plans and decision making processes. After wide internal and external consultation, in 2005 the panel developed a set of decision making criteria to help Rio Tinto businesses and departments incorporate sustainable development considerations into their formal and informal management systems. At the corporate level the criteria were included in project evaluation guidelines.

As a founding member of the International Council on Mining and Metals, Rio Tinto is participating in dialogue and programmes to advance industry wide progress on key sustainable development priorities.

Openness and accountability

Rio Tinto conducts the Group's affairs in an accountable and transparent manner, reflecting the interests of Rio Tinto shareholders, employees, host communities and customers as well as others affected by the Group's activities.

Policies on transparency, business integrity, corporate governance and internal controls and reporting procedures are outlined in *The way we work*. In 2003, a *Compliance guidance* was issued to provide a framework to enable each Group business to implement and maintain a best practice compliance programme which should identify and manage risks associated with non compliance with laws, regulations, codes, standards and Rio Tinto policies.

Assurance and verification

To be accountable and transparent, assurance is provided to the Group and others that Rio Tinto policies are being implemented fully and consistently across the Group's businesses and operations.

The overall objective of the external assurance and data verification programme is to provide assurance that the material in the *Sustainable development review* is relevant, complete, accurate and responsive, and, in particular, that Rio Tinto's policies and programmes are reflected in implementation activities at operations. In 2005, Environmental Resources Management (ERM) undertook the external assurance and data verification programme and the results are available in Rio Tinto's *Sustainable development review* (previously the *Social and environment review*).

Competition

Rio Tinto has adopted a specific antitrust policy requiring all employees to compete fairly and to comply with relevant laws and regulations. Under the policy, guidance is provided on contacts with competitors and benchmarking as well as implementation of the policy in individual businesses. As integral parts of the policy, all relevant employees receive regular training and are required to certify annually that they are not aware of any antitrust violations. No violations were reported in 2005.

[Back to Contents](#)

Item 6. Directors, Senior Management and Employees

CHAIRMAN

Paul Skinner BA (Hons) (Law), DpBA (Business Administration) age 61

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2001 and was appointed chairman of the Group in November 2003. Paul was last re-elected by shareholders in 2005 and is chairman of the Nominations committee (note b).

Skills and experience

Paul graduated in law from Cambridge University and in business administration from Manchester Business School. He was previously a managing director of The Shell Transport and Trading Company plc and group managing director of The Royal Dutch/Shell Group of Companies, for whom he had worked since 1966. During his career he worked in all Shell's main businesses, including senior appointments in the UK, Greece, Nigeria, New Zealand and Norway. He was CEO of its global Oil Products business from 1999 to 2003.

Other external appointments (current and recent)

Director of Standard Chartered plc since 2003.

Director of the Tetra Laval Group since 2005.

Director of Air Liquide since May 2006.

Chairman of the International Chamber of Commerce (UK) since 2005.

Member of the board of INSEAD business school since 1999.

Director of the Defence Management Board of the Ministry of Defence since June 2006.

Director of The Shell Transport and Trading Company plc from 2000 to 2003.

CHIEF EXECUTIVE

Leigh Clifford B Eng (Mining), M Eng Sci age 58

Appointment and election

Director of Rio Tinto plc since 1994 and Rio Tinto Limited since 1995 and was appointed chief executive in 2000. Leigh was last re-elected by shareholders in 2006.

Skills and experience

Leigh graduated from the University of Melbourne as a mining engineer and gained a Master of Engineering Science from the same University. He has held various roles in the Group's coal and metalliferous operations since joining in 1970, including managing director of Rio Tinto Limited and chief executive of the Energy group. He was a member of the Coal Industry Advisory Board of the International Energy Agency for a number of years and its chairman from 1998 to 2000.

Other external appointments (current and recent)

Director Barclays Bank plc since 2004.

Director of Freeport-McMoRan Copper & Gold Inc between 2000 and 2004.

EXECUTIVE DIRECTORS

Tom Albanese BS (Mineral Economics) MS (Mining Engineering) age 48

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 7 March 2006. Tom was elected by the shareholders in 2006.

Skills and experience

Tom will continue as chief executive of the Copper group and head of Exploration until 1 July 2006 when he will be appointed director, Group Resources. He joined Rio Tinto in 1993 on Rio Tinto's acquisition of Nerco and has held a series of management positions before being appointed chief executive of the Industrial Minerals group in 2000.

Other external appointments (current and recent)

Director of Palabora Mining Company (South Africa listed company) from 2004 to present.

Executive Committee of International Copper Association since 2004.

Edgar Filing: - Form

Guy Elliott MA (Oxon) MBA (INSEAD) age 50

Appointment and election

Finance director of Rio Tinto plc and Rio Tinto Limited since 2002. Guy was last re-elected by shareholders in 2004.

Skills and experience

Guy joined the Group in 1980 after gaining an MBA. He has subsequently held a variety of commercial and management positions, including head of Business Evaluation and president of Rio Tinto Brasil.

Other external appointments (current and recent)

None.

[Back to Contents](#)

NON EXECUTIVE DIRECTORS

Dr Ashton Calvert AC, BSc (Hons) (TAS), DPhil (Oxon), Hon DSc (Tas) age 60

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 1 February 2005. Ashton was elected by shareholders in 2005 (notes b, d and e).

Skills and experience

Ashton retired as secretary of the Department of Foreign Affairs and Trade of the Government of Australia in January 2005 after six and a half years in that position. He was educated at the University of Tasmania and, as a Rhodes scholar, also gained a doctorate in mathematics from Oxford University. During his career in the Australian foreign service he held appointments in Washington and, on four occasions, in Tokyo, where he was ambassador prior to his appointment as secretary. In these and other roles he developed extensive experience of the Asian countries which represent key markets for Rio Tinto.

Other external appointments (current and recent)

Director of Woodside Petroleum Limited since 2005.

Director of The Australian Trade Commission between 1998 and 2005.

Director of The Export Finance and Insurance Corporation between 1998 and 2005.

Director of The Australian Strategic Policy Institute between 2001 and 2005 .

Sir David Clementi MA, MBA, FCA age 57

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2003. Sir David was re-elected by the shareholders in 2006 (notes a, c and e).

Skills and experience

Sir David is chairman of Prudential plc, prior to which he was Deputy Governor of the Bank of England. His earlier career was with Kleinwort Benson where he spent 22 years, holding various positions including chief executive and vice chairman. A graduate of Oxford University and a qualified chartered accountant, Sir David also holds an MBA from Harvard Business School.

Other external appointments (current and recent)

Chairman of Prudential plc since 2002.

Member of the Financial Reporting Council since 2003.

Vivienne Cox MA (Oxon), MBA (INSEAD) age 46

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since February 2005. Vivienne was elected by shareholders in 2005 (notes a and e).

Skills and experience

Vivienne is currently executive vice president of BP p.l.c. for Gas Power & Renewables and Integrated Supply & Trading. She is a member of the BP group chief executive's committee. She holds degrees in chemistry from Oxford University and in business administration from INSEAD. During her career in BP she has worked in chemicals, exploration, finance, and refining and marketing.

Other external appointments (current and recent)

Non Executive Director of Eurotunnel plc between 2001 and 2004.

Sir Rod Eddington B.Eng M.Eng (University of Western Australia), D.Phil (Oxon) age 55

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2005. Sir Rod was elected by the shareholders in 2006 (notes b, d and e).

Skills and experience

Sir Rod was chief executive of British Airways Plc until the end of September 2005. Prior to his role with British Airways, Sir Rod was Managing Director of Cathay Pacific Airways from 1992-1996 and Executive Chairman of Ansett Airlines from 1997-2000. He is also Chairman of the EU/Hong Kong Business Co-operation Committee of the Hong Kong Trade Development Council.

Other external appointments (current and recent)

Director of John Swire & Son Pty Limited since 1997.

Director of News Corporation plc since 1999.

Non executive chairman of JPMorgan Australia and New Zealand since January 2006.

Director of CLP Holdings since January 2006.

Director of Record Investments Limited since June 2006.

[Back to Contents](#)

Michael Fitzpatrick B.Eng (University of Western Australia), BA (Oxon)) age 53

Appointment and election

Appointed as a director of Rio Tinto plc and Rio Tinto Limited on 6 June 2006 and will stand for election by the shareholders at the 2007 annual general meetings.

Skills and experience

Michael was the Managing Director of Hastings Fund Management, the pioneering infrastructure asset management company, which he founded in 1994 and in which he has recently sold his interests and ceased to be a director. Prior to this role he was an executive director of CS First Boston Australia Limited.

Other external appointments (current and recent)

Chairman of Treasury Group Limited since November 2005 (director since 2004).

Chairman of the Victoria Funds Management Corporation.

Managing director of Hastings Funds Management between 1994 and 2006.

Director of Pacific Hydro Limited between 1996 and 2004.

Director of The Walter & Eliza Hall Institute of Medical Research

Commissioner of the Australian Football League and a former chairman of the Australian Sports Commission.

Richard Goodmanson MBA (Columbia University), B. Economics, B. Commerce (University of Queensland), B. Eng. Civil (Royal Military College, Duntroon) age 58

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2004. He was elected by shareholders in 2005 and is chairman of the Committee on social and environmental accountability (notes c, d and e)

Skills and experience

Richard is executive vice president and chief operating officer of DuPont and holds degrees in civil engineering, economics, commerce and a masters of business administration. During his career he has worked at senior levels for McKinsey & Co, PepsiCo and American West Airlines, where he was president and CEO. He joined DuPont in early 1999 and in his current position has responsibility for a number of the global functions, and for the non US operations of DuPont with particular focus on growth in emerging markets.

Other external appointments (current and recent)

Chairman of the United Way of Delaware since January 2006 (director since 2002).

Director of the Boise Cascade Corporation between 2000 and 2004.

Andrew Gould BA FCA age 59

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2002. Andrew was re-elected by the shareholders in 2006. He is also chairman of the Audit committee (notes a, c and e).

Skills and experience

Andrew is chairman and chief executive officer of Schlumberger Limited, where he has held a succession of financial and operational management positions, including that of executive vice president of Schlumberger Oilfield Services and president and chief operating officer of Schlumberger Limited. He has worked in Asia, Europe and the US. He joined Schlumberger in 1975. He holds a degree in economic history from Cardiff University and qualified as a chartered accountant with Ernst & Young.

Other external appointments (current and recent)

Chairman and Chief Executive Officer of Schlumberger Limited since 2003.

Member of the UK Prime Minister's Council of Science and Technology.

Lord Kerr of Kinlochard GCMG MA age 64

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2003. He was elected by shareholders in 2004 (notes a, d and e).

Skills and experience

After reading history at Oxford Lord Kerr was a member of the UK Diplomatic Service for 36 years, heading the Service from 1997 to 2002 as Permanent Under Secretary at the Foreign Office. On a secondment to the UK Treasury he was principal private secretary to two Chancellors of the Exchequer. His service abroad included spells as Ambassador to the European Union from 1990 to 1995, and to the US from 1995 to 1997. Secretary-General, EU Constitutional Convention 2002-3. Member of the House of Lords since 2004.

Other external appointments (current and recent)

Deputy Chairman of Royal Dutch Shell plc since 2005.

Director of The Shell Transport and Trading Company plc 2002 - 2005.

Director of The Scottish American Investment Trust plc since 2002.

Chairman of the Court and Council of Imperial College, London since 2005.

Trustee of the Rhodes Trust since 1997. Fulbright Commissioner since 2004.

Trustee of the National Gallery since 2002; Trustee of the Carnegie Trust since 2005.

[Back to Contents](#)

David Mayhew age 65

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 2000. He was last re-elected by the shareholders in 2006 (note b).

Skills and experience

David joined Cazenove in 1969 from Panmure Gordon. In 1972 he became the firm's dealing partner and was subsequently responsible for the Institutional Broking Department and from 1986 until 2001 when he was appointed Chairman, he was the partner in charge of the firm's Capital Markets Department.

Other external appointments (current and recent)

Chairman of Cazenove Group plc since 2001.

Sir Richard Sykes BSc (Microbiology) PhD (Microbial Biochemistry), DSc, Kt, FRS, FMedSci age 63

Appointment and election

Director of Rio Tinto plc and Rio Tinto Limited since 1997. Sir Richard was appointed the senior non executive director in 2005. He was last re-elected by shareholders in 2004 and is Chairman of the Remuneration committee (notes b, c and e).

Skills and experience

After reading microbiology at the University of London, Sir Richard obtained doctorates in microbial chemistry and in science from the University of Bristol and the University of London respectively. A former chairman of GlaxoSmithKline plc Sir Richard is a Fellow of the Royal Society.

Other external appointments (current and recent)

Director of Lonza Group Limited since 2003, Deputy Chairman since 2005.

Chairman of the Healthcare Advisory Group (Apax Partners Limited) since 2002.

Chairman of Metabometrix Limited since 2004. Director of Merlion Pharmaceuticals Pte Limited since 2005.

Director of Abraxis BioScience since 2005.

Chairman of Medeus (later Zeneus) Holdings Limited between 2004 and 2005.

Chairman of GlaxoSmithKline plc between 2000 and 2002.

Rector of Imperial College, London since 2001.

Trustee of the Natural History Museum, London between 1996 and 2005 and of the Royal Botanic Gardens, Kew between 2003 and 2005.

DIRECTORS WHO LEFT THE GROUP DURING 2005

Robert Adams BSc MSc

Appointment and election

Director of Rio Tinto plc in 1991 and of Rio Tinto Limited in 1995 until 2005

Skills and experience

Bob, who died at home in January 2005, joined the Group in 1970 after reading natural sciences and economics and subsequently gaining an MSc from the London Business School. He had a long distinguished career with Rio Tinto becoming the director with responsibility for planning and development.

Other external appointments

Director of Foreign & Colonial Investment Trust plc from 1999 until his death in 2005.

Leon Davis AO, ASAIT, DSc (hc) Curtin University, University of Queensland, University South Australia, FAIMM, FRACI.

Appointment and election

Director Rio Tinto plc since 1991 and of Rio Tinto Limited since 1994 until 2005.

Skills and experience

Leon, who retired at the conclusion of the 2005 annual general meetings, was the Group's Australia based non executive deputy chairman. He is a metallurgist and during nearly 50 years with the Group he held a number of managerial posts around the world, ultimately as chief executive from 1997 to 2000.

Other external appointments (upon leaving the Group)

Chairman of Westpac Banking Corporation since 2000.

Director of Huysmans Pty Limited since 2000. Director of Trouin Pty Limited since 2000.

Edgar Filing: - Form

President of the board of The Walter and Eliza Hall Institute of Medical Research since 2003.
Director of Codan Pty. Limited between 2000 and 2004.

Sir Richard Giordano LLB, hon. Dr of Law.

Appointment and election

Director of Rio Tinto plc since 1991 and Rio Tinto Limited since 1995 until 2005

Skills and experience

Sir Richard, who retired at the conclusion of the 2005 annual general meetings, was the senior non executive director, a deputy chairman and also chairman of the Audit committee. A lawyer by training, he spent 12 years at BOC Group, first as chief executive, then chairman. In 1993, Sir Richard became a director of British Gas, assuming the role of chairman in 1994. Sir Richard is also a former chairman of BG Group plc.

Rio Tinto 2005 Form 20-F 84

[Back to Contents](#)

Other external appointments (upon leaving the Group)

Director of Georgia Pacific Corporation since 1985 Trustee of Carnegie Endowment for International Peace since 2000.

John Morschel (Diploma in Quantity Surveying)

Appointment and election

Director of Rio Tinto between 1998 and 2005.

Skills and experience

John, who retired at the conclusion of the 2005 annual general meetings, was educated in Australia and the US, where he spent most of his career with Lend Lease Corporation Limited in Australia, culminating as managing director. This was followed by two years as an executive director of the Westpac Banking Corporation

Other external appointments (upon leaving the Group)

Chairman of Rinker Group Limited since April 2003.

Director of ANZ Banking Group since October 2004.

Director of Singapore Telecommunications Limited from September 2001.

Chairman of CSR Limited between May 2001 and April 2003.

Chairman of Leighton Holdings Limited between November 2001 and March 2004.

Notes

- (a) Audit committee
(Sir David Clementi, Vivienne Cox, Andrew Gould and Lord Kerr of Kinlochard)
- (b) Nominations committee
(Paul Skinner, Ashton Calvert, Sir Rod Eddington, David Mayhew and Sir Richard Sykes)
- (c) Remuneration committee
(Sir David Clementi, Richard Goodmanson, Andrew Gould and Sir Richard Sykes)
- (d) Committee on social and environmental accountability
(Ashton Calvert, Sir Rod Eddington, Richard Goodmanson and Lord Kerr of Kinlochard)
- (e) Independent
(Ashton Calvert, Sir David Clementi, Vivienne Cox, Sir Rod Eddington, Richard Goodmanson, Andrew Gould, Lord Kerr of Kinlochard, Sir Richard Sykes)

PRODUCT GROUP CHIEF EXECUTIVES

Preston Chiaro BSc (Hons) Environmental Engineering, MEng Environmental Engineering), age 52

Skills and experience

Preston was appointed chief executive of the Energy group in September 2003. He heads the Group's climate change and sustainable development leadership panels. He joined the Group in 1991 at Kennecott Utah Copper's Bingham Canyon mine as vice president, technical services. In 1995 he became vice president and general manager of Boron operations in California. He was chief executive of Rio Tinto Borax

from 1999 to 2003.

Other external appointments (current and recent)

Director of the World Coal Institute since 2003.

Chairman of the Coal Industry Advisory Board to the International Energy Agency since 2004.

Director of Energy Resources of Australia, since 2003.

Director of Rössing Uranium Limited since 2003.

Director of Coal & Allied Industries Limited since 2003.

Oscar Groeneveld BE (Mining), MSc, DIC age 52

Skills and experience

Oscar has been with the Group for 30 years and was appointed chief executive of the Aluminium group in October 2004. He has qualifications in engineering, science and management and is also responsible for Rio Tinto Japan, Kennecott Land and heads the Group's Safety Leadership Panel. He has occupied senior roles in coal, aluminium and technology and was Copper group chief executive from 1999 to 2004. He was an executive director of the Group from 1998 to 2004.

Other external appointments (current and recent)

Australian Aluminium Council since 2004 . International Aluminium Association since 2004.

Director of Rio Tinto plc between 1998 and 2004.

Director of Rio Tinto Limited between 1998 and 2004.

Director of Freeport-McMoRan Copper & Gold Inc between 1999 and 2004.

Director of Palabora Mining Company Limited between 1999 and 2004.

Keith Johnson BSc (mathematics), MBA age 44

Skills and experience

Keith was appointed chief executive, Diamonds in 2003. He holds degrees in mathematics and management and is a Fellow of the Royal Statistical Society. Prior to joining Rio Tinto he worked in analytical roles in the UK Treasury, private consulting and the oil industry. He joined Rio Tinto in 1991 and has held a series of management positions including head of Business Evaluation and most recently as managing director of Comalco Mining and Refining.

[Back to Contents](#)

Andrew Mackenzie BSc (geology), PhD (chemistry) age 49

Skills and experience

Andrew joined Rio Tinto in 2004 as chief executive Industrial Minerals, previously he had been group vice president, BP Petrochemicals. He spent 22 years with BP primarily in the UK and North America in senior positions including head of Capital Markets in BP Finance, chief reservoir engineer with oversight of oil and gas reserves and production, head of Government and Public Affairs worldwide and group vice president Technology which included responsibility for research and development and engineering.

Other external appointments (current and recent)

Director of Centrica plc since 2005.

Trustee of Demos since 1998.

Sam Walsh B Com (Melbourne) age 56

Skills and experience

Sam was appointed chief executive of the Iron Ore group in 2004. He joined Rio Tinto in 1991, following 20 years in the automotive industry at General Motors and Nissan Australia. He has held a number of management positions within the Group, including managing director of Comalco Foundry Products, CRA Industrial Products, Hamersley Iron Sales and Marketing, Hamersley Iron Operations, vice president of Rio Tinto Iron Ore (with responsibility for Hamersley Iron and Robe River) and from 2001 to 2004 chief executive of the Aluminium group. Sam is also a Fellow of the Australian Institute of Management and the Australian Institute of Mining and Metallurgy.

Other external appointments (current and recent)

Director of the Western Australian Chamber of Commerce and Industry since 2005.

Director of the Australian Mines and Metals Association, between 2001 and 2005.

Director of the Australian Chamber of Commerce and Industry, between 2003 and 2005.

Note

For accounting standards purposes (IAS 24 and AASB 124) the Group's key management personnel as defined, comprises the directors and the five product group chief executives.

COMPANY SECRETARIES

Anette Lawless MA, FCIS age 49

Skills and experience

Anette joined Rio Tinto in 1998 and became company secretary of Rio Tinto plc in 2000. Before joining Rio Tinto, she spent 11 years with Pearson plc, five of which as company secretary. She qualified as a chartered secretary in 1989 and became a fellow of the ICOSA in 1992. She also holds an MA from the Copenhagen Business School.

Other external appointments (current and recent)

Member of the Regulatory Decisions Committee of the UK Financial Services Authority since 2001.

Stephen Consedine B Bus CPA age 44

Skills and experience: Stephen joined Rio Tinto in 1983 and has held various positions in Accounting, Treasury, and Employee Services before becoming company secretary of Rio Tinto Limited in 2002. He holds a bachelor of business and is a certified practising accountant.

EMPLOYEES

Information on the Group's employees including their costs, is on page 76, and in Notes 4 and 37 to the 2005 Financial statements.

REMUNERATION

The Remuneration report to shareholders dated 24 February 2006 has been reproduced below, except that the page numbers have been revised to reflect those in this combined annual report on Form 20-F, Tables 3, 4 and 5 have been augmented to show share interests as at the latest practicable date and the references to auditable information have been deleted because they do not apply to this document.

Tom Albanese was appointed as an executive director on 7 March 2006. He will continue as chief executive of the Copper group and head of Exploration until 1 July 2006 when he will be appointed director, Group Resources.

[Back to Contents](#)

Remuneration report

Introduction

The board of Rio Tinto has pleasure in presenting the Remuneration report to shareholders. The report covers the following information: a description of the *Remuneration committee* and its duties;

- a description of the policy on directors, product group chief executives and company secretaries remuneration;
- a résumé of the terms of executive directors and product group chief executives contracts and non executive directors letters of appointment;
- details of each director's and product group chief executive's remuneration and awards under long term incentive plans and the link to corporate performance;
- details of directors and product group chief executives interests in Rio Tinto shares; and
- graphs illustrating Group performance, including relative to the HSBC Global Mining Companies Index.

Rio Tinto is subject to a number of different reporting requirements for the contents of the Remuneration report. The Australian Corporations Act requires certain disclosures in respect of the five highest paid executives below board level, and Australian and International accounting standards (AASB 124 and IAS 24 respectively) both require additional disclosures for key management personnel. The board has considered the definition of key management personnel and has decided that, in addition to the executive and non executive directors, they comprise the six product group chief executives. In the remainder of this report, the executive directors and the product group chief executives will collectively be referred to as the executives.

Remuneration committee

The following independent, non executive directors were members of the *Remuneration committee* during 2005:

- Sir Richard Sykes (chairman)
- Sir David Clementi
- Richard Goodmanson
- Andrew Gould
- John Morschel (to 29 April 2005)

The committee met four times during 2005. Members attendance is set out on page 114. The committee's responsibilities are set out in its Terms of Reference which can be viewed on Rio Tinto's website. They include:

- recommending remuneration policy relating to the executives to the board;
- reviewing and determining the remuneration of the executives and the company secretary of Rio Tinto plc;
- reviewing and agreeing management's strategy for remuneration and conditions of employment for managers other than the executives;
- monitoring the effectiveness and appropriateness of general executive remuneration policy and practice; and
- recommending any changes to the chairman's fees.

Jeffery Kortum, Group adviser, remuneration, attends the committee's meetings in an advisory capacity. The chairman, Paul Skinner, and the chief executive, Leigh Clifford, also participated in meetings at the invitation of the committee, but were not present when issues relating to their own remuneration were discussed. Anette Lawless, the company secretary of Rio Tinto plc, acts as secretary to the committee, but is not present when issues relating to her remuneration are discussed.

In 2004, the committee appointed Kepler Associates, an independent remuneration consultancy, to provide advice on executive remuneration matters. Apart from providing specialist remuneration advice, Kepler Associates has no links to the Group.

To carry out its duties in accordance with its Terms of Reference, the committee monitors global remuneration trends and developments and draws on a range of external sources of data, including publications by remuneration consultants Towers Perrin, Hay Group and Watson Wyatt.

Corporate governance

The committee reviewed its Terms of Reference in 2005 and concluded that, in the course of its business, it had covered the main duties set out in the Combined Code, published by the UK Financial Reporting Council, and Principle 9 of the ASX Best Practice Corporate Governance Guidelines, and was constituted in accordance with the requirements of the Code and the ASX Best Practice Corporate Governance Guidelines.

The board considered the performance of the committee and confirmed that the committee had satisfactorily performed the duties set out in its Terms of Reference.

The 2004 Remuneration report was approved by shareholders at the 2005 annual general meetings.

[Back to Contents](#)

Executive remuneration

Board policy

Rio Tinto operates in a global market, where it competes for a limited resource of talented, internationally mobile executives. It recognises that to achieve its business objectives, the Group needs high quality, committed people.

Rio Tinto has, therefore, designed an executive remuneration policy to support its business goals by enabling it to attract, retain and appropriately reward executives of the calibre necessary to produce very high levels of performance. The main principles of the Group's executive remuneration policy are:

- to provide total remuneration which is competitive in structure and quantum with comparator companies practices in the regions and markets within which the Group operates;
- to achieve clear alignment between total remuneration and delivered business and personal performance, with particular emphasis on shareholder value creation;
- to link variable elements of remuneration to the achievement of challenging performance criteria that are consistent with the best interests of the Group and shareholders over the short, medium and long term;
- to provide an appropriate balance of fixed and variable remuneration; and
- to provide appropriate relativities between executives globally, in order to support executive placements to meet the needs of the Group.

The composition of total remuneration packages for senior management, including the remuneration of the company secretaries, is designed to provide an appropriate balance between the fixed and variable components. This is in line with Rio Tinto's stated objective of aligning total remuneration with personal and business performance. Details of executives' remuneration composition are set out in Table 1 on pages 98 to 100.

Executive remuneration is explicitly related to business performance through:

- the Short Term Incentive Plan, which is based on assessment of personal performance as well as Group and relevant product group underlying earnings and safety targets established by the *Remuneration committee* each year;
- the Share Option Plan and Mining Companies Comparative Plan, which link vesting of options or shares to Rio Tinto total shareholder return performance relative to that of other nominated comparator companies.

The Group's return to shareholders over the last five years is set out in the table on page 93.

Remuneration components

Base salary

Base salaries for executives are reviewed annually, taking into account the nature of the individual executive's role, external market trends and business and personal performance. The *Remuneration committee* uses a range of international companies of a similar size, global reach and complexity to make this comparison.

Short term incentive plan (STIP)

STIP provides an annual cash bonus opportunity for participants and is designed to support overall remuneration policy by:

- focusing participants on achieving goals which contribute to sustainable shareholder value; and
- providing significant bonus differential based on performance against challenging personal, business, and other targets, including safety.

The *Remuneration committee* reviews and approves performance targets and objectives for executives annually. Executive directors' STIP payments are linked to three performance criteria: Group financial performance, Group safety performance and personal performance. Product group chief executives' STIP payments are linked to Group and product group financial performance, product group safety performance and personal performance. Group and product group financial performance is partly measured on an actual underlying earnings basis and partly on a basis normalised for fluctuations of market prices and exchange rates.

The target level of bonus for executives for 2006 is 60 per cent of salary, the same as 2005. Executives may receive up to twice their target (ie up to 120 per cent of salary) for exceptional performance against all criteria.

Details relating to STIP awards for 2005 are on pages 93 to 94.

Long term incentives

Shareholders approved two long term incentives at the annual general meetings in 2004, the Share Option Plan and the Mining Companies Comparative Plan.

These are intended to provide the *Remuneration committee* with a means of linking management's rewards to Group performance. The committee regards total shareholder return (TSR) as the most appropriate measure of a company's performance for the purpose of share based long term incentives and a TSR performance measure is therefore applied to both plans.

[Back to Contents](#)

Share Option Plan (SOP)

Each year, the *Remuneration committee* considers whether a grant of options should be made under the SOP, and if so, at what level. In arriving at a decision, the committee takes into consideration the personal performance of each executive as well as local remuneration practice.

No options will become exercisable unless the Group has met stretching performance conditions. In addition, before approving any vesting and irrespective of performance against the respective performance conditions, the *Remuneration committee* retains discretion to satisfy itself that the TSR performance is a genuine reflection of underlying financial performance.

Under the plan, approved by shareholders at the 2004 annual general meetings, vesting is subject to Rio Tinto's TSR equalling or outperforming the HSBC Global Mining Index over a three-year performance period. The HSBC Global Mining Index covers the mining industry in 27 countries. Rio Tinto's TSR is calculated as a weighted average of the TSR of Rio Tinto plc and Rio Tinto Limited. If TSR performance equals the index, the higher of one third of the original grant or 20,000 options will vest (subject to the actual grant level not being exceeded). The full grant vests if the TSR performance is equal to or greater than the HSBC Global Mining Index plus five per cent per annum. TSR performance at this level historically has been equivalent to the upper quartile of companies in the index. Between these points, options vest on a sliding scale, with no options becoming exercisable for a three year TSR performance below the index.

Options granted under the 2004 plan before 31 December 2006 will be subject to a single fixed base retest five years after grant if they have not vested after the initial three year performance period, with options granted after 31 December 2006 not subject to any retest. These latter options will, therefore, lapse if they do not vest at the conclusion of the three year performance period. Options granted during 2006 will be the last which will be subject to a potential re-test.

Prior to any options being released to participants for exercise, the Group's performance against the criteria relevant to the SOP is examined and verified by the external auditors. If Rio Tinto were subject to a change of control or a company restructuring, options would become exercisable subject to the satisfaction of the performance condition measured at the time of the takeover or restructure.

Where an option holder dies in service, qualifying options vest immediately, regardless of whether the performance conditions have been satisfied. The estate will have 12 months in which to exercise the options.

The maximum grant under the SOP is three times salary, based on the average share price over the previous financial year. Under the SOP, no options are granted at a discount and no amount is paid or payable by the recipient on receipt of the options. Executives may, however, be granted options at a discount under the Rio Tinto Share Savings Plan, described under *Share based remuneration not dependent on performance* below.

For SOP grants made prior to 2004:

- two thirds of options vest when growth in the Group's adjusted earnings per share (under UK GAAP) for a three year performance period is at least nine percentage points higher than US inflation over the same period, as measured by the US Consumer Price Index;
- the balance of the grant vests when growth of at least 12 percentage points above US inflation has been achieved;
- Rio Tinto performance is tested against the performance condition after three years; and
- there is an annual retest on a three year rolling basis until options fully vest or lapse at the end of the option period.

All remaining open options granted on this basis (under the Plan approved in 1998) will have vested on or before 7 March 2006.

Mining Companies Comparative Plan (MCCP)

Rio Tinto's performance share plan, the MCCP, provides participants with a conditional right to receive shares. The conditional awards will only vest if performance conditions approved by the committee are satisfied. Again, were there to be a change of control or a company restructuring, the awards would only vest subject to the satisfaction of the performance condition measured at the time of the takeover or restructuring. Additionally, if a performance period is deemed to end during the first 12 months after the conditional award is made, that award will be reduced pro-rata. These conditional awards are not pensionable.

The performance condition compares Rio Tinto's TSR with the TSR of a comparator group of 15 other international mining companies over the same four year period. The composition of this comparator group is reviewed regularly by the committee to provide continued relevance in a consolidating industry. The members of this group relevant to the 2005 conditional award are listed in the note below the ranking table on page 90. The comparator group for the 2006 conditional award will be determined by the *Remuneration committee* prior to approving the award.

The maximum conditional award size under the current MCCP is two times salary, calculated using the average share price over the previous financial year.

The following table shows the percentage of each conditional award which will be received by executives based on Rio Tinto's four year TSR performance relative to the comparator group for conditional awards made after 1 January 2004:

Ranking in comparator group

	1st-2nd	3rd	4th	5th	6th	7th	8th	9th-16th
%	150	125	100	83.75	67.5	51.25	35	—

[Back to Contents](#)

The historical ranking of Rio Tinto in relation to the comparator group is shown in the following table:

Ranking of Rio Tinto versus comparator companies

Period	Ranking out of 16
1993 - 97	4
1994 - 98	4
1995 - 99	2
1996 - 00	2
1997 - 01	2
1998 - 02	3
1999 - 03	7
2000 - 04	11
2001 - 05	10

Note

Comparator companies for the 2005 Conditional Award were:

Alcan, Alcoa, Anglo American, Barrick Gold, BHP Billiton, Freeport, Grupo Mexico, INCO, Newmont, Noranda, Phelps Dodge, Placer Dome, Teck Cominco, WMC Resources and Xstrata

Before awards are released to participants, the external auditors and Kepler Associates independently review the Group's TSR performance compared to that of the comparator companies.

Awards are released to participants as either Rio Tinto plc or Rio Tinto Limited shares or as an equivalent amount in cash. In addition, for MCCP Conditional Awards made after 1 January 2004, a cash payment equivalent to the dividends that would have accrued on the vested number of shares over the four year period will be made to executive directors and product group chief executives.

Shares to satisfy the vesting may be treasury shares, shares purchased in the market, by subscription, or, in the case of Rio Tinto Limited, transfers of existing shares.

Post employment benefits

Under current pension arrangements, executives are normally expected to retire at the age of 60, except executives with Australian employment contracts, who would normally be expected to retire at age 62. In 2004, Leigh Clifford's contractual retirement age was reduced from 62 to 60, with a corresponding change to his retirement arrangements.

United Kingdom

Guy Elliott participates in the non contributory Rio Tinto Pension Fund, a funded, Inland Revenue approved, occupational pension scheme. The fund provides both defined benefit and defined contribution benefits. In April 2005, the defined benefit section of the Rio Tinto Pension Fund was closed to new participants.

Guy Elliott is a member of the defined benefit section, accruing a pension from normal retirement age at 60 of two thirds final pensionable salary, subject to completion of 20 years' service. Proportionally lower benefits are payable for shorter service or, if, having attained 20 years service, retirement is taken prior to the age of 60. Members of the defined benefit section who retire early may draw a pension reduced by approximately four per cent a year for each year of early payment from age 50 onwards. Spouse and dependants' pensions are also provided. Pensions paid from this section are guaranteed to increase annually in line with increases in the UK Retail Price Index subject to a maximum of ten per cent per annum. Increases above this level are discretionary.

During 2005, no Company cash contributions were paid into the Rio Tinto Pension Fund as the fund remained fully funded.

Rio Tinto has reviewed its pension policy in the light of the legislation changes being introduced from April 2006, which will remove the earnings cap and introduce a Lifetime Allowance. The Rio Tinto Pension Fund is being amended to incorporate a fund specific limit equivalent to the earnings cap for all members previously affected; unfunded benefits will continue to be provided, where already promised, on pensionable salary above the fund specific limit. There will be no change to the pension promise in place for the current executive director, and the unfunded arrangements described above may be utilised to deliver this promise.

Australia

Leigh Clifford, is a member of the Rio Tinto Staff Superannuation Fund, a funded superannuation fund regulated by Australian legislation. The fund provides both defined benefit and defined contribution benefits. He is a defined benefit member, accruing lump sums payable on

Edgar Filing: - Form

retirement. Retirement benefits are limited to a lump sum multiple of up to seven times final basic salary at age 62, although, as stated above, Leigh Clifford will retire at age 60. For retirement after 62, the benefit increases to up to 7.6 times average salary at age 65.

Death in service and disablement benefits are provided as lump sums and are equal to the prospective age 65 retirement benefit. Proportionate benefits are also payable on termination of employment for ill health or resignation.

Executives are not required to pay contributions. During 2005, Company cash contributions were paid into the Rio Tinto Staff Superannuation Fund to fund members' defined benefit and defined contribution benefits.

Other pensionable benefits

The percentage of total remuneration which is dependent on performance is substantial. The committee considers it appropriate that a proportion of this at risk pay should be pensionable. Annual STIP awards are pensionable up to a

[Back to Contents](#)

maximum value of 20 per cent of basic salary. For Australian participants this results in a defined contribution payment equivalent to 20 per cent of the pensionable component of STIP and does not impact the defined benefit component.

The *Remuneration committee* has determined that for any new executive directors, STIP will not be pensionable. Details of directors' pension and superannuation entitlements are set out in Table 2 on page 101.

Performance and non performance related remuneration

Total remuneration is a combination of fixed and performance related elements, each of which is described in this report. In addition, some executives have specific arrangements for remuneration outside the performance and non performance related remuneration. These include expatriate/secondment packages, which may include items such as housing benefit, assistance with incremental school fees and tax equalisation. Other compensation includes medical insurance and the provision of a company car and fuel, or an allowance in lieu. The total remuneration for executives shown in Table 1 includes these non performance related items, which are specific to the circumstances of each executive.

The performance related, or variable, elements are the short and long term incentive plans, which are linked to achievement of business and personal performance goals and are, therefore, at risk. The rest of the elements of the package are fixed, as they are not at risk, although some, such as base salary, are also related to performance.

Excluding post employment costs and expatriate secondment costs, employment costs and other benefits, the proportion of total direct remuneration provided by way of variable components, assuming target levels of performance, is approximately 68 per cent for the chief executive, 62 per cent for the finance director and between 62 per cent and 68 per cent for the product group chief executives. Variable components comprise the Short Term Incentive Plan, the Share Option Plan and the Mining Companies Comparative Plan (STIP, SOP and MCCP). The actual proportion of total direct remuneration provided by way of variable components is set out in Table 1 on pages 98 to 100 and may differ from these target percentages depending on Company and personal performance.

Share based remuneration not dependent on performance

Senior management may participate in share and share option plans that apply to all employees at particular locations and for which neither grant or vesting is subject to the satisfaction of a performance condition. These plans are consistent with standard remuneration practice whereby employees are offered share and option plan participation as part of their employment entitlements in order to encourage alignment with the long term performance of the Company.

Executives employed in the Rio Tinto plc part of the Group may participate in the Rio Tinto plc Share Savings Plan, a savings related plan which is open to employees in the UK and elsewhere. Under the plan, participants can save up to £250 per month, or equivalent in local currency, for a maximum of five years. At the end of the savings period participants may exercise an option over shares granted at a discount of up to 20 per cent to the market value at the time of the grant. The number of options participants are entitled to is determined by the option price, the savings amount and the length of the savings contract. No consideration is paid or payable by the recipient on receipt of the options. The UK section of this plan is Inland Revenue approved.

Eligible UK employees, including some of the executives, may also participate in the Rio Tinto Share Ownership Plan, an Inland Revenue approved share incentive plan which was approved by shareholders at the 2001 annual general meeting and introduced in 2002. Under this plan, participant employees can save up to £125 per month, which the plan administrator invests in Rio Tinto plc shares. Rio Tinto matches these purchases on a one for one basis. In addition, eligible employees may receive an annual award of Rio Tinto shares up to a maximum of five per cent of salary, subject to a cap of £3,000.

Executives employed in the Rio Tinto Limited part of the Group may elect to participate in the Rio Tinto Limited Share Savings Plan, also introduced in 2001, which is similar to the Rio Tinto plc Share Savings Plan.

Service contracts

Each of the executives has a service contract with a Group company. Full details of remuneration provided during service are set out in this report.

It is the Group's policy that the service contracts of all executives have no fixed term but be capable of termination giving no more than 12 months' notice. Notice periods for executives are as follows:

Notice periods

Date of Agreement	Notice period	Remaining service period if less than 12 months
-------------------	---------------	---

Executive directors

Edgar Filing: - Form

	30 Mar 2005	12 months	n/a
Leigh Clifford			
Guy Elliott	19 Jun 2002	12 months	n/a
<i>Product group chief executives</i>			n/a
Tom Albanese	3 Aug 2004	12 months	n/a
	30 Sep 2003	12 months	n/a
Preston Chiaro			
Oscar Groeneveld	1 Oct 2004	12 months	n/a
	12 Mar 2004	12 months	n/a
Keith Johnson			
Andrew Mackenzie	4 May 2004	12 months	n/a
Sam Walsh	3 Aug 2004	12 months	n/a

[Back to Contents](#)

Termination payments

Rio Tinto has retained the right to pay executives in lieu of notice. Given the wide variety of possible circumstances leading to early termination, the executives' service contracts do not provide explicitly for compensation, but in the event of early termination, it is the Group's policy to act fairly in all circumstances and the duty to mitigate would be taken into account. Compensation would not provide unmerited reward for poor performance.

There were no termination payments made in 2005. However, a contractual payment was made to Christopher Renwick, a former product group chief executive, who left the Group on 1 December 2004, in respect of housing costs incurred as a consequence of his relocation during employment at the request of the Group. This payment is shown in Table 1 on pages 98 to 100 as a termination benefit in 2005 as it was paid after he left the Group.

Shareholding policy

In 2002, the committee decided that it would be appropriate to encourage executives to build up a substantial shareholding, aiming to reach a holding equal in value to two times base salary over five years. Details of executives' share interests in the Group are set out in Table 3 on page 102.

Remuneration paid in 2005

Performance of Rio Tinto, product groups and individual executives

2005 was a year of generally very strong operational performance and was the second successive year of record results for the Group.

To illustrate the performance of the Companies relative to their markets, graphs showing the performance of Rio Tinto plc in terms of TSR over the last five years, compared to the FTSE 100 Index and Rio Tinto Limited compared to the ASX All Ordinaries Index are reproduced below. A graph showing Rio Tinto's performance relative to the HSBC Global Mining Index is also included to illustrate the performance of Rio Tinto relative to other mining companies. The effect of this performance on shareholder wealth is detailed in the table below.

TSR (£) Rio Tinto plc vs FTSE 100

Total return basis

Index 2000 = 100

TSR (A\$) Rio Tinto Limited vs ASX All Share

Total return basis

Index 2000 = 100

TSR (US\$) Rio Tinto Group vs HSBC Global Mining Index

Total return basis

Index 2000 = 100

[Back to Contents](#)**Rio Tinto shareholder return
2001-2005**

	Dividends per share paid during the year US cents	Share price Rio Tinto plc		Share price Rio Tinto Limited		Total shareholder return (TSR) %
		1 Jan pence	31 Dec pence	1 Jan A\$	31 Dec A\$	
2005	83.5	1,533	2,655	39.12	69.00	77.5
2004	66.0	1,543	1,533	37.54	39.12	1.7
2003	60.5	1,240	1,543	33.95	37.54	27.9
2002	68.5	1,316	1,240	37.21	33.95	(2.3)
2001	58.5	1,178	1,316	29.44	37.21	15.5

Rio Tinto Group and product group performance during 2005, and over relevant performance periods ending at 31 December 2005, impacted executives' remuneration as follows:

Share based awards

- **MCCP** Rio Tinto ranked tenth in the sixteen company comparator group at the completion of the four-year performance period ending 31 December 2005, resulting in zero vesting of the conditional award made to executives who were directors at the date of the conditional award. This group included Leigh Clifford, Guy Elliott and Oscar Groeneveld. The vesting shown in Table 4 on pages 103 to 106, for other product group chief executives, where relevant, is in accordance with the performance condition applicable to the 2002 award and represents 25 per cent of the original awards.
- **SOP** Rio Tinto EPS growth over the three years ending 31 December 2005 exceeded the level required by the applicable performance condition and this grant will vest in full on 7 March 2006.

Annual cash bonus

Cash bonuses (STIP) in respect of the 2005 performance period, to be paid in March 2006, are set out in Table 1 on pages 98 to 100 and the percentages awarded to each executive (or forfeited) are set out in the table on page 95. These bonuses were approved by the committee on the basis of delivered performance against financial, safety and personal targets and objectives for each executive.

Financial performance was assessed against underlying earnings targets for the Group and relevant product group as established by the committee at the commencement of the performance period. The potential impact of fluctuations in exchange rates and some prices are outside the control of the Group. The committee therefore compares, on an equal weighting basis, both actual results and underlying performance. This approach is designed to ensure that the annual bonus reflects financial results and addresses underlying performance excluding the impact of prices and exchange rates. The committee retains discretion to consider underlying business performance in deciding STIP awards.

The safety measures included Group or relevant product group lost time injury frequency rates (LTIFR) and overall assessment of progress against improvement targets in other safety measures, including all injury frequency rates (AIFR). These measures are chosen as they reflect the priority of safety at all Rio Tinto operations.

Personal performance targets and objectives were established for each executive at the start of the performance period. These comprise a balanced set of measures for each individual that reflect current operational performance, as well as progress on initiatives and projects designed to grow the value of each business unit and the Rio Tinto portfolio. The targets and objectives chosen enable personal performance and the benefit accruing to shareholders in the long term to be mirrored in each of the executives' at risk remuneration.

Edgar Filing: - Form

Back to Contents

To achieve linkage between business/financial and personal/non-financial performance and remuneration, each executive director's STIP payment is calculated as a percentage of salary in accordance with the formula set out below:

	Business / financial (score = 0% to 133%)			Personal / non financial (score = 0% to 133%)	
Target STIP (60%)	x	75% weight Group financial results	25% weight Group safety performance	x	Personal targets and objectives

For each product group chief executive, STIP payments are calculated as a percentage of salary in accordance with the formula set out below:

	Business / financial (score = 0% to 133%)			Personal / non financial (score = 0% to 133%)		
Target STIP (60%)	x	40% weight Group financial results	60% weight Product group safety performance	x	25% weight Product group safety performance	75% weight Personal targets and objectives

The following is a summary of the business, financial and safety STIP remuneration outcomes for 2005. Full details of overall STIP outcomes are listed below:

- Strong Group financial performance for 2005 resulted in a STIP score at the maximum level (133 per cent of target) for this component.
- Financial performance for each product group varied and the *Remuneration committee* approved STIP scores ranging from 80 per cent of target to 133 per cent of target (the maximum) for this component.
- Continued improvement in Group safety performance resulted in the *Remuneration committee* approving a score of 125 per cent of target (maximum is 133 per cent) for this component.
- Product group safety performance varied and STIP scores ranged from 80 per cent of target to 140 per cent of target (where 150 per cent is the maximum achievable) for this component.
- Total STIP awards for executives ranged from 71 per cent to 106 per cent of salary (59 per cent to 88 per cent of maximum).

Each of the results set out below therefore reflect a second successive year of record results, strong operational performance and portfolio initiatives to secure future value for the business across the Group.

Leigh Clifford

The committee assessed personal performance as above target and the overall STIP award was 157.2 per cent of target (78.6 per cent of maximum).

Guy Elliott

The committee assessed personal performance as above target and the overall STIP award was 170.3 per cent of target (85.2 per cent of maximum).

Tom Albanese

The committee assessed product group financial performance and personal performance as above target and product group safety performance at target. The overall STIP award was 157.9 per cent of target (79 per cent of maximum).

Preston Chiaro

The committee assessed product group financial performance as below target and safety and personal performance as above target. The overall STIP award was 120.2 per cent of target (60.1 per cent of maximum).

Edgar Filing: - Form

Oscar Groeneveld

The committee assessed product group financial performance and personal performance as above target and safety performance at target. The overall STIP award was 124.9 per cent of target (62.5 per cent of maximum).

Keith Johnson

The committee assessed product group financial performance and personal performance as above target and safety performance as below target. The overall STIP award was 142.4 per cent of target (71.2 per cent of maximum).

Andrew Mackenzie

The committee assessed product group financial performance as at target, personal performance as above target and safety performance as below target. The overall STIP award was 118.9 per cent of target (59.4 per cent of maximum).

Sam Walsh

The committee assessed product group financial and safety performance and personal performance as above target. The overall STIP award was 176.2 per cent of target (88.1 per cent of maximum).

[Back to Contents](#)**Share based payment – long term incentives granted in 2005**

Options over either Rio Tinto plc or Rio Tinto Limited shares were granted to each executive under the Share Option Plan on 9 March 2005. The *Remuneration committee* reviewed the performance condition applicable to this grant and confirmed that vesting will be dependent on Rio Tinto TSR relative to the HSBC Global Mining Index over a three year performance period. Share options granted are included in Table 5 on pages 107 to 112.

A conditional award of performance shares in either Rio Tinto plc or Rio Tinto Limited shares was made to each executive under the M CCP on 9 March 2005. The *Remuneration committee* reviewed the performance condition applicable to the conditional award and confirmed that vesting will be dependent on Rio Tinto TSR relative to 15 other mining companies.

The percentages of maximum bonuses made in respect of 2005 and grants vested in respect of performance periods ending 31 December 2005, as well as the percentages forfeited because the relevant Company or individual did not meet the performance criteria required for full vesting, are as follows:

Bonuses and grants made during or in respect of 2005

	% of maximum vested	STIP Cash ¹ % of maximum forfeited	% vested	SOP Options ² % forfeited	% vested	M CCP Shares ³ % forfeited
Robert Adams ⁴	50.0	50.0	100	—	42.3	57.7
Leigh Clifford	78.6	21.4	100	—	—	100
Guy Elliott	85.2	14.8	100	—	—	100
Tom Albanese	79.0	21.0	100	—	25	75
Preston Chiaro	60.1	39.9	100	—	25	75
Oscar Groeneveld	62.5	37.5	100	—	—	100
Keith Johnson	71.2	28.8	100	—	25	75
Andrew Mackenzie ⁵	59.4	40.6	N/A	n/a	n/a	n/a
Sam Walsh	88.1	11.9	100	—	25	75

Notes

1. Paid in March 2006 in respect of 2005.
2. Vesting of 2003 grant in March 2006.
3. Vesting of 2002 Conditional Award in February 2006.
4. Robert Adams conditional award vested on a pro-rata basis reflecting his period of employment.
5. Andrew Mackenzie joined in 2004 after the 2003 SOP and 2002 M CCP awards had been made.

The estimated maximum and minimum total value of bonuses and share and option based compensation for the 2006 financial year are set out below.

Minimum and maximum total bonuses and grants 2006

	STIP Cash ¹		SOP Options ² (% of March 2006 salary) ^{2,3}		M CCP Shares ³ (% of March 2006 salary) ^{2,4}	
	Potential range of bonus payments in March 2007 in respect of 2006		Min	Max	Min	Max
	Min US\$	Max US\$				
Leigh Clifford	—	1,835,136	—	300	—	200
Guy Elliott	—	1,161,216	—	200	—	140
Tom Albanese	—	948,000	—	300	—	200
Preston Chiaro	—	720,000	—	300	—	200
Oscar Groeneveld	—	1,141,920	—	200	—	140

Edgar Filing: - Form

Keith Johnson	—	756,864	—	200	—	140
Andrew Mackenzie ⁵	—	839,808	—	200	—	140
Sam Walsh	—	1,054,080	—	200	—	140

Notes

1. Based on exchange rate £1 = US\$1.728 and A\$1 = US\$0.732.
2. Grant / Conditional Award based on the average share price during 2005.
3. SOP Options to be granted in 2006 may, subject to achievement of the performance condition, vest in 2009, with a potential re-test in 2011. The maximum value of these options at the date of vesting would be calculated by multiplying the number of vested options by the intrinsic value at that time (ie the difference between the option exercise price and the current market price).
4. MCCC performance shares to be granted in 2006 may, subject to achievement of the performance condition, vest in 2010. The maximum value of these shares at the date of vesting would be calculated by multiplying the number of vested shares by the intrinsic value at that time (ie the current market price plus, the value of dividends earned on the vested shares during the performance period).

External appointments

Executive directors are likely to be invited to become non executive directors of other companies. Rio Tinto believes that such appointments can broaden their experience and knowledge, to the benefit of the Group. It is Group policy to limit executive directors' external directorships to one FTSE 100 company or equivalent and they are not allowed to take on the chairmanship of another FTSE 100 company. In addition the chairman of Rio Tinto is not permitted to take on the chairmanship of another FTSE 100 company, or equivalent.

[Back to Contents](#)

Consequently, where there is no likelihood that such directorships will give rise to conflicts of interests, the board will normally give consent to the appointment, with the director permitted to retain the fees earned. Details of fees earned are set out in the notes to Table 1 on pages 98 to 100.

Company secretary remuneration

The board policy described above applies to the company secretary of each of Rio Tinto plc and Rio Tinto Limited. The secretaries participate in the same performance based remuneration arrangements as the executives. The individual performance measures for the secretaries' annual cash bonus comprise company and personal measures. Their personal measures reflected the key responsibilities of the company secretarial role and included ensuring compliance with regulatory requirements, oversight of good corporate governance practice and the provision of corporate secretarial services.

Chairman and non executive director remuneration**Remuneration policy**

Reflecting the board's focus on long term strategic direction and corporate performance rather than short term results, remuneration for the chairman and non executive directors is structured with a fixed fee component only, details of which are set out below and in Table 1 on pages 98 to 100. The board as a whole determines non executive directors' fees, although non executive directors do not vote on any changes to their own fees. Fees are set to reflect the responsibilities and time spent by the directors on the affairs of Rio Tinto. To reflect the commitment expected from directors, as well as market practice for similar companies, non executive directors' base fees were increased from £50,000 to £60,000 in late 2005, the first such increase since 2001.

It is Rio Tinto's policy that the chairman should be remunerated on a competitive basis and at a level which reflects his contribution to the Group, as assessed by the board. The chairman is not present at any discussion regarding his own remuneration. He does not participate in the Group's incentive plans or pension arrangements.

Letters of appointment

Non executive directors have formal letters of appointment setting out their duties and responsibilities. These letters are available for inspection at Rio Tinto plc's registered office prior to the annual general meeting and at the meeting itself. Each non executive director is appointed subject to periodic re-election by shareholders as detailed on page 116. There are no provisions for compensation payable on termination of any non executive director's directorship.

The chairman's letter of appointment summarises his duties as chairman of the Group and was agreed by the *Remuneration committee*. It stipulates that he is expected to dedicate at least three days per week on average to carry out these duties. The letter envisages that Paul Skinner will continue in the role of chairman until he reaches the age of 65 in 2009, subject to re-election as a director by shareholders, although the appointment may be terminated by either Rio Tinto or Paul Skinner giving six months' notice. Other than in this case, there is no provision for compensation payable on termination of his chairmanship or directorship.

Remuneration components

The following table sets out the annual fees payable to the chairman and the non executive directors in £/\$ as appropriate.

	As at 31 Dec 2005	As at 1 Jan 2005
Base fees:		
Chairman	£ 600,000 £60,000 /	£550,000 £50,000 /
Other directors	A\$150,000	A\$125,000
Additional fees:		
Senior independent director	£35,000	£30,000
Audit committee chairman	£20,000	£20,000
Audit committee member	£10,000	£10,000
Remuneration committee chairman	£15,000	£15,000
Remuneration committee member	£5,000	£5,000
Committee on social and environmental accountability chairman	£10,000 £3,000 /	—
Committee on social and environmental accountability member	A\$7,500	—

Edgar Filing: - Form

Overseas meeting allowances:

	£4,000 /	£4,000 /
Long distance (flights over 10 hours per journey)	A\$10,000	A\$10,000
	£2,000 /	£2,000 /
Medium distance (flights of 5-10 hours per journey)	A\$5,000	A\$5,000

No additional fee is payable to the chairman or members of the *Nominations committee* although this arrangement remains subject to review and will depend on the volume of committee business going forward. In light of the increased volume of committee work, it was decided in June 2005 to introduce a £10,000 fee for the chairman of the *Committee on social and environmental accountability* and a £3,000 fee for members.

Rio Tinto does not pay retirement benefits or allowances to the chairman or non executive directors nor do any participate in any of the Group's incentive plans. Where the payment of statutory minimum superannuation contributions for Australian non executive directors is required by the Australian superannuation guarantee legislation, these contributions are deducted from the directors' overall fee entitlements.

[Back to Contents](#)

Remuneration paid during 2005

Details of the nature and amount of each element of remuneration paid to the chairman and non executive directors during 2005 are set out in Table 1 on pages 98 to 100. No post employment, long term or termination payments were paid and no share based payments made.

Auditable information

Intentionally deleted.

Directors total remuneration as defined under Schedule 7A of the Companies Act 1985

	2005 US\$ 000	2004 US\$ 000
Chairman		
Paul Skinner	1,049	963
Non executive directors		
Ashton Calvert	132	—
Vivienne Cox	107	—
Sir David Clementi	138	110
Leon Davis	95	275
Sir Rod Eddington	43	—
Sir Richard Giordano	80	191
Richard Goodmanson	127	8
Andrew Gould	142	110
Lord Kerr	130	115
David Mayhew	122	122
John Morschel	43	155
Sir Richard Sykes	188	127
Lord Tugendhat	—	37
Executive directors		
Robert Adams	220	1,777
Leigh Clifford	3,093	3,150
Guy Elliott	1,872	1,781
Oscar Groeneveld	—	1,215

Annual general meetings

Shareholders will be asked to vote on this Remuneration report at the Companies forthcoming annual general meetings.

By order of the board

Anette Lawless Secretary

Remuneration Committee

24 February 2006

Note

This Remuneration report was approved at the Companies 2006 annual general meetings.

[Back to Contents](#)**Table 1 – Total remuneration of directors and product group chief executives**

	Primary						Equity			
	Base salary	Cash bonus	Other cash based benefits ²	Non-monetary benefits ²	Secondment costs ³	Employment costs ⁴	Long term benefits Long service ⁵	Value of share based awards ⁶		
							MCCP ⁷	SOP ⁸	SSP/ Others ⁹	
Stated in US\$ 000										
Chairman										
Paul Skinner	1,017	—	31	1	—	133	—	—	—	—
Non executive directors										
Ashton										
Calvert ¹³	101	—	31	—	—	7	—	—	—	—
Vivienne Cox ¹³	100	—	7	—	—	13	—	—	—	—
Sir David Clementi										
Leon	123	—	15	—	—	16	—	—	—	—
Davis ^{13,14}										
Sir Rod	94	—	—	—	—	5	—	—	—	—
Eddington ¹³										
Sir Richard	35	—	8	—	—	5	—	—	—	—
Giordano ^{13,14}										
Richard	61	—	7	—	—	8	—	—	—	—
Goodmanson										
Andrew Gould	112	—	15	—	—	—	—	—	—	—
Andrew Gould										
Lord Kerr	135	—	7	—	—	—	—	—	—	—
Lord Kerr										
David	115	—	15	—	—	15	—	—	—	—
Mayhew ^{15,16}										
John	108	—	15	—	—	—	—	—	—	—
Morschel ^{13,14}										
Sir Richard	43	—	—	—	—	2	—	—	—	—
Sykes ¹⁶										
Richard	174	—	15	—	—	—	—	—	—	—
Executive directors^{17,19}										
Robert Adams –										
<i>Planning & Development</i> ²										
	76	38	102	4	—	125	—	1,155	582	1
Leigh Clifford –										
<i>Chief Executive</i> ¹⁸										
	1,492	1,348	31	5	160	363	—	1,651	1,277	2
Guy Elliott –										
<i>Finance</i>										
	923	906	27	6	—	256	—	881	480	10
Product group chief executives¹⁹										
Tom Albanese –										
<i>Copper & Exploration</i> ²⁰										
	730	682	—	46	932	32	—	821	680	14
Preston Chiaro –										

Edgar Filing: - Form

Energy Oscar Groeneveld –	537	393	21	12	1,050	64	—	652	343	14
<i>Aluminium</i> Keith Johnson –	883	642	—	121	138	129	—	579	457	2
<i>Diamonds</i> Andrew MacKenzie –	607	498	13	22	—	148	—	473	203	8
<i>Industrial Minerals</i> Chris Renwick –	683	466	11	21	—	124	—	414	93	7
<i>Iron Ore (retired)</i> 5	—	—	—	—	—	110	—	—	—	—
Sam Walsh – <i>Iron Ore</i>	807	829	—	76	92	130	—	630	384	3
2005 Remuneration	8,956	5,802	371	314	2,372	1,685	—	7,256	4,499	6
2004 Remuneration	9,255	6,688	255	775	3,183	1,994	—	3,337	6,582	69

[Back to Contents](#)**Table 1 – Total remuneration of directors and product group chief executives (continued)**

Stated in US\$ 000	Post employment Post employment costs ¹⁰			Other benefits Termination benefits		Remuneration mix ¹¹			Total remuneration		Currency of actual payment
	Pension – Defined			Post service	Gifts ¹⁴	Fixed as %	At-risk as %	Options as % total	2005 US\$ 000	2004 US\$ 000	
	Benefits	Contrib- utions	Medical costs								
Chairman											
Paul Skinner	—	—	—	—	—	100.0	—	—	1,182	1,085	£
Non executive directors											
Ashton Calvert ¹³	—	—	—	—	—	100.0	—	—	139	—	A\$
Vivienne Cox ¹³	—	—	—	—	—	100.0	—	—	120	—	£
Sir David Clementi	—	—	—	—	—	100.0	—	—	154	123	£
Leon Davis ^{13,14}	—	—	—	—	1	100.0	—	—	100	289	£
Sir Rod Eddington ¹³	—	—	—	—	—	100.0	—	—	48	—	£
Sir Richard Giordano ^{13,14}	—	—	—	—	12	100.0	—	—	88	214	£
Richard Goodmanson	—	—	—	—	—	100.0	—	—	127	8	£
Andrew Gould	—	—	—	—	—	100.0	—	—	142	110	£
Lord Kerr David	—	—	—	—	—	100.0	—	—	145	128	£
Mayhew ^{15,16}	—	—	—	—	—	100.0	—	—	123	110	£
John Morschel ^{13,14}	—	—	—	—	1	100.0	—	—	46	163	A\$
Sir Richard Sykes ¹⁶	—	—	—	—	—	100.0	—	—	189	132	£
Executive directors^{17,19}											
Robert Adams – <i>Planning & Development</i> ²	31	—	—	—	—	16.0	84.0	27.5	2,114	3,686	£
Leigh Clifford – <i>Chief Executive</i> ¹⁸	317	58	—	—	—	36.2	63.8	19.0	6,704	6,511	£
Guy Elliott – Finance	408	—	—	—	—	41.8	58.2	12.3	3,897	3,079	£
Product group chief executives¹⁹											
Tom Albanese – <i>Copper & Exploration</i>	157	13	3	—	—	46.9	53.1	16.5	4,110	4,043	US\$
Preston Chiaro –											

Edgar Filing: - Form

Energy Oscar Groeneveld –	142	12	6	—	—	57.2	42.8	10.6	3,246	2,595	US\$
Aluminium Keith Johnson –	181	18	—	—	—	46.7	53.3	14.5	3,150	3,383	A\$
Diamonds Andrew MacKenzie –	312	—	—	—	—	48.6	51.4	8.9	2,284	1,712	£
Industrial Minerals Chris Renwick –	398	—	—	—	—	56.1	43.9	4.2	2,217	757	£
Iron Ore (retired) ⁵ Sam Walsh –	—	—	—	1,115	—	100.0	—	—	1,225	4,506	A\$
Iron Ore	200	—	—	—	—	41.5	58.5	12.2	3,151	3,130	A\$
2005 Remuneration	2,146	101	9	1,115	14				34,701		
2004 Remuneration	2,127	166	8	—	—					35,764	
Short term employee benefits and costs									19,500	22,150	
Long term benefits									—	1,325	
Share based awards									11,816	9,988	
Post employment costs									2,256	2,301	
Termination benefits									1,129	—	
									34,701	35,764	

[Back to Contents](#)**Notes**

1. The total remuneration is reported in US dollars. The amounts with the exception of the annual cash bonus, can be converted into sterling at the rate of 1US\$ = £0.5491 or alternatively into Australian dollars at the rate of 1US\$ = A\$1.3111, each being the average exchange rate for 2005. The annual cash bonus is payable under the STIP and this may be converted at the 2005 year end exchange rate of 1US\$ = £0.5787 to ascertain the sterling equivalent or alternatively, 1US\$ = A\$ 1.3652 to calculate the Australian dollar value.
2. Other cash based benefits include car, fuel, overseas meeting allowances and cash in lieu of holiday paid to the estate of Robert Adams who died on 27 January 2005. The amounts shown as paid to non executive directors relate entirely to overseas meeting allowances. Non monetary benefits include healthcare, 401K contributions in the US, the provision of a car, annual leave accruals and professional advice.
3. Secondment costs comprise housing, education, tax equalisation and relocation payments made to and on behalf of executive directors and product group chief executives living outside their home country.
4. Employment costs comprise social security contributions and accident insurance premiums in the UK and US and payroll taxes in Australia paid by the employer as a direct additional cost of hire.
5. A payment in respect of long service leave is paid to Australian executive directors and product group chief executives on retirement. Christopher Renwick received such a payment when he retired on 1 December 2004. No other long term benefit type payments have been made in the period.
6. The value of share based awards has been determined in accordance with the recognition and measurement requirements of IFRS2 "Share-based Payment". The fair value of awards granted under the Rio Tinto Share Option Plan (the SOP), the Share Savings Plan (the SSP) have been calculated at their dates of grant using an independent lattice based option valuation model provided by external consultants, Lane Clark and Peacock LLP. The fair value of awards granted under the Mining Companies Comparative Plan (the MCCP) has been based on the market price of shares at the measurement date adjusted to reflect the number of awards expected to vest based on the current and anticipated relative TSR performance. Further details of the valuation methods and assumptions used for these awards are included in the Note 48 (Share Based Payments). The non executive directors do not participate in the long term incentive share schemes.
7. The number of conditional shares awarded to executive directors and product group chief executives under the MCCP for the twelve month period ending 31 December 2005 are shown under Table 4 of this report. The MCCP is stated under primary emoluments to reflect the treatment of the plan as a cash settled share based payment.
8. The award of options to executive directors under the SOP and SSP during the twelve month period up to 31 December 2005 are shown in Table 5 of this report.
9. Other share based awards refers to the Rio Tinto All Employee Share Ownership Plan where UK executive directors and product group chief executives are beneficiaries to free shares up to a maximum value of £3,000 (US\$ 5,463) and may also contribute to purchase additional shares where the Company will also match their personal contributions up to a maximum of £1,500 (US\$ 2,732) per annum. Under these plans Robert Adams received £338 (US\$616), Keith Johnson received £3,500 (US\$6,374), Andrew Mackenzie received £3,750 (US\$6,829) and Guy Elliott received £4,500 (US\$8,195). American group product chief executives receive a Company matching of personal contribution for shares under the US 401K arrangements up to a maximum of US\$12,600. The Company matched personal contributions to the following values: Tom Albanese (US\$12,600) and Preston Chiaro (US\$12,083).
10. The costs shown for defined benefit pension plans and post-retirement medical benefits are the service costs attributable to the individual, calculated in accordance with IAS19. The cost for defined contribution plans is the amount contributed by the year by the company
11. Remuneration mix shows the proportions of total remuneration comprising fixed and variable pay components and the percentage of total remuneration comprising share options only. Fixed pay is represented by base salary, non monetary and other cash benefits, secondment and employment costs, post employment, termination benefits and voluntary share based awards as detailed in Note 9. Variable pay is made up of the cash bonus and the values of the share based awards related to company performance.
12. The comparative total figures in respect of 2004 have been restated following the move to International Financial Reporting Standards. In summary the major changes are the inclusion of employment costs and the recalculation of post employment costs and the value of share based awards on an annual basis.
13. Several of the non executive directors held their positions for less than the whole financial year. The following directors were appointed during the period, Ashton Calvert on 1 February 2005, Vivienne Cox on 1 February 2005 and Sir Rod Eddington on 1 September 2005. Sir Richard Sykes became the senior non executive director following Sir Richard Giordano's retirement in April 2005. The following directors retired on 29 April 2005, Leon Davis, Sir Richard Giordano and John Morschel.
14. Messrs Davis, Giordano and Morschel received retirement gifts valued at US\$891, US\$11,987 and US\$891 respectively. These gifts are shown in the termination benefits column.
15. David Mayhew resigned from the *Audit committee* on 31 July 2005. The fees disclosed above include £4,167 (US\$7,589) paid to JP Morgan Cazenove for Mr Mayhew's continued attendance at *Audit committee* meetings after this date in the capacity of an advisor. In 2004 a total of £6,645 (US\$12,164) relating to travelling expenses to attend the Australian AGM were incorrectly disclosed as part of his total base salary figure. The correct base salary figure should have been stated as US\$110,000.
16. David Mayhew's fees were paid to JP Morgan Cazenove and Sir Richard Sykes fees were paid to Imperial College.
17. Executive directors have agreed to waive any fees receivable from subsidiary and associated companies. No such emoluments were paid by subsidiary or associated companies in respect of executive directors during the period (2004: two directors waived US\$53,022).
18. In the course of the year Leigh Clifford received US\$110,025 in respect of his non Rio Tinto related directorship.
19. With the exception of Robert Adams who died on 27 January 2005, all executive directors and product group chief executives held their positions for the entire reporting period.

Edgar Filing: - Form

[Back to Contents](#)

Table 2 – Directors pension entitlements (as at 31 December 2005)

	Age	Years of service completed	Accrued benefits				Transfer values ³			
			At 31 December 2004	At 31 December 2005	Change in accrued benefits during the year ended 31 December 2005	Change in accrued benefit net of inflation	At 31 December 2004	At 31 December 2005	Change, net of personal contribs.	Transfer value of change in accrued benefit net of inflation
UK directors			£ 000 pa pension	£ 000 pa pension	£ 000 pa pension	£ 000 pa pension	£ 000	£ 000	£ 000	£ 000
Robert Adams ⁴	59	34	389	391	2	2	7,465	7,573	108	41
Guy Elliott	50	25	256	291	35	29	2,915	3,781	866	385
Australian director			A\$ 000 Lump sum	A\$ 000 Lump sum	A\$ 000 Lump sum	A\$ 000 Lump sum	A\$ 000	A\$ 000	A\$ 000	A\$ 000
Leigh Clifford ^{1,2}	58	35	12,026	13,147	1,121	(534)	12,026	13,147	1,121	(534)

- Notes**
- A\$76,538 was credited to the account belonging to Leigh Clifford in the Rio Tinto Staff Superannuation Fund in relation to the superannuable element of his 2005 performance bonus.
 - The change in accrued benefit net of inflation for Leigh Clifford is the change net of the Rio Tinto Staff Superannuation Fund's investment return and allowing for contributions tax.
 - Transfer values are calculated in a manner consistent with Retirement Benefit Schemes — Transfer Values (GN 11) published by the Institute of Actuaries and the Faculty of Actuaries and dated 4 August 2003.
 - Robert Adams died on 27 January 2005. The 2005 figures show his accrued benefits to 27 January 2005, and transfer value calculated at that date.

[Back to Contents](#)**Table 3 – Directors and product group chief executives beneficial interests in shares⁹**

	Rio Tinto plc			Rio Tinto Limited			Movement		
	1 Jan 2005 ²	31 Dec 2005 ³	31 May 2006	1 Jan 2005 ²	31 Dec 2005 ³	31 May 2006	Exercise of options ⁴	Compensation ⁵	Other ⁶
Directors									
Robert Adams ¹	72,243	72,243	n/a	—	—	—	—	—	—
Ashton Calvert ¹	—	—	—	—	—	—	—	—	—
Sir David Clementi	—	—	—	—	—	—	—	—	—
Leigh Clifford	2,100	2,100	2,100	90,296	91,255	91,255	959	—	—
Vivienne Cox ¹	—	381	381	—	—	—	—	—	381
Leon Davis ¹	6,100	6,100	n/a	187,293	187,293	n/a	—	—	—
Sir Rod Eddington ¹	—	—	—	—	—	—	—	—	—
Guy Elliott ⁸	42,888	47,827	47,969	—	—	—	4,007	1,006	—
Sir Richard Giordano ¹	1,065	1,065	n/a	—	—	—	—	—	—
Richard Goodmanson	—	—	—	—	—	—	—	—	—
Andrew Gould	1,000	1,000	1,000	—	—	—	—	—	—
Lord Kerr	2,300	2,300	2,300	—	—	—	—	—	—
David Mayhew	2,500	2,500	2,500	—	—	—	—	—	—
John Morschel ¹	—	—	—	2,000	2,000	n/a	—	—	—
Paul Skinner	5,277	5,409	5,409	—	—	—	—	—	132
Sir Richard Sykes	2,422	2,482	2,482	—	—	—	—	—	60
Product group chief executives									
Tom Albanese ^{1,8}	22,023	23,261	26,816	—	—	—	530	—	1,238
Preston Chiaro ⁸	4,858	60,762	60,762	—	—	—	55,272	632	—
Oscar Groeneveld ⁷	19,010	3,000	3,000	62,125	79,502	123,302	—	16,771	606
Keith Johnson ⁸	1,501	2,236	17,472	—	—	—	1,078	755	—
Andrew Mackenzie ⁸	38,000	39,197	40,394	—	—	—	—	268	949
Sam Walsh	—	—	—	4,645	6,570	42,038	30,000	5,980	335

Notes

- Robert Adams died on 27 January 2005. Ashton Calvert and Vivienne Cox were appointed non executive directors on 1 February 2005. Leon Davis, Sir Richard Giordano and John Morschel retired on 29 April 2005. Sir Rod Eddington was appointed a non executive director on 1 September 2005. Tom Albanese was appointed as an executive director on 7 March 2006. He will continue as chief executive of the Copper group and head of Exploration until 1 July 2006 when he will be appointed director, Group Resources.
- Or date of appointment if later.
- Or date of retirement or resignation if earlier.
- Shares obtained through the exercise of options under the Rio Tinto Share Savings Plan or the Rio Tinto Share Option Plan. The number of shares retained may differ from the number of options exercised.
- Shares obtained through the Rio Tinto Share Ownership Plan and/or vesting of awards under the Mining Companies Comparative Plan.
- Shares movement due to sale or purchase of shares, or shares received under the Dividend Reinvestment Plan.
- Oscar Groeneveld resigned as a director on 1 October 2004, when his holding in Rio Tinto plc shares was 19,010 and his holding in Rio Tinto Limited was 32,012 shares.
- These executives also have an interest in a trust fund containing 835 Rio Tinto plc shares at 31 December 2005 (1 January 2005: 8,219 Rio Tinto plc shares) as potential beneficiaries of The Rio Tinto Share Ownership Trust. At 31 May 2006 this trust fund contained 857 Rio Tinto plc shares.
- Shares in Rio Tinto plc are ordinary shares of 10 pence each. Shares in Rio Tinto Limited are ordinary shares.

[Back to Contents](#)**Table 4 – Awards to executive directors and product group chief executives under long term incentive plans**

		Mining Companies Comparative Plan						Plan terms and conditions			
	Conditional award granted	Market price at award	1 Jan 2005 ³	Awarded ³	Lapsed ³	Vested ³	31 Dec 2005 ¹⁰	Performance period concludes	Date award vests	Market price at vesting	Monetary value of vested award US\$ '000
Executive directors											
Robert Adams ²	13 Mar 2002	1424p	25,064	—	12,532	12,532	—	31 Dec 2005	28 Jan 2005	2956p	640
	7 Mar 2003	1198p	26,837	—	13,418	13,419	—	31 Dec 2006	28 Jan 2005	2956p	686
	22 Apr 2004	1276p	54,372	—	35,341	19,031	—	31 Dec 2007	28 Jan 2005	2956p	972
			106,273	—	61,291	44,982	—				2,298
Leigh Clifford	13 Mar 2002	A\$39.60	34,435	—	34,435	—	—	31 Dec 2005			
	7 Mar 2003	A\$30.69	36,341	—	—	—	36,341	31 Dec 2006			
	22 Apr 2004	A\$33.17	119,581	—	—	—	119,581	31 Dec 2007			
	9 Mar 2005	A\$47.39	—	113,324	—	—	113,324	31 Dec 2008			
			190,357	113,324	34,435	—	269,246				—
Guy Elliott	13 Mar 2002	1424p	16,935	—	16,935	—	—	31 Dec 2005			
	7 Mar 2003	1198p	22,923	—	—	—	22,923	31 Dec 2006			
	22 Apr 2004	1276p	51,550	—	—	—	51,550	31 Dec 2007			
	9 Mar 2005	1839p	—	51,081	—	—	51,081	31 Dec 2008			
			91,408	51,081	16,935	—	125,554				—
Product group chief executives											
Tom Albanese	13 Mar 2002	1424p	20,169	—	15,127	5,042	—	31 Dec 2005	17 Feb 2006	2867p	252
	7 Mar 2003	1198p	19,274	—	—	—	19,274	31 Dec 2006			
	22 Apr							31 Dec			

Edgar Filing: - Form

	2004	1276p	56,015	—	—	—	56,015	2007			
	9 Mar							31 Dec			
	2005	1839p	—	55,951	—	—	55,951	2008			
			<u>95,458</u>	<u>55,951</u>	<u>15,127</u>	<u>5,042</u>	<u>131,240</u>				<u>252</u>
Preston	13 Mar							31 Dec	17 Feb		
Chiaro	2002	1424p	7,934	—	5,951	1,983	—	2005	2006	2867p	99
	7 Mar							31 Dec			
	2003	1198p	7,352	—	—	—	7,352	2006			
	22 Apr							31 Dec			
	2004	1276p	46,995	—	—	—	46,995	2007			
	9 Mar							31 Dec			
	2005	1839p	—	42,351	—	—	42,351	2008			
			<u>62,281</u>	<u>42,351</u>	<u>5,951</u>	<u>1,983</u>	<u>96,698</u>				<u>99</u>
Oscar	13 Mar							31 Dec			
Groeneveld	2002	A\$39.60	20,322	—	20,322	—	—	2005			
	7 Mar							31 Dec			
	2003	A\$30.69	21,469	—	—	—	21,469	2006			
	22 Apr							31 Dec			
	2004	A\$33.17	43,785	—	—	—	43,785	2007			
	9 Mar							31 Dec			
	2005	A\$47.39	—	45,024	—	—	45,024	2008			
			<u>85,576</u>	<u>45,024</u>	<u>20,322</u>	<u>—</u>	<u>110,278</u>				<u>—</u>

[Back to Contents](#)**Table 4 – Awards to executive directors and product group chief executives under long term incentive plans**

Mining Companies Comparative Plan							Plan terms and conditions				
Conditional award granted	Market price at award	1 Jan 2005 ³	Awarded ³	Lapsed ³	Vested ³	31 Dec 2005 ¹⁰	Performance period concludes	Date award vests	Market price at vesting	Monetary ⁵ value of vested award US\$ 000	
Keith Johnson	13 Mar 2002	1424p	5,984	—	4,488	1,496	—	31 Dec 2005	17 Feb 2006	2867p	75
	7 Mar 2003	1198p	8,186	—	—	—	8,186	31 Dec 2006			
	22 Apr 2004	1276p	30,387	—	—	—	30,387	31 Dec 2007			
	9 Mar 2005	1839p	—	33,556	—	—	33,556	31 Dec 2008			
			44,557	33,556	4,488	1,496	72,129				75
Andrew Mackenzie	13 Mar 2002	1424p	—	—	—	—	—	31 Dec 2005			
	7 Mar 2003	1198p	—	—	—	—	—	31 Dec 2006			
	22 Apr 2004	1276p	16,270	—	—	—	16,270	31 Dec 2007			
	9 Mar 2005	1839p	—	37,638	—	—	37,638	31 Dec 2008			
			16,270	37,638	—	—	53,908				—
Sam Walsh	13 Mar 2002	A\$39.60	16,627	—	12,471	4,156	—	31 Dec 2005	17 Feb 2006	A\$71.65	220
	7 Mar 2003	A\$30.69	16,884	—	—	—	16,884	31 Dec 2006			
	22 Apr 2004	A\$33.17	38,023	—	—	—	38,023	31 Dec 2007			
	9 Mar 2005	A\$47.39	—	41,176	—	—	41,176	31 Dec 2008			
			71,534	41,176	12,471	4,156	96,083				220

Mining Companies Comparative Plan							Plan terms and conditions				
Conditional award granted	Market price at award	1 Jan 2006 ³	Awarded ³	Lapsed ³	Vested ³	31 May 2006 ¹⁰	Performance period	Date award vests	Market price at vesting	Monetary ⁵ value of vested	

Edgar Filing: - Form

								concludes	award US\$ 000
Executive directors									
Tom Albanese ¹¹	7 Mar 2003	1198p	19,274	—	—	—	19,274	31 Dec 2006	
	22 Apr 2004	1276p	56,015	—	—	—	56,015	31 Dec 2007	
	9 Mar 2005	1839p	55,951	—	—	—	55,951	31 Dec 2008	
	7 Mar 2006	2630p	—	45,007	—	—	45,007	31 Dec 2009	
			131,240	45,007	—	—	176,247		
Leigh Clifford	7 Mar 2003	A\$ 30.69	36,341	—	—	—	36,341	31 Dec 2006	
	22 Apr 2004	A\$ 33.17	119,581	—	—	—	119,581	31 Dec 2007	
	9 Mar 2005	A\$ 47.39	113,324	—	—	—	113,324	31 Dec 2008	
	7 Mar 2006	A\$ 69.60	—	84,661	—	—	84,661	31 Dec 2009	
			269,246	84,661	—	—	353,907		

[Back to Contents](#)**Table 4 – Awards to executive directors and product group chief executives under long term incentive plans**

	Mining Companies Comparative Plan							Plan terms and conditions			
	Conditional award granted	Market price at award	1 Jan 2006 ³	Awarded ³	Lapsed ³	Vested ³	31 May 2006 ¹⁰	Performance period concludes	Date award vests	Market price at vesting	Monetary ⁵ value of vested award US\$ '000
Guy Elliott	7 Mar 2003	1198p	22,923	—	—	—	22,923	31 Dec 2006			
	22 Apr 2004	1276p	51,550	—	—	—	51,550	31 Dec 2007			
	9 Mar 2005	1839p	51,081	—	—	—	51,081	31 Dec 2008			
	7 Mar 2006	2630p	—	40,670	—	—	40,670	31 Dec 2009			
			125,554	40,670	—	—	166,224				
Product group chief executives											
Preston Chiaro	7 Mar 2003	1198p	7,352	—	—	—	7,352	31 Dec 2006			
	22 Apr 2004	1276p	46,995	—	—	—	46,995	31 Dec 2007			
	9 Mar 2005	1839p	42,351	—	—	—	42,351	31 Dec 2008			
	7 Mar 2006	2630p	—	34,182	—	—	34,182	31 Dec 2009			
			96,698	34,182	—	—	130,880				
Oscar Groeneveld	7 Mar 2003	A\$ 30.69	21,469	—	—	—	21,469	31 Dec 2006			
	22 Apr 2004	A\$ 33.17	43,785	—	—	—	43,785	31 Dec 2007			
	9 Mar 2005	A\$ 47.39	45,024	—	—	—	45,024	31 Dec 2008			
	7 Mar 2006	A\$ 69.60	—	36,460	—	—	36,460	31 Dec 2009			
			110,278	36,460	—	—	146,738				
Keith Johnson	7 Mar 2003	1198p	8,186	—	—	—	8,186	31 Dec 2006			
	22 Apr 2004	1276p	30,387	—	—	—	30,387	31 Dec 2007			
	9 Mar 2005	1839p	33,556	—	—	—	33,556	31 Dec 2008			

Edgar Filing: - Form

	7 Mar 2006	2630p	—	26,508	—	—	26,508	31 Dec 2009	
			72,129	26,508	—	—	98,637		—
Andrew Mackenzie	7 Mar 2003	1198p	—	—	—	—	—	31 Dec 2006	
	22 Apr 2004	1276p	16,270	—	—	—	16,270	31 Dec 2007	
	9 Mar 2005	1839p	37,638	—	—	—	37,638	31 Dec 2008	
	7 Mar 2006	2630p	—	29,413	—	—	29,413	31 Dec 2009	
			53,908	29,413	—	—	83,321		—
Sam Walsh	7 Mar 2003	A\$ 30.69	16,884	—	—	—	16,884	31 Dec 2006	
	22 Apr 2004	A\$ 33.17	38,023	—	—	—	38,023	31 Dec 2007	
	9 Mar 2005	A\$ 47.39	41,176	—	—	—	41,176	31 Dec 2008	
	7 Mar 2006	A\$ 69.60	—	33,655	—	—	33,655	31 Dec 2009	
			96,083	33,655	—	—	129,738		—

[Back to Contents](#)

Notes

- The Group's 10th place ranking against the comparator group for the MCCP 2002 award will not generate any vesting of the conditional award to any participant who was an executive director at the time of the initial grant. However, product group chief executives, under this particular cycle, will qualify for a 25 per cent vesting based on the scales applied to conditional awards made prior to 2004.
1. Robert Adams died on 27 January 2005. Mr Adams' MCCP shares vested on 28 January 2005 based on the assumption that Rio Tinto achieved median ranking on each of the outstanding performance cycles. This led to a 50 per cent vesting in respect of the 2002 and 2003 awards and a 35 per cent vesting in respect of the 2004 award. His personal representatives had one year to decide whether to take shares or cash. A decision to take cash in lieu of shares was made on 25 January 2006 and the middle market price of Rio Tinto plc shares that day of 2956p was used to calculate the cash payment.
 2. Awards denominated in pence were in Rio Tinto plc ordinary shares of 10p each. Awards denominated in A\$ were in Rio Tinto Limited ordinary shares.
 3. The fair value of conditional awards granted in 2005 was 703p for Rio Tinto plc and A\$18.15 for Rio Tinto Limited shares.
 4. The values of the vested awards have been based on a share price of 2867p for Rio Tinto plc ordinary shares of 10p each and A\$71.65 for Rio Tinto Limited ordinary shares, being the closing prices on 17 February 2006. The amount in US dollars has been converted from sterling at the rate of 1.7406 and Australian dollars at the rate of 0.7382, being the exchange rates at close of business on that day.
 5. The shares awarded under the MCCP 2001 last year vested on 21 February 2005 but, as the performance cycle ended 31 December 2004, they were dealt with in the 2004 *Annual report and financial statements* as if they had vested on that date. The values of the awards in the 2004 *Annual Report and financial statements* were based on a share price of 1687p being the closing share price on 14 February 2005 for Rio Tinto plc shares, the latest practicable date prior to the publication of the 2004 *Annual report and financial statements*. The actual share price on 21 February 2005, when the award vested to Guy Elliott was 1759p while on 25 January 2006 when the cash payment was made to the estate of Robert Adams it was 2956p with the result that the values of the awards had been understated in respect of Guy Elliott by US\$1,286 and Robert Adams by US\$835,521.
 6. Leigh Clifford was given a conditional award over 113,324 Rio Tinto Limited shares during the year. These awards were approved by the shareholders under ASX Listing Rule 10.14 at the 2004 annual general meeting.
 7. Conditional awards are awarded at no cost to the recipient and no amount remains unpaid on any shares granted. No awards would be vested and unexercisable at the reporting date.
 8. A full explanation of the MCCP can be found on pages 89 to 90.
 9. Or as the date of resignation or retirement if earlier.
 10. Tom Albanese was appointed as an executive director on 7 March 2006. He will continue as chief executive of the Copper group and head of Exploration until 1 July 2006 when he will be appointed director, Group Resources.
 - 11.

[Back to Contents](#)

Table 5 – Directors and product group chief executives options to acquire Rio Tinto plc and Rio Tinto Limited shares

	Option type ¹	1 Jan 2005	Granted	Vested during 2005	Exercised	Vested and exercisable on 31 Dec 2005 ⁷	31 Dec 2005 ⁵	Option price ³	Value of options exercised during 2005 ⁸	Market price on date of exercise	Date from which first exercisable	Expiry date
Executive directors												
Robert Adams ⁶	RTP										1 Jan 2005	
	SSP	595	—	595	595	—	—	976p	£3,617	1584p	28 Jan 2005	27 Jan 2006
		431	—	431	—	—	431	876p	—	—	28 Jan 2005	27 Jan 2006
	RTP										28 Jan 2005	27 Jan 2006
	SOP	21,080	—	21,080	—	—	21,080	965.4p	—	—	28 Jan 2005	27 Jan 2006
		100,268	—	100,268	—	—	100,268	1265.6p	—	—	28 Jan 2005	27 Jan 2006
		91,320	—	91,320	91,320	—	—	1458.6p	£936,395	2484p	28 Jan 2005	—
		114,014	—	114,014	114,014	—	—	1263p	£1,392,111	2484p	28 Jan 2005	—
	77,700	—	59,819	59,819	—	—	1329p	£690,909	2484p	28 Jan 2005	—	
Leigh Clifford	RTL							A\$	A\$	A\$	1 Jan 2005	
	SSP	959	—	959	959	—	—	27.86	10,923	39.25	1 Jan 2010	30 Jun 2010
		1,486	—	—	—	—	1,486	29.04	—	—	28 May 2002	28 May 2009
	RTL							A\$			7 Mar 2003	7 Mar 2010
	SOP	52,683	—	—	—	52,683	52,683	23.4382	—	—	7 Mar 2005	7 Mar 2010
		59,318	—	—	—	59,318	59,318	24.069	—	—	7 Mar 2005	7 Mar 2010
		29,660	—	29,660	—	29,660	29,660	24.069	—	—	6 Mar 2005	6 Mar 2011
		241,430	—	241,430	—	241,430	241,430	33.0106	—	—	13 Mar 2005	13 Mar 2012
		208,882	—	208,882	—	208,882	208,882	39.8708	—	—	7 Mar 2006	7 Mar 2013
		254,132	—	—	—	—	254,132	33.336	—	—	22 Apr 2007	22 Apr 2014
		179,370	—	—	—	—	179,370	34.406	—	—	9 Mar 2008	9 Mar 2015
		—	169,987	—	—	—	169,987	47.042	—	—		
	Leon	RTL							A\$			28 May 2008

Edgar Filing: - Form

Davis	SOP	93,978	—	—	—	93,978	93,978	23.4382	—	—	2002	2009
Guy	RTP										1 Jan	30 Jun
Elliott	SSP	1,431	—	—	—	—	1,431	1107p	—	—	2009	2009
	RTP										7 Mar	
	SOP	3,807	—	3,807	3,807	—	—	965.4p	£39,121	1993p	2005	—
											6 Mar	
		13,432	—	13,432	13,432	—	—	1265.6p	£97,704	1993p	2005	—
											13 Mar	13 Mar
		61,703	—	61,703	—	61,703	61,703	1458.6p	—	—	2005	2012
											7 Mar	7 Mar
		97,387	—	—	—	—	97,387	1263p	—	—	2006	2013
											22 Apr	22 Apr
		73,700	—	—	—	—	73,700	1329p	—	—	2007	2014
											9 Mar	9 Mar
		—	72,972	—	—	—	72,972	1826.2p	—	—	2008	2015

Rio Tinto 2005 *Form 20-F* 107

[Back to Contents](#)**Table 5 – Directors and product group chief executives options to acquire Rio Tinto plc and Rio Tinto Limited shares**

	Option type ¹	1 Jan 2005	Granted	Vested during 2005	Exercised	Vested and exercisable on 31 Dec 2005 ⁷	31 Dec 2005 ⁵	Option price ³	Value of options exercised during 2005 ⁸	Market price on date of exercise	Date from which first exercisable	Expiry date
Product group chief executives												
Tom Albanese	RTP										1 Jan 2006	7 Jan 2006
	SSP	530	—	—	—	—	530	1150p	—	—	27 May 2001	7 Mar 2008
	RTP										27 May 2001	May 2008
	SOP	11,142	—	—	—	11,142	11,142	820p	—	—	12 Mar 2002	12 Mar 2009
		12,382	—	—	—	12,382	12,382	808.8p	—	—	7 Mar 2003	7 Mar 2010
		7,530	—	—	—	7,530	7,530	965.4p	—	—	7 Mar 2005	7 Mar 2010
		3,766	—	3,766	—	3,766	3,766	965.4p	—	—	6 Mar 2005	6 Mar 2011
		102,718	—	102,718	—	102,718	102,718	1265.6p	—	—	13 Mar 2005	13 Mar 2012
		125,336	—	125,336	—	125,336	125,336	1458.6p	—	—	7 Mar 2006	7 Mar 2013
		139,165	—	—	—	—	139,165	1263p	—	—	22 Apr 2007	22 Apr 2014
		84,020	—	—	—	—	84,020	1329p	—	—	9 Mar 2008	9 Mar 2015
		—	83,926	—	—	—	83,926	1826.2p	—	—		
Preston Chiaro	RTP										1 Jan 2007	5 Jan 2007
	SSP	490	—	—	—	—	490	1277p	—	—	27 May 2001	—
	RTP										12 Mar 2002	—
	SOP	16,021	—	—	16,021	—	—	820p	£244,160	2344p	7 Mar 2003	—
		42,300	—	—	42,300	—	—	808.8p	£649,390	2344p	7 Mar 2005	—
		28,853	—	—	28,853	—	—	965.4p	£397,767	2344p	6 Mar 2005	—
		14,427	—	14,427	14,427	—	—	965.4p	£198,891	2344p	13 Mar 2005	—
		38,024	—	38,024	38,024	—	—	1265.6p	£410,051	2344p	—	—
		34,515	—	34,515	34,515	—	—	1458.6p	£305,596	2344p	—	—

Edgar Filing: - Form

		37,160	—	—	—	—	37,160	1263p	—	—	7 Mar 2006	7 Mar 2013
		70,490	—	—	—	—	70,490	1329p	—	—	22 Apr 2007	22 Apr 2014
		—	63,527	—	—	—	63,527	1826.2p	—	—	9 Mar 2008	9 Mar 2015

Oscar Groeneveld	RTL SSP	1,431	—	—	—	—	1,431	27.48	—	—	A\$	1 Jan 2009	30 Jun 2009
	RTL SOP	16,771	—	16,771	16,771	—	—	24.069	58,704	51.42	A\$	7 Mar 2005	—
		80,920	—	80,920	—	80,920	80,920	33.0106	—	—	A\$	6 Mar 2005	6 Mar 2011
		73,965	—	73,965	73,965	—	—	39.8708	854,237	51.42	A\$	13 Mar 2005	—
		90,080	—	—	—	—	90,080	33.336	—	—	A\$	7 Mar 2006	7 Mar 2013
		62,600	—	—	—	—	62,600	34.406	—	—	A\$	22 Apr 2007	22 Apr 2014
		—	64,321	—	—	—	64,321	47.042	—	—	A\$	9 Mar 2008	9 Mar 2015

[Back to Contents](#)**Table 5 – Directors and product group chief executives options to acquire Rio Tinto plc and Rio Tinto Limited shares**

Option type ¹	1 Jan 2005	Vested		Vested and exercisable		Option price ³	Value of options exercised during 2005 ⁸	Market price on date of exercise	Date from		Expiry date
		Granted	during 2005	Exercised	31 Dec 2005 ⁷				31 Dec 2005 ⁵	which first exercisable	
Keith Johnson	RTP									1 Jan 2006	30 Jun 2006
	SSP	1,078	—	—	—	1,078	876p	—	—	7 Mar 2005	7 Mar 2010
	RTP									6 Mar 2005	6 Mar 2011
	SOP	3,855	—	3,855	—	3,855	3,855	965.4p	—	13 Mar 2005	13 Mar 2012
		11,667	—	11,667	—	11,667	11,667	1265.6p	—	7 Mar 2006	7 Mar 2013
		10,595	—	10,595	—	10,595	10,595	1458.6p	—	22 Apr 2007	22 Apr 2014
		16,231	—	—	—	—	16,231	1263p	—	9 Mar 2008	9 Mar 2015
		43,500	—	—	—	—	43,500	1329p	—		
		—	47,937	—	—	—	47,937	1826.2p	—		
Andrew Mackenzie ¹⁰	RTP									1 Jan 2011	30 Jun 2011
	SSP	—	1,021	—	—	—	1,021	1576p	—	9 Mar 2008	9 Mar 2015
	RTP										
	SOP	—	53,769	—	—	—	53,769	1826.2p	—		
Sam Walsh	RTL							A\$		1 Jan 2006	30 Jun 2006
	SSP	1,078	—	—	—	—	1,078	25.57	—	1 Jan 2009	30 Jun 2009
		—	601	—	—	—	601	40.92	—	6 Mar 2005	6 Mar 2011
	RTL							A\$		13 Mar 2005	13 Mar 2012
	SOP	49,983	—	49,983	—	49,983	49,983	33.0106	—	7 Mar 2006	7 Mar 2013
		60,194	—	60,194	—	60,194	60,194	39.8708	—	22 Apr 2007	22 Apr 2014
		75,863	—	—	—	—	75,863	33.336	—	9 Mar 2008	9 Mar 2015
		54,400	—	—	—	—	54,400	34.406	—		
		—	58,823	—	—	—	58,823	47.042	—		

[Back to Contents](#)**Table 5 – Directors and product group chief executives options to acquire Rio Tinto plc and Rio Tinto Limited shares**

Option type ¹	1 Jan 2006	Granted	Vested during 2006		Vested and exercisable on 31 May 2006 ⁷		31 May 2006 ⁵	Option price ³	Value of options exercised during 2006 ⁸	Market price on date of exercise	Date from which first exercisable	Expiry date
			Exercised									
Executive directors												
Tom Albanese ¹¹	RTP										1 Jan 2006	7 Jan 2006
	SSP	530	—	—	530	—	—	1150p	£7,987	2657p		
	RTP										27 May 2001	27 May 2008
	SOP	11,142	—	—	—	11,142	11,142	820p	—	—		
		12,382	—	—	—	12,382	12,382	808.8p	—	—	12 Mar 2002	12 Mar 2009
		7,530	—	—	—	7,530	7,530	965.4p	—	—	7 Mar 2003	7 Mar 2010
		3,766	—	—	—	3,766	3,766	965.4p	—	—	7 Mar 2005	7 Mar 2010
		102,718	—	—	—	102,718	102,718	1265.6p	—	—	6 Mar 2005	6 Mar 2011
		125,336	—	—	—	125,336	125,336	1458.6p	—	—	13 Mar 2005	13 Mar 2012
		139,165	—	139,165	—	139,165	139,165	1263p	—	—	7 Mar 2006	7 Mar 2013
		84,020	—	—	—	—	84,020	1329p	—	—	22 Apr 2007	22 Apr 2014
		83,926	—	—	—	—	83,926	1826.2p	—	—	9 Mar 2008	9 Mar 2015
		—	67,511	—	—	—	67,511	2711.2p	—	—	7 Mar 2009	7 Mar 2016
Leigh Clifford	RTL							A\$			1 Jan 2010	30 Jun 2010
	SSP	1,486	—	—	—	—	1,486	29.04	—	—		
	RTL							A\$			28 May 2002	28 May 2009
	SOP	52,683	—	—	—	52,683	52,683	23.4382	—	—		
		59,318	—	—	—	59,318	59,318	24.069	—	—	7 Mar 2003	7 Mar 2010
		29,660	—	—	—	29,660	29,660	24.069	—	—	7 Mar 2005	7 Mar 2010
		241,430	—	—	—	241,430	241,430	33.0106	—	—	6 Mar 2005	6 Mar 2011
		208,882	—	—	—	208,882	208,882	39.8708	—	—	13 Mar 2005	13 Mar 2012
		254,132	—	254,132	—	254,132	254,132	33.336	—	—	7 Mar 2006	7 Mar 2013
		179,370	—	—	—	—	179,370	34.406	—	—	22 Apr 2007	22 Apr 2014

Edgar Filing: - Form

								A\$			9 Mar	9 Mar
		169,987	—	—	—	—	—	47.042	—	—	2008	2015
								A\$			7 Mar	7 Mar
		—	126,992	—	—	—	—	71.06	—	—	2009	2016
<hr/>												
Guy	RTP										1 Jan	30 Jun
Elliott	SSP	1,431	—	—	—	—	1,431	1107p	—	—	2009	2009
	RTP										13 Mar	13 Mar
	SOP	61,703	—	—	—	61,703	61,703	1458.6p	—	—	2005	2012
											7 Mar	7 Mar
		97,387	—	97,387	—	97,387	97,387	1263p	—	—	2006	2013
											22 Apr	22 Apr
		73,700	—	—	—	—	73,700	1329p	—	—	2007	2014
											9 Mar	9 Mar
		72,972	—	—	—	—	72,972	1826.2p	—	—	2008	2015
											7 Mar	7 Mar
		—	58,100	—	—	—	58,100	2711.2p	—	—	2009	2016

Rio Tinto 2005 *Form 20-F* 110

[Back to Contents](#)**Table 5 Directors and product group chief executives options to acquire Rio Tinto plc and Rio Tinto Limited shares**

	Option type ¹	1 Jan 2006	Granted	Vested during 2006	Exercised	Vested and exercisable on 31 May 2006 ⁷	31 May 2006 ⁵	Option price ³	Value of options exercised during 2006 ⁸	Market price on date of exercise	Date from which first exercisable	Expiry date
Product group chief executives												
Preston	RTP										1 Jan	5 Jan
Chiaro	SSP	490	—	—	—	—	490	1277p	—	—	2007	2007
	RTP										7 Mar	7 Mar
	SOP	37,160	—	37,160	—	37,160	37,160	1263p	—	—	2006	2013
		70,490	—	—	—	—	70,490	1329p	—	—	2007	2014
		63,527	—	—	—	—	63,527	1826.2p	—	—	2008	2015
		—	51,274	—	—	—	51,274	2711.2p	—	—	2009	2016
Oscar	RTL							A\$			1 Jan	30 Jun
Groeneveld	SSP	1,431	—	—	—	—	1,431	27.48	—	—	2009	2009
	RTP							A\$	A\$	A\$	6 Mar	6 Mar
	SOP	80,920	—	—	80,920	—	—	33.0106	3,184,963	72.37	2005	2011
		90,080	—	90,080	—	90,080	90,080	33.336	—	—	2006	2013
		62,600	—	—	—	—	62,600	34.406	—	—	2007	2014
		64,321	—	—	—	—	64,321	47.042	—	—	2008	2015
		—	52,086	—	—	—	52,086	71.06	—	—	2009	2016
Keith	RTP										1 Jan	30 Jun
Johnson	SSP	1,078	—	—	1,078	—	—	876p	£21,528	2873p	2006	2006
	RTP										7 Mar	7 Mar
	SOP	3,855	—	—	3,855	—	—	965.4p	£68,488	2742p	2005	2010
		11,667	—	—	11,667	—	—	1265.6p	£172,252	2742p	2005	2011
		10,595	—	—	10,595	—	—	1458.6p	£135,976	2742p	2005	2012
		16,231	—	16,231	16,231	—	—	1263p	£240,056	2742p	2006	2013
		43,500	—	—	—	—	43,500	1329p	—	—	2007	2014
		47,937	—	—	—	—	47,937	1826.2p	—	—	2008	2015
											7 Mar	7 Mar

Edgar Filing: - Form

			— 37,869	—	—	—37,869	2711.2p	—	—	2009	2016
Andrew	RTP									1 Jan	30 Jun
Mackenzie ¹⁰	SSP	1,021	—	—	—	— 1,021	1576p	—	—	2011	2011
	RTP									9 Mar	9 Mar
	SOP	53,769	—	—	—	—53,769	1826.2p	—	—	2008	2015
										7 Mar	7 Mar
			— 42,019	—	—	—42,019	2711.2p	—	—	2009	2016

Rio Tinto 2005 *Form 20-F* 111

[Back to Contents](#)**Table 5 Directors and product group chief executives options to acquire Rio Tinto plc and Rio Tinto Limited share**

	Option type ¹	1 Jan 2006	Vested during 2006		Vested and exercisable on 31 May 2006 ⁷		Option price ³	Value of options exercised during 2006 ⁸	Market price on date of exercise	Date from which first exercisable	Expiry date
			Granted	Exercised	31 May 2006 ⁷	31 May 2006 ⁵					
Sam Walsh	RTL						A\$	A\$	A\$	1 Jan 2006	30 Jun 2006
	SSP	1,078	—	—	1,078	—	25.57	53,512	75.21		
		601	—	—	—	601	40.92	—	—	2009	2009
	RTL						A\$	A\$	A\$	6 Mar 2005	6 Mar 2011
	SOP	49,983	—	—	49,983	—	33.0106	2,464,632	82.32		
		60,194	—	—	60,194	—	39.8708	2,555,187	82.32	13 Mar 2005	13 Mar 2012
		75,863	—	75,863	75,863	—	33.336	3,716,073	82.32	7 Mar 2006	7 Mar 2013
		54,400	—	—	—	54,400	34.406	—	—	22 Apr 2007	22 Apr 2014
		58,823	—	—	—	58,823	47.042	—	—	9 Mar 2008	9 Mar 2015
		—	48,079	—	—	—	71.06	—	—	7 Mar 2009	7 Mar 2016

Notes

- The Rio Tinto plc Share Option Plan (RTPSOP), Rio Tinto Limited Share Option Plan (RTLSSOP), Rio Tinto plc Share Savings Plan (RTPSSP) and Rio Tinto Limited Share Savings Plan (RTLSSP) grant options over ordinary shares. Rio Tinto plc — ordinary shares — stated in pence sterling; Rio Tinto Limited ordinary shares — stated in A\$. Each option is granted over one share.
- The closing price of Rio Tinto plc ordinary shares at 31 December 2005 was 2655p (2004: 1533p) and the closing price of Rio Tinto Limited shares at 31 December 2005 was A\$69.00 (2004: A\$39.12). The highest and lowest prices during the year were 2657p and 1472p respectively for Rio Tinto plc and A\$69.10 and A\$38.82 for Rio Tinto Limited.
- The option price represents the exercise price payable on the options. No amount was paid or payable by the recipient at the date of grant. No amounts are unpaid on any shares allocated on the exercise of the options.
- No options lapsed during the year.
- Or at date of retirement or resignation if earlier.
- In accordance with the Plan rules, Robert Adams' outstanding options became exercisable with immediate effect following his death. His award of options under the 2004 grant was reduced by 17,881 to 59,819 options.
- Under the plans no options would be vested and unexercisable at the reporting date.
- The value of options exercised is calculated by multiplying the number of options exercised by the difference between the market price and the option price on date of exercise.
- The fair value per option, granted during 2005, at date of grant was as follows: RTPSSP three year contract 866p and five year contract 945p; RTLSSP three year contract A\$20.96 and five year contract A\$23.18; RTPSOP 409p; RTLSSOP A\$8.93. On 7 October 2005, Andrew Mackenzie was granted a five year option under the RTPSSP and Sam Walsh was granted a three year option under the RTLSSP. The RTPSOP and RTLSSOP options were granted on 9 March 2005 .
The fair value per option, granted during 2006, at date of grant was as follows: RTPSOP 740p and RTLSSOP A\$17.09. The RTPSOP and RTLSSOP options were granted on 7 March 2006.
- Phantom options over 40,216 Rio Tinto plc ordinary shares were granted to Andrew Mackenzie at a price of 1329p per share, exercisable between 22 April 2007 and 22 April 2014.
- Tom Albanese was appointed as an executive director on 7 March 2006. He will continue as chief executive of the Copper group and head of Exploration until 1 July 2006 when he will be appointed director, Group Resources.

[Back to Contents](#)

CORPORATE GOVERNANCE

The directors of Rio Tinto believe that high standards of corporate governance are critical to business integrity and performance. The following report describes how this philosophy is applied in practice.

As Rio Tinto's three main listings are in London, Melbourne and New York, the directors have referred to the Combined Code, published by the UK Financial Reporting Council (the Code), the Australian Stock Exchange (ASX) Best Practice Corporate Governance Guidelines and the New York Stock Exchange (NYSE) Corporate Governance Listing Standards, as well as the Sarbanes-Oxley Act of 2002, when formulating this statement.

During 2005, Rio Tinto applied the principles contained in Part 1 of the Code. The detailed provisions of Section 1 of the Code have been complied with as described below. Rio Tinto also complied with the ASX Best Practice Corporate Governance Guidelines. A statement on compliance with the New York Stock Exchange's Corporate Governance Listing Standards is set out on page 117.

The board

The Companies have common boards of directors which are collectively responsible for the success of the Group and accountable to shareholders for the performance of the business. Throughout the rest of this report, they will be described as the board.

The board currently consists of 14 directors: the chairman, three executive directors and ten non executive directors. The *Nominations committee* continually assesses the balance of executive and non executive directors and the composition of the board in terms of the skills and diversity required to ensure it remains relevant in the current environment. The skills, experience and expertise of each director together with their terms in office are shown in the biographical details on pages 81 to 85.

The role and responsibilities of the board

The role of the board is to provide the Group with good governance and strategic direction. The board also reviews the Group's control and accountability framework. The directors have agreed to a formal schedule of matters specifically reserved for decision by the board, including strategy, major investments and acquisitions. The full list is available on Rio Tinto's website.

Responsibility for day to day management of the business lies with the executive team, with the board agreeing annual performance targets for management against the Group's financial plan. The board is ultimately accountable to shareholders for the performance of the business.

To ensure an efficient process, the board meets regularly and in 2005 had eight scheduled and three special meetings. Details of directors attendance at board and committee meetings are set out on page 114.

The board has regular scheduled discussions on aspects of the Group's strategy and, in line with best practice, a dedicated annual two day meeting at which in depth discussions of Group strategy take place.

Directors receive timely, regular and necessary management and other information to enable them to fulfil their duties. The board has agreed a procedure for the directors to have access to independent professional advice at the Group's expense and to the advice and services of both company secretaries.

In addition to these formal processes, directors are in regular communication with senior executives from the product groups, at both formal and informal meetings, to ensure regular exchange of knowledge and experience between management and non executive directors. To continue building on the formal induction programmes, which all new non executive directors undertake, they are encouraged to take every opportunity to visit the Group's operating locations.

The chairman also holds regular meetings with non executive directors without the executive directors present.

[Back to Contents](#)**Directors attendance at board and committee meetings during 2005**

	Board		Audit committee		Remuneration committee		Committee on social and environmental accountability		Nominations committee	
	A	B	A	B	A	B	A	B	A	B
Robert Adams ¹	—	—								
Ashton Calvert ^{2,6}	11	9					3	2	2	2
Sir David Clementi	11	8	8	7	4	4				
Leigh Clifford	11	11								
Vivienne Cox ^{2,5}	11	10	6	5						
Leon Davis ³	4	4					2	2		
Sir Rod Eddington ^{4,7}	4	4					1	1	1	1
Guy Elliott	11	11								
Sir Richard Giordano ³	4	3	3	3			2	2		
Richard Goodmanson	11	9			4	4	4	3		
Andrew Gould	11	7	8	6	4	4				
Lord Kerr	11	10	8	8			4	4		
David Mayhew ⁹	11	11	5	5					2	2
John Morschel ³	4	3			2	2	2	2		
Paul Skinner ⁸	11	11					3	3	2	2
Sir Richard Sykes	11	10			4	4			2	1

A = Maximum number of meetings the director could have attended

B = Number of meetings attended

Notes

1. Robert Adams died on 27 January 2005.
2. Vivienne Cox and Ashton Calvert were appointed on 1 February 2005.
3. Leon Davis, Sir Richard Giordano and John Morschel retired on 29 April 2005.
4. Sir Rod Eddington was appointed on 1 September 2005.
5. Vivienne Cox became a committee member on 27 April 2005 (Audit).
6. Ashton Calvert became a committee member on 1 February 2005 (Nominations and CSEA).
7. Sir Rod Eddington became a committee member on 1 September 2005 (Nominations and CSEA).
8. Paul Skinner ceased to be a committee member on 7 June 2005 (CSEA).
9. David Mayhew ceased to be a committee member on 31 July 2005 (Audit).

Board performances

In 2005, the board conducted a further formal process to evaluate its effectiveness and that of the board committees and individual directors.

Each director's performance was appraised by the chairman and, in a meeting chaired by the senior non executive director the non executive directors assessed the chairman's performance, taking into consideration the views of executive colleagues.

The evaluation process takes place annually and aims to cover board dynamics, board capability, board process, board structure, corporate governance, strategic clarity and alignment and the performance of individual directors. The directors believe that, through this evaluation process, they comply with the requirements of Clause A.6 of the Code, Principle 8 of the ASX Best Practice Corporate Governance Guidelines and the relevant sections of the NYSE Code.

Independence

The board has adopted a policy on directors' independence. The policy, which contains the materiality thresholds approved by the board, can be viewed on the Rio Tinto website.

The tests of director independence in the jurisdictions where Rio Tinto is listed are not wholly consistent. The board has, therefore, adopted the following criteria for independence: Independence of management, the absence of any business relationship which could materially interfere with the director's independence of judgement and ability to provide a strong, valuable contribution to the board's deliberations or which could

Edgar Filing: - Form

interfere with the director's ability to act in the best interest of the Group. Where contracts in the ordinary course of business exist between Rio Tinto and a company in which a director has declared an interest, these are reviewed for materiality to both Companies. Applying these criteria, the board is satisfied that the majority of the non executive directors, Sir David Clementi, Sir Rod Eddington, Richard Goodmanson, Andrew Gould, Lord Kerr, Sir Richard Sykes, Ashton Calvert and Vivienne Cox are independent. David Mayhew, who is chairman of one of Rio Tinto plc's stockbrokers, is not independent.

Paul Skinner was, until his appointment as chairman in 2003, an independent, non executive director in compliance with the Code. He satisfies the tests for independence under the ASX Best Practice Corporate Governance Guidelines and the NYSE Code.

The directors' biographies are set out on pages 81 to 85.

[Back to Contents](#)

Election and re-election

Directors are elected by shareholders at the first annual general meetings after their appointment and, after that, offer themselves for re-election at least once every three years. Non executive directors are normally expected to serve at least two terms of three years and, except where special circumstances justify it, would not normally serve more than three such terms.

Chairman and chief executive

The roles of the chairman and chief executive are separate and the division of responsibilities has been formally approved by the board.

Board committees

There are four board committees, the *Audit committee*, *Remuneration committee*, *Nominations committee* and the *Committee on social and environmental accountability*. Each committee plays a vital role in ensuring that good corporate governance is maintained throughout the Group. Committee terms of reference are reviewed annually by the board and the committees themselves to ensure they continue to be at the forefront of best practice; and are posted on the Group's website. Minutes of all committee meetings are circulated to the board, with oral reports at the next board meeting. All committee members are non executive directors.

The *Audit committee's* main responsibilities include the review of accounting principles, policies and practices adopted in the preparation of public financial information; review with management of procedures relating to financial and capital expenditure controls, including internal audit plans and reports; review with external auditors of the scope and results of their audit; the nomination of auditors for appointment by shareholders; and the review of and recommendation to the board for approval of Rio Tinto's risk management policy. Its responsibilities also include the review of corporate governance practices of Group sponsored pension funds. The committee has a number of training sessions which may cover new legislation and other relevant information. The external auditors, the finance director, the Group controller and Group internal auditor attend meetings. A copy of the *Audit committee* charter is reproduced on pages 120 to 121 and can be found on the Rio Tinto website.

The *Audit committee* is chaired by Andrew Gould and its members are Sir David Clementi, Vivienne Cox and Lord Kerr. David Mayhew attends in an advisory capacity.

The *Remuneration committee* is responsible for determining the policy for executive remuneration and for the remuneration and benefits of individual executive directors and senior executives. Full disclosure of all elements of directors' and relevant senior executives' remuneration can be found in the Remuneration report on pages 87 to 97, together with details of the Group's remuneration policies. The committee is chaired by Sir Richard Sykes and its members are Sir David Clementi, Andrew Gould and Richard Goodmanson.

The *Nominations committee* is chaired by the chairman of Rio Tinto, Paul Skinner. The committee is responsible, on behalf of the board, for ensuring that a suitable process is in place to meet the recruitment requirements of the board. It reviews the mix, structure and experience of the board and the desired profiles of potential candidates for membership. In consultation with external search consultancies it oversees the review and recruitment process to meet vacancies as they arise. The recruitment process itself includes identification of suitable candidates, followed by a formal assessment of each candidate, leading to a final selection process. Proposals for new members are submitted to the full board for approval.

The committee also reviews the time required to be committed to Group business by non executive directors and assesses whether non executive directors are devoting sufficient time to carry out their duties. In addition to Paul Skinner, the committee consists of Ashton Calvert, Sir Rod Eddington, David Mayhew and Sir Richard Sykes. Under the Code, two members of the committee are not considered independent: Paul Skinner, following his appointment as chairman, and David Mayhew. The Code specifically allows the chairman to chair the *Nominations committee*, but, nevertheless, the committee composition is not fully aligned with recommended practice in the UK. The board takes the view, however, that the skills and experience of the members of the committee makes the current composition both efficient and effective.

The *Committee on social and environmental accountability* reviews the effectiveness of management policies and procedures in place to deliver those standards in *The way we work*, Rio Tinto's statement of business practice, which are not covered by the other board committees and, in particular, those relating to health, safety, the environment and social issues. The overall objective of the committee is to promote the development of high quality business practices throughout the Group and to develop the necessary clear accountability on these practices. Members of the committee, which is chaired by Richard Goodmanson, are Ashton Calvert, Sir Rod Eddington and Lord Kerr.

Executive directors other directorships

Executive directors are likely to be invited to become non executive directors of other companies. For full details of the Group policy and fees, see pages 95 to 96.

Directors dealings in shares

Rio Tinto has a Group policy in place to govern the dealing in Rio Tinto securities by directors and employees. The policy, which prohibits dealings when in possession of price sensitive information and shortly before a results announcement, can be viewed on the Rio Tinto website.

[Back to Contents](#)

Communication

Rio Tinto recognises the importance of effective communication with shareholders and the general investment community. To ensure shareholders are kept informed in a timely manner, the Group has adopted an *External disclosure guidance*, which is posted on the website appended to the *Corporate governance guidance*.

In addition to statutory documents, Rio Tinto has a comprehensive website featuring in depth information on health, safety and the environment, as well as general investor information and Group policies. Results presentations and other significant events are available as they happen and as an archive on the website.

The Group also produces a range of informative publications, which are available on request. For further details, see the website.

Full advantage is taken of the annual general meetings to inform shareholders of current developments and to give shareholders the opportunity to ask questions. As recommended by the ASX Best Practice Corporate Governance Guidelines, Rio Tinto Limited's external auditor attends the annual general meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. Rio Tinto Limited shareholders are also able to submit written questions regarding the statutory audit report to the auditors via the Company. Any questions received and answers provided will be made available to the members at the Rio Tinto Limited annual general meeting in May 2006. Rio Tinto plc's auditors will as usual attend the annual general meeting in London and will be available to respond to audit related shareholder questions.

The main channels of communication with the general investment community are through the chairman, chief executive and finance director, who conduct regular meetings with the Companies' major shareholders. The senior independent director and other non executive directors are also available as appropriate.

The Group organises regular investor seminars which provide a two way communication with investors and analysts; the valuable feedback is communicated to the board. An annual survey of major shareholders' opinion and perception of the Group is presented to the board by the Group's investor relations advisors.

Statement of business practice

The way we work provides the directors and all Group employees with a summary of the principal policies and procedures in place to help ensure that high governance and business standards are communicated and achieved throughout the Group.

Main policies are adopted by the directors after wide consultation, externally and within the Group. Once adopted, they are communicated to business units worldwide, together with guidance and support on implementation. Business units are then required to devote the necessary effort by management to implement and report on these policies.

The following policies are currently in place: sustainable development; health, safety and the environment; communities; human rights; access to land; employment; political involvement; and business integrity; while guidance documents have been issued for corporate governance; compliance; external disclosures, including continuous disclosure, antitrust and code of ethics covering the preparation of financial statements and risk analysis. These policies and guidances apply to all Rio Tinto managed businesses.

There is also a Groupwide whistle blowing programme called *Speak-OUT*. Employees are encouraged to report any concerns, including any suspicion of a violation of the Group's financial reporting and environmental procedures, through an independent third party and without fear of recrimination. A process has been established for the investigation of any matters reported with clear lines of reporting and responsibility in each Group business.

Where the Group does not have operating responsibility for a business, Rio Tinto's policies are communicated to the business partners and they are encouraged to adopt similar policies of their own.

Rio Tinto's report on social and environmental matters follows the Association of British Insurers' guidelines. This report can be found on pages 76 to 80. Details of the Group's overall and individual businesses' social and environmental performance continue to be published on Rio Tinto's website and in the *Sustainable development review*.

Responsibilities of the directors

The directors are required to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Group as at the end of the financial period and of the profit or loss and cash flows for that period. This includes, in respect of Rio Tinto plc, preparing financial statements in accordance with UK company law which give a true and fair view of the state of the Company's affairs, and for preparing a Remuneration report which includes the information required by Part 3 of Schedule 7A to the UK Companies Act 1985 and Australian Accounting Standard AASB 124 Related Party Disclosures. To ensure that these requirements are satisfied, the directors are responsible for establishing and maintaining adequate internal controls and procedures for financial reporting throughout the Group.

The directors consider that the 2005 Annual report and financial statements present a true and fair view and have been prepared in accordance with applicable accounting standards, using the most appropriate accounting policies for Rio Tinto's business and supported by reasonable and prudent judgements and estimates. The accounting policies have been consistently applied.

The directors have received a written statement from the chief executive and the finance director to this effect. In accordance with ASX Best Practice Recommendation 7.2, this written statement relies on a sound system of risk management and internal compliance and controls which

Edgar Filing: - Form

implements the policies adopted by the board and confirms that the Group's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects.

Rio Tinto 2005 *Form 20-F* **116**

[Back to Contents](#)

The directors, senior executives, senior financial managers and other members of staff who are required to exercise judgement in the course of the preparation of the financial statements are required to conduct themselves with integrity and honesty and in accordance with the ethical standards of their profession and/or business.

The directors are responsible for maintaining proper accounting records, in accordance with the UK Companies Act 1985 and the Australian Corporations Act 2001. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of Group and to prevent and detect fraud and other irregularities. The directors are also responsible for the maintenance and integrity of the Group's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The work carried out by the auditors does not involve consideration of this and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially available on the website.

Going concern

The financial statements have been prepared on the going concern basis. The directors report that they have satisfied themselves that the Companies and the Group are a going concern since they have adequate financial resources to continue in operational existence for the foreseeable future.

Boards' statement on internal control

Rio Tinto's overriding corporate objective is to maximise long term shareholder value through responsible and sustainable investment in mining and related assets. The directors recognise that creating shareholder value is the reward for taking and accepting risk.

The directors are responsible for the Group's system of internal controls and for reviewing its effectiveness in providing shareholders with a return on their investments that is consistent with a responsible assessment and mitigation of risks. This includes reviewing financial, operational and compliance controls, and risk management procedures. Because of the limitations inherent in any such system this is designed to manage rather than eliminate risk. Accordingly, it provides reasonable but not absolute assurance against material misstatement or loss.

The directors have established a process for identifying, evaluating and managing the significant risks faced by the Group. This process was in place during 2005 and up to and including the date of approval of the 2005 *Annual report and financial statements*. The process is reviewed annually by the directors and accords with the guidance set out in *Internal Control: Guidance for Directors on the Combined Code*.

Two of the Group's management committees, the *Executive committee* and the *Disclosures and procedures committee* regularly review information related to the Group's control framework. This information is presented to the *Audit committee* to enable its members to assess the effectiveness of the internal controls. In addition, the board and their committees monitor the Group's significant risks on an ongoing basis.

Assurance functions, including internal auditors and health, safety and environmental auditors, perform reviews of control activities and provide regular written and oral reports to directors and management committees. The directors receive and review minutes of the meetings of each board committee, in addition to oral reports from the respective chairmen at the first board meeting following the relevant committee meeting.

Certain risks, for example natural disasters, cannot be mitigated to an acceptable degree using internal controls. Such major risks are transferred to third parties in the international insurance markets, to the extent considered appropriate.

Each year, the leaders of the Group's businesses and administrative offices complete an internal control questionnaire that seeks to confirm that adequate internal controls are in place and operating effectively. The results of this process are reviewed by the executive committee and it is then presented to the board as a further part of their review of the Group's internal controls. This process is continually reviewed and strengthened as appropriate.

In 2002, the Group also established a *Disclosure and procedures committee*, which was tasked with reviewing the adequacy and effectiveness of Group controls and procedures over the public disclosure of financial and related information. The committee has been presenting the results of this process to the directors and will continue to do so.

The Group has material investments in a number of joint ventures and associated companies. Where Rio Tinto does not have managerial control, it cannot guarantee that local management of mining assets will comply with Rio Tinto standards or objectives. Accordingly, the review of their internal controls is less comprehensive than that for the Group's managed operations.

The New York Stock Exchange

In November 2003, the SEC approved the new corporate governance listing standards of the New York Stock Exchange (NYSE). The Company, as a foreign issuer with American Depositary Shares listed on the NYSE, is obliged to disclose any significant ways in which its corporate governance practices differ from these standards.

The Company has reviewed the NYSE's listing standards and believes that its corporate governance practices are broadly consistent with them, with one exception where the Company does not meet the strict requirements set out in these standards.

[Back to Contents](#)

The standards state that companies must have a nominating/ corporate governance committee composed entirely of independent directors and with written terms of reference which, in addition to identifying individuals qualified to become board members, develops and recommends to the board a set of corporate governance principles applicable to the Company. Rio Tinto has a *Nominations committee*, information about which is set out on page 115. This committee does not develop corporate governance principles for the board's approval. The board itself performs this task and approves the Group's overall system of governance and internal controls.

New Zealand corporate governance statement

Rio Tinto Limited is listed with the ASX and New Zealand Stock Exchange (NZX), which both have their own corporate governance rules. As an overseas listed issuer, Rio Tinto Limited is deemed to satisfy the NZX rules while it remains ASX listed. Additionally the NZX rules require Rio Tinto Limited to disclose in its annual report any home exchange corporate governance rules and principles which materially differ from those of the NZX. Although the ASX corporate governance guidelines are substantially the same as the NZX regime, the following differences may be considered material:

- The Australian equivalent of a number of the NZX rules including restrictions on buy backs, financial assistance and rules governing auditors are contained in the Corporations Act 2001 rather than in the ASX Listing Rules.
- The ASX guidelines extend beyond the NZX rules to specifically address risk management, internal controls and stakeholder interests and require the public disclosure of internal policies and procedures.
- The ASX guidelines recommend that a majority of directors must be independent whereas the NZX rules require one third of directors and at least two directors to be independent. Independence is defined similarly under both rules but there are differences.
- The ASX Listing Rules do not require shareholder approval of major transactions and related party transactions to the extent required by the NZX rules.

Despite these regulatory differences, the directors believe that Rio Tinto Limited's corporate governance practices are consistent with the intentions underlying the NZX Corporate Governance Best Practice Standards.

Principal auditors

The remuneration of the Group's principal auditors for audit services and other services, as well as remuneration payable to other accounting firms, has been set out in Note 44 to the 2005 Financial statements.

Rio Tinto has adopted policies designed to uphold the independence of the Group's principal auditors by prohibiting their engagement to provide a range of accounting and other professional services that might compromise their appointment as independent auditors. The engagement of the Group's principal auditors to provide statutory audit services, certain other assurance services, tax services and some other specific services are pre-approved annually by the *Audit committee*. The engagement of the Group's principal auditors to provide other permitted services are individually subject to the specific approval of the *Audit committee* or its chairman.

Prior to the commencement of each financial year, the Group's finance director submits to the *Audit committee* a schedule of the types of services that are expected to be performed during the following year for its approval. The *Audit committee* may impose a US dollar limit on the total value of other permitted services that can be provided. Any non audit service provided by the Group's principal auditors, where the expected fee exceeds a pre-determined level, must be subject to the Group's normal tender procedures. However, in exceptional circumstances the finance director is authorised to engage the Group's principal auditors to provide such services without going to tender, but if the fees are expected to exceed US\$250,000 then the chairman of the *Audit committee* must approve the engagement.

The *Audit committee* adopted policies for the pre-approval of permitted services provided by the Group's principal auditors during January 2003. These are regularly reviewed by the committee. Engagements for services provided by the Group's principal auditors since the adoption of these policies were either within the pre-approval policies or approved by the *Audit committee*.

Audit committee

The *Audit committee* meets the membership requirements of the Code, the ASX Corporate Governance Guidelines and the NYSE Code. The Group also meets the composition, operation and responsibility requirements in respect of audit committees mandated by the Australian Stock Exchange. The *Audit committee* is governed by a written charter approved by the board, which the *Audit committee* reviews and reassesses each year for adequacy. A copy of this charter is reproduced on pages 120 to 121.

The *Audit committee* comprises the four members set out below. Vivienne Cox became a member of the committee with effect from April 2005. The members of the committee are independent and are free of any relationship that would interfere with impartial judgement in carrying out their responsibilities. David Mayhew attends the meetings in an advisory capacity.

Report of the Audit committee

The *Audit committee* met eight times in 2005. It monitors developments in corporate governance in the UK, Australia and the US, to ensure the Group continues to apply high and appropriate standards.

Many of the new US requirements have long been best practice and are incorporated into the committee's charter, reproduced on pages 120 to

Edgar Filing: - Form

121. The charter is subject to regular discussion and has been reviewed in the light of new requirements and emerging best practice.

Rio Tinto 2005 *Form 20-F* **118**

[Back to Contents](#)

There is in place a set of procedures, including budgetary guidelines, for the appointment of the external auditor to undertake non audit work, which aims to provide the best possible services for the Group at the most advantageous price. The committee reviews the independence of the external auditors on an annual basis and a process is also in place to review their effectiveness to ensure that the Group continues to receive an efficient and unbiased service. The committee advised the directors that the *Audit committee* is satisfied that the provision of non audit services by the external auditors during 2005 is compatible with the general standard of independence for auditors imposed by the Australian Corporations Act 2001. Furthermore, as part of its responsibility to foster open communication, the committee meets with management, the external auditors and the internal auditor separately.

Financial expert

The *Audit committee* reviewed the SEC requirements for audit committees financial experts and the Combined Code requirement that at least one committee member should have recent and relevant financial experience. Following a detailed review, the committee recommended to the board that Andrew Gould and Sir David Clementi be identified as the *Audit committee*'s financial experts in the *2005 Annual report and financial statements*. The board has concluded that Andrew Gould and Sir David Clementi possess the requisite skills, experience and background to qualify for the purpose of C.3.1 of the Code as well as fulfilling the SEC criteria.

2005 financial statements

The *Audit committee* has reviewed and discussed with management the Group's audited financial statements for the year ended 31 December 2005.

We have discussed with the external auditors the matters described in the American Institute of Certified Public Accountant Auditing Standard No. 90, *Audit committee communications*, and in the International Standard on Auditing (UK and Ireland) 260, *Communication of Audit Matters with those charged with governance (ISA 260)*, including their judgements regarding the quality of the Group's accounting principles and underlying estimates.

The committee has discussed with the external auditors their independence, and received and reviewed their written disclosures, as required by the US Independence Standards Board's Standard No. 1, *Independence Discussions with Audit Committees and ISA 260*.

Based on the reviews and discussions referred to above, the committee has recommended to the board of directors that the financial statements referred to above be included in this *Annual report*.

Andrew F J Gould (Chairman)

Sir David Clementi

Vivienne Cox

Lord Kerr

24 February 2006

Report of the Nominations committee

The *Nominations committee* report of its activities covers a period of considerable change in composition of the board. Three long serving non executive directors retired during 2005. They were Sir Richard Giordano, Leon Davis and John Morschel. The committee therefore focused on the recruitment, with input from an external search advisers, of replacements with appropriate skills and experience. Ashton Calvert and Vivienne Cox joined the board on 1 February 2005, and Sir Rod Eddington joined the board on 1 September 2005. Each is an independent director who brings an experience profile which will ensure that the overall quality of the board is maintained. The committee also reviewed matters relating to the succession plans for the senior executive team. As part of his annual performance assessment of individual directors, Paul Skinner, who is chairman of the *Nominations committee*, has reviewed the time committed by directors to Group business and confirmed this to be appropriate in each case.

Paul Skinner (Chairman)

Ashton Calvert, AC

Sir Rod Eddington

David Mayhew

Sir Richard Sykes

24 February 2006

[Back to Contents](#)

AUDIT COMMITTEE CHARTER

Scope and authority

The Company is required by the UK Listing Authority (UKLA), the New York Stock Exchange (NYSE), and the Australian Stock Exchange (ASX) to establish an Audit committee. Each of the UKLA, the NYSE and the ASX also lay down rules and guidelines for the composition of the Committee and the work to be undertaken by it. These requirements, where not self evident, have been incorporated into this Charter.

The primary function of the *Audit committee* is to assist the boards of directors in fulfilling their responsibilities by reviewing:

- The financial information that will be provided to shareholders and the public;
- The systems of internal controls that the boards and management have established;
- The Group's auditing, accounting and financial reporting processes.

In carrying out its responsibilities the committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the committee may:

- Obtain independent professional advice in the satisfaction of its duties at the cost of the Group;
- Have such direct access to the resources of the Group as it may reasonably require including the external and internal auditors.

Composition

The *Audit committee* shall comprise three or more non executive directors, all of whom shall be independent. The chairman of the *Audit committee* will be an independent director, who is not also the chairman of the boards. The boards will determine each director's independence having regard to the Independence Policy adopted by the boards, which includes consideration of any past and present relationships with the Group which, in the opinion of the boards, could influence the director's judgment.

All members of the committee shall have a working knowledge of basic finance and accounting practices. At least one member of the committee will have accounting or related financial management expertise, as determined by the boards.

A quorum will comprise any two committee members.

The committee may invite members of the management team to attend the meetings and to provide information as necessary.

Meetings

The committee shall meet not less than four times a year or more frequently as circumstances require. *Audit committee* minutes will be confirmed at the following meeting of the committee and tabled as soon as practicable at a meeting of the boards.

The Company's senior financial management, external auditors and internal auditor shall be available to attend all meetings.

As part of its responsibility to foster open communication, the committee should meet with management, the external auditors and the internal auditor, at least annually, to discuss any matters that are best dealt with privately.

Responsibilities

The boards and the external auditors are accountable to shareholders. The *Audit committee* is accountable to the boards. The internal auditor is accountable to the *Audit committee* and the finance director.

To fulfil its responsibilities the committee shall:

Charter

- Review and, if appropriate, update this Charter at least annually.

Financial reporting and internal financial controls

- Review with management and the external auditors the Group's financial statements, Form 20-F, stock exchange and media releases in respect of each half year and full year.
- Review with management and the external auditors the accounting policies and practices adopted by the company and their compliance with accounting standards, stock exchange listing rules and relevant legislation.
- Discuss with management and the external auditors management's choice of accounting principles and material judgments, including whether they are aggressive or conservative and whether they are common or minority practices.
- Recommend to the boards that the annual and interim financial statements and Form 20-F reviewed by the committee (or the chairman representing the committee for this purpose) be included in the Group's annual report.
- Review the regular reports prepared by the internal auditor including the effectiveness of the Group's internal financial controls.

[Back to Contents](#)

External auditors

- Review and recommend to the boards the external auditors to be proposed to shareholders, following a commercial tender if deemed necessary.
- Review with the external auditors the planned scope of their audit and subsequently their audit findings including any internal control recommendations.
- Periodically consult with the external auditors out of the presence of management about the quality of the Group's accounting principles, material judgments and any other matters that the committee deems appropriate.
- Periodically review the performance of the external auditors and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements.
- Review and approve the fees and other compensation to be paid to the external auditors.
- Review and approve any non audit work and related fees to be carried out by the external auditors.
- Ensure that the external auditors submit a written statement outlining all of its professional relationships with the Group including the provision of services that may affect their objectivity or independence. Review and discuss with the external auditors all significant relationships they have with the company to determine their independence.

Internal auditor

- Review the qualifications, organisation, strategic focus and resourcing of internal audit.
- Review and approve the internal audit plans.
- Review internal audit performance.
- Periodically consult privately with the internal auditor about any significant difficulties encountered including restrictions on scope of work, access to required information or any other matters that the committee deems appropriate.

Risk management

- Review and evaluate the internal processes for determining and managing key risk areas.
- Ensure the company has an effective risk management system and that macro risks are reported at least annually to the board.
- Require periodic reports from nominated senior managers:
 - confirming the operation of the risk management system including advice that accountable management have confirmed the proper operation of agreed risk mitigation strategies and controls; and
 - detailing material risks.
- Address the effectiveness of the Company's internal control system with management and the internal and external auditors.
- Evaluate the process the Company has in place for assessing and continuously improving internal controls, particularly those related to areas of material risk.

Other matters

The committee shall also perform any other activities consistent with this charter that the committee or boards deem appropriate. This will include but not be limited to:

- Review of the corporate governance practices of Group sponsored pension funds;
- Review of the Group's insurance cover;
- Review the Group's tax planning and compliance;
- Review the Group's whistleblowing procedures for financial reporting.

Item 7. Major Shareholders and Related Party Transactions

MAJOR SHAREHOLDERS

As far as is known, Rio Tinto plc is not directly or indirectly owned or controlled by another corporation or by any government. Rio Tinto plc does not know of any arrangements which may result in a change in its control. As of 31 May 2006, the total amount of the voting securities owned by the directors of Rio Tinto plc as a group was 90,957 ordinary shares of 10p each representing less than one per cent of the number in issue.

As far as is known, Rio Tinto Limited, with the exception of the arrangements for the dual listed companies merger described on pages 128 to 130, is not directly or indirectly owned or controlled by another corporation or by any government. As of 31 May 2006, the only person known to Rio Tinto Limited as owning more than five per cent of its shares was Tinto Holdings Australia Pty Limited, which is an indirect wholly owned subsidiary of Rio Tinto plc, with 171,072,520 shares, representing 37.48 per cent of its issued capital. Rio Tinto Limited does not

Edgar Filing: - Form

know of any arrangements which may result in a change in its control. As of 31 May 2006 the total amount of the voting securities owned by the directors of Rio Tinto Limited as a group was 91,255 shares representing less than one per cent of the number in issue.

Rio Tinto 2005 *Form 20-F* **121**

Edgar Filing: - Form

Back to Contents

Directors' interests in Group voting securities are shown in Table 3 on page 102. Their total beneficial interest in the Group amounts to less than one per cent.

Except as provided under the DLC Merger Sharing Agreement as explained on pages 128 to 129, the Group's major shareholders have the same voting and other rights as other shareholders.

As at 31 May 2006 there were 253 US registered shareholders holding 151,286 shares in Rio Tinto plc, and 230 US registered shareholders holding 320,867 shares in Rio Tinto Limited.

SUBSTANTIAL SHAREHOLDERS

Under the Listing Rules, any shareholder of Rio Tinto plc with a beneficial interest of more than three per cent, or of Rio Tinto Limited with a beneficial interest of more than five per cent, is required to provide the Companies with notice. Excluding the interest held by Tinto Holdings Australia Pty Limited in Rio Tinto Limited, the shareholders to have provided such notice are:

RIO TINTO plc	Date of notice	Number of shares	Percentage of issued share capital
Barclays PLC	5 May 2006	41,776,631	3.950
The Capital Group Companies, Inc	26 May 2006	42,254,917	4.007
Fidelity Management and Research Company	23 December 2005	33,690,364	3.150
Legal & General plc	5 October 2005	33,539,570	3.130

Note

As far as it is known, Rio Tinto is not directly or indirectly owned or controlled by another corporation or by any government.

RIO TINTO LIMITED	Date of notice	Number of shares	Percentage of issued share capital
None	—	—	—

Note

Rio Tinto is not aware of any arrangement which may result in a change in its control.

ANALYSIS OF ORDINARY SHAREHOLDERS As at 31 May 2006

	No of accounts		Rio Tinto plc		No of accounts		Rio Tinto Limited	
	No of accounts	%	Shares	%	No of accounts	%	Shares	%
1 to 1,000 shares	38,340	69.73	15,146,557	1.44	67,651	78.98	25,093,570	5.49
1,001 to 5,000 shares	13,580	24.70	27,331,242	2.59	15,808	18.46	30,966,597	6.78
5,001 to 10,000 shares	1,198	2.18	8,264,615	0.78	1,347	1.57	9,385,638	2.05
10,001 to 25,000 shares	632	1.15	9,820,280	0.93	556	0.65	8,260,372	1.81
25,001 to 125,000 shares	615	1.12	36,057,983	3.42	209	0.25	9,759,729	2.14
125,001 to 250,000 shares	194	0.35	34,912,634	3.31	29	0.03	5,054,995	1.11
250,001 to 1,250,000 shares	279	0.51	155,625,130	14.76	34	0.04	18,559,366	4.06
1,250,001 to 2,500,000	70	0.13	126,150,537	11.97	9	0.01	15,259,754	3.34
2,500,001 and over	72	0.13	524,990,879	49.80	11	0.01	334,362,490	73.19
ADRs	1	0.00	115,859,816	10.99	1	0.00	113,432	0.02
	55,756	100	1,054,214,489	100	83,563	100	456,815,943	100
Shares held in treasury			18,093,070				—	

Edgar Filing: - Form

1,072,307,559

456,815,943

Number of holdings less than marketable parcel of A\$500.

1,374

Rio Tinto 2005 *Form 20-F* **122**

[Back to Contents](#)**TWENTY LARGEST REGISTERED SHAREHOLDERS** As at 31 May 2006

In accordance with the ASX Listing Rules, below are the names of the twenty largest registered holders of Rio Tinto Limited shares and the number of shares and the percentage of issued capital each holds:

RIO TINTO LIMITED

	Number of shares	Percentage of issued share capital
1 Tinto Holdings Australia Pty Limited	171,072,520	37.45
2 J P Morgan Nominees Australia Limited	44,463,074	9.73
3 National Nominees Limited	37,191,058	8.14
4 Westpac Custodian Nominees Limited	37,053,361	8.11
5 ANZ Nominees Limited <CASH INCOME>	16,411,622	3.59
6 Citicorp Nominees PTY Limited	9,327,173	2.04
7 Cogent Nominees Pty Limited	6,674,301	1.46
8 Queensland Investment Corporation	3,474,258	0.76
9 Citicorp Nominees Pty Limited <CFS WSLE GEARED SHR FND A/C>	3,375,324	0.74
10 Citicorp Nominees Pty Limited <CFS WSLE IMPUTATION FND A/C>	2,810,581	0.62
11 HSBC Custody Nominees (Australia) Limited	2,509,218	0.55
12 Westpac Financial Services Limited	2,422,823	0.53
13 RBC Dexia Investor Services Australia Nominees PTY Limited <PIPOOLED>	2,145,366	0.47
14 Citicorp Nominees Pty Limited<CFS IMPUTATION FUND A/C>	1,864,309	0.41
15 Australian Foundation Investment Company Limited	1,845,914	0.40
16 UBS Wealth Management Australia Nominees PTY LTD	1,629,692	0.36
17 AMP Life Limited	1,369,955	0.30
18 RBC Dexia Investor Services Australia Nominees PTY Limited <BKCUST>	1,363,811	0.30
19 Citicorp Nominees Pty Limited<CFS WSLE AUST SHARE FND>	1,326,521	0.29
20 RBC Dexia Investor Services Australia Nominees PTY Limited	1,291,363	0.28
	349,622,244	76.53

Notes

1. Tinto Holdings Australia Pty Limited is a wholly owned subsidiary of Rio Tinto plc.
2. Registered nominees hold securities on behalf of beneficial shareholders.

RELATED PARTY TRANSACTIONS

Details of the Group's material related party transactions are set out in Note 45 of the 2005 Financial statements.

The Group's financial statements and disclosures show the full extent of its financial commitments including debt and similar exposures. The Group's share of the net debt of jointly controlled entities and associates is also disclosed.

Item 8. Financial Information**LEGAL PROCEEDINGS**

Neither Rio Tinto plc nor Rio Tinto Limited nor any of their subsidiaries is a defendant in any proceedings which the directors believe will have a material effect on either Company's financial position or profitability.

Contingencies are disclosed in Note 36 of the 2005 Financial statements.

DIVIDENDS

Edgar Filing: - Form

Both Companies have paid dividends on their shares every year since incorporation in 1962. The rights of Rio Tinto shareholders to receive dividends are explained under the description of the Dual Listed Companies Structure on page 128.

Dividend policy

The aim of Rio Tinto's progressive dividend policy is to increase the US dollar value of ordinary dividends over time, without cutting them in economic downturns.

The rate of the total annual dividend, in US dollars, is determined taking into account the results for the past year and the outlook for the current year. The interim dividend is set at one half of the total ordinary dividend for the previous year. Under Rio Tinto's dividend policy the final ordinary dividend for each year is expected to be at least equal to the previous interim dividend.

[Back to Contents](#)**Dividend determination**

The majority of the Group's sales are transacted in US dollars, making this the most reliable measure for the Group's global business performance. It is Rio Tinto's main reporting currency and consequently the natural currency for dividend determination. Dividends determined in US dollars are translated at exchange rates prevailing two days prior to the announcement and are then declared payable in sterling by Rio Tinto plc and in Australian dollars by Rio Tinto Limited.

On request shareholders of Rio Tinto plc can elect to receive dividends in Australian dollars and shareholders of Rio Tinto Limited can elect to receive dividends in sterling. Shareholders requiring further information should contact Computershare.

2005 dividends

The 2005 interim and final dividends were determined at 38.5 US cents and at 41.5 US cents per share respectively and the applicable translation rates were US\$1.7704 and US\$1.7774 to the pound sterling and US\$0.7615 and US\$0.7564 to the Australian dollar. A special dividend of 110.00 US cents per share was also declared payable at the same time as the final dividend.

Final dividends of 23.35 pence per share and of 54.86 Australian cents per share, together with the special dividend of 61.89 pence and 145.42 Australian cents, will be paid on 6 April 2006. A final dividend of 166 US cents, together with a special dividend of 440 US cents per ADR (each representing four shares), will be paid by JPMorgan Chase Bank NA to ADR holders on 7 April 2006.

The tables below set out the amounts of interim, final and special cash dividends paid or payable on each share or ADS in respect of each financial year, but before deduction of any withholding tax.

Rio Tinto Group	US cents per share	2005	2004	2003	2002	2001
Interim		38.5	32.0	30.0	29.5	20.0
Final		41.5	45.0	34.0	30.5	39.0
Special		110.0	—	—	—	—
Total		190.0	77.0	64.0	60.0	59.0

Rio Tinto plc	UK pence per share	2005	2004	2003	2002	2001
Interim		21.75	17.54	18.45	18.87	14.03
Final		23.35	23.94	18.68	18.60	27.65
Special		61.89	—	—	—	—
Total		106.99	41.48	37.13	37.47	41.68

Rio Tinto Limited	Australian cents per share	2005	2004	2003	2002	2001
Interim		50.56	45.53	45.02	54.06	39.42
Final		54.86	58.29	44.68	51.87	75.85
Special		145.42	—	—	—	—
Total		250.84	103.82	89.70	105.93	115.27

Rio Tinto plc and Rio Tinto Limited	US cents per ADS	2005	2004	2003	2002	2001
Interim		154	128	120	118	80
Final		166	180	136	122	156
Special		440	—	—	—	—

Total	760	308	256	240	236
-------	-----	-----	-----	-----	-----

Dividend reinvestment plan (DRP)

Rio Tinto offers a DRP to registered shareholders which provides the opportunity to use cash dividends to purchase Rio Tinto shares in the market free of commission, see Taxation on pages 133 and 134 for an explanation of the tax consequences. Due to local legislation the DRP cannot be extended to shareholders in the US, Canada and certain other countries. Please contact Computershare for further information.

POST BALANCE SHEET EVENTS

No significant changes have occurred since the date of the financial statements. Changes which may be of interest are:

- Share buybacks and issues, which are discussed on page 10;
- Western Australian Government approval and ratification of the Hope Downs Joint Venture in April 2006, which is discussed on page 61; and
- For the contract year commencing April 2006 RTIO reached agreement with customers on price increases for its products of 19 per cent.

[Back to Contents](#)

Item 9. The Offer and Listing

MARKET LISTINGS AND SHARE PRICES

Rio Tinto plc

The principal market for Rio Tinto plc shares is the London Stock Exchange (LSE).

As a constituent of the Financial Times Stock Exchange 100 index (FTSE 100), Rio Tinto plc shares trade through the Stock Exchange Electronic Trading Service (SETS) system.

Central to the SETS system is the electronic order book on which an LSE member firm can post buy and sell orders, either on its own behalf or for its clients. Buy and sell orders are executed against each other automatically in strict price, then size, priority. The order book operates from 8.00 am to 4.30 pm daily. From 7.50 am to 8.00 am orders may be added to, or deleted from the book, but execution does not occur. At 8.00 am the market opens by means of an uncrossing algorithm which calculates the greatest volume of trades on the book which can be executed, then matches the orders, leaving unexecuted orders on the book at the start of trading.

All orders placed on the order book are firm and are for standard three day settlement. While the order book is vital to all market participants, orders are anonymous, with the counterparties being revealed to each other only after execution of the trade.

Use of the order book is not mandatory but all trades, regardless of size, executed over the SETS system are published immediately. The only exception to this is where a Worked Principal Agreement (WPA) is entered into for trades greater than 8 x Normal Market Size (NMS). Rio Tinto plc has an NMS of 75,000 shares. Publication of trades entered under a WPA is delayed until the earlier of 80 per cent of the risk position assumed by the member firm taking on the trade being unwound or the end of the business day.

Closing LSE share prices are published in most UK national newspapers and are also available during the day on the Rio Tinto and other websites. Share prices are also available on CEEFAX and TELETXT and can be obtained through the Cityline service operated by the Financial Times in the UK: telephone 0906 843 3880; calls are currently charged at 60p per minute plus VAT, in addition to any mobile phone charges.

Rio Tinto plc has a sponsored American Depositary Receipt (ADR) facility with JPMorgan Chase Bank NA under a Deposit Agreement, dated 13 July 1988, as amended on 11 June 1990, as further amended and restated on 15 February 1999 and as further amended and restated on 18 February 2005. The ADRs evidence Rio Tinto plc American Depositary Shares (ADS), each representing four ordinary shares. The shares are registered with the US Securities and Exchange Commission (SEC), are listed on the New York Stock Exchange (NYSE) and are traded under the symbol RTP .

Rio Tinto plc shares are also listed on Euronext and on Deutsche Börse.

The following table shows share prices for the period indicated, the reported high and low middle market quotations, which represent an average of bid and asked prices, for Rio Tinto plc s shares on the LSE based on the LSE Daily Official List, and the highest and lowest sale prices of the Rio Tinto plc ADSs as reported on the NYSE composite tape.

[Back to Contents](#)

	Pence per Rio Tinto plc share		US\$ per Rio Tinto plc ADS	
	High	Low	High	Low
2001	1,475	930	84.10	55.00
2002	1,492	981	85.93	62.00
2003	1,543	1,093	111.35	71.70
2004	1,574	1,212	119.39	86.42
2005	2,657	1,472	183.29	111.57
Aug 2005	2,075	1,876	150.24	133.90
Sep 2005	2,346	1,936	166.90	143.33
Oct 2005	2,308	2,073	163.77	148.81
Nov 2005	2,414	2,176	167.50	153.43
Dec 2005	2,657	2,402	183.29	168.33
Jan 2006	2,800	2,634	212.94	184.08
Feb 2006	2,945	2,680	207.76	188.64
Mar 2006	2,941	2,588	208.48	180.01
Apr 2006	3,193	2,922	230.25	212.00
May 2006	3,322	2,660	246.78	205.00
2004				
First quarter	1,574	1,297	111.50	95.95
Second quarter	1,409	1,212	105.30	86.42
Third quarter	1,496	1,313	108.65	97.03
Fourth quarter	1,562	1,421	119.39	103.48
2005				
First quarter	1,851	1,472	142.80	111.57
Second quarter	1,762	1,557	130.75	115.80
Third quarter	2,346	1,724	166.90	122.98
Fourth quarter	2,657	2,073	183.29	148.81
2006				
First quarter	2,945	2,588	212.94	180.01

As at 31 May 2006, there were 55,994 holders of record of Rio Tinto plc's shares. Of these holders, 253 had registered addresses in the US and held a total of 151,286 Rio Tinto plc shares, representing 0.01 per cent of the total number of Rio Tinto plc shares issued and outstanding as at such date. In addition, 115.9 million Rio Tinto plc shares were registered in the name of a custodian account in London which represented 11.0 per cent of the publicly held Rio Tinto plc shares issued and outstanding. These shares were represented by 29.0 million Rio Tinto plc ADSs held of record by 368 ADR holders. In addition, certain accounts of record with registered addresses other than in the US hold shares, in whole or in part, beneficially for US persons.

Rio Tinto Limited

Rio Tinto Limited shares are listed on the Australian Stock Exchange (ASX) and the New Zealand Stock Exchange. The ASX is the principal trading market for Rio Tinto Limited shares. The ASX is a national stock exchange operating in the capital city of each Australian State with an automated trading system. Although not listed, Rio Tinto Limited shares are also traded in London.

Closing ASX share prices are published in most Australian newspapers and are also available during the day on the Rio Tinto and other websites.

Rio Tinto Limited has an ADR facility with JPMorgan Chase Bank NA under a Deposit Agreement, dated 6 June 1989, as amended on 1 August 1989, as further amended and restated on 2 June 1992 and as further amended and restated on 7 July 2005. The ADRs evidence Rio

Edgar Filing: - Form

Tinto Limited's ADSs, each representing four shares and are traded in the over the counter market under the symbol RTOLY .

The Group's two ADR programmes were established before the 1995 merger of Rio Tinto plc and Rio Tinto Limited in a dual listed companies structure. The Group does not believe that there is any benefit in continuing to maintain two separate ADR programmes and due to the relative size of the Rio Tinto Limited ADR programme has decided that it should be terminated. In February 2006 formal notice of termination of the Deposit Agreement was given to JPMorgan Chase Bank NA with the intention that it should be terminated on 10 April 2006, immediately after the payment of the final dividend to the ADR holders. Any questions concerning holdings of Rio Tinto Limited ADRs should be directed to the JPMorgan Service Center on (800) 990 1135.

The following tables set out for the periods indicated the high and low closing sale prices of Rio Tinto Limited shares based upon information provided by the ASX and the highest and lowest trading prices of Rio Tinto Limited ADSs, as advised by JPMorgan Chase Bank NA. There is no established trading market in the US for Rio Tinto Limited's shares or ADSs.

[Back to Contents](#)

	A\$ per Rio Tinto Limited share		US\$ per Rio Tinto Limited ADS	
	High	Low	High	Low
2001	38.62	28.40	80.55	54.00
2002	41.35	29.05	85.24	63.62
2003	37.54	28.17	112.42	73.85
2004	40.20	31.98	125.00	91.60
2005	69.10	38.82	204.00	118.56
Aug 2005	53.10	49.17	166.00	149.75
Sept 2005	60.01	50.55	181.00	156.00
Oct 2005	58.93	54.27	180.75	163.25
Nov 2005	62.60	57.00	187.00	169.78
Dec 2005	69.10	60.40	204.00	179.50
Jan 2006	71.06	68.80	234.00	207.00
Feb 2006	75.57	70.95	229.75	209.00
Mar 2006	78.85	67.50	226.00	197.50
Apr 2006	85.31	78.65	246.00	232.00
May 2006	87.97	74.65	n/a	n/a
2004				
First quarter	38.50	33.80	115.00	99.45
Second quarter	36.18	31.98	108.00	91.60
Third quarter	38.60	35.56	108.20	102.00
Fourth quarter	40.20	36.30	125.00	107.00
2005				
First quarter	47.93	38.82	153.00	118.56
Second quarter	45.90	41.40	143.75	127.50
Third quarter	60.01	45.12	181.00	135.00
Fourth quarter	69.10	54.27	204.00	163.25
2006				
First quarter	78.85	67.50	234.00	197.50

As at 31 May 2006, a total of 320,867 Rio Tinto Limited shares were held of record by 230 persons with registered addresses in the US, which represented approximately 0.07 per cent of the total number of Rio Tinto Limited shares issued and outstanding as of such date. Rio Tinto plc and Rio Tinto Limited established separate ADR programmes prior to their merger and have maintained both but following a recent review it was concluded that the Rio Tinto Limited ADR programme should be terminated with effect from 10 April 2006 and a notice of termination was mailed to ADR holders. The Rio Tinto plc ADR programme will not be affected by this termination. As at 31 May 2006, an aggregate of 28,358 Rio Tinto Limited ADSs remained outstanding, representing 113,432 Rio Tinto Limited shares, and were held of record by 40 persons with registered addresses in the US, which represented less than one per cent of the total number of Rio Tinto Limited shares issued and outstanding. In addition, nominee accounts of record with registered addresses other than in the US may hold Rio Tinto Limited shares, in whole or in part, beneficially for US persons.

ADR holders

ADR holders may instruct JPMorgan Chase Bank NA as to how the shares represented by their ADRs should be voted.

Registered holders of ADRs will have the *Annual review* and interim reports mailed to them at their record address. Brokers or financial institutions, which hold ADRs for shareholder clients, are responsible for forwarding shareholder information to their clients and will be provided with copies of the *Annual review* and interim reports for this purpose.

Edgar Filing: - Form

Rio Tinto is subject to the US Securities and Exchange Commission (SEC) reporting requirements for foreign companies. A Form 20-F, which corresponds with the Form 10-K in US public companies, will be filed with the SEC. Rio Tinto's Form 20-F and other filings can be viewed on the SEC web site at www.sec.gov.

Investment warning

Past performance of shares is not necessarily a guide to future performance. The value of shares and investments and the income derived from them can go down as well as up, and investors may not get back the amount they invested.

Rio Tinto 2005 *Form 20-F* 127

[Back to Contents](#)

Item 10. Additional Information

DUAL LISTED COMPANIES STRUCTURE

On 20 December 1995, Rio Tinto shareholders approved the terms of the dual listed companies merger (the DLC merger) which was designed to place the shareholders of both Companies in substantially the same position as if they held shares in a single enterprise owning all of the assets of both Companies. As a condition of its approval of the DLC merger, the Australian Government required Rio Tinto plc to reduce its shareholding in Rio Tinto Limited to 39 per cent by the end of 2005. Consistent with the commitments made to the Australian Government in 1995, the Rio Tinto plc shareholding in Rio Tinto Limited has been reduced over time to now stand at approximately 37.5 per cent.

Following the approval of the DLC merger, both Companies entered into a DLC Merger Sharing Agreement (the Sharing Agreement) through which each Company agreed: (a) to ensure that the businesses of Rio Tinto plc and Rio Tinto Limited are managed on a unified basis, (b) to ensure that the boards of directors of each Company is the same, and (c) to give effect to certain arrangements designed to provide shareholders of each Company with a common economic interest in the combined enterprise.

In order to achieve this third objective, the Sharing Agreement provided for the ratio of dividend, voting and capital distribution rights attached to each Rio Tinto plc share and to each Rio Tinto Limited share to be fixed in an Equalisation Ratio which has remained unchanged at 1:1. The Sharing Agreement has provided for this ratio to be revised in special circumstances where, for example, certain modifications are made to the share capital of one Company, such as rights issues, bonus issues, share splits and share consolidations, but not to the share capital of the other. Outside these specified circumstances, the Equalisation Ratio can only be altered with the approval of shareholders under the Class Rights Action approval procedure described under Voting rights. In addition, any adjustments are required to be confirmed by the auditors.

One consequence of the DLC merger is that Rio Tinto is subject to a wide range of laws, rules and regulatory review across multiple jurisdictions. Where these rules differ, in many instances it means that Rio Tinto, as a Group, complies with the strictest applicable level.

Consistent with the creation of a single combined enterprise under the DLC merger, directors of each Company act in the best interests of the shareholders of both Companies ie, in the best interests of Rio Tinto as a whole. When matters may involve a conflict of interests between the shareholders of each Company they must be approved under the Class Rights Action approval procedure.

To ensure that the boards of both Companies are identical, resolutions to appoint or remove directors must be put to shareholders of both as a joint electorate as Joint Decisions as described under Voting rights, and it is a requirement that a person can only be a director of one Company if that person is also a director of the other Company. So, for example, if a person was removed as a director of one Company, he or she would also cease to be a director of the other.

Dividend rights

The Sharing Agreement provides for dividends paid on Rio Tinto plc and Rio Tinto Limited shares to be equalised on a net cash basis, that is without taking into account any associated tax credits. Dividends are determined in US dollars and are then, except for ADR holders, translated and paid in sterling and Australian dollars. The Companies are also required to announce and pay their dividends and other distributions as close in time to each other as possible.

In the unlikely event that one Company did not have sufficient distributable reserves to pay the equalised dividend or the equalised capital distribution, it would be entitled to receive a top up payment from the other Company. The top up payment could be made as a dividend on the DLC Dividend Share or by way of a contractual payment.

If the payment of an equalised dividend would contravene the law applicable to one of the Companies, then they may depart from the Equalisation Ratio. However, should such a departure occur then the relevant Company will put aside reserves to be held for payment on the relevant shares at a later date.

Rio Tinto shareholders have no direct rights to enforce the dividend equalisation provisions of the Sharing Agreement.

The DLC Dividend Share can also be utilised to provide the Group with flexibility for internal funds management by allowing dividends to be paid between the two parts of the Group. Such dividend payments are of no economic significance to the shareholders of either Company, as they will have no effect on the Group's overall resources.

Voting rights

In principle, the Sharing Agreement provides for the public shareholders of Rio Tinto plc and Rio Tinto Limited to vote as a joint electorate on all matters which affect shareholders of both Companies in similar ways. These are referred to as Joint Decisions. Such Joint Decisions include the creation of new classes of share capital, the appointment or removal of directors and auditors and the receiving of annual financial statements. Joint Decisions are voted on a poll.

The Sharing Agreement also provides for the protection of the public shareholders of each Company by treating the shares issued by each Company as if they were separate classes of shares issued by a single company. So decisions that do not affect the shareholders of both Companies equally require the separate approval of the shareholders of both Companies. Matters requiring this approval procedure are referred to as Class Rights Actions and are voted on a poll.

[Back to Contents](#)

Thus, the interests of the shareholders of each Company are protected against decisions which affect them and the shareholders in the other company differently, by requiring their separate approval. For example, fundamental elements of the DLC merger cannot be changed unless approved by shareholders under the Class Rights Action approval procedure.

Exceptions to these principles can arise in situations such as where legislation requires the separate approval of a decision by the appropriate majority of shareholders in one Company and where approval of the matter by shareholders of the other Company is not required.

Where a matter has been expressly categorised as either a Joint Decision or a Class Rights Action, the directors do not have the power to change that categorisation. If a matter falls within both categories, it is treated as a Class Rights Action. In addition, the directors can determine that matters not expressly listed in either category should be put to shareholders for their approval under either procedure.

To facilitate the joint voting arrangements each Company has entered into shareholder voting agreements. Each Company has issued a Special Voting Share to a special purpose company held in trust by a common Trustee.

Rio Tinto plc has issued its Special Voting Share (RTP Special Voting Share) to RTL Shareholder SVC and Rio Tinto Limited has issued its Special Voting Share (RTL Special Voting Share) to RTP Shareholder SVC. The total number of votes cast on Joint Decisions by the public shareholders of one Company are voted at the parallel meeting of the other Company. The role of these special purpose companies in achieving this is described below.

In exceptional circumstances, certain public shareholders of the Companies can be excluded from voting at the respective Company's general meetings because they have acquired shares in one Company in excess of a given threshold without making an offer for all the shares in the other Company. If this should occur, the votes cast by these excluded shareholders will be disregarded.

Following the Companies' general meetings the overall results of the voting on Joint Decisions and the results of voting on separate decisions will be announced to the stock exchanges, published on the Rio Tinto website and advertised in the Financial Times and Australian newspapers.

Rio Tinto plc

At a Rio Tinto plc shareholders' meeting at which a Joint Decision will be considered, each Rio Tinto plc share will carry one vote and the holder of its Special Voting Share will have one vote for each vote cast by the public shareholders of Rio Tinto Limited. The holder of the Special Voting Share is required to vote strictly and only in accordance with the votes cast by public shareholders for and against the equivalent resolution at the parallel Rio Tinto Limited shareholders' meeting.

The holders of Rio Tinto Limited ordinary shares do not actually hold any voting shares in Rio Tinto plc by virtue of their holding in Rio Tinto Limited and cannot enforce the voting arrangements relating to the Special Voting Share.

Rio Tinto Limited

At a Rio Tinto Limited shareholders' meeting at which a Joint Decision will be considered, each Rio Tinto Limited share will carry one vote and, together with the Rio Tinto Limited ordinary shares held by Tinto Holdings Australia, the holder of its Special Voting Share will carry one vote for each vote cast by the public shareholders of Rio Tinto plc in their parallel meeting. Tinto Holdings Australia and the holder of the Special Voting Share are required to vote strictly, and only, in accordance with the votes cast for and against the equivalent resolution at the parallel Rio Tinto plc shareholders' meeting.

The holders of Rio Tinto plc ordinary shares do not actually hold any voting shares in Rio Tinto Limited by virtue of their holding in Rio Tinto plc and cannot enforce the voting arrangements relating to the Special Voting Share.

Capital distribution rights

If either of the Companies goes into liquidation, the Sharing Agreement provides for a valuation to be made of the surplus assets of both Companies. If the surplus assets available for distribution by one Company on each of the shares held by its public shareholders exceed the surplus assets available for distribution by the other Company on each of the shares held by its public shareholders, then an equalising payment between the two Companies shall be made, to the extent permitted by applicable law, such that the amount available for distribution on each share held by public shareholders of each Company conforms to the Equalisation Ratio. The objective is to ensure that the public shareholders of both Companies have equivalent rights to the assets of the combined Group on a per share basis, taking account of the Equalisation Ratio.

The Sharing Agreement does not grant any enforceable rights to the shareholders of either Company upon liquidation of a Company.

Limitations on ownership of shares and merger obligations

The laws and regulations of the UK and Australia impose certain restrictions and obligations on persons who control interests in public quoted companies in excess of certain thresholds that, under certain circumstances, include obligations to make a public offer for all of the outstanding issued shares of the relevant company. The threshold applicable to Rio Tinto plc under UK law and regulations is 30 per cent and to Rio Tinto Limited under Australian law and regulations is 20 per cent.

[Back to Contents](#)

As part of the DLC merger, the memorandum and articles of association of Rio Tinto plc and the constitution of Rio Tinto Limited were amended with the intention of extending these laws and regulations to the combined enterprise and, in particular, to ensure that a person cannot exercise control over one Company without having made offers to the public shareholders of both Companies. It is consistent with the creation of the single economic enterprise and the equal treatment of the two sets of shareholders, that these laws and regulations should operate in this way. The articles of association of Rio Tinto plc and the constitution of Rio Tinto Limited impose restrictions on any person who controls, directly or indirectly, 20 per cent or more of the votes on a Joint Decision. If, however, such a person only has an interest in either Rio Tinto Limited or Rio Tinto plc, then the restrictions will only apply if they control, directly or indirectly, 30 per cent or more of the votes at that Company's general meetings.

If one of the thresholds specified above is breached then, subject to certain limited exceptions and notification by the relevant Company, such persons (i) may not attend or vote at general meetings of the relevant Company; (ii) may not receive dividends or other distributions from the relevant Company; and (iii) may be divested of their interest by the directors of the relevant Company. These restrictions will continue to apply until such persons have either made a public offer for all of the publicly held shares of the other Company, or have reduced their controlling interest below the thresholds specified, or have acquired through a permitted means at least 50 per cent of the voting rights of all the shares held by the public shareholders of each Company.

These provisions are designed to ensure that offers for the publicly held shares of both Companies would be required to avoid the restrictions set out above, even if the interests which breach the thresholds are only held in one of the Companies. The directors do not have the discretion to exempt a person from the operation of these rules.

Under the Sharing Agreement, the Companies agree to cooperate to enforce the restrictions contained in their articles of association and constitution and also agree that no member of the Rio Tinto Group shall accept a third party offer for Rio Tinto Limited shares unless such acceptance is approved by a Joint Decision of the public shareholders of both Companies.

Guarantees

In December 1995, each Company entered into a Deed Poll Guarantee in favour of creditors of the other Company. Pursuant to the Deed Poll Guarantees, each Company guaranteed the contractual obligations of the other Company and the obligations of other persons which are guaranteed by the other Company, subject to certain limited exceptions. Beneficiaries under the Deed Poll Guarantees may make demand upon the guarantor thereunder without first having recourse to the Company or persons whose obligations are being guaranteed. The obligations of the guarantor under each Deed Poll Guarantee expire upon termination of the Sharing Agreement and under other limited circumstances, but only in respect of obligations arising after such termination and, in the case of other limited circumstances, the publication and expiry of due notice. The shareholders of the Companies cannot enforce the provision of the Deed Poll Guarantees.

MEMORANDUM AND ARTICLES OF ASSOCIATION

Rio Tinto plc adopted new Articles of Association by Special Resolution passed on 11 April 2002 and amended on 14 April 2005; and Rio Tinto Limited amended its Constitution by Special Resolution on 18 April 2002 and on 29 April 2005. The resolutions passed during April 2005 were in consequence to a growing market practice in Australia for companies to undertake off market tender buy backs where the buy back price is below the prevailing market prices. Subject to obtaining regulatory relief, such buy backs do not require shareholder approval. The effect of the resolutions was to make it clear that, provided a buy back complied with all applicable laws, it would not require additional shareholder approval for purposes of the dual listed companies (DLC).

Introduction

As explained on pages 128 to 130 under the terms of the DLC merger the shareholders of Rio Tinto plc and of Rio Tinto Limited entered into certain contractual arrangements which are designed to place the shareholders of both Companies in substantially the same position as if they held shares in a single enterprise which owned all of the assets of both Companies. Generally and as far as is permitted by the UK Companies Act and the Australian Corporations Law this principle is reflected in the Memorandum and Articles of Association of Rio Tinto plc and in the Constitution of Rio Tinto Limited. The summaries below include descriptions of material rights of the shareholders of both Rio Tinto plc and Rio Tinto Limited. Unless stated otherwise the Memorandum and Articles of Association of and Constitution are identical.

Rio Tinto plc is incorporated under the name Rio Tinto plc and is registered in England and Wales with registered number 719885 and Rio Tinto Limited is incorporated under the name Rio Tinto Limited and is registered in Australia with ACN Number 004458404.

No holder of shares, which may be held in either certificated or uncertificated form, will be required to make any additional contributions of capital.

[Back to Contents](#)

Objects

The objects of Rio Tinto plc are set out in the fourth clause of its Memorandum of Association and the objects of Rio Tinto Limited are set out in the second clause of its Constitution. Included in these objects is the right for each Company to enter into, with one another, operate and carry into effect an Agreement known as the DLC Merger Sharing Agreement and a Deed Poll Guarantee.

Other objects of Rio Tinto plc include provisions:

- to carry on as an Investment Holding Company;
- to subscribe for, sell, exchange or dispose of any type of security or investment;
- to purchase any estate or interest in property or assets;
- to borrow and raise money to secure or discharge any debt or obligation of or binding on the Company;
- to draw, make or deal in negotiable or transferable instruments;
- to amalgamate with and co-operate with or assist or subsidise any company, firm or person and to purchase or otherwise acquire or undertake all or any part of the business property or liabilities of any person, body or company carrying on any business which this Company is authorised to carry on;
- to promote the Company;
- to lend money and guarantee contracts or obligations of the Company and to give all kinds of indemnities;
- to sell, lease, grant licences and other rights over any part of the Company;
to procure the registration of the Company outside England;
- to subscribe or guarantee money to any national, charitable, benevolent, public, general or exhibition which may further the objects of the Company or the interest of its members;
- to grant pensions or gratuities to employees, ex-employees, officers and ex-officers;
- to establish any scheme or trust which may benefit employees;
- to lend money to employees to purchase Company shares;
- to purchase and maintain insurance for employees and to carry on the objects of the Company in any part of the world either as principals, agents, contractors, trustees or otherwise.

Other objects of Rio Tinto Limited include the powers:

- to prospect for, explore, quarry, develop, excavate, dredge for, open, work, win, purchase or otherwise obtain all minerals, metals and substances;
- to carry on business as proprietors of and to purchase, take on, lease or in exchange or otherwise acquire and control mineral and other properties, lands and hereditaments of any tenure, mines and other rights or options thereon
- to raise, win, get, quarry, crush, smelt, calcine, refine, dress, amalgamate, manipulate and otherwise treat, prepare, sell and deal in ores, metals and other products of mines;
- to carry on business as ship owners, railway proprietors, motor car, lorry and coach proprietors, and garage proprietors, carriers and hauliers, bankers, storekeepers, wharfingers, cartage, storage, building and general contractors and to buy and sell or otherwise deal in real or personal property of any kind;
- to carry on business as manufacturers of and dealers in and exporters and importers of goods and merchandise of all kinds and merchants generally; and
- to guarantee the payment of premiums on any sinking fund or endowment policy or policies taken out by any company having objects similar to the objects of the Company.

Directors

Under Rio Tinto plc's Articles of Association a director may not vote in respect of any proposal in which he or any other person connected with him, has any material interest other than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company, except where resolutions:

- (a) indemnify him or a third party in respect of obligations incurred by the director on behalf of, or for the benefit of, the Company, or in respect of obligations of the Company, for which the director has assumed responsibility under an indemnity, security or guarantee;
- (b) relate to an offer of securities in which he may be interested as a holder of securities or as an underwriter;
- (c) concern another body corporate in which the director is beneficially interested in less than one per cent of the issued shares of any class of shares of such a body corporate;
- (d) relate to an employee benefit in which the director will share equally with other employees; and
- (e) relate to liability insurance that the Company is empowered to purchase for the benefit of directors of the Company in respect of actions undertaken as directors (or officers) of the Company.

Under Rio Tinto Limited's Constitution, except where a director is constrained by Australian law, a director may be present at a meeting of the board while a matter in which the director has a material interest is being considered and may vote in respect of that matter.

[Back to Contents](#)

The directors are empowered to exercise all the powers of the Companies to borrow money, to charge any property or business of the Companies or all or any of their uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Companies or of any other person. The directors shall restrict the borrowings of Rio Tinto plc to the limitation that the aggregate amount of all moneys borrowed by the Company and its subsidiaries shall not exceed an amount equal to one and one half times the Company's share capital plus aggregate reserves unless sanctioned by an ordinary resolution of the Company.

Directors are not required to hold any shares of either Company by way of qualification, but a director is nevertheless entitled to attend and speak at shareholders' meetings. Nevertheless, as disclosed in the Remuneration report on pages 87 to 97 the Remuneration committee has informed the executive directors that they would be expected to build up a shareholding equal in value to two times salary over five years.

Directors are required to retire in accordance with statutory age limits. Directors who were elected or re-elected a director in the third year before each annual general meeting are required to retire by rotation and such further directors (if any) shall retire by rotation as would bring the number retiring by rotation up to one third of the number of directors in office at the date of the notice of meeting (or, if their number is not a multiple of three, the number nearest to but not greater than one third). These further directors required to retire shall be selected from the other directors subject to retirement by rotation who have been longest in office since their last re-election and where directors were re-elected on the same day then, unless they otherwise agree amongst themselves, they will be selected by the alphabetical order of their names. In addition any director appointed by the directors since the last annual general meeting is also required to retire. A retiring director shall be eligible for re-election.

In the absence of an independent quorum, the directors are not competent to vote compensation to themselves or to any members of their body.

Rights attaching to shares

Under English law, dividends on shares may only be paid out of profits available for distribution, as determined in accordance with generally accepted accounting principles and by the relevant law. Shareholders are entitled to receive such dividends as may be declared by the directors. The directors may also pay shareholders such interim dividends as appear to them to be justified by the financial position of the Group.

Any Rio Tinto plc dividend unclaimed after 12 years from the date the dividend was declared, or became due for payment, will be forfeited and returned to the Company. Any Rio Tinto Limited dividend unclaimed may be invested or otherwise made use of by the board for the benefit of the Company until claimed or otherwise disposed of according to Australian law.

Voting rights

Voting at any general meeting of shareholders is by a show of hands unless on a poll, being a written vote, that has been duly demanded. On a show of hands, every shareholder who is present in person or by proxy at a general meeting has one vote regardless of the number of shares held. On a poll, every shareholder who is present in person or by proxy has one vote for every ordinary share or share for which he or she is the holder and, in the case of Joint Decisions, the holder of the Special Voting Share has one vote for each vote cast by the public shareholders at the parallel meeting of shareholders. The voting rights attached to the Special Voting Share have been set out on pages 128 to 129. A poll may be demanded by any of the following:

- the chairman of the meeting;
- at least five shareholders entitled to vote at the meeting;
- any shareholder or shareholders representing in the aggregate not less than one tenth (Rio Tinto plc) or one twentieth (Rio Tinto Limited) of the total voting rights of all shareholders entitled to vote at the meeting;
- any shareholder or shareholders holding shares conferring a right to vote at the meeting on which there have been paid-up sums in the aggregate equal to not less than one tenth of the total sum paid up on all the shares conferring that right; or
- the holder of the Special Voting Share.

A proxy form will be treated as giving the proxy the authority to demand a poll, or to join others in demanding one.

The necessary quorum for a Rio Tinto plc general meeting is three persons and for a Rio Tinto Limited general meeting is two persons carrying a right to vote upon the business to be transacted, whether present in person or by proxy.

Matters are transacted at general meetings by the proposing and passing of resolutions, of which there are three kinds:

- an ordinary resolution, which includes resolutions for the election of directors, the receiving of financial statements, the cumulative annual payment of dividends, the appointment of auditors, the increase of authorised share capital or the grant of authority to allot shares;
- a special resolution, which includes resolutions amending the Company's Memorandum and Articles of Association, disapplying statutory pre-emption rights or changing the Company's name; and
- an extraordinary resolution, which includes resolutions modifying the rights of any class of the Company's shares at a meeting of the holders of such class or relating to certain matters concerning the Company's winding up.

[Back to Contents](#)

An ordinary resolution requires the affirmative vote of a majority of the votes of those persons voting at a meeting at which there is a quorum. Special and extraordinary resolutions require the affirmative vote of not less than three fourths of the persons voting at a meeting at which there is a quorum. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting is entitled to cast the deciding vote in addition to any other vote he may have.

The DLC Merger Sharing Agreement further classifies these three kinds of resolutions into *Joint Decisions* and *Class Rights Actions* as explained on pages 128 to 129.

Annual general meetings must be convened with 21 days advance written notice for Rio Tinto plc and with 28 days for Rio Tinto Limited. Other meetings must be convened with 21 days advance written notice for the passing of a special resolution and with 14 days for any other resolution, depending on the nature of the business to be transacted. The days of delivery or receipt of the notice are not included. The notice must specify the nature of the business to be transacted. The board of directors may, if they choose, make arrangements for shareholders who are unable to attend the place of the meeting to participate at other places.

Variation of Rights

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class may be varied, subject to the provisions of the relevant legislation, with the consent in writing of holders of three fourths in value of the shares of that class or upon the adoption of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class. At every such separate meeting, all of the provision of the Articles of Association and Constitution relating to proceedings at a general meeting apply, except that the quorum is to be the number of persons (which must be two or more) who hold or represent by proxy not less than one third in nominal value of the issued shares of the class.

The DLC Merger Sharing Agreement provides for the protection of the public shareholders of both Companies and so any variations of rights would be dealt with as *Class Rights Actions* that require the separate approval of the shareholders of both Companies.

Rights in a Winding-up

Except as the shareholders have agreed or may otherwise agree, upon a winding up, the balance of assets available for distribution:

- after the payment of all creditors including certain preferential creditors, whether statutorily preferred creditors or normal creditors; and
- subject to any special rights attaching to any class of shares;

is to be distributed among the holders of ordinary shares according to the amounts paid-up on the shares held by them. This distribution is generally to be made in cash. A liquidator may, however, upon the adoption of an extraordinary resolution of the shareholders, divide among the shareholders the whole or any part of the assets in kind.

The DLC Merger Sharing Agreement further sets out the rights of ordinary shareholders in a liquidation as explained on page 129.

Limitations on Voting and Shareholding

There are no limitations imposed by either law or Rio Tinto plc's Memorandum or Articles of Association or Rio Tinto Limited's Constitution on the right of non-residents or foreign persons to hold or vote the ordinary shares or ADSs, other than the limitations that would generally apply to all shareholders and those that arise from the DLC merger.

There are no restrictions under Rio Tinto plc's Memorandum and Articles of Association or under English law that limit the right of non resident or foreign owners to hold or vote its shares. Nor are there any restrictions under Rio Tinto Limited's constitution or under Australian law that limit the right of non residents to hold or vote its shares, other than under the Foreign Acquisitions and Takeovers Act 1975, see Limitations on ownership of shares and merger obligations on pages 129 to 130 for details. A description of the change in control provisions triggered by significant share ownership is also set out on pages 129 to 130.

TAXATION

UK resident individuals

Taxation of dividends

Dividends carry a tax credit equal to one ninth of the dividend. Individuals who are not liable to income tax at the higher rate will have no further tax to pay. Higher rate tax payers are liable to tax on UK dividends at 32.5 per cent which, after taking account of the tax credit, produces a further tax liability of 25 per cent of the dividend received.

Dividend reinvestment plan (DRP)

The taxation effect of participation in the DRP will depend on individual circumstances. Shareholders will generally be liable for tax on dividends reinvested in the DRP on the same basis as if they had received the cash and arranged the investment. The dividend should, therefore, be included in the annual tax return in the normal way.

The shares acquired should be added to shareholdings at the date and at the net cost shown on the share purchase advice. The actual cost of the shares, for Rio Tinto plc shareholders including the stamp duty/stamp duty reserve tax, will form the base cost for capital gains tax purposes.

[Back to Contents](#)

Capital gains tax

Shareholders who have any queries on capital gains tax issues are advised to consult their financial adviser.

A leaflet which includes details of relevant events since 31 March 1982 and provides adjusted values for Rio Tinto plc securities as at that date is available from the company secretary.

Australian resident individuals

Taxation of dividends

The basis of the Australian dividend imputation system is that when Australian resident shareholders receive dividends from Rio Tinto Limited, they may be entitled to a credit for the Australian tax paid by the Group in respect of that income, depending on the tax status of the shareholder.

The application of the system results in the Australian tax paid by the Group being allocated to shareholders by way of franking credits attaching to the dividends they receive. Such dividends are known as franked dividends. A dividend may be partly or fully franked. The current Rio Tinto Limited dividend is fully franked and the franking credits attached to the dividend are shown in the distribution statement provided to shareholders.

The extent to which a company can frank a dividend depends on the credit balance in its franking account. Credits to this account can arise in a number of ways, including when a company pays company tax or receives a franked dividend from another company. The dividend is required to be included in a resident individual shareholder's assessable income. In addition, an amount equal to the franking credit attached to the franked dividend is also included in the assessable income of the resident individual, who may then be entitled to a rebate of tax equal to the franking credit amount included in their income. Should the franking credits exceed the tax due, the excess is refunded to the resident individual.

The effect of the dividend imputation system on non resident shareholders is that, to the extent that the dividend is franked, no Australian tax will be payable and there is an exemption from dividend withholding tax.

A withholding tax is normally levied at the rate of 15 per cent when unfranked dividends are paid to residents of countries with which Australia has a taxation treaty. Most Western countries have a taxation treaty with Australia. A rate of 30 per cent applies to countries where there is no taxation treaty.

Since 1988, all dividends paid by Rio Tinto Limited have been fully franked. It is the Group's policy to pay fully franked dividends whenever possible.

Dividend reinvestment plan (DRP)

Shareholders will generally be liable for tax on dividends reinvested in the DRP on the same basis as if they had received the cash and arranged the investment. The dividend should therefore be included in the annual tax return as assessable income.

The shares acquired should be added to the shareholding at the date of acquisition at the actual cost of the shares, which is the amount of the dividend applied by the shareholder to acquire shares and any incidental costs associated with the acquisition, including stamp duty, will form part of the cost base or reduced cost base of the shares for capital gains tax purposes.

Capital gains tax

The Australian capital gains tax legislation is complex. If shareholders have acquired shares after 19 September 1985 they may be subject to capital gains tax on the disposal of those shares.

Generally, disposal of shares held on capital account would give rise to a capital gain or loss. A capital gain arises when the proceeds on disposal are greater than the cost base of shares. A capital loss arises when the proceeds on sale are less than the cost base or reduced cost base. Where a capital gain arises on shares held for at least 12 months, individual, trust and superannuation fund shareholders may be eligible for a capital gains tax discount.

Shareholders are advised to seek the advice of an independent taxation consultant on any possible capital gains tax exposure.

US resident individuals

The following is a summary of the principal UK tax, Australian tax and US Federal income tax consequences of the ownership of Rio Tinto plc ADSs, Rio Tinto plc shares, Rio Tinto Limited ADSs and Rio Tinto Limited shares by the Group's ADSs and shares by a US holder as defined below. It is not intended to be a comprehensive description of all the tax considerations that are relevant to all classes of taxpayer. Future changes in legislation may affect the tax consequences of the ownership of the Group's ADSs and shares.

It is based in part on representations by the Group's depository bank as Depository for the ADRs evidencing the ADSs and assumes that each obligation in the deposit agreements will be performed in accordance with its terms.

You are a US holder if you are a beneficial owner of the Group's ADSs and shares and you are: a citizen or resident of the United States, a domestic corporation, an estate whose income is subject to United States federal income tax regardless of its source, or a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all

substantial decisions of the trust.

[Back to Contents](#)

This section applies to US holders only if you hold your shares or ADSs as capital assets for tax purposes. This section does not apply to you if you are a member of a special class of holders subject to special rules, including: a dealer in securities, a trader in securities that elects to use a mark-to-market method of accounting for securities holdings, a tax-exempt organization, a life insurance company, a person liable for alternative minimum tax, a person that actually or constructively owns 10 per cent or more of our voting stock, a person that holds shares or ADSs as part of a straddle or a hedging or conversion transaction, or a US holder whose functional currency is not the US dollar.

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions, and on the convention between the United States of America and United Kingdom, and the convention between the United States of America and Australia which may affect the tax consequences of the ownership of the Group's ADSs and shares. These laws and conventions are subject to change, possibly on a retroactive basis.

US holders should consult their own tax adviser regarding the United States federal, state and local and foreign and other tax consequences of owning and disposing of shares and ADSs in their particular circumstances.

For the purposes of the Conventions and of the US Internal Revenue Code of 1986, as amended, (the Code) US holders of ADSs are treated as the owners of the underlying shares.

The summary describes the treatment applicable under the Conventions in force at the date of this report.

UK taxation of shareholdings in Rio Tinto plc

Taxation of dividends

US holders do not suffer deductions of UK withholding tax on dividends paid by Rio Tinto plc. Dividends carry a tax credit equal to one ninth of the net dividend, or ten per cent of the net dividend plus the tax credit. The tax credit is not repayable to US holders.

Capital gains

A US holder will not normally be liable to UK tax on capital gains realised on the disposition of Rio Tinto plc ADSs or shares unless the holder carries on a trade, profession or vocation in the UK through a permanent establishment in the UK and the ADSs or shares have been used for the purposes of the trade, profession or vocation or are acquired, held or used for the purposes of such a permanent establishment.

Inheritance tax

Under the UK Estate Tax Treaty, a US holder, who is domiciled in the US and is not a national of the UK, will not be subject to UK inheritance tax upon the holder's death or on a transfer during the holder's lifetime unless the ADSs and shares form part of the business property of a permanent establishment in the UK or pertain to a fixed base situated in the UK used in the performance of independent personal services. In the exceptional case where ADSs or shares are subject both to UK inheritance tax and to US Federal gift or estate tax, the UK Estate Tax Treaty generally provides for tax payments to be relieved in accordance with the priority rules set out in the Treaty.

Stamp duty and stamp duty reserve tax

Transfers of Rio Tinto plc ADSs will not be subject to UK stamp duty provided that the transfer instrument is not executed in, and at all times remains outside, the UK.

Purchases of Rio Tinto plc shares are subject either to stamp duty at a rate of 50 pence per £100 or to stamp duty reserve tax (SDRT) at a rate of 0.5 per cent. Conversions of Rio Tinto plc shares into Rio Tinto plc ADSs will be subject to additional SDRT at a rate of 1.5 per cent on all transfers to the Depository or its nominee.

Australian taxation of shareholdings in Rio Tinto Limited

Taxation of dividends

US holders are not normally liable to Australian withholding tax on dividends paid by Rio Tinto Limited because such dividends are normally fully franked under the Australian dividend imputation system, meaning that they are paid out of income that has borne Australian income tax. Any unfranked dividends would suffer Australian withholding tax which under the Australian income tax convention is limited to 15 per cent of the gross dividend.

Capital gains

US holders are not normally subject to any Australian tax on the disposal of Rio Tinto Limited ADSs or shares unless they have been used in carrying on a trade or business wholly or partly through a permanent establishment in Australia, or the gain is in the nature of income sourced in Australia.

Edgar Filing: - Form

Gift, estate and inheritance tax

Australia does not impose any gift, estate or inheritance taxes in relation to gifts of shares or upon the death of a shareholder.

Stamp duty

An issue or transfer of Rio Tinto Limited ADSs or a transfer of Rio Tinto Limited shares does not require the payment of Australian stamp duty.

Rio Tinto 2005 *Form 20-F* 135

[Back to Contents](#)

Dividends

Dividends on the Group's ADSs and shares will generally be treated as dividend income for purposes of US Federal income tax. In the case of Rio Tinto Limited, the income will be the net dividend plus, in the event of a dividend being subject to withholding tax, the withholding tax.

Dividend income will not be eligible for the dividends received deduction allowed to US corporations.

Dividends paid by Qualified Foreign Corporations (QFCs) are subject to a maximum rate of income tax of 15 per cent. This maximum rate applies to taxable years beginning before 1 January 2009. Both Rio Tinto plc and Rio Tinto Limited expect to be QFCs throughout this period. To qualify for the 15 per cent maximum income tax rate on dividends the stock of the QFC must be held for more than 60 days during the 121 day period beginning on the date which is 60 days before the ex-dividend date.

EXCHANGE CONTROLS

Rio Tinto plc

At present, there are no UK foreign exchange controls or other restrictions on the import or export of capital or on the payment of dividends to non resident holders of Rio Tinto plc shares or that affect the conduct of Rio Tinto plc's operations. The Bank of England, however, upholds international law and maintains financial sanctions against specified terrorist organisations and specific targets related to certain regimes.

There are no restrictions under Rio Tinto plc's memorandum and articles of association or under UK law that limit the right of non resident owners to hold or vote Rio Tinto plc's shares.

Rio Tinto Limited

Under existing Australian legislation, the Reserve Bank of Australia does not restrict the import and export of funds and no permission is required by Rio Tinto Limited for the movement of funds into or out of Australia, except that restrictions apply to transactions connected with the following: (a) supporters of the former government of the Federal Republic of Yugoslavia; and (b) ministers and senior officials of the Government of Zimbabwe;

The Department of Foreign Affairs and Trade upholds international law that prohibit transactions with persons identified as being associated with terrorists and their sponsors.

Rio Tinto Limited must also deduct withholding tax from foreign remittances of dividends, to the extent that they are unfranked, and from payments of interest.

There are no limitations under the constitution of Rio Tinto Limited, on the right of non residents, to acquire or hold or vote Rio Tinto Limited shares.

However acquisitions of interests in shares in Australian companies by foreign interests are subject to review and approval by the Treasurer of Australia under the Foreign Acquisitions and Takeovers Act 1975 (the Takeovers Act). The Takeovers Act applies to any acquisition of 15 per cent or more of the outstanding shares of an Australian company or to any transaction that results in one non resident, or a group of associated non residents, controlling 15 per cent or more of an Australian company. The Takeovers Act also applies to any transaction which results in a group of non associated non residents controlling 40 per cent or more of an Australian company. Persons who are proposing such acquisitions or transactions are required to notify the Treasurer of their intention. The Treasurer has the power to order divestment in cases where such acquisitions or transactions have already occurred. The Takeovers Act does not affect the rights of owners whose interests are held in compliance with the legislation.

DOCUMENTS ON DISPLAY

Rio Tinto plc and Rio Tinto Limited file reports and other information with the SEC. You may read without charge and copy at prescribed rates any document filed at the public reference facilities of the SEC's principal office at 450 Fifth Street, NW, Washington, D.C. 20549, United States of America. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

[Back to Contents](#)

Item 11. Quantitative and Qualitative Disclosures about Market Risk

The Rio Tinto Group's policies for currency, interest rate and commodity price exposures, and the use of derivative financial instruments are discussed in the Financial review on pages 47 to 51. In addition, the Group's quantitative and qualitative disclosures about market risk are set out in Note 35 to the 2005 Financial statements. The discussion regarding market risk contains certain forward looking statements and attention is drawn to the Cautionary statement on page 8.

Item 12. Description of Securities other than Equity Securities

Not applicable.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

There are no defaults, dividend arrearages or delinquencies.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

There are no material modifications to the rights of security holders.

Item 15. Controls and Procedures

In designing and evaluating the disclosure controls and procedures of each of Rio Tinto plc and Rio Tinto Limited, the common management of each of Rio Tinto plc and Rio Tinto Limited, including their common chief executive and finance director, recognised that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and the management of each of Rio Tinto plc and Rio Tinto Limited necessarily was required to apply its judgement in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within each of Rio Tinto plc and Rio Tinto Limited have been detected.

The common management of each of Rio Tinto plc and Rio Tinto Limited with the participation of their common chief executive and finance director have evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the period covered by the *Annual report*. Based on that evaluation, the common chief executive and finance director of each of Rio Tinto plc and Rio Tinto Limited have concluded that these disclosure controls and procedures are effective at the reasonable assurance level.

There were no significant changes in the internal controls or in other factors that could significantly affect internal controls of each of Rio Tinto plc and Rio Tinto Limited subsequent to the date of their most recent evaluation.

Item 16A. Audit Committee Financial Expert

See Corporate governance on page 119 for information regarding the identification of the *Audit committee* financial expert.

Item 16B. Code of Ethics

The way we work, Rio Tinto's statement of business practice, summarises the Group's principles and policies for all directors and employees.

The way we work and the supplementary guidance documents are discussed more fully under Corporate governance on pages 113 to 119 and in Group society and environment on pages 76 to 80. They can be viewed on Rio Tinto's website: www.riotinto.com and will be provided to any person without charge upon written request received by one of the company secretaries.

[Back to Contents](#)**Item 16C. Principal Accountant Fees and Services**

Auditors' remuneration including audit fees, audit related fees, further assurance services, taxation services and all other fees have been dealt with in Note 44 of the 2005 Financial statements.

Rio Tinto has adopted policies designed to uphold the independence of the Group's principal auditors by prohibiting their engagement to provide a range of accounting and other professional services that might compromise their appointment as independent auditors. The engagement of the Group's principal auditors to provide statutory audit services, certain other assurance services, tax services and certain limited other services are pre approved. Any engagement of the Group's principal auditors to provide other permitted services is subject to the specific approval of the *Audit committee* or its chairman.

Prior to the commencement of each financial year the Group's Finance director and its principal auditors submit to the *Audit committee* a schedule of the types of services that are expected to be performed during the following year for its approval. The *Audit committee* may impose a US dollar limit on the total value of other permitted services that can be provided. Any non audit service provided by the Group's principal auditors, where the expected fee exceeds a pre determined level, must be subject to the Group's normal tender procedures.

However, in exceptional circumstances the Finance director is authorised to engage the Group's principal auditors to provide such services without going to tender, but if the fees are expected to exceed \$250,000 then the chairman of the audit committee must approve the engagement.

The *Audit committee* adopted policies for the pre approval of permitted services provided by the Group's principal auditors during 2003. All of the engagements for services provided by the Group's principal auditors since the adoption of these policies were either within the pre approval policies or approved by the *Audit committee*.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Period	Rio Tinto plc			Rio Tinto Limited			(d) Approximate dollar value of shares that may yet be purchased under the plans or programmes US\$m
	(a) Total number of shares purchased	(b) Average price paid per share US\$	(c) Total number of shares purchased as part of publicly announced plans or programmes	(a) Total number of shares purchased	(b) Average price paid per share US\$	(c) Total number of shares purchased as part of publicly announced plans or programmes	
2005							
1 Jan to 31 Jan	—	—	—	—	—	—	—
1 Feb to 28 Feb	—	—	—	—	—	—	1,500
1 Mar to 31 Mar	—	—	—	—	—	—	1,500
1 Apr to 30 Apr	317,985	32.88	—	581,760	35.25	—	1,500
1 May to 31 May	—	—	—	27,294,139	28.36	27,294,139	726
1 Jun to 30 Jun	—	—	—	—	—	—	726
1 Jul to 31 Jul	—	—	—	—	—	—	726
1 Aug to 31 Aug	—	—	—	—	—	—	726
1 Sep to 30 Sep	435,855	35.47	—	501,783	39.40	—	726
1 Oct to 31 Oct	1,100,000	37.88	1,100,000	—	—	—	684
1 Nov to 30 Nov	950,000	39.55	950,000	—	—	—	647

Edgar Filing: - Form

1 Dec to 31 Dec	550,000	43.59	550,000	—	—	—	623
Total	3,353,840	38.50	2,600,000	28,377,682	28.70	27,294,139	
2006							
1 Jan to 31 Jan	1,965,000	48.17	1,965,000	118,728	53.69	—	528
1 Feb to 28 Feb	4,200,000	48.65	4,200,000	403,712	54.74	—	2,296
1 Mar to 31 Mar	3,710,000	46.83	3,710,000	348,943	52.61	—	2,122
1 Apr to 30 Apr	2,749,659	55.64	1,750,000	1,229,034	60.73	—	2,025
1 May to 31 May	4,750,000	55.25	4,750,000	74,764	63.64	—	1,763
Total	17,374,659	50.84	16,375,000	2,175,181	58.03	—	

Rio Tinto 2005 Form 20-F 138

[Back to Contents](#)

Notes

1. Rio Tinto plc ordinary shares of 10p each; Rio Tinto Limited shares
2. On 3 February 2005 the Group announced, subject to market conditions, an intention to return up to US\$1,500 million of capital to shareholders during the course of 2005 and 2006, and that this would include an off-market buy back of Rio Tinto Limited shares through a tender process.
3. At the annual general meetings held during April 2005 the shareholders:
 - renewed the general authority to buy back up to 106.8 million of Rio Tinto plc's ordinary shares, representing approximately ten per cent of its issued share capital;
 - approved Rio Tinto Limited undertaking one or more off-market buy backs of its shares, through a tender process at a discount of between eight to 14 per cent under which part of the buy back price would be treated as a fully franked dividend for Australian tax purposes, during the 12 months following the approval, provided that any Rio Tinto Limited shares bought back under any such buy back tender plus any Rio Tinto Limited shares bought back on-market would not exceed ten per cent of the minimum number of publicly-held Rio Tinto Limited shares on issue during that 12 month period;
 - approved the terms of an off-market buy back of Rio Tinto Limited shares held (indirectly) by Rio Tinto plc so that its percentage interest would not increase as a result of any off-market buy back tender from the public;
 - renewed the shareholder authorities to buy back up to all the Rio Tinto Limited shares held (indirectly) by Rio Tinto plc and to buy back Rio Tinto Limited ordinary shares on-market, but in the case of any on-market buy backs only to the extent that such buy backs, plus any buy backs under any off-market buy back tender, would not in any 12 month period exceed ten per cent of the minimum number of publicly-held shares on issue in Rio Tinto Limited during that 12 month period.
4. At the annual general meetings held during April and May 2006 the shareholders:
 - renewed the general authority to buy back up to 106.5 million of Rio Tinto plc's ordinary shares, representing approximately ten per cent of its issued share capital;
 - approved buy backs by Rio Tinto Limited under off-market buy back tenders and / or on-market over the 12 months following approval, provided that the number bought back did not exceed 28.5 million shares;
 - renewed the shareholder authorities to buy back up to all the Rio Tinto Limited shares held (indirectly) by Rio Tinto plc.
5. On 9 May 2005, Rio Tinto Limited bought back 27,294,139 shares, representing 8.7 per cent of its publicly held issued share capital, under the off-market tender and 16,367,000 shares held (indirectly) by Rio Tinto plc. All of these shares were purchased at a price of A\$36.70 (US\$28.36) per share representing a 14 per cent discount to the relevant market price and were cancelled.
6. During 2005 Rio Tinto plc bought back 2,600,000 ordinary shares on the open market for an aggregate consideration of \$103.2 million and held these as treasury shares.
7. During 2005, Rio Tinto plc purchased 753,840 ordinary shares and Rio Tinto Limited purchased 1,083,543 shares on the open market to satisfy obligations to shareholders under the dividend reinvestment plans.
8. On 2 February 2006 the Group announced an intention to return up to US\$4,000 million of capital to shareholders, of which US\$1,500 million would be paid out as a special dividend and, subject to market conditions, the remaining US\$2,500 million of capital to be applied to buy backs of either Rio Tinto Limited or Rio Tinto plc shares. This would replace the US\$528 million remainder of the initiative announced on 3 February 2005.
9. Between 1 January 2006 and 31 May 2006 Rio Tinto plc bought back 16,375,000 ordinary shares on the open market for an aggregate consideration of \$832.6 million and held them as treasury shares.
10. Between 1 January 2006 and 31 May 2006 Rio Tinto Limited purchased 1,258,673 shares on the open market for an aggregate consideration of \$70.4 million to satisfy obligations on the exercise of options under employee share plans, but these purchases were not considered to be under any publicly announced programme.
11. Between 1 January 2006 and 31 May 2006 Rio Tinto plc purchased 999,659 ordinary shares and Rio Tinto Limited purchased 916,508 shares on the open market to satisfy obligations to shareholders under the dividend reinvestment plans.
12. The average prices paid have been translated into US dollars at the exchange rate on the settlement date.

PART III

Item 17. Financial Statements

Not applicable.

Item 18. Financial Statements

The 2005 Annual report and financial statements and the 2005 Financial statements including reconciliation to US accounting principles of the Rio Tinto Group (the Group) and of the Rio Tinto plc and Rio Tinto Limited parts of the Group were furnished on Form 6-K for the month of March 2006.

The 2005 Financial statements including reconciliation to US accounting principles of the Rio Tinto Group (the Group) and of the Rio Tinto plc and Rio Tinto Limited parts of the Group are incorporated by reference to Exhibit 99.2 of Rio Tinto plc's Form 6-K for the month of March 2006 furnished on 6 April 2006, File No. 1-10533)

[Back to Contents](#)

Item 19. Exhibits

Exhibits marked * have been filed with this annual report on Form 20-F and other exhibits have been incorporated by reference as indicated.

Index

Exhibit Number Description

- 1.1 Memorandum and Articles of Association of Rio Tinto plc (adopted by special resolution passed on 11 April 2002 and amended on 14 April 2005) (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)
- 1.2 Constitution of Rio Tinto Limited (ACN 004 458 404) (as adopted by special resolution passed on 24 May 2000 and amended by special resolution on 18 April 2002 and 29 April 2005) (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)
- 3.1 DLC Merger Implementation Agreement, dated 3 November 1995 between CRA Limited and The RTZ Corporation PLC relating to the implementation of the DLC merger (incorporated by reference to Exhibit 2.1 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 1995, File No. 1-10533)
- 3.2 DLC Merger Sharing Agreement, dated 21 December 1995 and amended on 29 April 2005 between CRA Limited and The RTZ Corporation PLC relating to the ongoing relationship between CRA and RTZ following the DLC merger (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)
- 3.3 RTZ Shareholder Voting Agreement, dated 21 December 1995 between The RTZ Corporation PLC, RTZ Shareholder SVC Pty. Limited, CRA Limited, R.T.Z. Australian Holdings Limited and The Law Debenture Trust Corporation p.l.c. (incorporated by reference to Exhibit 2.3 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 1995, File No. 1-10533)
- 3.4 CRA Shareholder Voting Agreement, dated 21 December 1995 between CRA Limited, CRA Shareholder SVC Limited, The RTZ Corporation PLC and The Law Debenture Trust Corporation p.l.c., relating to the RTZ Special Voting Share (incorporated by reference to Exhibit 2.4 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 1995, File No. 1-10533)
- 4.01 Letter dated 1 January 1992 to Mr R Adams about supplementary pension arrangements (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.02 Supplementary letter dated 1 January 1992 to Mr R Adams about pension arrangements (incorporated by reference to Exhibit 4.24 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.03 Letter dated 22 November 1994 to Mr R Adams about supplementary pension arrangements (incorporated by reference to Exhibit 4.29 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.04 Letter dated 20 January 1997 to Mr R Adams about directors' pension arrangements (incorporated by reference to Exhibit 4.32 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2001, File No. 1-10533).
- 4.05 Service Agreement dated 15 April 2003 between Mr R Adams and Rio Tinto London Limited (incorporated by reference to Exhibit 4.30 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2002, File No. 1-10533)
- 4.06 Memorandum effective 1 March 2004 to Service Agreement dated 15 April 2003 between Mr R Adams and Rio Tinto London Limited (incorporated by reference to Exhibit 4.06 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2003, File No. 1-10533)
- 4.07* Service Agreement dated 12 April 2006 between Mr T Albanese and Rio Tinto London Limited
- 4.08 Service Agreement dated 30 March 2004 between Mr R L Clifford and Rio Tinto Limited (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)
- 4.09 Supplemental letter dated 30 March 2004 to Service Agreement dated 30 March 2004 between Mr R L Clifford and Rio Tinto Limited (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)
- 4.10 Memorandum effective 1 March 2005 to Service Agreement dated 30 March 2004 between Mr R L Clifford and Rio Tinto Limited (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)

Edgar Filing: - Form

4.11* Memorandum effective 1 March 2006 to Service Agreement dated 30 March 2004 between Mr R L Clifford and Rio Tinto Limited

Rio Tinto 2005 *Form 20-F* **140**

Edgar Filing: - Form

[Back to Contents](#)

- 4.12 Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto London Limited (incorporated by reference to Exhibit 4.31 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2002, File No. 1-10533)
- 4.13 Memorandum effective 1 March 2003 to Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto Limited (incorporated by reference to Exhibit 4.32 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2002, File No. 1-10533)
- 4.14 Memorandum effective 1 March 2004 to Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto London Limited (incorporated by reference to Exhibit 4.32 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2002, File No. 1-10533)
- 4.15 Memorandum effective 1 March 2005 to Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto London Limited (incorporated by reference to Exhibit 4.23 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2004, File No. 1-10533)
- 4.16* [Memorandum effective 1 March 2006 to Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto London Limited](#)
- 4.17 Mining Companies Comparative Plan (incorporated by reference to Exhibit 4.65 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.18 Share Option Plan (incorporated by reference to Exhibit 4.66 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.19 Medical expenses plan (incorporated by reference to Exhibit 4.67 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.20 Pension plan (incorporated by reference to Exhibit 4.68 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 8.1* [List of subsidiary companies.](#)
- 12.1* [Certifications pursuant to Rule 13a-14\(a\) of the Exchange Act.](#)
- 13.1* [Certifications furnished pursuant to Rule 13a-14\(b\) of the Exchange Act \(such certificates are not deemed filed for purpose of Section 18 of the Exchange Act and are not incorporated by reference with any filing under the Securities Act\).](#)
- 15.1* [Consent of Independent Accountants.](#)

Edgar Filing: - Form

[Back to Contents](#)

SIGNATURE

The Registrants hereby certify that they meet all of the requirements for filing on Form 20-F and that they have duly caused and authorised the undersigned to sign this Annual Report on their behalf.

Rio Tinto plc
(Registrant)

Rio Tinto Limited
(Registrant)

/s/ Anette Lawless

Name: **Anette Lawless**

Title: Secretary

Date: 23 June 2006

/s/ Anette Lawless

Name: **Anette Lawless**

Title: Assistant Secretary

Date: 23 June 2006

Rio Tinto 2005 *Form 20-F* **142**

[Back to Contents](#)

GLOSSARY

NON MINING DEFINITIONS

Throughout this document, the collective expressions Rio Tinto, Rio Tinto Group and Group are used for convenience only. Depending on the context in which they are used, they mean Rio Tinto plc and/or Rio Tinto Limited and/or one or more of the individual companies in which Rio Tinto plc and/or Rio Tinto Limited directly or indirectly own investments, all of which are separate and distinct legal entities.

Unless the context indicates otherwise, the following terms have the meanings shown below:

Adjusted earnings	An additional measure of earnings reported by Rio Tinto with its UK GAAP results which excludes exceptional items of such magnitude that their exclusion is necessary to reflect the underlying performance of the Group.
ADR	American Depositary Receipt evidencing American Depositary Shares (ADS).
Australian dollars	Australian currency. Abbreviates to A\$
Australian GAAP	Generally accepted accounting principles in Australia.
A IFRS	The Australian equivalent of International Financial Reporting Standards.
Billion	One thousand million.
Canadian dollars	Canadian currency. Abbreviates to C\$
Company / Companies	Rio Tinto plc and/or Rio Tinto Limited. As the context so requires.
DLC merger	Dual listed companies merger (1995).
EU IFRS	International Financial Reporting Standards as adopted by the European Union.
IFRS	International Financial Reporting Standards
LBMA	London Bullion Market Association
LME	London Metal Exchange.
New Zealand dollars	New Zealand currency. Abbreviates to NZ\$
Pounds sterling	UK currency. Abbreviates to £, pence or p.
Public shareholders	The holders of Rio Tinto plc shares that are not companies in the Rio Tinto Limited Group and the holders of Rio Tinto Limited shares that are not companies in the Rio Tinto plc Group.
Rand	South African currency. Abbreviates to R.
Rio Tinto Limited	Rio Tinto Limited, and, where the context permits, its subsidiaries, jointly controlled entities and associated companies.
Rio Tinto Limited ADS	An American Depositary Share representing the right to receive four Rio Tinto Limited shares.
Rio Tinto Limited Group	Rio Tinto Limited and its subsidiaries, jointly controlled entities and associated companies.
Rio Tinto Limited shareholders	The holders of Rio Tinto Limited shares.
Rio Tinto Limited Shareholder Voting Agreement	The agreement, dated 21 December 1995, between Rio Tinto plc, Rio Tinto Limited, RTL Shareholder SVC Limited and the Law Debenture Trust Corporation p.l.c. relating to the voting rights of the Rio Tinto plc Special Voting Share at meetings of shareholders of Rio Tinto plc.
Rio Tinto Limited shares	The ordinary shares in Rio Tinto Limited.
Rio Tinto Limited / RTL DLC Dividend Share	The DLC Dividend Share in Rio Tinto Limited.
Rio Tinto Limited / RTL Special Voting Share	The Special Voting Share in Rio Tinto Limited.
Rio Tinto plc	Rio Tinto plc and its subsidiaries, jointly controlled entities and associated companies.
Rio Tinto plc ADS	An American Depositary Share representing the right to receive four Rio Tinto plc ordinary shares.
Rio Tinto plc Group	Rio Tinto plc and its subsidiaries, jointly controlled entities and associated companies.
Rio Tinto plc ordinary shares	The ordinary shares of 10p each in Rio Tinto plc.
Rio Tinto plc shareholders	The holders of Rio Tinto plc shares.
Rio Tinto Shareholder Voting Agreement	The agreement, dated 21 December 1995, between Rio Tinto plc, Rio Tinto Australian Holdings Limited, RTP Shareholder SVC Pty Limited, Rio Tinto Limited and the Law Debenture Trust Corporation p.l.c. relating to the voting rights of the Rio Tinto Limited shares held by the Rio Tinto plc group and the Rio Tinto Limited Special Voting Share at meetings of Rio Tinto Limited shareholders.

[Back to Contents](#)

Rio Tinto plc shares	Rio Tinto plc ordinary shares.
Rio Tinto plc / RTP DLC Dividend Share	The DLC Dividend Share of 10p in Rio Tinto plc.
Rio Tinto plc / RTP Special Voting Share	The Special Voting Share of 10p in Rio Tinto plc.
Share / shares	Rio Tinto Limited shares or Rio Tinto plc ordinary shares, as the context requires.
Sharing Agreement	The agreement, dated 21 December 1995, as amended between Rio Tinto Limited and Rio Tinto plc relating to the regulation of the relationship between Rio Tinto Limited and Rio Tinto plc following the DLC merger.
UK GAAP	Generally accepted accounting principles in the UK.
US dollars	United States currency. Abbreviates to dollars, \$ or US\$ and US cents or USc.
US GAAP	Generally accepted accounting principles in the United States.

MINING AND TECHNICAL DEFINITIONS

Alumina	Aluminium oxide. It is extracted from bauxite in a chemical refining process and is subsequently the principal raw material in the electro-chemical process by which aluminium is produced.
Anode and cathode copper	At the final stage of the smelting of copper concentrates, the copper is cast into specially shaped slabs called anodes for subsequent refining to produce refined cathode copper.
Bauxite	Mainly hydrated aluminium oxides ($Al_2O_3 \cdot 2H_2O$). Principal ore of alumina, the raw material from which aluminium is made.
Beneficiated bauxite	Bauxite ore that has been treated to remove waste material to improve its physical or chemical characteristics.
Bioleaching	The deliberate use of bacteria to speed the chemical release of metals from ores.
Block caving	An underground bulk mining method. It involves undercutting the orebody to induce ore fracture and collapse by gravity. The broken ore is recovered through draw points below.
Borates	A generic term for mineral compounds which contain boron and oxygen.
Cathode copper	Refined copper produced by electrolytic refining of impure copper or by electro-winning.
Classification	Separating crushed and ground ore into portions of different size particles.
Coking coal.	Also referred to as metallurgical coal. By virtue of its carbonisation properties, it is used in the manufacture of coke, which is used in the steel making process.
Concentrate	The product of a physical concentration process, such as flotation or gravity concentration, which involves separating ore minerals from unwanted waste rock. Concentrates require subsequent processing (such as smelting or leaching) to break down or dissolve the ore minerals and obtain the desired elements, usually metals.
Cutoff grade	The lowest grade of mineralised material considered economic to process. It is used in the calculation of the quantity of ore present in a given deposit.
Doré	A precious metal alloy which is produced by smelting. Doré is an intermediate product which is subsequently refined to produce pure gold and silver.
DWT	Dead weight tons is the combined weight in long tons (2,240 pounds weight) of cargo, fuel and fresh water that a ship can carry.
Flotation	A method of separating finely ground minerals using a froth created in water by specific reagents. In the flotation process certain mineral particles are induced to float by becoming attached to bubbles of froth whereas others, usually unwanted, sink.
FOB	Free on board.
Grade	The proportion of metal or mineral present in ore, or any other host material, expressed in this document as per cent, grammes per tonne or ounces per ton.
Head grade	The average grade of ore delivered to the mill.
Ilmenite	Mineral composed of iron, titanium and oxygen.
Ore	A rock from which a metal(s) or mineral(s) can be economically and legally extracted.
Ore milled	The quantity of ore processed.
Ore hoisted	The quantity of ore which is removed from an underground mine for processing.
Ore reserve	That part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination.

[Back to Contents](#)

Pressure oxidation	A method of treating sulphide ores. In the case of refractory gold ores, the object is to oxidise the sulphides to sulphates and hence liberate the gold for subsequent cyanide leaching. The technique involves reaction of the ore with sulphuric acid under pressure in the presence of oxygen gas.
Probable ore reserves	Reserves for which quantity and grade and/or quality are computed from information similar to that used for proven reserves, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation.
Proven ore reserves	Reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well established.
Rock mined	The quantity of ore and waste rock excavated from the mine. In this document, the term is only applied to surface mining operations.
Rutile	A mineral composed of titanium and oxygen (TiO ₂).
Steam coal	Also referred to as steaming coal, thermal coal or energy coal. It is used as a fuel source in electrical power generation, cement manufacture and various industrial applications.
Stripping ratio	The tonnes of waste material which must be removed to allow the mining of one tonne of ore.
Solvent extraction and electrowinning (SX-EW)	Processes for extracting metal from an ore and producing pure metal. First the metal is leached into solution; the resulting solution is then purified in the solvent extraction process; the solution is then treated in an electro-chemical process (electro-winning) to recover cathode copper.
Tailing	The rock wastes which are rejected from a concentrating process after the recoverable valuable minerals have been extracted.
Titanium dioxide feedstock	A feedstock rich in titanium dioxide, produced, in Rio Tinto's case, by smelting ores containing titanium minerals.
Zircon	Zirconium mineral (ZrSiO ₄).

CONVERSION OF WEIGHTS AND MEASURES

- 1 troy ounce = 31.1 grams
- 1 kilogram = 32.15 troy ounces
- 1 kilogram = 2.2046 pounds
- 1 metric tonne = 1,000 kilograms
- 1 metric tonne = 2,204.6 pounds
- 1 metric tonne = 1.1023 short tons
- 1 short ton = 2,000 pounds
- 1 long ton = 2,240 pounds
- 1 gram per metric tonne = 0.02917 troy ounces per short ton
- 1 gram per metric tonne = 0.03215 troy ounces per metric tonne
- 1 kilometre = 0.6214 miles

[Back to Contents](#)**EXCHANGE RATES**

The following table shows, for the periods and dates indicated, certain information regarding the exchange rates for the pound sterling and the Australian dollar, based on the Noon Buying Rates for pounds sterling and Australian dollars expressed in US dollars per £1 and per A\$1.00.

Pounds sterling					Australian dollars						
Year ended 31 December	Period end	Average rate	High	Low	Year ended 31 December	Period end	Average rate	High	Low		
2005		1.73	1.82	1.93	1.71	2005		0.734	0.763	0.799	0.727
2004		1.93	1.83	1.95	1.76	2004		0.783	0.737	0.798	0.686
2003		1.78	1.63	1.79	1.55	2003		0.749	0.648	0.752	0.562
2002		1.61	1.50	1.61	1.41	2002		0.563	0.544	0.575	0.506
2001		1.45	1.44	1.50	1.37	2001		0.512	0.517	0.571	0.483

Note

The Noon Buying Rate on such dates differed slightly from the rates used in the preparation of Rio Tinto's financial statements as of such date. No representation is made that pound sterling and Australian dollar amounts have been, could have been or could be converted into dollars at the Noon Buying Rate on such dates or at any other dates.