

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
August 06, 2008

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and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto plc

Commission File No.: 001-10533

The following are slides comprising a presentation that was given on June 12, 2008 and subsequently amended. The amended version of this presentation has been posted to www.bhpbilliton.com, replacing the version that was originally posted there.

UBS Sharing Insights -
Resources
Marius Kloppers, Chief Executive Officer
12 June 2008
BHP Billiton: Resourcing the Future

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sale
of
securities
in
any
jurisdiction
in
which
such
offer,
solicitation
or
sale
would
be
unlawful
prior
to
registration
or
qualification
under
the

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under
an
exemption
from
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into
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themselves

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and
observe,

any
such
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Information about Rio Tinto is based on public information which
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Certain statements in this presentation are forward-looking statements. The forward-looking statements include statements regarding reserves, savings, the cost and timing of development projects, future production volumes, increases in production and infrastructure capital expenditures, and

Reserves

and

Resources

and

project

lives

and, without

limitation,

other

statements

typically

containing

words

such

as

"intends",

"expects",

"anticipates",

"targets",

"plans",

"estimates" and words of similar import. These forward-looking statements speak only as at the date of this presentation. These statements and beliefs and, by their nature, are subject to a number of known and unknown risks and uncertainties that could cause actual results to differ materially from any expected future results, performance or achievements expressed or implied by such forward-looking statements. These statements are based on numerous assumptions regarding BHP Billiton's present and future business strategies and the environments in which BHP Billiton operates. Such assumptions may or may not prove to be correct.

There

are

a

number

of

factors

that

could

cause

actual

results

or

performance

to

differ

materially

from

those

expressed

or

implied

in
the
forward-looking
statements.

Factors
that

could cause actual results or performance to differ materially from those described in the forward-looking statements include, but not limited to, the ability to successfully combine the businesses of BHP Billiton and Rio Tinto and to realise expected synergies from that combination, the presence of a competitive proposal in relation to Rio Tinto, satisfaction of any conditions to any proposed transaction, including the receipt of required regulatory and anti-trust approvals for the proposed transaction, the successful completion of any transaction, as well as additional factors such as changes in global, political and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or dispositions and the like. Additional risks and factors that could cause BHP Billiton results to differ materially from those described in the forward-looking statements include:

with
the

US
Securities
and

Exchange
Commission

(the
"SEC"),
including

BHP
Billiton's
Annual
Report

on
Form
20-F

for
the
fiscal
year-ended

June
30,
2007,

and
Rio
Tinto's
filings

with
the
SEC,
including

Rio
Tinto's
Annual
Report
on

Form
20-F
for
the
fiscal
year-ended
December
31,
2007,
which
are
available
at
the
SEC's
website
(<http://www.sec.gov>). Other unknown or unpredictable factors could cause actual results to differ materially from those in the
opinions
expressed
in
this
presentation
are
subject
to
change
without
notice
and
BHP
Billiton
expressly
disclaims
any
obligation
(except
as
required
by
law
or
the
rules
of
the
UK

Listing Authority and the London Stock Exchange, the UK Takeover
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forward-looking
statements

contained
herein
to
reflect
any
change
in
BHP
Billiton's
expectations with
regard
thereto
or any
change
in
events,
conditions
or
circumstances
on
which any such statement is based.

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Disclaimer

(continued)

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

and revenue benefits (and resulting EBITDA enhancement) may be materially greater or less than estimated.

Information Relating to the US Offer for Rio Tinto plc

BHP Billiton plans to register the offer and sale of securities it would issue to Rio Tinto plc US shareholders and Rio Tinto plc Registration Statement (the Registration Statement), which will contain a prospectus (the Prospectus), as well as other re been filed. This communication is not a substitute for any Registration Statement or Prospectus that BHP Billiton may file with the SEC.

U.S.

INVESTORS

AND

U.S.

HOLDERS

OF

RIO

TINTO

PLC

SECURITIES

AND

ALL

HOLDERS

OF

RIO

TINTO

PLC

ADSs

ARE

URGED

TO

READ

ANY

REGISTRATION

STATEMENT, PROSPECTUS AND ANY OTHER DOCUMENTS MADE AVAILABLE TO THEM AND/OR FILED WITH THIS TRANSACTION, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY CONTAIN IMPORTANT INFORMATION.

Investors and security holders will be able to obtain a free copy of the Registration Statement and the Prospectus as well as other documents from the SEC's

website (<http://www.sec.gov>), once such documents are filed with the SEC. Copies of such documents may also be obtained from the SEC once they are filed with the SEC.

Information for US Holders of Rio Tinto Limited Shares

BHP Billiton Limited is not required to, and does not plan to, prepare and file with the SEC a registration statement in respect of the Rio Tinto Limited Offer. Accordingly, Rio

Tinto Limited shareholders should carefully consider the following:

The Rio Tinto Limited Offer will be an exchange offer made for the securities of a foreign company. Such offer is subject to differences

different

from

those

of

the

United

States.

Financial
statements
included
in
the
document
will
be
prepared
in
accordance
with
foreign
accounting
standards
that
may
not
be

comparable to the financial statements of United States companies.

Information Relating to the US Offer for Rio Tinto plc and the Rio Tinto Limited Offer for Rio Tinto shareholders located in the US

It
may
be
difficult
for
you
to
enforce
your
rights
and
any
claim
you
may
have
arising
under
the
U.S.
federal
securities
laws,
since
the
issuers
are
located

in
a
foreign
country,
and
some
or
all
of
their
officers
and
directors
may
be
residents
of
foreign
countries.

You
may
not
be
able
to
sue
a
foreign
company
or
its
officers
or
directors
in
a
foreign

court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to such litigation. You should be aware that BHP Billiton may purchase securities of either Rio Tinto plc or Rio Tinto Limited otherwise than under the exchange offer, such as in open market or privately negotiated purchases.

References in this presentation to \$ are to United States dollars unless otherwise specified.

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BHP Billiton: Resourcing the future

Today: The world's leading diversified resources company

Our past: A proven track record

Our future: The outlook is exciting

The offer for Rio Tinto

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With a diversified global portfolio

Aluminium

Base Metals

Diamonds & Specialty Products

Energy Coal

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Stainless Steel Materials

Offices

Note: Location of dots indicative only

Stainless Steel Materials

#3 global nickel producer

Iron Ore

#3 global supplier

of seaborne iron ore

Manganese

#1 global supplier of

seaborne manganese ore

Metallurgical Coal

#1 global supplier of seaborne

traded metallurgical coal

Base Metals

#3 global producer of copper, silver and lead

Aluminium

#4 global producer of bauxite and #4 aluminium

company

based

on

net

third

party

sales

Energy Coal

#4 global supplier of seaborne

export thermal coal

Petroleum

A significant oil and gas exploration

and production business

Diamonds & Specialty Products

EKATI Diamond Mine is one of the world's

largest gem quality diamond producers.

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The world's largest diversified resources company

Sources: Bloomberg, Datastream.

a)

Rio Tinto undisturbed market cap as at 31-Oct-2007.

Top 10 metals and mining companies

(Market capitalisation as at 30-May-2008, US\$bn)

Vale

China

Shenhua

Anglo

American

Xstrata

Norilsk

Nickel

Freeport

McMoRan

Anglo

Platinum

Barrick

Gold

Rio Tinto

BHP Billiton

0

60

120

180

240

Australian head office

Non-Australian head office

Undisturbed (a)

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Led by an experienced senior management team

Notes:

a)

Andrew Mackenzie's appointment to BHP Billiton was announced on 20-Nov-2007, he has not yet commenced his new role at Rio Tinto where he was Chief Executive, Diamonds and Industrial Minerals.

Chairman and Chief Executive Officer

Group Management Committee

Don Argus

Chairman

Chairman of BHP Billiton

Group since June 2001

Chairman of BHP Limited

since April 1999

Marius Kloppers

Chief Executive Officer

15 years resources

experience

15 years at BHP Billiton

Marcus Randolph

Chief Executive Ferrous and Coal

31 years resources experience

9 years at BHP Billiton

Previously worked at Rio Tinto

Alex Vanselow

Chief Financial Officer

19 years resources experience

19 years at BHP Billiton

Karen Wood

Chief People Officer

7 years resources experience

7 years at BHP Billiton

Michael Yeager

Chief Executive Petroleum

27 years resources experience

2 years at BHP Billiton
Alberto Calderon
Chief Commercial Officer

9 years resources experience

2 years at BHP Billiton
Andrew Mackenzie
(a)
Chief Executive Non Ferrous

30 years resources experience

Previously worked at Rio Tinto

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Maintaining our commitment to our core strategy

Focus on Tier 1 assets that are large, low-cost and expandable

Focus on the extraction of upstream natural resources

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

Maintenance of a deep diversified inventory of growth options

Focus on export orientated products

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

Employer of choice, and a preferred partner for countries and
customers

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With an overriding commitment to ethics, safety,
environmental practice and community engagement

Sustainable development is fundamental to our success

Our licence to operate depends on responsibly operating our
business:

A track record of being valued by our communities will
contribute to us being considered a company of choice
by governments, business partners and communities

Improves the ability to attract and retain a skilled and
motivated workforce

Our reputation as an ethical, responsible business will
assist in our ability to attract capital

2007 sustainability report available on our website
www.bhpbilliton.com/bb/sustainableDevelopment.jsp
We aim to be a business that creates a positive legacy

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Our past: A proven track record

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A unique diversified portfolio balanced across high margin commodities

Underlying EBITDA

(CY2007, 12 months, US\$bn)

Underlying

EBITDA

Margin

(a)

(CY2007, 12 months)

Note: Historical financial information has been restated for comparative purposes per note 1 of BHP Billiton's half-year financial statements. CY2007 represents the 12 months ending 31-Dec-2007. FY2002 EBITDA number are presented in accordance with UK GAAP (underlying EBITDA).

a)

EBITDA margin excludes third party sales.

0

6,000

12,000

18,000

24,000

FY2002

CY2007

4,677

23,623

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Energy Coal

Aluminium

Base Metals

Stainless Steel

Materials

Diamond & Specialty Products

Non

Ferrous

(56%)

Energy

(21%)

Carbon

Steel

Materials

(22%)

52%

40%

36%

70%

52%

43%

75%

23%

34%

Iron Ore

Manganese

Metallurgical Coal

Base Metals

Stainless Steel

Materials

Aluminium

Petroleum

Energy Coal

Diamond &

Specialty Products

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Significant EPS and DPS growth delivered for shareholders

Earnings

per

share

(a)

(US\$ per share)

Note:

(a)

BHP Billiton's EPS represents reported underlying EPS for the financial year ending 30-June. EPS in FY2002 excludes the re-merger of the company's operations that were demerged in July 2002.

(b)

Two interim dividends were paid in FY2004.

Ordinary

dividends

per

share

(b)

(US cents per share)

13.0

14.5

26.0

28.0

36.0

47.0

0

10

20

30

40

50

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

29% CAGR

0.31

0.31

0.56

1.06

1.68

2.34

0.00

0.50

1.00

1.50

2.00

2.50

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

50% CAGR

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Creating considerable wealth for our shareholders

Source:

Bloomberg,

Iress

as

at

30-May-2008.

a)

Dividends/distributions assumes that the dividends are reinvested in BHP Billiton Ltd. Includes the value of shares distributed shareholders.

A holder of 1,000 BHP Billiton Ltd shares on 28 June 2001 would have seen the value of their total holding increase by 384%

BHP

Billiton

Ltd

(a)

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Our future: The outlook is exciting

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Chinese growth is driving global materials demand

China

USA

Other

Notes:

Seaborne

iron

ore

demand

based

on

import statistics

CRU data for 2007,

IISI

data

for

1997.

Energy

consumption

is

all

uses

of

coal,

gas,

oil

and

nuclear,

expressed

as

millions

tonnes

of

oil

equivalent, 2007 data not yet available.

Source: CRU, Brook Hunt, BP Statistical Review of World Energy (2007), IISI.

a)

Consumption growth calculated based on the change in annual consumption between years ended 1997 and 2007, expect for E 1995 and 2006..

Change in global consumption

(%, 1997-2007

(a)

)

7 %

(2)%

(4)%

(14)%

36 %

96 %

88 %

64 %

57 %

7 %

16 %

50 %

Copper

Nickel

Seaborne Iron Ore

Energy

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India

the journey has begun

GDP

(US\$ billion)

BHP Billiton copper equivalent sales volume units

(100=FY2002 sales to China)

1996

2006

FY 2002

FY 2007

0

50

100

150

200

250

300

350

400

450

500

China

India

0

200

400

600

800

1,000

China

India

Equity

Basis

100%

Basis

Source: World Bank, Focus Economics, BHP Billiton.

a)

Note: Converted

to

copper

equivalent

units

using

BHP

Billiton

FY2007

average
realised
prices
and
BHP
Billiton
estimates.
(a)

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BHP Billiton has a deep diversified inventory of growth options,
many of which are brown field expansions

Boffa/Santou

Refinery

2010

As at 2 May 2008

Proposed

capital expenditure

<\$500m

\$501m-\$2bn

\$2bn+

SSM

Energy Coal

D&SP

Iron Ore

Base Metals

Petroleum

Met Coal

CSG

Manganese

Aluminium

2008

Execution

Pyrenees

Samarco

Neptune

Shenzi

Alumar

Atlantis

North
Klipspruit
GEMCO
Zamzama
Phase 2
2013
Feasibility
Guinea
Alumina
Worsley
E&G
Perseverance
Deeps
Maruwai
Stage 1
Douglas-
Middelburg
Mt Arthur
Coal UG
Future Options
Cliffs
Newcastle
Third Port
NWS
Angel
Nimba
Ekati
Canadian
Potash
WA Iron Ore
Quantum 1
CW Africa
Exploration
Angola
& DRC
WA Iron Ore
RGP 5
WA Iron Ore
Quantum 2
Macedon
Turrum
CMSA Heap
Leach 1
NWS
CWLH
Peak Downs
Exp
DRC
Smelter
Mad Dog

West
KNS
Exp
Hallmark
Corridor
Sands 1
Puma
Cerrejon
Opt Exp
Angostura
Gas
NWS
T5
Navajo
Sth
Bakhuis
Maruwai
Stage 2
NWS Nth
Rankin B
WA Iron Ore
RGP 4
Kipper
Antamina
Exp
Goonyella
Expansions
Olympic Dam
Expansion 3
Corridor
Sands 2
Knotty
Head
Maya
Nickel
Gabon
Daunia
RBM
Olympic Dam
Expansion 2
Browse
LNG
Resolution
Saraji
Thebe
CMSA
Pyro
Expansion
Cannington
Life Ext

SA Mn
Ore Exp
Wards
Well
Eastern
Indonesian
Facility
NWS
WFGH
Blackwater
UG
Olympic Dam
Expansion 1
CMSA Heap
Leach 2
Escondida
3rd Conc
Red Hill
UG
GEMCO
Exp
Samarco
4
Shenzi
Nth
Neptune
Nth
MKO
Talc
Scarborough
Caroona
Kennedy

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BHP Billiton has an attractive growth profile of significant scale

0

2,000

4,000

6,000

8,000

10,000

12,000

CY2007

CY2008

CY2009

CY2010

CY2011

CY2012

(Copper Equivalent Tonnes '000s)

Production in copper equivalent tonnes

Note: Copper

equivalent

units

calculated

using

BHP

Billiton

estimates

for

production.

Production

volumes

exclude

BHP

Billiton's

Speciality

Products

operation

and all

bauxite production. All energy coal businesses are included. Alumina volumes reflect only tonnes available for external sale. C

equivalent units completed using long term consensus price forecasts, plus BHP Billiton assumptions for diamonds, domestic c

Estimated &

unrisked

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The offer for Rio Tinto

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Summary of the offer for Rio Tinto

BHP Billiton has made a pre-conditional offer for Rio Tinto, it will be capable of acceptance by shareholders following regulatory approvals and posting of offer documents

The offer is being made direct to the shareholders of Rio Tinto

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

The offer represents a 45%

(a)

premium

The offer is conditional on more than 50% acceptances of the publicly held shares in each of Rio Tinto plc and Rio Tinto Ltd

Shareholders and stakeholders have indicated a clear understanding of the industrial logic of the combination

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

and it makes even more sense if you own both

Notes:

a)

Based on the volume weighted average market capitalisation of Rio Tinto and BHP Billiton for the month prior to BHP Billiton

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Overlapping mineral basin positions. US\$3.7bn of synergies

Selected existing BHP Billiton and Rio Tinto assets, projects and concessions.

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3.4:1 offer represents a 45% premium

Source:

Datastream

(as

of

30-May-08).

a)

Exchange

ratio

assumes

100%

BHP

Billiton

Ltd

shares

for

each

Rio

Tinto

Ltd

share

and

BHP

Billiton

shares

for

each

Rio

Tinto

plc

share

consisting

of

80%

BHP

Billiton

Plc

shares

and

20%

BHP

Billiton

Ltd

shares.

b)

Pre-approach share exchange ratio represents the period between Rio Tinto offer for Alcan (12-Jul-2007) and BHP Billiton s a

as of 31-Oct-2007.

c)

Based on the volume weighted average market capitalisation of Rio Tinto and BHP Billiton for the month prior to BHP Billiton's

Rio

Tinto

vs

BHP

Billiton

historical

share

exchange

ratio

(a)

2.2 : 1

2.4 : 1

2.6 : 1

2.8 : 1

3.0 : 1

3.2 : 1

3.4 : 1

3.6 : 1

Jul-2007

Aug-2007

Sep-2007

Oct-2007

Nov-2007

Dec-2007

Jan-2008

Feb-2008

Mar-2008

Apr-2008

May-2008

Pre approach fair value exchange ratio

12-Nov-2007

BHP Billiton's proposal

06-Feb-2008

BHP Billiton's offer for Rio Tinto

(b)

45%

premium

(c)

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Conclusion

The core strategy remains unchanged

Focused on producing volumes from low cost assets

BHP Billiton on a standalone basis has a bright future

Combining with Rio Tinto can generate substantial additional value for shareholders
we are a natural fit

In addition to the synergies, combining the two would create a company that is:

Unique in character

Capable of delivering superior returns for its shareholders

An Australian champion on the global stage

BHP Billiton believes the terms of the Rio Tinto offer reflect a good deal for both companies
shareholders

The support of retail shareholders will be critical for the offer to succeed

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Questions and Answers

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Senior Executive Profiles

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Appendix: Marius Kloppers

Profile

Marius Kloppers

Chief Executive Officer

Age:

46

Professional qualifications:

BE (Chem), MBA, PhD (Materials Science)

Bachelor of Chemical Engineering (University of Pretoria (South Africa))

PhD from Massachusetts Institute of Technology (MIT) (USA)

MBA from Insead

(France)

Previous BHP Billiton positions:

Group President, Non-Ferrous Materials

Chief Commercial Officer

Chief Marketing Officer

Prior to the formation of BHP Billiton, other positions held included:

Group Executive of Billiton Plc (coal and manganese)

Chief Executive Samancor

Manganese

Chief Operating Officer, Aluminium

General Manager, Hillside Aluminium

Variety

of

operating

and

functional

roles

in

the

Aluminium

business

Other BHP Billiton roles:

Played a central role in the merger of BHP and Billiton

Led
the
team
working
on
BHP
Billiton's
acquisition
of
WMC

Other work experience:

McKinsey & Co
management
consultant
(The Netherlands)

Sasol
petrochemicals (South Africa)

Mintek

materials research (South Africa)

Residence:

Melbourne, Australia

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Appendix: Don Argus Profile

Don Argus

Chairman

Term of office:

Chairman

of

BHP

Billiton

Limited

and

BHP

Billiton

Plc

since

June

2001

Chairman of BHP Limited since April 1999

Director of BHP Limited since November 1996

Other directorships and offices

(current and recent):

Director of Australian Foundation Investment Company Ltd

Board Member International Monetary Conference

Member of Advisory Committee to Australian Securities Commission

Member of Financial Sector Advisory Council

Member of the International Advisory Board of Allianz AG

Member

of

International

Advisory

Committee

to

the

New

York

Stock

Exchange

Board

of Directors

Former

Chairman

of
Brambles
Ltd
(1999
-
2008)
and
Former
Director
(1999
-
2008)

Former
Director
of
Southcorp
Limited
(1999
-
2003)

Former Director Melbourne 2006 Commonwealth Games Pty Ltd (2000
2001)

Former
Managing
Director
and
CEO
of
the
National
Australia
Bank
Group
(1991
-
1999)

Former Chairman Australian Bankers Association and Australian Institute of Bankers
Distinctions and Awards

Officer of
the Order of
Australia (1998) in recognition of his services to banking and
finance, and his contributions to community and sporting organisations

Awarded the Centenary Medal (2003) for service to Australian society through business

Honorary Degrees: -

Monash

University (Doctor of Laws)

-

Griffiths University (Doctor of the University)

Harvard University Advanced Management Program Alumni

Other:

Senior Fellow of the Financial Services Institute of Australasia

Fellow of Certified Practising Accountants

Co-Patron of Vision Australia

