

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme BHP BILLITON LTDACN/ARSN 004 028 077**1. Details of substantial holder(1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in Annexures
ACN/ARSN (if applicable) to this form)The holder ceased to be a substantial holder on 22 /09 /2015The previous notice was given to the company on 21 /09 /2015The previous notice was dated 17 /09 /2015**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
	<u>Annexure A & C</u>				

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
<u>Annexure B</u>	

Signatureprint name Kayla McGrorycapacity *Authorised Signatory**sign here**date 24 / 09 /2015

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 6 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

24-Sep-15

Kayla McGrory, Authorised Signatory

Date

2. Changes in relevant interests

BHP BILLITON LTD (BHP)

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
18-Sep-15	BlackRock Asset Management Deutschland AG	on mkt sell	24.46 ord -54,459	-54,459
18-Sep-15	BlackRock Advisors (UK) Limited	on mkt buy	24.46 ord 1,382	1,382
18-Sep-15	BlackRock Fund Advisors	in specie	n/a ord -1,273	-1,273
18-Sep-15	BlackRock Fund Advisors	on mkt buy	24.46 ord 3,220	3,220
18-Sep-15	BlackRock Fund Advisors	in specie	n/a ord 1,118	1,118
18-Sep-15	BlackRock Fund Advisors	on mkt sell	24.46 ord -800	-800
18-Sep-15	BlackRock Fund Advisors	in specie	n/a ord 30,006	30,006
18-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt sell	24.46 ord -53,874	-53,874
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.48 ord 5,182	5,182
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.46 ord 26,348	26,348
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.48 ord 6,297	6,297
18-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt sell	24.46 ord -9,582	-9,582
18-Sep-15	BlackRock Investment Management (UK) Limited	on mkt buy	24.46 ord 2,871	2,871
18-Sep-15	BlackRock Advisors (UK) Limited	on mkt sell	24.46 ord -114,477	-114,477
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.48 ord 3,229	3,229
18-Sep-15	BlackRock Advisors (UK) Limited	on mkt sell	24.46 ord -18,879	-18,879
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt sell	24.46 ord -58,306	-58,306
18-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt sell	24.46 ord -8,344	-8,344
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy	24.55 ord 71,600	71,600
18-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt sell	24.46 ord -12,308	-12,308
18-Sep-15	BlackRock Advisors (UK) Limited	on mkt buy	24.46 ord 43,996	43,996
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.46 ord 1,975	1,975
18-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt sell	24.46 ord -7,909	-7,909
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell	24.46 ord -1,851	-1,851
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.46 ord 2,080	2,080
18-Sep-15	BlackRock Advisors, LLC	on mkt buy	24.48 ord 4,805	4,805
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy	24.46 ord 6,376	6,376
18-Sep-15	BlackRock Financial Management, Inc.	on mkt buy	24.46 ord 18,065	18,065
18-Sep-15	BlackRock Advisors (UK) Limited	on mkt buy	24.46 ord 12,683	12,683
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy	24.46 ord 35,206	35,206

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
18-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt buy 24.48	ord 2,751	2,751
18-Sep-15	BlackRock Asset Management Canada Limited	on mkt sell 34.60	ADR 2:1 -7,733	-15,466
18-Sep-15	BlackRock Fund Advisors	in specie n/a	ADR 2:1 -4,067	-8,134
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.96	ADR 2:1 -9	-18
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy 34.75	ADR 2:1 10	20
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.65	ADR 2:1 -60	-120
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.16	ADR 2:1 -2	-4
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.86	ADR 2:1 -222	-444
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.97	ADR 2:1 -49	-98
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.97	ADR 2:1 -11	-22
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.97	ADR 2:1 -136	-272
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 34.61	ADR 2:1 -41	-82
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy 34.52	ADR 2:1 14	28
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.09	ADR 2:1 -51	-102
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.09	ADR 2:1 -2	-4
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.09	ADR 2:1 -2	-4
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -1	-2
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.11	ADR 2:1 -3	-6
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.11	ADR 2:1 -4	-8
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -12	-24
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.11	ADR 2:1 -13	-26
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -14	-28
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -13	-26
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -1	-2
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -11	-22
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -14	-28
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -17	-34
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy 34.89	ADR 2:1 10	20
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -26	-52
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy 34.89	ADR 2:1 9	18
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -109	-218
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell 35.10	ADR 2:1 -29	-58

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected	Person's votes affected	
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell	35.10	ADR 2:1	-70	-140
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.58	ADR 2:1	-7	-14
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell	35.10	ADR 2:1	-13	-26
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.89	ADR 2:1	95	190
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.80	ADR 2:1	-7	-14
18-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.57	ADR 2:1	-1	-2
18-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.84	ADR 2:1	2	4
18-Sep-15	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	400,304	400,304
21-Sep-15	BlackRock Advisors, LLC	on mkt sell	23.90	ord	-4,000	-4,000
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	3,169	3,169
21-Sep-15	BlackRock Fund Advisors	in specie	n/a	ord	-8,292	-8,292
21-Sep-15	BlackRock Fund Advisors	in specie	n/a	ord	30,006	30,006
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	32,647	32,647
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	22,238	22,238
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	2,241	2,241
21-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt sell	23.85	ord	-129,125	-129,125
21-Sep-15	BlackRock Fund Advisors	on mkt sell	23.85	ord	-1,170	-1,170
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	959	959
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	3,412	3,412
21-Sep-15	BlackRock Investment Management (Australia) Limited	on mkt buy	23.75	ord	162	162
21-Sep-15	BlackRock Advisors (UK) Limited	on mkt buy	23.90	ord	38,090	38,090
21-Sep-15	BlackRock Asset Management Canada Limited	on mkt buy	34.11	ADR 2:1	127	254
21-Sep-15	BlackRock Asset Management Canada Limited	in specie	n/a	ADR 2:1	-1,985	-3,970
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-36	-72
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-50	-100
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-7	-14
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-10	-20
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-7	-14
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-1	-2
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-1	-2
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-5	-10
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-6	-12
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-7	-14
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13	ADR 2:1	-2	-4

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-1 -2
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-4 -8
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-5 -10
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-4 -8
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-12 -24
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-7 -14
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-12 -24
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.10 ADR 2:1	-32 -64
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.25 ADR 2:1	-116 -232
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.22 ADR 2:1	-12 -24
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.25 ADR 2:1	-70 -140
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.25 ADR 2:1	-70 -140
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.25 ADR 2:1	-85 -170
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.18 ADR 2:1	10 20
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.15 ADR 2:1	-9 -18
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25 ADR 2:1	150 300
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25 ADR 2:1	150 300
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.39 ADR 2:1	3 6
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.24 ADR 2:1	20 40
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.38 ADR 2:1	21 42
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.14 ADR 2:1	25 50
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.14 ADR 2:1	25 50
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.13 ADR 2:1	-11 -22
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25 ADR 2:1	1 2
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25 ADR 2:1	3 6
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.35 ADR 2:1	54 108
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.11 ADR 2:1	-1 -2
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.09 ADR 2:1	-14 -28
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25 ADR 2:1	2 4
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.11 ADR 2:1	-14 -28
21-Sep-15	BlackRock Investment Management, LLC	on mkt sell	34.11 ADR 2:1	-6 -12

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected		Person's votes affected
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.12	ADR 2:1	17	34
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.35	ADR 2:1	71	142
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25	ADR 2:1	2	4
21-Sep-15	BlackRock Investment Management, LLC	on mkt buy	34.25	ADR 2:1	18	36
21-Sep-15	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	-400,304	-400,304
22-Sep-15	BlackRock Advisors, LLC	on mkt sell	23.89	ord	-7,900	-7,900
22-Sep-15	BlackRock Fund Advisors	in specie	n/a	ord	-8,292	-8,292
22-Sep-15	BlackRock Fund Advisors	on mkt buy	23.98	ord	8,041	8,041
22-Sep-15	BlackRock Institutional Trust Company, National Association	on mkt sell	23.86	ord	-131,788	-131,788
22-Sep-15	BlackRock Fund Advisors	on mkt buy	23.86	ord	24,758	24,758
22-Sep-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	-242,630	-242,630
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.67	ADR 2:1	-16	-32
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.75	ADR 2:1	-4	-8
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.67	ADR 2:1	8	16
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.84	ADR 2:1	-13	-26
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.73	ADR 2:1	46	92
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.99	ADR 2:1	31	62
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.98	ADR 2:1	46	92
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-3	-6
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	124	248
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-244	-488
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-1,020	-2,040
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-66	-132
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	66	132
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-5	-10
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	38	76
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-88	-176
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a	ADR 2:1	-194	-388
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.62	ADR 2:1	-16	-32
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.62	ADR 2:1	-4	-8
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.62	ADR 2:1	-96	-192
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.84	ADR 2:1	9	18
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.83	ADR 2:1	-9	-18

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	8 16
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	6 12
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	16 32
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	8 16
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	23 46
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	52 104
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	35 70
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	2 4
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.70 ADR 2:1	-11 -22
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.83 ADR 2:1	-2 -4
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.84 ADR 2:1	72 144
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.76 ADR 2:1	1 2
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.82 ADR 2:1	-1 -2
22-Sep-15	BlackRock Investment Management, LLC	on mkt sell	32.82 ADR 2:1	-1 -2
22-Sep-15	BlackRock Investment Management, LLC	on mkt buy	32.63 ADR 2:1	700 1,400
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a ADR 2:1	-242 -484
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a ADR 2:1	-604 -1,208
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a ADR 2:1	340 680
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a ADR 2:1	-307 -614
22-Sep-15	BlackRock Investment Management, LLC	in specie	n/a ADR 2:1	-88 -176

Annexure B

This is Annexure B of 1 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

24-Sep-15
Date

Kayla McGrory,
Authorised Signatory

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock Advisors (UK) Ltd.	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1 Canada
BlackRock Asset Management Deutschland AG	Max-Joseph-Straße 6 D-80333 Munich, Germany
BlackRock Asset Management North Asia Limited	16/F, Cheung Kong Center No. 2 Queen's Road Central Hong Kong
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105 United States
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)
BlackRock Investment Management (UK) Ltd	12 Throgmorton Avenue London EC2N 2DL United Kingdom
BlackRock Investment Management, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States

This is Annexure C of 1 page referred to in form 605 Notice of ceasing to be a substantial shareholder

Kayla McGrory, Authorised Signatory Date 24-Sep-15

Type of agreement:	Global Master Securities Lending Agreement
Parties to agreement:	Party A - Citigroup Global Markets Limited Party B - HSBC Institutional Trust Services (Asia) Limited
Transfer date:	Refer to Annexure A (transactions identified as collateral transfers)
Holder of voting rights:	BlackRock Asset Management North Asia Limited (as investment manager for the funds)
Are there any restrictions on voting rights? If yes, detail	Yes. Unless otherwise agreed between the parties, the Registered Owner will not exercise any voting rights.
Scheduled return date (if any):	Not applicable.
Does the borrower have the right to return early? If yes, detail	Yes. Upon an Event of Default under the GMSLA, the GMSLA provides, broadly, that both parties payment and delivery obligations will be accelerated and replaced with an obligation of one party to pay a single cash sum to the other determined in accordance with the provisions of the GMSLA (as modified by the Annex). The GMSLA provides that the parties' right to terminate the Agreement upon notice will not affect the parties' existing obligations in respect of any outstanding loans of securities. The Annex amended and restricted the Borrower's termination rights – i.e. Borrower may not have the right to terminate and return the borrowed securities - as the Borrower was to borrow the securities issued by it (or its sister company) to provide protection against the insolvency of the issuer and so usual rights of termination in a GMSLA were restricted. Subject to the terms of the relevant Loan, the Borrower, may early terminate a Loan and return Equivalent Securities at any time provided that it "shall cease to have such entitlement if an Act of Insolvency with respect to any Security Issuer or any of the Borrower's or any Security Issuer's affiliates has occurred, or any such person takes any steps preparatory to any of the matters which would constitute an Act of Insolvency
Does the lender have the right to recall early? If yes, detail	Yes, at notice.
Will the securities be returned on settlement? If yes, detail any exceptions	Yes.

A copy of this agreement will be provided to BHP BILLITON LTD or the Australian Securities and Investments Commission upon request.