



NEWS RELEASE

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FINAL RESULTS OF BHP BILLITON BOND REPURCHASE PLAN

BHP Billiton announced today the final results of its bond repurchase plan that was launched on 21 February 2017.

BHP Billiton has used its strong cash position to fund its US\$2.5 billion bond repurchase plan, including the previously announced planned redemption of its US\$500,000,000 2.050% senior notes due 2018. Early repayment of these bonds has extended BHP Billiton's average debt maturity profile and enhanced BHP Billiton's capital structure.

Maximum Tender Offers

BHP Billiton Finance (USA) Limited (**Company**), a wholly-owned subsidiary of BHP Billiton Limited, today announced the expiration of its previously announced tender offers for its US\$1,250,000,000 3.250% senior notes due 2021 (**2021 Notes**), its US\$1,000,000,000 2.875% senior notes due 2022 (**2022 Notes**) and its US\$1,500,000,000 3.850% senior notes due 2023 (**2023 Notes**, and together with the 2021 Notes and the 2022 Notes, the **Notes**) (**Maximum Tender Offers**).

The Maximum Tender Offers were made pursuant to the terms and conditions set forth in the offer to purchase, dated 21 February 2017 (**Offer to Purchase**), and the related letter of transmittal and notice of guaranteed delivery (**Tender Offer Documents**). Terms not defined in this announcement have the meanings given to them in the Tender Offer Documents.

The Maximum Tender Offers expired at 11:59 p.m., New York City time, on 20 March 2017 (**Expiration Date**). As announced on 7 March 2017, the Maximum Tender Offer Cap of US\$893,918,713.32 had been reached as of the Early Tender Date of 6 March 2017.

Redemption

The Company also announced the redemption price that the Company will pay to redeem in full the US\$500 million principal amount outstanding of its 2.050% senior notes due 2018 (**2018 Notes**) in accordance with the terms of the 2018 Notes and the Indenture, between (among others) the Company and The Bank of New York Mellon, as trustee, under which the 2018 Notes were issued.

The 2018 Notes will be redeemed on 23 March 2017 (**Redemption Date**) at a “make-whole” redemption price equal to US\$1,020.28 per US\$1,000 principal amount of 2018 Notes, which includes accrued and unpaid interest of US\$9.85.

On and after the Redemption Date, the 2018 Notes will no longer be deemed outstanding, interest on the 2018 Notes will cease to accrue, and all rights of the holders of the 2018 Notes will terminate, except for the right to receive such redemption payment upon surrender of the 2018 Notes.

The 2018 Notes have the following CUSIP/ISIN designations: CUSIP No. 055451AT5, ISIN No. US055451AT54.

Final Results of Bond Repurchase Plan

With the completion of the recently announced Any and All Offer and the Maximum Tender Offers and, upon the redemption of the 2018 Notes, the Company will have repurchased an aggregate principal amount of US\$2,340,050,000 of several series of its outstanding notes, as set out in the table below

Title of Security	CUSIP/ISIN Number	Principal Amount Purchased
6.500% senior notes due 2019	055451AH1/ US055451AH17	US\$979,966,000
3.250% senior notes due 2021	055451AL2/ US055451AL29	US\$720,022,000
2.875% senior notes due 2022	055451AQ1/ US055451AQ16	US\$140,062,000
3.850% senior notes due 2023	055451AU2/ US055451AU28	US\$0
2.050% senior notes due 2018	055451AT5/ US055451AT54	US\$500,000,000

Legal Notices

This announcement is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities.

None of the Company, the Guarantors, the Dealer Managers or their affiliates, the Tender and Information Agent, the Notes trustee or any of their respective affiliates made any recommendation, or expressed an opinion, as to whether or not Holders should tender their Notes, or refrain from doing so, pursuant to the Maximum Tender Offers.

The Company has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Maximum Tender Offers, and it is unlawful and may be a criminal offense to make any representation to the contrary.

United Kingdom. The communication of the Offer to Purchase and any other documents or materials relating to the Maximum Tender Offers were not being made by, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, the Offer to Purchase and such documents and/or materials were not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of the Offer to Purchase and such documents and/or materials as a financial promotion was only being directed at and made to (i) persons who are outside the United Kingdom, (ii) investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (**Financial Promotion Order**)), (iii) high net worth entities and other parties falling within Article 49(2)(a) to (d) of the Financial Promotion Order, or (iv) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as **Relevant Persons**) and the transactions contemplated herein were available only to, and engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act on or rely on the Offer to Purchase or any of its contents.

Australia. No prospectus or other disclosure document (as defined in the *Corporations Act 2001* (Cth) (**Corporations Act**)) in relation to the Tender Offers has been or will be lodged with the Australian Securities and Investments Commission (**ASIC**) or any other regulatory authority in Australia and the Offer to Purchase does not comply with Division 5A of Part 7.9 of the Corporations Act. If you are a resident of Australia, you have been sent the Offer to Purchase on the basis that you are a wholesale client for the purposes of Section 761G of the Corporations Act or otherwise a person to whom disclosure is not required under Part 6D.2 or Chapter 7 of the Corporations Act.

Further information on BHP Billiton can be found at: bhpbilliton.com

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