

NEWS RELEASE

Release Time IMMEDIATE
Date 22 September 2017
Release Number 31/17

Final Results of BHP's US Tender Offers

BHP announced today the final results of its US Tender Offers which formed part of a global multi-currency bond repurchase plan launched on 21 August 2017.

BHP has used its strong cash position to fund the US\$2.9 billion global multi-currency bond repurchase plan. In total, BHP spent US\$1.9 billion repurchasing Euro and GBP bonds and US\$1.0 billion repurchasing US bonds. Early repayment of these bonds has extended BHP's average debt maturity profile and enhanced BHP's capital structure.

US Tender Offers

BHP Billiton Finance (USA) Limited (the **Company**), a wholly-owned subsidiary of BHP Billiton Limited, today announced the expiration of its previously announced tender offers for an aggregate purchase price (excluding accrued and unpaid interest) of up to US\$1,000,000,000 (the **Offer Cap**) of its US\$529,978,000 3.250% Senior Notes due 2021 (the **2021 Notes**), its US\$859,938,000 2.875% Senior Notes due 2022 (the **2022 Notes**) and its US\$1,500,000,000 3.850% Senior Notes due 2023 (the **2023 Notes**, and together with the 2021 Notes and the 2022 Notes, the **Notes**) (the **Tender Offers**).

The Tender Offers were made pursuant to the terms and conditions set forth in the offer to purchase dated 21 August 2017 (the **Offer to Purchase**). Terms not defined in this announcement have the meanings given to them in the Offer to Purchase.

The Tender Offers expired at 11:59 p.m., New York City time, on 21 September 2017. As announced on 8 September 2017, the Offer Cap of US\$1,000,000,000 had been reached as of the Early Tender Date of 7 September 2017.

With the completion of the Tender Offers, the Company will have repurchased an aggregate principal amount of US\$923,532,000 of several series of its outstanding notes, as set out in the table below:

Title of Security	CUSIP/ISIN Number	Principal amount purchased	Principal amount outstanding after purchase
3.850% Senior Notes due 2023	055451AU2/ US055451AU28	US\$765,587,000	US\$734,413,000
2.875% Senior Notes due 2022	055451AQ1/ US055451AQ16	US\$157,945,000	US\$701,993,000
3.250% Senior Notes due 2021	055451AL2/ US055451AL29	US\$0	US\$529,978,000

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, their respective boards of directors, the Tender and Information Agent, the Notes trustee or any of their respective affiliates makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Notes, or refrain from doing so, pursuant to the 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 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 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 (the **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 to be 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.

Further information on BHP can be found at: **bhp.com**

Media Relations

Email: media.relations@bhpbilliton.com

Australia and Asia

Ben Pratt
Tel: +61 3 9609 3672 Mobile: +61 419 968 734

Fiona Hadley
Tel: +61 3 9609 2211 Mobile: +61 427 777 908

United Kingdom and South Africa

Neil Burrows
Tel: +44 20 7802 7484 Mobile: +44 7786 661 683

North America

Bronwyn Wilkinson
Mobile: +1 604 340 8753

Judy Dane
Tel: +1 713 961 8283 Mobile: +1 713 299 5342

Investor Relations

Email: investor.relations@bhpbilliton.com

Australia and Asia

Tara Dines
Tel: +61 3 9609 2222 Mobile: +61 499 249 005

Andrew Gunn
Tel: +61 3 9609 3575 Mobile: +61 402 087 354

United Kingdom and South Africa

Rob Clifford
Tel: +44 20 7802 4131 Mobile: +44 7788 308 844

Elisa Morniroli
Tel: +44 20 7802 7611 Mobile: +44 7825 926 646

Americas

James Wear
Tel: +1 713 993 3737 Mobile: +1 347 882 3011

BHP Billiton Limited ABN 49 004 028 077
LEI WZE1WSENV6JSZFK0JC28
Registered in Australia
Registered Office: Level 18, 171 Collins Street
Melbourne Victoria 3000 Australia
Tel +61 1300 55 4757 Fax +61 3 9609 3015

BHP Billiton Plc Registration number 3196209
LEI 549300C116EOWV835768
Registered in England and Wales
Registered Office: Nova South, 160 Victoria Street
London SW1E 5LB United Kingdom
Tel +44 20 7802 4000 Fax +44 20 7802 4111

Members of the BHP Group which is
headquartered in Australia



Follow us on social media