

Final Terms dated 21 September 2012

BHP BILLITON FINANCE LIMITED

Issue of £750,000,000 3.25 per cent. Notes due 25 September 2024

under the

€20,000,000,000

Euro Medium Term Note Programme

Guaranteed by BHP Billiton Limited

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 20 October 2011, as supplemented by the Supplemental Prospectus dated 23 May 2012 and the Supplemental Prospectus dated 19 September 2012, which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the “Prospectus Directive”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Prospectus and the Supplemental Prospectuses. The Prospectus and the Supplemental Prospectuses are available for viewing on the website of the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and copies may be obtained from the registered office of the Issuer and the Guarantor at Level 25, BHP Billiton Centre, 180 Lonsdale Street, Melbourne, Victoria 3000, Australia.

1	(i) Issuer:	BHP Billiton Finance Limited
	(ii) Guarantor:	BHP Billiton Limited
2	(i) Series Number:	11
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Pounds sterling (“£”)
4	Aggregate Nominal Amount:	
	(i) Series:	£750,000,000
	(ii) Tranche:	£750,000,000
5	Issue Price:	99.930 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000.
	(ii) Calculation Amount:	£1,000

7	Issue Date:	25 September 2012
8	Maturity Date:	25 September 2024
9	Interest Basis:	3.25 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee obtained:	The issue of the Notes was authorised pursuant to resolutions of the Board of Directors of the Issuer dated 18 September 2012. The Guarantee was authorised pursuant to resolutions of the Board of Directors of the Guarantor dated 15, 16 and 22 August 2012 and resolutions of a Finance Committee of the Board of Directors of the Guarantor dated 14 September 2012.
14	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	3.25 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	25 September in each year, commencing on 25 September 2013 and ending on (and including) the Maturity Date.
	(iii) Fixed Coupon Amount(s):	£32.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(k)):	Actual/Actual (ICMA)
	(vi) Determination Date(s) (Condition 5(k)):	Each Interest Payment Date
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable

17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Final Redemption Amount	£1,000 per Calculation Amount
23	Early Redemption Amount	
	(i) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10) and/or the method of calculating the same (if required or if different from that set out in the Conditions):	£1,000 per Calculation Amount
	(ii) Redemption for taxation reasons permitted only on Interest Payment Dates (Condition 6(c)):	No. Redemption permitted at any time in accordance with Condition 6(c).
	(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 7(f)):	No

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24	Form of Notes:	Bearer Notes
	(i) Temporary or Permanent Global Note:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in paragraph (d) under “Exchange” in the Permanent Global Note
	(ii) Applicable TEFRA exemption:	D Rules
	(iii) New Global Note:	No
25	Additional Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates:	Not Applicable
26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

27	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28	Details relating to Instalment Notes:	Not Applicable
29	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	The provisions in Condition 15 apply
31	Other final terms:	Not Applicable

DISTRIBUTION

32	(i) If syndicated, names of Managers:	<u>Joint Lead Managers</u> J.P. Morgan Securities plc Lloyds TSB Bank plc UBS Limited Banco Santander, S.A. <u>Co-Managers</u> Australia and New Zealand Banking Group Limited Banca IMI S.p.A. Commonwealth Bank of Australia SMBC Nikko Capital Markets Limited Standard Chartered Bank
	(ii) Date of Subscription Agreement:	21 September 2012
	(iii) Stabilising Manager(s) (if any):	Not Applicable
33	If non-syndicated, name of Dealer:	Not Applicable
34	Additional selling restrictions:	Not Applicable
35	Australia Public Offer Test:	It is the Issuer's intention that the Notes will be issued in a manner which will seek to satisfy the Public Offer Test

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's Regulated Market of the Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note Programme of BHP Billiton Finance Limited and BHP Billiton Finance Plc.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised
BHP Billiton Finance Limited

By:

Duly authorised
BHP Billiton Finance Limited

Signed on behalf of the Guarantor:

By:

Duly authorised
BHP Billiton Limited

By:

Duly authorised
BHP Billiton Limited

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: £3,650 (excluding VAT)

2 RATINGS

- Ratings: The Notes to be issued have been rated:
- A1 (stable) by Moody's Investors Service Pty Ltd
A+ (stable) by Standard & Poor's (Australia) Pty Ltd
- Moody's Investors Service Pty Ltd is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). The ratings are expected to be endorsed by Moody's Investors Service Ltd in accordance with the CRA Regulation. Moody's Investors Service Ltd is established in the European Union and registered under the CRA Regulation.
- Standard & Poor's (Australia) Pty Ltd is not established in the European Union and has not applied for registration under the CRA Regulation. The ratings are expected to be endorsed by Standard & Poor's Credit Market Services Europe Limited in accordance with the CRA Regulation. Standard & Poor's Credit Market Services Europe Limited is established in the European Union and registered under the CRA Regulation.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

5 YIELD

Indication of yield: 3.257 per cent. (annual)

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 PERFORMANCE OF INDEX/FORMULA AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7 PERFORMANCE OF RATES OF EXCHANGE

Not Applicable

8 OPERATIONAL INFORMATION

- (i) ISIN Code: XS0834399635
- (ii) Common Code: 083439963
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme (together with the address of each such clearing system) and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No