

Final Terms dated 26 April 2013

BHP BILLITON FINANCE LIMITED

Issue of €750,000,000 3.125 per cent. Notes due 29 April 2033

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 9 November 2012 (the "Prospectus"), as supplemented by the supplement dated 19 April 2013, which together constitute a base prospectus for the purposes of the Prospectus Directive (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 BHP Billiton Finance Limited (the "Issuer") and BHP Billiton Limited (the "Guarantor") and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplement have been published 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 during normal business hours 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:	13
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3	Specified Currency:	Euro ("€")
4	Aggregate Nominal Amount:	
	(i) Series:	€750,000,000
	(ii) Tranche:	€750,000,000
5	Issue Price:	98.543 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denomination(s):	€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	(i)	Issue Date:	30 April 2013
	(ii)	Interest Commencement Date (if different from the Issue Date):	Not Applicable
8		Maturity Date:	29 April 2033
9		Interest Basis:	3.125 per cent. per annum Fixed Rate
10		Redemption/Payment Basis:	Redemption at par
11		Change of Interest or Redemption/Payment Basis:	Not Applicable
12		Put/Call Options:	Not Applicable
13		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 26 March 2013. The Guarantee was authorised pursuant to resolutions of the Board of Directors dated 20-21 March 2013 and a resolution of the Finance Committee of the Guarantor dated 22 March 2013.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14		Fixed Rate Note Provisions	Applicable
	(i)	Rate(s) of Interest:	3.125 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	29 April in each year, commencing on 29 April 2014 (the "First Interest Payment Date") up to and including the Maturity Date. There will be a short first coupon in respect of the period from (and including) the Interest Commencement Date to (but excluding) the First Interest Payment Date.
	(iii)	Fixed Coupon Amount(s):	€31.25 per Calculation Amount
	(iv)	Broken Amount(s):	€31.16 per Calculation Amount will be payable on the First Interest Payment Date
	(v)	Day Count Fraction (Condition 5(i)):	Actual/Actual (ICMA)
	(vi)	Determination Date(s) (Condition 5(i)):	29 April in each year
15		Floating Rate Note Provisions	Not Applicable

16 Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

17 Call Option Not Applicable

18 Put Option Not Applicable

19 Final Redemption Amount €1,000 per Calculation Amount

20 Early Redemption Amount

(i) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10): €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

21 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

22 Additional Financial Centre(s) (Condition 7(h)): Not Applicable

23 Talons for future Coupons to be attached to Definitive Notes: No

Signed on behalf of the Issuer:

By: _____

Duly authorised
BHP Billiton Finance Limited

Signed on behalf of the Guarantor:

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 listed on the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's Regulated Market 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 assigned the following ratings:
- A+ by Standard & Poor's (Australia) Pty Ltd
A1 by Moody's Investors Service Pty Limited

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. The managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 YIELD (Fixed Rate Notes only)

- Indication of yield: 3.225 per cent. (annual)

5 OPERATIONAL INFORMATION

- (i) ISIN Code: XS0924998809
- (ii) Common Code: 092499880
- (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) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6 THIRD PARTY INFORMATION

Not Applicable