



## Pricing Supplement

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Series No.: 2

Tranche No.: 1

**BHP Billiton Finance Limited (ABN 82 008 519 319)**  
**A\$5,000,000,000**  
**Medium Term Note Programme**

Issue of  
**A\$1,000,000,000**

**Fixed Rate Notes due 30 March 2020**

**Unconditionally and irrevocably guaranteed by**  
**BHP Billiton Limited**

The date of this Pricing Supplement is 26 March 2015.

This Pricing Supplement (as referred to in the Information Memorandum dated 19 March 2015 in relation to the above Programme) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with the Note Deed Poll dated 11 October 1999 as amended and/or restated from time to time made by BHP Billiton Finance Limited, BHP Billiton Finance B.V., BHP Billiton Limited and BHP Billiton plc.

For the purposes of this Tranche, the definition of "Agency and Registry Services Agreement" in the Terms and Conditions is replaced with "Registrar and Paying Agent Services Agreement means the registrar and paying agent services agreement dated 26 March 2015 between the Australian Issuer, the European Issuer and Computershare Investor Services Pty Limited" and all other references to the "Agency and Registry Services Agreement" in the Terms and Conditions is to be read as a reference to the "Registrar and Paying Agent Services Agreement".

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

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1	<b>Issuer</b>	BHP Billiton Finance Limited
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2	<b>Guarantor</b>	BHP Billiton Limited
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3	<b>Type of Issue</b>	Non-Private Placement
4	<b>Public Offer Test Compliant</b>	It is the Issuer's intention that this issue of Notes will be issued in a manner which will seek to satisfy the Public Offer Test.
5	<b>IWT Notice</b>	The Tax gross-up in respect of the Commonwealth of Australia specified in Condition 8.6 of the Notes is applicable to this Tranche with effect from the Issue Date.
6	<b>Relevant Dealer(s)</b>	National Australia Bank Limited (ABN 12 004 044 937) Westpac Banking Corporation (ABN 33 007 457 141) Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) Commonwealth Bank of Australia (ABN 48 123 123 124)
7	<b>Lead Manager(s)</b>	National Australia Bank Limited (ABN 12 004 044 937) Westpac Banking Corporation (ABN 33 007 457 141)
8	<b>Registrar</b>	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
9	<b>Calculation Agent</b>	N/A
10	<b>Issuing and Paying Agent (Australia)</b>	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
11	<b>Issuing and Paying Agent (Offshore)</b>	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
12	<b>If to form a single Series with an existing Series, specify date on which all Notes of the Series become fungible, if not the Issue Date</b>	N/A
13	<b>Aggregate Principal Amount of Tranche</b>	A\$1,000,000,000



14	<b>If interchangeable with existing Series</b>	N/A
15	<b>Issue Date</b>	30 March 2015
16	<b>Purchase Price</b>	99.311%
17	<b>Denomination(s)</b>	A\$10,000, subject to a minimum consideration: (i) within Australia, of A\$500,000 or the offer otherwise does not require disclosure to investors in accordance with Parts 6D.2 or Part 7 of the <i>Corporations Act 2001</i> (Cth); and (ii) outside of Australia, A\$150,000, in each case, subject to the Selling Restrictions set out in the Information Memorandum.
18	<b>Type of Notes</b>	Fixed Rate Notes
19	<b>If interest-bearing, specify which of Conditions 5.2 (fixed rate), 5.3 (floating rate) or 5.4 (other rates) is applicable, and then specify the matters required for the relevant Condition, namely</b>	Condition 5.2 (fixed rate)



20	<b>Condition 5.2 for Fixed Rate Notes</b>	Applicable
	<b>(a) Fixed Coupon Amount</b>	A\$150.00 per A\$10,000 note
	<b>(b) Interest Rate(s)</b>	3.00% p.a. paid semi-annually in arrears
	<b>(c) Interest Commencement Date, if no Issue Date</b>	Issue date
	<b>(d) Interest Payment Dates</b>	Semi-annually on 30 March and 30 September of each year up to and including, the Maturity Date, in each case subject to adjustment in accordance with the Following Business Day convention with the first coupon payable on 30 September 2015
	<b>(e) Day Count Fraction</b>	RBA Bond Basis (defined as Australian Bond Basis in the Note Deed Poll)
	<b>(f) Initial Broken Amount</b>	N/A
	<b>(g) Final Broken Amount</b>	N/A
21	<b>Condition 5.3 for Floating Rate Notes</b>	N/A
22	<b>Condition 5.4 for other rates</b>	N/A
23	<b>Accrual of interest</b>	Specify any change to Condition 5.5(d) regarding accrual of interest: None
24	<b>Overdue Rate</b>	N/A
25	<b>Amortisation Yield</b>	N/A
26	<b>Maturity Date</b>	30 March 2020
27	<b>Maturity Redemption Amount</b>	Redemption at par



28 **Early Redemption Amount  
(Call)**

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(a) **Specify if Condition  
6.4 is applicable** N/A

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(b) **Specify minimum  
notice period for the  
exercise of the call  
option** N/A

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(c) **Specify maximum  
notice period for the  
exercise of the call  
option** N/A

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(d) **Specify any relevant  
conditions to exercise  
of option** N/A

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(e) **Specify whether  
redemption at Issuer's  
option is permitted in  
respect of some only  
of the Notes and, if so,  
any minimum  
aggregate principal  
amount and the  
means by which Notes  
will be selected for  
redemption** N/A

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(f) **Specify if Noteholders  
are not to receive  
accrued interest on  
early redemption at  
their option** N/A

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29 **Early Redemption Amount  
(Put)**

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(a) **Specify if Condition  
6.5 is applicable** N/A

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(b) **Specify minimum  
notice period for  
exercise of put option** N/A

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	<b>(c) Specify any relevant conditions to exercise of option</b>	N/A
	<b>(d) Specify if Noteholders are not to receive accrued interest on early redemption at Issuer's option</b>	N/A
30	<b>Early Redemption Amount (Tax)</b>	
	<b>(a) If Early Redemption Amount (Tax) is not the outstanding principal amount together with accrued interest (if any) thereon of the Notes, insert amount or full calculation provisions</b>	Early Redemption Amount (Tax) is the Outstanding Principal Amount together with interest accrued (if any) thereon.
	<b>(b) Specify if Noteholders are not to receive accrued interest on early redemption for tax reasons</b>	N/A
31	<b>Early Redemption Amount (Default)</b>	
	<b>(a) If Early Redemption Amount (Default) is not the outstanding principal amount of the Notes, insert amount or full calculation provisions</b>	N/A
	<b>(b) Specify if Note Holders are not to receive accrued interest on early redemption on default</b>	N/A
32	<b>Redemption of Zero Coupon</b>	N/A



<b>Notes</b>		
33	<b>Taxation</b>	Specify the additional circumstances in which an exception to the gross up obligation are to apply pursuant to Condition 8.6: None
34	<b>Other relevant terms and conditions</b>	Specify any Conditions to be altered, varied, deleted otherwise than as provided above and also any additional Conditions to be included: None
35	<b>ISIN</b>	AU3CB0228500
36	<b>Common Code</b>	120888382
37	<b>Common Depositary</b>	N/A
38	<b>Any Clearing System other than Euroclear/Clearstream, Luxembourg/Austraclear</b>	N/A
39	<b>U.S. selling restrictions</b>	TEFRA not applicable
40	<b>Other selling restrictions</b>	Specify any variation to the selling restrictions: None
41	<b>Listing</b>	N/A
42	<b>Events of Default</b>	Specify any additional (or modifications to) Events of Default: None
43	<b>Additional or alternate newspapers</b>	Specify any additional or alternate newspapers for the purposes of Condition 11.2(b): None

**CONFIRMED**

For and on behalf of  
**BHP Billiton Finance Limited**

By   
Attorney/Authorised Officer

Date: 26 March 2015