

Final Terms dated 24 April 2015

**BHP BILLITON FINANCE LIMITED**

Issue of €750,000,000 1.500 per cent Notes due 29 April 2030

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 14 November 2014 (the "Prospectus") and the supplement to it dated 22 April 2015 which together constitute a base prospectus for the purposes of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (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 [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](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 16, 171 Collins Street, Melbourne, Victoria 3000, Australia.

<b>1</b>	(i)	Issuer:	BHP Billiton Finance Limited
	(ii)	Guarantor:	BHP Billiton Limited
<b>2</b>	(i)	Series Number:	17
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
<b>3</b>		Specified Currency:	Euro ("€")
<b>4</b>		Aggregate Nominal Amount:	€750,000,000
	(i)	Series:	€750,000,000
	(ii)	Tranche:	€750,000,000
<b>5</b>		Issue Price:	99.973 per cent of the Aggregate Nominal Amount

<b>6</b>	(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
<b>7</b>	(i)	Issue Date:	28 April 2015
	(ii)	Interest Commencement Date (if different from the Issue Date):	Issue Date
<b>8</b>		Maturity Date:	29 April 2030
<b>9</b>		Interest Basis:	1.500 per cent per annum Fixed Rate
<b>10</b>		Redemption/Payment Basis:	Redemption at par
<b>11</b>		Change of Interest or Redemption/Payment Basis:	Not Applicable
<b>12</b>		Put/Call Options:	Call Option
<b>13</b>		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 17 March 2015. The Guarantee was authorised pursuant to resolutions of the Board of Directors dated 13 August 2014 and 19 August 2014.

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14</b>		<b>Fixed Rate Note Provisions</b>	Applicable
	(i)	Rate(s) of Interest:	1.500 per cent per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	29 April in each year from and including 29 April 2016, up to and including the Maturity Date.
	(iii)	Fixed Coupon Amount(s):	€15.00 per Calculation Amount
	(iv)	Broken Amount(s):	€15.04 per Calculation Amount, payable on the Interest Payment Date falling on 29 April 2016 (long first coupon)
	(v)	Day Count Fraction (Condition 5(i)):	Actual / Actual (ICMA)
	(vi)	Determination Date(s) (Condition 5(i)):	29 April in each year
<b>15</b>		<b>Floating Rate Note Provisions</b>	Not Applicable

**16 Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

**17 Call Option** Applicable

(i) Optional Redemption Date(s): Any date from and including 14 May 2015 to but excluding 29 April 2030

(ii) Optional Redemption Amount(s): €1,000 per Calculation Amount in the case of the Optional Redemption Dates falling in the period from and including 29 January 2030 to but excluding 29 April 2030. Otherwise, Make Whole Redemption Price.

(iii) If redeemable in part:

(a) Minimum nominal amount to be redeemed: Not Applicable

(b) Maximum nominal amount to be redeemed: 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

(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 7(f)): No

**21 Make Whole Redemption Price** Make Whole Redemption Amount

(i) Redemption Margin: 0.20 per cent

(ii) Reference Bond: DBR 4.750 per cent July 2028

(iii) Quotation Time: 11:00 hour, Brussels time

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

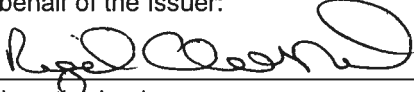
**22 Form of Notes** Bearer Notes/Exchangeable Bearer

**Notes/Registered 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  |
| <b>23</b> | Additional Financial Centre(s) (Condition 7(h)):              | Not Applicable  |
| <b>24</b> | 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

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be assigned the following ratings:
- A+ (CreditWatch negative) by Standard & Poor's (Australia) Pty. Ltd.  
A1 (stable) 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: 1.502 per cent.

### 5 OPERATIONAL INFORMATION

- (i) ISIN Code: XS1224955408
- (ii) Common Code: 122495540
- (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