

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
BHP Billiton Limited ( <b>Company</b> )	49 004 028 077

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Selective buy-back on equal access buy-back conditions (as modified by ASIC)
2	+Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the +class on issue	3,211,691,105
6	Whether shareholder/unitholder approval is required for buy-back	No. An ASIC modification has been obtained pursuant to section 257D(4) of the <i>Corporations Act 2001</i> (Cth).
7	Reason for buy-back	As part of the Company's shareholder return program.

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| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid) | See the ASX announcement entitled "BHP announces US\$10.4 billion shareholder return program" dated 1 November 2018.<br><br>Further information will be provided in a buy-back booklet that is expected to be lodged with ASX and available on the Company's website ( <a href="http://www.bhp.com">www.bhp.com</a> ) on or around 8 November 2018. The buy-back booklet will also be despatched to eligible shareholders on request from 15 November 2018. |
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### On-market buy-back

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|----|---|-----|
| 9  | Name of broker who will act on the company's behalf   | N/A |
| 10 | Deleted 30/9/2001.  |     |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number<br><br>Note: This requires a figure to be included, not a percentage.                                       | N/A |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | N/A |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions  | N/A |

### Employee share scheme buy-back

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|----|---|-----|
| 14 | Number of shares proposed to be bought back | N/A |
| 15 | Price to be offered for shares              | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

**Selective buy-back**

16	Name of person or description of class of person whose shares are proposed to be bought back	N/A
17	Number of shares proposed to be bought back	N/A
18	Price to be offered for shares	N/A

**Equal access scheme**

19	Percentage of shares proposed to be bought back	<p>The percentage of shares to be bought back is not presently known and will depend on the final buy-back price and the amount determined by the Company to be bought back.</p> <p>The Company is targeting a buy-back of US\$5.2 billion (A\$7.3 billion, at the transacted rate) of shares in the Company. The Company may, at its discretion, vary the size of the buy-back subject to certain legal restrictions. The Company also retains the discretion to repurchase a lesser amount of shares than indicated or no shares at all.</p> <p>If the Company increases the size of the buy-back, it will only do so insofar as not to exceed 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the Company.</p>
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| 20 Total number of shares proposed to be bought back if all offers are accepted                       | <p>The total number of shares to be bought back is not presently known and will depend on the final buy-back price and the amount determined by the Company to be bought back.</p> <p>The Company is targeting a buy-back of US\$5.2 billion (A\$7.3 billion, at the transacted rate) of shares in the Company. The Company may, at its discretion, vary the size of the buy-back subject to certain legal restrictions. The Company also retains the discretion to repurchase a lesser amount of shares than indicated or no shares at all.</p> <p>If the Company increases the size of the buy-back, it will only do so insofar as not to exceed 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the Company.</p> |
| 21 Price to be offered for shares   | <p>The price will be determined by a tender process, as detailed in the ASX announcement entitled “BHP announces US\$10.4 billion shareholder return program” dated 1 November 2018 and outlined in a buy-back booklet that is expected to be lodged with ASX on or around 8 November 2018.</p>   |
| 22 <sup>+</sup> Record date for participation in offer<br><br>Cross reference: Appendix 7A, clause 9. | 7 November 2018.  |

## Compliance statement

1. The Company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust’s constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: ..... Date: 1 November 2018

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<sup>+</sup> See chapter 19 for defined terms.

(Company Secretary)

Print name: RACHEL AGNEW

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