

# Shareplus 2014 Participant Guide

As an employee, you contribute  
to BHP Billiton every day.  
Shareplus enables you to share  
in the growth we create.



**shareplus**  
the all employee share plan



# Contents

|  |    |
|--|----|
| Introducing Shareplus .....                                      | 3  |
| A Shareplus Example .....  | 6  |
| 2014 Minimum and Maximum Annual Contribution Limits .....        | 8  |
| Enrolling in Shareplus 2014 .....                                | 10 |
| Amending your re-enrolment (for 2013 Plan Participants) .....    | 12 |
| Withdrawing your re-enrolment (for 2013 Plan Participants) ..... | 14 |
| Questions & Answers .....  | 16 |
| Participation .....  | 17 |
| Joining the plan .....   | 18 |
| Contributing .....   | 19 |
| Withdrawal .....   | 22 |
| Purchasing shares .....  | 23 |
| Plans and stock exchanges .....                                  | 24 |
| Acquired Shares .....  | 26 |
| Holding Period .....   | 28 |
| Matched Shares .....   | 29 |
| Relocating employees .....                                       | 30 |
| Temporary leave .....  | 32 |
| Leaving .....  | 33 |
| Information for Leavers .....                                    | 34 |
| Cash plan .....  | 36 |
| Being a Shareholder .....  | 37 |
| Contact Details .....  | 38 |
| Financial Services Guide .....                                   | 39 |
| Terms & Conditions of Shareplus Shares .....                     | 40 |



# Introducing Shareplus

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the all employee share plan

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resourcing the future



## Introducing Shareplus

### Share in our growth

Shareplus is an all employee share plan, which gives employees the opportunity to share in BHP Billiton's success.

Shareplus allows employees to contribute funds that will be used to purchase BHP Billiton shares and, subject to certain conditions, to receive a one for one match from BHP Billiton at the end of a specified Holding Period. There are no performance hurdles attached to receiving the shares except continued employment.

Shareplus is specifically designed to offer similar benefits to all employees regardless of role, location or business.

### Shareplus Cash Plan

In countries where it is not feasible to offer a share plan, the Shareplus cash plan offers employees similar benefits by the way of 'cash units'. The Shareplus 2014 cash plan will apply for employees in Colombia, Mozambique and South Korea.

**For participants in the cash plan, the information in this guide related to shares also relates to cash units unless specified otherwise. A specific Q&A for the cash plan can also be found later in this guide.**

### What are the objectives of Shareplus?

By offering this plan we are:

- giving employees, both full and part time, the opportunity to share in the success of BHP Billiton
- helping to create alignment among employees by offering a common benefit across the globe

### What's in it for me?

The plan provides an easy opportunity to invest in shares (or cash units) and receive a generous match from BHP Billiton. Whatever stage you have reached in your career with BHP Billiton and however much you choose to invest (up to the maximum annual limit), the plan will complement your existing reward package.

Participants in the share plan become a BHP Billiton shareholder. The value of the units under the cash plan is linked to BHP Billiton's share price.

Having a share in our global success is intended to provide a sense of ownership and inclusion.

### What's in it for BHP Billiton?

A share plan that is open to all employees explicitly links individual and collective success. We hope that your participation in the plan will help to drive individual performance towards the success of a collective goal.

Offering such a plan also enhances our position as an employer of choice, meaning that we will continue to attract and retain the best talent for our organisation. With the best people, we can do the best work – resulting in stronger performance and greater rewards.

## Step by step - How does it work?

You make contributions from your salary to Shareplus in each pay period. These are used by the Plan Administrator to acquire BHP Billiton shares and hold them in trust on your behalf. These are referred to as Acquired Shares.

If you have not sold or transferred the shares, in April 2017 BHP Billiton will award you one share for each Acquired Share. These are referred to as Matched Shares.

Participants in the Cash Plan similarly purchase Acquired Units and are awarded Matched Units.

The following table provides an overview of the main Shareplus events for an employee joining in April 2014\*.

| What happens?  | When?              |                   |                |               |
|--|--------------------|-------------------|----------------|---------------|
| You enrol in Shareplus   | April 2014         |                   |                |               |
| Your enrolment details are confirmed   | May                |                   |                |               |
| Your first contribution is deducted from your after-tax pay and sent to the Plan Administrator   | June               |                   |                |               |
| Your first contribution will be viewable on the Plan Administrator's website   | mid-July           |                   |                |               |
| Contributions will continue and shares will be purchased as follows:   | Q1                 | Q2                | Q3             | Q4            |
| Contributions from your salary   | Jun, Jul, Aug      | Sep, Oct, Nov     | Dec, Jan, Feb  | Mar, Apr, May |
| Acquired Shares purchased  | End September 2014 | End December 2014 | End March 2015 | End June 2015 |
| Acquired Shares viewable online  | mid October 2014   | mid January 2015  | mid April 2015 | mid July 2015 |
| You will be automatically re-enrolled in Shareplus for 2015, unless you choose to withdraw. If you wish to be enrolled at the maximum limit each year, please ensure to choose to authorise this via web enrolment or your hard copy form  | April 2015         |                   |                |               |
| Your Acquired Shares are held in trust, and you receive dividends twice a year. You can choose to sell at any time but if you do you will lose the rights to any Matched Shares  | Until April 2017   |                   |                |               |
| If you are still holding the Acquired Shares in April 2017, you will receive Matched Shares. If you are located in a country where BHP Billiton has an obligation to withhold tax on the Matched Shares income, then sufficient shares will be withheld in order to cover this obligation and BHP Billiton will pay the tax to the tax authority | April 2017         |                   |                |               |
| You can then choose to hold the Acquired and the Matched shares, or to sell or transfer them at any time   | ongoing            |                   |                |               |

\* This calendar of events is intended as a general guide only. It will be different if certain other events happen such as you leaving BHP Billiton, or if the allocation of Matched Shares is delayed due to a Prohibited Period. Further details on what happens in such circumstances are included later in this Participant Guide.



## Holding Period and vesting conditions

In order to qualify for Matched Shares you must meet two conditions:

- you must still be employed by a company in the BHP Billiton Group; and
- you must still be holding all or some Acquired Shares through the Plan Administrator.

If you meet those conditions, BHP Billiton will award you a Matched Share for every Acquired Share held at the end of the holding period.

The Holding Period for Shareplus 2014 will end on the first non-prohibited date (under GLD.025 Securities Dealing) after **6 April 2017**. The Holding Period will be reduced for Leavers as detailed in the Q&A section of this guide.

## Other information

### How can I find out more?

For further information please refer to the following Q&A section of this Participant Guide.

This guide is a summary only. The plan is governed by the rules. If there is any conflict between this guide and the rules or applicable law, the rules and applicable law will take precedence.

## A Shareplus example – for illustrative purposes only

This example is provided for illustrative purposes only, to help participants to understand what might happen in various circumstances. The example below is for shares, but acquisition of cash units works on the same principle.

It is important to understand that share prices can go down as well as up and exchange rates can vary. You should consider carefully whether to participate in Shareplus. BHP Billiton cannot advise you whether or not to participate in the plan.

### Purchasing Shares

The number of Acquired Shares gained under Shareplus will vary, depending on:

- how much you choose to contribute to Shareplus,
- exchange rates at the time that each of your contributions are converted to relevant exchange currency, and
- the BHP Billiton share price on the relevant exchange at the time of each Acquired Share purchase.

Our example participant is located in Chile. He chooses to contribute CLP1,800,000 to Shareplus 2014, and is paid monthly. His contributions are therefore of CLP150,000 per month. He is employed by a BHP Billiton Limited company/entity, and his shares will be purchased on the Australian Securities Exchange (ASX). More information on entities and exchanges is included in the Q&A section of this guide. The participant's contributed funds, in CLP, are converted to AUD on a monthly basis and held until the time of the quarterly purchase. For the purposes of this example the exchange rate varies a little, and his monthly CLP150,000 converts to approximately AUD300 each month (i.e. are around 500CLP to AUD1 during the year).

| Contributions (CLP)                   | Available Funds for the purchase (AUD)                | ASX share price at time of purchase (AUD) | Number of Acquired Shares | Amount spent on the purchase (AUD) | Residual Funds left over from the purchase (AUD)            |
|---------------------------------------|---|---|---------------------------|------------------------------------|---|
| Jun 150,000                           | \$310   |   |                           |                                    |   |
| Jul 150,000                           | \$305   |   |                           |                                    |   |
| Aug 150,000                           | \$300   |   |                           |                                    |   |
| End September purchase                | \$915 (\$310+\$305+\$300)                             | \$36                                      | 25 (\$915/\$36)           | \$900 (25 shares x \$36)           | \$15 (\$915-\$900)  |
| Jun 150,000                           | \$310   |   |                           |                                    |   |
| Jul 150,000                           | \$320   |   |                           |                                    |   |
| Aug 150,000                           | \$300   |   |                           |                                    |   |
| End December purchase                 | \$945 (\$310+\$320+\$300+\$15 residual*)              | \$38                                      | 24 (\$945/\$38)           | \$912 (24 shares x \$38)           | \$33 (\$945-\$912)  |
| End March purchase                    | \$933 (assume \$900 in contributions + \$33 residual) | \$38                                      | 24 (\$933/\$38)           | \$912 (24 shares x \$38)           | \$21 (\$933-\$912)  |
| End June purchase                     | \$941 (assume \$920 in contributions + \$21 residual) | \$40                                      | 23 (\$941/\$40)           | \$920 (23 shares x \$40)           | \$21 (\$941-\$920)  |
| <b>Total at end of Shareplus 2014</b> |   |   | <b>96 Acquired Shares</b> |                                    | <b>\$21 residual which is rolled over to next plan year</b> |

\* After the first quarter the residual funds from the previous purchase are added to the available funds for the next purchase

At the end of the plan year, our participant has contributed CLP1,800,000 and 96 Acquired Shares have been purchased. The AUD21.00 that is left over will be rolled over to the first purchase of the next plan year.

### At the end of the Holding Period:

The value of the Acquired Shares and the Matched Shares will vary depending on BHP share prices at the time that you choose to sell your shares and exchange rates for the currency in which you choose to have the proceeds sent to you. If you choose to sell some of your Acquired Shares during the Holding Period then this will also affect the value to you from your participation in Shareplus.



# 2014 Minimum and Maximum Annual Contribution Limits



## 2014 Minimum and Maximum Annual Contribution amounts

Contributions will be made in the same currency as a participant's base salary. You may select any Annual Contribution amount up to the maximum shown in the table below. The columns to the right indicate the related approximate per-pay-period amounts for your information only.

| Location          | Currency | Minimum Annual Contribution | Maximum Annual Contribution | Monthly Paid | Semi-monthly Paid | Fortnightly Paid | Weekly Paid |
|-------------------|----------|-----------------------------|-----------------------------|--------------|-------------------|------------------|-------------|
| Algeria           | DZD      | 15,659                      | 391,484                     | 32,623       | 16,311            | 15,057           | 7,528       |
| Australia         | AUD      | 227                         | 5,685                       | 473          | 236               | 218              | 109         |
| Belgium           | EUR      | 148                         | 3,702                       | 308          | 154               | 142              | 71          |
| Brazil            | BRL      | 485                         | 12,131                      | 1,010        | 505               | 466              | 233         |
| Canada            | CAD      | 221                         | 5,536                       | 461          | 230               | 212              | 106         |
| Chile             | CLP      | 110,768                     | 2,769,200                   | 230,766      | 115,383           | 106,507          | 53,253      |
| China             | CNY      | 1,212                       | 30,305                      | 2,525        | 1,262             | 1,165            | 582         |
| Colombia          | COP      | 404,220                     | 10,105,500                  | 842,125      | 421,062           | 388,673          | 194,336     |
| France            | EUR      | 148                         | 3,702                       | 308          | 154               | 142              | 71          |
| Gabon             | XAF      | 97,506                      | 2,437,650                   | 203,137      | 101,568           | 93,755           | 46,877      |
| Germany           | EUR      | 148                         | 3,702                       | 308          | 154               | 142              | 71          |
| India             | INR      | 12,513                      | 312,825                     | 26,068       | 13,034            | 12,031           | 6,015       |
| Indonesia         | IDR      | 2,448,000                   | 61,200,000                  | 5,100,000    | 2,550,000         | 2,353,846        | 1,176,923   |
| Japan             | JPY      | 20,376                      | 509,400                     | 42,450       | 21,225            | 19,592           | 9,796       |
| Malaysia          | MYR      | 669                         | 16,732                      | 1,394        | 697               | 643              | 321         |
| Mozambique        | MZN      | 6,160                       | 154,000                     | 12,833       | 6,416             | 5,923            | 2,961       |
| Pakistan          | PKR      | 21,102                      | 527,550                     | 43,962       | 21,981            | 20,290           | 10,145      |
| Peru              | PEN      | 564                         | 14,120                      | 1,176        | 588               | 543              | 271         |
| Philippines       | PHP      | 9,082                       | 227,050                     | 18,920       | 9,460             | 8,732            | 4,366       |
| Russia            | RUB      | 7,030                       | 175,750                     | 14,645       | 7,322             | 6,759            | 3,379       |
| Singapore         | SGD      | 255                         | 6,377                       | 531          | 265               | 245              | 122         |
| South Africa      | ZAR      | 2,223                       | 55,594                      | 4,632        | 2,316             | 2,138            | 1,069       |
| South Korea       | KRW      | 216,860                     | 5,421,500                   | 451,791      | 225,895           | 208,519          | 104,259     |
| Switzerland       | CHF      | 180                         | 4,521                       | 376          | 188               | 173              | 86          |
| The Netherlands   | EUR      | 148                         | 3,702                       | 308          | 154               | 142              | 71          |
| Trinidad & Tobago | TTD      | 1,282                       | 32,050                      | 2,670        | 1,335             | 1,232            | 616         |
| UK                | GBP      | 122                         | 3,061                       | 255          | 127               | 117              | 58          |
| USA               | USD      | 200                         | 5,000                       | 416          | 208               | 192              | 96          |
| Vietnam           | VND      | 4,212,000                   | 105,300,000                 | 8,775,000    | 4,387,500         | 4,050,000        | 2,025,000   |
| Ethiopia          | ETB      | 3,847                       | 96,192                      | 8,016        | 4,008             | 3,699            | 1,849       |



# Enrolling in Shareplus 2014

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## How do I enrol in Shareplus 2014?

**For employees who are not existing participants, there are two ways to enrol in Shareplus:**

- Web enrolment – via [BHPBshareplus.com](http://BHPBshareplus.com)
- Form enrolment – by completing and submitting a Shareplus enrolment form which can be obtained from your site HR contact. Form should only be used if you do not have access to a Computer or web device.

All enrolments, whether online or by form, must be received by Computershare by midnight on 30 April 2014 (in your location). If you have any queries about applying to join the Plan, please call the number relevant to your location as shown in the Additional Information section of this guide or e-mail [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au)



# **Amending your re-enrolment (for 2013 Plan Participants)**



## How do I amend my re-enrolment?

**Shareplus 2013 participants have been automatically re-enrolled for Shareplus in 2014. If you would like to amend your enrolment, you can do so in one of the following two ways:**

- Web – via [BHPBshareplus.com](http://BHPBshareplus.com)
- Form enrolment – by completing and submitting a Shareplus enrolment form which can be obtained from your site HR contact. Form should only be used if you do not have access to a Computer or web device.

All amendments, whether online or by form, must be received by Computershare by midnight on 30 April 2014 (in your location). If you have any queries, please call the number relevant to your location as shown in the Additional Information section of this guide or e-mail [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au)



# **Withdrawing your re-enrolment from Shareplus 2014 (for 2013 Plan Participants)**



## How do I withdraw my re-enrolment?

**Shareplus 2013 participants have been automatically re-enrolled for Shareplus in 2014. There are two ways to withdraw your re-enrolment in Shareplus:**

- Web – via [BHPBshareplus.com](http://BHPBshareplus.com)
- Form enrolment – by completing and submitting a Shareplus enrolment form which can be obtained from your site HR contact. The form will withdraw you from future and current Shareplus.

All withdrawals, whether online or by form, must be received by Computershare by midnight on 30 April 2014 (in your location). If you have any queries, please call the number relevant to your location as shown in the Additional Information section of this guide or e-mail [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au)



# Questions & Answers





## Participation

### Who can participate?

All permanent employees of BHP Billiton, either full or part time, are eligible to participate in Shareplus.

### I am on a fixed-term contract, can I join the plan?

Yes, if you are a contractor employed by BHP Billiton. If you leave BHP Billiton due to the natural expiration of your contract on or before 6 April 2017, any rights to Matched Shares will be forfeited (i.e. you do not lose your Acquired Shares). This is the same treatment as permanent employees who have resigned (described in the Leaving section of this Q&A), as it is intended that only employees who remain employed with BHP Billiton at the end of the Holding Period should be entitled to Matched Shares.

### When does the plan year commence?

The first enrolment for the plan year occurs in April 2014, with contributions commencing in June 2014.

### Can members of my family take part in, or contribute to, Shareplus?

To enrol in the plan, you must be a permanent BHP Billiton employee. Family members who are not BHP Billiton employees will not be able to participate.

### Is there a minimum length of service to participate in the plan?

No, but you need to be an employee as at 1 March 2014 to participate in the April 2014 enrolment period.

### What if I join the Group after 1 March 2014?

You will not be eligible to enrol in April 2014 and you will need to wait for the next enrolment period of April 2015.

### Can I participate while I am on temporary leave (e.g. unpaid maternity/parental leave, sick leave, long-service leave)?

Yes, you can participate if you are on paid leave. Refer to the Temporary leave section of this Q&A for further information.

### Can I participate while I am on unpaid leave (e.g. sabbatical)?

You must be receiving pay to make contributions. Your participation will be suspended for any periods when you do not receive pay. Refer to the Temporary leave section of this Q&A for further information. If you complete a withdrawal form during this time you will not be able to contribute again until the next enrolment period.

### I work part time. Can I participate in the plan?

Yes, your annual contribution limit will be the same as full-time employees.

However, this also means your contribution amount will not be reduced should you transition to a part time working schedule. If you are planning to go part time during the 2014 contribution period, you will need to take this into consideration when deciding on your annual contribution limit.

Remember that you can withdraw from the Shareplus Plan at any time (subject to the operation of GLD.025 Securities Dealing). Please refer to the Withdrawal section of this Q&A for further information.



## Joining the plan

### How do I join?

Eligible employees will be invited to join the plan.

### How are invitations issued?

Invitations are sent out by email to those employees with email addresses, and via HR Managers, HR Business Partners or HR Admin Hubs to those employees without email addresses.

### How many opportunities per year are there to join?

For Shareplus 2014 there is one enrolment period which is April 2014.

### Do I have to join each plan year?

Once you have enrolled, you will be automatically re-enrolled in the following year's plan unless you advise otherwise. You do not have to be in the plan each year. If you wish to be enrolled at the minimum or maximum amount each year you will need to choose this option when you enrol or re-enrol.

If you have participated in Shareplus in previous plan years but do not wish to re-enrol in April 2014, this will not affect your existing entitlements to Matched Shares under those previous Shareplus plan years. Your Matched Shares under those previous plan years will be allocated according to the rules of those previous plan years, whether or not you choose to make contributions to Shareplus in 2014.

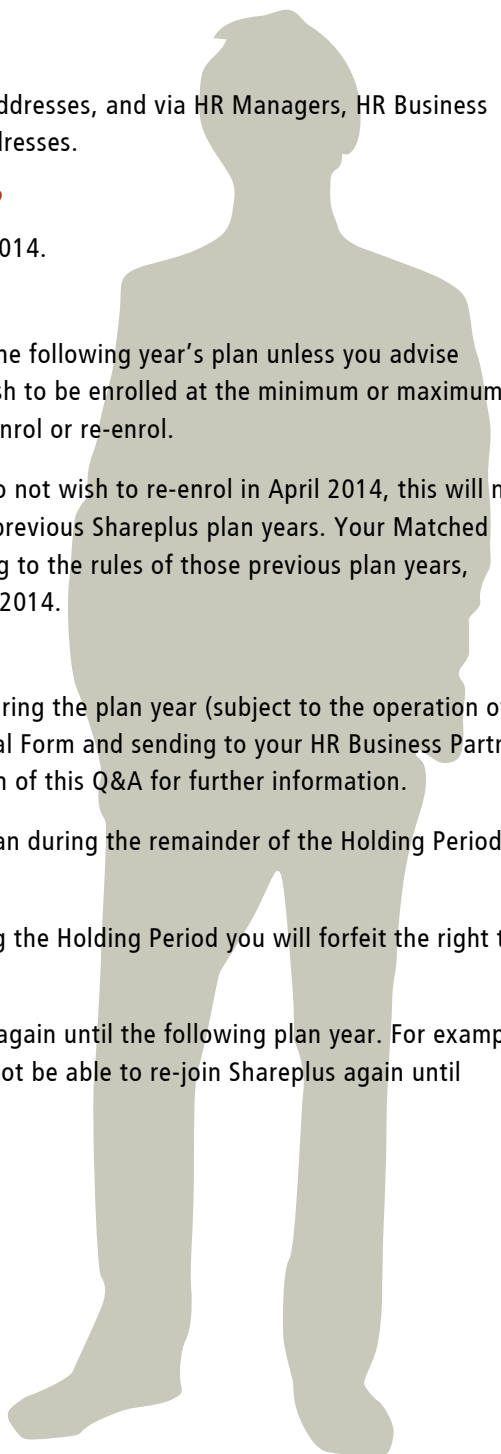
### Can I leave the plan during the plan year?

Yes, you can cease your contributions to Shareplus at any time during the plan year (subject to the operation of GLD.025 Securities Dealing) by completing a Shareplus Withdrawal Form and sending to your HR Business Partner or HR Admin Hub to action. Please refer to the Withdrawal section of this Q&A for further information.

Your Acquired Shares will, however, continue to be held in the plan during the remainder of the Holding Period unless you choose to sell or transfer them.

You should note that if you sell or transfer Acquired Shares during the Holding Period you will forfeit the right to receive Matched Shares in respect of the Acquired Shares.

If you withdraw at any time during the plan year you cannot join again until the following plan year. For example if you withdrew from Shareplus 2014 in August 2014 you would not be able to re-join Shareplus again until April 2015 (i.e. you would be able to enrol in Shareplus 2015).



## Contributing

### What does my HR Admin Hub do with my contributions?

All contributions are paid over to the Plan Administrator after the end of each pay period. The Plan Administrator holds the contributions in non-interest-bearing bank accounts (in each payroll currency) before converting on a monthly basis to the relevant stock exchange currency.

### Is there a Minimum and Maximum annual limit on the amount I can contribute each year?

Yes, BHP Billiton will set a limit for both minimum and maximum amounts each year and advise employees. The minimum amount will be advised in each payroll currency on the web and in the guide. The maximum limit is currently USD5,000.

You do not have to contribute the maximum amount. If you do wish to be enrolled at the maximum amount each year you will need to choose this option when you enrol or re-enrol in April 2014.

### Do I make contributions in US Dollars?

No, your contributions will be made in your salary currency.

At the beginning of each plan year we convert the USD amounts to each salary currency and advise participants. These amounts are shown in the Minimum and Maximum Annual Contribution table on the enrolment website and on page 9 of this document.

### Can I choose a currency in which to make my contributions?

No, your contributions must be the same as your salary currency. Your HR Admin Hub will advise the Plan Administrator of the relevant currency.

### Do I have to make contributions through my pay?

Yes, unless you are prohibited by law from such payroll deductions. If this is the case then alternative arrangements will be made if possible to receive your contributions such as through the cash plan. Please refer to the Cash plan section of this Q&A for further information.

### What exchange rates are used to convert the amounts?

We use the exchange rates on the first business day of February. The Minimum and Maximum Annual Contribution limits in each currency are then fixed for the rest of the plan year.

### How do I know the Minimum and Maximum amounts that I can contribute per pay period?

When enrolling, you will nominate the annual contribution that you wish to make. A table showing the Maximum Annual Contribution limits per pay period can be found on the enrolment website and on page 9 of this document. You have the option of choosing to be on the maximum amount every year.



### **Can I change my contributions during a plan year?**

You cannot change your contributions during a plan year, although you can withdraw (subject to the operation of GLD.025 Securities Dealing) from the plan at any time (and therefore cease your contributions). Please refer to the Withdrawal Q&A for further information.

### **I am on secondment/international relocation/assignment and am being paid from multiple payrolls. Can I choose which payroll to contribute from?**

No, contributions will be deducted from your host country payroll in your host country currency, unless special circumstances exist which prevents this (i.e. no host payroll facilities). This provides a simple, consistent and transparent policy for all mobile employees across the globe.

### **I have relocated and changed my salary currency or frequency or my employing entity (Limited vs Plc). What action do I need to take to change my contribution details?**

You must complete and submit a Shareplus Mover Form prior to moving location. You can obtain the form from your HR Manager or HR Business Partner. You should also read the Plans and stock exchanges and Relocating employees sections of this Q&A.

If you do not complete the Shareplus Mover Form prior to moving you may miss making some contributions for the plan year, have fewer Acquired Shares purchased, and have fewer rights to receive Matched Shares at the end of the Holding Period.

### **If I relocate and change salary currency, can I choose a new amount to contribute?**

No. If you relocate and change your salary currency, your annual contribution rate will simply be applied in your new salary currency (for example, if you were contributing at the maximum in one currency, your contributions will continue at the maximum rate in your new payroll currency).

### **Can I stop my contributions during a plan year?**

You can cease your contributions to Shareplus at any time during the plan year (subject to the operation of GLD.025 Securities Dealing) by completing a Shareplus Withdrawal Form and forwarding to your HR Business partner for action. Please refer to the Withdrawal Q&A for further information.



**Can I make contributions whilst on temporary leave (e.g. maternity/parental leave, sick leave, long-service leave, sabbatical)?**

Your contributions will continue for the periods you are receiving pay while on temporary leave. If your pay stops during this time, your contributions will stop. Any shares that you have acquired through Shareplus will be held in the plan whilst you are on leave. Your rights to any Matched Shares on any Acquired Shares that you have already received are not affected.

**Can I make contributions whilst on unpaid leave?**

No, you must be receiving pay to make contributions.

**Can I make backdated contributions when I return to work?**

No.

**Can I salary sacrifice my contributions?**

No.

**Does BHP Billiton operate a loan scheme?**

No.

**Can I give you the annual maximum contribution in a lump sum?**

No.

**When do payroll deductions commence?**

From June 2014.

**When do payroll deductions conclude?**

The final payroll deductions for Shareplus 2014 will be at the end of May 2015. You will be automatically re-enrolled for Shareplus 2015 if you do not withdraw from the plan.

**What happens to my contributions if I leave BHP Billiton, or withdraw my enrolment?**

If the Plan Administrator has been notified by your HR Admin Hub/HR Services/payroll of your departure or withdrawal before the next purchase date, no shares will be purchased on your behalf. Instead, the Plan Administrator will refund you your contributions. Please refer to the Leaving section of this Q&A for further information.





## Withdrawal

### **Can I decide to stop my contributions to Shareplus?**

Yes, you can withdraw from the plan (stop contributing) at any time subject to the operation of GLD.025 Securities Dealing.

### **How do I withdraw?**

You can withdraw by completing and submitting a Shareplus Withdrawal Form to your HR Business Partner or HR Admin Hub. Your withdrawal from the current plan will be actioned as soon as the form is processed (note that this may not be before the next payroll deduction if there is insufficient time allowed).

### **What happens to any contributions for the current quarter (i.e. that have not been used to buy shares yet)?**

If your Withdrawal Form is processed in sufficient time before the next Shareplus purchase is made, then no further shares will be purchased for you and you will receive a refund of your contributions for that quarter. Your contributions will be returned to your HR Admin Hub which will then forward the funds to you through payroll (untaxed). The refund of contributions for cash plan participants are also returned via payroll.

Unspent contributions are returned to participants (or participants' payrolls) on a monthly basis. If you have been contributing in a currency different to the default stock exchange currency, your contributions to be refunded will be subject to fx rate differences as a conversion from stock exchange to payroll currency will occur.

Any shares already purchased in the plan year will be matched at the 3 year vesting (if you are still a current employee).

### **What happens to any shares from the current Shareplus plan year that have already been purchased for prior quarters?**

Any Acquired Shares already purchased for the current plan year will remain in the plan, and in trust, for the remainder of the Holding Period unless you choose to sell or transfer them (refer to the Acquired Shares section of this Q&A for further information).

The Holding Period on your Acquired Shares and any entitlements to Matched Shares for the current year, and for any previous Shareplus plan years, are not affected by you withdrawing from the plan.

### **If I withdraw from the plan, can I rejoin? What if I change my mind?**

Once you have withdrawn from Shareplus, you can only rejoin for the next Shareplus plan year, the following April.



## Purchasing shares

### How are the shares purchased?

Your Acquired Shares are purchased using funds deducted from your after-tax salary each pay period. Your HR Admin Hub will collect the funds and pay them to the Plan Administrator each month. You decide how much you want to contribute towards purchasing shares when you enroll for the current plan year. Once you have enrolled, you cannot change your annual contribution amount, although you can withdraw from Shareplus and cease your contributions at any time (subject to the operation of GLD.025 Securities Dealing).

### Who purchases the shares?

The Plan Administrator converts the contributions to the relevant exchange currency (e.g. to AUD for shares to be purchased on the ASX), and purchases the shares.

### How often are shares purchased?

Shares will be purchased each quarter - during the last weeks of September 2014, December 2014, March 2015 and June 2015.

### When is the first purchase of shares in respect of each plan year?

In September 2014.

### What share price is used to calculate how many shares are purchased?

The price paid for the shares on the open market at the time of purchase.

### What happens if there are any contributions left over after each quarterly purchase?

Any remaining contributions (i.e. that were insufficient to buy another whole share) are added to your contributions for the next quarterly purchase.

### What happens if there are any contributions left over after all four quarterly purchases?

Any remaining contributions are rolled over to the next plan year. If you withdraw from Shareplus or leave BHP Billiton any residual that has not been used to purchase shares will be refunded to you.



## Plans and stock exchanges

### **Can I choose to participate in either the Limited or Plc plan?**

No. Employees who are employed by BHP Billiton Limited or one of its subsidiary companies participate in the Limited plan. Employees who are employed by BHP Billiton Plc or one of its subsidiary companies participate in the Plc plan.

### **What is the reason for the two plans?**

We require two plans because of our dual listing structure. You need to receive shares in your ultimate employing company, otherwise there are likely to be unforeseen tax consequences for you (and in some cases for BHP Billiton).

### **Where can I find details of my employing company?**

Your employing company within the BHP Billiton Group is shown in your offer letter or contract of employment. Your HR Manager or HR Business Partner should also have this information.

### **How will I know if my company is a Limited subsidiary or a Plc subsidiary?**

A list of companies and the associated plan can be found in the BHP Billiton List of Companies table on the Shareplus enrolment website.

### **I have undertaken a relocation/secondment/international assignment. How will this affect the stock exchange on which my shares will be purchased?**

The relevant company is your employing company (the ultimate parent entity, being either the BHP Billiton Limited or Plc entity). Your employing entity will not necessarily change if you relocate:

For example:

Your employing company is BHP Billiton Petroleum (Americas) Inc (which is a Limited company) and you have been relocated to BHP Billiton International Services in the UK (which is a Plc company):

- If your employer has not actually changed to BHP Billiton International Services, then the relevant plan for your share awards (including Shareplus) is still Limited for the duration of your assignment.
- If your relocation involved a change of employer to BHP Billiton International Services, then your relevant plan would change to Plc at that time.

Please refer to the Relocating employees section of this Q&A for further information and more relocation examples.





## On which stock exchange will my shares be purchased?

The stock or securities exchange on which your shares will be purchased will depend on your employing company (Limited or Plc) and the country in which you are located. Securities purchased on the NYSE will be in the form of American Depositary Receipts (ADRs) each of which represents 2 ordinary fully paid shares in BHP Billiton Limited.

| Plan    | Your location                             | Stock/Securities Exchange |
|---------|---|---------------------------|
| Limited | USA (ADRs)                                | New York (NYSE)           |
| Limited | Any other country other than USA          | Australia (ASX)           |
| Plc     | South Africa                              | Johannesburg (JSE)        |
| Plc     | Any other country other than South Africa | London (LSE)              |

For participants in the cash plan, the value of the cash units will be linked to the price of BHP Billiton shares traded on the ASX if you work for a Limited company, or on the LSE if you work for a Plc company.

## What do I do if I believe that my awards are in the wrong company or on the wrong exchange?

BHP Billiton will determine the entity exchange of your shares based on our records. Your entity exchange will be specified within your enrolment or re-enrolment confirmation communication post the enrolment period. If you believe that you have been enrolled in the incorrect plan, please immediately send an email to [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au) for further advice.



## Acquired Shares

### **Will I be advised of the number of shares that have been purchased on my behalf?**

Yes, you will be able to access the Shareplus website which will record the number of shares that have been purchased (and the related rights to Matched Shares). These will be shown on the website from around the middle of the month following the purchase (e.g. in mid October 2014 for the Acquired Shares purchased at the end of September 2014). Employees with an email registered on their profile with Computershare Plan Managers will receive an email confirmation of the prices shortly after each purchase.

### **Will the Acquired Shares be in my name?**

Under the share plan, the Acquired Shares are held by the Shareplus Nominee in a nominee account on behalf of employees.

Under the cash plan, the Acquired Units will be held on behalf of the employee by BHP Billiton or by the Plan Administrator.

### **Will I receive dividends on my Acquired Shares?**

Yes. Dividends will be paid direct to you if you have a financial institution account (e.g. bank account, building society account or credit union account) in Australia, United States or United Kingdom. To receive the money you must ensure your bank account details have been uploaded on your portfolio. Please visit [BHPBshareplus.com](http://BHPBshareplus.com) to access your portfolio. If you do not have an account in these countries your dividends will be forwarded to your HR Admin Hub which will then pay the dividends into your bank account. You can receive all of your dividends in one bank account even if they are on different Stock Exchanges (refer to the Relocating employees section of this Q&A for further information).

### **How long do I have to hold my Acquired Shares in order to receive my Matched Shares?**

Any Acquired Shares purchased in respect of each plan year need to be held until the end of the Holding Period to qualify for Matched Shares (see the Holding Period section of this Q&A). The end of the Holding Period for the Acquired Shares purchased under Shareplus 2014 will be the first non-Prohibited Period date (under GLD.025 Securities Dealing) after 6 April 2017.

The Holding Period will be reduced for leavers (see Leaving section of this Q&A).

### **Can I transfer my Acquired Shares to a member of my family or a trust?**

Under the share plan, Acquired Shares are held by the Shareplus Nominee on your behalf. You can instruct the Plan Administrator to transfer some or all of the Acquired Shares into your name, to a family member or trust during the Holding Period, but you would lose the right to receive the Matched Shares relating to the Acquired Shares you have sold or transferred. This applies similarly if you sell your Acquired shares during the Holding Period.

Under the cash plan, the Acquired Units are paid in cash through payroll and must be paid to the employee.



### **Can I sell or transfer my Acquired Shares at any time?**

Yes, however, when dealing with any shares you must ensure that you comply with GLD.025 Securities Dealing which can be downloaded from the BHP Billiton portal.

You should note that if you sell or transfer Acquired Shares during the Holding Period you will forfeit the right to receive Matched Shares in respect of the Acquired Shares you sell or transfer.

### **How do I sell or transfer my Acquired Shares?**

Participants in the share plan can sell their shares using the online sale facility. To access the Plan Administrators website, please go to [BHPBshareplus.com](http://BHPBshareplus.com) and click on 'View your shares and personal information' link. To transfer your shares a Shareplus Transfer Form is available in the downloadable forms section of the Plan Administration website. If you do not have access to a computer you can sell or transfer your shares by completing and emailing or faxing a Shareplus Sale Form or Shareplus Transfer Form to Computershare. To request a copy of these forms you should contact Computershare on +61 3 9415 4847 or [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au)





## Holding Period

### When does the Holding Period end?

The Holding Period is approximately three years from the start of the plan year. For Shareplus 2014 the Holding Period will end on the first non-Prohibited Period date (under GLD.025 Securities Dealing) after 6 April 2017. The Holding Period will be reduced for leavers.

### Can I sell or transfer my Acquired Shares during the Holding Period?

Yes, participants in the share plan are able to sell or transfer their Acquired Shares as described in the previous section of this Q&A.

**You should note that if you sell or transfer Acquired Shares during the Holding Period you will lose the right to receive Matched Shares in respect of the Acquired Shares you sell or transfer.**

### Will I be able to receive Matched Shares if I leave BHP Billiton during the Holding Period?

Your eligibility to receive Matched Shares will depend on your reason for leaving, as set out in the Leaving section of this Q&A.

### Can I still participate in the plan if I leave during a Holding Period?

No, you must be an employee to participate.

### What happens at the end of the Holding Period?

At the end of the Holding Period, you will be given a Matched Share for each Acquired Share you hold. Participants in the cash plan will be paid the current cash value of their Acquired Units and Matched Units via payroll. The cash value will be determined by BHP Billiton share price at the end of the Holding Period.

### What happens if I no longer hold any Acquired Shares at the end of the Holding Period?

You will have lost the right to receive the related Matched Shares.

Participants in the cash plan will have similarly lost the right to receive the value of the related Matched Units.

## Matched Shares

### How many Matched Shares will I have the right to receive?

You will receive one Matched Share for every Acquired Share you hold at the end of each Holding Period.

### If I sell my Acquired Shares will I still receive Matched Shares?

No, if you sell all or a proportion of your Acquired Shares before the end of the Holding Period, you will lose the right to receive the related Matched Shares.

For example: if you have 100 Acquired shares and sell 20 of these before vesting, then you will receive a Match on the remaining 80 Acquired shares only.

### When are the Matched Shares awarded?

The Matched Shares are allocated after the end of the Holding Period. For Shareplus 2014, this will occur on the first non-Prohibited Period date (under GLD.025 Securities Dealing) after 6 April 2017. The Holding Period for Acquired Shares will be reduced for Leavers as described in the Leaving section of this Q&A. Your eligibility to receive Matched Shares depends on your reason for leaving. Any applicable Matched Shares will be awarded when you leave BHP Billiton.

### Do I have to hold my Matched Shares for a period of time after they have been awarded to me?

No, there is no Holding Period which applies to the Matched Shares and if you wish to do so you can sell your Matched Shares immediately after they have been awarded to you. However, when dealing with any shares, you must ensure that you comply with GLD.025 Securities Dealing which can be downloaded from the BHP Billiton portal.

### Withholding Tax on Matched Shares

The allocation of the Matched Shares triggers a tax and/or social security liability in most countries, and in some of these countries BHP Billiton has a mandatory requirement to withhold tax on the value of the Matched Shares. Where this is the case, the terms of Shareplus allow the Plan Administrator to arrange for sufficient Matched Shares to be withheld (through a reduction in the number of Matched Shares that would otherwise have been allocated to you) in order to cover the tax liability. The balance of the Matched Shares will subsequently be available to you to hold, sell or transfer as you choose.

BHP Billiton or the Plan Administrator will decide at the relevant time whether Matched Shares will be withheld in order to cover the tax liability.

The tax amount withheld will be transferred to the relevant HR Admin Hub for onward payment to tax authorities. In countries where no withholding tax applies, participants will generally need to declare the value of the Matched Shares as income in their tax return. For more information please refer to the tax information for your country which is available in connection with this share offer.



## Relocating employees

### **I am relocating. Is there anything I need to do in relation to my Shareplus participation?**

You will need to complete and submit a Shareplus Mover Form prior to your move. Please contact your HR Business Partner or HR Admin Hub for a Mover Form.

A Shareplus Mover Form needs to be completed to capture your new company code, and to ensure that your contributions continue on your new payroll, even if you are not changing country or payroll currency.

### **I have relocated, but did not advise anyone in advance of my relocation. No contributions have been deducted from my salary. Can I make backdated payments?**

No, it is not possible to make backdated or additional payments to cover the months you have missed. Please contact your HR Manager or HR Business Partner for a Shareplus Mover Form and submit this as soon as possible.

### **As a result of my relocation I am now working for a different BHP Billiton company. Will this change the plan (Limited vs Plc) that I participate in?**

The relevant company is your employing company (the ultimate parent entity, being either the BHP Billiton Limited or Plc entity). Your employing entity will not necessarily change if you relocate:

For example:

Your employing company is BHP Billiton Petroleum (Americas) Inc (which is a Limited company) and you have been relocated to BHP Billiton International Services in the UK (which is a Plc company):

- If your employer has not actually changed to BHP Billiton International Services, then the relevant plan for your share awards (including Shareplus) is still Limited for the duration of your assignment.
- If your relocation involved a change of employer to BHP Billiton International Services, then your relevant plan would change to Plc at that time.

### **International Moves:**

### **Following my relocation, my salary currency has changed. What do I do about my contributions?**

Your nominated annual contribution amount will simply be applied in your new payroll currency - for example, if you were contributing at the maximum in your previous currency, your contributions will continue at the maximum rate in your new payroll currency). You cannot restate your contribution rate when you change payroll currency - but you can withdraw from the program for the current year if you do not want your contributions to continue at the same rate in your new currency.

### **I am on secondment/international relocation/assignment and am being paid from multiple payrolls. Can I choose which payroll to contribute from?**

No, contributions will be deducted from your host country payroll in your host country currency, unless special circumstances exist which prevents this (i.e. no host payroll facilities). This provides a simple, consistent and transparent for all mobile employees across the globe.



### **I have undertaken a secondment/international relocation/assignment. How will this affect the stock exchange on which my shares will be purchased?**

It depends on whether you have changed employer (Limited or Plc) and what country you have moved from and to. Once you have submitted your Shareplus Mover Form, your details will be updated with the Plan Administrator with assistance from BHP Billiton's Global Mobility team and relevant HR Admin Hubs. You will subsequently be advised of any relevant changes. Please also refer to the previous page for information on changing employer, and to the Plans and stock exchanges section of this Q&A.

Some examples:

- 1) I am employed by a Limited company and I am moving from Australia. My employer is not changing. Will my shares still be purchased on the Australian Securities Exchange (ASX)?
  - If you are moving to the United States, any contributions after you move will be used to purchase shares on the New York Stock Exchange.
  - If you are moving to any other country e.g. Chile, Singapore, the UK, South Africa, then your shares will continue be purchased on the ASX.
- 2) I was employed in Australia by a Limited company and I am moving to the UK. Will I start to receive LSE shares?
  - If your employer is not changing as a result of the move, and will still be a Limited company, your shares will still be purchased on the ASX.
  - If your employer will be a Plc company, then any contributions after you move will be used to purchase shares on the London Stock Exchange.
- 3) I am moving from the United States to South Africa. What exchange will my shares be purchased on?
  - If your employer in South Africa will be a Limited company, any contributions after you move will be used to purchase shares on the ASX.
  - If your employer in South Africa will be a Plc company, then any contributions after you move will be used to purchase shares on the Johannesburg Stock Exchange.

### **What happens if I end up with shares on a number of different stock exchanges because I have moved locations and employing companies?**

All of your shares on all of the different exchanges will be held in one Shareplus account on the Plan Administrator's website. You will be able to see and sell all of your shares through the website, and as BHP Billiton covers costs and brokerage for any shares sold through the plan, you will not have higher costs than any other participants. The proceeds of sale can be remitted to your bank account in a common currency.

You can also provide bank account details for all of your holdings on your account, and thereby receive the dividends on all of your shares in a common currency and location.

### **What happens if I relocate from a cash plan location to a share plan location?**

You will move to the relevant share plan for your employing company. Your final contributions made through payroll in your old location will continue to be applied to purchasing cash units, and any contributions made in your new location will be applied to purchasing shares.



## Temporary leave

### **Can I participate while I am on temporary leave (e.g. maternity/parental leave, sick leave, long-service leave)?**

You can participate if you are on paid leave. Your contributions will continue for the periods you are receiving pay whilst on leave. If your pay stops during the time you are away, then your contributions stop. Any shares that you have acquired through Shareplus will be held in the plan while you are on leave. The Holding Period will remain unchanged.

### **Can I participate while I am on unpaid leave (sabbatical)?**

No, you must be receiving pay to make contributions. Your participation will be suspended until you commence receiving pay. Acquired Shares will still be purchased at the end of the quarter with the contributions that you have made, and your Acquired and Matched Shares will remain in the Shareplus Nominee account (unless you choose to sell or transfer them). The Holding Period will remain unchanged with any applicable Matching Shares becoming available after 6 April 2017.

### **Can I make advance contributions now to cover my period of unpaid leave?**

No, you cannot make advance contributions.

### **I have returned from unpaid leave. Can I make backdated contributions?**

No, you cannot make backdated contributions.

### **If I am on temporary or unpaid leave during the Holding Period will my Matched Shares be reduced?**

No, you will still be eligible to receive a one-for-one match for each Acquired Share you have at the end of the Holding Period.



## Leaving

### I am leaving BHP Billiton. Will I still be able to participate in the plan when I leave?

No. You will not be able to participate in further plans when you leave, and will cease to be a participant of any existing plans.

### What are my obligations as a leaver?

To ensure that you receive all future communications about your Shareplus entitlements it is your obligation to provide the Plan Administrator with your contact details (personal email address) by updating your email on your online account. Please visit [BHPBshareplus.com](http://BHPBshareplus.com) to access the Plan Administrator website. This will mean that you will receive a Shareplus leaver pack and information about your choices in regard to your Acquired Shares and any Matched Shares. If the Plan Administrator is not able to contact you then they may be authorised to take certain actions in regard to your shares. i.e. the Plan Administrator will transfer your Acquired &/or Matched shares to fully paid ordinary shares after 6 months.

If you are also able to provide/upload your banking details on your portfolio, you will receive residual from proceeds of sale.

### If I leave before the end of the Holding Period do I lose my right to receive Matched Shares?

Your eligibility to receive Matched Shares depends on your reason for leaving. The table below sets out the different leaving circumstances and the treatment of shares. Any applicable Matched Shares will be awarded after you leave BHP Billiton. In any other leaving situation the treatment of Matched Shares/Units is at BHP Billiton's discretion

| Reason   | Treatment of Matched Shares or Matched Units |
|--|--|
| Resignation / Termination / Dismissal                        | No entitlement to any Matched Shares         |
| Natural end of fixed term contract within the Holding Period |  |
| Death / Disability / Serious injury / Illness                | Entitlement to 100% Matched Shares           |
| Redundancy / Retrenchment / Retirement *                     |  |
| Business sale  |  |

\*Includes fixed term contracts ended early by BHPB

### I am resigning from BHP Billiton. Do I lose my Acquired Shares and will I lose my right to receive Matched Shares?

You do not lose your Acquired Shares. However, you will lose your right to receive Matched Shares when you leave.

### What happens to my contributions if I leave BHP Billiton, or withdraw my enrolment?

If the Plan Administrator has been notified by your HR Admin Hub/HR Services/payroll of your departure or withdrawal before the next purchase date, no shares will be purchased on your behalf. Instead, the Plan Administrator will refund you your contributions.

Your Residual Contributions will be returned to your HR Admin Hub which will then forward the funds to you through payroll (untaxed). Residual contributions for cash plan participants are also returned via payroll.

Unspent contributions are returned to participants (or participants' HR Admin Hubs) on a monthly basis.



## What happens to my shares when I leave?

HR Admin Hubs/HR Services/payrolls advise the Plan Administrator once a month of participants who have ceased employment. They also provide details of the leaving reason. On receipt of this formal notification, Computershare will communicate to you the details of your Acquired Shares and Matched Shares (if applicable). This communication will be sent by email, therefore a personal email address must be updated on your record with Computershare, and it is the employee's responsibility to do this. If not, the communication may need to be sent via your HR Admin Hub or by post, which can be unreliable.

You should update your personal contact details before your cease employment on your portfolio. Please visit [BHPBshareplus.com](http://BHPBshareplus.com) to access the Plan Administrator's website.

On leaving BHP Billiton, your shares will remain in the plan in the Shareplus Nominee account for a period of up to six months. During this six month period you can sell your shares using the online sale facility, or you can arrange to transfer them to your own shareholder account. If you take no action within the six month period, the shares will be automatically transferred to the ordinary shareholder register under your name.

If the allocation of your Matched Shares triggers a mandatory tax withholding or social security liability, the Plan Administrator will withhold or sell sufficient Matched Shares to cover the tax and transfer remainder to the Shareplus Nominee account. Refer to the Matched Shares section of this Q&A for further information.

## What happens to my cash units when I leave?

The value of your Acquired Units, and of any residual funds and Matched Units (as applicable), will be cashed out upon notification of your cessation of employment. Details will be provided to your former HR Admin Hub/payroll which will issue you with your final payment.

# Information for Leavers

## Shareplus Leaver Process

1. Once a month the Plan Administrator will be provided with a file of participants who have ceased employment with BHP Billiton. This file will also contain the reason for leaving (e.g. resignation, redundancy etc).
2. The Plan Administrator will send an email to each Leaver. The Leaver email will detail the following:
  - The number of Acquired Shares held by the Leaver
  - If applicable, the number of Matched Shares allocated to the Leaver. Whether any Matched Shares are allocated depends on the reason for leaving as set out in the 2014 Shareplus Terms and Conditions in the Shareplus Offer Guide.

The letter will be sent by email. Leavers can update their email address on the Plan Administrators website via [BHPBshareplus.com](http://BHPBshareplus.com).

3. If the allocation of the Matched Shares triggers a tax and/or social security liability that the Company is obliged to withhold, the Company or the Plan Administrator will arrange for sufficient Matched Shares to be withheld to cover the liability. The tax monies will then be transferred to payrolls for onward payment to the relevant tax office.

The Matched Shares will be released and will be held with the Acquired Shares for a period of six months by the Shareplus Nominee on the participant's behalf. During the six month period the Leaver will be able to sell the shares by using the online sale facility on the Plan Administrators website accessible via [BHPBshareplus.com](https://BHPBshareplus.com). At the end of the six month period the shares will be automatically transferred to the ordinary shareholders' register in the name of the Leaver.

4. Any withholding taxes will be based on the fair market value of the shares on the Allocation Date (i.e. the date the individual ceased employment). All taxes will be calculated using marginal rates.
5. If a participant leaves before a Purchase Date, but the Plan Administrator does not receive the formal notification from the payroll before this date, the purchase of Acquired Shares will proceed as normal.

### **Residual balances and unused contributions**

All residual balances from participant contributions will be returned. Residual balances are paid on a monthly basis. All residual balances for Leavers will be returned to the HR Admin Hub for onward payment to Leavers. It is the Leavers responsibility to ensure their banking details are updated on the Computershare website.



## Cash plan

### In what countries will Shareplus 2014 operate as a cash plan?

Shareplus 2014 will operate as a cash plan in the following countries:

- Colombia
- Mozambique
- South Korea

### Does the cash plan have the same terms as the share plan?

Largely yes. The cash plan is designed to mirror the characteristics of the share plan. Employees are able to make cash contributions up to the same limits as the share plan but instead of being used to purchase shares, your contributions will be transferred to bank accounts and held.

### How does the cash plan work?

The Plan Administrator calculates how many shares your contributions would have purchased and awards you Acquired Units. You will get one Matched Unit for each Acquired Unit that could have been purchased.

### Will I get Matched Shares?

Instead of Matched Shares, you will have the right to receive one Matched Unit for every Acquired Unit you hold.

### Will I receive dividends on my Acquired Units?

No, as you need to be recorded as owning shares in order to receive dividends. However, you will receive dividend equivalent payments, of equal value to the actual dividend declared on BHP Billiton shares.

The dividend equivalent payments will be paid to you through payroll.

### How will you calculate the cash value of Acquired Units and Matched Units?

The cash value of Acquired Units is calculated using the market price of Ltd shares trading on the Australian Securities Exchange (ASX) for the ASX Cash Plan and of Plc shares trading on the London Stock Exchange (LSE) for the LSE Cash Plan. If you hold your Acquired Units until the end of the Holding Period under the plan, you will receive the cash value of your Acquired Matched Units through payroll, based on the share price of BHP Billiton shares at the end of the Holding Period (after 6 April 2017).

### Can I cash in my Acquired Units at any time?

Participants in the cash plan can instruct the Plan Administrator to cash in all or a proportion of their Acquired Units during the Holding Period. However, if you cash in Acquired Units during the Holding Period, you will forfeit the right to receive Matched Units in respect of the Acquired Units you have cashed in.

### How do I cash in my Acquired Units?

To cash in your Acquired Units, please send a request to the Plan Administrator at [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au)

### Do the same 'Leaver' rules apply?

Yes.



### **Is the cash plan applicable to all employees in the affected countries, or just local employees?**

All employees. This is because local tax or legislative requirements make it unfeasible to operate a share plan, for any employees, in that location.

### **Tax on cash units**

The value of your cash units will be paid to you through payroll, and is generally subject to the income and social taxes at that time. For more information please refer to the tax information for your country which is available in connection with this share offer, or from the Plan Administrators website which can be accessed via [BHPBshareplus.com](http://BHPBshareplus.com).

### **What happens to my cash units when I leave?**

The value of your Acquired Units, and of any residual funds and Matched Units (as applicable), will be cashed out upon notification of your cessation of employment. Details will be provided to your former HR Admin Hub/payroll which will issue you with your final payment.

### **What happens if I relocate from a cash plan location to a share plan location?**

You will move to the relevant share plan for your employing company. Your final contributions made through payroll in your old location will continue to be applied to purchasing cash units, and any contributions made in your new location will be applied to purchasing shares.

### **What happens if I relocate from a share plan location to a cash plan location?**

You will move to the relevant cash plan for your employing company. Your final contributions made through payroll in your old location will continue to be applied to purchasing shares, and any contributions made in your new location will be applied to purchasing cash units.

## **Being a shareholder**

### **What are dividends?**

A dividend is the distribution of part of a company's net profit, made to shareholders as a reward for investing in the company. Shareholders need to be recorded as owning shares at a date set by the company (the Record Date) in order to receive dividends.

### **When are dividends paid?**

BHP Billiton currently pays dividends twice a year, with Record Dates in March and September.

### **How are dividends paid?**

If you have a financial institution account (e.g. bank account, building society account or credit union account) in Australia, United States or United Kingdom your dividends will be paid direct to you. To receive the money you must ensure your bank account details have been uploaded on your portfolio. Please visit [BHPBshareplus.com](http://BHPBshareplus.com) to access the Plan Administrators website.



## Contact details

### What if I have further questions about the plan?

Further details are available from your HR Manager or HR Business Partner.

You can also send an email to [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au)

### I have lost my SRN. Where can I get this number?

You can contact the Plan Administrator on [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au). You must send your email from the email address recorded with Computershare, or your BHP Billiton email address, and quote your full name and 1SAP Employee Number.

### I have forgotten my PIN. How do I get another PIN?

You can reset your PIN via the Plan Administrators website by clicking the 'Forgotten PIN' link, which can be accessed from [BHPBshareplus.com](http://BHPBshareplus.com). You will be asked to enter your Securityholder Reference Number (SRN) and answer your security questions in order to have a new PIN generated. Alternatively, email Computershare on [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au) advising your full name and Securityholder Reference Number. A new PIN will be sent to you by email.

### How do I contact the Plan Administrator?

You can contact the Plan Administrator by sending an email to [BHPBshareplans@computershare.com.au](mailto:BHPBshareplans@computershare.com.au).



## Share Prices and Independent Advice

The market share price for BHP Billiton shares is available at any time on the internet  
**<http://www.BHPBilliton.com>**

Alternatively, participants may request such information from the Plan Administrator at **BHPBshareplans@computershare.com.au** and that information will be provided to a participant within a reasonable time of any such request.

The advice contained in the offer documents provided to employees in relation to their potential participation in Shareplus contain general advice only and employees should consider obtaining their own independent financial advice from an independent person appropriately licensed by relevant organisations to provide such advice.

## Financial Services Guide

As the Plan Administrator (Computershare Plan Managers) may provide financial services in relation to Shareplus, it may be required to give you a Financial Services Guide (FSG) setting out the particulars relevant to those financial services. The FSG can be provided to BHP Billiton as your agent to receive the FSG in a manner agreed by the agent. If you participate in Shareplus, you are deemed to appoint BHP Billiton as your agent to receive the FSG (and any updates). The FSG will be provided to BHP Billiton and posted on BHP Billiton's portal.



# Terms & Conditions of Shareplus Shares

**shareplus**  
the all employee share plan

 **bhpbilliton**  
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## Terms & Conditions of Shareplus Shares

This document is important and sets out the terms and conditions that will apply to the operation of the Shareplus 2014 share plan and also summarises the relevant rules of Shareplus (the Plan). This document is subject to the full Shareplus Plan Rules. A copy of the Plan Rules is available on the enrolment website in the Essential Information document, or from the Plan Administrator at **BHPBshareplans@computershare.com.au**.

By enrolling in Shareplus 2014, you acknowledge that you consent to the terms and conditions set out in this document (including granting a power of attorney under clause 29).

### 1 General

- a) The purpose of the Plan is to offer employees of Group Companies the opportunity to acquire shares in BHP Billiton. It is part of a global equity plan being offered by BHP Billiton Limited and BHP Billiton Plc to their respective employees.
- b) It is intended that employees who participate in the Plan will acquire a number of shares in BHP Billiton that will, after being held for a specified period, entitle continuing employees to receive Matched Shares at no additional cost to them.

### 2 Eligibility

- a) Participation in the Plan is open to all full time and part time employees of any Group Company including employees of any Group Company on fixed-term contracts.
- b) An employee's eligibility to continue to participate ends immediately upon the employee ceasing to be employed by the BHP Billiton group.
- c) Participation in the Plan is on a voluntary basis and employees must decide whether they wish to make any contributions into the Plan, and the amount they wish to contribute.

### 3 Plan Year

The 2014 Plan will commence on 1 April 2014 and will cease on the day after the fourth quarterly purchase of Acquired Shares in June 2015.

### 4 Invitations

- a) Invitations will be sent to all eligible employees (as at 1 March 2014).

### 5 Enrolment

- a) There will be one enrolment period during the Plan Year. The Enrolment Period opens on 1 April 2014, and will close at midnight on 30 April 2014 in each location.
- b) All enrolments must be completed by the applicable closing dates. Employees who are invited to participate but who fail to enrol by the applicable closing date will be precluded from participating, and will not be able to join until the next applicable Enrolment Period.
- c) Employees who enrol in Shareplus 2014 will automatically be re-enrolled in the next plan year unless they notify otherwise.

### 6 Holding Period (also known as Qualification Period)

The Holding Period will commence on 1 April 2014 and will end on the first non-prohibited date after 6 April 2017. The duration of the Holding Period will be reduced for Leavers (clause 26).

### 7 Allocation Date

The Allocation Date will be at the end of the Holding Period.

### 8 Level of Participation

- a) The minimum contribution amount will be determined each Plan Year depending on the applicable foreign exchange rates and will be equivalent to the value of 5 shares in each participant's base salary currency.
- b) The maximum annual contribution will be USD5,000 or the equivalent value in a participant's base salary currency.
- c) The equivalent maximum value for the Plan Year in each payroll currency will be calculated using exchange rates on the first business day of February 2014.

### 9 Contributions

- a) Participants will be required to pay for the purchase of the Acquired Shares using their own funds.
- b) Unless otherwise advised, contributions will be deducted from participants' after-tax salary.
- c) The deductions will be made by the payrolls and paid over to the Plan Administrator once a month. Upon receipt of these funds the Plan Administrator will convert the contributions to one of four plan currencies (depending on the Stock Exchange). These funds will be held in non-interest-bearing accounts until used by the Plan Administrator to purchase Acquired Shares.
- d) As part of the enrolment process, employees must nominate the contribution per annum they wish to make. This contribution will be in their base salary currency. Payrolls will advise the Plan Administrator of each employee's salary currency.
- e) Shareplus 2014 deductions will commence in June 2014.
- f) In participating in the plan, employees agree to the salary deductions.
- g) Alternative arrangements will be made in those jurisdictions which prohibit payroll deductions.

## **10 Financial Assistance**

BHP Billiton will not provide any financial assistance, or pay or loan any funds to employees to purchase the Acquired Shares.

## **11 Ratio of Matched Shares to Acquired Shares**

One Matched Share for every Acquired Share, subject to the matching conditions.

## **12 Matching Conditions**

At the end of the Holding Period, participants must be employed by BHP Billiton and holding all or some of their Shareplus Acquired Shares within the Shareplus Nominee account.

## **13 Allocation of Matched Shares**

Participants will become entitled to have Matched Shares allocated upon satisfaction of the Matching Conditions. When the Matched Shares have been allocated the participant will have the choice to arrange for the Shares to be transferred to their own shareholder account or sold.

## **14 Tax Withholding**

- a) If any Group Company or other person (i.e. the Plan Administrator) is obliged, or reasonably believes they have an obligation, as a result of or in connection with the purchase of any Acquired Shares; the allocation of any Matched Shares; or the payment of an amount equivalent to an Acquired Share or Matched Share, to account for income tax or employment taxes under any wage, withholding or other arrangements or for any other tax, social security contributions or levy or charge of a similar nature, then that Group Company or person is entitled to be paid or reimbursed (at the election of the Group Company or other person) by the participant for the amounts so paid or payable.
- b) Where this applies, the Group Company or the Plan Administrator is not obliged to pay the relevant amount or issue, transfer or allocate the relevant Shares to the participant unless the Group Company or other person is satisfied that arrangements have been made for payment or reimbursement (as decided by the Group Company or other person).
- c) Employees may be subject to tax in their relevant countries. General tax information for certain countries will be contained in the Shareplus tax guides (available on the enrolment website or from the Plan Administrator).

## **15 Purchase Dates**

The Plan Administrator will purchase Acquired Shares on four Purchase Dates during the plan year: September 2014, December 2014, March 2015 and June 2015. Each purchase will cover the preceding three months' contributions.

## **16 Price of Acquired Shares**

Acquired Shares will be purchased at the prevailing market price of BHP Billiton's ordinary shares at the time of purchase.

## **17 Number of Acquired Shares that may be purchased**

The number of Acquired Shares that will be purchased will be determined on the relevant Purchase Dates. The contributions that have been accrued prior to each Purchase Date will be used to purchase the Acquired Shares. Only a whole number of ordinary shares will be purchased. Any balance of contributions will be carried forward to the next Purchase Date and used toward the next purchase of Acquired Shares.

## **18 Residual Balances**

Any contribution balances that remain at the end of the Plan Year will be carried forward to the next Plan Year. Any contribution balances that remain in respect of participants who leave during the Plan Year will be paid to the participant after the Plan Administrator has been advised of the leaving event. Any contribution balances that remain in respect of participants who decide not to enrol in the next Plan Year will be paid to the participant as soon as practicable after the end of the Shareplus 2014 Plan Year. Residual balances are transferred by the Plan Administrator to the relevant HR Admin Hub on a monthly basis. Payrolls will transfer any funds received to employees.

## **19 Holding of Acquired Shares**

Any Acquired Shares purchased will be held by the Plan Administrator in the name of each participant.

## **20 Voting, dividends and other shareholder entitlements**

- a) **Acquired Shares**  
Acquired Shares will hold voting rights which may be exercised by participants from the relevant acquisition date. Participants will also be entitled to receive dividends and participate in capital reorganisations and bonus issues in respect of the record date after the relevant Acquisition Date.
- b) **Matched Shares**  
Participants will only become entitled to vote, receive dividends and participate in capital reorganisations and bonus issues in respect of the record date after the Allocation Date.

## **21 Restrictions on the Sale of Acquired and Matched Shares**

- a) Participants are free to sell their Acquired Shares during the Holding Period subject to compliance with GLD.025 Securities Dealing. However, if a participant sells all or a proportion of their Acquired Shares before the end of the Holding Period they will lose the right to be able to receive Matched Shares in relation to the Acquired Shares they have sold.
- b) Participants will be free to sell any Matched Shares once they have been allocated, subject to compliance with GLD.025 Securities Dealing.

## 22 Shares

The securities that are subject to the offer are fully paid up ordinary shares in the capital of BHP Billiton. The issuer of the securities will depend on an employee's employing company. The issuer will either be BHP Billiton Ltd or BHP Billiton Plc.

## 23 Plan

The plan in which an employee will participate will depend on their employing company, as follows:

| Company   | Plan |
|---|------|
| BHP Billiton Ltd or one of its subsidiary companies | Ltd  |
| BHP Billiton Plc or one of its subsidiary companies | Plc  |

## 24 Stock/Securities Exchanges

a) The exchange on which a participant's Acquired and Matched Shares are purchased will depend on their plan and location, as follows:

| Plan/Location                     | Stock Exchange                       |
|-----------------------------------|--------------------------------------|
| Ltd – not located in the USA      | Australian Securities Exchange (ASX) |
| Ltd – located in the USA          | New York Stock Exchange (NYSE)       |
| Plc – not located in South Africa | London Stock Exchange (LSE)          |
| Plc – located in South Africa     | Johannesburg Stock Exchange (JSE)    |

b) It will be the responsibility of each participant to ensure they advise the Plan Administrator of the correct exchange. BHP Billiton or the Plan Administrator will not be responsible, or provide compensation or be able to undo or transfer any shares that may have been purchased on the wrong exchange. If participants are unsure of their employing company, they should seek advice from their HR Business Partner or HR Manager.

## 25 Relocations

It will be the responsibility of each participant to advise the Plan Administrator and relevant payrolls if they relocate. BHP Billiton or the Plan Administrator will not be responsible or provide compensation in respect of any contributions that are missed or Acquired Shares not purchased in the event of a participant relocating and moving payrolls.

## 26 Leaving the Plan

a) Participants who cease to be employed by the BHP Billiton group during the Holding Period will no longer be eligible to participate in the Plan.

b) A participant's eligibility to receive Matched Shares will depend on their reason for leaving

| Reason   | Treatment of Matched Shares          |
|--|--------------------------------------|
| Resignation / Termination / Dismissal                        | No entitlement to any Matched Shares |
| Natural end of fixed term contract within the Holding Period |                                      |
| Death * / Disability / Serious injury / Illness              | Entitlement to 100% Matched Shares   |
| Redundancy / Retrenchment / Retirement **                    |                                      |
| Business sale  |                                      |

\* Special conditions apply to a participant's Acquired Shares and conditional rights to Matched Shares in the event of their death

\*\* Includes fixed term contracts ended early by BHPB

In any other circumstance of cessation the treatment of matched shares is at company discretion

c) Subject to clause 26(d) below, any applicable Matched Shares will be allocated when the participant leaves BHP Billiton. On receipt of notice about the cessation of employment, the Plan Administrator will send a Leaver Letter to the participant. The Matched Shares and the Acquired Shares will remain in the Shareplus Nominee account for a period of up to six months after the leaving date. During that period the participant can sell their Shares or arrange for them to be transferred to the ordinary shareholders register and held in their own name. If the participant takes no action during the six month period, the Shares will be automatically moved to the ordinary shareholders' register in the name of the participant. The Company will sell sufficient Matched Shares to cover any mandatory taxes/social security charges triggered by the allocation of the Matched Shares.

d) If a participant dies during the Holding Period, the participant agrees that the Company will make a cash payment into the participant's payroll bank account in lieu of any Acquired Shares or Matched Shares. The value of the cash payment will be equivalent to the [net] value of the participant's Acquired Shares and conditional rights to receive Matched Shares (that the participant becomes entitled to on cessation of their employment), calculated by multiplying the number of Acquired Shares and conditional rights to Matched Shares by the price of BHP Billiton shares on the date that the participant's employment ceases, [less any costs and charges associated with the transfer (if any)]. The participant's Acquired Shares may be sold or transferred to the relevant trustee and any conditional rights to Matched Shares will immediately lapse. The participant grants the power of attorney in clause 29 below to give effect to this clause 26(d).

## 27 Costs and Charges

All costs and charges associated with the administration of the plan will be borne by BHP Billiton, with the exception of Income Tax and Capital Gains Tax and costs associated with sale of shares which are the responsibility of each participant.

## **28 Miscellaneous**

If there is any dispute as to the interpretation of the Plan, the decision of the Board is final and shall be binding on all persons. The Board has absolute and unfettered discretion to act or refrain from acting under the Plan rules or concerning the Plan or any Shares allocated under the Plan; and in exercising any power or discretion concerning the Plan or any shares allocated under the Plan.

## **29 Power of attorney**

By enrolling in the Plan, each participant irrevocably appoints the members of the Remuneration Committee (and their delegates and nominees from time to time) to be the participant's attorney for the purposes of the Plan and, in the event of the participant's death, authorises the attorney(s) to:

- a) sell, transfer, dispose of, or otherwise deal with any Acquired Shares or Matched Shares held by the participant at the date of their death;
- b) prepare, amend, settle and execute any documents (including share transfers) on the participant's behalf to give effect to the provisions of the Plan and the terms and conditions attaching to the participant's Acquired Shares and Matched Shares;
- c) do any other thing that the attorney believes is necessary or expedient to give effect to the provisions of the Plan and the terms and conditions attaching to the participant's Acquired Shares and Matched Shares; and
- d) appoint an agent to do any of the things referred to above, and the participant acknowledges that the power of attorney is given for valuable consideration.

## **30 Acquired Rights**

Neither the establishment of the Plan, nor the granting of the right to purchase shares under the Plan, nor the payment of any benefits shall be held or construed to confer upon any Participant any legal right to continue to be eligible to participate in this Plan or of continued employment regardless of the length of time they have been granted benefits under the Plan.

The rights and obligations of a participant under the terms of his or her office, employment or contract with a group company are not affected by his or her participation in the plan. The plan rules do not form part of, and will not be incorporated into, any contract of a participant.

## **31 Data Protection**

- a) BHP Billiton (and the persons or entities it engages in connection with the fulfilment of its obligations under this Plan) will use its best endeavours to handle all personal data in a confidential manner and will take all reasonable steps to make such handling secure and safe. In some cases it will be necessary for BHP Billiton to engage third parties to connection with the fulfilment of its obligations under this Plan.
- b) By participating in the Plan employees understand that:
  - BHP Billiton is satisfied that such third parties are under an obligation to apply the same technical and organisational security measures to the data processing function as BHP Billiton would use. Accordingly, participants' personal data will be obtained and processed only for the purposes set out in this plan and will not be processed further in any manner incompatible with those purposes.
  - If they wish to raise an issue relating to their personal data or data protection, they are to take the matter up first with BHP Billiton.
  - The rights that they have under this Plan do not affect any rights that they may have under national legislation or any other rules or regulations.
- c) For the purposes of this Plan, participants consent to the processing of personal data relating to them by BHP Billiton, by the Plan Administrator and such other persons or entities engaged by said parties.

## **32 Plan Administrator**

Computershare Plan Managers Pty Limited.

## **33 Cash Plans**

- a) In countries where it is not possible or practical to operate Shareplus, cash plans will be operated. All employees who are located in the relevant country and who join Shareplus will participate in the cash plan.
- b) Any funds paid over to the Plan Administrator will be held until a cash payment is required to be made.
- c) Instead of purchasing shares, the Plan Administrator will calculate how many shares could have been purchased and award the participant the equivalent number of Acquired Units.
- d) Acquired Units may be cashed in during the Holding Period. However, if all or a proportion of the Acquired Units are cashed in, the participant will lose the right to receive the Matched Units. The ratio will be one Matched Unit for every Acquired Unit, subject to the Matching Conditions.

### 34 Specific Country Terms

Some countries have specific additional requirements in respect of employee share plans. Where relevant participants who are located in the following countries must adhere to the requirements, and by participating they agree not to breach the requirements.

| Country           | Requirement  |
|-------------------|--|
| Angola            | Contributions must not exceed 25% of a participant's salary.   |
| Australia         | Contributions to Shareplus will be held in specific Shareplus accounts at the HSBC Bank maintained by Computershare as the Plan administrator on behalf of BHP Billiton.   |
| Chile             | Contributions must not exceed 15% of a participant's monthly salary.   |
| Colombia          | Contributions must not exceed 20% of a participant's annual salary (once added to other deductions).   |
| Kazakhstan        | Contributions must not exceed 50% of a participant's monthly salary.   |
| Mozambique        | Contributions must not exceed 33% of a participant's remuneration.   |
| Pakistan          | <p>An affidavit advising the number of shares for each employee is to be completed and submitted to the State Bank of Pakistan (SBP) by BHP Billiton.</p> <p>On cessation or transfer of employment with BHP Billiton Pakistan, BHP Billiton will ensure the participant disposes their shares immediately on departure. The employees shares are sold and proceeds repatriated to Pakistan, if the employee chooses to retain their shares, BHP Billiton will be responsible to ensure that the individual registers the shares in their own capacity with the SBP and the employee will have the responsibility to file a V-96 form when they sell the shares or receive dividends. It will be BHP Billiton responsibility to ensure that the Appendix V-96 is filed by the former employee when the shares are sold/dividends are received.</p> <p>Dividends- any dividends must be repatriated to Pakistan - BHP Billiton Pakistan will provide a Proceeds Realisation Certificate (PRC) per employee to the SBP.</p>  |
| Trinidad & Tobago | <p>No shares, options, rights or interest to which the employee is or may become entitled under the plan shall be assigned or transferred to any Trinidad &amp; Tobago Participant under the Plan or to a member of the Trinidad &amp; Tobago Public in whole or in part either directly or by operation of law or otherwise, including but without limitation, by way of pledge, bankruptcy or in any other manner other than by devolution on death or mental incompetence and no shares, options, rights or interest of any Trinidad &amp; Tobago Participant under this Plan shall be liable for or subject to any obligation or liability that such Participant may have in Trinidad &amp; Tobago.</p> <p>Such shares, options, rights or interests shall be held by the Plan Administrators until such time as the Trinidad &amp; Tobago Participant agrees to the disposition and or sale of the said shares, options, rights or interests.</p> <p>Notwithstanding the foregoing, the Plan administrator shall not assign, transfer, sell or otherwise dispose of the said shares, options, rights or interests to any Trinidad &amp; Tobago Participant under the plan or to any member of the Trinidad &amp; Tobago Public either in its own capacity or for or on behalf of the Trinidad &amp; Tobago Participant.</p> |