

Registered number: 2897874

BHP BILLITON (UK) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

THURSDAY



L72QXGSO
LD4 29/03/2018 #106
COMPANIES HOUSE

BHP BILLITON (UK) LIMITED

COMPANY INFORMATION

Directors	T I Tchorbadjieva I D Chisholm V Pant
Registered number	2897874
Registered office	Nova South 160 Victoria Street London England SW1E 5LB United Kingdom

BHP BILLITON (UK) LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Statement of Directors' responsibilities in respect of the Directors' report and the financial statements	3
Independent auditor's report to the Shareholders of BHP Billiton (UK) Limited	4 - 5
Statement of comprehensive income	6
Balance sheet	7
Statement of changes in equity	8 - 9
Notes to the financial statements	10 - 19

BHP BILLITON (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017

The Directors present their report and the financial statements for the year ended 30 June 2017.

The Company is deemed a small company under the Companies Act 2006 and hence qualifies under Section 414B to be exempted from the duty to prepare a strategic report.

PRINCIPAL ACTIVITY

The principal activity of the Company is the holding of investments.

DIVIDENDS

Dividends declared and paid in the year amounted to \$8,800 thousand (2016: \$921,500 thousand).

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to \$930,082 thousand (2016: \$1,003,354 thousand).

The operating results and state of affairs of the Company are fully set out in the accompanying financial statements and do not in our opinion require any further comment.

DIRECTORS

The Directors who served during the year were:

N T Allen (resigned 29 July 2016)
H C L Lemmens (resigned 29 July 2016)
I K Rae (resigned 31 December 2016)
T I Tchorbadjieva
I D Chisholm (appointed 29 July 2016)
V Pant (appointed 31 December 2016)

These Directors are entitled to indemnities under the Directors and Officers Liability Insurance of BHP Billiton Plc that were in place during the year and at the date of this report.

None of the Directors, or their immediate family, had any beneficial interest in the shares of the Company during the year.

GOING CONCERN

The financial statements have been prepared on the going concern basis.

FUTURE DEVELOPMENTS

The nature of the Company's business will remain the same for the foreseeable future.

RESEARCH AND DEVELOPMENT ACTIVITIES

There is no research and development activity during the year.

POLITICAL CONTRIBUTIONS

The Company made no political donations or incurred any political expenditure during the year.

BHP BILLITON (UK) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2017**

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.


POST BALANCE SHEET EVENTS

The significant post balance sheet events are disclosed in Note 16 to the financial statements.

AUDITOR

The auditor, KPMG LLP, will be deemed reappointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board on 27 March 2018 and signed on its behalf.



.....
I D Chisholm
Director

BHP BILLITON (UK) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTOR'S REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 '*Reduced Disclosure Framework*'.

Under Company law the Directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON (UK) LIMITED

Opinion

We have audited the financial statements of BHP Billiton (UK) Limited ("the company") for the year ended 30th June 2017 which comprise the Statement of comprehensive income, Balance sheet, Statement of changes in equity, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BHP BILLITON (UK) LIMITED
(Continued)

Directors' responsibilities

As explained more fully in their statement set out on page 1, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

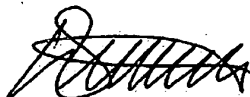
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Lourens De Villiers (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
29 March 2018

BHP BILLITON (UK) LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2017

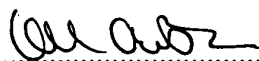
	Notes	2017 \$000	2016 \$000
Operating expenses		(2)	(2)
Operating loss	3	(2)	(2)
Income from shares in group companies		954,524	1,796,334
Impairment on investments		-	(764,340)
Amounts written off investments	10	-	(750)
Interest receivable and similar income	6	-	9,579
Interest payable and similar charges	7	(28,796)	(44,441)
Profit on ordinary activities before taxation		925,726	996,380
Taxation on profit on ordinary activities	8	4,356	6,974
Profit for the financial year		930,082	1,003,354
Other comprehensive income for the year		-	-
Total comprehensive income for the year		930,082	1,003,354

The notes on pages 10 to 19 form part of these financial statements.

BHP BILLITON (UK) LIMITED**BALANCE SHEET
AS AT 30 JUNE 2017**

	Note	2017 \$000	2016 \$000
Fixed assets			
Investments	10	1,107,844	1,107,844
		<u>1,107,844</u>	<u>1,107,844</u>
Current assets			
Debtors: Amounts falling due within one year	11	8,181	6,975
Creditors: Amounts falling due within one year	12	(45,892)	(965,968)
Net current liabilities		<u>(37,711)</u>	<u>(958,993)</u>
Total assets less current liabilities		<u>1,070,133</u>	<u>148,851</u>
Net assets		<u>1,070,133</u>	<u>148,851</u>
 Capital and reserves			
Called up share capital	13	100,000	100,000
Profit and loss account		970,133	48,851
		<u>1,070,133</u>	<u>148,851</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 March 2018.



.....
I D Chisholm
Director

The notes on pages 10 to 19 form part of these financial statements.

BHP BILLITON (UK) LIMITED**STATEMENT OF CHANGES IN EQUITY
AS AT 30 JUNE 2017**

	Share capital \$000	Retained earnings \$000	Total equity \$000
At 1 July 2016	100,000	48,851	148,851
Comprehensive income for the year			
Profit for the year	-	930,082	930,082
Total Comprehensive income for the year	-	930,082	930,082
Contributions by and distributions to owners			
Dividends: Equity capital	-	(8,800)	(8,800)
Total contributions by and distributions to owners	-	(8,800)	(8,800)
At 30 June 2017	100,000	970,133	1,070,133

The notes on pages 10 to 19 form part of these financial statements.

BHP BILLITON (UK) LIMITED

**STATEMENT OF CHANGES IN EQUITY
AS AT 30 JUNE 2016**

	Share capital \$000	Retained earnings \$000	Total equity \$000
At 1 July 2015	100,000	(33,003)	66,997
Comprehensive income for the year			
Profit for the year	-	1,003,354	1,003,354
Total Comprehensive income for the year	-	1,003,354	1,003,354
Contributions by and distributions to owners			
Dividends: Equity capital	-	(921,500)	(921,500)
Total contributions by and distributions to owners	-	(921,500)	(921,500)
At 30 June 2016	100,000	48,851	148,851

The notes on pages 10 to 19 form part of these financial statements.

BHP BILLITON (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

BHP Billiton (UK) Limited (the "Company") is a private company incorporated, domiciled and registered in England in the UK. The registered number is 2897874 and the registered address is Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom. The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006. The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

The Company's ultimate parent undertaking, BHP Billiton Plc includes the Company in its consolidated financial statements. The consolidation financial statements of BHP Billiton Plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom.

BHP BILLITON (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

1. ACCOUNTING POLICIES (continued)

1.3 VALUATION OF INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

1.4 DEBTORS

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.5 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.6 FINANCE COSTS

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.7 FOREIGN CURRENCIES

The Company's functional currency is US Dollars as this is the dominant currency in which the Company operates. Transactions denominated in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

1.8 GOING CONCERN BASIS

The financial statements have been prepared on a going concern basis. The Company had current liabilities in excess of current assets by US\$ 37,711 thousand (2016 : current liabilities in excess of current assets by US\$ 958,993 thousand) and net assets of US\$ 1,070,133 thousand (2016 : US\$ 148,851 thousand) at 30 June 2017. The Directors believe that the going concern basis is appropriate, given the Company's net asset position and that they expect further funding as necessary to be available from third parties or other Group companies.

BHP BILLITON (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

1. ACCOUNTING POLICIES (continued)

1.9 INTEREST INCOME

Interest income is recognised in the profit and loss account using the effective interest method.

1.10 DIVIDENDS RECEIVED/ RECEIVABLE

Dividend income is recognized in the profit and loss account on the date the entity's right to receive payment is established.

1.11 DIVIDENDS PAID/ PAYABLE

Dividends on ordinary shares are recognised as they are declared.

Dividends unpaid at the balance sheet date are only recognized as a liability at the date to the extent that they are appropriately authorized and no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

1.12 TAXATION

Tax is recognised in the profit and loss account, except to the extent that it is attributable to an item of income and expense recognised as other comprehensive income or recognised directly in equity in which case it is recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Reduction in UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and from 19% to 17% (effective 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively.

1.13 GROUP ACCOUNTS

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

BHP BILLITON (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

2. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing the financial statements, management is required to make estimates and assumptions that affect the amounts represented in the financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the financial statements.

The recognition and measurement of impairment of investments in subsidiaries requires the use of significant judgements and estimates in which investments in subsidiaries are reviewed for impairments where events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If the asset is determined to be impaired, an impairment loss will be recorded and the asset written down based on the amount by which the asset carrying amount exceeds the higher of fair value less cost of disposal and value in use. An impairment loss is recognized immediately in the income statement.

Additional information relating to the significant judgments and estimates of impairments of investments in subsidiaries is embedded within Note 10 Investments.

3. OPERATING RESULT

The operating loss is stated after charging:

	2017 \$000	2016 \$000
Operating expenses	<u>2</u>	<u>2</u>

During the year, no Director received any emoluments (2016: \$nil).

4. AUDITOR'S REMUNERATION

	2017 \$000	2016 \$000
Audit fees	<u>15</u>	<u>19</u>

The auditor's remuneration in respect of the Company's audit was borne by a fellow group undertaking. There was no other remuneration paid to the auditor in respect of non-audit services rendered to the Company (2016: \$nil) during the year.

The auditors' remuneration for statutory audit services solely to amounts paid to KPMG LLP.

5. EMPLOYEES

The Company has no employees. The present directors are employed by, and receive remuneration for their services from, other Group companies. No directors' remuneration was allocated to the Company.

BHP BILLITON (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2017 \$000	2016 \$000
Interest receivable from group companies	-	9,579
	-	9,579

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2017 \$000	2016 \$000
Profit on foreign exchange	-	(457)
Interest payable to group undertakings	28,796	44,898
	28,796	44,441

8. TAXATION

	2017 \$000	2016 \$000
Corporation tax		
Current tax credit on profits for the year	(5,610)	(6,974)
Current year loss surrendered	(77)	-
Adjustment in respect of prior periods	1,331	-
Total Current tax	(4,356)	(6,974)

Factors Affecting Tax Charge For The Year

The reconciliation between expected tax charge, computed by applying the standard rate of corporation tax to the profit for the year, and the actual tax credit is as follows:

Profit on ordinary activities before tax	925,726	996,380
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.75% (2016 - 20%)	182,831	199,276
Effects of:		
Non-taxable impairment and other expenses	-	152,867
Non-deductible loss on investment	-	150
Non-taxable dividend income	(188,518)	(359,267)
Adjustments in respect of prior periods	1,331	-
Total tax credit for the year	(4,356)	(6,974)

BHP BILLITON (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****8. TAXATION (continued)**

United Kingdom taxation

The Company is a member of a group for purposes of relief under Part 5 Corporation Tax Act 2010. The Company has provided group relief to other group companies at the tax cost of the relief provided (2016: group relief was provided at the tax cost of the relief provided).

There are no timing differences that result in a provision for deferred tax for either the year ended 30 June 2017 or the year ended 30 June 2016.

9. DIVIDENDS

	2017 \$000	2016 \$000
Dividend paid of US\$ 0.16 per share (2016: US\$ 16.82)	8,800	921,500
	<u>8,800</u>	<u>921,500</u>

10. INVESTMENTS

	Investments in subsidiary companies \$000
Cost or valuation	
At 1 July 2016	6,196,409
Amounts written off investments	-
At 30 June 2017	<u>6,196,409</u>
Impairment	
At 1 July 2016	5,088,565
Impairment on investments	-
At 30 June 2017	<u>5,088,565</u>
At 30 June 2017	<u>1,107,844</u>
At 30 June 2016	<u>1,107,844</u>

BHP BILLITON (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****10. INVESTMENTS (continued)**

The following were investments in related undertakings of the Company:

Name	Class of shares	Principal activity	Holding	2017 \$000	2016 \$000
BHP Billiton Aluminium Australia Pty Ltd	Ordinary	Holding company	100%	577,132	577,132
BHP Billiton Australia UK Finance Limited	Ordinary	Holding company	100%	2,081	2,081
BHP Billiton Energy Coal Australia Pty Ltd	Ordinary	Holding company	100%	219,511	219,511
BHP Billiton International Services Limited	Ordinary	Provision of services	100%	-	-
BHP Billiton Services Jersey Limited	Ordinary	Holding company	100%	-	-
BHP Group Limited	Ordinary	Dormant	100%	-	-
BHP Group Pty Ltd	Ordinary	Holding company	100%	221,163	221,163
Billiton Manganese Australia Pty Ltd	Ordinary	Holding company	100%	87,957	87,957
				<u>1,107,844</u>	<u>1,107,844</u>

In the opinion of the Directors the investments in and amounts due from the Company's investments are worth at least the amounts at which they are stated in the balance sheet.

A review of the net asset value of the investments held by the Company was done and no impairment required for the year.

BHP BILLITON (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****11. DEBTORS**

	2017 \$000	2016 \$000
Due within one year		
Amounts owed by group undertakings	2,571	1
Tax recoverable	5,610	6,974
	<u>8,181</u>	<u>6,975</u>

12. CREDITORS: Amounts falling due within one year

	2017 \$000	2016 \$000
Amounts owed to group undertakings	45,892	965,968
	<u>45,892</u>	<u>965,968</u>

13. SHARE CAPITAL

	2017 \$000	2016 \$000
Allotted, called up and fully paid		
54,780,091 Ordinary shares of £1 each at historic rate of exchange	<u>100,000</u>	<u>100,000</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

14. ULTIMATE PARENT COMPANY AND PARENT COMPANY OF LARGER GROUP

The Company is a wholly owned subsidiary of BHP Billiton Group Limited, a company incorporated in the United Kingdom.

The ultimate holding company of BHP Billiton (UK) Limited is BHP Billiton Plc, a company listed on the London Stock Exchange and incorporated in the United Kingdom. The registered office of the Company and BHP Billiton Plc is Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom. The consolidated financial statements of this group are available to the public and may be obtained from Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom.

BHP BILLITON (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

15. RELATED UNDERTAKINGS

In accordance with Section 409 of the Companies Act 2006 a full list of related undertakings, the country of incorporation and the effective percentage of equity owned, as at 30 June 2017 is disclosed below. Unless otherwise stated, the share capital disclosed comprises ordinary or common shares which are held by subsidiaries of BHP Billiton Plc.

Fully owned subsidiaries ^(a)

Country of incorporation

Australia

Registered office address

Level 14, 480 Queen Street, Brisbane QLD 4000, Australia

Company name

BHP Billiton Energy Coal Australia Pty Ltd

Coal Mines Australia Pty Ltd

Hunter Valley Energy Coal Pty Ltd

Mt Arthur Coal Pty Limited

Mt Arthur Underground Pty Ltd

Level 15, 171 Collins Street, Melbourne VIC 3000, Australia

BHP Billiton Aluminium Australia Pty Ltd

BHP Billiton SSM Development Pty Ltd

BHP Group Pty Ltd

BHP Pty Ltd

Billiton Manganese Australia Pty Ltd

British Virgin Islands

Akara Building, 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands

BHP Billiton Australia UK Finance Limited

Jersey

31 Esplanade, St Helier, Jersey, JE1 1FT, Jersey

BHP Billiton Services Jersey Limited

Philippines

Pearlbank Centre, 20th Floor - 146 Valero Street, Salcedo Village, Makati City, 1227, Philippines

QNI Philippines Inc (99.99%)

United Kingdom

36 East Stockwell Street, Colchester, Essex, CO1 1ST, England

Billiton Executive Pension Scheme Trustee Limited

Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom

BHP Billiton International Services Limited

BHP Billiton Sustainable Communities

BHP Group Limited

^(a) Fully owned 100 per cent subsidiary controlled by BHP Billiton (UK) Limited

BHP BILLITON (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

16. POST BALANCE SHEET EVENTS

On 25 August 2017, the Company's wholly-owned subsidiary BHP Billiton Australia UK Finance Limited was liquidated and proceeds from divestment of \$743,621 were received. On 29 November 2017, the Company paid dividends amounted to \$938,700 thousand to BHP Billiton Group Limited.