

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

3298904

Company Name in full

BHP Billiton Group Limited

Date of this return

The information in this return is made up to

Day		Month		Year			
0	9	0	5	2	0	0	3

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here.
Companies House will then send a form at the appropriate time.

Day		Month		Year			

Registered Office

Show here the address at the date of this return.

Neathouse Place

Any change of registered office **must** be notified on form 287.

Post town

London

County / Region

UK Postcode

SW1V 1BH

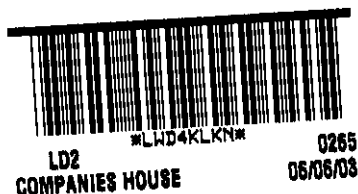
Principal business activities

Show trade classification code number(s) for the principal activity or activities.

7415

If the code number cannot be determined, give a brief description of principal activity.

Holding Company



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Neathouse Place

Post town London

County / Region UK Postcode SW1V 1BH

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town

County / Region UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

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Please tick the appropriate box

Company Secretary

(Please photocopy this area to provide details of joint secretaries).

* Voluntary details.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Name * Style / Title

Forename(s) Ines Lucia

Surname Watson

Address Spa House, 1 Montague Road

Post town Wimbledon

County / Region London UK Postcode SW19 1TB

Country England

Details of a new company secretary must be notified on form 288a.

Directors*Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name * Style / Title _____

Day Month Year
Date of birth 0 9 0 1 1 9 4 9

Forename(s) Philip Stanley

Surname Aiken

Address Flat 2, 23 Eaton Place, Belgravia

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town London

County / Region UK Postcode SW1X 8BP

Country Nationality Australian

Business occupation President & CEO Petroleum

* Voluntary details.

Name * Style / Title _____

Day Month Year
Date of birth 2 7 1 1 1 9 7 0

Forename(s) Elizabeth Anne

Surname Hobley

Address 12 Spice Court, Asher Way, Wapping

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town London

County / Region UK Postcode E1W 2JD

Country Nationality British

Business occupation Company Secretary

Directors*Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name * Style / Title _____

Day Month Year
Date of birth 0 7 0 3 1 9 5 6

Forename(s) William Broughton

Surname Smith

Address

Flat 3, 42 King Street, Covent Garden

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town London

County / Region UK Postcode WC2E 8JS

Country Nationality Australian

Business occupation Legal Counsel

* Voluntary details.

Name * Style / Title _____

Day Month Year
Date of birth

Forename(s)

Surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region UK Postcode

Country Nationality

Business occupation

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class
(e.g. Ordinary/Preference)**Number of shares issued****Aggregate Nominal Value**

(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)

See attached schedule		
Totals		

List of past and present shareholders

(use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

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on paper

in another format

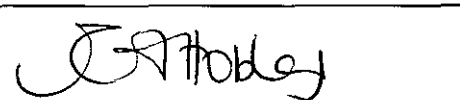
A list of changes is enclosed

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A full list of shareholders is enclosed

☒☐**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed**Date**

05.06.2003

† Please delete as appropriate.

† a director / secretary

When you have signed the return send it with the fee to the Registrar of Companies.

Cheques should be made payable to **Companies House.**This return includes continuation sheets.
(enter number)

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Mrs I Watson, BHP Billiton Plc, Neathouse Place,

London, SW1V 1BH

Tel 020 7802 4176

DX number DX exchange

Issued share capital Schedule to form 363a

CHFP010

Company Number

3298904

Company Name in full

BHP Billiton Group Limited

Currency

Pounds Sterling

Issued share capital

Enter details of all the shares in issue
at the date of this return.

Class
(e.g. Ordinary/Preference)

**Number of shares
issued**

**Aggregate Nominal
Value**
(i.e. Number of shares issued
multiplied by nominal value per
share, or total amount of stock)

5.5% Preference	1	£1.00
Totals	1	1.00



Issued share capital Schedule to form 363a

CHFP010 **Company Number** | 3298904

Company Name in full | BHP Billiton Group Limited

Currency | US Dollar

Issued share capital

Enter details of all the shares in issue at the date of this return.

	Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
5% Preference		1,908,500	US\$1,908,500.00
ORDINARY		14,003,527	US\$7,001,763.50
Totals		15,912,027	8,910,263.50

List of past and present shareholders Schedule to form 363a

CHFP010

Company Number | 3298904

Company Name in full | BHP Billiton Group Limited

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name BHP Billiton Plc Address Neathouse Place, London UK postcode SW1V 1BH	£1.00 5.5% Preference Shares Held 1		
Name Address UK postcode			
Name Address UK postcode			

List of past and present shareholders Schedule to form 363a

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BHP Billiton Group Limited

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- List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred (if appropriate)		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
<p>Name BHP Billiton South Africa (Jersey) Limited</p> <p>Address 22 Grenville Street, St. Helier, Jersey, Channel Islands</p> <p>UK postcode JE4 8PX</p>	<p>US\$1.00 5% Preference</p> <p>Shares Held 1,908,500</p>		
<p>Name</p> <p>Address</p> <p>UK postcode</p>			
<p>Name</p> <p>Address</p> <p>UK postcode</p>			

List of past and present shareholders Schedule to form 363a

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Company Name in full | BHP Billiton Group Limited

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Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name BHP Billiton Plc Address Neathouse Place, London UK postcode SW1V 1BH	US\$0.50 ORDINARY Shares Held 14,003,527	Shares or amount of stock transferred (if appropriate)	
Name Address UK postcode			
Name Address UK postcode			

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