



100 197 / 120

363a

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	4

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



A27 *ATG0347D* 0199
COMPANIES HOUSE 23/06/04

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 2ER

ENT

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

☐☒☐☐☐☐☐

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.

Name

* Style / Title Mrs

Forename(s) Ines Lucia

Surname Watson

Address

Spa House, 1 Montague Road

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

Post town Wimbledon

County / Region London

UK Postcode SW19 1TB

Country England

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 Group President Energy _____

* 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 Deputy 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			
Post town	London			
County / Region			UK Postcode	WC2E 8JS
Country			Nationality	Australian
Business occupation	Regional Counsel			

* Voluntary details.

Name	* Style / Title			
	Day	Month	Year	
Date of birth				
Forename(s)				
Surname				
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

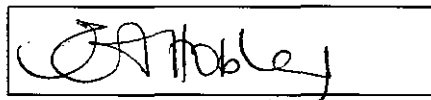
☐☐

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

10 JUNE 2004

† 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

5

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 _____



Company Number | 3298904

Company Name in full	BHP Billiton Group Limited
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Currency | Pounds Sterling

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

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3298904

BHP Billiton Group Limited

US Dollar

25

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	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
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			

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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
Name BHP Billiton South Africa (Jersey) Limited Address 22 Grenville Street, St. Helier, Jersey, Channel Islands UK postcode <u>JE4 8PX</u>	US\$1.00 5% Preference Shares Held 1,908,500		
Name Address UK postcode <u> </u>			
Name Address UK postcode <u> </u>			

List of past and present shareholders Schedule to form 363a

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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
Name BHP Billiton Plc Address Neathouse Place, London UK postcode SW1V 1BH	US\$0.50 ORDINARY Shares Held 14,003,527		
Name Address UK postcode			
Name Address UK postcode			