

# Appendix 3C

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

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

Introduced 1/9/99. Origin: Appendix 73. Amended 13/3/2000, 30/9/2001.

Name of entity

**BHP Billiton Limited (the Company)**

ABN

**49 004 028 077**

We (the entity) give ASX the following information.

### Information about buy-back

- |   |                                                                                                                     |                                                                                                                 |
|---|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 1 | Type of buy-back                                                                                                    | <b>Selective buy-back on equal access buy-back conditions (as modified by ASIC)</b>                             |
| 2 | *Class of shares which is the subject of the buy-back ( <i>eg, ordinary/preference</i> )                            | <b>Ordinary</b>                                                                                                 |
| 3 | Voting rights ( <i>eg, one for one</i> )                                                                            | <b>One for one</b>                                                                                              |
| 4 | Fully paid/partly paid ( <i>and if partly paid, details of how much has been paid and how much is outstanding</i> ) | <b>Fully paid</b>                                                                                               |
| 5 | Number of shares in the *class on issue                                                                             | <b>3,497,516,227</b>                                                                                            |
| 6 | Whether shareholder approval is required for buy-back                                                               | <b>No. An ASIC modification will be obtained pursuant to section 257D(4) of the Corporations Act 2001 (Cth)</b> |
| 7 | Reason for buy-back                                                                                                 | <b>As part of the Company's capital management programme</b>                                                    |

\* See chapter 19 for defined terms.

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### Announcement of buy-back

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- |   |                                                                                                                                            |                                                                                                                                                                     |
|---|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 8 | Any other information material to a shareholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> ) | See announcement dated 7 February 2007. Further information will be provided in a buy-back booklet to be lodged with the ASX prior to its dispatch to shareholders. |
|---|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### On-market buy-back

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

### Employee share scheme buy-back

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

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

### Selective buy-back

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

### Equal access scheme

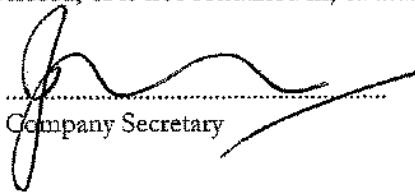
|    |                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 19 | Percentage of shares proposed to be bought back                                        | The percentage of shares to be bought back is not presently known and will depend on the final buy-back price and the amount determined by the Company. The Company is proposing to buy back a targeted maximum of A\$3.25 billion worth of its shares. The final size of the off-market buy-back will depend on tenders lodged by shareholders and market conditions but it will not be materially more than A\$3.25 billion. In any event, the Company will buy back less than 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the Company. |
| 20 | Total number of shares proposed to be bought back if all offers are accepted           | The number of shares to be bought back is not presently known and will depend on the final buy-back price and the amount determined by the Company. The Company is proposing to buy back a targeted maximum of A\$3.25 billion worth of its shares. The final size of the off-market buy-back will depend on tenders lodged by shareholders and market conditions but it will not be materially more than A\$3.25 billion. In any event, the Company will buy back less than 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the Company.     |
| 21 | Price to be offered for shares                                                         | The price will be determined by a tender process, as detailed in an announcement dated 7 February 2007 and outlined in a buy-back booklet which will be mailed to eligible shareholders by 28 February 2007.                                                                                                                                                                                                                                                                                                                                                                                            |
| 22 | *Record date for participation in offer<br><br>Cross reference: Appendix 7A, clause 2. | 16 February 2007                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

  
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Company Secretary

Date: 7 February 2007

Print name: JANE McALOON

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