

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____ x Civil Action No. 1:16-cv-01445-NRB
In re BHP BILLITON LIMITED SECURITIES :
LITIGATION : CLASS ACTION
: :
: :
This Document Relates To: :
ALL ACTIONS. :
_____ x

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of Pendency of Class Action and Proposed Settlement (the "Notice") that accompanies this Proof of Claim and Release form ("Proof of Claim" or "Claim Form"), including the Plan of Allocation set forth in the Notice. The Notice describes the proposed settlement, how Class Members are affected by the settlement, and the manner in which the Net Settlement Fund will be distributed if the settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein and provided for herein.

2. This Claim Form is directed to all persons or entities who purchased or otherwise acquired an interest in American Depositary Receipts ("ADRs") of BHP Billiton Limited and/or BHP Billiton plc (together, "BHP") from September 25, 2014 through November 30, 2015, inclusive (the "Class Period") (the "Class"). Certain persons and entities are excluded from the Class, as set forth on page 3, paragraph 7 of the Notice.

3. To recover as a Class Member based on your claims in the action entitled *In re BHP Billiton Limited Securities Litigation*, No. 1:16-cv-01445-NRB (the "Litigation"), you must complete and, on page 7 hereof, sign this Proof of Claim. If you fail to submit a timely and properly addressed (as set forth in paragraph 5 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed settlement.

4. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the settlement of the Litigation. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.

5. YOU MUST MAIL OR SUBMIT ONLINE AT WWW.BHPSECURITIESLITIGATION.COM YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, POSTMARKED (IF MAILED) OR RECEIVED (IF FILED ELECTRONICALLY) NO LATER THAN **APRIL 2, 2019**. IF MAILED, THE COMPLETED AND SIGNED PROOF OF CLAIM MUST BE SENT TO:

BHP Securities Litigation
Claims Administrator
c/o GILARDI & CO. LLC
P.O. Box 404090
Louisville, KY 40233-4090

Do not mail or deliver your Claim Form to the Court, the parties to the Litigation, or their counsel. Submit your Claim Form only to the Claims Administrator at the address set forth above. If you are NOT a Class Member, as defined in the Notice, DO NOT submit a Proof of Claim.

6. If you are a Class Member and you have not timely requested exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired an interest in the ADRs of BHP Billiton Limited (which trade on the New York Stock Exchange under the ticker symbol "BHP") and/or BHP Billiton plc (which trade on the New York Stock Exchange under the ticker symbol "BBL") and held them in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired ADRs and they were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the ADRs that form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S)



OR ACQUIRER(S) OF THE ADRs UPON WHICH THIS CLAIM IS BASED.

All joint purchasers and acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in ADRs of BHP Billiton Limited and/or BHP Billiton plc" to supply all required details of your transaction(s) in any of the ADRs. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your **purchases or acquisitions** of ADRs which took place during the period between September 25, 2014 and November 30, 2015, inclusive, and **all** of your **sales** of ADRs which took place between September 25, 2014 and February 26, 2016, inclusive, whether or not such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of ADRs you held at the opening of trading on September 25, 2014 and the close of trading on February 26, 2016. Failure to report all such transactions or holdings may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of ADRs. The date of a "short sale" is deemed to be the date of sale of ADRs.

Copies of broker confirmations or other documentation of your transactions in ADRs should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



Must Be Postmarked (if Mailed) or
Received (if Filed Electronically)
No Later Than April 2, 2019

BPB

Official
Office
Use
Only

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
In re BHP Billiton Limited Securities Litigation
Civil Action No. 1:16-cv-01445-NRB
PROOF OF CLAIM AND RELEASE
Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

PART I: CLAIMANT IDENTIFICATION

Last Name	M.I.	First Name
Last Name (Co-Beneficial Owner)	M.I.	First Name (Co-Beneficial Owner)
<input type="radio"/> IRA <input type="radio"/> Joint Tenancy <input type="radio"/> Employee <input type="radio"/> Individual <input type="radio"/> Other _____ (specify)		
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA		
Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)		
Account#/Fund# (Not Necessary for Individual Filers)		

Last Four Digits of Social Security Number	or	Taxpayer Identification Number
Telephone Number (Primary Daytime)		Telephone Number (Alternate)
Email Address		

MAILING INFORMATION

Address		
Address		
City	State	Zip Code
Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY	OB	CB	<input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
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PART II. SCHEDULE OF TRANSACTIONS IN ADRs OF BHP BILLITON LIMITED AND/OR BHP BILLITON plc

A. Number of shares of ADRs **held** at the opening of trading on September 25, 2014 (list for each of BHP Billiton Limited and BHP Billiton plc, as applicable):

BHP Billiton Limited, ticker symbol "BHP"	BHP Billiton plc, ticker symbol "BBL"
<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>
Proof Enclosed? <input type="radio"/> Y <input type="radio"/> N	Proof Enclosed? <input type="radio"/> Y <input type="radio"/> N

B. **Purchases/acquisitions** of ADRs (September 25, 2014 – November 30, 2015, inclusive) (list for each of BHP Billiton Limited and BHP Billiton plc, as applicable):

BHP Billiton Limited (ticker symbol "BHP")

	Trade Date(s) of Shares (List Chronologically)	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Purchase Enclosed?
	M M D D Y Y Y Y			
1.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N
2.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N
3.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N
4.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N

BHP Billiton plc (ticker symbol "BBL")

	Trade Date(s) of Shares (List Chronologically)	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Purchase Enclosed?
	M M D D Y Y Y Y			
1.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N
2.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N
3.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N
4.	/ / / /	/ / / / / / / /	\$ / / / / . 00	<input type="radio"/> Y <input type="radio"/> N

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes: Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

BHP Billiton Limited, ticker symbol "BHP"	Merger Shares:	Company:
M M D D Y Y Y Y	/ / / / / / / /	
<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>
/ / / /	/ / / / / / / /	
<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>
/ / / /	/ / / / / / / /	
<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 20px; height: 20px; border: 1px solid black;" type="text"/>

If you require additional space, attach extra schedules in the same format as above.
Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY
RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



C. **Sales** of ADRs (September 25, 2014 – February 26, 2016, inclusive):

BHP Billiton Limited (ticker symbol "BHP")								Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Sales Enclosed?							
Trade Date(s) of Shares (List Chronologically)				Number of Shares Sold												
M	M	D	D	Y	Y	Y	Y									
1.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N
2.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N
3.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N
4.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N

BHP Billiton plc (ticker symbol "BBL")								Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Sales Enclosed?							
Trade Date(s) of Shares (List Chronologically)				Number of Shares Sold												
M	M	D	D	Y	Y	Y	Y									
1.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N
2.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N
3.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N
4.			/			/		\$							<input type="radio"/> Y	<input type="radio"/> N

D. Number of shares of ADRs **held** at the close of trading on February 26, 2016 (list for each of BHP Billiton Limited and BHP Billiton plc, as applicable):

BHP Billiton Limited, ticker symbol "BHP"	Proof Enclosed?	BHP Billiton plc, ticker symbol "BBL"	Proof Enclosed?
<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

If you require additional space, attach extra schedules in the same format as above.
Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. RELEASE

1. I (We) hereby acknowledge that, pursuant to the terms set forth in the Stipulation, without further action by anyone, upon the Effective Date of the settlement, I (we), on behalf of myself (ourselves) and my (our) heirs, executors, administrators, predecessors, successors, assigns, parents, subsidiaries, affiliates, officers, directors, agents, fiduciaries, beneficiaries or legal representatives, in their capacities as such, and any other person or entity legally entitled to bring Released Claims on my (our) behalf, in that capacity, shall be deemed to have, and by operation of law and of the Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Claim (including Unknown Claims) against the Released Persons, and shall forever be barred and enjoined from bringing any action asserting any of the Released Claims against any and all of the Released Persons.

2. "Released Persons" is defined as each and all of the Defendants and their Related Parties. "Related Parties" means each of a Defendant's respective present and former parents, subsidiaries, joint ventures (including, for the avoidance of doubt, Samarco Mineração, S.A.), divisions and affiliates and the respective present and former employees, members, partners, principals,



officers, directors, attorneys, advisors, accountants, auditors, and insurers of each of them; and the predecessors, successors, estates, heirs, executors, trusts, trustees, administrators, agents, representatives, and assigns of each of them, in their capacity as such.

3. "Released Claims" means any and all claims, debts, demands, rights or causes of action or liabilities of every nature and description (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether known claims or Unknown Claims, whether arising under federal, state, local, foreign, statutory or common law, or any other law, rule or regulation, whether asserted or unasserted, fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, against BHP or the Related Parties, arising out of or relating to both: (i) the allegations, circumstances, events, transactions, facts, matters, occurrences, representations or omissions involved in, set forth, or referred to in the Litigation, and (ii) the purchase or acquisition of ADRs during the Class Period. For the avoidance of doubt, Released Claims does not include, nor is it intended to include, the claims asserted or that may be asserted in: (a) *Banco Safra S.A. – Cayman Islands Branch v. Samarco Mineração S.A.*, No. 1:16-cv-8800-RMB (S.D.N.Y.), (b) *Impiombato v. BHP Billiton Limited*, VID649/2018 (Vict. Registry – Fed. Ct. of Austl.), or (c) any other cases, consolidated into any of the foregoing actions or otherwise, to the extent that the claims asserted in the matters set forth in (a)–(c) do not arise out of or relate to the purchase or acquisition of ADRs or an interest therein during the Class Period. Released Claims does not include any claims relating to the enforcement of the settlement or any claims against any person or entity who or which submits a request for exclusion from the settlement class that is accepted by the Court.

4. "Unknown Claims" means any Released Claims which Plaintiffs or Class Members do not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement or seek exclusion from the Class. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Plaintiffs shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the U.S., or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly settle and release and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

5. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date.

V. CERTIFICATIONS

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) agree(s) to the release above and certifies (certify) as follows:

1. that I (we) have read and understand the contents of the Notice and this Claim Form, including the releases provided for in the settlement and the terms of the Plan of Allocation;
2. that the claimant(s) is a (are) Class Member(s), as defined in the Notice, and is (are) not excluded by definition from the Class as set forth in the Notice;
3. that the claimant(s) has(have) **not** submitted a request for exclusion from the Class;
4. that I (we) own(ed) the ADRs identified in the Claim Form and have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof, and that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;



5. that the claimant(s) has (have) not submitted any other claim covering the same purchases or acquisition of ADRs and knows (know) of no other person having done so on the claimant's (claimants') behalf;
6. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to the claimant's (claimants') claim and for purposes of enforcing the releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Claim Form as Lead Counsel, the Claims Administrator, or the Court may require;
8. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Litigation; and
9. that I (we) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in ADRs which are the subject of this claim, which occurred during the Class Period as well as the opening and closing positions in such securities held by me (us) on the dates requested in this Claim Form.

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this _____ day of _____ in _____
 (Month/Year) (City/State/Country)

 (Sign your name here)

 (Sign your name here)

 (Type or print your name here)

 (Type or print your name here)

 (Capacity of person(s) signing, e.g.,
 Beneficial Purchaser or Acquirer, Executor or Administrator)

 (Capacity of person(s) signing, e.g.,
 Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
 THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. Please sign the above release and declaration. 2. If this claim is being made on behalf of Joint Claimants, then both must sign. 3. Remember to attach copies of supporting documentation, if available. 4. Do not send originals of certificates. 5. Keep a copy of your Proof of Claim and all supporting documentation for your records. | <ol style="list-style-type: none"> 6. If you desire an acknowledgment of receipt of your Proof of Claim please send it Certified Mail, Return Receipt Requested. 7. If you move, please send your new address to the address below. 8. Do not use red pen or highlighter on the Proof of Claim or supporting documentation. |
|---|---|

THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE AT WWW.BHPSECURITIESLITIGATION.COM OR, IF MAILED, POSTMARKED NO LATER THAN APRIL 2, 2019, ADDRESSED AS FOLLOWS:

BHP Securities Litigation
 Claims Administrator
 c/o GILARDI & CO. LLC
 P.O. Box 404090
 Louisville, KY 40233-4090



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