

BHP BILLITON PLC
Form 6-K
February 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

November 27, 2008

BHP BILLITON LIMITED

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organisation)

180 LONSDALE STREET, MELBOURNE, VICTORIA

3000 AUSTRALIA

(Address of principal executive offices)

BHP BILLITON PLC

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

NEATHOUSE PLACE, VICTORIA, LONDON,

UNITED KINGDOM

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: [

Form 20-F [] Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [

]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [

]

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: [

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

n/a

Company Secretariat

27 November 2008

To: Australian Securities Exchange
London Stock Exchange

cc: New York Stock Exchange
JSE Limited
Swiss Stock Exchange
Deutsche Bank
UBS Zurich

For announcement to market

Please find attached the results of the business conducted at the meetings of shareholders of BHP Billiton Limited ("Limited") held in Melbourne, Australia on 27 November 2008 and BHP Billiton Plc ("Plc") held in London, United Kingdom on 23 October 2008.

As required by the Dual Listed Companies Structure, a poll was conducted on each of the proposed resolutions. Each resolution is a Joint Electorate Action. The poll results for BHP Billiton Limited and BHP Billiton Plc are attached.

The final proxy position for each company (excluding the proxy votes carried from one meeting to the other meeting by the Special Voting Shares) is detailed in Appendix 1.

Jane McAloon

Group Company Secretary

The poll results for BHP Billiton Limited and BHP Billiton Plc as follows:

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| | <u>Business</u> | <u>Votes</u> <u>For</u> | <u>Votes</u> <u>Against</u> | <u>Votes Abstained</u> | <u>Result</u> |
|---|--|----------------------------|--------------------------------|------------------------|---------------|
| 1 | Receipt of the Financial Statements and Reports of BHP Billiton Plc (an ordinary resolution) | 2,961,057,847 | 5,382,532 | 4,769,933 | CARRIED |
| 2 | Receipt of the Financial Statements and Reports of BHP Billiton Limited (an ordinary resolution) | 2,961,412,562 | 5,207,518 | 4,598,190 | CARRIED |
| 3 | Re-election of Mr P M Anderson as a director of BHP Billiton Plc (an ordinary resolution) | 2,953,253,505 | 14,405,578 | 3,460,239 | CARRIED |
| 4 | Re-election of Mr P M Anderson as a director of BHP Billiton Limited (an ordinary resolution) | 2,953,059,077 | 14,630,118 | 3,398,233 | CARRIED |
| 5 | Re-election of Mr D R Argus as a director of BHP Billiton Plc (an ordinary resolution) | 2,942,744,205 | 25,186,956 | 3,249,367 | CARRIED |
| 6 | Re-election of Mr D R Argus as a director of BHP Billiton Limited (an ordinary resolution) | 2,943,012,352 | 25,052,783 | 3,156,608 | CARRIED |
| 7 | Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc (an ordinary resolution) | 2,962,150,339 | 5,570,202 | 3,406,709 | CARRIED |

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|----|---|---------------|------------|-----------|---------|
| 8 | Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited (an ordinary resolution) | 2,962,191,553 | 5,503,387 | 3,428,251 | CARRIED |
| 9 | Re-election of Mr D A Crawford as a director of BHP Billiton Plc (an ordinary resolution) | 2,953,167,392 | 13,618,980 | 4,324,677 | CARRIED |
| 10 | Re-election of Mr D A Crawford as a director of BHP Billiton Limited (an ordinary resolution) | 2,953,179,927 | 13,684,109 | 4,250,097 | CARRIED |
| 11 | Re-election of Mr J Nasser as a director of BHP Billiton Plc (an ordinary resolution) | 2,956,827,558 | 10,594,526 | 3,641,906 | CARRIED |
| 12 | Re-election of Mr J Nasser as a director of BHP Billiton Limited (an ordinary resolution) | 2,957,020,175 | 10,482,194 | 3,566,026 | CARRIED |
| 13 | Re-election of Dr J M Schubert as a director of BHP Billiton Plc (an ordinary resolution) | 2,962,220,943 | 5,352,788 | 3,529,314 | CARRIED |
| 14 | Re-election of Dr J M Schubert as a director of BHP Billiton Limited (an ordinary resolution) | 2,962,217,686 | 5,372,025 | 3,518,386 | CARRIED |
| 15 | Election of Mr A L Boeckmann as a director of BHP Billiton Plc (an ordinary resolution) | 2,926,970,061 | 39,779,729 | 4,342,821 | CARRIED |

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| | | | | | |
|----|---|---------------|---------------|------------|-------------|
| 16 | Election of Mr A L Boeckmann as a director of BHP Billiton Limited (an ordinary resolution) | 2,926,856,593 | 39,970,127 | 4,255,006 | CARRIED |
| 17 | Election of Mr S Mayne as a director of BHP Billiton Plc (an ordinary resolution) | 365,652,161 | 2,588,562,777 | 19,916,590 | NOT CARRIED |
| 18 | Election of Mr S Mayne as a director of BHP Billiton Limited (an ordinary resolution) | 365,906,725 | 2,588,337,573 | 19,857,072 | NOT CARRIED |
| 19 | Election of Dr D R Morgan as a director of BHP Billiton Plc (an ordinary resolution) | 2,960,473,957 | 6,616,333 | 4,015,678 | CARRIED |
| 20 | Election of Dr D R Morgan as a director of BHP Billiton Limited (an ordinary resolution) | 2,960,603,592 | 6,610,269 | 3,891,107 | CARRIED |
| 21 | Election of Mr K C Rumble as a director of BHP Billiton Plc (an ordinary resolution) | 2,959,951,478 | 6,894,543 | 4,220,308 | CARRIED |
| 22 | Election of Mr K C Rumble as a director of BHP Billiton Limited (an ordinary resolution) | 2,960,052,575 | 6,884,054 | 4,148,510 | CARRIED |
| 23 | Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc (an ordinary resolution) | 2,930,314,537 | 8,958,381 | 31,793,096 | CARRIED |
| 24 | Renewal of the general authority to allot shares in BHP Billiton Plc (an | 2,831,839,326 | 128,802,441 | 10,419,092 | CARRIED |

| | | | | | |
|---------|--|---------------|-------------|------------|---------|
| | ordinary resolution) | | | | |
| 25 | Renewal of the disapplication of pre-emption rights in BHP Billiton Plc (a special resolution) | 2,863,249,354 | 87,189,321 | 20,587,523 | CARRIED |
| 26 | Approval of the repurchase of shares in BHP Billiton Plc (a special resolution) | 2,944,181,391 | 8,602,805 | 18,262,346 | CARRIED |
| 27 | Approval of the cancellation of shares in BHP Billiton Plc held in BHP Billiton Limited each of the following dates (each one a special resolution): | | | | |
| 27(i) | 30 April 2009 | 2,939,697,103 | 2,944,074 | 13,549,400 | CARRIED |
| 27(ii) | 29 May 2009 | 2,954,556,749 | 2,937,091 | 13,554,057 | CARRIED |
| 27(iii) | 15 June 2009 | 2,954,565,149 | 2,944,349 | 13,538,399 | CARRIED |
| 27(iv) | 31 July 2009 | 2,954,555,898 | 2,942,862 | 13,549,137 | CARRIED |
| 27(v) | 15 September 2009 | 2,954,678,373 | 2,839,653 | 13,529,871 | CARRIED |
| 27(vi) | 30 November 2009 | 2,954,532,078 | 3,091,565 | 13,391,720 | CARRIED |
| 28 | Approval of the Remuneration Report (an ordinary resolution) | 2,885,455,350 | 48,995,064 | 24,691,675 | CARRIED |
| 29 | Amendments to Rules of Group Incentive Scheme (an ordinary resolution) | 2,731,253,648 | 164,904,880 | 74,763,021 | CARRIED |

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|----|---|---------------|------------|------------|---------|
| 30 | Approval of the grant of awards to Mr M J Kloppers under the GIS and the LTIP (an ordinary resolution) | 2,856,144,616 | 69,584,792 | 45,188,655 | CARRIED |
| 31 | Approve a change to the maximum aggregate remuneration paid by BHP Billiton Plc to non-executive Directors in any year (an ordinary resolution) | 2,853,531,184 | 77,414,486 | 8,426,551 | CARRIED |
| 32 | Approve a change to the maximum aggregate remuneration paid by BHP Billiton Limited to non-executive Directors in any year (an ordinary resolution) | 2,853,711,391 | 77,154,228 | 8,633,307 | CARRIED |
| 33 | To approve the amendments to the Articles of Association of BHP Billiton Plc (a special resolution) | 2,937,261,503 | 10,279,794 | 23,474,193 | CARRIED |
| 34 | To approve the amendments to the Constitution of BHP Billiton Limited (a special resolution) | 2,937,985,153 | 9,741,717 | 23,307,640 | CARRIED |

APPENDIX 1

BHP Billiton Limited & BHP Billiton Plc - Final Proxy Position

| | <u>Limited</u> | <u>Plc</u> |
|---|----------------|---------------|
| 1 Receipt of the Financial Statements and Reports of BHP Billiton Plc | | |
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,614,443 | 1,471,051,535 |
| Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| was to vote for the resolution | 1,343,555,488 | 1,467,053,561 |
| was to vote against the resolution | 1,587,702 | 3,793,492 |
| was to abstain on the resolution | 2,999,076 | 1,770,857 |
| may vote at the proxy's discretion | 68,471,253 | 204,482 |
| 2 Receipt of the Financial Statements and Reports of BHP Billiton Limited | | |
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,794,342 | 1,471,040,729 |
| Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| was to vote for the resolution | 1,343,983,308 | 1,467,032,946 |
| was to vote against the resolution | 1,408,431 | 3,797,749 |
| was to abstain on the resolution | 2,815,602 | 1,782,588 |
| may vote at the proxy's discretion | 68,402,603 | 210,034 |

3 Re-election of Mr P M Anderson as a director of BHP Billiton Plc

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,465,729 | 1,472,455,319 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,339,436,672 | 1,464,183,961 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 6,221,066 | 8,060,308 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,140,984 | 319,255 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,807,991 | 211,050 |
|------------------------------------|------------|---------|

4 Re-election of Mr P M Anderson as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,539,986 | 1,472,455,319 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,339,436,857 | 1,464,173,880 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 6,281,059 | 8,063,928 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,078,978 | 319,255 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,822,070 | 217,511 |
|------------------------------------|------------|---------|

Re-election of Mr D R Argus as a director of BHP
Billiton Plc

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,683,337 | 1,472,459,739 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,333,479,612 | 1,460,095,999 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|------------|------------|
| was to vote against the resolution | 12,756,368 | 12,157,204 |
|------------------------------------|------------|------------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 2,934,532 | 314,835 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,447,357 | 206,536 |
|------------------------------------|------------|---------|

6 Re-election of Mr D R Argus as a director of BHP
Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,776,686 | 1,472,459,149 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,333,600,368 | 1,460,089,893 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|------------|------------|
| was to vote against the resolution | 12,793,660 | 12,155,409 |
|------------------------------------|------------|------------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 2,841,183 | 315,425 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,382,658 | 213,847 |
|------------------------------------|------------|---------|

7 Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,524,460 | 1,472,457,609 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,341,864,255 | 1,470,356,405 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 3,683,934 | 1,889,574 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,089,754 | 316,955 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,976,271 | 211,630 |
|------------------------------------|------------|---------|

8 Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,499,411 | 1,472,457,057 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,341,926,059 | 1,470,349,968 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 3,580,937 | 1,888,623 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,110,734 | 317,517 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,992,415 | 218,466 |
|------------------------------------|------------|---------|

9 Re-election of Mr D A Crawford as a director of BHP Billiton Plc

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| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,463,286 | 1,471,594,928 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,341,658,892 | 1,461,847,168 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 3,804,454 | 9,541,270 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|-----------|
| was to abstain on the resolution | 3,145,031 | 1,179,646 |
|----------------------------------|-----------|-----------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,999,940 | 206,490 |
|------------------------------------|------------|---------|

10 Re-election of Mr D A Crawford as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,540,588 | 1,471,595,290 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,341,785,998 | 1,461,839,473 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 3,868,674 | 9,542,179 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|-----------|
| was to abstain on the resolution | 3,070,813 | 1,179,284 |
|----------------------------------|-----------|-----------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,885,916 | 213,638 |
|------------------------------------|------------|---------|

11 Re-election of Mr J Nasser as a director of BHP Billiton Plc

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| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,290,093 | 1,472,451,050 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,339,955,510 | 1,467,128,182 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 5,295,656 | 5,115,335 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,318,652 | 323,254 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 68,038,927 | 207,533 |
|------------------------------------|------------|---------|

12 Re-election of Mr J Nasser as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,369,398 | 1,472,452,030 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,340,211,107 | 1,467,121,349 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 5,182,981 | 5,115,678 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,243,482 | 322,544 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 67,975,310 | 215,003 |
|------------------------------------|------------|---------|

13 Re-election of Dr J M Schubert as a director of BHP Billiton Plc

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| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,400,894 | 1,472,451,428 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,341,446,752 | 1,470,858,117 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 3,880,358 | 1,385,001 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,206,168 | 323,146 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 68,073,784 | 208,310 |
|------------------------------------|------------|---------|

14 Re-election of Dr J M Schubert as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,413,417,780 | 1,472,450,522 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,341,511,134 | 1,470,850,783 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|-----------|
| was to vote against the resolution | 3,900,010 | 1,384,586 |
|------------------------------------|-----------|-----------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,196,434 | 321,952 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 68,006,636 | 215,153 |
|------------------------------------|------------|---------|

15 Election of Mr A L Boeckmann as a director of BHP Billiton Plc

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| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,412,585,234 | 1,472,457,120 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,337,920,702 | 1,450,808,645 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|------------|
| was to vote against the resolution | 6,329,623 | 21,438,233 |
|------------------------------------|-----------|------------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 4,025,552 | 317,269 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 68,334,909 | 210,242 |
|------------------------------------|------------|---------|

16 Election of Mr A L Boeckmann as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,412,664,230 | 1,472,455,054 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------|---------------|---------------|
| was to vote for the resolution | 1,337,873,599 | 1,450,711,295 |
|--------------------------------|---------------|---------------|

| | | |
|------------------------------------|-----------|------------|
| was to vote against the resolution | 6,437,900 | 21,525,771 |
|------------------------------------|-----------|------------|

| | | |
|----------------------------------|-----------|---------|
| was to abstain on the resolution | 3,937,058 | 317,948 |
|----------------------------------|-----------|---------|

| | | |
|------------------------------------|------------|---------|
| may vote at the proxy's discretion | 68,352,731 | 217,988 |
|------------------------------------|------------|---------|

17 Election of Mr S Mayne as a director of BHP Billiton Plc

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,411,528,914 | 1,460,908,005 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|------------------------------------|---------------|---------------|
| was to vote for the resolution | 109,521,740 | 252,753,811 |
| was to vote against the resolution | 1,237,743,561 | 1,207,954,631 |
| was to abstain on the resolution | 8,027,990 | 11,888,600 |
| may vote at the proxy's discretion | 64,263,613 | 199,563 |

18 Election of Mr S Mayne as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| Total number of proxy votes exercisable by all proxies validly appointed | 1,411,558,854 | 1,460,907,425 |
|--|---------------|---------------|

Total number of proxy votes in respect of which the appointments specified that the proxy

-

| | | |
|------------------------------------|---------------|---------------|
| was to vote for the resolution | 109,681,225 | 252,838,438 |
| was to vote against the resolution | 1,237,681,745 | 1,207,861,341 |