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## Company Secretariat

20 November 2014

To: Australian Securities Exchange  
London Stock Exchange

cc: New York Stock Exchange  
JSE Limited

### FOR ANNOUNCEMENT TO THE MARKET

Please find attached the results of the business conducted at the meetings of shareholders of BHP Billiton Limited ("Limited") held in Adelaide, Australia on 20 November 2014 and BHP Billiton Plc ("Plc") held in London, United Kingdom on 23 October 2014.

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. The additional information required in respect of BHP Billiton Plc by the United Kingdom's Companies Act 2006 (as amended by The Companies (Shareholders' Rights) Regulations 2009) is provided in Appendix 2.

A copy of the resolutions passed at the closure of the poll today has been submitted to the National Storage Mechanism and will shortly be available for inspection at: [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM)

**Nicole Duncan**  
Company Secretary

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

	<u>Business</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Result</u>
1	To receive the 2014 Financial Statements and Reports for BHP Billiton (an ordinary resolution)	2,902,959,021	22,960,634	32,100,522	CARRIED
2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution)	2,919,625,617	9,425,257	28,924,824	CARRIED
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc (an ordinary resolution)	2,939,150,945	9,435,020	9,406,389	CARRIED
4	To renew the general authority to issue shares in BHP Billiton Plc (an ordinary resolution)	2,900,805,255	47,819,466	9,393,259	CARRIED
5	To approve the authority to issue shares in BHP Billiton Plc for cash (a special resolution)	2,893,764,671	54,688,585	9,571,822	CARRIED
6	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)	2,943,726,359	5,558,990	8,689,950	CARRIED
7	To approve the Directors' remuneration policy (an ordinary resolution)	2,844,932,846	82,327,976	29,834,918	CARRIED
8	To approve the 2014 Remuneration Report other than the part containing the Directors' remuneration policy (a non-binding ordinary resolution)	2,891,877,939	52,026,500	13,161,811	CARRIED
9	To approve the 2014 Remuneration Report (a non-binding ordinary resolution)	2,885,635,950	58,370,521	13,127,265	CARRIED
10	To approve leaving entitlements (an ordinary resolution)	2,884,580,432	59,809,924	13,213,709	CARRIED
11	To approve grants to Andrew Mackenzie (an ordinary resolution)	2,840,719,369	87,312,188	29,928,012	CARRIED
12	To elect Malcolm Brinded as a Director of BHP Billiton (an ordinary resolution)	2,939,064,457	9,210,285	9,678,725	CARRIED

13	To re-elect Malcolm Broomhead as a Director of BHP Billiton (an ordinary resolution)	2,943,309,644	5,308,955	9,403,988	CARRIED
14	To re-elect Sir John Buchanan as a Director of BHP Billiton (an ordinary resolution)	2,918,044,269	30,494,086	9,489,155	CARRIED
15	To re-elect Carlos Cordeiro as a Director of BHP Billiton (an ordinary resolution)	2,917,164,367	31,450,764	9,410,732	CARRIED
16	To re-elect Pat Davies as a Director of BHP Billiton (an ordinary resolution)	2,938,594,474	10,012,883	9,415,231	CARRIED
17	To re-elect Carolyn Hewson as a Director of BHP Billiton (an ordinary resolution)	2,942,760,611	6,034,960	9,208,456	CARRIED
18	To re-elect Andrew Mackenzie as a Director of BHP Billiton (an ordinary resolution)	2,944,673,607	4,156,685	9,198,317	CARRIED
19	To re-elect Lindsay Maxsted as a Director of BHP Billiton (an ordinary resolution)	2,925,695,728	22,840,896	9,489,179	CARRIED
20	To re-elect Wayne Murdy as a Director of BHP Billiton (an ordinary resolution)	2,942,832,781	5,605,027	9,591,060	CARRIED
21	To re-elect Keith Rumble as a Director of BHP Billiton (an ordinary resolution)	2,943,722,092	4,967,775	9,339,001	CARRIED
22	To re-elect John Schubert as a Director of BHP Billiton (an ordinary resolution)	2,912,231,196	20,116,120	25,681,373	CARRIED
23	To re-elect Shriti Vadera as a Director of BHP Billiton (an ordinary resolution)	2,941,870,744	6,695,597	9,449,017	CARRIED
24	To re-elect Jac Nasser as a Director of BHP Billiton (an ordinary resolution)	2,938,743,569	10,168,874	9,311,382	CARRIED
25	To elect Ian Dunlop as a Director of BHP Billiton (an ordinary resolution)	64,556,647	2,807,519,952	85,735,490	NOT CARRIED

**APPENDIX 1**  
**BHP Billiton Limited & BHP Billiton Plc - Final Proxy Position**

	Limited	Plc
1 To receive the 2014 Financial Statements and Reports for BHP Billiton (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,565,081,923	1,358,481,120
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,518,465,180	1,339,270,660
◆ was to vote against the resolution	4,364,127	18,594,069
◆ was to abstain on the resolution	27,231,829	4,843,052
◆ may vote at the proxy's discretion	42,252,616	616,391
2 To reappoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,584,820,069	1,341,870,862
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,538,550,331	1,335,922,563
◆ was to vote against the resolution	4,057,579	5,331,952
◆ was to abstain on the resolution	7,449,202	21,453,312
◆ may vote at the proxy's discretion	42,212,159	616,347
3 To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,586,895,413	1,359,366,593
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,537,917,274	1,355,970,727
◆ was to vote against the resolution	6,618,210	2,779,299
◆ was to abstain on the resolution	5,390,944	3,957,582
◆ may vote at the proxy's discretion	42,359,929	616,567
4 To renew the general authority to issue shares in BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,587,250,671	1,359,364,142
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,535,230,592	1,320,633,748
◆ was to vote against the resolution	9,696,981	38,113,550
◆ was to abstain on the resolution	5,061,708	3,960,033
◆ may vote at the proxy's discretion	42,323,098	616,844
5 To approve the authority to issue shares in BHP Billiton Plc for cash (a special resolution)		

⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,083,239	1,359,372,375
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,531,582,048	1,317,264,229
◆	was to vote against the resolution	13,171,350	41,499,848
◆	was to abstain on the resolution	5,236,238	3,951,800
◆	may vote at the proxy's discretion	42,329,841	608,298
6	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,563,718	1,359,409,741
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,540,486,421	1,357,935,425
◆	was to vote against the resolution	4,685,955	860,600
◆	was to abstain on the resolution	4,706,895	3,912,080
◆	may vote at the proxy's discretion	42,391,342	613,716
7	To approve the Directors' remuneration policy (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,574,688,175	1,351,444,280
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,504,002,241	1,297,675,024
◆	was to vote against the resolution	28,862,444	53,158,522
◆	was to abstain on the resolution	17,540,170	11,879,018
◆	may vote at the proxy's discretion	41,823,490	610,734
8	To approve the 2014 Remuneration Report other than the part containing the Directors' remuneration policy (a non-binding ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,583,784,135	1,359,007,012
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,515,409,493	1,333,035,805
◆	was to vote against the resolution	26,441,622	25,360,149
◆	was to abstain on the resolution	8,414,588	4,317,161
◆	may vote at the proxy's discretion	41,933,020	611,058
9	To approve the 2014 Remuneration Report (a non-binding ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,583,891,578	1,359,005,177
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,513,748,444	1,328,365,054

◆	was to vote against the resolution	28,092,565	30,028,362
◆	was to abstain on the resolution	8,381,362	4,318,996
◆	may vote at the proxy's discretion	42,050,569	611,761
10	To approve leaving entitlements (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,583,902,486	1,358,904,919
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,516,722,676	1,335,906,109
◆	was to vote against the resolution	25,269,890	22,374,268
◆	was to abstain on the resolution	8,368,103	4,419,255
◆	may vote at the proxy's discretion	41,909,920	624,542
11	To approve grants to Andrew Mackenzie (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,575,055,981	1,351,212,378
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,500,173,202	1,296,529,930
◆	was to vote against the resolution	33,140,404	54,069,377
◆	was to abstain on the resolution	17,213,770	12,108,722
◆	may vote at the proxy's discretion	41,742,375	613,071
12	To elect Malcolm Brinded as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,586,640,518	1,359,294,870
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,539,269,956	1,354,190,376
◆	was to vote against the resolution	4,733,043	4,492,571
◆	was to abstain on the resolution	5,609,196	4,028,954
◆	may vote at the proxy's discretion	42,637,519	611,923
13	To re-elect Malcolm Broomhead as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,161,994	1,359,118,436
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,539,936,196	1,357,869,046
◆	was to vote against the resolution	4,663,073	634,532
◆	was to abstain on the resolution	5,155,297	4,205,738
◆	may vote at the proxy's discretion	42,562,725	614,858
14	To re-elect Sir John Buchanan as a Director of BHP Billiton (an ordinary resolution)		

⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,069,483	1,359,128,325
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,521,441,728	1,351,299,350
◆	was to vote against the resolution	23,208,117	7,221,970
◆	was to abstain on the resolution	5,252,731	4,195,849
◆	may vote at the proxy's discretion	42,419,638	607,005
15	To re-elect Carlos Cordeiro as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,004,664	1,359,269,170
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,517,413,299	1,354,317,471
◆	was to vote against the resolution	27,102,933	4,336,541
◆	was to abstain on the resolution	5,315,902	4,055,005
◆	may vote at the proxy's discretion	42,488,432	615,158
16	To re-elect Pat Davies as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,586,960,169	1,359,306,246
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,534,723,434	1,358,383,950
◆	was to vote against the resolution	9,702,357	307,438
◆	was to abstain on the resolution	5,357,302	4,017,929
◆	may vote at the proxy's discretion	42,534,378	614,858
17	To re-elect Carolyn Hewson as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,329,087	1,359,125,937
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,539,616,719	1,357,975,657
◆	was to vote against the resolution	5,481,957	535,422
◆	was to abstain on the resolution	4,969,643	4,198,238
◆	may vote at the proxy's discretion	42,230,411	614,858
18	To re-elect Andrew Mackenzie as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,337,529	1,359,131,062
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,541,005,935	1,358,180,557
◆	was to vote against the resolution	3,809,316	342,753
◆	was to abstain on the resolution	4,985,783	4,193,113

◆	may vote at the proxy's discretion	42,522,278	607,752
19	To re-elect Lindsay Maxsted as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,074,443	1,359,122,884
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,522,987,621	1,357,227,427
◆	was to vote against the resolution	21,547,988	1,279,902
◆	was to abstain on the resolution	5,246,368	4,200,986
◆	may vote at the proxy's discretion	42,538,834	615,555
20	To re-elect Wayne Murdy as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,586,971,487	1,359,127,948
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,539,493,951	1,357,966,662
◆	was to vote against the resolution	5,033,591	545,253
◆	was to abstain on the resolution	5,352,084	4,196,227
◆	may vote at the proxy's discretion	42,443,945	616,033
21	To re-elect Keith Rumble as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,041,948	1,359,309,547
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,539,881,974	1,358,375,179
◆	was to vote against the resolution	4,643,337	319,510
◆	was to abstain on the resolution	5,281,623	4,014,628
◆	may vote at the proxy's discretion	42,516,637	614,858
22	To re-elect John Schubert as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,578,657,107	1,351,353,903
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,522,427,039	1,344,322,351
◆	was to vote against the resolution	13,695,723	6,415,798
◆	was to abstain on the resolution	13,666,285	11,970,272
◆	may vote at the proxy's discretion	42,534,345	615,754
23	To re-elect Shriti Vadera as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,102,266	1,359,125,077



⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,538,863,954	1,357,499,955
◆	was to vote against the resolution	5,668,290	1,013,642
◆	was to abstain on the resolution	5,207,664	4,199,098
◆	may vote at the proxy's discretion	42,570,022	611,480
24	To re-elect Jac Nasser as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,587,443,691	1,359,130,662
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,537,984,564	1,354,989,740
◆	was to vote against the resolution	6,628,840	3,519,046
◆	was to abstain on the resolution	5,076,540	4,191,810
◆	may vote at the proxy's discretion	42,830,287	621,876
25	To elect Ian Dunlop as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,568,783,066	1,301,050,044
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	48,199,098	15,999,963
◆	was to vote against the resolution	1,478,053,446	1,284,379,353
◆	was to abstain on the resolution	23,333,921	62,271,733
◆	may vote at the proxy's discretion	42,530,522	670,728

**APPENDIX 2**  
**Additional Information**

For the purposes of section 341 of the United Kingdom's Companies Act 2006 (as amended by The Companies (Shareholders' Rights) Regulations 2009) and in respect of BHP Billiton Plc, the votes validly cast\* as a percentage of the company's total issued share capital (as at 6pm on 23 October 2014) are:

	<u>Item of Business</u>	<u>Votes cast</u> <u>%*</u>
1	To receive the 2014 Financial Statements and Reports for BHP Billiton	64.32%
2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc	63.53%
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc	64.36%
4	To renew the general authority to issue shares in BHP Billiton Plc	64.36%
5	To approve the authority to issue shares in BHP Billiton Plc for cash	64.36%
6	To approve the repurchase of shares in BHP Billiton Plc	64.37%
7	To approve the Directors' remuneration policy	63.99%
8	To approve the 2014 Remuneration Report other than the part containing the Directors' remuneration policy	64.35%
9	To approve the 2014 Remuneration Report	64.35%
10	To approve leaving entitlements	64.34%
11	To approve grants to Andrew Mackenzie	63.98%
12	To elect Malcolm Brinded as a Director of BHP Billiton	64.36%
13	To re-elect Malcolm Broomhead as a Director of BHP Billiton	64.35%
14	To re-elect Sir John Buchanan as a Director of BHP Billiton	64.35%
15	To re-elect Carlos Cordeiro as a Director of BHP Billiton	64.36%
16	To re-elect Pat Davies as a Director of BHP Billiton	64.36%
17	To re-elect Carolyn Hewson as a Director of BHP Billiton	64.35%
18	To re-elect Andrew Mackenzie as a Director of BHP Billiton	64.35%
19	To re-elect Lindsay Maxsted as a Director of BHP Billiton	64.35%

20	To re-elect Wayne Murdy as a Director of BHP Billiton	64.35%
21	To re-elect Keith Rumble as a Director of BHP Billiton	64.36%
22	To re-elect John Schubert as a Director of BHP Billiton	63.98%
23	To re-elect Shriti Vadera as a Director of BHP Billiton	64.35%
24	To re-elect Jac Nasser as a Director of BHP Billiton	64.35%
25	To elect Ian Dunlop as a Director of BHP Billiton	61.60%

\*This calculation does not include the votes cast at the BHP Billiton Limited Annual General Meeting which are added to the votes cast at the BHP Billiton Plc Annual General Meeting to give the final result in relation to each resolution. Final poll results for BHP Billiton Plc and BHP Billiton Limited can be found on pages 2 and 3 of this announcement.

**BHP Billiton Limited ABN 49 004 028 077**  
Registered in Australia  
Registered Office: 171 Collins Street, Melbourne Victoria 3000

**BHP Billiton Plc Registration number 3196209**  
Registered in England and Wales  
Registered Office: Neathouse Place London SW1V 1LH United Kingdom

**The BHP Billiton Group is headquartered in Australia**