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## Group Governance

17 November 2016

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 held in Brisbane, Australia on 17 November 2016 and BHP Billiton Plc held in London, United Kingdom on 20 October 2016.

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 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).

A handwritten signature in black ink, appearing to read "R. Agnew".

**Rachel Agnew**  
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>Total Votes Cast</u>	<u>Votes Abstained</u>	<u>Result</u>
1	To receive the 2016 Financial Statements and Reports for BHP Billiton (an ordinary resolution)	2,947,815,753	26,002,077	2,973,817,830	35,582,995	CARRIED
2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution)	2,974,814,310	26,624,445	3,001,438,755	7,942,553	CARRIED
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc (an ordinary resolution)	2,992,984,235	7,587,310	3,000,571,545	8,819,570	CARRIED
4	To renew the general authority to issue shares in BHP Billiton Plc (an ordinary resolution)	2,956,281,034	44,149,292	3,000,430,326	8,974,331	CARRIED
5	To approve the authority to issue shares in BHP Billiton Plc for cash (a special resolution)	2,946,333,659	53,971,014	3,000,304,673	9,097,950	CARRIED
6	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)	2,966,477,843	21,546,536	2,988,024,379	21,371,103	CARRIED
7	To approve the 2016 Remuneration Report other than the part containing the Directors' remuneration policy (a non-binding ordinary resolution)	2,961,724,687	32,843,292	2,994,567,979	14,415,364	CARRIED
8	To approve the 2016 Remuneration Report (a non-binding ordinary resolution)	2,918,363,462	78,162,550	2,996,526,012	12,391,694	CARRIED
9	To approve the grant to the Executive Director (an ordinary resolution)	2,902,422,882	93,150,408	2,995,573,290	13,803,863	CARRIED
10	To elect Ken MacKenzie as a Director of BHP Billiton (an ordinary resolution)	2,991,537,163	8,601,211	3,000,138,374	9,274,206	CARRIED

	<u>Business</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Total Votes Cast</u>	<u>Votes Abstained</u>	<u>Result</u>
11	To re-elect Malcolm Brinded as a Director of BHP Billiton (an ordinary resolution)	2,806,562,176	191,755,701	2,998,317,877	11,095,281	CARRIED
12	To re-elect Malcolm Broomhead as a Director of BHP Billiton (an ordinary resolution)	2,750,465,258	240,530,249	2,990,995,507	19,412,610	CARRIED
13	To re-elect Pat Davies as a Director of BHP Billiton (an ordinary resolution)	2,807,065,728	192,978,297	3,000,044,025	9,362,231	CARRIED
14	To re-elect Anita Frew as a Director of BHP Billiton (an ordinary resolution)	2,981,637,439	18,777,568	3,000,415,007	8,995,337	CARRIED
15	To re-elect Carolyn Hewson as a Director of BHP Billiton (an ordinary resolution)	2,931,740,226	68,998,644	3,000,738,870	8,654,182	CARRIED
16	To re-elect Andrew Mackenzie as a Director of BHP Billiton (an ordinary resolution)	2,983,209,011	17,280,111	3,000,489,122	8,920,286	CARRIED
17	To re-elect Lindsay Maxsted as a Director of BHP Billiton (an ordinary resolution)	2,902,304,956	89,869,906	2,992,174,862	17,206,211	CARRIED
18	To re-elect Wayne Murdy as a Director of BHP Billiton (an ordinary resolution)	2,936,335,821	63,928,810	3,000,264,631	9,115,045	CARRIED
19	To re-elect Shriti Vadera as a Director of BHP Billiton (an ordinary resolution)	2,925,180,891	75,094,793	3,000,275,684	9,133,480	CARRIED
20	To re-elect Jac Nasser as a Director of BHP Billiton (an ordinary resolution)	2,887,924,683	112,662,969	3,000,587,652	8,814,670	CARRIED

## APPENDIX 1

### BHP Billiton Limited & BHP Billiton Plc - Final Proxy Position

	<u>Limited</u>	<u>Plc</u>
1 To receive the 2016 Financial Statements and Reports for BHP Billiton (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,544,018,585	1,423,094,745
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,497,507,196	1,407,838,380
◆ was to vote against the resolution	10,827,794	15,103,067
◆ was to abstain on the resolution	31,899,403	3,667,236
◆ may vote at the proxy's discretion	35,683,595	153,298
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	1,571,211,062	1,423,521,529
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,527,407,492	1,404,863,112
◆ was to vote against the resolution	8,050,852	18,504,591
◆ was to abstain on the resolution	4,685,408	3,240,453
◆ may vote at the proxy's discretion	35,752,718	153,826
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	1,570,432,707	1,423,455,091
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,528,722,352	1,421,733,029
◆ was to vote against the resolution	5,954,228	1,560,276
◆ was to abstain on the resolution	5,477,689	3,306,391
◆ may vote at the proxy's discretion	35,756,127	161,786
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	1,570,285,097	1,423,469,738

	<u>Limited</u>	<u>Plc</u>
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,525,324,546	1,389,113,261
◆ was to vote against the resolution	9,576,795	34,195,548
◆ was to abstain on the resolution	5,638,772	3,292,244
◆ may vote at the proxy's discretion	35,383,756	160,929
 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	1,570,183,066	1,423,447,661
 ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,524,340,939	1,379,767,948
◆ was to vote against the resolution	10,374,198	43,524,762
◆ was to abstain on the resolution	5,738,770	3,314,320
◆ may vote at the proxy's discretion	35,467,929	154,951
 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	1,567,778,724	1,413,548,364
 ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,527,141,224	1,396,982,575
◆ was to vote against the resolution	5,065,722	16,404,800
◆ was to abstain on the resolution	8,135,971	13,213,617
◆ may vote at the proxy's discretion	35,571,778	160,989
 7 To approve the 2016 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	1,568,209,291	1,420,413,285
 ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,514,312,437	1,406,634,932
◆ was to vote against the resolution	19,038,712	13,624,570
◆ was to abstain on the resolution	7,701,160	6,348,093
◆ may vote at the proxy's discretion	34,858,142	153,783
 8 To approve the 2016 Remuneration Report (a non-binding ordinary resolution)		

	<u>Limited</u>	<u>Plc</u>
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,567,846,088	1,422,736,358
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,506,935,751	1,371,051,632
◆ was to vote against the resolution	26,208,680	51,534,105
◆ was to abstain on the resolution	8,006,465	4,025,623
◆ may vote at the proxy's discretion	34,701,657	150,621
9 To approve the grant to the Executive Director (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,568,010,704	1,420,899,646
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,496,465,003	1,365,379,374
◆ was to vote against the resolution	37,357,775	55,367,822
◆ was to abstain on the resolution	7,895,298	5,861,149
◆ may vote at the proxy's discretion	34,187,926	152,450
10 To elect Ken MacKenzie as a Director of BHP Billiton (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,570,331,572	1,423,119,365
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,528,875,333	1,420,106,729
◆ was to vote against the resolution	5,730,311	2,858,259
◆ was to abstain on the resolution	5,596,170	3,642,617
◆ may vote at the proxy's discretion	35,725,928	154,377
11 To re-elect Malcolm Brinded as a Director of BHP Billiton (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,569,205,192	1,422,441,793
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,395,406,341	1,370,024,407
◆ was to vote against the resolution	138,150,793	52,264,009
◆ was to abstain on the resolution	6,723,128	4,320,189

	<u>Limited</u>	<u>Plc</u>
◆ may vote at the proxy's discretion	35,648,058	153,377
12 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	1,571,487,247	1,412,838,034
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,350,235,359	1,359,721,908
◆ was to vote against the resolution	185,551,969	52,960,589
◆ was to abstain on the resolution	5,436,032	13,923,948
◆ may vote at the proxy's discretion	35,699,919	155,537
13 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	1,570,547,432	1,422,827,401
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,395,171,781	1,370,714,614
◆ was to vote against the resolution	139,691,187	51,958,510
◆ was to abstain on the resolution	5,373,986	3,934,581
◆ may vote at the proxy's discretion	35,684,464	154,277
14 To re-elect Anita Frew as a Director of BHP Billiton (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,570,615,012	1,423,132,303
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,522,281,096	1,416,908,448
◆ was to vote against the resolution	12,657,264	6,071,128
◆ was to abstain on the resolution	5,310,494	3,629,679
◆ may vote at the proxy's discretion	35,676,652	152,727
15 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	1,570,930,725	1,423,135,883
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,478,331,797	1,411,557,403

	<u>Limited</u>	<u>Plc</u>
◆ was to vote against the resolution	56,868,521	11,425,803
◆ was to abstain on the resolution	4,977,489	3,626,099
◆ may vote at the proxy's discretion	35,730,407	152,677
16 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	1,570,678,769	1,423,136,026
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,524,052,124	1,416,916,224
◆ was to vote against the resolution	10,971,577	6,064,525
◆ was to abstain on the resolution	5,245,801	3,625,956
◆ may vote at the proxy's discretion	35,655,068	155,277
17 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	1,568,236,955	1,417,302,173
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,462,045,270	1,398,364,347
◆ was to vote against the resolution	70,389,076	18,784,367
◆ was to abstain on the resolution	7,691,425	9,459,809
◆ may vote at the proxy's discretion	35,802,609	153,459
18 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	1,570,494,701	1,423,133,368
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,477,567,616	1,416,899,552
◆ was to vote against the resolution	57,164,061	6,067,469
◆ was to abstain on the resolution	5,432,282	3,628,614
◆ may vote at the proxy's discretion	35,763,024	166,347
19 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	1,570,480,591	1,423,125,901

	<u>Limited</u>	<u>Plc</u>
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,477,531,231	1,405,861,870
◆ was to vote against the resolution	57,278,482	17,111,538
◆ was to abstain on the resolution	5,443,735	3,636,081
◆ may vote at the proxy's discretion	35,670,878	152,493
 20 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	1,570,786,221	1,423,129,250
 ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,457,031,876	1,389,785,592
◆ was to vote against the resolution	78,123,186	33,185,945
◆ was to abstain on the resolution	5,131,264	3,632,731
◆ may vote at the proxy's discretion	35,631,159	157,713

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

For the purposes of section 341 of the United Kingdom's Companies Act 2006 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 20 October 2016) are:

	<u>Item of Business</u>	<u>Votes cast</u> <u>%*</u>
1	To receive the 2016 Financial Statements and Reports for BHP Billiton	67.38%
2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc	67.40%
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc	67.40%
4	To renew the general authority to issue shares in BHP Billiton Plc	67.40%
5	To approve the authority to issue shares in BHP Billiton Plc for cash	67.40%
6	To approve the repurchase of shares in BHP Billiton Plc	66.93%
7	To approve the 2016 Remuneration Report other than the part containing the Directors' remuneration policy	67.25%
8	To approve the 2016 Remuneration Report	67.36%
9	To approve the grant to the Executive Director	67.28%
10	To elect Ken MacKenzie as a Director of BHP Billiton	67.38%
11	To re-elect Malcolm Brinded as a Director of BHP Billiton	67.35%
12	To re-elect Malcolm Broomhead as a Director of BHP Billiton	66.89%
13	To re-elect Pat Davies as a Director of BHP Billiton	67.37%
14	To re-elect Anita Frew as a Director of BHP Billiton	67.38%
15	To re-elect Carolyn Hewson as a Director of BHP Billiton	67.38%
16	To re-elect Andrew Mackenzie as a Director of BHP Billiton	67.38%
17	To re-elect Lindsay Maxsted as a Director of BHP Billiton	67.11%
18	To re-elect Wayne Murdy as a Director of BHP Billiton	67.38%

19	To re-elect Shriti Vadera as a Director of BHP Billiton	67.38%
20	To re-elect Jac Nasser as a Director of BHP Billiton	67.38%

\*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.

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