

27 June 2002

**For Announcement to the Market
 Shareholder Meeting Results – BHP Billiton Limited and BHP Billiton Plc**

I advise that the business considered at the meetings of shareholders of BHP Billiton Limited and BHP Billiton Plc held on 26 June 2002 was passed by the required majorities of both shareholders and votes.

Final approval for the Scheme of Arrangement will be sought from the Federal Court of Australia on Monday 1 July 2002.

The final proxy position for each company is detailed in Appendix 1. A poll was conducted on each of the proposed resolutions. The poll results were:

BHP Billiton Limited – General Meeting

<u>Business</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain *</u>	<u>Results</u>
▪ To approve the Capital Reduction Resolution	1,491,771,743	6,309,829	Nil	Carried
▪ To approve the Bonus Issue Resolution	1,465,717,245	7,357,456	Nil	Carried

BHP Billiton Limited – Scheme Meeting of Fully Paid Shareholders

<u>Business</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u> *	<u>Results</u>
▪ To approve the Scheme	1,365,286,726	6,797,932	Nil	Carried

BHP Billiton Limited – Scheme Meeting of Partly Paid Shareholders

▪ To approve the Scheme	74,324	0	Nil	Carried
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BHP Billiton Plc – Extraordinary General Meeting of Shareholders

▪ To approve the demerger of BHP Steel and to authorise a bonus issue	1,149,129,815	30,672,863	Nil	Carried
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- * Where a proxy donee is instructed to abstain from voting on an item of business on a poll, no vote is cast on the poll. Refer Appendix 1 for the number of proxy votes in respect of which the appointments specified that the proxy was to abstain on the resolution.

K J Wood
Company Secretary

Final Proxy Position

BHP Billiton Limited – General Meeting

- To approve the Capital Reduction Resolution
 - ⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 535 219 521
 - ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -
 - ◆ was to vote for the resolution 1 369 511 898
 - ◆ was to vote against the resolution 6 183 936
 - ◆ was to abstain on the resolution 39 124 673
 - ◆ may vote at the proxy's discretion 120 399 014

- To approve the Bonus Issue Resolution
 - ⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 535 224 542
 - ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -
 - ◆ was to vote for the resolution 1 343 584 214
 - ◆ was to vote against the resolution 7 215 237
 - ◆ was to abstain on the resolution 64 128 303
 - ◆ may vote at the proxy's discretion 120 296 788

BHP Billiton Limited – Scheme Meeting of Fully Paid Shareholders

- To approve the Scheme
 - ⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 408 925 418
 - ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -
 - ◆ was to vote for the resolution 1 206 753 878
 - ◆ was to vote against the resolution 6 672 996
 - ◆ was to abstain on the resolution 38 825 907
 - ◆ may vote at the proxy's discretion 156 672 637

Final Proxy Position (cont'd)

BHP Billiton Limited – Scheme Meeting of Partly Paid Shareholders

- To approve the Scheme
 - ⇒ Total number of proxy votes exercisable by all proxies validly appointed 55 431
 - ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -
 - ◆ was to vote for the resolution 55 431
 - ◆ was to vote against the resolution Nil
 - ◆ was to abstain on the resolution Nil
 - ◆ may vote at the proxy's discretion Nil

BHP Billiton Plc – Extraordinary General Meeting of Shareholders

- To approve the demerger of BHP Steel and to authorise a bonus issue
 - ⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 187 732 276
 - ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -
 - ◆ was to vote for the resolution 1 146 966 445
 - ◆ was to vote against the resolution 30 664 863
 - ◆ was to abstain on the resolution 7 960 348
 - ◆ may vote at the proxy's discretion 2 140 620