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Group Governance

8 November 2018

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 meeting of shareholders of BHP Billiton Limited held in Adelaide, Australia on 8 November 2018 and at the meeting of shareholders of BHP Billiton Plc held in London, United Kingdom on 17 October 2018.

As required by the Dual Listed Company 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 is detailed in Appendix 1. The additional information required in respect of BHP Billiton Plc by the United Kingdom 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.

Rachel Agnew
Company Secretary

BHP Billiton Limited ABN 49 004 028 077
Registered in Australia
LEI WZE1WSENV6JSZFK0JC28
Registered Office: 171 Collins Street, Melbourne Victoria 3000

BHP Billiton Plc Registration number 3196209
Registered in England and Wales
LEI 549300C116EOWV835768
Registered Office: Nova South, 160 Victoria Street, London SW1E 5LB,
United Kingdom

The headquarters of the BHP Group are in Australia

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

| | <u>Business</u> | <u>Votes For</u> | <u>%</u> | <u>Votes Against</u> | <u>%</u> | <u>Total Votes Cast</u> | <u>Abstentions</u> | <u>Result</u> |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------|----------------------|----------|-------------------------|--------------------|---------------|
| 1 | To receive the 2018 Financial Statements and Reports for BHP (an ordinary resolution) | 3,239,518,707 | 99.55% | 14,644,400 | 0.45% | 3,254,163,107 | 45,627,327 | CARRIED |
| 2 | To reappoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution) | 3,197,327,039 | 97.44% | 84,141,942 | 2.56% | 3,281,468,981 | 18,309,787 | CARRIED |
| 3 | To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc (an ordinary resolution) | 3,280,872,740 | 99.61% | 12,947,404 | 0.39% | 3,293,820,144 | 5,961,497 | CARRIED |
| 4 | To approve the general authority to issue shares in BHP Billiton Plc (an ordinary resolution) | 3,173,894,313 | 96.40% | 118,570,116 | 3.60% | 3,292,464,429 | 7,312,636 | CARRIED |
| 5 | To approve the authority to allot equity securities in BHP Billiton Plc for cash (a special resolution) | 3,212,528,606 | 97.58% | 79,551,134 | 2.42% | 3,292,079,740 | 7,709,593 | CARRIED |
| 6 | To authorise the repurchase of shares in BHP Billiton Plc (a special resolution) | 3,268,516,237 | 99.23% | 25,286,941 | 0.77% | 3,293,803,178 | 5,961,020 | CARRIED |
| 7 | To approve the 2018 Remuneration Report other than the part containing the Directors' remuneration policy (a non-binding ordinary resolution) | 3,135,868,496 | 96.61% | 109,873,246 | 3.39% | 3,245,741,742 | 53,711,796 | CARRIED |
| 8 | To approve the 2018 Remuneration Report (a non-binding ordinary resolution) | 3,099,521,262 | 95.22% | 155,645,383 | 4.78% | 3,255,166,645 | 44,236,128 | CARRIED |
| 9 | To approve the grant to the Executive Director (an ordinary resolution) | 3,195,078,496 | 97.03% | 97,665,002 | 2.97% | 3,292,743,498 | 7,029,924 | CARRIED |
| 10 | To approve the change of name of BHP Billiton Limited and BHP Billiton Plc (a special resolution) | 3,289,122,463 | 99.86% | 4,533,697 | 0.14% | 3,293,656,160 | 6,121,397 | CARRIED |
| 11 | To re-elect Terry Bowen as a Director of BHP (an ordinary resolution) | 3,244,690,801 | 98.50% | 49,401,630 | 1.50% | 3,294,092,431 | 5,694,168 | CARRIED |

| | <u>Business</u> | <u>Votes For</u> | <u>%</u> | <u>Votes Against</u> | <u>%</u> | <u>Total Votes Cast</u> | <u>Abstentions</u> | <u>Result</u> |
|----|-----------------------------------------------------------------------------|------------------|----------|----------------------|----------|-------------------------|--------------------|---------------|
| 12 | To re-elect Malcolm Broomhead as a Director of BHP (an ordinary resolution) | 3,181,079,949 | 99.54% | 14,750,397 | 0.46% | 3,195,830,346 | 103,959,117 | CARRIED |
| 13 | To re-elect Anita Frew as a Director of BHP (an ordinary resolution) | 3,278,860,417 | 99.54% | 15,220,931 | 0.46% | 3,294,081,348 | 5,685,663 | CARRIED |
| 14 | To re-elect Carolyn Hewson as a Director of BHP (an ordinary resolution) | 3,173,369,935 | 99.29% | 22,538,720 | 0.71% | 3,195,908,655 | 103,877,127 | CARRIED |
| 15 | To re-elect Andrew Mackenzie as a Director of BHP (an ordinary resolution) | 3,257,787,360 | 98.89% | 36,454,933 | 1.11% | 3,294,242,293 | 5,548,308 | CARRIED |
| 16 | To re-elect Lindsay Maxsted as a Director of BHP (an ordinary resolution) | 3,084,513,943 | 96.88% | 99,299,395 | 3.12% | 3,183,813,338 | 115,975,083 | CARRIED |
| 17 | To re-elect John Mogford as a Director of BHP (an ordinary resolution) | 3,281,232,667 | 99.61% | 12,755,223 | 0.39% | 3,293,987,890 | 5,798,172 | CARRIED |
| 18 | To re-elect Shriti Vadera as a Director of BHP (an ordinary resolution) | 3,178,705,754 | 99.47% | 16,857,172 | 0.53% | 3,195,562,926 | 104,223,742 | CARRIED |
| 19 | To re-elect Ken MacKenzie as a Director of BHP (an ordinary resolution) | 3,246,719,373 | 98.56% | 47,393,733 | 1.44% | 3,294,113,106 | 5,669,144 | CARRIED |

APPENDIX 1

BHP Billiton Limited & BHP Billiton Plc - Final Proxy Position

| | | <u>Limited</u> | <u>Plc</u> |
|---|---------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| 1 | To receive the 2018 Financial Statements and Reports for BHP (an ordinary resolution) | | |
| ⇒ | Total number of votes exercisable by all proxies validly appointed | 1,673,395,849 | 1,579,521,820 |
| ⇒ | Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ | was to vote for the resolution | 1,633,256,132 | 1,569,550,591 |
| ◆ | was to vote against the resolution | 4,676,054 | 9,867,295 |
| ◆ | was to abstain on the resolution | 37,333,878 | 8,292,371 |
| ◆ | may vote at the proxy's discretion | 35,463,663 | 103,934 |
| 2 | To reappoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution) | | |
| ⇒ | Total number of votes exercisable by all proxies validly appointed | 1,708,314,658 | 1,571,913,365 |
| ⇒ | Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ | was to vote for the resolution | 1,664,851,568 | 1,495,663,709 |
| ◆ | was to vote against the resolution | 7,975,162 | 76,146,148 |
| ◆ | was to abstain on the resolution | 2,403,404 | 15,900,825 |
| ◆ | may vote at the proxy's discretion | 35,487,928 | 103,508 |
| 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 votes exercisable by all proxies validly appointed | 1,708,371,775 | 1,584,204,496 |
| ⇒ | Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ | was to vote for the resolution | 1,668,194,992 | 1,575,983,994 |
| ◆ | was to vote against the resolution | 4,696,322 | 8,117,882 |
| ◆ | was to abstain on the resolution | 2,350,373 | 3,609,696 |
| ◆ | may vote at the proxy's discretion | 35,480,461 | 102,620 |
| 4 | To approve the general authority to issue shares in BHP Billiton Plc (an ordinary resolution) | | |
| ⇒ | Total number of votes exercisable by all proxies validly appointed | 1,707,893,350 | 1,583,336,682 |
| ⇒ | Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ | was to vote for the resolution | 1,664,343,559 | 1,472,624,471 |
| ◆ | was to vote against the resolution | 7,853,389 | 110,609,444 |
| ◆ | was to abstain on the resolution | 2,823,258 | 4,477,510 |

| | <u>Limited</u> | <u>Plc</u> |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| ◆ may vote at the proxy's discretion | 35,696,402 | 102,767 |
| 5 To approve the authority to allot equity securities in BHP Billiton Plc for cash (a special resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,707,453,540 | 1,583,390,890 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,665,926,665 | 1,509,705,294 |
| ◆ was to vote against the resolution | 5,859,409 | 73,582,600 |
| ◆ was to abstain on the resolution | 3,277,079 | 4,423,079 |
| ◆ may vote at the proxy's discretion | 35,667,466 | 102,996 |
| 6 To authorise the repurchase of shares in BHP Billiton Plc (a special resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,088,193 | 1,584,478,510 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,665,905,772 | 1,565,645,597 |
| ◆ was to vote against the resolution | 6,545,419 | 18,730,411 |
| ◆ was to abstain on the resolution | 2,617,019 | 3,334,211 |
| ◆ may vote at the proxy's discretion | 35,637,002 | 102,502 |
| 7 To approve the 2018 Remuneration Report other than the part containing the Directors' remuneration policy (a non-binding ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,698,442,771 | 1,546,383,112 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,607,977,778 | 1,491,834,874 |
| ◆ was to vote against the resolution | 55,271,084 | 54,446,623 |
| ◆ was to abstain on the resolution | 12,264,153 | 41,422,167 |
| ◆ may vote at the proxy's discretion | 35,193,909 | 101,615 |
| 8 To approve the 2018 Remuneration Report (a non-binding ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,699,464,417 | 1,554,790,275 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,577,613,214 | 1,478,048,924 |
| ◆ was to vote against the resolution | 78,849,110 | 76,640,636 |
| ◆ was to abstain on the resolution | 11,240,749 | 32,965,997 |
| ◆ may vote at the proxy's discretion | 43,002,093 | 100,715 |
| 9 To approve the grant to the Executive Director (an ordinary resolution) | | |

| | <u>Limited</u> | <u>Plc</u> |
|------------------------------------------------------------------------------------------------------|----------------|---------------|
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,706,642,318 | 1,584,890,625 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,641,589,149 | 1,517,372,002 |
| ◆ was to vote against the resolution | 30,096,062 | 67,414,265 |
| ◆ was to abstain on the resolution | 4,072,022 | 2,922,892 |
| ◆ may vote at the proxy's discretion | 34,957,107 | 104,358 |
| 10 To approve the change of name of BHP Billiton Limited and BHP Billiton Plc (a special resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,707,668,016 | 1,584,751,460 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,668,354,003 | 1,584,023,029 |
| ◆ was to vote against the resolution | 3,892,398 | 627,385 |
| ◆ was to abstain on the resolution | 3,051,938 | 3,062,822 |
| ◆ may vote at the proxy's discretion | 35,421,615 | 101,046 |
| 11 To re-elect Terry Bowen as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,332,353 | 1,584,537,899 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,632,102,314 | 1,575,611,821 |
| ◆ was to vote against the resolution | 40,575,466 | 8,820,894 |
| ◆ was to abstain on the resolution | 2,394,582 | 3,276,383 |
| ◆ may vote at the proxy's discretion | 35,654,573 | 105,184 |
| 12 To re-elect Malcolm Broomhead as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,390,371 | 1,486,219,015 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,667,297,061 | 1,476,995,736 |
| ◆ was to vote against the resolution | 5,625,860 | 9,119,075 |
| ◆ was to abstain on the resolution | 2,339,383 | 101,595,267 |
| ◆ may vote at the proxy's discretion | 35,467,450 | 104,204 |
| 13 To re-elect Anita Frew as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,298,342 | 1,584,554,239 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |

| | <u>Limited</u> | <u>Plc</u> |
|-----------------------------------------------------------------------------------------|----------------|---------------|
| ◆ was to vote for the resolution | 1,666,542,182 | 1,575,432,760 |
| ◆ was to vote against the resolution | 6,199,981 | 9,017,990 |
| ◆ was to abstain on the resolution | 2,409,172 | 3,259,993 |
| ◆ may vote at the proxy's discretion | 35,556,179 | 103,489 |
| 14 To re-elect Carolyn Hewson as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,447,750 | 1,486,232,030 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,663,226,415 | 1,473,342,281 |
| ◆ was to vote against the resolution | 9,747,944 | 12,786,260 |
| ◆ was to abstain on the resolution | 2,277,623 | 101,582,252 |
| ◆ may vote at the proxy's discretion | 35,473,391 | 103,489 |
| 15 To re-elect Andrew Mackenzie as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,466,138 | 1,584,544,438 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,664,569,619 | 1,556,149,047 |
| ◆ was to vote against the resolution | 8,160,321 | 28,291,783 |
| ◆ was to abstain on the resolution | 2,264,616 | 3,269,844 |
| ◆ may vote at the proxy's discretion | 35,736,198 | 103,608 |
| 16 To re-elect Lindsay Maxsted as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,267,259 | 1,474,323,890 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,630,213,326 | 1,417,448,433 |
| ◆ was to vote against the resolution | 42,407,457 | 56,771,253 |
| ◆ was to abstain on the resolution | 2,461,455 | 113,490,390 |
| ◆ may vote at the proxy's discretion | 35,646,476 | 104,204 |
| 17 To re-elect John Mogford as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,224,462 | 1,584,542,946 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,668,924,254 | 1,575,333,224 |
| ◆ was to vote against the resolution | 3,646,275 | 9,104,468 |
| ◆ was to abstain on the resolution | 2,505,253 | 3,271,336 |

| | <u>Limited</u> | <u>Plc</u> |
|-----------------------------------------------------------------------------------------|----------------|---------------|
| ◆ may vote at the proxy's discretion | 35,653,933 | 105,254 |
| 18 To re-elect Shriti Vadera as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,133,906 | 1,486,205,042 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,664,851,719 | 1,477,045,923 |
| ◆ was to vote against the resolution | 7,799,730 | 9,051,356 |
| ◆ was to abstain on the resolution | 2,593,196 | 101,608,959 |
| ◆ may vote at the proxy's discretion | 35,482,457 | 107,763 |
| 19 To re-elect Ken MacKenzie as a Director of BHP (an ordinary resolution) | | |
| ⇒ Total number of votes exercisable by all proxies validly appointed | 1,708,337,113 | 1,584,545,026 |
| ⇒ Total number of votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,654,926,320 | 1,554,890,925 |
| ◆ was to vote against the resolution | 17,840,569 | 29,549,697 |
| ◆ was to abstain on the resolution | 2,393,641 | 3,269,166 |
| ◆ may vote at the proxy's discretion | 35,570,224 | 104,404 |

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 17 October 2018) are:

| | <u>Item of Business</u> | <u>Votes cast</u> <u>%*</u> |
|----|-----------------------------------------------------------------------------------------------------------|--------------------------------|
| 1 | To receive the 2018 Financial Statements and Reports for BHP | 74.79% |
| 2 | To reappoint KPMG LLP as the auditor of BHP Billiton Plc | 74.43% |
| 3 | To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc | 75.01% |
| 4 | To approve the general authority to issue shares in BHP Billiton Plc | 74.97% |
| 5 | To approve the authority to allot equity securities in BHP Billiton Plc for cash | 74.97% |
| 6 | To authorise the repurchase of shares in BHP Billiton Plc | 75.02% |
| 7 | To approve the 2018 Remuneration Report other than the part containing the Directors' remuneration policy | 73.22% |
| 8 | To approve the 2018 Remuneration Report | 73.62% |
| 9 | To approve the grant to the Executive Director | 75.04% |
| 10 | To approve the change of name of BHP Billiton Limited and BHP Billiton Plc | 75.03% |
| 11 | To re-elect Terry Bowen as a Director of BHP | 75.02% |
| 12 | To re-elect Malcolm Broomhead as a Director of BHP | 70.37% |
| 13 | To re-elect Anita Frew as a Director of BHP | 75.02% |
| 14 | To re-elect Carolyn Hewson as a Director of BHP | 70.37% |
| 15 | To re-elect Andrew Mackenzie as a Director of BHP | 75.02% |
| 16 | To re-elect Lindsay Maxsted as a Director of BHP | 69.81% |
| 17 | To re-elect John Mogford as a Director of BHP | 75.02% |

| | | |
|----|------------------------------------------------|--------|
| 18 | To re-elect Shriti Vadera as a Director of BHP | 70.37% |
| 19 | To re-elect Ken MacKenzie as a Director of BHP | 75.02% |

*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.