

BHP Billiton Plc		2015	
Code	Classification	Meeting Type	Date
BIL	Retail	AGM	22/10/2015
NUMBER	RESOLUTION	INFORMATION	VOTE
1	Item 1 – Financial Statements and reports	In the interests of simplicity, one resolution is proposed in respect of acceptance of the reports and accounts for both BHP Billiton Plc and BHP Billiton Limited, as the accounts for the BHP Billiton Group as a whole are presented in the BHP Billiton Annual Report.	FOR
2	Item 2 – Reappointment of auditor of BHP Billiton Plc	The law in the United Kingdom requires shareholders to approve the appointment of a company's auditor each year. The appointment runs until the conclusion of the next AGM. KPMG has acted as the sole auditor of BHP Billiton Plc and BHP Billiton Limited since December 2003. [MOTIVATION: KPMG has been the auditor for more than ten years without a tender process.]	AGAINST
3	Item 3 – Remuneration of auditor of BHP Billiton Plc	The law in the United Kingdom requires shareholders to either agree the remuneration of the auditor or authorise the company's directors to do so. In accordance with United Kingdom requirements, shareholders are asked to authorise the Risk and Audit Committee to determine the remuneration of the auditor of BHP Billiton Plc.	FOR
4	Item 4 – General authority to issue shares in BHP Billiton Plc	The purpose of this resolution is to renew the authority of the Directors to issue shares and other equity securities in BHP Billiton Plc. [MOTIVATION: Our policy is to vote against these requests unless specifically motivated; preferring that shareholders authorise issues only when required for specific transactions.]	AGAINST
5	Item 5 – Issuing shares in BHP Billiton Plc for cash	The purpose of this resolution is to renew the authority of the Directors to issue ordinary shares and other equity securities and sell treasury shares in BHP Billiton Plc, for cash, without first offering them to existing shareholders in proportion to their holdings. [MOTIVATION: Our policy is to vote against these requests unless specifically motivated; preferring that shareholders authorise issues only when required for specific transactions.]	AGAINST
6	Item 6 – Repurchase of shares in BHP Billiton Plc (and cancellation of shares in BHP Billiton Plc purchased by BHP Billiton Limited)	The purpose of this resolution is to renew BHP Billiton Plc's authority to buy back its own shares, in the market. [MOTIVATION: We do not find such transactions to be in the best interests of the company generally.]	AGAINST
7	Item 7 – Approval of the Remuneration Report other than the part containing the Directors' remuneration policy	Item 7 is an advisory vote required under UK law. The resolution is to approve the Remuneration Report for the year ended 30 June 2015, as set out in section 4 of the Annual Report, other than the part containing the Directors' remuneration policy report in section 4.3 of the Annual Report. The remuneration policy is required to be put to a shareholder vote at least once every three years or if any changes are proposed. As BHP Billiton's remuneration policy report was approved by shareholders at last year's AGMs and remains unchanged, a resolution to re-approve the remuneration policy of	FOR

		BHP Billiton has not been proposed. BHP Billiton's remuneration policy will be put to shareholders again at no later than the 2017 AGMs.	
8	Item 8 – Approval of the Remuneration Report, including the policy	Item 8 is an ordinary resolution required under Australian law and is an advisory vote. This comprises the whole of section 4 of the Annual Report.	FOR
9	Item 9 – Approval of grants to Executive Director	It is proposed that Andrew Mackenzie, an Executive Director of BHP Billiton, be awarded securities under the Group's incentive plans. The Board wishes, as a matter of good governance, to seek approval for the acquisition of securities under the Group's STIP and LTIP by Mr Mackenzie. (a) STIP award: The maximum value of the STIP award will be US\$1,156,000. (b) LTIP award: The Board, on the advice of the Remuneration Committee, has approved an LTIP award with a face value equal to US\$6,800,000. The fair value of the award is estimated at US\$2,788,000. [COMMENT: These awards are in accordance with a policy that was approved by shareholders.]	FOR
10 to 12	Item 10 to 12 – Overview of the DLC Dividend Share proposal	Items 10, 11 and 12 seek shareholder approval to amend the terms of the Equalisation Shares, to be renamed 'DLC Dividend Shares'. If shareholder approval is obtained, the amendments will support the DLC equalisation principles, including the matching dividend requirement, and will not change any of the fundamental principles of the DLC. If any of Items 10, 11 or 12 are not passed by the shareholders of Limited or Plc, then all three items will fail. The amendments will: <ul style="list-style-type: none"> • rename the Equalisation Shares as 'DLC Dividend Shares'; • provide greater internal capital management flexibility within the Group by enabling dividends to be paid on a DLC Dividend Share to facilitate the efficient allocation of internal funds; • cap the amounts that can be paid as dividends on either DLC Dividend Share as described above; and • ensure that the DLC Dividend Shares cannot be used to transfer funds outside of the Group by introducing additional structural safeguards to ensure that a DLC Dividend Share may only be used to pay dividends within the Group. 	
		Item 10 seeks approval for the amendments to the Limited Constitution subject to the passing of items 11 and 12.	FOR
		Item 11 seeks approval for 'That, subject to the passing of the resolutions in Items 10 and 12 of this Notice of Meeting, the Articles of Association of BHP Billiton Plc be amended with effect from the close of the 2015 Annual General Meeting of BHP Billiton Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Articles of Association tabled by the Chairman of the meeting and signed for the purposes of identification.'	FOR
		Item 12 seeks approval for 'That, subject to the passing of the resolutions in Items 10 and 11 of this Notice of Meeting, approval be given for the DLC Structure Sharing Agreement to be amended in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended DLC Structure Sharing Agreement tabled by the Chairman of the meeting and signed for the purposes of identification.'	FOR
13 to 14	Item 13 to 14 – Amendments to the Constitution of BHP Billiton Limited and the Articles of Association of BHP Billiton Plc to facilitate simultaneous general meetings	The purpose of this resolution is to amend the Limited Constitution and the Plc Articles by adding a new provision (Rule/Article 52). The Board believes that a number of procedural and technical improvements can be made to enhance the experience for shareholders beyond those in place for the simultaneous general meetings held earlier this year to approve the South32 demerger.	

		<p>The proposed amendments to the Limited Constitution and Plc Articles confirm that, where general meetings of BHP Billiton Limited and BHP Billiton Plc are convened simultaneously with each other, the Group Chairman will be chairman of both meetings. The proposed amendments will also assist with the introduction of procedural and technical improvements for simultaneous general meetings.</p> <p>Each of Item 13 and Item 14 is conditional on the other being approved by shareholders. If either of Item 13 or Item 14 is not approved by shareholders, then both items will fail.</p>	
		<p>Item 13 seeks approval for 'That, subject to the passing of the resolution in Item 14 of this Notice of Meeting, the Constitution of BHP Billiton Limited be amended with effect from the close of the 2015 Annual General Meeting of BHP Billiton Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Constitution tabled by the Chairman of the meeting and signed for the purposes of identification.'</p>	FOR
		<p>Item 14 seeks approval for 'That, subject to the passing of the resolution in Item 13 of this Notice of Meeting, the Articles of Association of BHP Billiton Plc be amended with effect from the close of the 2015 Annual General Meeting of BHP Billiton Limited in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in the amended Articles of Association tabled by the Chairman of the meeting and signed for the purposes of identification.'</p>	FOR
15 to 25	Items 15 to 25 – Election of Directors	<p>The Boards of BHP Billiton Plc and BHP Billiton Limited must be identical and operate as one. In the interests of simplicity, one resolution is proposed in respect of the election of each candidate to both the Board of BHP Billiton Plc and to the Board of BHP Billiton Limited.</p> <p>Accordingly, in each resolution, reference to 'BHP Billiton' is a reference to both BHP Billiton Plc and BHP Billiton Limited. The resolution to appoint each candidate is proposed as a separate resolution.</p> <p>All the proposals are supported by the Board.</p>	
15	Item 15 – Anita Frew	Anita Frew BA(Hons), MRes, Hon DSc, 58. Appointed since September 2015.	FOR
16	Item 16 – Malcolm Brinded	Malcolm Brinded MA, 62. Appointed since April 2014 and is a member of the Sustainability Committee.	FOR
17	Item 17 – Malcolm Broomhead	Malcolm Broomhead MBA, BE, 63. Appointed since March 2010 and is a member of the Sustainability Committee and the Risk and Audit Committee.	FOR
18	Item 18 – Pat Davies	Pat Davies BSc (Mechanical Engineering), 64. Appointed since June 2012 and is a member of the Remuneration Committee and the Sustainability Committee.	FOR
19	Item 19 – Carolyn Hewson	Carolyn Hewson AO, BEc (Hons), MA (Econ), 60. Appointed since March 2010 and is the Chairman of the Remuneration Committee.	FOR
20	Item 20 – Andrew Mackenzie	Andrew Mackenzie BSc (Geology), PhD (Chemistry), 58. Appointed as Chief Executive Officer since 10 May 2013.	FOR
21	Item 21 – Lindsay Maxsted	Lindsay Maxsted DipBus, FCA, 61. Appointed since March 2011 and is Chairman of the Risk and Audit Committee.	FOR
22	Item 22 – Wayne Murdy	Wayne Murdy BSc (Business Administration), CPA, 71. Appointed since June 2009 and is a member of the Risk and Audit Committee. [MOTIVATION: Mr Murdy is over 70 years of age.]	AGAINST

23	Item 23 – John Schubert	John Schubert AO, BCh Eng, PhD (Chem Eng), 72. Appointed in June 2001 and is Chairman of the Sustainability Committee and also a member of the Nomination and Governance Committee. [MOTIVATION: Mr Schubert is over 70 years of age.]	AGAINST
24	Item 24 – Shriti Vadera	Shriti Vadera MA, 53. Appointed since January 2011 and is the Senior Independent Director of BHP Billiton Plc, and a member of the Nomination and Governance Committee, the Risk and Audit Committee and the Remuneration Committee.	FOR
25	Item 25 – Jac Nasser	Jac Nasser AO, BBus, Hon DT, 67. Appointed since June 2006 and is Chairman of the Nomination and Governance Committee.	FOR