

BHP Billiton Plc		F2016	
	Classification	Meeting Type	Meeting Date
BIL	Mining	AGM F2016	20/10/2016
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolutions			
Item 1	To receive the Financial Statements for BHP Billiton Plc and BHP Billiton Limited for the year ended 30 June 2016 and the reports of the Directors and the Auditor.		FOR
Item 2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc.	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
Item 3	To authorise the Risk and Audit Committee to agree the remuneration of KPMG LLP as the auditor of BHP Billiton Plc.		FOR
Item 4	To authorise the Directors, pursuant to section 551 of the UK Companies Act 2006 and consistent with the rights conferred on the Directors pursuant to Article 9 of BHP Billiton Plc's Articles of Association, to allot shares in BHP Billiton Plc or to grant rights to subscribe for shares or to convert any security into shares in BHP Billiton Plc (rights)..	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
Special resolutions			
Item 5	To authorise the Directors, pursuant to sections 570 and 573 of the UK Companies Act 2006, to allot equity securities (as defined in section 560 of the UK Companies Act 2006) for cash and/or to sell or transfer any equity securities that are held by BHP Billiton Plc as treasury shares.	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: We prefer that shareholders authorise issues only when required for specific transactions.]	AGAINST
Item 6	To generally and unconditionally authorise BHP Billiton Plc in accordance with section 701 of the UK Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of US\$0.50 nominal value each in the capital of BHP Billiton Plc (shares).	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
Non-binding ordinary resolutions			
Item 7	To approve the Remuneration Report	Item 7 is an advisory vote required under UK	FOR

	for the year ended 30 June 2016 (other than the Directors' remuneration policy report in section 3.3).	law. The resolution is to approve the Remuneration Report for the year ended 30 June 2015, as set out in the Annual Report, other than the part containing the Directors' remuneration policy 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.	
Item 8	To approve the Remuneration Report for the year ended 30 June 2016 as set out in section 3 of the Annual Report.	Item 8 is an ordinary resolution required under Australian law and is an advisory vote. This comprises the whole of section 3 of the Annual Report.	FOR
Ordinary resolutions			
Item 9	To approve the grant of awards to Executive Director, Andrew Mackenzie, under the Group's long-term incentive plan.	[COMMENT: These awards are in accordance with a policy that was approved by shareholders by way of an advisory vote.]	FOR
Item 10	Mr MacKenzie is seeking election by shareholders for the first time (in accordance with the Articles of Association and Constitution), having been appointed a Director since the 2015 Annual General Meetings. To elect Ken MacKenzie as a Director of BHP Billiton. Mr Ken MacKenzie (52) Adviser Appointed: September 2016 Qualifications: BEng, FIEA, FAICD		FOR
Item 11	To re-elect Malcolm Brinded as a Director of BHP Billiton. Mr Malcolm Brinded (63) Independent Non-executive Director Appointed: April 2014 Qualifications: MA		FOR
Item 12	To re-elect Malcolm Broomhead as a Director of BHP Billiton. Mr Malcolm Broomhead (64) Independent Non-executive Director Appointed: March 2010 Qualifications: MBA, BE		FOR
Item 13	To re-elect Pat Davies as a Director of BHP Billiton. Mr Pat Davies (65) Independent Non-executive Director Appointed: June 2012 Qualifications: BSc (Mechanical Engineering)		FOR
Item 14	To re-elect Anita Frew as a Director of BHP Billiton. Ms Anita Frew (59) Independent Non-executive Director Appointed: September 2015 Qualifications: BA (Hons) MRes, Hon. D.Sc		FOR

Item 15	To re-elect Carolyn Hewson as a Director of BHP Billiton. Ms Carolyn Hewson (61) Independent Non-executive Director Appointed: March 2010 Qualifications: BEc (Hons), MA (Econ)		FOR
Item 16	To re-elect Andrew Mackenzie as a Director of BHP Billiton. (see above)		FOR
Item 17	To re-elect Lindsay Maxsted as a Director of BHP Billiton. Mr Lindsay Maxsted (62) Independent Non-executive Director Appointed: March 2011 Qualifications: DipBus (Gordon), FCA, FAICD	[MOTIVATION: Mr Maxsted is regarded as over-extended in terms of listed boards and their chairmanship.]	AGAINST
Item 18	To re-elect Wayne Murdy as a Director of BHP Billiton. Mr Wayne Murdy (72) Independent Non-executive Director Appointed: June 2009 Qualifications: BSc (Business Administration), CPA		FOR
Item 19	To re-elect Shriti Vadera as a Director of BHP Billiton. Baroness Shriti Vadera (54) Senior Independent Director, BHP Billiton Plc Appointed: January 2011 Qualifications: MA		FOR
Item 20	To re-elect Jac Nasser as a Director of BHP Billiton. Mr Jac Nasser (68) Chairman and Independent Non-executive Director Appointed: June 2006 Qualifications: BBus, Hon DT		FOR