

| BHP Billiton Plc | | F2017 | |
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| | Classification | Meeting Type | Meeting Date |
| BIL | Mining | AGM F2016 | 19/10/2017 |
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| NUMBER | RESOLUTION | INFORMATION | VOTE |
| Ordinary resolutions | | | |
| Item 1 | To receive the Financial Statements for BHP Billiton Plc and BHP Billiton Limited and the reports of the Directors and the Auditor for the year ended 30 June 2017. | | FOR |
| Item 2 | To reappoint KPMG LLP as the auditor of BHP Billiton Plc to hold office until the conclusion of the next Annual General Meeting of BHP Billiton Plc at which the annual accounts and reports are laid. | External auditing was put out to tender this year and as a result E&Y won the appointment from F2020 year. | FOR |
| 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, 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) for the period ending on the later of the conclusion of the Annual General Meeting of BHP Billiton Plc and the Annual General Meeting of BHP Billiton Limited in 2018 up to an aggregate nominal amount of US\$105,603,590 (provided that this authority will allow BHP Billiton Plc, before the expiry of this authority, to make offers or agreements that would or might require shares to be allotted or rights to be granted after such expiry and, notwithstanding such expiry, the Directors may allot shares in pursuance of such offers or agreements). | 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 pursuant to the authority given by Item 4 as if section 561 of the UK Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities: (a) in connection with a rights issue or other issue the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to (i) holders of ordinary shares on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their respective holdings, and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but in both cases subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements or securities represented by depositary receipts or having regard to any legal or practical problems under the laws of, or the requirements of any regulatory body or stock ex- | 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 |

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| | change in, any territory or otherwise howsoever; and (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of US\$52,801,795, and will expire on the later of the conclusion of the Annual General Meeting of BHP Billiton Plc and the Annual General Meeting of BHP Billiton Limited in 2018 (provided that this authority will allow BHP Billiton Plc, before the expiry of this authority, to make offers or agreements that would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities in pursuance of such offers or agreements). | | |
| Item 6 | <p>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) on such terms and in such manner as the Directors may from time to time determine, provided that:</p> <p>(a) the maximum aggregate number of shares hereby authorised to be purchased will be 211,207,180, representing 10 per cent of BHP Billiton Plc's issued share capital;</p> <p>(b) the minimum price that may be paid for each share is US\$0.50, being the nominal value of such a share;</p> <p>(c) the maximum price that may be paid for any share is the higher of (i) five per cent above the average of the middle market quotations for a share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase of the shares, and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in BHP Billiton Plc on the trading venues where the market purchases by BHP Billiton Plc pursuant to the authority conferred by this Item 6 will be carried out; and</p> <p>(d) the authority conferred by this resolution will, unless renewed prior to such time, expire on the later of the conclusion of the Annual General Meeting of BHP Billiton Plc and the Annual General Meeting of BHP Billiton Limited in 2018 (provided that BHP Billiton Plc may enter into a contract or contracts for the purchase of shares before the expiry of this authority that would or might be completed wholly or partly after such expiry and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired).</p> | <p>The purpose of this resolution is to renew BHP Billiton Plc's authority to buy back its own shares, in the market.</p> <p>[MOTIVATION: We do not find such transactions to be in the best interests of the company generally.]</p> | AGAINST |
| Ordinary resolutions | | | |
| Item 7 | To approve the Directors' remuneration policy report set out in section 3.2 of the Annual Report. | | FOR |
| Non-binding ordinary resolutions | | | |
| Item 8 | To approve the Remuneration Report for the year ended 30 June 2017 (other than the Directors' remuneration policy report in section 3.2) as set out in section 3 of the Annual Report. | | FOR |
| Item 9 | <p>To approve the Remuneration Report for the year ended 30 June 2017 as set out in section 3 of the Annual Report.</p> <p><i>BHP will disregard any vote cast (in any capacity) on Items 7, 8 and 9 by or on behalf of a member of BHP's Key Management Personnel (KMP) or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.</i></p> | | FOR |
| Ordinary resolutions | | | |
| Item 10 | To approve, for all purposes, including sections 200B and 200E of the Australian Corporations Act 2001 (Cth) | | FOR |

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| | <p>(Corporations Act), the giving of benefits to any current or future holder of a managerial or executive office in BHP Billiton Limited or a Group entity to which sections 200B and 200E of the Corporations Act apply, in connection with the person ceasing to hold that office, as set out in the Explanatory Notes to this Notice of Meeting.</p> <p><i>If any shareholder is a current or potential employee or Director of a Group entity and wishes to preserve their ability to receive benefits under this approval, then that shareholder and their associates should not vote on the resolution. Further, BHP will disregard any vote cast as a proxy on Item 10 by a member of BHP's KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.</i></p> | | |
| Item 11 | <p>To approve the grant of awards to Executive Director, Andrew Mackenzie, under the Group's short and long-term incentive plans as set out in the Explanatory Notes to this Notice of Meeting.</p> <p><i>BHP will disregard any vote cast on Item 11 by or on behalf of Andrew Mackenzie or any of his associates, as well as any votes cast as a proxy on Item 11 by a member of BHP's KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.</i></p> | [COMMENT: These awards are in accordance with a policy that was approved by shareholders by way of an advisory vote.] | FOR |
| Item 12 | <p>With the exception of Terry Bowen and John Mogford, the following Directors retire under the Board's policy on annual election and, being eligible, submit themselves for re-election. Terry Bowen and John Mogford are seeking election by shareholders for the first time, having each been appointed a Director since the 2016 Annual General Meetings.</p> <p>To elect Terry Bowen as a Director of BHP.</p> <p>Mr Terry Bowen (50) Director Appointed: 1 October 2017 Qualifications: BA, FCPA</p> | Mr Bowen is Chairman of the West Australian Opera Company and is on the Board of the West Coast Eagles Football Club. He is a member of the Curtin University Business School and Scotch College (WA) Advisory Councils.] | FOR |
| Item 13 | <p>To elect John Mogford as a Director of BHP.</p> <p>Mr John Mogford (64) Director Appointed: 1 October 2017 Qualifications: BEng</p> | Mr Mogford is currently a Non-executive Director of Weir Group Plc, ERM Worldwide Group Limited and one of First Reserve's portfolio companies, DOF Subsea AS.] | FOR |
| Item 14 | <p>To re-elect Malcolm Broomhead as a Director of BHP.</p> <p>Mr Malcolm Broomhead (65) Director Appointed: March 2010 Qualifications: MBA, BE, FAICD</p> | | FOR |
| Item 15 | <p>To re-elect Anita Frew as a Director of BHP.</p> <p>Ms Anita Frew (60) Director Appointed: September 2015 Qualifications: BA (Hons), MRes, Hon DSc</p> | | FOR |
| Item 16 | <p>To re-elect Carolyn Hewson as a Director of BHP.</p> <p>Ms Carolyn Hewson (62) Director</p> | | FOR |

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| | Appointed: March 2010 Qualifications: AO, BEc (Hons), MA, FAICD | | |
| Item 17 | To re-elect Andrew Mackenzie as a Director of BHP. Mr Andrew Mackenzie (60) Chief Executive Officer Appointed: 10 May 2013 Qualifications: BSc (Geology), PhD (Chemistry) | | FOR |
| Item 18 | To re-elect Lindsay Maxsted as a Director of BHP. Mr Lindsay Maxsted (63) Director Appointed: March 2011 Qualifications: DipBus, FCA, FAICD | Mr Maxsted is currently the Chairman of Westpac Banking Corporation and of Transurban Group. He is also a Fellow of the Australian Institute of Company Directors, and a Director and Honorary Treasurer of Baker Heart and Diabetes Institute. [MOTIVATION: We consider Mr. Maxsted to be over-extended considering her many board appointments.] | AGAINST |
| Item 19 | To re-elect Wayne Murdy as a Director of BHP. Mr Wayne Murdy (73) Director Appointed: June 2009 Qualifications: BSc (Business Administration), CPA | Mr Mackenzie is a Director of the Grattan Institute, a member of the Business Council of Australia, Director of the International Council on Mining and Metals, Honorary President of the German-Australian Chamber of Industry and Commerce and a former Non-executive Director of Centrica plc | FOR |
| Item 20 | To re-elect Ms Shriti Vadera as a Director of BHP. Ms Shriti Vadera (55) Senior Independent Director of BHP Billiton Plc Appointed: January 2011 Qualifications: Unknown | She is Chairman of Santander UK Group Holdings Plc and Santander UK Plc (subsidiary), and has been a Director of AstraZeneca Plc since 2011 | FOR |
| Item 21 | To re-elect Ken MacKenzie as a Director of BHP. Mr Ken MacKenzie (53) Director and became Chairman on 1 September 2017. Appointed: September 2016 Qualifications: BEng, FIEA, FAICD | Serves on the Advisory Boards of American Securities Capital Partners LLC and Adamantem Capital. He has been a Director of BHP since September 2016, and became Chairman on 1 September 2017. | FOR |