

BHP Billiton Plc		F2018	
	Classification	Meeting Type	Meeting Date
BIL	Mining	AGM F2018	17/10/2018
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 2018.		FOR
Item 2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc.	[COMMENT: External auditing was put out to tender last 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 2019 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).	[MOTIVATION: Our policy is to vote against these requests unless specifically motivated; preferring that shareholders authorise issues only when required for specific transactions.]	AGAINST
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.	[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) on such terms and in such manner as the Directors may from time to time determine.	[MOTIVATION: We do not find such transactions to be in the best interests of the company generally.]	AGAINST
Item 7	To approve the Remuneration Report for the year ended 30 June 2018 (other than the Directors' remuneration policy report in section 3.2) as set out in section 3 of the Annual Report.	[COMMENT: P129 highlights the reporting differences between the Australian and UK reporting requirements.]	FOR
Item 8	To approve the Remuneration Report for the year ended 30 June 2018 as set out in section 3 of the Annual Report. BHP will disregard any vote cast (in any capacity) on Items 7 and 8 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.		FOR
Item 9	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. BHP will disregard any vote cast in favour of Item 9 by or on behalf of Andrew Mackenzie and any of his associates, regardless of the capacity in which the vote is cast, as well as any votes cast as a proxy by a member of BHP's KMP and their closely related parties, 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.	[COMMENT: These awards are in accordance with a policy that was approved by shareholders by way of an advisory vote.]	FOR
Item 10	To change the name of: (a) BHP Billiton Plc to 'BHP Group Plc'; and (b) BHP Billiton Limited to 'BHP Group Limited'.		FOR
	Election of Directors The following Directors retire under the Board's policy on annual election and, being eligible, submit themselves for re-election.		

Item 11	To re-elect Terry Bowen as a Director of BHP. Mr Terry Bowen (51) Director Appointed: 1 October 2017 Qualifications: BAcct, FCPA		For
Item 12	To re-elect Malcolm Broomhead as a Director of BHP. Mr Malcolm Broomhead (66) Director Appointed: March 2010 Qualifications: MBA, BE, FAICD		For
Item 13	To re-elect Anita Frew as a Director of BHP. Ms Anita Frew (61) Director Appointed: September 2015 Qualifications: BA (Hons), MRes, Hon DSc		For
Item 14	To re-elect Carolyn Hewson as a Director of BHP. Ms Carolyn Hewson (63) Director Appointed: March 2010 Qualifications: AO, BEc (Hons), MA, FAICD		For
Item 15	To re-elect Andrew Mackenzie as a Director of BHP. Mr Andrew Mackenzie (61) Chief Executive Officer Appointed: 10 May 2013 Qualifications: BSc (Geology), PhD (Chemistry)		For
Item 16	To re-elect Lindsay Maxsted as a Director of BHP. Mr Lindsay Maxsted (64) Director Appointed: March 2011 Qualifications: DipBus, FCA, FAICD	[MOTIVATION: We consider Mr. Maxsted to be over-extended considering her many board appointments.]	Against
Item 17	To re-elect John Mogford as a Director of BHP. Mr John Mogford (65) Director Appointed: 1 October 2017 Qualifications: BEng		For
Item 18	To re-elect Shriti Vadera as a Director of BHP. Ms Shriti Vadera (56) Senior Independent Director of BHP		For

	Billiton Plc Appointed: January 2011 Qualifications: Unknown		
Item 19	To re-elect Ken Mackenzie as a Director of BHP. Mr Ken MacKenzie (54) Director and became Chairman on 1 September 2017. Appointed: September 2016 Qualifications: BEng, FIEA, FAICD		For