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Company Secretariat

29 November 2012

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 meetings of shareholders of BHP Billiton Limited ("Limited") held in Sydney, Australia on 29 November 2012 and BHP Billiton Plc ("Plc") held in London, United Kingdom on 25 October 2012.

As required by the Dual Listed Companies 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 (excluding the proxy votes carried from one meeting to the other meeting by the Special Voting Shares) is detailed in Appendix 1. The additional information required in respect of BHP Billiton Plc by the United Kingdom's Companies Act 2006 (as amended by The Companies (Shareholders' Rights) Regulations 2009) 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.Hemscott.com/nsm.do

Jane McAloon
Group Company Secretary

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

	<u>Business</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Result</u>
1	To receive the 2012 Financial Statements and Reports for BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,937,356,945	18,402,089	21,942,973	CARRIED
2	To elect Pat Davies as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,965,676,726	4,807,378	7,256,018	CARRIED
3	To re-elect Malcolm Broomhead as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,961,072,597	5,705,099	10,967,477	CARRIED
4	To re-elect Sir John Buchanan as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,879,472,089	78,799,456	19,461,282	CARRIED
5	To re-elect Carlos Cordeiro as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,964,368,970	6,657,205	6,700,092	CARRIED
6	To re-elect David Crawford as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,912,847,550	58,347,510	6,535,888	CARRIED
7	To re-elect Carolyn Hewson as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,965,242,045	6,187,563	6,302,216	CARRIED
8	To re-elect Marius Kloppers as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,941,887,645	29,507,209	6,320,696	CARRIED
9	To re-elect Lindsay Maxsted as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,949,067,944	22,096,679	6,577,129	CARRIED

10	To re-elect Wayne Murdy as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,965,844,306	5,192,078	6,704,181	CARRIED
11	To re-elect Keith Rumble as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,966,623,134	4,376,622	6,742,370	CARRIED
12	To re-elect John Schubert as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,924,431,445	46,731,418	6,570,389	CARRIED
13	To re-elect Shriti Vadera as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,963,968,801	6,791,941	6,975,035	CARRIED
14	To re-elect Jac Nasser as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)	2,958,233,529	13,094,841	6,316,332	CARRIED
15	To reappoint KPMG Audit Plc as the auditor of BHP Billiton Plc (an ordinary resolution)	2,934,922,274	18,625,394	24,136,108	CARRIED
16	To renew the general authority to issue shares in BHP Billiton Plc (an ordinary resolution)	2,782,841,496	187,887,252	6,951,434	CARRIED
17	To approve the authority to issue shares in BHP Billiton Plc for cash (a special resolution)	2,856,788,723	113,606,973	7,325,454	CARRIED
18	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)	2,956,400,278	14,628,143	6,682,647	CARRIED
19	To approve the 2012 Remuneration Report (a non-binding ordinary resolution)	2,849,666,893	114,640,239	11,939,253	CARRIED
20	To approve the grant of Long-Term Incentive Performance Shares to Marius Kloppers (an ordinary resolution)	2,889,501,021	76,463,066	11,654,228	CARRIED

APPENDIX 1
BHP Billiton Limited & BHP Billiton Plc - Final Proxy Position

	Limited	Plc
1 To receive the 2012 Financial Statements and Reports for BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,478,045,556	1,474,594,155
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,428,825,777	1,459,900,990
◆ was to vote against the resolution	3,870,646	14,497,919
◆ was to abstain on the resolution	19,656,634	2,271,751
◆ may vote at the proxy's discretion	45,349,133	195,246
2 To elect Pat Davies as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,492,659,959	1,474,683,948
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,443,460,028	1,473,494,376
◆ was to vote against the resolution	3,808,128	985,308
◆ was to abstain on the resolution	5,081,465	2,182,360
◆ may vote at the proxy's discretion	45,391,803	204,264
3 To re-elect Malcolm Broomhead as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,493,360,939	1,470,289,663
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,443,278,115	1,469,250,611
◆ was to vote against the resolution	4,826,941	835,755
◆ was to abstain on the resolution	4,386,341	6,575,840
◆ may vote at the proxy's discretion	45,255,883	203,297
4 To re-elect Sir John Buchanan as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,493,367,480	1,461,777,759
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		

◆	was to vote for the resolution	1,426,891,492	1,404,414,674
◆	was to vote against the resolution	21,239,652	57,165,667
◆	was to abstain on the resolution	4,366,651	15,088,547
◆	may vote at the proxy's discretion	45,236,336	197,418
5	To re-elect Carlos Cordeiro as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,230,323	1,474,683,484
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,442,779,649	1,473,091,375
◆	was to vote against the resolution	5,162,884	1,392,590
◆	was to abstain on the resolution	4,497,607	2,182,463
◆	may vote at the proxy's discretion	45,287,790	199,519
6	To re-elect David Crawford as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,390,884	1,474,689,760
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,439,651,273	1,424,653,495
◆	was to vote against the resolution	8,423,215	49,835,069
◆	was to abstain on the resolution	4,343,644	2,176,548
◆	may vote at the proxy's discretion	45,316,396	201,196
7	To re-elect Carolyn Hewson as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,617,943	1,474,688,874
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,442,567,074	1,474,227,220
◆	was to vote against the resolution	5,830,889	257,357
◆	was to abstain on the resolution	4,114,018	2,177,434
◆	may vote at the proxy's discretion	45,219,980	204,297
8	To re-elect Marius Kloppers as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,576,824	1,474,698,546

⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,432,822,970	1,460,765,846
◆	was to vote against the resolution	15,672,642	13,732,949
◆	was to abstain on the resolution	4,134,507	2,167,762
◆	may vote at the proxy's discretion	45,081,212	199,751
9	To re-elect Lindsay Maxsted as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,366,729	1,474,682,400
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,427,630,144	1,472,826,246
◆	was to vote against the resolution	20,407,374	1,652,857
◆	was to abstain on the resolution	4,376,325	2,183,908
◆	may vote at the proxy's discretion	45,329,211	203,297
10	To re-elect Wayne Murdy as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,241,145	1,474,683,812
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,443,500,989	1,473,650,983
◆	was to vote against the resolution	4,348,180	830,401
◆	was to abstain on the resolution	4,500,722	2,182,496
◆	may vote at the proxy's discretion	45,391,976	202,428
11	To re-elect Keith Rumble as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,197,259	1,474,685,470
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,443,861,962	1,474,097,627
◆	was to vote against the resolution	3,977,007	383,814
◆	was to abstain on the resolution	4,546,169	2,180,838
◆	may vote at the proxy's discretion	45,358,290	204,029
12	To re-elect John Schubert as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,425,975	1,474,615,805

⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,442,166,590	1,433,643,465
◆	was to vote against the resolution	5,936,598	40,774,615
◆	was to abstain on the resolution	4,308,579	2,250,503
◆	may vote at the proxy's discretion	45,322,787	197,725
13	To re-elect Shriti Vadera as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,492,978,536	1,474,676,192
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,441,445,310	1,473,883,952
◆	was to vote against the resolution	6,172,937	591,904
◆	was to abstain on the resolution	4,760,143	2,190,116
◆	may vote at the proxy's discretion	45,360,289	200,336
14	To re-elect Jac Nasser as a Director of each of BHP Billiton Limited and BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,518,188	1,474,685,423
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,442,404,206	1,467,318,229
◆	was to vote against the resolution	5,894,343	7,162,847
◆	was to abstain on the resolution	4,138,149	2,180,885
◆	may vote at the proxy's discretion	45,219,639	204,347
15	To reappoint KPMG Audit Plc as the auditor of BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,492,201,919	1,458,259,161
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,442,110,310	1,444,330,958
◆	was to vote against the resolution	4,805,076	13,725,034
◆	was to abstain on the resolution	5,491,893	18,607,146
◆	may vote at the proxy's discretion	45,286,533	203,169
16	To renew the general authority to issue shares in BHP Billiton Plc (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,492,890,158	1,474,726,890

⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,422,600,792	1,311,659,559
◆	was to vote against the resolution	25,000,082	162,861,049
◆	was to abstain on the resolution	4,800,059	2,139,418
◆	may vote at the proxy's discretion	45,289,284	206,282
17	To approve the authority to issue shares in BHP Billiton Plc for cash (a special resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,492,589,955	1,474,714,527
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,436,691,205	1,371,457,597
◆	was to vote against the resolution	10,509,151	103,053,444
◆	was to abstain on the resolution	5,141,230	2,151,781
◆	may vote at the proxy's discretion	45,389,599	203,486
18	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,493,184,876	1,474,739,387
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,437,595,822	1,470,315,795
◆	was to vote against the resolution	10,364,898	4,223,682
◆	was to abstain on the resolution	4,543,836	2,126,471
◆	may vote at the proxy's discretion	45,224,156	199,910
19	To approve the 2012 Remuneration Report (a non-binding ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,487,842,687	1,474,208,992
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,397,911,851	1,406,569,411
◆	was to vote against the resolution	46,558,581	67,443,616
◆	was to abstain on the resolution	8,898,853	2,657,313
◆	may vote at the proxy's discretion	43,372,255	195,965
20	To approve the grant of Long-Term Incentive Performance Shares to Marius Kloppers (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,489,285,515	1,474,008,842
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,400,489,007	1,444,066,706

◆ was to vote against the resolution	46,278,900	29,750,858
◆ was to abstain on the resolution	8,431,619	2,857,465
◆ may vote at the proxy's discretion	42,517,608	191,278

APPENDIX 2
Additional Information

For the purposes of section 341 of the United Kingdom's Companies Act 2006 (as amended by The Companies (Shareholders' Rights) Regulations 2009) 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 25 October 2012) are:

	<u>Item of Business</u>	<u>Votes cast</u> <u>%*</u>
1	Receipt of the Financial Statements and Reports for BHP Billiton Plc and BHP Billiton Limited for the year ended 30 June 2012	69.04%
2	Election of Pat Davies as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
3	Re-election of Malcolm Broomhead as a Director of each of BHP Billiton Plc and BHP Billiton Limited	68.84%
4	Re-election of Sir John Buchanan as a Director of each of BHP Billiton Plc and BHP Billiton Limited	68.45%
5	Re-election of Carlos Cordeiro as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
6	Re-election of David Crawford as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
7	Re-election of Carolyn Hewson as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
8	Re-election of Marius Kloppers as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
9	Re-election of Lindsay Maxsted as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
10	Re-election of Wayne Murdy as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
11	Re-election of Keith Rumble as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
12	Re-election of John Schubert as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
13	Re-election of Shriti Vadera as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%

14	Re-election of Jac Nasser as a Director of each of BHP Billiton Plc and BHP Billiton Limited	69.05%
15	Reappointment of KPMG Audit Plc as auditor of BHP Billiton Plc	68.28%
16	Renewal of the general authority to issue shares in BHP Billiton Plc	69.05%
17	Approval of the authority to issue shares in BHP Billiton Plc for cash	69.05%
18	Approval of the repurchase of shares in BHP Billiton Plc	69.05%
19	Approval of the 2012 Remuneration Report	69.03%
20	Approval of the grant of Long-Term Incentive Performance Shares to Executive Director	69.02%

*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.

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The BHP Billiton Group is headquartered in Australia