



BHP Billiton Limited
171 Collins Street
Melbourne Victoria 3000 Australia
GPO BOX 86
Melbourne Victoria 3001 Australia
Tel +61 1300 55 47 57 Fax +61 3 9609 3015
bhpbilliton.com

BHP Billiton Plc
Neathouse Place
London SW1V 1BH UK
Tel +44 20 7802 4000
Fax + 44 20 7802 4111
bhpbilliton.com

Company Secretariat

21 November 2013

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 Perth, Australia on 21 November 2013 and BHP Billiton Plc ("Plc") held in London, United Kingdom on 24 October 2013.

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 2013 Financial Statements and Reports for BHP Billiton (an ordinary resolution)	2,934,679,135	17,359,942	14,159,250	CARRIED
2	To appoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution)	2,926,991,100	19,904,240	19,283,340	CARRIED
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc (an ordinary resolution)	2,946,108,156	8,144,753	11,811,477	CARRIED
4	To renew the general authority to issue shares in BHP Billiton Plc (an ordinary resolution)	2,816,783,039	140,331,073	9,041,060	CARRIED
5	To approve the authority to issue shares in BHP Billiton Plc for cash (a special resolution)	2,902,199,983	54,467,939	9,496,307	CARRIED
6	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)	2,944,216,494	13,016,252	8,774,830	CARRIED
7	To approve the 2013 Remuneration Report (a non-binding ordinary resolution)	2,865,969,382	80,035,078	19,292,876	CARRIED
8	To adopt new Long Term Incentive Plan Rules (an ordinary resolution)	2,842,068,892	81,166,307	41,873,567	CARRIED
9	To approve grants to Andrew Mackenzie (an ordinary resolution)	2,867,794,905	80,183,584	17,772,663	CARRIED
10	To elect Andrew Mackenzie as a Director of BHP Billiton (an ordinary resolution)	2,949,402,959	7,858,413	8,923,586	CARRIED
11	To re-elect Malcolm Broomhead as a Director of BHP Billiton (an ordinary resolution)	2,951,868,665	5,581,252	8,736,709	CARRIED
12	To re-elect Sir John Buchanan as a Director of BHP Billiton (an ordinary resolution)	2,891,170,052	64,833,180	10,192,884	CARRIED

13	To re-elect Carlos Cordeiro as a Director of BHP Billiton (an ordinary resolution)	2,951,008,327	6,155,296	9,029,866	CARRIED
14	To re-elect David Crawford as a Director of BHP Billiton (an ordinary resolution)	2,884,264,330	71,812,876	10,110,872	CARRIED
15	To re-elect Pat Davies as a Director of BHP Billiton (an ordinary resolution)	2,952,865,908	4,331,251	8,991,849	CARRIED
16	To re-elect Carolyn Hewson as a Director of BHP Billiton (an ordinary resolution)	2,949,814,602	7,210,201	9,154,279	CARRIED
17	To re-elect Lindsay Maxsted as a Director of BHP Billiton (an ordinary resolution)	2,935,372,746	21,819,978	8,993,681	CARRIED
18	To re-elect Wayne Murdy as a Director of BHP Billiton (an ordinary resolution)	2,949,561,572	4,955,088	11,671,648	CARRIED
19	To re-elect Keith Rumble as a Director of BHP Billiton (an ordinary resolution)	2,952,080,399	5,130,761	8,981,300	CARRIED
20	To re-elect John Schubert as a Director of BHP Billiton (an ordinary resolution)	2,888,030,341	49,377,522	28,752,703	CARRIED
21	To re-elect Shriti Vadera as a Director of BHP Billiton (an ordinary resolution)	2,941,234,753	7,323,174	17,618,414	CARRIED
22	To re-elect Jac Nasser as a Director of BHP Billiton (an ordinary resolution)	2,934,273,247	15,395,348	16,507,006	CARRIED
23	To elect Ian Dunlop as a Director of BHP Billiton (an ordinary resolution)	108,270,487	2,780,685,366	77,650,053	NOT CARRIED

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

	Limited	Plc
1 To receive the 2013 Financial Statements and Reports for BHP Billiton (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,555,972,001	1,394,138,055
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,508,831,936	1,379,932,665
◆ was to vote against the resolution	3,706,367	13,646,677
◆ was to abstain on the resolution	4,919,664	9,220,785
◆ may vote at the proxy's discretion	43,433,698	558,713
2 To appoint KPMG LLP as the auditor of BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,553,851,945	1,391,128,442
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,504,508,536	1,376,378,192
◆ was to vote against the resolution	5,710,540	14,191,165
◆ was to abstain on the resolution	7,035,045	12,230,426
◆ may vote at the proxy's discretion	43,632,869	559,085
3 To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc (an ordinary resolution)		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,553,226,459	1,399,123,717
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,504,644,413	1,395,243,353
◆ was to vote against the resolution	4,814,097	3,316,612
◆ was to abstain on the resolution	7,551,343	4,233,772
◆ may vote at the proxy's discretion	43,767,949	563,752
4 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	1,555,518,762	1,399,739,894
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	1,490,319,280	1,277,000,445
◆ was to vote against the resolution	18,100,725	122,179,024
◆ was to abstain on the resolution	5,346,942	3,619,479
◆ may vote at the proxy's discretion	47,098,757	560,425
5 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	1,555,084,218	1,399,728,748
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,501,124,644	1,354,977,277
◆	was to vote against the resolution	10,205,684	44,191,289
◆	was to abstain on the resolution	5,790,543	3,630,625
◆	may vote at the proxy's discretion	43,753,890	560,182
6	To approve the repurchase of shares in BHP Billiton Plc (a special resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,620,640	1,399,753,138
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,502,760,846	1,395,181,649
◆	was to vote against the resolution	9,009,803	4,012,798
◆	was to abstain on the resolution	5,100,418	3,603,285
◆	may vote at the proxy's discretion	43,849,991	558,691
7	To approve the 2013 Remuneration Report (a non-binding ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,545,932,816	1,399,458,701
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,475,561,623	1,359,505,318
◆	was to vote against the resolution	27,717,555	39,403,452
◆	was to abstain on the resolution	15,036,253	3,900,485
◆	may vote at the proxy's discretion	42,653,638	549,931
8	To adopt new Long Term Incentive Plan Rules (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,542,510,604	1,379,897,238
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,464,063,534	1,346,825,997
◆	was to vote against the resolution	35,673,258	32,520,533
◆	was to abstain on the resolution	18,271,358	23,460,785
◆	may vote at the proxy's discretion	42,773,812	550,708
9	To approve grants to Andrew Mackenzie (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,546,986,562	1,399,574,792
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,466,437,224	1,369,718,674
◆	was to vote against the resolution	37,981,041	29,303,306

◆	was to abstain on the resolution	13,864,811	3,780,794
◆	may vote at the proxy's discretion	42,568,297	552,812
10	To elect Andrew Mackenzie as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,683,015	1,399,663,892
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,507,042,313	1,396,118,801
◆	was to vote against the resolution	4,872,566	2,982,933
◆	was to abstain on the resolution	5,203,639	3,694,417
◆	may vote at the proxy's discretion	43,768,136	562,158
11	To re-elect Malcolm Broomhead as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,846,095	1,399,696,262
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,506,952,870	1,398,622,119
◆	was to vote against the resolution	5,035,054	511,763
◆	was to abstain on the resolution	5,044,563	3,662,711
◆	may vote at the proxy's discretion	43,858,171	562,380
12	To re-elect Sir John Buchanan as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,554,394,088	1,399,703,692
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,489,204,977	1,356,082,276
◆	was to vote against the resolution	21,419,993	43,069,151
◆	was to abstain on the resolution	6,493,876	3,655,281
◆	may vote at the proxy's discretion	43,769,118	552,265
13	To re-elect Carlos Cordeiro as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,596,645	1,399,691,572
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,506,203,866	1,398,522,994
◆	was to vote against the resolution	5,511,843	615,747
◆	was to abstain on the resolution	5,293,609	3,658,801
◆	may vote at the proxy's discretion	43,880,936	552,831

14	To re-elect David Crawford as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,554,484,814	1,399,687,538
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,495,744,992	1,342,267,938
◆	was to vote against the resolution	14,903,503	56,858,416
◆	was to abstain on the resolution	6,405,712	3,662,835
◆	may vote at the proxy's discretion	43,836,319	561,184
15	To re-elect Pat Davies as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,594,101	1,399,691,004
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,507,880,466	1,398,610,769
◆	was to vote against the resolution	3,796,396	529,618
◆	was to abstain on the resolution	5,298,355	3,659,369
◆	may vote at the proxy's discretion	43,917,239	550,617
16	To re-elect Carolyn Hewson as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,449,852	1,399,698,048
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,506,294,034	1,397,353,495
◆	was to vote against the resolution	5,419,968	1,786,045
◆	was to abstain on the resolution	5,438,895	3,652,292
◆	may vote at the proxy's discretion	43,735,850	558,508
17	To re-elect Lindsay Maxsted as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,601,011	1,399,691,159
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,491,677,774	1,397,379,939
◆	was to vote against the resolution	20,038,179	1,756,699
◆	was to abstain on the resolution	5,290,897	3,657,159
◆	may vote at the proxy's discretion	43,885,058	554,521
18	To re-elect Wayne Murdy as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,554,517,650	1,398,091,456
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,506,274,174	1,396,997,930

◆	was to vote against the resolution	4,375,673	532,303
◆	was to abstain on the resolution	6,371,257	5,258,766
◆	may vote at the proxy's discretion	43,867,803	561,223
19	To re-elect Keith Rumble as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,555,610,082	1,399,693,524
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,507,686,289	1,398,044,720
◆	was to vote against the resolution	4,037,978	1,086,581
◆	was to abstain on the resolution	5,282,826	3,656,849
◆	may vote at the proxy's discretion	43,885,815	562,223
20	To re-elect John Schubert as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,550,858,485	1,384,639,824
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,499,415,803	1,342,266,810
◆	was to vote against the resolution	7,534,851	41,815,983
◆	was to abstain on the resolution	10,011,864	18,710,398
◆	may vote at the proxy's discretion	43,907,831	557,031
21	To re-elect Shriti Vadera as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,553,682,234	1,392,977,139
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,504,011,802	1,390,842,141
◆	was to vote against the resolution	5,717,597	1,581,092
◆	was to abstain on the resolution	7,205,324	10,372,649
◆	may vote at the proxy's discretion	43,952,835	553,906
22	To re-elect Jac Nasser as a Director of BHP Billiton (an ordinary resolution)		
⇒	Total number of proxy votes exercisable by all proxies validly appointed	1,548,812,308	1,398,948,533
⇒	Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆	was to vote for the resolution	1,497,755,213	1,390,258,201
◆	was to vote against the resolution	6,954,118	8,127,100
◆	was to abstain on the resolution	12,065,006	4,400,575
◆	may vote at the proxy's discretion	44,102,977	563,232

23 To elect Ian Dunlop as a Director of BHP Billiton (an ordinary resolution)

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,532,354,421	1,354,770,543
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
◆ was to vote for the resolution	53,826,030	54,240,685
◆ was to vote against the resolution	1,435,678,393	1,299,913,759
◆ was to abstain on the resolution	28,867,899	48,670,025
◆ may vote at the proxy's discretion	42,849,998	616,099

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 24 October 2013) are:

	<u>Item of Business</u>	<u>Votes cast</u> <u>%*</u>
1	To receive the 2013 Financial Statements and Reports for BHP Billiton	65.26%
2	To appoint KPMG LLP as the auditor of BHP Billiton Plc	65.12%
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc	65.50%
4	To renew the general authority to issue shares in BHP Billiton Plc	65.53%
5	To approve the authority to issue shares in BHP Billiton Plc for cash	65.53%
6	To approve the repurchase of shares in BHP Billiton Plc	65.53%
7	To approve the 2013 Remuneration Report	65.51%
8	To adopt new Long Term Incentive Plan Rules	64.60%
9	To approve grants to Andrew Mackenzie	65.52%
10	To elect Andrew Mackenzie as a Director of BHP Billiton	65.52%
11	To re-elect Malcolm Broomhead as a Director of BHP Billiton	65.52%
12	To re-elect Sir John Buchanan as a Director of BHP Billiton	65.52%
13	To re-elect Carlos Cordeiro as a Director of BHP Billiton	65.52%
14	To re-elect David Crawford as a Director of BHP Billiton	65.52%
15	To re-elect Pat Davies as a Director of BHP Billiton	65.52%
16	To re-elect Carolyn Hewson as a Director of BHP Billiton	65.52%
17	To re-elect Lindsay Maxsted as a Director of BHP Billiton	65.52%

18	To re-elect Wayne Murdy as a Director of BHP Billiton	65.45%
19	To re-elect Keith Rumble as a Director of BHP Billiton	65.52%
20	To re-elect John Schubert as a Director of BHP Billiton	64.82%
21	To re-elect Shriti Vadera as a Director of BHP Billiton	65.21%
22	To re-elect Jac Nasser as a Director of BHP Billiton	65.49%
23	To elect Ian Dunlop as a Director of BHP Billiton (this candidate is not endorsed by the Board)	63.42%

*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.

BHP Billiton Limited ABN 49 004 028 077
Registered in Australia
Registered Office: 171 Collins Street Melbourne Victoria 3000

BHP Billiton Plc Registration number 3196209
Registered in England and Wales
Registered Office: Neathouse Place London SW1V 1BH United Kingdom

The BHP Billiton Group is headquartered in Australia