

Company Secretariat

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To: Australian Securities Exchange
London Stock Exchange

cc: New York Stock Exchange
JSE Limited
Swiss Stock Exchange
Deutsche Bank
UBS Zurich

For announcement to market

Please find attached the results of the business conducted at the meetings of shareholders of BHP Billiton Limited ("Limited") held in Melbourne, Australia on 27 November 2008 and BHP Billiton Plc ("Plc") held in London, United Kingdom on 23 October 2008.

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.



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	Receipt of the Financial Statements and Reports of BHP Billiton Plc (an ordinary resolution)	2,961,057,847	5,382,532	4,769,933	CARRIED
2	Receipt of the Financial Statements and Reports of BHP Billiton Limited (an ordinary resolution)	2,961,412,562	5,207,518	4,598,190	CARRIED
3	Re-election of Mr P M Anderson as a director of BHP Billiton Plc (an ordinary resolution)	2,953,253,505	14,405,578	3,460,239	CARRIED
4	Re-election of Mr P M Anderson as a director of BHP Billiton Limited (an ordinary resolution)	2,953,059,077	14,630,118	3,398,233	CARRIED
5	Re-election of Mr D R Argus as a director of BHP Billiton Plc (an ordinary resolution)	2,942,744,205	25,186,956	3,249,367	CARRIED
6	Re-election of Mr D R Argus as a director of BHP Billiton Limited (an ordinary resolution)	2,943,012,352	25,052,783	3,156,608	CARRIED
7	Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc (an ordinary resolution)	2,962,150,339	5,570,202	3,406,709	CARRIED
8	Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited (an ordinary resolution)	2,962,191,553	5,503,387	3,428,251	CARRIED
9	Re-election of Mr D A Crawford as a director of BHP Billiton Plc (an ordinary resolution)	2,953,167,392	13,618,980	4,324,677	CARRIED

10	Re-election of Mr D A Crawford as a director of BHP Billiton Limited (an ordinary resolution)	2,953,179,927	13,684,109	4,250,097	CARRIED
11	Re-election of Mr J Nasser as a director of BHP Billiton Plc (an ordinary resolution)	2,956,827,558	10,594,526	3,641,906	CARRIED
12	Re-election of Mr J Nasser as a director of BHP Billiton Limited (an ordinary resolution)	2,957,020,175	10,482,194	3,566,026	CARRIED
13	Re-election of Dr J M Schubert as a director of BHP Billiton Plc (an ordinary resolution)	2,962,220,943	5,352,788	3,529,314	CARRIED
14	Re-election of Dr J M Schubert as a director of BHP Billiton Limited (an ordinary resolution)	2,962,217,686	5,372,025	3,518,386	CARRIED
15	Election of Mr A L Boeckmann as a director of BHP Billiton Plc (an ordinary resolution)	2,926,970,061	39,779,729	4,342,821	CARRIED
16	Election of Mr A L Boeckmann as a director of BHP Billiton Limited (an ordinary resolution)	2,926,856,593	39,970,127	4,255,006	CARRIED
17	Election of Mr S Mayne as a director of BHP Billiton Plc (an ordinary resolution)	365,652,161	2,588,562,777	19,916,590	NOT CARRIED
18	Election of Mr S Mayne as a director of BHP Billiton Limited (an ordinary resolution)	365,906,725	2,588,337,573	19,857,072	NOT CARRIED
19	Election of Dr D R Morgan as a director of BHP Billiton Plc (an ordinary resolution)	2,960,473,957	6,616,333	4,015,678	CARRIED
20	Election of Dr D R Morgan as a director of BHP Billiton Limited (an ordinary resolution)	2,960,603,592	6,610,269	3,891,107	CARRIED

21	Election of Mr K C Rumble as a director of BHP Billiton Plc (an ordinary resolution)	2,959,951,478	6,894,543	4,220,308	CARRIED
22	Election of Mr K C Rumble as a director of BHP Billiton Limited (an ordinary resolution)	2,960,052,575	6,884,054	4,148,510	CARRIED
23	Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc (an ordinary resolution)	2,930,314,537	8,958,381	31,793,096	CARRIED
24	Renewal of the general authority to allot shares in BHP Billiton Plc (an ordinary resolution)	2,831,839,326	128,802,441	10,419,092	CARRIED
25	Renewal of the disapplication of pre-emption rights in BHP Billiton Plc (a special resolution)	2,863,249,354	87,189,321	20,587,523	CARRIED
26	Approval of the repurchase of shares in BHP Billiton Plc (a special resolution)	2,944,181,391	8,602,805	18,262,346	CARRIED
27	Approval of the cancellation of shares in BHP Billiton Plc held in BHP Billiton Limited each of the following dates (each one a special resolution):				
27(i)	30 April 2009	2,939,697,103	2,944,074	13,549,400	CARRIED
27(ii)	29 May 2009	2,954,556,749	2,937,091	13,554,057	CARRIED
27(iii)	15 June 2009	2,954,565,149	2,944,349	13,538,399	CARRIED
27(iv)	31 July 2009	2,954,555,898	2,942,862	13,549,137	CARRIED
27(v)	15 September 2009	2,954,678,373	2,839,653	13,529,871	CARRIED

27(vi)	30 November 2009	2,954,532,078	3,091,565	13,391,720	CARRIED
28	Approval of the Remuneration Report (an ordinary resolution)	2,885,455,350	48,995,064	24,691,675	CARRIED
29	Amendments to Rules of Group Incentive Scheme (an ordinary resolution)	2,731,253,648	164,904,880	74,763,021	CARRIED
30	Approval of the grant of awards to Mr M J Kloppers under the GIS and the LTIP (an ordinary resolution)	2,856,144,616	69,584,792	45,188,655	CARRIED
31	Approve a change to the maximum aggregate remuneration paid by BHP Billiton Plc to non-executive Directors in any year (an ordinary resolution)	2,853,531,184	77,414,486	8,426,551	CARRIED
32	Approve a change to the maximum aggregate remuneration paid by BHP Billiton Limited to non-executive Directors in any year (an ordinary resolution)	2,853,711,391	77,154,228	8,633,307	CARRIED
33	To approve the amendments to the Articles of Association of BHP Billiton Plc (a special resolution)	2,937,261,503	10,279,794	23,474,193	CARRIED
34	To approve the amendments to the Constitution of BHP Billiton Limited (a special resolution)	2,937,985,153	9,741,717	23,307,640	CARRIED

APPENDIX 1

BHP Billiton Limited & BHP Billiton Plc – Final Proxy Position

	<u>Limited</u>	<u>Plc</u>
1 Receipt of the Financial Statements and Reports of BHP Billiton Plc		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,614,443	1,471,051,535
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
♦ was to vote for the resolution	1,343,555,488	1,467,053,561
♦ was to vote against the resolution	1,587,702	3,793,492
♦ was to abstain on the resolution	2,999,076	1,770,857
♦ may vote at the proxy's discretion	68,471,253	204,482
2 Receipt of the Financial Statements and Reports of BHP Billiton Limited		
⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,794,342	1,471,040,729
⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -		
♦ was to vote for the resolution	1,343,983,308	1,467,032,946
♦ was to vote against the resolution	1,408,431	3,797,749
♦ was to abstain on the resolution	2,815,602	1,782,588
♦ may vote at the proxy's discretion	68,402,603	210,034

3 Re-election of Mr P M Anderson as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,465,729	1,472,455,319
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,339,436,672	1,464,183,961
◆ was to vote against the resolution	6,221,066	8,060,308
◆ was to abstain on the resolution	3,140,984	319,255
◆ may vote at the proxy's discretion	67,807,991	211,050

4 Re-election of Mr P M Anderson as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,539,986	1,472,455,319
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,339,436,857	1,464,173,880
◆ was to vote against the resolution	6,281,059	8,063,928
◆ was to abstain on the resolution	3,078,978	319,255
◆ may vote at the proxy's discretion	67,822,070	217,511

5 Re-election of Mr D R Argus as a director of
BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,683,337	1,472,459,739
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⇒ Total number of proxy votes in respect of which the appointments
specified that the proxy -

◆ was to vote for the resolution	1,333,479,612	1,460,095,999
◆ was to vote against the resolution	12,756,368	12,157,204
◆ was to abstain on the resolution	2,934,532	314,835
◆ may vote at the proxy's discretion	67,447,357	206,536

6 Re-election of Mr D R Argus as a director of
BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,776,686	1,472,459,149
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⇒ Total number of proxy votes in respect of which the appointments
specified that the proxy -

◆ was to vote for the resolution	1,333,600,368	1,460,089,893
◆ was to vote against the resolution	12,793,660	12,155,409
◆ was to abstain on the resolution	2,841,183	315,425
◆ may vote at the proxy's discretion	67,382,658	213,847

7 Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,524,460	1,472,457,609
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,341,864,255	1,470,356,405
◆ was to vote against the resolution	3,683,934	1,889,574
◆ was to abstain on the resolution	3,089,754	316,955
◆ may vote at the proxy's discretion	67,976,271	211,630

8 Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,499,411	1,472,457,057
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,341,926,059	1,470,349,968
◆ was to vote against the resolution	3,580,937	1,888,623
◆ was to abstain on the resolution	3,110,734	317,517
◆ may vote at the proxy's discretion	67,992,415	218,466

9 Re-election of Mr D A Crawford as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,463,286	1,471,594,928
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,341,658,892	1,461,847,168
◆ was to vote against the resolution	3,804,454	9,541,270
◆ was to abstain on the resolution	3,145,031	1,179,646
◆ may vote at the proxy's discretion	67,999,940	206,490

10 Re-election of Mr D A Crawford as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,540,588	1,471,595,290
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,341,785,998	1,461,839,473
◆ was to vote against the resolution	3,868,674	9,542,179
◆ was to abstain on the resolution	3,070,813	1,179,284
◆ may vote at the proxy's discretion	67,885,916	213,638

11 Re-election of Mr J Nasser as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,290,093	1,472,451,050
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,339,955,510	1,467,128,182
◆ was to vote against the resolution	5,295,656	5,115,335
◆ was to abstain on the resolution	3,318,652	323,254
◆ may vote at the proxy's discretion	68,038,927	207,533

12 Re-election of Mr J Nasser as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,369,398	1,472,452,030
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,340,211,107	1,467,121,349
◆ was to vote against the resolution	5,182,981	5,115,678
◆ was to abstain on the resolution	3,243,482	322,544
◆ may vote at the proxy's discretion	67,975,310	215,003

13 Re-election of Dr J M Schubert as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,400,894	1,472,451,428
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,341,446,752	1,470,858,117
◆ was to vote against the resolution	3,880,358	1,385,001
◆ was to abstain on the resolution	3,206,168	323,146
◆ may vote at the proxy's discretion	68,073,784	208,310

14 Re-election of Dr J M Schubert as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,417,780	1,472,450,522
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,341,511,134	1,470,850,783
◆ was to vote against the resolution	3,900,010	1,384,586
◆ was to abstain on the resolution	3,196,434	321,952
◆ may vote at the proxy's discretion	68,006,636	215,153

15 Election of Mr A L Boeckmann as a director of
BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,412,585,234	1,472,457,120
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⇒ Total number of proxy votes in respect of which the appointments
specified that the proxy -

◆ was to vote for the resolution	1,337,920,702	1,450,808,645
◆ was to vote against the resolution	6,329,623	21,438,233
◆ was to abstain on the resolution	4,025,552	317,269
◆ may vote at the proxy's discretion	68,334,909	210,242

16 Election of Mr A L Boeckmann as a director of
BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,412,664,230	1,472,455,054
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⇒ Total number of proxy votes in respect of which the appointments
specified that the proxy -

◆ was to vote for the resolution	1,337,873,599	1,450,711,295
◆ was to vote against the resolution	6,437,900	21,525,771
◆ was to abstain on the resolution	3,937,058	317,948
◆ may vote at the proxy's discretion	68,352,731	217,988

17 Election of Mr S Mayne as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,411,528,914	1,460,908,005
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	109,521,740	252,753,811
◆ was to vote against the resolution	1,237,743,561	1,207,954,631
◆ was to abstain on the resolution	8,027,990	11,888,600
◆ may vote at the proxy's discretion	64,263,613	199,563

18 Election of Mr S Mayne as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,411,558,854	1,460,907,425
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	109,681,225	252,838,438
◆ was to vote against the resolution	1,237,681,745	1,207,861,341
◆ was to abstain on the resolution	7,969,028	11,888,044
◆ may vote at the proxy's discretion	64,195,884	207,646

19 Election of Dr D R Morgan as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,412,900,543	1,472,454,214
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,339,730,495	1,470,864,038
◆ was to vote against the resolution	5,208,084	1,381,731
◆ was to abstain on the resolution	3,695,318	320,360
◆ may vote at the proxy's discretion	67,961,964	208,445

20 Election of Dr D R Morgan as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,024,838	1,472,454,490
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,339,935,777	1,470,857,158
◆ was to vote against the resolution	5,202,126	1,381,579
◆ was to abstain on the resolution	3,571,023	320,084
◆ may vote at the proxy's discretion	67,886,935	215,753

21 Election of Mr K C Rumble as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,412,672,741	1,472,454,129
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,338,557,257	1,470,864,912
◆ was to vote against the resolution	5,351,686	1,379,604
◆ was to abstain on the resolution	3,899,863	320,445
◆ may vote at the proxy's discretion	68,763,798	209,613

22 Election of Mr K C Rumble as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,412,756,176	1,472,461,302
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,338,759,711	1,470,855,787
◆ was to vote against the resolution	5,332,900	1,387,901
◆ was to abstain on the resolution	3,828,538	319,972
◆ may vote at the proxy's discretion	68,663,565	217,614

23 Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,413,264,561	1,444,311,623
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,342,379,087	1,437,573,202
◆ was to vote against the resolution	2,424,113	6,530,300
◆ was to abstain on the resolution	3,330,145	28,462,951
◆ may vote at the proxy's discretion	68,461,361	208,121

24 General authority to allot shares in BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,410,145,953	1,468,795,615
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,325,705,335	1,355,661,827
◆ was to vote against the resolution	15,733,605	112,925,898
◆ was to abstain on the resolution	6,441,333	3,977,759
◆ may vote at the proxy's discretion	68,707,013	207,890

25 Renewal of the disapplication of pre-emption rights in BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,001,885	1,460,769,255
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,325,842,742	1,386,467,308
◆ was to vote against the resolution	13,041,804	74,094,085
◆ was to abstain on the resolution	8,582,204	12,005,319
◆ may vote at the proxy's discretion	69,117,339	207,862

26 Approval of repurchase of shares in BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,409,836,990	1,461,287,952
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,336,249,192	1,456,932,876
◆ was to vote against the resolution	4,400,032	4,151,227
◆ was to abstain on the resolution	6,775,724	11,486,622
◆ may vote at the proxy's discretion	69,187,766	203,849

27 Approval of the cancellation of shares in BHP Billiton Plc held in BHP Billiton Limited on each of the following dates:

27(i) 30 April 2009

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,112,242	1,467,729,293
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,336,279,000	1,467,241,007
◆ was to vote against the resolution	2,644,372	273,995
◆ was to abstain on the resolution	8,504,499	5,044,901
◆ may vote at the proxy's discretion	69,188,870	214,291

27(ii) 29 May 2009

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,108,965	1,467,729,463
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,336,103,396	1,467,238,980
◆ was to vote against the resolution	2,637,912	273,472
◆ was to abstain on the resolution	8,509,326	5,044,731
◆ may vote at the proxy's discretion	69,367,657	217,011

27(iii) 15 June 2009

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,124,623	1,467,729,463
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,336,090,002	1,467,241,365
◆ was to vote against the resolution	2,645,472	273,170
◆ was to abstain on the resolution	8,493,668	5,044,731
◆ may vote at the proxy's discretion	69,389,149	214,928

27(iv) 31 July 2009

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,113,885	1,467,729,463
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,336,076,315	1,467,234,753
◆ was to vote against the resolution	2,643,985	273,170
◆ was to abstain on the resolution	8,504,406	5,044,731
◆ may vote at the proxy's discretion	69,393,585	221,540

27(v) 15 September 2009

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,133,121	1,467,729,493
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,336,031,213	1,467,375,668
◆ was to vote against the resolution	2,673,050	138,721
◆ was to abstain on the resolution	8,485,170	5,044,701
◆ may vote at the proxy's discretion	69,428,858	215,104

27(vi) 30 November 2009

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,408,253,013	1,467,729,308
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,335,093,403	1,467,230,033
◆ was to vote against the resolution	2,789,804	274,061
◆ was to abstain on the resolution	8,346,834	5,044,886
◆ may vote at the proxy's discretion	70,369,806	225,214

28 Approval of the
Remuneration Report

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,407,772,524	1,456,886,704
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,313,335,767	1,434,396,072
◆ was to vote against the resolution	26,300,193	22,282,237
◆ was to abstain on the resolution	8,806,006	15,885,669
◆ may vote at the proxy's discretion	68,136,564	208,395

29 Amendments to Rules of Group Incentive Scheme

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,401,963,334	1,412,653,642
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,268,320,609	1,325,580,902
◆ was to vote against the resolution	65,388,953	86,867,494
◆ was to abstain on the resolution	14,641,590	60,121,431
◆ may vote at the proxy's discretion	68,253,772	205,246

30 Approve the grant of awards to Mr M J Kloppers under the GIS and the LTIP

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,409,730,479	1,434,467,361
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,296,142,699	1,423,899,449
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◆ was to vote against the resolution	47,085,449	10,361,197
◆ was to abstain on the resolution	6,881,442	38,307,213
◆ may vote at the proxy's discretion	66,502,331	206,715

31 Change to maximum aggregate remuneration paid by BHP Billiton Plc to non-executive Directors in any year

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,378,330,216	1,471,367,006
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,274,377,307	1,469,603,456
◆ was to vote against the resolution	75,274,354	1,703,253
◆ was to abstain on the resolution	7,160,209	1,266,342
◆ may vote at the proxy's discretion	28,678,555	60,297

32 Change to maximum aggregate remuneration paid by BHP Billiton Limited to non-executive Directors in any year

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,378,261,439	1,471,362,424
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,274,520,172	1,469,595,904
◆ was to vote against the resolution	75,018,631	1,700,202
◆ was to abstain on the resolution	7,364,850	1,268,457
◆ may vote at the proxy's discretion	28,722,636	66,318

33 Amendments to the Articles of Association of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,409,734,389	1,456,151,434
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,332,578,119	1,454,133,261
◆ was to vote against the resolution	8,478,819	1,807,514
◆ was to abstain on the resolution	6,853,404	16,620,789
◆ may vote at the proxy's discretion	68,677,451	210,659

34 Amendments to the Constitution of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed	1,409,917,735	1,456,154,862
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⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution	1,333,186,629	1,454,141,745
◆ was to vote against the resolution	7,955,407	1,795,024
◆ was to abstain on the resolution	6,687,928	16,619,712
◆ may vote at the proxy's discretion	68,775,699	218,093