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BHP Billiton Limited Shareholder Pack 2012

Information online

General information on BHP Billiton and the 2012 Annual Report, Summary Review, Sustainability Report and Notice of Meeting can be found online at

➔ www.bhpbilliton.com

You can also vote online via ➔ www.bhpbilliton.com
or at ➔ www.investorvote.com.au



All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 782 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 656 780
(outside Australia) +61 3 9415 4020
Facsimile (within Australia) 1800 783 447
Facsimile (outside Australia) +61 3 9473 2555

LODGEMENT OF YOUR PROXY FORM

This proxy form must be received by 10.30am (Sydney time) on Tuesday, 27 November 2012

Any proxy form (and any Power of Attorney under which it is signed) received after that time will not be valid for the scheduled meeting.

How to complete this proxy form

If you are unable to attend the Annual General Meeting to be held in Sydney on Thursday, 29 November 2012 at 10.30am (Sydney time), you are encouraged to appoint a person or body corporate who will attend as your proxy and exercise your right to vote your shares. Note that if you appoint a body corporate as your proxy, the body corporate should appoint a person as its representative at the Annual General Meeting in accordance with section 250D of the Corporations Act.

Appointment of a second proxy

A shareholder is entitled to appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate proxy form should be used for each proxy appointment. An additional proxy form will be supplied on request.

Directing your proxy how to vote

If you wish to direct your proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

IMPORTANT NOTE:

The key management personnel ("KMP") of BHP Billiton (which includes each of the Directors) will not be able to vote as your proxy on Items 19 and 20 unless you tell them how to vote or, if the Chairman of the Meeting is your proxy, you expressly authorise him to vote even though Items 19 and 20 are connected with the remuneration of the KMP. If you intend to appoint a member of the KMP as your proxy, you can direct them to vote for or against or to abstain from voting on Items 19 and 20 by marking the appropriate boxes on the proxy form.

Signing Instructions

You must sign this proxy form as follows in the spaces provided:

Individual: Where the holding is in one name, the proxy form must be signed by the shareholder or the shareholder's attorney.

Joint holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this proxy form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this proxy form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this proxy form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a company shareholder or a company proxy is to attend the meeting the appropriate "Appointment of Corporate Representative Form" should be produced prior to admission. This form may be obtained from the Share Registrar.

Internet and Mobile voting

Go to www.bhpbilliton.com or www.investorvote.com.au then follow the instructions. You can also go directly to investorvote.com.au by scanning the QR Code below with your smartphone. To access these services you will require the Control Number, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), and postcode, each of which is printed at either the top or bottom of this form.

Any questions?

Telephone: (within Australia) 1300 656 780; (outside Australia) +61 3 9415 4020 if you have any questions on how to complete this proxy form or you would like an additional proxy form.

Documents may be lodged:



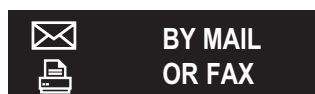
VIA THE INTERNET

www.bhpbilliton.com or
www.investorvote.com.au
(refer internet and mobile voting
instructions above)



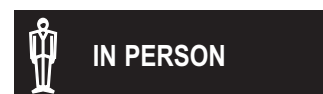
BY SMARTPHONE

Scan QR Code



BY MAIL
OR FAX

Share Registrar
Computershare Investor Services
Pty Limited
GPO Box 782
Melbourne Victoria 3001 Australia
Within Australia 1800 783 447
Outside Australia +61 3 9473 2555



IN PERSON

Share Registrar
Computershare Investor Services
Pty Limited, Yarra Falls,
452 Johnston Street, Abbotsford
Melbourne Victoria 3067 Australia





Appointment of Proxy

I/We being a member/s of BHP Billiton Limited and entitled to attend and vote hereby appoint

the Chairman
of the Meeting
(mark box with an 'X')

OR

Write here the name of the person (or body corporate) you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing attendance at the Meeting of the person or body corporate named above, or if no person is named, the Chairman of the Meeting, to act generally at the Meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of BHP Billiton Limited to be held at the Sydney Convention Centre, Darling Harbour, Sydney NSW on Thursday, 29 November 2012 at 10.30am (Sydney time) and at any adjournment or postponement thereof.

IMPORTANT NOTE:

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), by signing and returning this form you expressly authorise the Chairman to exercise your proxy on **Items 19 and 20** even though the Items are connected with the remuneration of a member of key management personnel. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 19 and 20** by marking the appropriate box below.

Please Note: to fully inform shareholders in exercising their right to vote, please be aware that if the Chairman of the Meeting is appointed as your proxy (or becomes your proxy by default), the Chairman of the Meeting intends to vote available proxies in the manner set out beside each resolution:

Voting directions to your proxy

Please mark (within the box) to indicate your directions

		For	Against	Abstain
For	1 To receive the 2012 Financial Statements and Reports for BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	2 To elect Pat Davies as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	3 To re-elect Malcolm Broomhead as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	4 To re-elect Sir John Buchanan as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	5 To re-elect Carlos Cordeiro as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	6 To re-elect David Crawford as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	7 To re-elect Carolyn Hewson as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	8 To re-elect Marius Kloppers as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	9 To re-elect Lindsay Maxsted as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	10 To re-elect Wayne Murdy as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	11 To re-elect Keith Rumble as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	12 To re-elect John Schubert as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	13 To re-elect Shriti Vadera as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	14 To re-elect Jac Nasser as a Director of each of BHP Billiton Limited and BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	15 To reappoint KPMG Audit Plc as the auditor of BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	16 To renew the general authority to issue shares in BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	17 To approve the authority to issue shares in BHP Billiton Plc for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	18 To approve the repurchase of shares in BHP Billiton Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	19 To approve the 2012 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	20 To approve the grant of Long-Term Incentive Performance Shares to Marius Kloppers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date



B H P B

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In addition to signing the proxy form in the above box(es) please provide the information above in case we need to contact you.