

12 November 2008

Mr Stephen Mayne
smayne@crikey.com.au

Dear Mr Mayne

I refer to your email to me on 25 October 2008 requesting the "proxy numbers" that were briefly displayed on screen at the BHP Billiton Plc Annual General Meeting on 23 October 2008 in London.

The information regarding proxies displayed on the screen at the London meeting was provided solely as a guide for those attending the meeting and who were then being asked to cast their votes. For this reason, the proxy numbers were not available on the live webcast, nor are they available on the archived webcast. We will follow a similar procedure at the BHP Billiton Limited Annual General Meeting in Melbourne on 27 November 2008.

You will appreciate that details of proxies received are not otherwise released until the final combined vote has been determined and the resolution has been passed or has failed. In accordance with the Articles of Association of BHP Billiton Plc and the Constitution of BHP Billiton Limited, the final voting results cannot be determined until the close of the BHP Billiton Limited Annual General Meeting later this month.

Given the dual listed companies' structure under which BHP Billiton operates, the integrity of the Poll is of utmost importance and for this reason we will not make any public disclosure outside of the BHP Billiton Plc Annual General Meeting with a view to avoiding any risk of confusion on the part of shareholders of BHP Billiton Limited.

In response to your request, we enclose a copy of the relevant slide which was shown at the London meeting but, in light of the above considerations, request that you do not further disclose their contents.

In accordance with legal and regulatory requirements, full details of voting will be made publicly available shortly after the BHP Billiton Limited Annual General Meeting on 27 November 2008 when BHP Billiton announces them to the relevant exchanges, consistent with past practice.

Yours sincerely



Jane McAloon
Group Company Secretary

Proxy Position

Proxies from BHP Billiton Plc shareholders

	For	Against	Withheld	Discretionary
Item 17				
To elect Mr S Mayne as a Director of BHP Billiton Plc	252,753,811 (17.16%)	1,207,954,631 (82.02%)	11,888,600 (0.81%)	199,563* (0.01%)
Item 18				
To elect Mr S Mayne as a Director of BHP Billiton Limited	252,838,438 (17.17%)	1,207,861,341 (82.01%)	11,888,044 (0.81%)	207,646** (0.01%)

* Includes 195,342 votes to the Chairman

** Includes 203,425 votes to the Chairman