

MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



I 1234567890

I N D



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 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, as he or she sees fit, at the Meeting of BHP Billiton Limited to be held at the Hilton, Adelaide on Wednesday, 28 November 2007 at 10.30am (Adelaide time) and at any adjournment thereof.

Important Note: If you appoint the Chairman as your proxy and give no direction on how to vote, the Chairman intends to vote in favour of each of the resolutions summarised below.

Voting directions to your proxy -

Please mark ☒ (within the box) to indicate your directions

For Against Abstain

For Against Abstain

- | | | | | | | | |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the 2007 Financial Statements and Reports for BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. To approve the repurchase of shares in BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To receive the 2007 Financial Statements and Reports for BHP Billiton Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. To approve the cancellation of shares in BHP Billiton Plc held by BHP Billiton Ltd on each of the following dates: | | | |
| 3. To re-elect Mr D A Crawford as a Director of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (i) 31 December 2007 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Mr D A Crawford as a Director of BHP Billiton Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (ii) 15 February 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Mr D R Argus as a Director of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (iii) 30 April 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Mr D R Argus as a Director of BHP Billiton Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (iv) 31 May 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Mr C A S Cordeiro as a Director of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (v) 15 June 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Mr C A S Cordeiro as a Director of BHP Billiton Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (vi) 31 July 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect The Hon E G de Planque as a Director of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (vii) 15 September 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect The Hon E G de Planque as a Director of BHP Billiton Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (viii) 30 November 2008 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect Dr D A L Jenkins as a Director of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18. To approve the 2007 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-elect Dr D A L Jenkins as a Director of BHP Billiton Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19. To approve the grant of awards to Mr M J Kloppers under the GIS and the LTIP | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To reappoint KPMG Audit Plc as the auditor of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 20. To approve the grant of awards to Mr C W Goodyear under the GIS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To renew the general authority to allot shares in BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 21. To approve the amendment to the Articles of Association of BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To renew the disapplication of pre-emption rights in BHP Billiton Plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 22. To approve the amendment to the Constitution of BHP Billiton Limited | <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

Securityholder 2

Securityholder 3

Individual/Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

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

If undeliverable please return to:
Computershare Investor Services Pty Limited
GPO Box 782
Melbourne Vic 3001
Australia

POSTAGE

PAID

AUSTRALIA

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000



BHP Billiton Limited Shareholder Pack 2007

Help save the environment

If you no longer require an Annual Review/
Annual Report mailed to you, then select one of the
alternatives below:

- 1 Go to www.eTree.com.au/bhp and follow the instructions
- 2 Telephone 1300 656 780 (within Australia)
+61 3 9415 4020 (outside Australia)
- 3 Tick here ☐ confirming you do not want the
Annual Review/Annual Report mailed, note down your
SRN or HIN and fax to +61 3 9609 4372.

Working towards a sustainable future

BHP Billiton's Sustainability Report for 2007 is now
available on our website at:

<http://bhpbilliton.com/bb/sustainableDevelopment.jsp>

Vote online

Visit bhpbilliton.com and select vote online under
Shareholder Services and follow the prompts.



All Registry communications to:
BHP Billiton Share Registry
C/- Computershare Investor Services Pty Limited
GPO Box 782
Melbourne Victoria 3001
Australia

A member of the BHP Billiton group
which is headquartered in Australia

Questions from Shareholders

The Annual General Meeting (AGM) of BHP Billiton Limited will be held at the Hilton, Adelaide on Wednesday, 28 November 2007 at 10.30am (Adelaide time). Shareholders who are unable to attend the meeting or who may prefer to register questions in advance, are invited to do so. This form is provided as a convenient way to submit any questions you may have.

Please return your completed question form to our Share Registry, C/- Computershare Investor Services Pty Limited, GPO Box 782, Melbourne VIC 3001, or by facsimile to (61 3) 9473 2460 at least 5 business days before the AGM. The envelope provided for the return of your proxy form may also be used for this purpose. Alternatively, you can email the Share Registry at web.queries@computershare.com.au

You may also submit written questions to the auditor if the questions are relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

We will endeavour to address the more frequently raised questions during the course of the AGM. If time does not permit us to address all questions at the AGM we will prepare responses and make these available on our website.

Question(s):

Please mark ☒ if it is a question directed to the Auditor

1.	<hr/> <hr/> <hr/> <hr/>	<input type="checkbox"/>
<hr/>		
2.	<hr/> <hr/> <hr/> <hr/>	<input type="checkbox"/>
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3.	<hr/> <hr/> <hr/> <hr/>	<input type="checkbox"/>
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4.	<hr/> <hr/> <hr/> <hr/>	<input type="checkbox"/>
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5.	<hr/> <hr/> <hr/> <hr/>	<input type="checkbox"/>
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Thank you for your time.



B H P B

BHP Billiton Limited
Registered in Australia ABN 49 004 028 077

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 61 3 9473 2460
www.computershare.com

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BHP
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890

I N D

LODGEMENT OF YOUR PROXY FORM

This proxy form must be received by 11.00am (Melbourne time) on Monday, 26 November 2007

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 Adelaide on Wednesday, 28 November 2007 at 10.30am (Adelaide 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 persons (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.

Any questions?

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

Directing your proxy how to vote

If you wish to direct your proxy how to vote (or not to cast any vote) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box. 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 item, 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.

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 with the share registry 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 BHP Billiton Ltd's share registry.

Internet voting: go to www.bhpbilliton.com, and select [Vote online](#) under Shareholder Services and follow the prompts and instructions. To access this service you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the top right hand corner of this proxy form.

Documents may be lodged:



VIA THE INTERNET

www.bhpbilliton.com
(refer internet voting instructions above)



BY FAX

(61 3) 9473 2460



BY MAIL

Share Registry
Computershare Investor Services
Pty Limited
GPO Box 782
Melbourne Victoria 3001 Australia



IN PERSON

Share Registry
Computershare Investor Services
Pty Limited, 452 Johnston Street,
Abbotsford
Melbourne Victoria 3067 Australia