Annual General Meeting 2013
BHP Billiton Limited

bhpbilliton
resourcing the future

21 November 2013

Disclaimer

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Forward-looking statements

This presentation includes forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 regarding future events, conditions, circumstances and the future financial performance of BHP Billiton, including for capital expenditures, production volumes, project capacity, and schedules for expected production. Often, but not always, forward-looking statements can be identified by the use of the words such as “plans”, “expects”, “expected”, “scheduled”, “estimates”, “intends”, “anticipates”, “believes” or variations of such words and phrases or state that certain actions, events, conditions, circumstances or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed or implied in the statements contained in this presentation. For more detail on those risks, you should refer to the sections of our annual report on Form 20-F for the year ended 30 June 2013 entitled “Risk factors”, “Forward looking statements” and “Operating and financial review and prospects” filed with the U.S. Securities and Exchange Commission. Forward-looking statements should, therefore, be construed in light of such risk factors and undue reliance should not be placed on forward-looking statements. Forward-looking statements speak only as of the date of this presentation. BHP Billiton will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this presentation except as required by law or by any appropriate regulatory authority. All estimates and projections in this presentation are illustrative only. Our actual results may be materially affected by changes in economic or other circumstances which cannot be foreseen. Nothing in this presentation is, or should be relied on as, a promise or representation either as to future results or events or as to the reasonableness of any assumption or view expressly or impliedly contained herein. Nothing in this presentation should be interpreted to mean that future earnings per share of BHP Billiton Plc or BHP Billiton Limited will necessarily match or exceed its historical published earnings per share.

Non-IFRS financial information

BHP Billiton results are reported under International Financial Reporting Standards (IFRS) including Underlying EBIT and Underlying EBITDA which are used to measure segment performance. This presentation also includes certain non-IFRS measures including Attributable profit excluding exceptional items, Underlying EBITDA interest coverage, Underlying effective tax rate, Underlying EBIT margin, Underlying EBITDA margin and Underlying return on capital. These measures are used internally by management to assess the performance of our business, make decisions on the allocation of our resources and assess operational management. Non-IFRS measures have not been subject to audit or review.

UK GAAP financial information

Certain historical financial information for periods prior to FY2005 has been presented on the basis of UK GAAP, which is not comparable to IFRS or US GAAP. Readers are cautioned not to place undue reliance on UK GAAP information.

No offer of securities

Nothing in this presentation should be construed as either an offer to sell or a solicitation of an offer to buy or sell BHP Billiton securities in any jurisdiction.

Reliance on third party information

The views expressed in this presentation contain information that has been derived from publicly available sources or provided by third parties and has not been independently verified. No representation or warranty is made as to the accuracy, completeness or reliability of the information. This presentation should not be relied upon as a recommendation or forecast by BHP Billiton.

Jac Nasser
Chairman

Annual General Meeting
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Welcome to Country

Richard Walley

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Jac Nasser
Chairman

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Western Australia

Integrated Remote Operations Centre
Perth

Newman
Western Australia

Directors

Jac Nasser | **Andrew Mackenzie** | **Malcolm Broomhead** | **Sir John Buchanan** | **Carlos Cordeiro** | **David Crawford** | **Pat Davies** | **Carolyn Hewson** | **Lindsay Maxsted**

Wayne Murdy | **Keith Rumble** | **John Schubert** | **Baroness Shriti Vadera**

CEO succession

Andrew Mackenzie Marius Kloppers

Group Management Committee

Andrew Mackenzie

Peter Beaven

Tim Cutt

Dean Dalla Valle

Mike Fraser

Geoff Healy

Mike Henry

Graham Kerr

Jane McAloon

Daniel Malchuk

Jimmy Wilson

Karen Wood

Forum on Corporate Responsibility

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Greg Bourne
Australia

James Ensor
Australia

Malini Mehra
United Kingdom/India

Phil Vernon
United Kingdom

Yaa Ntiamoa-Baidu
Ghana

Cristina Echavarria
Colombia

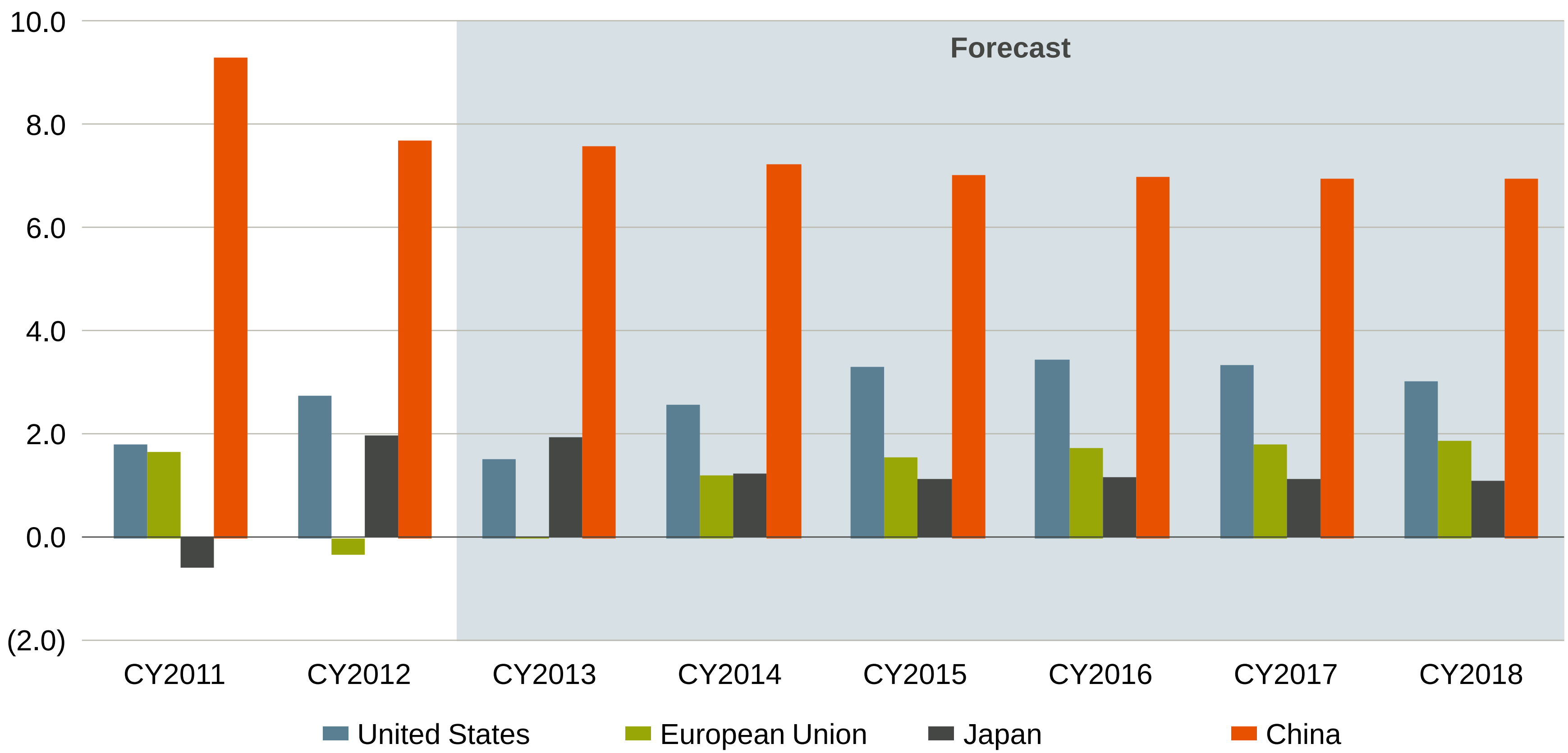
Tommy Garnett
Sierra Leone

Simon Longstaff
Australia

Mick Dodson
Australia

Global growth by region

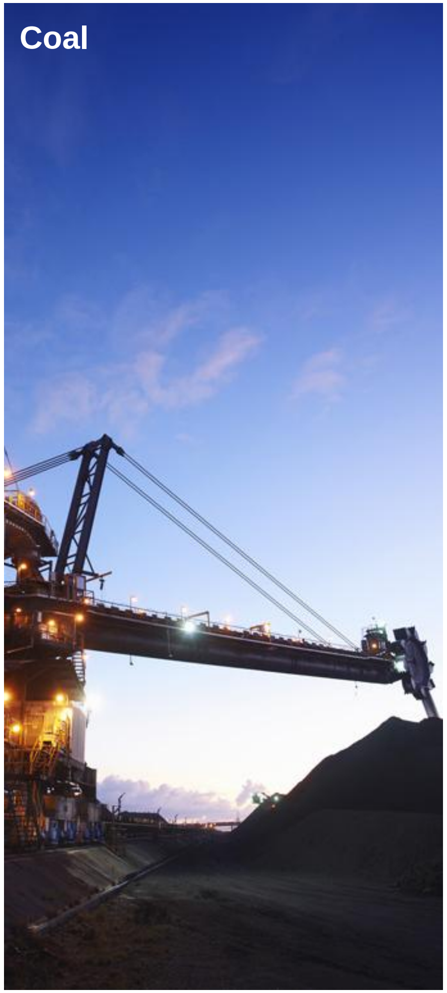
GDP growth rate
(% per annum)

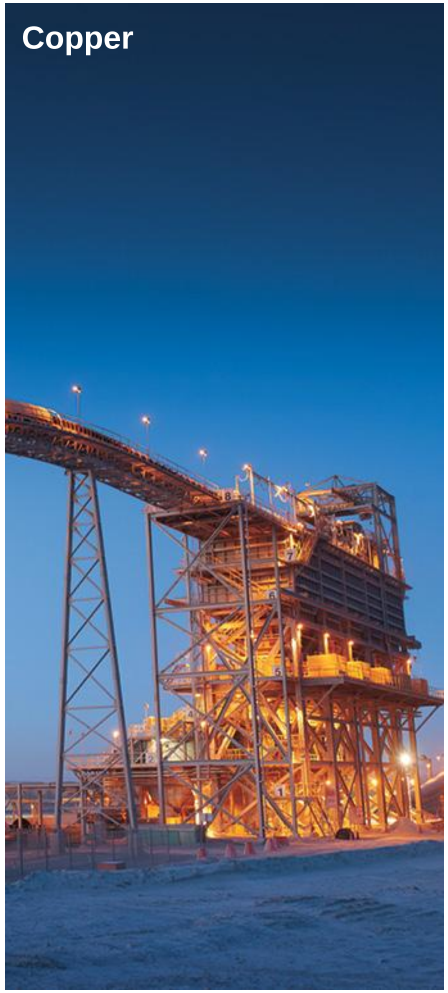


Source: IMF World Economic Outlook Database (October 2013).

China’s development

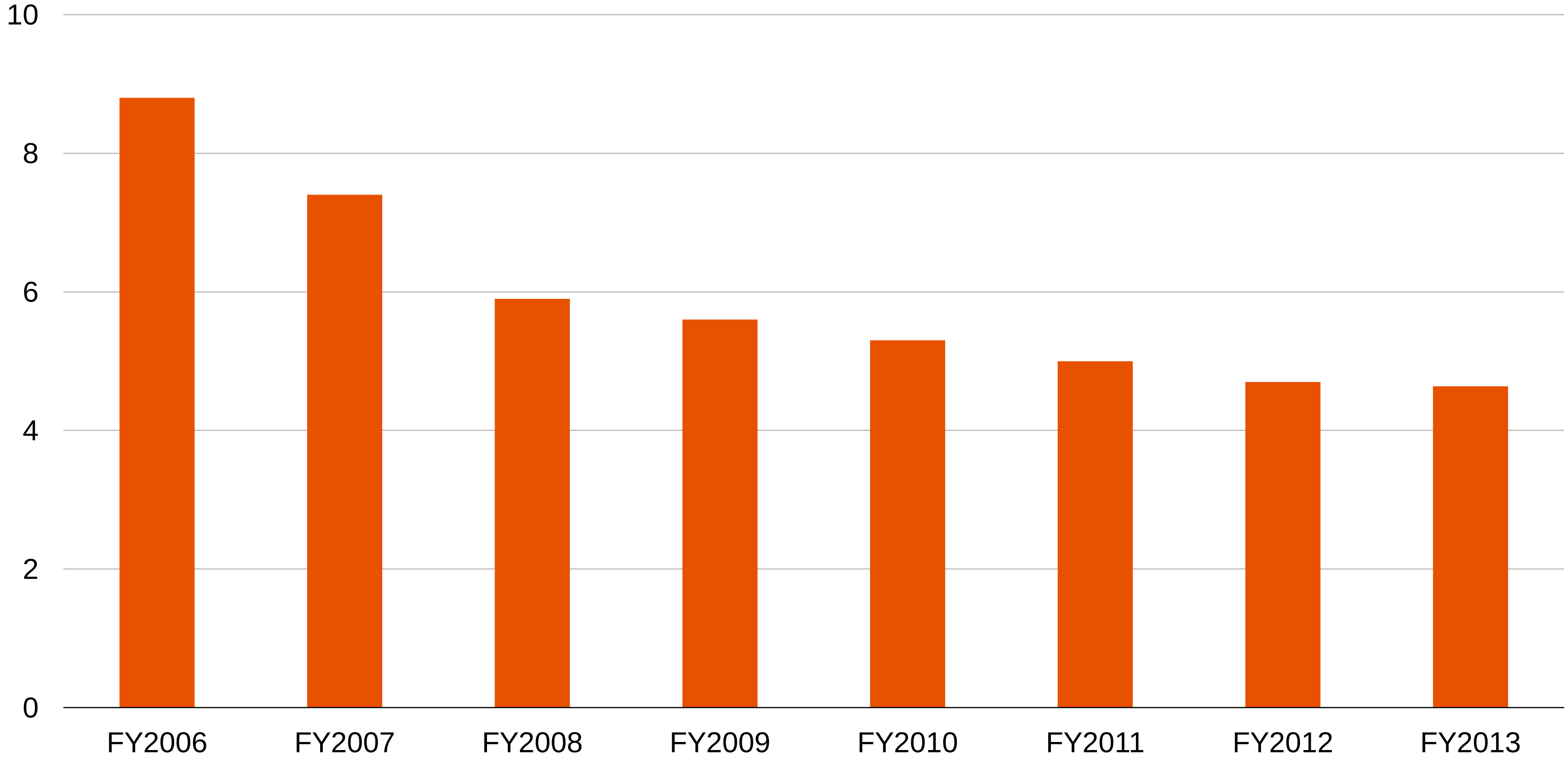
Four pillars





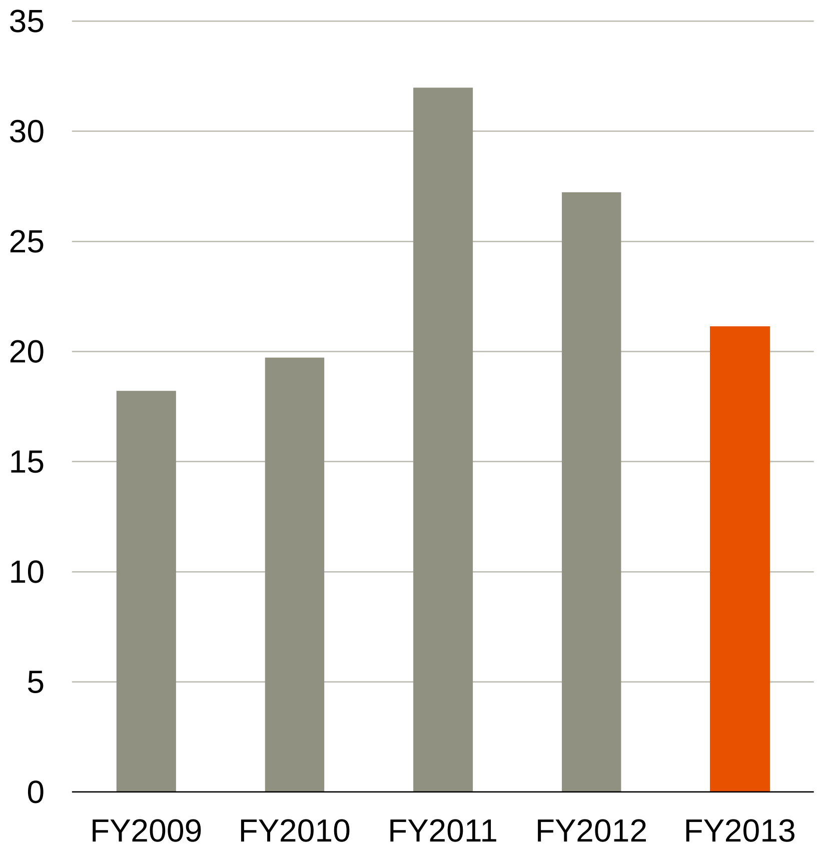
Safety performance

Total Recordable Injury Frequency (TRIF)
(number of recordable injuries per million hours worked)

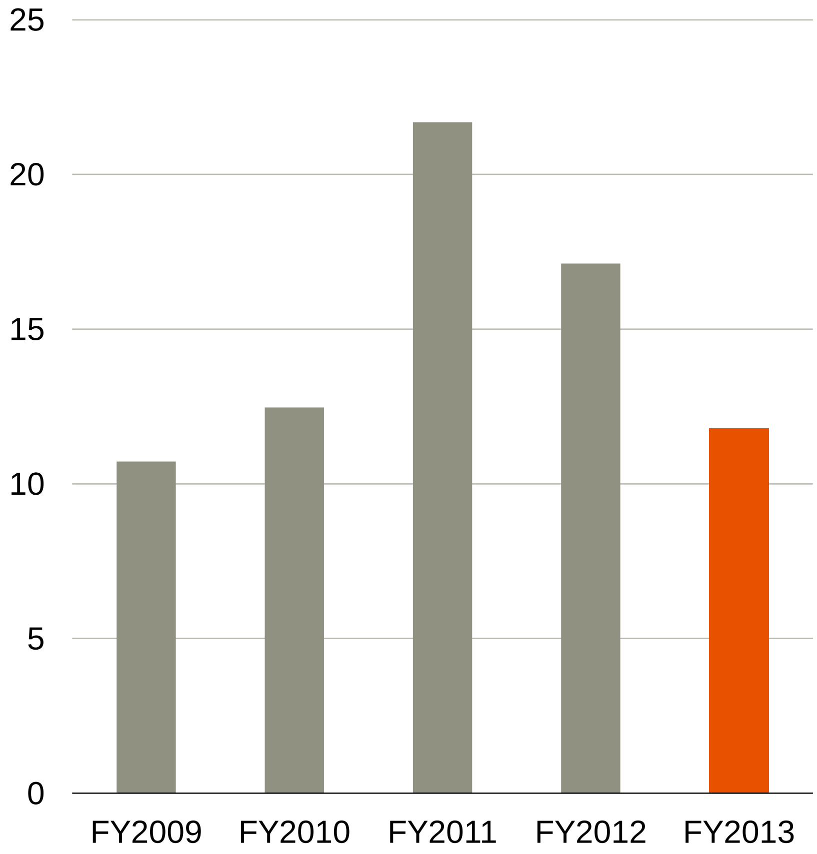


Our results at a glance

Underlying EBIT
(US$ billion)

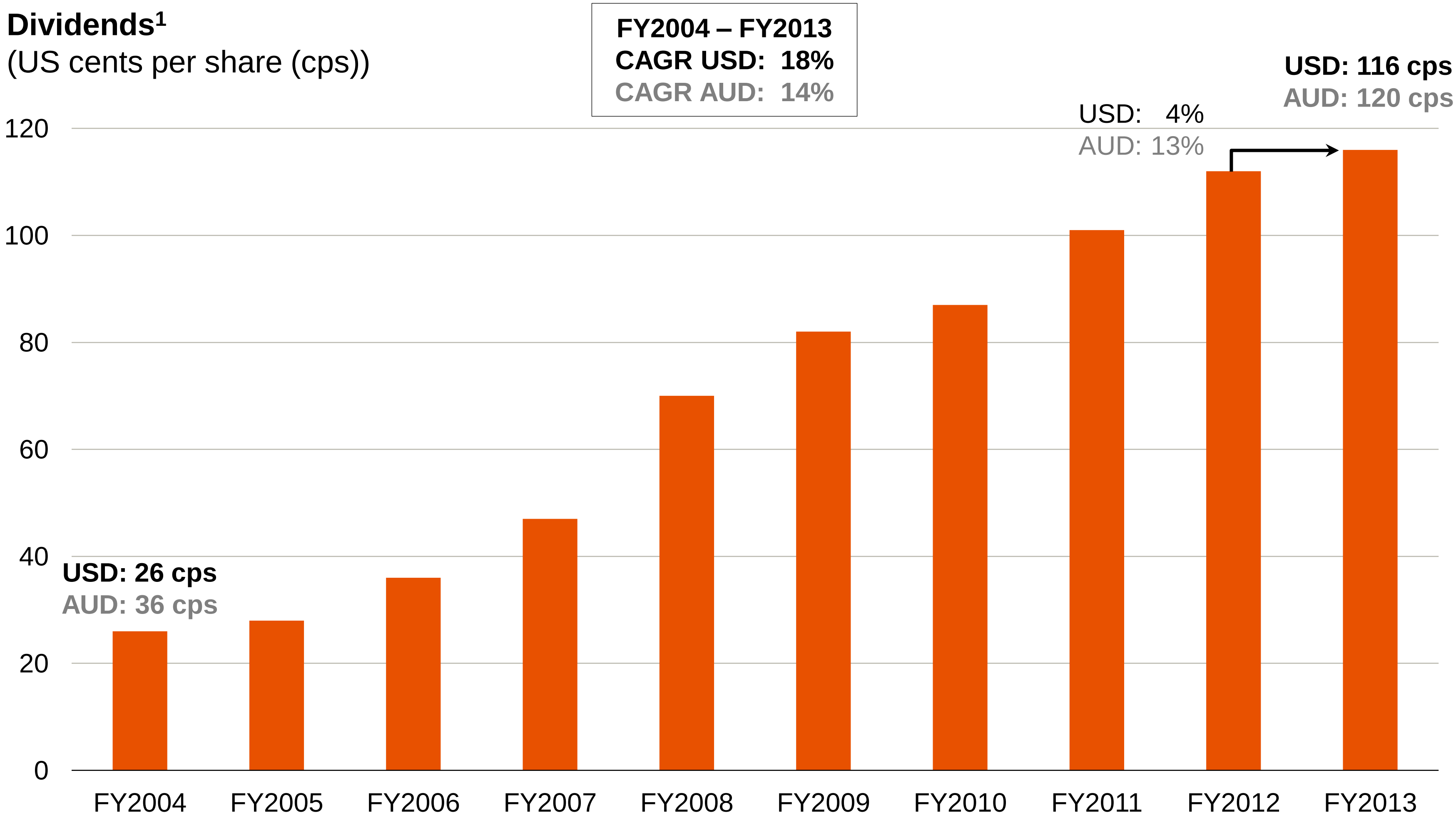


Attributable profit – excluding exceptional items
(US$ billion)



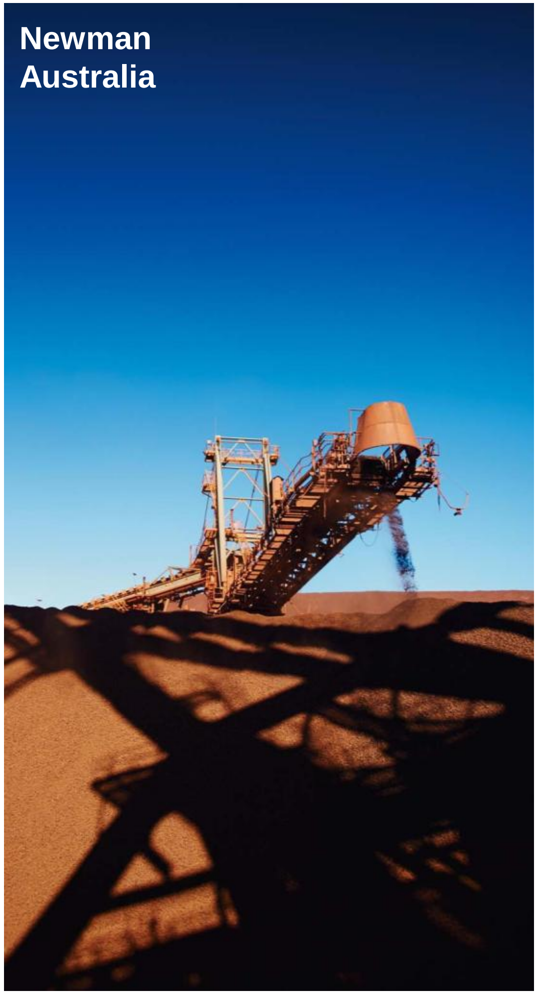
Full year dividends

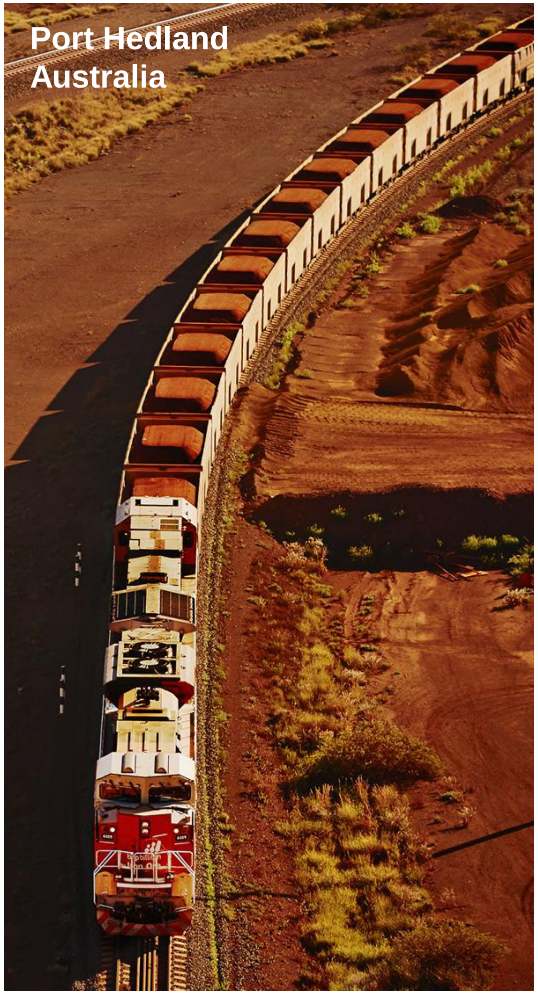
Dividends[1]
(US cents per share (cps))



1. Dividends declared in respect of the period.

Significance of what we do





Our Charter

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Our Charter

We are BHP Billiton, a leading global resources company.
Our purpose is to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.

Our strategy is to own and operate large, long-life, low-cost, expandable, upstream assets diversified by commodity, geography and market.

Our Values

Sustainability
Putting health and safety first, being environmentally responsible and supporting our communities.

Integrity
Doing what is right and doing what we say we will do.

Respect
Embracing openness, trust, teamwork, diversity and relationships that are mutually beneficial.

Performance
Achieving superior business results by stretching our capabilities.

Simplicity
Focusing our efforts on the things that matter most.

Accountability
Defining and accepting responsibility and delivering on our commitments.

We are successful when:

Our people start each day with a sense of purpose and end the day with a sense of accomplishment.
Our communities, customers and suppliers value their relationships with us.
Our asset portfolio is world-class and sustainably developed.
Our operational discipline and financial strength enables our future growth.
Our shareholders receive a superior return on their investment.

Andrew Mackenzie
Chief Executive Officer

May 2013

Sustainability

Integrity

Respect

Performance

Simplicity

Accountability

Community and environment

Water Sampling, Mt Arthur Coal
Australia

Five Rivers Conservation Project
Australia

Australian Indigenous Education Foundation

Family accommodation, Perth Children's Hospital
Australia (completion expected by 2015)

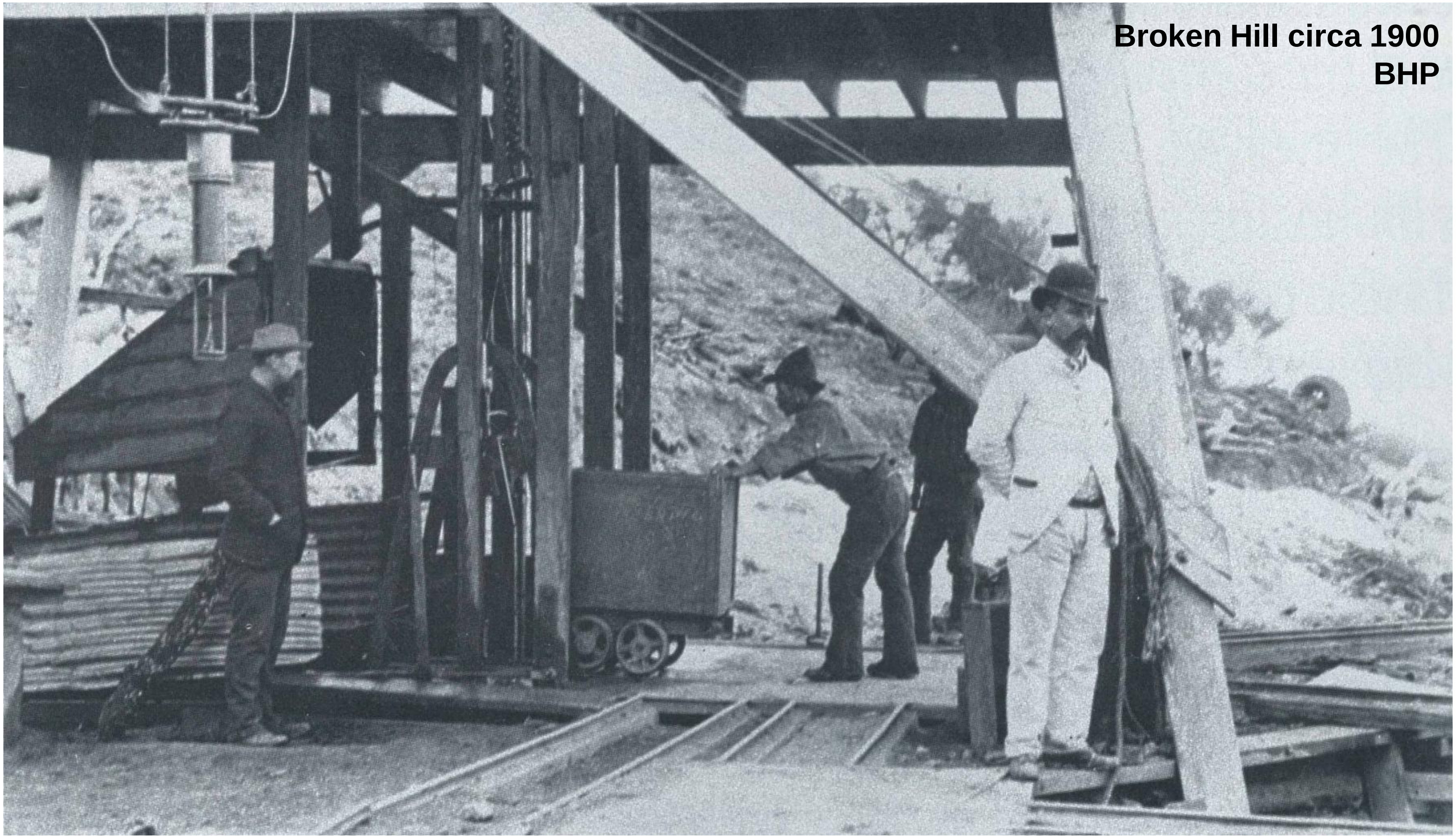
Community and environment

Worsley Emergency Service Volunteers
Front (left to right): Rohan Butcher, Matthew Stoltenbarg, Phil Downes
Back (left to right): Allan Callaway, Richard Gale

Broader economic contribution

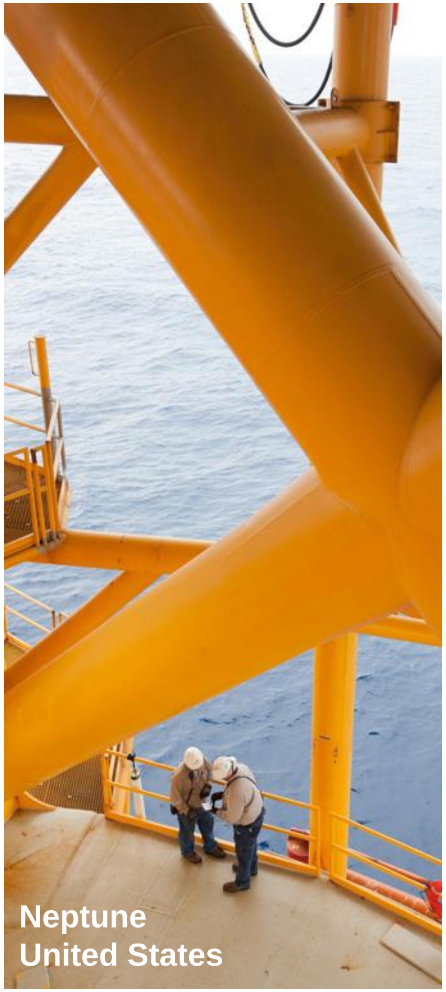
1. Includes income tax paid, royalty related taxation paid and government royalties paid and payable.

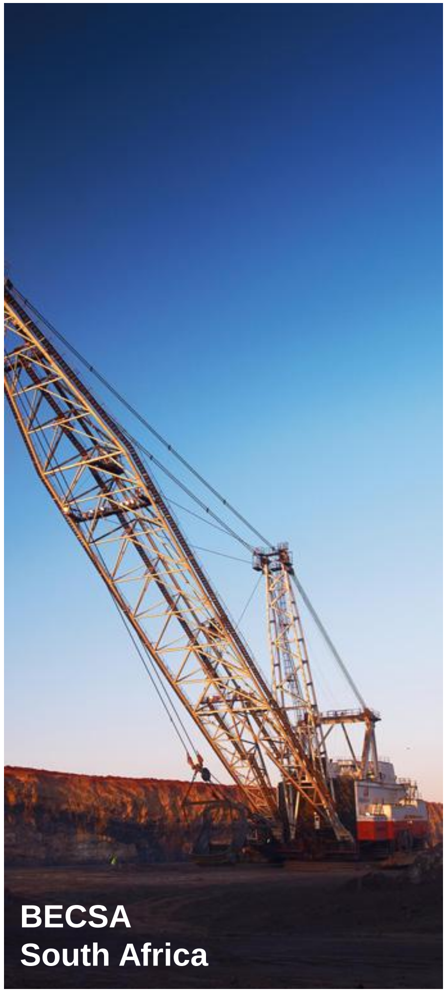
Broken Hill



Broken Hill circa 1900
BHP

Global reach





Jac Nasser
Chairman

Annual General Meeting
21 November 2013

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Agenda

Chairman's address

CEO's address

Items of business

Andrew Mackenzie
Chief Executive Officer

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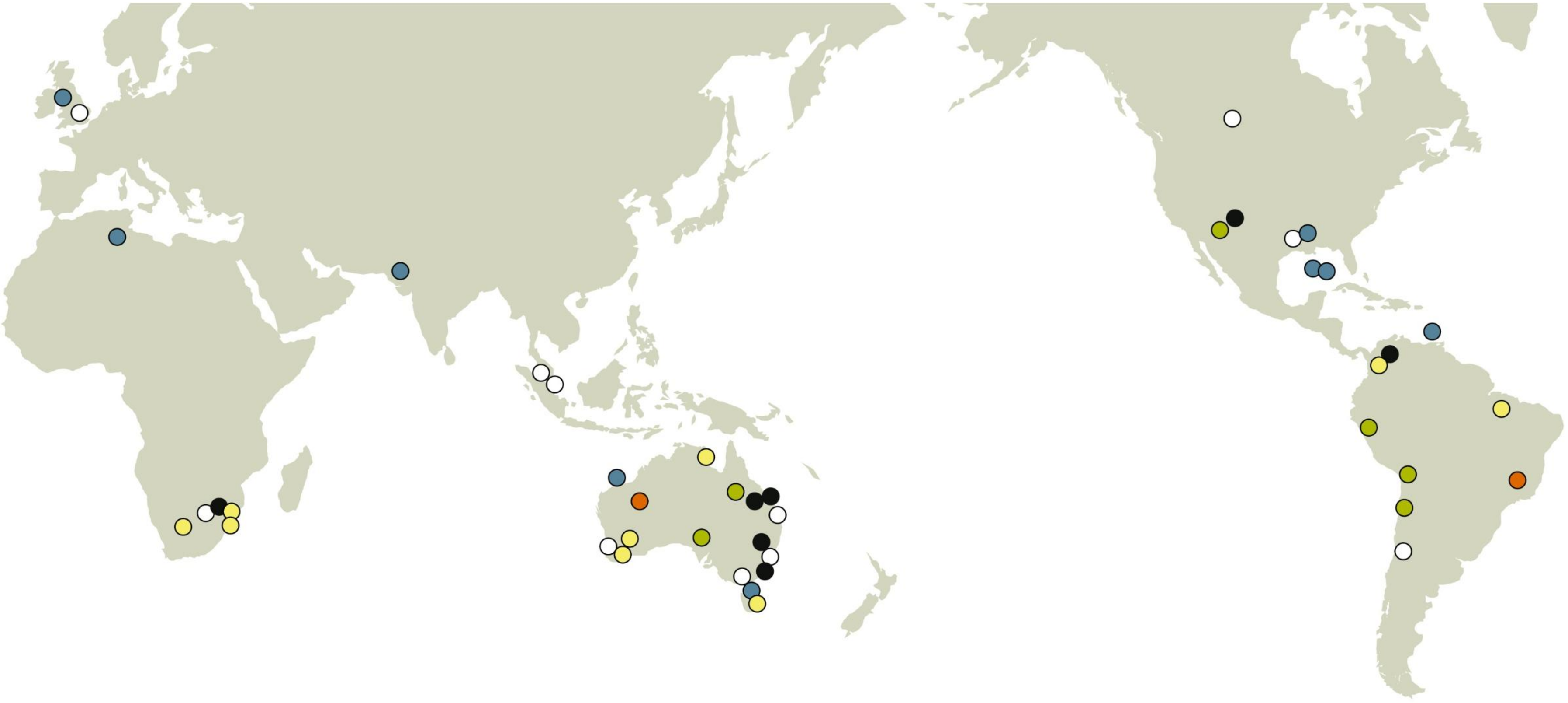
Western Australia is key to our success

A company firmly-rooted in Australia



- Petroleum and Potash
- Copper
- Iron Ore
- Coal
- Aluminium, Manganese and Nickel
- Offices

Australia – home to our largest shareholder base

Our People delivered results

Sustainability underpins everything we do

Health

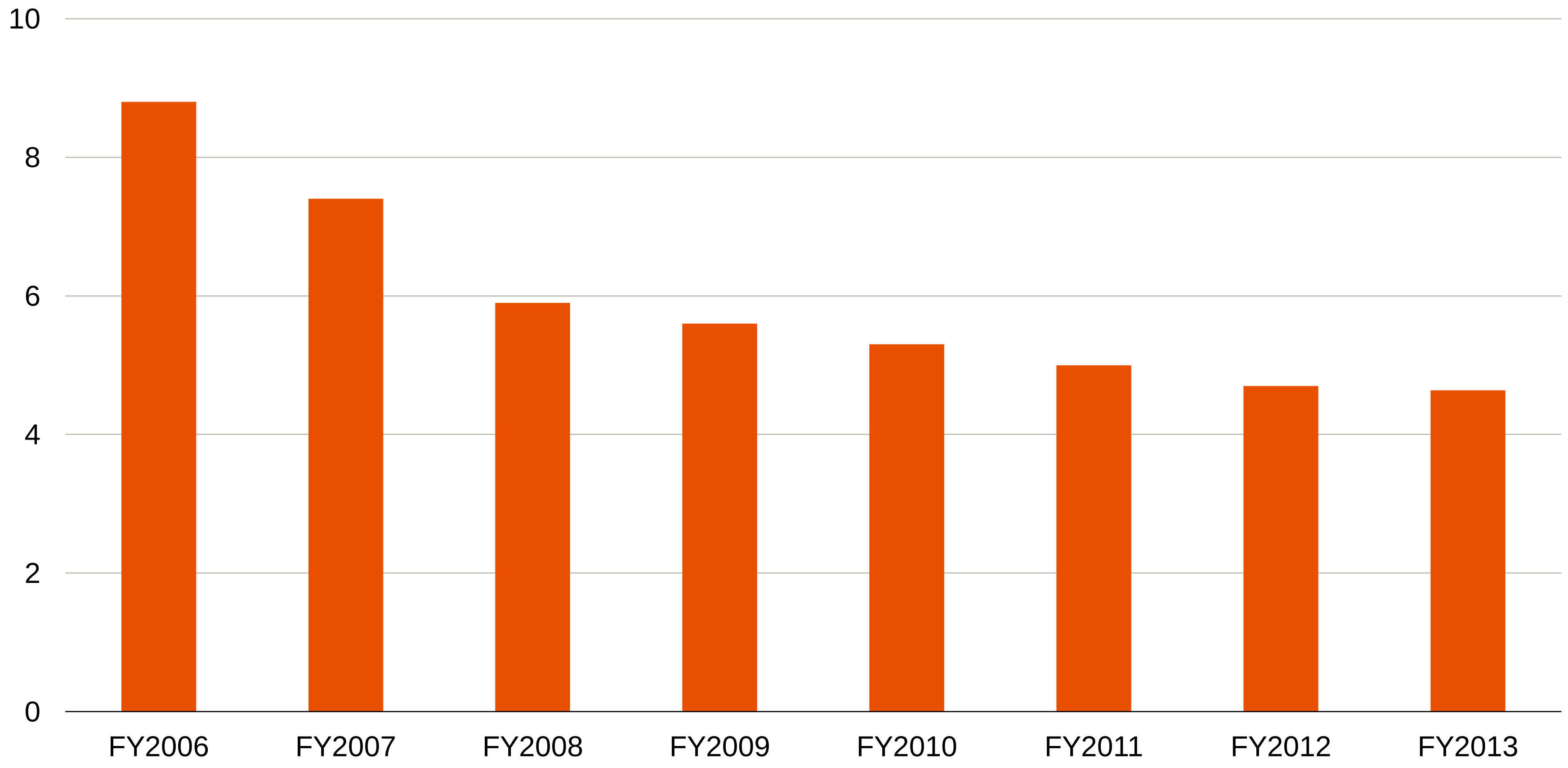
Safety

Environment

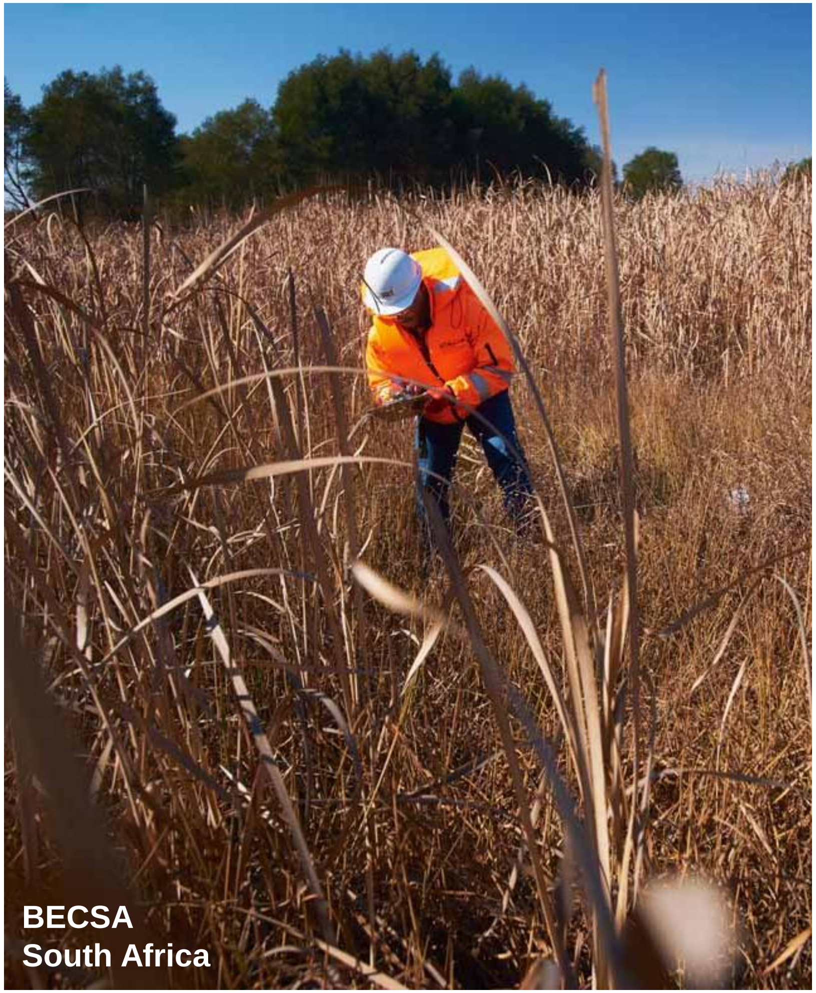
Community

Safety performance

Total Recordable Injury Frequency (TRIF)
(number of recordable injuries per million hours worked)



We make a positive contribution



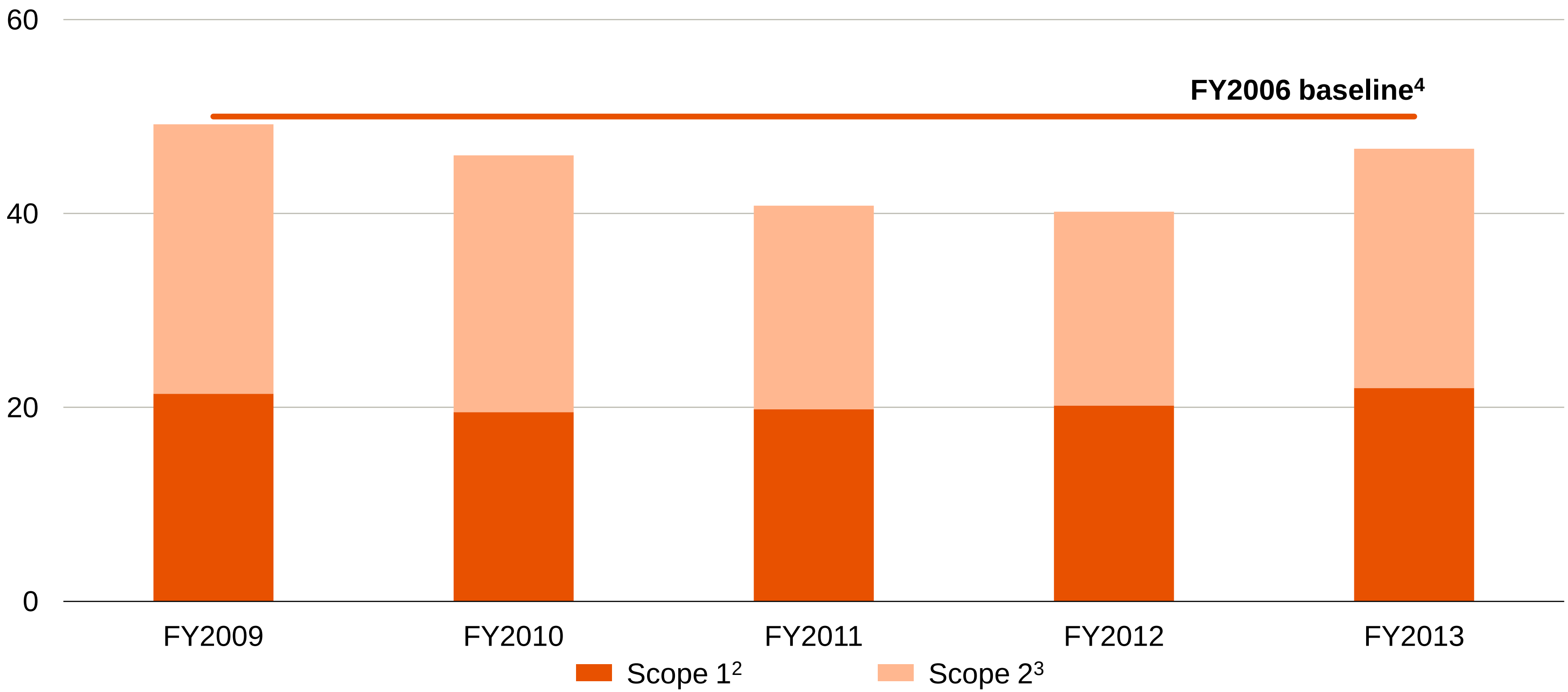
BECSA
South Africa

Mt Arthur
Australia

Climate change

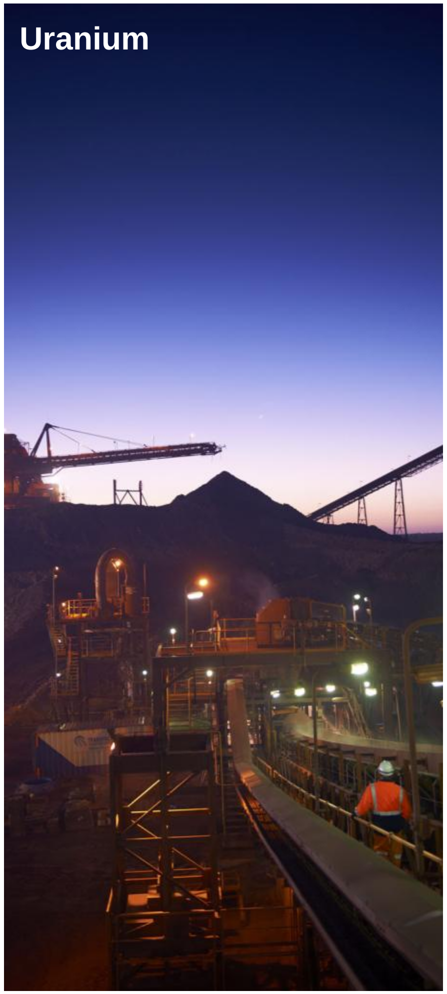
Greenhouse gas emissions

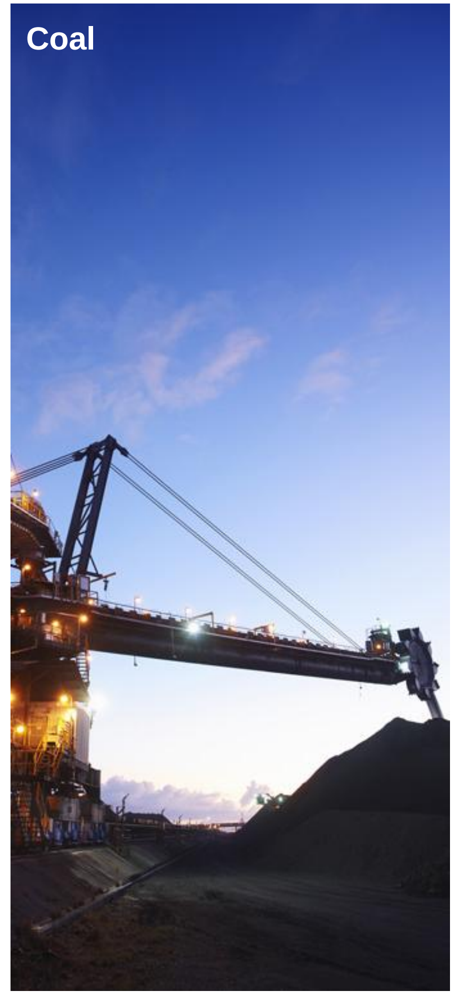
Greenhouse gas emissions[1]
(millions of tonnes CO_2-e)

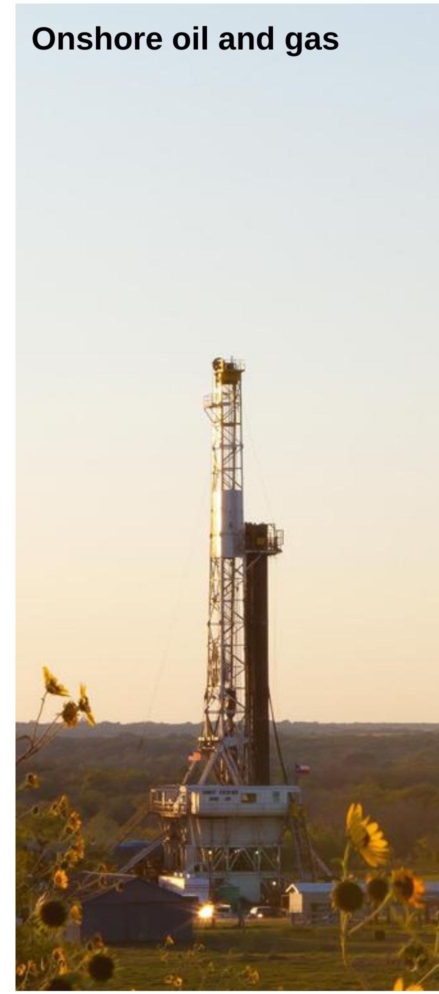


1. Measured according to the World Resources Institute/World Business Council for Sustainable Development Greenhouse Gas Protocol.
2. Scope 1 refers to direct GHG emissions from controlled operations.
3. Scope 2 refers to indirect GHG emissions from the generation of purchased electricity and steam that is consumed by controlled operations.
4. FY2006 baseline will be adjusted for material acquisitions and divestments based on asset GHG emissions at the time of transaction.

Diverse energy portfolio







Our results at a glance

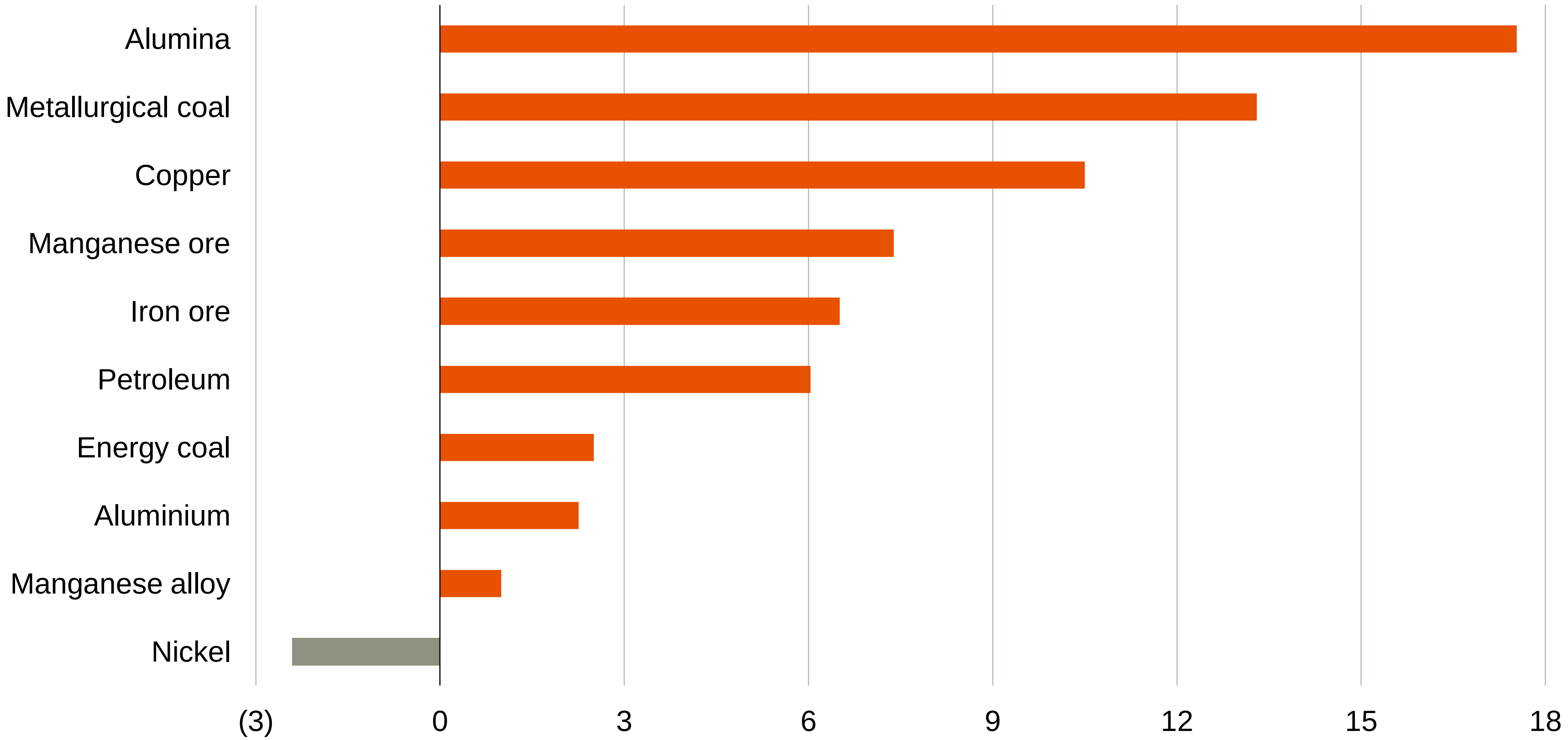
- **Underlying EBIT** of US$21.1 billion
- **Attributable profit** of US$11.8 billion[1]
- **Controllable cash costs** reduced by US$2.7 billion
- **Net operating cash flows** of US$18.3 billion
- **Capital and exploration expenditure** of US$21.7 billion[2]
- **Full year dividend** of 116 US cents per share, up 4%

1. Excludes net exceptional charges of US$922 million.
2. Excludes deferred stripping.

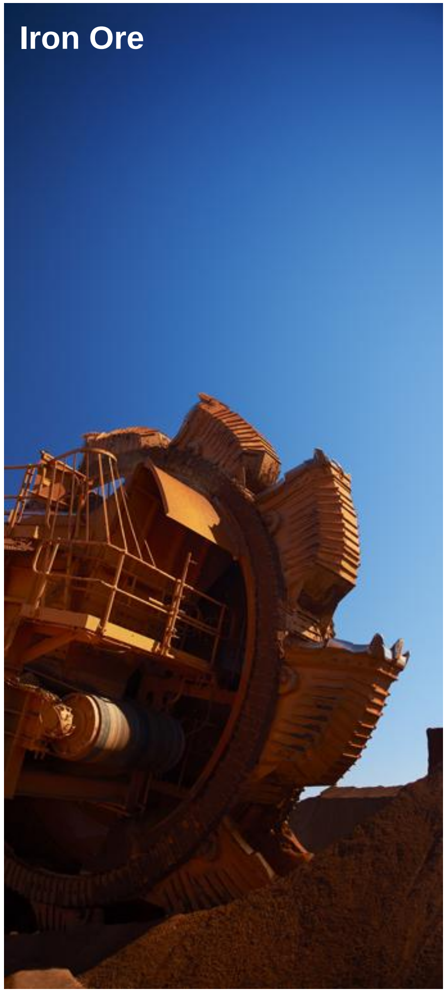
Note: Variance relates to the relative performance of BHP Billiton during FY2013 compared with FY2012.

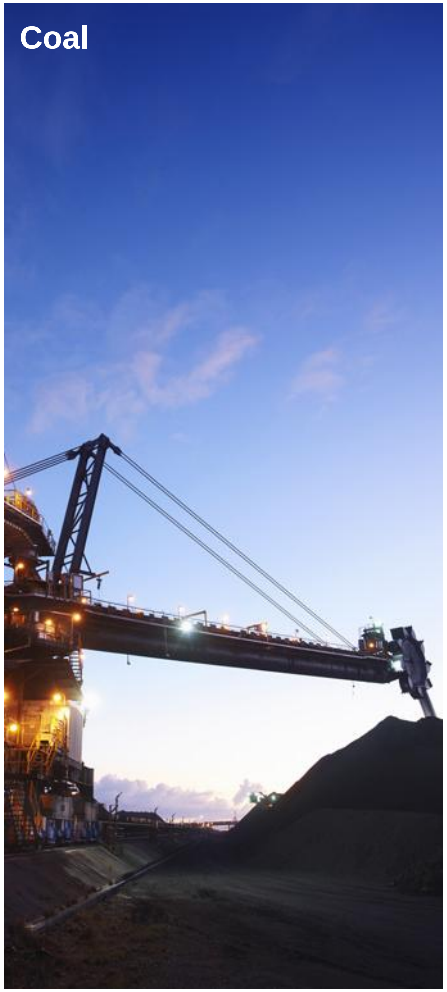
We continue to extend our strong track record of operating performance

Strong growth in our major businesses
(production volumes, % change, FY13 versus FY12)

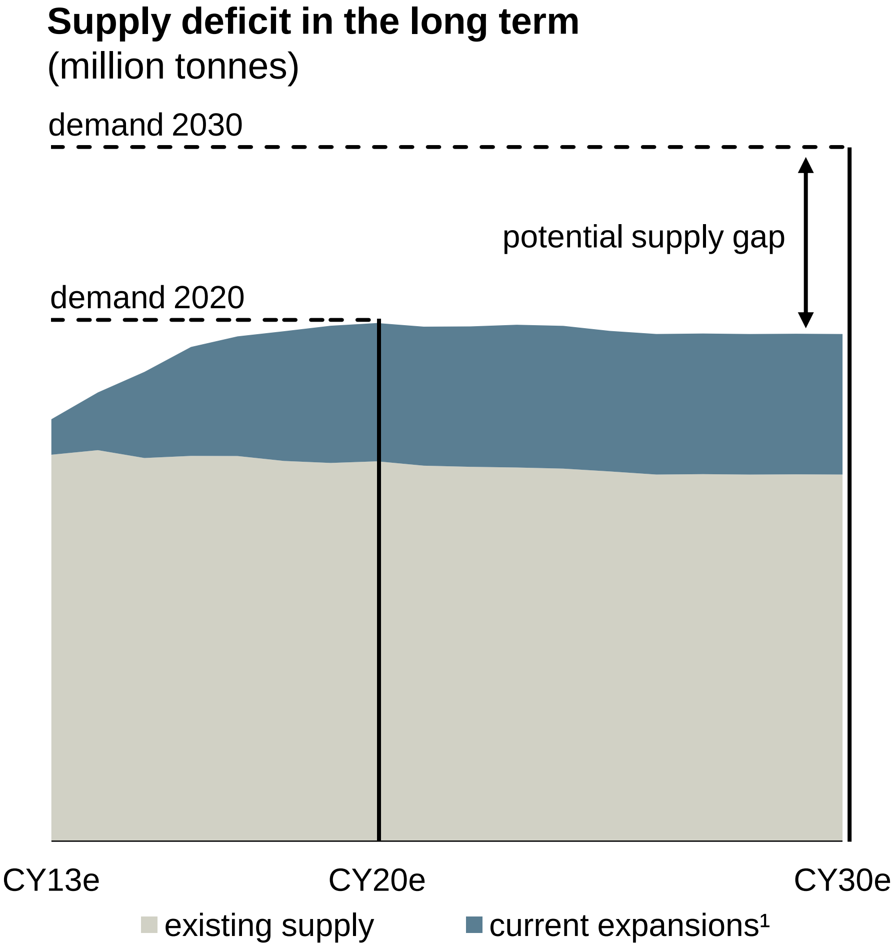


Four pillars



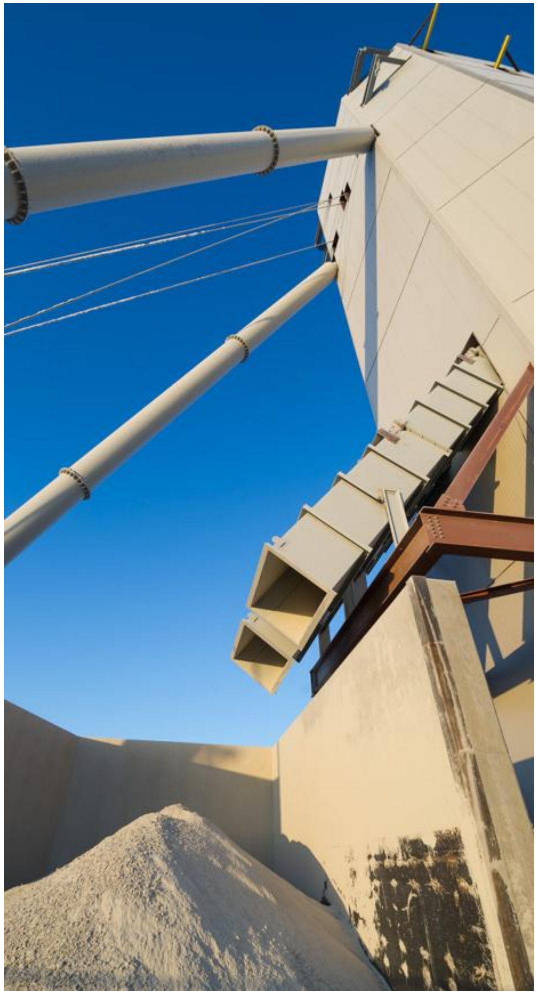


We remain confident in the long term outlook for potash

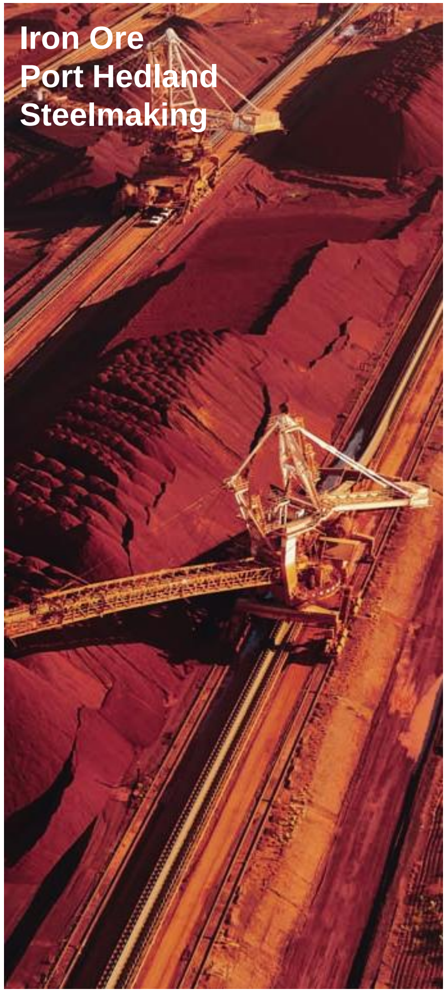


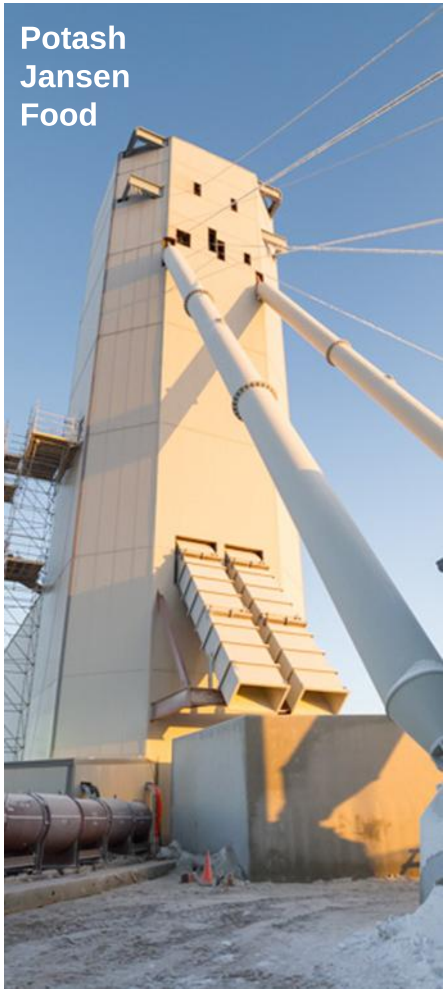
1. Current expansions include brownfield and greenfield projects under construction and expected to start-up prior to 2020, excluding Jansen.
Source: Fertecon; company reports; BHP Billiton analysis.

Jansen Potash project



Broad-based exposure





Iron Ore: Unlocking more tonnes

Shovel productivity

- Western Australia Iron Ore

Improvements

- Benchmarked operational effectiveness of Coal business
- Increased availability and utilisation of shovels, lifted dig rates and improved flexibility to move people and equipment between sites

Results

- 20% sustainable increase in shovel productivity

Coal: Increasing throughput and reducing downtime

Coal Processing Plant

- South Walker Creek – Bowen Basin

Improvements

- Teams work across functions
- Process analysis of each step
- Implement process improvements

Results

- 7% sustainable increase in production

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