

BHP BILLITON LTD  
Form 20-F  
September 25, 2006  
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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

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### FORM 20-F

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REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED 30 JUNE 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

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Commission file number: 001-09526

Commission file number: 001-31714

**BHP BILLITON LIMITED**

(ABN 49 004 028 077)

**BHP BILLITON PLC**

(REG. NO. 3196209)

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(Exact name of Registrant as specified in its charter)

(Exact name of Registrant as specified in its charter)

**VICTORIA, AUSTRALIA**

**ENGLAND AND WALES**

(Jurisdiction of incorporation or organisation)

(Jurisdiction of incorporation or organisation)

**180 LONSDALE STREET, MELBOURNE, VICTORIA**

**NEATHOUSE PLACE, VICTORIA, LONDON,**

**3000 AUSTRALIA**

**UNITED KINGDOM**

(Address of principal executive offices)

(Address of principal executive offices)

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**Securities registered or to be registered**

**pursuant to section 12(b) of the Act.**

	<b>Name of each exchange on</b>		<b>Name of each exchange on</b>
<b>Title of each class</b>	<b>which registered</b>	<b>Title of each class</b>	<b>which registered</b>
<b>American Depositary Shares*</b>	<b>New York Stock Exchange</b>	<b>American Depositary Shares*</b>	<b>New York Stock Exchange</b>
<b>Ordinary Shares**</b>	<b>New York Stock Exchange</b>	<b>Ordinary Shares, nominal</b>	<b>New York Stock Exchange</b>
		<b>value US\$0.50 each**</b>	

\* Evidenced by American Depositary Receipts. Each American Depositary Receipt represents two ordinary shares of BHP Billiton Limited or BHP Billiton Plc, as the case may be.

\*\* Not for trading, but only in connection with the listing of the applicable American Depositary Shares.

**Securities registered or to be registered pursuant to Section 12(g) of the Act.**

**None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.**

**None**

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

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Fully Paid Ordinary Shares	<b>BHP Billiton Limited</b> 3,495,949,933	<b>BHP Billiton Plc</b> 2,468,147,002
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If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See

definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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<b>13.</b>	<b>Defaults, dividend arrearages and delinquencies</b>	There have been no defaults, arrearages or delinquencies

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<b>14.</b>	<b>Material modifications to the rights of security holders and use of proceeds</b>	There have been no material modifications to the rights of security holders since our last Annual Report
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**Table of Contents****1. KEY INFORMATION****Selected financial information**

The selected financial information for BHP Billiton reflects the combined operations of both BHP Billiton Limited and BHP Billiton Plc and has been derived from the 2006 financial statements. The selected financial information should be read in conjunction with, and is qualified in its entirety by reference to the 2006 financial statements and notes thereto. For the first time in 2005-06, the BHP Billiton Group's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and, as such, the basis of preparation is different to that of the most recent comparative year's annual financial report. The 2004-05 comparatives have been restated accordingly. IFRS differ in certain aspects from US Generally Accepted Accounting Principles (GAAP). Details of the principal differences between IFRS and US GAAP are set out in note 39 'US Generally Accepted Accounting Principles disclosures' in the financial statements. The BHP Billiton Group publishes its consolidated financial statements in US dollars.

One of our jointly controlled entities, Minera Escondida Limitada meets the definition of a significant unconsolidated subsidiary in accordance with Rule 3-09 of Regulation S-X. Accordingly, the financial statements of Minera Escondida Limitada will be filed with the SEC as soon as available, but no later than 31 December 2006.

<i>Amounts in accordance with IFRS</i>	<b>30 June</b>	
US\$M except per share data	<b>2006</b>	<b>2005</b>
<b>Consolidated Income Statement</b>		
Revenue together with share of jointly controlled entities' revenue	<b>39,099</b>	31,150
Less: share of jointly controlled entities' external revenue included above	<b>(6,946)</b>	(4,428)
Revenue	<b>32,153</b>	26,722
Profit from operations	<b>14,671</b>	9,271
Profit attributable to members of BHP Billiton Group	<b>10,450</b>	6,396
Dividends per ordinary share - paid during the period (US cents)	<b>32.0</b>	23.0
Dividends per ordinary share - declared in respect of the period (US cents)	<b>36.0</b>	28.0
Earnings per ordinary share (basic) (US cents) <sup>(a)</sup>	<b>173.2</b>	104.4
Earnings per ordinary share (diluted) (US cents) <sup>(a)</sup>	<b>172.4</b>	104.0
Number of ordinary shares (millions)		
- At period end	<b>5,964</b>	6,056
- Weighted average	<b>6,035</b>	6,124
- Diluted	<b>6,066</b>	6,156
<b>Consolidated Balance Sheet</b>		
Total assets	<b>48,516</b>	41,843
Share capital	<b>3,242</b>	3,363
Total equity attributable to members of BHP Billiton Group	<b>24,218</b>	17,575



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	30 June				
<i>Amounts in accordance with US GAAP</i>					
(US\$M except per share data)	2006	2005	2004	2003	2002
<b>Consolidated Income Statement</b>					
Sales revenue	32,153	26,722	22,887	15,608	13,552
Operating income	9,043	6,554	3,489	2,780	1,698
Net income total	9,783	6,388	2,716	1,581	1,249
Net income from continuing operations	9,783	6,388	2,716	1,576	1,513
Net income/(loss) from discontinued operations				5	(264)
Per ordinary share <sup>(a)</sup> :					
Net income attributable to members					
- Basic from continuing operations (US cents)	159.7	104.3	43.7	25.5	25.1
- Diluted from continuing operations (US cents)	158.9	103.7	43.5	25.4	25.0
- Basic from discontinued operations (US cents)					(4.4)
- Diluted from discontinued operations (US cents)					(4.4)
- Basic total (US cents)	159.7	104.3	43.7	25.5	20.7
- Diluted total (US cents)	158.9	103.7	43.5	25.4	20.6
Per American Depositary Share (ADS):					
Net income attributable to members					
- Basic total	319.4	208.6	87.4	51.0	41.4
- Diluted total	317.8	207.4	87.0	50.8	41.2
<b>Consolidated Balance Sheet</b>					
Total assets	53,317	46,861	36,675	35,001	35,795
Share capital	3,242	3,363	3,603	3,537	4,895
Total equity attributable to members of BHP Billiton Group	27,839	22,004	18,802	16,832	17,147

- (a) The calculation of the number of ordinary shares used in the computation of basic earnings per share is the aggregate of the weighted average number of ordinary shares outstanding during the period of BHP Billiton Plc and BHP Billiton Limited after deduction of the number of shares held by the Billiton share repurchase scheme and the Billiton Employee Share Ownership Trust, the BHP Performance Share Plan Trust and the BHP Bonus Equity Plan Trust and adjusting for the BHP Billiton Limited bonus share issue. Included in the calculation of fully diluted earnings per share are shares and options contingently issuable under Employee Share Ownership Plans.
- (b) On 1 July 2005, we changed our US accounting policy for pension and other post retirement benefits. Details of the impact on the 2005-06 year, and pro forma disclosures for the 2004-05 year had the policy been applied, are set out in note 39 US Generally Accepted Accounting Principles disclosures in the financial statements. Had the change in policy been applied to previous years, the impact on net income would not have been material in the 2003-04, or 2002-03 years, and would have had an impact of US\$200 million in the 2001-02 year. The impact on earnings per share would have been an increase of 0.6 US cents per share in 2003-04, and decreases of 1.4 and 3.3 US cents per share in 2002-03 and 2001-02 respectively.

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### **Risk factors**

We believe that, because of the international scope of our operations and the industries in which we are engaged, numerous factors have an effect on our results and operations. The following describes the material risks that could affect the BHP Billiton Group.

#### ***Fluctuations in commodity prices may negatively impact our results***

The prices we obtain for our oil, gas, minerals and other commodities are determined by, or linked to, prices in world markets, which have historically been subject to substantial variations because of fluctuations in supply and demand. The influence of hedge and other financial investment funds participating in commodity markets has increased in recent years contributing to higher levels of price volatility. We expect that volatility in prices for most of our commodities will continue for the foreseeable future. This volatility creates the risk that our operating results will be materially and adversely affected by unforeseen declines in the prevailing prices of our products.

#### ***Our profits may be negatively affected by currency exchange rate fluctuations***

Our assets, earnings and cash flows are influenced by a wide variety of currencies due to the geographic diversity of the countries in which we operate. Fluctuations in the exchange rates of those currencies may have a significant impact on our financial results. The US dollar is the currency in which the majority of our sales are denominated. Operating costs are influenced by the currencies of those countries where our mines and processing plants are located and also by those currencies in which the costs of imported equipment and services are determined. The Australian dollar, South African rand, Chilean peso, Brazilian real and US dollar are the most important currencies influencing our operating costs. Given the dominant role of the US currency in our affairs, the US dollar is the currency in which the BHP Billiton Group measures its financial performance. It is also the natural currency for borrowing and holding surplus cash. We do not generally believe that active currency hedging provides long-term benefits to our shareholders. We may consider currency protection measures appropriate in specific commercial circumstances, subject to strict limits established by our Boards. Therefore, in any particular year, currency fluctuations may have a significant impact on our financial results.

#### ***Failure to discover new reserves or enhance existing reserves could negatively affect our results and financial condition***

Because most of our revenues and profits are related to our oil and gas and minerals operations, our results and financial conditions are directly related to the success of our exploration efforts and our ability to replace existing reserves. A failure in our ability to discover new reserves or enhance existing reserves in sufficient quantities to maintain or grow the current level of our reserves could negatively affect our results, financial condition and prospects.

#### ***We may have fewer mineral, oil or gas reserves than our estimates indicate***

Our reserves estimations may change substantially if new information subsequently becomes available. Fluctuations in the price of commodities, variation in production costs or different recovery rates may ultimately result in our estimated reserves being revised. If such a revision was to indicate a substantial reduction in proven or probable reserves at one or more of our major projects, it could negatively affect our results, financial condition and prospects.

#### ***Health, safety and environmental exposures and related regulations may impact our operations and reputation negatively***

The nature of the industries in which we operate means that our activities are highly regulated by health, safety and environmental laws. As regulatory standards and expectations are constantly developing, we may be exposed to increased litigation, compliance costs and unforeseen environmental remediation expenses.

The December 1997 Kyoto Protocol established a set of greenhouse gas emission targets for developed countries that have ratified the Protocol. The European Union Emissions Trading System (EU ETS), which came into effect on 1 January 2005, has had an impact on greenhouse gas and energy intensive businesses based in the EU. Our Petroleum assets in the UK are currently subject to the EU ETS as are our EU based customers. Elsewhere there is existing and emerging regulation, such as the mandatory renewable energy target in Australia (which puts the onus on power producers to ensure that the national grid has 2 per cent renewable energy by the year 2020) that will affect energy prices. From a medium and long-term perspective, we are likely to see changes in the margins of our greenhouse gas intensive assets and energy intensive assets as a result of regulatory impacts in the countries where we operate. These regulatory mechanisms may be either voluntary or legislated and may impact our operations directly or indirectly via our customers. Inconsistency of regulations may also change the attractiveness of the locations of some of our assets. Assessments of the potential impact of future climate change regulation are uncertain given the wide scope of potential regulatory change in the 25 or more countries where we operate.

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The European Registration, Evaluation and Authorisation of Chemicals (REACH) system is anticipated to commence operation in the first half of 2007. REACH will require manufacturers, importers and downstream users of chemical substances, including metals and minerals, to establish that the substances can be used without negatively affecting health or the environment. The draft legislation, which is currently

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undergoing review as it proceeds through the European Parliament for potential enactment, contemplates a registration and authorisation process for identified uses of products. The extent to which our operations and customers are affected by these changes will not be clear until the final form of the regulations is determined. These potential compliance costs, litigation expenses, regulatory delays, remediation expenses and operational costs could negatively affect our financial results.

Our operational processes and geographic locations may be subject to operational accidents or natural catastrophes such as earthquakes, hurricanes and tsunamis.

We may continue to be exposed to increased operational costs due to the costs and lost workers' time associated with the HIV/AIDS infection rate of our southern African workforce.

Because we operate globally, we may be affected by potential avian flu outbreaks in any of the regions in which we operate. The effects of avian flu may manifest themselves directly on employees, offices and operation or indirectly on customers and markets.

Despite our best efforts and best intentions, there remains a risk that health, safety and/or environmental incidents or accidents may occur that may negatively impact our reputation and freedom or licence to operate.

### ***Land tenure disputes may negatively impact our operations***

We operate in several countries where ownership of land is uncertain and where disputes may arise in relation to ownership. These disputes cannot always be predicted and hence there is a risk that this may cause disruption to some of our mining projects and prevent our development of new projects.

In Australia, the Native Title Act (1993) provides for the establishment and recognition of native title under certain circumstances. Like land ownership disputes, native title could negatively affect our new or existing projects.

In South Africa, the Extension of Security of Tenure Act (1997) prevents evictions from taking place in the absence of a court order. Occupiers who reside on the owner's land with the requisite consent of the owner, have rights to remain in occupation unless they breach their statutory obligations as occupiers. A process exists for long-term occupiers to enjoy life-long tenure. However, the legislation provides for the option of provision of suitable alternative land for occupation. Furthermore, the Restitution of Land Rights Act (1994) permits dispossessed communities to reclaim land, but only where such dispossession occurred after 1913 and as a consequence of a discriminatory practice or law. Both these Acts could negatively affect new or existing projects of the BHP Billiton Group.

### ***Actions by governments in the countries in which we operate could have a negative impact on our business***

Our business could be adversely affected by new government regulation such as controls on imports, exports and prices, new forms or rates of taxation and royalties.

In South Africa, the Mineral and Petroleum Resources Development Act (2002) (MPRDA) came into effect on 1 May 2004. The law provides for the conversion of existing mining rights (so called 'Old Order Rights') to rights under the new regime ('New Order Rights') subject to certain undertakings to be made by the company applying for such conversion. These new rights will also be subject to revised state royalties in the case of certain minerals, but this is only expected to be introduced in 2009. The MPRDA also required the development of a Broad Based Socio Economic Empowerment (BBSEE) Charter, known as the Mining Charter, for the mining industry with the objectives of expanding opportunities, skills, ownership and employment for historically disadvantaged South Africans. The Mining Charter requires that mining companies achieve 15 per cent ownership by historically disadvantaged South Africans of South African mining assets within five years and 26 per cent ownership within 10 years. If we are unable to convert our South African mining rights in accordance with the MPRDA and the Mining Charter, we could lose some of those rights. We also could be adversely affected by regulatory inquiries into our business practices.

### ***Additional risks associated with emerging markets may negatively impact some of our operations***

We operate in emerging markets, which may involve additional risks that could have an adverse impact upon the profitability of an operation. These risks could include terrorism, civil unrest, nationalisation, renegotiation or nullification of existing contracts, leases, permits or other agreements, and changes in laws and policy as well as other unforeseeable risks. If one or more of these risks occurs at one of our major projects, it could have a negative effect on our operating results or financial condition.

*We may not be able to successfully integrate our acquired businesses*

We have grown our business in part through acquisitions. We expect that some of our future growth will stem from acquisitions. There are numerous risks encountered in business combinations and we may not be able to successfully integrate acquired businesses or generate the cost savings and synergies anticipated, which could negatively affect our financial condition and results of operations.

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### ***We may not recover our investments in exploration and new mining and oil and gas projects***

There is a risk that we will not be able to recover the funds we spend identifying new mining and oil and gas properties through our exploration program. Increasing requirements relating to regulatory, environmental and social approvals can potentially result in significant delays in construction and may adversely impact upon the economics of new mining and oil and gas properties, the expansion of existing operations and our results of operations.

### ***Our non-controlled assets may not comply with our standards***

Some of our assets are controlled and managed by joint venture partners or by other companies. Management of our non-controlled assets may not comply with the BHP Billiton Group's health, safety, environment and other standards, controls and procedures. Failure to adopt equivalent standards, controls and procedures at these assets could lead to higher costs and reduced production and adversely impact our results and reputation.

### ***Increased reliance upon the Chinese market may negatively impact our results in the event of a slowdown in consumption***

The Chinese market has become a significant source of global demand for commodities. China now represents in excess of 41 per cent of global seaborne iron ore demand, 22 per cent of copper, 22 per cent of aluminum and 16 per cent of nickel demand. China's demand for these commodities has more than doubled in the last five years, but this demand is expected to moderate as the government pursues measures to reduce economic overheating and to increase capital efficiency.

Whilst this increase represents a significant business opportunity, our exposure to China's economic fortunes and economic policies has increased. Sales into China generated US\$6.6 billion or 16.8 per cent of revenue, including our share of jointly controlled entities' revenue in the year ended 30 June 2006.

In recent times we have seen a synchronised global recovery, resulting in upward movement in commodity prices driven partly by China's demand. This synchronised demand has introduced increased volatility in BHP Billiton's commodity portfolio. Whilst this synchronised demand has, in recent periods, resulted in higher prices for the commodities we produce, if China's economic growth slows, it could result in lower prices for our products and therefore reduce our revenues.

### ***Inflationary pressures and shortages of skilled personnel could negatively impact our operations and expansion plans***

The strong commodity cycle and large numbers of projects being developed in the resources industry led to increased demand for skilled personnel, contractors, materials and supplies and increased demands from governments. This has led, and could continue to lead to, increased capital and operating costs and difficulties in developing, acquiring and retaining skilled personnel, which may in turn adversely affect the development of new projects, the expansion of existing operations, the results of those operations and our financial condition and prospects.

## **Forward looking statements**

This Annual Report contains forward looking statements, including statements regarding:

estimated reserves

trends in commodity prices

demand for commodities

plans, strategies and objectives of management

closure or divestment of certain operations or facilities (including associated costs)

anticipated production or construction commencement dates

expected costs or production output

the anticipated productive lives of projects, mines and facilities

provisions and contingent liabilities.

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Forward looking statements can be identified by the use of terminology such as intend , aim , project , anticipate , estimate , plan , believes , may , should , will , continue or similar words. These statements discuss future expectations concerning the results of operations or financial condition or provide other forward looking statements.

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 in the statements contained in this Annual Report.

For example, our future revenues from our operations, projects or mines described in this Annual Report will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project or the expansion of certain facilities or mines. Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets; the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce; activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty; and other factors identified in the description of the risk factors above. We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of such operations or facilities including associated costs, actual production or commencement dates, cost or production output or anticipated lives of the projects, mines and facilities discussed in this Annual Report will not differ materially from the statements contained in this Annual Report. Except as required by applicable regulations or by law, the Group does not undertake any obligation to publicly update or review any forward looking statements, whether as a result of new information or future events.



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### **2. INFORMATION ON THE COMPANY**

#### **History and development of BHP Billiton**

We are the world's largest diversified resources group with a combined market capitalisation of approximately US\$122.8 billion as of 30 June 2006 and we generated revenue, together with our share of jointly controlled entities' revenue and profit attributable to members of BHP Billiton of US\$39.1 billion and US\$10.5 billion respectively for the year ended 30 June 2006.

Since June 2001, we have operated under a Dual Listed Companies (DLC) structure. Under the DLC structure, the two parent companies, BHP Billiton Limited (formerly BHP Limited, and before that The Broken Hill Proprietary Company Limited) and BHP Billiton Plc (formerly Billiton Plc) operate as a single economic entity, run by a unified Board and management team. More details of the DLC structure are located under 'Organisational structure'.

BHP Billiton Limited was incorporated in 1885 and is registered in Australia with ABN 49 004 028 077. BHP Billiton Plc was incorporated in 1996 and is registered in England and Wales with registration number 3196209.

The registered office of BHP Billiton Limited is at 180 Lonsdale Street, Melbourne, Victoria 3000, Australia, and its telephone number is +61 3 9609 3333. The registered office of BHP Billiton Plc is Neathouse Place, London SW1V1BH, UK, and its telephone number is +44 20 7802 4000.

We divide our business into seven business units, or Customer Sector Groups (CSGs):

Petroleum, which explores for, produces, processes and markets hydrocarbons including oil, gas and liquefied natural gas

Aluminium, which explores for and mines bauxite and processes and markets aluminium and alumina

Base Metals, which explores for, mines, processes and markets copper, silver, zinc, lead, uranium, and copper by-products including gold and molybdenum

Carbon Steel Materials, which explores for, mines, processes and markets metallurgical coal, iron ore and manganese used in the production of carbon steel

Diamonds and Specialty Products, which explores for and mines diamonds and titanium minerals, and also includes our recently-sold fertiliser operations

Energy Coal, which explores for, mines, processes and markets energy coal for use in electricity generation

Stainless Steel Materials, which explores for, mines, processes and markets nickel, which is used in the production of stainless steel. In addition to the seven CSGs, we also have a minerals exploration group, a technology group and a freight, transport and logistics operation. The tables below list the contribution to revenue from each of these CSGs and by geographic market for the years ended 30 June 2006 and 30 June 2005. Further details of the contribution from each of these CSGs to our revenues and profits are outlined in the Operating and financial review and prospects section.

	Revenue 2006	Revenue 2005
	US\$M	US\$M
<b>Analysis by CSG</b>		
Petroleum	5,871	5,967
Aluminium	4,977	4,571
Base Metals	4,901	2,329
Carbon Steel Materials	9,134	7,168
Diamonds and Specialty Products	886	731
Energy Coal	2,881	2,971
Stainless Steel Materials	2,955	2,266
Group and unallocated items	548	719
<b>Total</b>	<b>32,153</b>	<b>26,722</b>

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	Revenue	
	2006	2005
	US\$M	US\$M
<b>Analysis by geographical market</b>		
Australia	3,507	2,626
North America	2,344	2,122
Europe	10,027	9,352
South America	729	55
Southern Africa	1,426	1,308
Japan	3,959	3,118
South Korea	1,689	1,662
China	5,294	3,413
Other Asia	2,496	1,851
Rest of World	682	1,215
<b>Total</b>	<b>32,153</b>	<b>26,722</b>

**Business Overview*****Petroleum Customer Sector Group***

Our Petroleum Customer Sector Group's principal activities are oil and natural gas exploration, production and development in Australia, the United Kingdom, the United States, Algeria, Trinidad and Tobago and Pakistan. We group our petroleum assets for reporting purposes into the following regions: Australia/Asia, Americas, and Europe/Africa/Middle East. We produce and market crude oil and condensates, natural gas, liquefied natural gas, liquefied petroleum gas and ethane.

Total production in 2005-06 was 116.0 million barrels of oil equivalent, compared with total production in 2004-05 of 119.0 million barrels of oil equivalent.

**Australia/Asia**

In Australia, we produce oil and gas from Bass Strait, the North West Shelf, the Griffin Project, the Minerva gas field and the Moranbah Coal Bed Methane (CBM) gas project with the Bass Strait and North West Shelf being the major fields. In Asia, we produce gas and a small volume of condensate from the Zamzama gas field in Pakistan.

The majority of our Bass Strait crude oil and condensate production is dispatched from the Bass Strait fields to refineries along the east coast of Australia. The majority of the natural gas produced was sold to GASCOR, under a long-term Consumer Price Index (CPI) indexed contract with periodic price reviews, for on-sale to retailers to meet local residential, commercial and industrial requirements. The GASCOR contract is due to expire on 31 December 2009 or upon depletion of the outstanding contractual volume, whichever is the earlier. Similar contracts have been executed with AGL and TRUenergy that will extend gas supply to these two retailers until 2017.

The domestic gas phase of the North West Shelf Project delivers gas via pipeline to the Western Australian domestic market under long-term contracts. Significant portions of the LNG expansion phase production are sold per year to Japanese buyers under long-term contracts, which expire at various periods in three to 28 years. Medium-term (terms of three to five years) contract and spot sales are made to buyers in Japan, Korea and the US, with the level of spot sales dependent upon plant and shipping availability. In December 2004, an LNG sales and purchase agreement with the Guangdong LNG Project for the purchase and supply of LNG from the North West Shelf became unconditional and sales under the contract commenced in mid 2006.

**Americas**

Our operations in the Americas consist of interests in five producing assets in the Gulf of Mexico operations and the Angostura project off Trinidad and Tobago. Our operating fields in the Gulf of Mexico are Mad Dog, West Cameron 76, Mustang, Genesis and Starlifter. We also own 25 per cent and 22 per cent respectively in the companies that own and operate the Caesar oil pipeline and the Cleopatra gas pipeline, which transport oil and gas from the Green Canyon area to connecting pipelines that transport product to the US mainland. During the year, we sold Green Canyon 18/Ewing Bank 988 and Green Canyon 60 blocks with effect from 1 September 2005. The transactions closed in December 2005

and January 2006 respectively.

Our activities in the Gulf of Mexico were affected by the severe hurricanes in September 2005. Both Hurricanes Katrina and Rita interrupted production for several days and Rita severely damaged our Typhoon facility. We decided not to redevelop Typhoon, Boris and Little Burn tie-back field but rather pursue divestiture options. On 18 August 2006, Energy Resource Technology, a wholly-owned subsidiary of Helix Energy Solutions, acquired a 100 per cent working interest in the Typhoon, Boris and Little Burn oil fields. The agreement is subject to regulatory approval.

**Europe/Africa/Middle East**

Our Europe/Africa/Middle East producing assets include our fields off the UK coast and two operations in Algeria. In the UK, we produce oil and gas from Liverpool Bay and Bruce/Keith fields. In Algeria, we produce wet gas from Ohanet and oil from ROD integrated development.

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### Information on Petroleum operations

Detailed descriptions of our producing assets by geographical region are listed in the tables below. These tables should be read in conjunction with the production and reserve tables.

Name, location and type of asset	Ownership and operation	Title/lease	Facilities
<b>AUSTRALIA/ASIA</b>			
<b>Bass Strait</b> Offshore Victoria, Australia	We hold a 50% interest in the Bass Strait fields.	The venture holds 19 production licences issued by the Commonwealth of Australia with expiry dates ranging between 2009 and 2018.	There are 20 producing fields with 21 offshore developments (14 steel jacket platforms, 3 subsea developments, 2 steel gravity based mono towers and 2 concrete gravity based platforms).
Oil and gas production	Esso Australia owns the other 50% interest and is the operator.		Onshore infrastructure includes the Longford Facility, which includes 3 gas plants and liquid processing facilities as well as the Long Island Point LPG and crude oil storage facilities.
			The Bass Strait production capacity is as follows:
			Crude 500 Mbb/d
			Gas 1,075 MMcf/d
			LPG 5,150 tonnes per day
			Ethane 850 tonnes per day
<b>North West Shelf (NWS) gas and gas liquids (LPG and condensate)</b>	We are a participant in the North West Shelf (NWS) Project, an unincorporated joint venture.	The venture holds 9 production licences issued by the Commonwealth of Australia, of which 6 expire in 2022 and 3 expire 5 years after the end of production.	Production from the North Rankin and Perseus fields is currently through the North Rankin A platform, which has the capacity to produce 2,300 MMcf/d of gas and 53 Mbb/d of condensate.

North Rankin, Goodwyn, Perseus, Echo-Yodel and Angel fields offshore, Dampier in northwestern Australia

Gas, LPG and condensate production and LNG liquefaction

The Project was developed in major phases: the domestic gas phase, which supplies gas to the Western Australian domestic market; and a number of LNG expansion phases, which currently supply LNG primarily to Japan and also supply LNG to Guangdong in China.

We hold 8.33% of the original domestic gas joint venture, 16.67% of the LPG domestic gas joint venture, 16.67% of the original LNG joint venture, 12.5% of the China LNG joint venture, 16.67% of the LPG joint venture and approximately 15% of current condensate production.

Other participants in the respective NWS joint ventures are subsidiaries of Woodside Energy, Chevron, BP, Shell, Mitsubishi/Mitsui and the China National Offshore Oil Corporation.

Woodside Energy is the operator of the project.

Production from the Goodwyn and Echo-Yodel fields is through the Goodwyn A platform, which has the capacity to produce 1,450 MMcf/d of gas and 110 Mbbbl/d of condensate. Further development of the existing Perseus field has commenced and includes the drilling of additional wells tied into the Goodwyn A platform.

An onshore gas treatment plant at Withnell Bay has a current capacity to process 615 MMcf/d of gas for the domestic market.

An existing 4 train LNG plant has the capacity to produce an average rate of 33,000 tonnes of LNG per day.

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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
<b>North West Shelf crude oil</b>	We hold a 16.67% working interest in oil production from these fields.	The venture holds 3 production licences issued by the Commonwealth of Australia with expiry dates ranging between 2012 and 2018.	The oil is produced to a floating production storage and offloading unit, the Cossack Pioneer, which has a capacity of 140 Mbb/d and a storage capacity of 1.15 million barrels of crude oil.
Approximately 30 kilometres northeast of the North Rankin gas and condensate field, offshore Western Australia, Australia	The other 83.33% is held in equal 16.67% shares by Woodside Energy, BP Developments Australia, Chevron Australia, Shell Development, and Japan Australia LNG (MIMI).		
Crude oil production is from the Wanaea, Cossack, Lambert and Hermes oil fields	Woodside Energy is the operator of the project.		
<b>Griffin</b>	We hold a 45% interest in the project. The other 55% is held by Mobil Exploration and Producing Australia (35%) and Inpex Alpha (20%).	The venture holds a production licence issued by the Commonwealth of Australia that expires in 2014. The licence may be renewed on expiry for a period expiring 5 years after production	Oil and gas are produced via the Griffin venture, a floating production, storage and offloading facility. We pipe natural gas to shore, where it is delivered directly into a pipeline.
Carnarvon Basin, 68 kilometres offshore Western Australia, Australia	We are the operator of the project.		The Griffin venture has the capacity to produce 15 MMcf/d of gas and 8.175 Mbb/d of crude oil.
Comprises the Griffin, Chinook and Scindian offshore oil and gas fields			
<b>Minerva</b>	We hold a 90% share of Minerva in a joint venture agreement.	The venture holds a production licence issued by the Commonwealth of Australia that expires in 2023. The licence may be renewed on expiry for a period expiring 5 years after production ceases.	The Minerva development consists of 2 subsea well completions in 60 metres of water. A single flowline transports gas to an onshore gas processing facility with a gas capacity of 150 MMcf/d and 600 bbl/d of condensate.
Approximately 10 kilometres offshore in the Otway Basin of Victoria, Australia	The other 10% is held by Santos (BOL).		
Single offshore gas reservoir with 2 compartments. Gas plant is situated approximately 4 kilometres inland from Port Campbell	We are the operator of the field.		
<b>Moranbah</b>	We had a 50% interest.	The venture held 2 production licences issued by the State of Queensland that expire in 2032 and 2034.	The project consists of approximately 70 gas wells and surface facilities including a pipeline gathering system and compressors.
Bowen Basin, Queensland, Australia	On 21 June 2006, we agreed to sell our Australian CBM interests		

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Coal bed methane coal seam

to The Australian Gas Light Company (AGL) for US\$68.7 million. The transaction closed on 21 August 2006.

**AMERICAS**

**West Cameron 76**

We hold a 33.76% working interest in the joint venture.

The venture holds a lease from the US as long as oil and gas are produced in paying quantities.

The production facility consists of 2 conventional gas platforms with a capacity of 100 MMcf/d of gas and 500 bbl/d of condensate.

Gulf of Mexico, 15 kilometres offshore, Central Louisiana, US

The other owners are Dominion Exploration and Production (40%), Merit Management Partners (15%) and Ridgewood Energy Company (11.24%).

Offshore gas and condensate fields

We are the operator.



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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
<p><b>Typhoon (Green Canyon 236 and 237)</b></p> <p>Gulf of Mexico, approximately 100 kilometres offshore of New Orleans, Louisiana, US</p>	<p>We had a 50% working interest.</p> <p>As described above, an agreement to sell the Typhoon field was executed on 18 August 2006.</p>	<p>The venture holds a lease from the US until September 2006, at which time a plan for redevelopment is required to retain the lease.</p>	<p>The field consists of 4 subsea wells tied back to a local host mini tension leg platform. The platform was severely damaged by Hurricane Rita in September 2005 and has since been taken out of service.</p>
<p>Deep water oil and gas field</p> <p><b>Boris (Green Canyon 282)</b></p> <p>Gulf of Mexico (adjacent to the Typhoon field)</p>	<p>We hold a 4.95% working interest.</p> <p>The other owners are Chevron (56.67%) and ExxonMobil (38.38%).</p>	<p>The venture holds a lease from the US as long as oil and gas are produced in paying quantities</p>	<p>The production facility consists of a floating cylindrical hull (spar) moored to the seabed with integrated drilling facilities and a capacity of 55 Mbb/d of oil and 72 MMcf/d of gas.</p>
<p>approximately 100 kilometres offshore of New Orleans, Louisiana, US</p>	<p>Chevron is the operator.</p>		
<p>Deep water oil and gas field</p> <p><b>Genesis (Green Canyon 205)</b></p> <p>Gulf of Mexico, approximately 100 kilometres offshore of New Orleans, Louisiana, US</p>	<p>We hold a 4.95% working interest.</p> <p>The other owners are Chevron (56.67%) and ExxonMobil (38.38%).</p>	<p>The venture holds a lease from the US as long as oil and gas are produced in paying quantities.</p>	<p>The production facility consists of a floating cylindrical hull (spar) moored to the seabed with integrated drilling facilities and a capacity of 55 Mbb/d of oil and 72 MMcf/d of gas.</p>
<p>Deep water oil and gas field</p>	<p>Chevron is the operator.</p>		
<p><b>Starlifter (West Cameron 77)</b></p> <p>Gulf of Mexico, 15 kilometres offshore, Central Louisiana, US</p>	<p>We hold a 43.66% working interest in the joint venture.</p> <p>The other owners are Dominion Exploration and Production (22.4%), Merit Management Partners (19.4%) and Ridgewood Energy Company (14.54%).</p>	<p>The venture holds a lease from the US as long as oil and gas are produced in paying quantities.</p>	<p>The field development consists of a single conventional gas platform with a capacity of 40 MMcf/d of gas and 600 bbl/d of condensate.</p>
<p>Offshore gas and condensate field</p>			

	We are the operator.		
<b>Mustang (West Cameron 77)</b>	We hold a 43.66% working interest in the joint venture.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The field development consists of a single conventional gas platform with a capacity of 40 MMcf/d of gas and 600 bbl/d of condensate.
Gulf of Mexico, 15 kilometres offshore, Central Louisiana, US	The other owners are Dominion Exploration and Production (22.4%), Merit Management Partners (19.4%) and Ridgewood Energy Company (14.54%).		
Offshore gas and condensate field			
	We are the operator.		
<b>Mad Dog (Green Canyon 782)</b>	We hold a 23.9% working interest in Mad Dog.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The field development consists of an integrated truss spar equipped with facilities for simultaneous production and drilling operations, permanently moored in 4,300 feet of water.
Gulf of Mexico, approximately 320 kilometres offshore of New Orleans, Louisiana, US	The other 76.1% is held by BP (60.5%) and Chevron (15.6%).		
Deep water oil and gas field	BP is the operator.		The facility has the capacity to process 100 Mbbbl/d of oil and 60 MMcf/d of gas.

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<b>Name, location and type of asset</b>	<b>Ownership and operation</b>	<b>Title/lease</b>	<b>Facilities</b>
<b>Greater Angostura</b>	We hold a 45% working interest in the joint venture.	The venture has entered into a production sharing contract with the state of Trinidad and Tobago that entitles it to operate Angostura until 2021.	The Angostura development is an integrated oil and gas development. The infrastructure consists of a steel jacketed central processing platform with 3 satellite wellhead protector platforms and flowlines. A pipeline connects the processing platform to newly constructed storage facilities at Guayaguayare, where an export pipeline has been installed to allow for offloading to tankers in Guayaguayare Bay.
Approximately 38.5 kilometres east of Trinidad island, Trinidad and Tobago	The other 55% is held by Total (30%) and Talisman Energy (25%).		
Shallow water oil and gas field	We are the operator.		
			The facility has the capacity to process 100 Mbbl/d of oil.
<b>EUROPE/AFRICA/ MIDDLE EAST</b>			
<b>Liverpool Bay</b>	We hold a 46.1% working interest in the joint venture. The other 53.9% is held by Eni.	The joint venture holds 3 production licences issued by the Crown of the United Kingdom. One of these licences expires in July 2007. However, this will be extended in accordance with licence terms. The other licences expire in 2009 and 2016.	The Liverpool Bay asset is an integrated development of 6 fields.
Douglas and Douglas West oil fields, Hamilton, Hamilton North and Hamilton East gas fields, and Lennox oil and gas fields in the Irish Sea, approximately 10 kilometres off the northwest coast of England	We are the operator.		Oil from the Lennox and Douglas fields is treated at the Douglas complex and piped 17 kilometres to an oil storage barge ready for export by tankers.
			Gas from the Hamilton, Hamilton North, Hamilton East and Lennox fields is initially processed at the Douglas complex then piped by subsea pipeline to the Point of Ayr gas terminal for further processing. The facility has the capacity to produce 308 MMcf/d of gas and 70 Mbbl/d of oil and condensate.
<b>Bruce/Keith</b>	We hold a 16% interest in the Bruce field. The other 84% is owned by BP (37%), Total (43.25%) and Marubeni (3.75%).	The joint venture holds 3 production licences issued by the Crown of the United Kingdom, which expire in 2011, 2015 and 2018.	Production is via an integrated oil and gas platform.
North Sea, approximately 380 kilometres northeast offshore of Aberdeen, Scotland	BP is the operator of Bruce.		The throughput of the Bruce facility has, since 2002, been increased to 920 MMcf/d through de-bottlenecking and revising operating envelopes.

The Keith field is located adjacent to the Bruce field

We hold a 31.83% interest in the Keith field. The other 68.17% is owned by BP (34.84%), Total (25%) and Marubeni (8.33%).

The Keith field was developed as a tie-back to the Bruce platform facilities.

Offshore oil and gas fields

We are the operator of Keith.

As part of our normal portfolio management process, we are marketing our interests in the Bruce field, the Keith field and associated acreage.

The asset was classified as Held for sale in the financial statements.

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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
<p><b>Ohanet</b></p> <p>Approximately 1,300 kilometres southeast of Algiers and 100 kilometres west of Libya, Illizi province, Algeria</p>	<p>We have an effective 45% working interest in the Ohanet joint venture. The other 55% is held by Japan Ohanet Oil and Gas (30%), Woodside Energy (Algeria) (15%) and Petrofac Resources (Ohanet) (10%).</p>	<p>The venture is party to a risk service contract with the title holder Sonatrach that expires in 2011 with an option for a 4-year renewal under certain conditions.</p>	<p>Ohanet is a wet gas (LPG and condensate) development consisting of 4 gas and condensate reservoirs and a gas processing plant with the capacity to treat 20 MMcf/d of wet gas and 61 Mbbbl/d of associated liquids (LPG and condensate).</p>
<p>Four wet gas fields</p>	<p>The project is operated by a Sonatrach/BHP Billiton jointly-staffed organisation.</p>	<p>The venture is party to a production sharing contract with the title holder Sonatrach that expires in 2016 with an option for a 5-year renewal under certain conditions.</p>	<p>Comprises the development and production of 6 oil fields, the largest 2 of which, ROD and SFNE, extend into the neighbouring blocks 403a and 403d.</p>
<p><b>ROD integrated development</b></p> <p>Berkine Basin, 900 kilometres southeast of Algiers, Algeria</p>	<p>We hold a 45% interest in the joint venture contracted under the 401a/402a PSC, with ENI holding the remaining 55%.</p>	<p>The venture is party to a production sharing contract with the title holder Sonatrach that expires in 2016 with an option for a 5-year renewal under certain conditions.</p>	<p>Comprises the development and production of 6 oil fields, the largest 2 of which, ROD and SFNE, extend into the neighbouring blocks 403a and 403d.</p>
<p>Six oil fields</p>	<p>However, we have an effective 36% interest in ROD unitised integrated development. ENI owns the remaining 64%. This interest is subject to a contractual determination to ensure that interest from participating association leases is accurately reflected. Future redetermination may be possible under certain conditions.</p>	<p>A joint Sonatrach/ENI entity is the operator.</p>	<p>The ROD fields are being produced through a new dedicated processing train, with the capacity to process approximately 80 Mbbbl/d of oil.</p>

**Development projects**

*Australia/Asia*

*Stybarrow*

In November 2005, our Board approved the development of the Stybarrow oil field in the Exmouth Sub-basin, off the northwest coast of Western Australia. At a water depth of approximately 825 metres, Stybarrow will be Australia's deepest oil field development. Project costs are approximately US\$600 million (US\$300 million our share) and first production is expected during the first quarter of 2008. The Stybarrow project consists of a subsea development and a floating production, storage and offshore loading facility, which will be used to process, store and offload oil to export tankers. The vessel will be disconnectable, double-hulled and able to process approximately 80,000 barrels of liquids a day. We own a 50 per cent operated working interest in this permit with the remaining interest held by Woodside Energy.

*North West Shelf Train 5 expansion*

In June 2005, our Board approved our 16.67 per cent share of investment in a fifth LNG train expansion of the existing LNG processing facilities located on the Burrup Peninsula, which will increase total LNG production capacity to 43,500 tonnes per day. The project is progressing on schedule with all major construction contracts awarded. Our share of development costs, based on the operator's (Woodside

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Energy) estimate, is approximately US\$250 million with first production expected by late 2008. The project cost and schedule are under review.

### *North West Shelf Angel development*

In December 2005, our Board approved our share of development costs for the North West Shelf venture's Angel gas and condensate field. The development will include the installation of the venture's third major offshore production platform which will have a capacity to produce 800 MMcf/d of gas from the North West Shelf and associated infrastructure, including a new subsea 50 kilometre pipeline, which will be tied in to the first trunkline at the North Rankin platform. Our share of development costs, based on the operator's (Woodside Energy) estimate, is approximately US\$200 million with development expected to be fully operational by the end of 2008.

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### *Zamzama Phase 2*

Phase 2 of the Zamzama plant facility upgrade project is currently under construction after being approved by our Board in November 2005. Capacity is expected to increase by approximately 50 per cent (by 150 MMcf/d of gas and 800 bbl/d of condensate) by the end of September 2007 at a cost of US\$120 million (US\$46 million our share). We signed a gas sales and purchase agreement in November 2005 with the Government of Pakistan and Sui Southern Gas Company Limited. The agreement covers the supply of up to 150 MMcf/d of gas over the life of the field.

### *Americas*

#### *Atlantis South*

We have a 44 per cent working interest in Atlantis South in the deepwater fields in the Gulf of Mexico. The facility will be a moored, semi-submersible platform with a capacity of 200 Mbb/d of oil and 180 MMcf/d of gas. We have approved a budget of US\$1.1 billion (our share) for the development of these reserves. However, the project is experiencing cost and schedule pressures as a result of heated market conditions and additional quality assurance and regulatory certification processing in response to the last year's Gulf of Mexico hurricane season. Cost pressures are likely to result in a capital cost increase of more than 30 per cent in excess of the currently approved budget. BP owns the other 56 per cent and operates the project. The project and cost schedule presently remains under review.

#### *Neptune*

We have a 35 per cent interest and will operate the Neptune oil and gas project in the deepwater Gulf of Mexico. Other members of the joint venture are Marathon Oil (30 per cent), Woodside (20 per cent) and Repsol (15 per cent). The project will construct a stand-alone tension leg platform with a nameplate capacity of 50 Mbb/d and 50 MMcf/d of gas. Estimated development costs are US\$850 million (US\$300 million our share). First oil is expected by the end of calendar year 2007.

#### *Shenzi*

We have a 44 per cent interest and will operate the Shenzi oil and gas project in the deepwater fields of Gulf of Mexico. Other members of the project are Repsol (28 per cent) and Hess Corporation (28 per cent). The project will construct a stand-alone tension leg platform with a design capacity of 100 Mbb/d and 50 MMcf/d of gas. Gross costs for the full field development through to 2015 are estimated at approximately US\$4.4 billion (our share US\$1.94 billion). First oil is expected by mid 2009.

### *Other developments*

#### *Americas*

We are seeking approval to construct and operate Cabrillo port, a floating storage and re-gasification unit (FSRU), located in the Pacific Ocean approximately 22 kilometres offshore from Ventura County, California. This deepwater port would be the receiving terminal for shipments of LNG for the west coast markets of the US. Natural gas production would average 800 MMcf/d with design capacity allowing maximum peak deliveries of 1,500 MMcf/d. The Cabrillo port project is progressing through a permitting process involving US federal, state and local government agencies.

### **Exploration and appraisal**

We are focused on finding significant discoveries through wildcat drilling that will add substantial resources. We have exploration interests throughout the world, particularly the Gulf of Mexico and Western Australia. During the year, our gross expenditure on exploration was US\$447 million. Our major exploration interests are as follows:

#### *Australia/Asia*

##### *Scarborough/Pilbara LNG*

We have a 50 per cent non-operated interest in the Scarborough gas field in WA-1-R (ExxonMobil holds the remaining 50 per cent and is the operator) and hold 100 per cent interest in WA-346-P, which covers the northern extension of the mapped gas reservoir. The project is still

examining a number of concepts for field development.

*Pyrenees WA-155-P/WA-12-R exploration*

Pyrenees is a joint development plan encompassing the Ravensworth, Crosby and Stickle discoveries. We own a 40 per cent operated working interest in the WA-155-P permit (Ravensworth discovery in this area), with Apache Energy Ltd owning 31.5 per cent and Inpex owning 28.5 per cent. We also own a 71.43 per cent operated working interest in the WA-12-R permit (Crosby and Stickle discoveries in this area), with Apache Energy Ltd owning the remaining 28.57 per cent. The project is currently in feasibility with development options still under evaluation.



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*Americas Gulf of Mexico*

*Puma Green Canyon/Western Atwater Foldbelt exploration*

The Puma-1 exploration well was drilled in January 2004. The well was drilled in 4,130 feet of water and encountered hydrocarbons in both the original hole and in two subsequent sidetrack bores. The first appraisal well was suspended short of the primary objective by the operator (BP) in August 2006 and will be re-entered in mid fiscal year 2007. Further appraisal is scheduled for 2007.

Following an interim equity agreement, we hold a 29.805 per cent working interest in Puma. The other 70.195 per cent is held by BP (46.195 per cent), Chevron (21.75 per cent) and Statoil (2.25 per cent) subject to future re-determination.

*Knotty Head*

We currently own a 25 per cent working interest in an exploration well on the Knotty Head Prospect located in the Green Canyon area. Partners in the well are Nexen (25 per cent owner and operator), Anadarko (25 per cent) and Unocal (a wholly-owned subsidiary of Chevron) (25 per cent). Unocal spudded the exploration well in March 2005. The initial well was completed in mid December 2005 followed by a sidetrack operation, which was completed in early March 2006 to further evaluate the results of the discovery well. The well was drilled in 3,570 feet of water to a total depth of 34,189 feet and encountered hydrocarbons in both the original hole and the subsequent sidetrack. Additional appraisal work will be required to further evaluate the economic potential of the prospect.

*Cascade/Chinook Walker Ridge exploration*

On 9 August 2006, Petrobras and Devon purchased our 50 per cent working interest in the Cascade blocks. Petrobras and Total EandP USA, Inc acquired our 40 per cent working interest in Chinook. We received cash and a right to future contingent consideration, as well as maintaining an overriding interest in these blocks.

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***Aluminium Customer Sector Group***

Through operations in Australia, Brazil, Mozambique, South Africa and Suriname, our Aluminium CSG mines bauxite, refines bauxite into alumina and smelts alumina into aluminium metal. The principal raw materials required for aluminium production are alumina, electricity, liquid pitch and petroleum coke. Alumina production requires bauxite, caustic soda and electricity. Most of the alumina we use to produce aluminium metal is sourced from our own operations. We buy caustic soda, liquid pitch and petroleum coke from a number of producers around the world.

We sell part of our bauxite and alumina production to other refiners and smelters, and sell aluminium in the following forms: primary aluminium; foundry alloy; extrusion billet; rolling slab and wire rod.

We are the world's sixth largest producer of primary aluminium with a total operating capacity of approximately 1.3 mtpa of aluminium. We also have a total operating capacity of approximately 14 mtpa of bauxite and 4 mtpa of alumina. We sell aluminium metal to customers around the world, generally at prices linked to the London Metal Exchange (LME) price. Our alumina and bauxite sales are governed by a mixture of contract and spot sales.

The Aluminium CSG's operations comprise the following:

The fully owned and operated Hillside and Bayside aluminium smelters, located at Richards Bay, South Africa.

A 47.1 per cent interest and operator of the Mozal aluminium smelter in Mozambique.

An 86 per cent interest and operator of the Worsley joint venture, consisting of the Boddington bauxite mine and the Worsley alumina refinery, both located in Western Australia, Australia.

A 45 per cent interest and operator of the Suriname Mining joint venture operating the Lelydorp III, Kaaimangrassie, Klaverblad and Coermotibo mines in Suriname, and a 45 per cent interest in the refining joint venture, comprising an alumina refinery and port facilities at Paranam in Suriname.

Interests in the Alumar consortium and Mineração Rio do Norte SA (MRN). The Alumar consortium operates an integrated alumina refinery and aluminium smelter in São Luís, Brazil. As a result of our joint venture partner's investment (Alcoa, Inc.) in a new smelter line, our share in the Alumar smelter was reduced from 46.3 per cent to 40 per cent during the year. Our share in the Alumar refinery remains at 36 per cent. The Alumar consortium purchases bauxite under long-term contracts from MRN, an operation of three open-cut mines in northern Brazil of which we own 14.8 per cent.

In August 2006, we completed the sale of our 45.5 per cent interest in the Valesul Alumínio SA Joint Venture to our joint venture partner Companhia Vale do Rio Doce (CVRD).

**Information on the Aluminium CSG's bauxite mining operations**

Detailed descriptions of our producing assets are listed in the tables below. These tables should be read in conjunction with the production and reserve tables.

Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
<b>Boddington bauxite mine</b>	We own 86% of the Worsley joint venture. The other 14% interest is	The Boddington mine opened in 1983 and was significantly	The mine has a crushing plant with the capacity of 13 dry mtpa

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123 kilometres southeast of Perth at Boddington, Western Australia, Australia	owned by Sojitz Alumina (4%) and Japan Alumina Associates (10%) extended in 2000.	of bauxite. Power is supplied from the Worsley alumina refinery site via a joint venture-owned powerlines.
Open-cut mine	Worsley Alumina Pty Ltd is the manager of the joint venture on behalf of the participants. Worsley Alumina Pty Ltd has the same ownership structure as the Worsley joint venture.	A description of the Worsley alumina refinery can be found below.
The mine is accessible by sealed public roads. The ore is transported to Worsley alumina refinery via a 51 kilometre overland conveyor.	We hold a 2,716 square kilometre mining lease from the Western Australian Government. In 2004, we renewed the lease for a second 21-year term. A further 21-year renewal is available.	

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Name, location and type of mine and access	Ownership, operation and title/lease			History	Facilities and power source
<b>Lelydorp III mine</b>  <b>(Onverdacht)</b>  25 kilometres south of Paramaribo and 15 kilometres west of the Paranam refinery, Suriname	We own 45% of the Refining and Mining Joint Venture. The other 55% interest is held by Suralco (a subsidiary of Alcoa World Alumina and Chemicals (AWAC), a venture of Alcoa and Alumina Limited).	The Lelydorp III mine started operations in 1997. The mine will close down in February 2007.	Lelydorp III mine has a nominal production capacity of 2 mtpa; there are no beneficiation or processing facilities.	Electricity is sourced from Suralco and fuel sourced from an external provider.	
Open-cut mine  The mine is accessible by joint venture-owned haulroads. The ore is hauled by truck over a distance of 15 kilometres to the Paranam refinery.	Suralco holds exploitation licences, issued by the Government of Suriname, over the Lelydorp III deposit. These licences expire in 2032.	The development of the Kaaimangrasie mine started in November 2005.	Kaaimangrasie mine has a nominal production capacity of approximately 2 mtpa of bauxite; there are no processing facilities at the mine.	Electricity is sourced from Suralco and fuel sourced from an external provider.	
<b>Kaaimangrasie mine</b> <b>(Onverdacht)</b>  38 kilometres southeast of Paramaribo and 24 kilometres east of the Paranam refinery, Suriname	We own 45% of the refining and mining joint venture. The other 55% interest is held by Suralco.	Operations/delivery of bauxite to the refinery will commence in July 2006. The mine is scheduled to be operated until August 2010.	Kaaimangrasie mine has a nominal production capacity of approximately 2 mtpa of bauxite; there are no processing facilities at the mine.	Electricity is sourced from Suralco and fuel sourced from an external provider.	
Open-cut mine  The mine is accessible by a joint venture owned haulroad. The ore is hauled by truck over a distance of 28 kilometres to the Paranam refinery.	Suralco holds the exploitation licences, issued by the Government of Suriname, over the Kaaimangrasie deposit. These licences expire in 2032.	The development of the Klaverblad mine started in July 2005.	The development of the Klaverblad mine started in July 2005. Operations/delivery of bauxite to the refinery will commence in May 2007. The mine is scheduled to be operated until August 2010.	Electricity is sourced from Suralco and fuel sourced from an external provider.	
<b>Klaverblad mine (Onverdacht)</b>  23 kilometres southeast of Paramaribo and 11 kilometres east	We own 45% of the refining and mining joint venture. The other 55% interest is held by Suralco.	The development of the Klaverblad mine started in July 2005.	The development of the Klaverblad mine started in July 2005. Operations/delivery of bauxite to the refinery will commence in May 2007. The mine is scheduled to be operated until August 2010.	Electricity is sourced from Suralco and fuel sourced from an external provider.	

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<p>of the Paranam refinery, Suriname</p>	<p>We manage all mining operations.</p>	<p>Operations/delivery of bauxite to the refinery will commence in May 2007. The mine is scheduled to be operated until August 2010.</p>	
<p>Open-cut mine</p>	<p>Suralco holds the exploitation licences, issued by the Government of Suriname, over the Klaverblad deposit. These licences expire in 2032.</p>		
<p>The mine is accessible by a joint venture- owned haulroad. The ore is hauled by truck over a distance of 17 kilometres to the Paranam refinery.</p>			
<p><b>Coermotibo</b></p>	<p>We own 45% of the Coermotibo joint venture. The other 55% interest is held by Suralco.</p>	<p>The Coermotibo mine started operations in 1991. Based on reserves the mine will be depleted in 2007. Remnants mining will continue after that time.</p>	<p>Coermotibo mine has a nominal production capacity of 1.7 mtpa; there are primary crushing and barge loading facilities but no beneficiation or other processing facilities.</p>
<p>150 kilometres east of Paranam, Suriname</p>	<p>We manage all mining operations.</p>		
<p>Surface strip mine</p>	<p>Suralco holds exploitation licences over the bauxite issued by the Government of Suriname. These licences expire in 2032.</p>		<p>Coermotibo generates its own electricity from power generators that run on diesel fuel.</p>
<p>The mine is accessible by joint venture-owned haulroads.</p>			
<p>The ore is hauled to the Coermotibo crushing and loading facility and subsequently barged along the Commewijne river to the Paranam refinery.</p>			

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<b>Name, location and type of mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>MRN</b>  Oriximina, State of Pará, Brazil	We own 14.8% of MRN. The other 85.2% is owned by affiliates of Alcoa (18.2%), Alcan (12%), Companhia Brasileira de Alumínio CBA (10%), CVRD (40%) and Norsk Hydro (5%).	Production started in 1979 and the last expansion occurred in 2003.	MRN beneficiation facilities consist of a crushing unit and a washing unit and a conveyer belt that transports the ore between the 2 units. The bauxite nominal production capacity is approximately 17 mtpa.
Open-cut mines	MRN holds valid mining rights to all its reserves until exhaustion of the reserves.		MRN has its own power generation station using fuel oil.

The mine is accessible by joint venture-owned haulroads. A joint venture-owned railroad connects the 28 kilometres between the plant and the port.

**Information on the Aluminium CSG's aluminium smelters and alumina refineries**

<b>Operation and location</b>	<b>Ownership, operation and title</b>	<b>Plant type/product</b>	<b>Capacity and power source</b>
<b>Hillside aluminium smelter</b>  Richards Bay, 200 kilometres north of Durban, KwaZulu-Natal province, South Africa	We own and operate the smelter.	The Hillside smelter uses the Aluminium Pechiney AP35 technology to produce standard aluminium ingots and aluminium T-Bars.	The nominal production capacity of the smelter is 0.704 mtpa of primary aluminium.
<b>Bayside aluminium smelter</b>  Richards Bay, 200 kilometres north of Durban, KwaZulu-Natal province, South Africa	We own and operate the smelter.	The Bayside smelter uses Alusuisse pre-bake and Soderberg self-bake technologies to produce primary aluminium. Bayside uses its own aluminium and liquid aluminium acquired from Hillside to also produce a range of value added products, such as wheel rim alloy, rod and rolling ingot.	The plant's power requirements are sourced from the national power supplier Eskom under a long-term contract with prices linked to the LME price for aluminium.
	The harbour silos, buildings and overhead conveyors are owned by Hillside, but Bayside is the principal lessee of the land for the export stockyard, liquid pitch terminal and the silo site, which are used by Hillside and Bayside.		The plant's power requirements are sourced from the national power supplier Eskom under a long-term contract with prices linked to the LME price for aluminium.

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principal lessee of the land for the export stockyard, liquid pitch terminal and the silo site, which are used by Hillside and Bayside.

### **Mozal aluminium smelter**

17 kilometres from Maputo, Mozambique

We hold a 47.1% interest in the Mozal joint venture and operate the smelter. The other 52.9% is owned by Mitsubishi (25%), Industrial Development Corporation of South Africa (24%) and the Government of Mozambique (3.9%).

The joint venture has a 50-year right to use the land, renewable for another 50 years under a Government concession.

The Mozal aluminium smelter uses the Aluminium Pechiney AP35 technology to produce standard aluminium ingots.

The nominal production capacity of the smelter is 0.563 mtpa.

The plant's power requirements are purchased from Motraco under an agreement that provides for a fixed tariff for the majority of electricity through to 2012 and LME-linked pricing thereafter.

### **Worsley alumina refinery**

Approximately 55 kilometres northeast of Bunbury, Western Australia, Australia

We own 86% of this asset through the Worsley joint venture. The other 14% is owned by Sojitz Alumina (4%) and Japan Alumina Associates (10%).

Worsley Alumina Pty Ltd is the manager of the joint venture on behalf of the participants. Worsley Alumina Pty Ltd has the same ownership structure as the Worsley joint venture.

We hold a 2,480 hectare refinery lease from the Western Australian Government. In 2004, we renewed the lease for a second 21-year term. A further 21-year renewal is available.

The Worsley alumina refinery uses the Bayer process to produce metallurgical grade alumina, which is used as feedstock for aluminium smelting.

The nominal production capacity is 3.5 mtpa.

Power and steam needed for the refinery are provided by a joint venture-owned onsite coal power station and a non-joint venture-owned on-site gas fired power station.

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<b>Operation and location</b>	<b>Ownership, operation and title</b>	<b>Plant type/product</b>	<b>Capacity and power source</b>
<b>Paranam refinery</b>	We own 45% of the Paranam joint venture. The other 55% of the joint venture is owned by Suralco.	The Paranam alumina refinery utilises the Bayer process to produce metallurgical grade alumina, which is used as feedstock for aluminium smelting.	Capacity is 2.2 mtpa. The Paranam refinery generates its own power.
Paranam, Suriname	Suralco manages the alumina refining.		
	The joint venture holds freehold title to the property, plant and equipment in a 45-55% split between the 2 joint venture partners.		
<b>Alumar</b>	The Alumar consortium is an unincorporated joint venture that holds the smelter, refinery, ingot plant and support facilities.	The alumina refinery and aluminium smelter use Alcoa technology to produce aluminium ingots.	The refinery complex was last expanded in June 2005, achieving annual capacity of 1.5 mtpa.
São Luís, Maranhão, Brazil	We own 40% of the aluminium smelter. The other 60% is owned by Alcoa Aluminio SA (Alcoa).		The smelter has a nominal annual capacity of approximately 0.450 mtpa of primary aluminium.
	We own 36% of the alumina refinery. The other 64% is owned by Alcoa and its affiliate Abalco SA (35.1% and 18.9% respectively) and Alcan (10%).		The electricity requirements are supplied by Brazilian public power generation concessionaire Electronorte, pursuant to a 20-year contract.
	The consortium comprises an integrated port, an alumina refinery and an aluminium smelter together with areas for the production of anodes and aluminium ingots.		
	All the above are freehold interests of the joint venture participants.		
<b>Valesul Aluminio SA</b>	We owned 45.5% of the Valesul Aluminio SA joint venture. The other 54.5 % is owned by	The Valesul aluminium smelter uses P19 Reynolds technology to produce primary aluminium.	The capacity of the smelter is 96,000 tonnes per annum. It also has the capacity to remelt another



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Rio de Janeiro, Brazil

Companhia Vale do Rio Doce (CVRD). In August 2006, we completed the sale of our share of the joint venture to CVRD.

21,000 tonnes per annum of aluminium scrap.

Integrated smelter facility owned by Valesul and operation of a leased port terminal.

The smelter draws approximately 42% of its power consumption from 4 local hydroelectric plants that it partially owns. The remaining power is acquired under long-term contracts at market rates.

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### **Development projects**

#### *Worsley*

In 2004, we commenced the US\$192 million (our share US\$165 million) Worsley Alumina Development Capital Project (DCP). The DCP, which is now mechanically complete, will result in a 0.250 mtpa increase in alumina production (0.215 mtpa our share) to 3.500 mtpa. Ramping up to full production is currently in progress and we expect the final costs to be close to budget.

#### *Suriname*

The joint venture is currently developing the Kaaimangrasie and Klaverbad deposits, which will replace the current Lelydorp and Coermotibo operations upon depletion. The Kaaimangrasie mine began operation on 1 July 2006.

#### *Alumar*

In December 2005, we approved a project to expand the refinery, which will increase annual alumina production capacity by 2.0 mtpa (0.700 mtpa our share) to 3.5 mtpa (1.3 mtpa our share). We have estimated that our share of this investment will total US\$518 million.

### **Exploration**

In Suriname, BHP Billiton and Suralco jointly hold the exploration licence over the Bakhuis region in western Suriname. The rights over this 2,780 square kilometre terrain were granted in November 2003 for a period of 25 months with options for extension. The exploration phase has been finalised in November 2005, and BHP Billiton and Suralco are currently entering the negotiations with the Government of Suriname in order to obtain the exploitation rights for the Bakhuis area.

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### ***Base Metals Customer Sector Group***

Through operations in Chile, Australia and Peru our Base Metals CSG mines copper, silver, lead, zinc, molybdenum, uranium and gold. We have five primary products:

copper concentrates

copper cathodes

uranium oxide

lead concentrates

zinc concentrates.

Some of the ores we mine contain significant quantities of silver and gold, which remain in the base metal concentrates we sell. We receive payment credits for silver and gold recovered by our customers in the smelting and refining process. In addition, we produce gold and silver bullion at our Olympic Dam smelting and refining operation.

Our portfolio of large, low-cost mining operations includes the Escondida mine in Chile, which is the world's largest source of copper. We are also developing a number of greenfield and brownfield copper mining projects. In addition to conventional mine development, we are also pursuing advanced bioleaching technology, which we believe has the potential to achieve significant reductions in the cost of producing base metals.

### **Copper**

Our majority-owned Escondida copper mine in northern Chile has separate processing streams producing high-quality copper concentrate and pure copper cathode. Our other key copper assets are the Cerro Colorado copper mine in northern Chile, the Antamina copper and zinc operations in Peru and the Olympic Dam copper and uranium mine in Australia.

In 2005-06, our share of total production was in excess of 1.2 mtpa of copper in cathode and contained in concentrate. We provide base metals concentrates to smelters and copper cathode to rod and brass mills and casting plants around the world. We sell the majority of our copper cathode production on annual contracts with a fixed premium and the majority of our copper concentrate production to smelters under long-term contracts with treatment and refining charges negotiated mainly on an annual or bi-annual basis. The price of contained copper is determined by the prevailing LME market price generally for cathodes in the month after shipment and for concentrate three months after shipment. The remainder is sold on a spot basis.

During June 2006, we sold our interest in the Tintaya copper mine in Peru. The profit on disposal was US\$296 million (net of a taxation charge of US\$143 million).

In June 2005, an earthquake measuring 7.9 on the Richter scale affected the region in which the Cerro Colorado mine is located. Normal road accessibility for heavy trucks was suspended for two weeks and production was halted for two months, then gradually ramped up, returning to pre-earthquake levels in January 2006.

### **Copper zinc**

Our Antamina mine in Peru produces both copper and zinc concentrates. We sell most of our copper and zinc concentrates to third party smelters. The remainder of our production is mostly sold to merchants.

**Copper uranium**

Our Olympic Dam copper and uranium mine in South Australia is our only asset producing uranium oxide. The bulk of uranium production is sold under long-term, fixed price sales contracts with overseas electricity generating utilities. Gold and silver produced are sold to the Perth Mint, Australia. We acquired Olympic Dam as part of our acquisition of WMC in June 2005.

The Olympic Dam Ore reserves reported in the Ore Reserves section show an overall decrease (proved plus probable, and exclusive of production) of 382 million dry tonnes at 0.9 per cent Cu, 0.3kg/tonne U<sub>3</sub>O<sub>8</sub>, 0.2g/t Au and 1.7 g/t Ag from that reported in June 2005, albeit this year at a slightly higher grade. Since the acquisition of Olympic Dam in June 2005, we have been reviewing the future operating and development plans. The June 2006 reserve is based on a revised life-of-mine plan developed in the first half of calendar 2006 that includes only the mining of underground stopes by current methods. It does not include mining of lower grade areas by sub-level cave or other alternative underground methods as included in last year's Report.

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These lower grade areas in the northern mine, together with the total southern mine area deposit, are the subject of extensive feasibility studies. On completion of these studies, which include both open-cut and underground sub-level and block caving methods, the reserves will be restated.

Currently, drilling is continuing at Olympic Dam to define the extent of mineralisation.

### **Silver, lead and zinc**

Cannington is the world's largest single mine producer of both silver and lead and a significant producer of zinc.

The majority of Cannington's lead and zinc concentrate production for the 2006-07 fiscal year is committed under long-term contracts with smelters in Australia, Korea, Japan and Europe at prices linked to the relevant LME prices. The balance is allocated to the spot market, primarily to Chinese buyers.

Following an assessment of ground conditions in May 2006, we accelerated the program decline and stope access rehabilitation to improve safety conditions. This program, which we expect to be complete in December 2006, will reduce production by approximately 20 per cent throughout the period. The cost associated with this program is expected to be approximately US\$25 million.

### **Information on Base Metals mining operations**

Detailed descriptions of our producing assets are listed in the tables below. These tables should also be read in conjunction with the production and reserves tables below.

<b>Name, location and type of mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>Copper</b>			
<b>Escondida</b>	The mine is owned and operated by Minera Escondida Limitada.	Original construction of the operation was completed in 1990. The project has since undergone 4 phases of expansion at an additional cost of US\$2,125 million (100% terms) plus US\$451 million (100% terms) for the construction of an oxide plant.	Escondida has 2 processing streams: 2 concentrator plants in which high-quality copper concentrate is extracted from sulphide ore through a floatation extraction process; and a solvent extraction plant in which leaching, solvent extraction and electrowinning are used to produce copper cathode.
Atacama Desert, at an altitude of approximately 3,100 metres and 170 kilometres southeast of Antofagasta, Chile	We own 57.5% of Minera Escondida. The other 42.5% is owned by affiliates of Rio Tinto (30%), the JECO Corporation (10%) a consortium represented by Mitsubishi Corporation (7%), Mitsubishi Materials Corporation (1%), Nippon Mining and Metals (2%) and the International Finance Corporation (2.5%).	In October 2005, the Escondida Norte expansion was completed at a cost of US\$431 million (100% terms).	Nominal production capacity is 3.2 mtpa of copper concentrate and 150,000 tonnes per annum of copper cathode.
2 open-cut pits			
The mine is accessible by public road.	Minera Escondida Limitada holds a mining concession from the Chilean state that remains valid indefinitely (subject to payment of annual fees).	In June 2006, the Escondida Sulphide Leach copper project achieved first production. The approved cost for the project was US\$870 million (100% terms).	The new Sulphide Leach project will have the capacity to produce 180,000 tonnes per annum of copper cathode.
Copper cathode is transported by privately-owned rail line to the Antofagasta port (government-operated) or Mejillones port (privately-operated).			

Copper concentrate is transported by company pipeline to its Coloso port facilities.

Separate transmission circuits provide power for the Escondida mine facilities. These transmission lines, which are connected to Chile's northern power grid, are Company-owned and are sufficient to supply Escondida post Phase IV. Electricity is purchased under contracts with local generating companies.

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Name, location and type of	Ownership, operation and	History	Facilities and power source
<p><b>mine and access</b> <b>Tintaya</b></p> <p>270 kilometres from Arequipa and Cusco at an altitude of approximately 4,000 metres, Southern Andes, Peru</p>	<p><b>title/lease</b></p> <p>Prior to its sale to Xstrata, we owned 99.95% of Tintaya.</p>	<p>We held mining rights from the Peruvian state over the Tintaya mine and operations.</p> <p>Production commenced in 1984. An acid leach plant for oxide ore commenced commercial operation in June 2002 in order to reduce operating costs.</p>	<p>Tintaya has 2 processing streams: a concentrator plant in which high- quality copper concentrate is extracted from sulphide ore through a floatation extraction process; and a solvent extraction plant in which leaching, solvent extraction and electrowinning are used to produce copper cathode.</p>
Open-cut mine		<p>We sold Tintaya in June 2006, with an effective date of 1 June 2006.</p>	<p>Capacity was 80,000 tonnes per annum of copper concentrate and 38,000 tonnes per annum of copper cathode.</p>
<b>Cerro Colorado</b>	We own and operate the mine.	<p>Commercial production at Cerro Colorado commenced in June 1994.</p>	<p>Cerro Colorado's facilities for this process include 2 primary, secondary and tertiary crushers, leaching pads and solvent extraction and electrowinning plants. Current capacity is 120,000 tonnes per annum.</p>
<p>Atacama Desert at an altitude of 2,600 metres, approximately 125 kilometres east of Iquique, Chile</p>	<p>We hold a mining concession from the Chilean state that remains valid indefinitely (subject to payment of annual fees).</p>	<p>Expansions took place in 1995 and 1998. Plant modifications were completed during calendar year 2004 at a cost of US\$62 million to increase the mine's crushing capacity, leach pad area and mine fleet.</p>	<p>Two suppliers, Edelnor SA and Compañía Electrica Tarapacá SA, supply power under long-term contracts to the facilities through the northern Chile power grid.</p>
Open-cut mine			
<p>The mine is accessible by public road.</p>			
<p>Cathode production is trucked 125 kilometres to port at Iquique, which is privately operated.</p>			
<b>Copper uranium</b>			
<b>Olympic Dam</b>	<p>We own and operate Olympic Dam.</p>	<p>Production of copper began in 1988. Between 1989 and 1995 the production rate was increased, ultimately raising the ore mining capacity to approximately 3 mtpa.</p>	<p>Underground mine extracts copper uranium ore and hauls the ore by an automated train network feeding underground crushing, storage and ore hoisting facilities.</p>
<p>560 kilometres northwest of Adelaide, South Australia, Australia</p>	<p>The mining lease was granted by the Government of South</p>		

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Underground mine	Australia by an Act of Parliament for the period of 50 years from 1982, with a right of extension for a further period of 50 years.	During 2002, Olympic Dam completed an optimisation project. A new copper solvent extraction plant was commissioned in the first quarter of 2004.	Processing plant consists of 2 grinding circuits in parallel and a multi-stage copper sulphide flotation circuit. The copper concentrates treatment route consists of an acid leach and filtration plant, a drying plant, an Outokumpu flash furnace with 2 anode casting furnaces, an ISA electro-refinery and a refinery to recover gold and silver. The flotation tailings treatment route consists of an acid leach and counter current decantation (CCD) circuit, copper and uranium solvent extraction plants, a copper electrowinning plant and a precipitation and calcining plant for uranium concentrates.
The mine is accessible by public road. Copper cathode and electrowon copper is transported by public road to public ports.	We acquired Olympic Dam as part of our acquisition of WMC in 2005.		



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Name, location and type of mine and access	Ownership, operation and title/lease		History	Facilities and power source
				Process plant capacity is approximately 215,000 tonnes per annum of copper and 4,000 tonnes per annum of uranium oxide concentrates.
			Power for the Olympic Dam operations is supplied via a 275kV powerline from Port Augusta, transmitted by ElectraNet in accordance with the National Electricity Code and the Electricity Act 1996 (SA).	The principal project facilities include a primary crusher, a nominal 70,000 tonnes per day concentrator, copper and zinc floatation circuits and a bismuth/moly cleaning circuit, a 300 kilometre concentrate pipeline with single-stage pumping and port facilities at Huarmey. The pipeline design throughput is 1.8 dry mtpa.
<b>Copper zinc</b>				
<b>Antamina</b>				
270 kilometres north of Lima at an altitude of 4,300 metres, Peru	Antamina is owned by Compañía Minera Antamina SA (CMA), in which we hold a 33.75% interest. The remaining interests are held by Xstrata (33.75%), Teck Cominco (22.5%) and Mitsubishi (10%).	The Antamina project achieved commercial production in October 2001.		
Open-cut mine	CMA is the operator of the mine.			
The mine is accessible by a company-maintained 115 kilometre access road.	CMA holds mining rights from the Peruvian state over the Antamina mine and operations. These rights can be held indefinitely, contingent upon the annual payment of licence fees and the supply of information on investment and production.			Power to the mine site is being supplied under long-term contracts with individual power producers through a 58 kilometre, 220 kV transmission line, which is connected to Peru's national energy grid.
A 300 kilometre pipeline transports the copper and zinc concentrates to the port of Huarmey.				
<b>Silver, lead and zinc</b>				
<b>Cannington</b>				The beneficiation plant consists of a primary grinding circuit (AG mill), secondary grinding circuit (tower mill), pre-flotation circuit, fine lead flotation circuit, coarse lead flotation circuit, zinc flotation circuit, concentrate and tailings thickening, lead and zinc
300 kilometres southeast of Mt Isa, Queensland, Australia	The Cannington deposit is contained within mining leases granted to us by the state of	The deposit was discovered in 1990. Concentrate production commenced in October 1997.		

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Underground mine	Queensland in 1994 and which expire in 2029.	In February 2003, the Cannington Growth Project commenced to improve mill throughput and metal recovery. The project was completed during 2005.	concentrate leaching circuits, lead and zinc concentrate filtration circuit and a paste plant.
			Nominal capacity is 3.1 mtpa.
			A power station, consisting of a combination of gas-fired and diesel-fired engines, located at Cannington is operated under contract to supply power solely to Cannington.
	Product is transported 187 kilometres by road to Yurbi, a company-owned loading facility, where it is loaded on public rail and transported to a public port.		

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### **Development projects**

#### *Escondida Norte and Escondida Sulphide Leach*

In October 2005, we commenced mining the Escondida Norte orebody, which was developed at a cost of US\$431 million (100 per cent terms). In June 2006, first cathode was produced from a newly constructed bioleaching facility to process previously stockpiled low-grade sulphide ore. The project costs are being finalised and are expected to be close to the budget of US\$870 million (100 per cent terms) excluding foreign exchange impacts of the stronger Chilean peso.

#### *Spence*

In October 2004, we approved the development of the Spence open-cut copper mine. The project is currently within the budget of US\$990 million excluding foreign exchange impacts of the stronger Chilean peso. The project is located 150 kilometres northeast of the port city of Antofagasta and 50 kilometres southeast of the mining city of Calama in the Atacama Desert of northern Chile. The project will produce copper cathode by acid and bacterial leaching followed by sulphide solvent extraction and electrowinning. The project will have a nominal capacity of 200,000 tonnes of copper cathode and an estimated mine life of 19 years. Electrical power will be supplied via a 70 kilometre high-voltage transmission line connected to Chile's northern power grid. Spence will own this transmission line and purchase electricity under contracts from a local generating company. First cathode production is scheduled for the second quarter of the 2006-07 financial year.

#### *Olympic Dam*

Due to the size of the Olympic Dam orebody, there is potential to further increase the size of the operation over and above the current capacity. A pre-feasibility study is currently being undertaken to examine capacity expansion options. The scope of the pre-feasibility studies will address operational capacity, mining methods, processing and smelter options and the infrastructure, health, safety and environmental practices required to support the expansion options. A substantial expansion of Olympic Dam will require completion of feasibility studies and subsequent Board approvals as well as various regulatory and governmental approvals covering a range of operational matters.

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### ***Carbon Steel Materials Customer Sector Group***

Our Carbon Steel Materials CSG is a leading supplier of core raw materials and services to the global steel industry producing and marketing a full range of steel-making raw materials: iron ore, coking coal and manganese ore and alloys. We have mines in Australia, Brazil and South Africa.

#### **Iron ore**

Our principal iron ore operations are based in the Pilbara region of northwestern Australia. Through a series of 100 per cent BHP Billiton-owned and majority-owned joint ventures we mine iron ore from a number of open-cut mines and transport it by our own rail network to our port facilities at Port Hedland. We also hold a 50 per cent interest in an iron ore mine in Brazil. We sell lump ore and fines from Australia and Samarco sells pellets from Brazil to steel producers, which are principally exported to China, other countries in Asia, Africa and the Middle East, Europe and the United States, generally under long-term contracts with prices set annually. Iron ore mined from Yandi, Jimblebar and Mt Goldsworthy Area C deposits is sold under marketing arrangements that are detailed in the footnotes to the production and reserves tables.

On 24 August 2005, we announced the permanent closure of the hot briquetted iron production facilities at our wholly-owned Boodarie Iron plant in Western Australia. We intend to retain the Boodarie Iron beneficiation plant to complete feasibility studies into longer-term options for our lower-grade iron ore.

#### **Metallurgical coal**

We mine metallurgical coal in Australia and sell it to steel producers in Japan, Europe, Korea, India, Taiwan, Brazil, China and Australia generally under annual contracts.

Together with Mitsubishi Development Pty Ltd, we own six open-cut coal mines, two underground coal mines and a port in the Bowen Basin, Queensland, Australia. These coal mining operations are managed through BM Alliance Coal Operations Pty Ltd (BMA), a jointly owned entity, and the coal produced is marketed through another jointly owned entity, BM Alliance Coal Marketing Pty Ltd. These mines are separated into two joint venture structures in which we have a 50 per cent interest, namely the Central Queensland Coal Associates (CQCA) joint venture and the Gregory joint venture. Mitsubishi Development Pty Ltd has the remaining 50 per cent interest in these two joint ventures. In addition, BMA operates one other Bowen Basin mine, and is in the development phase for another, for BHP Mitsui Coal Pty Ltd, in which we have an 80 per cent interest. The majority of the coal production is high-quality metallurgical coal used for steelmaking.

The CQCA joint venture owns and operates the Hay Point coal terminal in Mackay, Queensland, through which most of the venture's coal is shipped. Hay Point handles around 35 mtpa and can accommodate bulk carriers of up to 230,000 deadweight tonnes.

We also own and operate four underground coal mines in the Illawarra region of New South Wales (Australia). Coal from these mines is either sold to BlueScope Steel's Port Kembla Steelworks or shipped to domestic and international customers.

#### **Manganese**

We hold our South African manganese interests via a 60 per cent holding in Samancor Manganese. In South Africa, Samancor produces manganese ore from two mines at Hotazel in the Northern Cape Province, produces manganese alloy at a plant (Metalloys) in Gauteng Province and has a 51 per cent interest in Manganese Metal Company, a producer of electrolytic manganese metal. During 2005-06, Samancor Manganese sold its 100 per cent interest in DMS Powders, a business producing atomised and milled ferrosilicon, to a Black Economic Empowerment (BEE) consortium. In July 2006, the Company purchased Mitsui's 50 per cent shareholding in Advalloy (Pty) Ltd, the refined alloy producer in Gauteng Province, making Samancor Manganese the 100 per cent owner of Advalloy. In Australia the business produces ore at Groote Eylandt in the Northern Territory (GEMCO) and manganese alloys in northern Tasmania (TEMCO). We have a 60 per cent effective ownership of both GEMCO and TEMCO. We are the managers of all the above operations.

We sell manganese ore to alloyers principally in Asia, Europe, Australia and South Africa. Approximately two-thirds of these sales are priced annually. The rest are priced quarterly or occasionally on a spot basis. We sell manganese metal and alloys principally to steelmakers under long-term contracts that usually provide for quarterly adjustment of prices, either by negotiation or reference to published market prices.



**Table of Contents****Information on Carbon Steel Materials mining operations**

A detailed description of our producing assets is listed in the following tables. These tables should also be read in conjunction with the production table and reserves table below.

**Name, location and type of****mine and access  
Iron Ore****Ownership, operation and title/lease****History****Facilities and power source****Mt Newman joint venture**

Pilbara region, Western Australia, Australia

We hold an 85% interest in the Mt Newman joint venture. The other 15% is held by Mitsui ITOCHU Iron (10%) and ITOCHU Minerals and Energy of Australia (5%).

Production began at the Mt Whaleback orebody in 1969.

At Mt Whaleback, primary and secondary crushing plants (capacity of 35 mtpa); a heavy media beneficiation plant (capacity of 8 mtpa) and a train-loading facility.

Open-cut mine

Production continues to be sourced from the major Mt Whaleback orebody, complemented by production from orebodies 18, 23, 25, 29 and 30.

We are the operators.

At orebody 25, an additional primary and secondary crushing plant (capacity of 8 mtpa).

The mine is accessible by public road and Company- owned rail to the joint venture's Nelson Point shipping facility at Port Hedland.

Mining lease under the Iron Ore (Mt Newman) Agreement Act 1964, that expires in 2009 with the right to successive renewals of 21 years.

A crusher and train-loading facility at a cost of US\$85 million have been constructed at orebody 18.

Power comes from Alinta Dewap's Newman gas-fired power station via Company-owned powerlines.

**Yandi joint venture**

We hold an 85% interest in the Yandi joint venture. The other 15% is held by Mitsui Iron Ore Corporation (7%) and ITOCHU Minerals and Energy of Australia (8%).

We began development of the orebody in 1991 with an initial capacity of 10 mtpa. The first shipment occurred in 1992.

Two processing plants and a primary crusher and overland conveyor are used to crush and screen ore and deliver it to one of two train-loading facilities.

Pilbara region, Western Australia, Australia

Capacity was progressively expanded between 1994 and 2003 and is currently 42 mtpa.

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<p>Open-cut mine</p> <p>The mine is accessible by public road and Company- owned rail to the Nelson Point shipping facility at Port Hedland.</p>	<p>An independent contract mining company is the operator of the mine.</p> <p>Mining lease under the Iron Ore (Marillana Creek) Agreement Act 1991 expires in 2012 with renewal right to a further 42 years.</p>	<p>Power comes from the Alinta Dewap-owned Newman power station via Company-owned powerlines.</p>	
<p><b>Jimblebar</b></p>	<p>We own 100%.</p>	<p>Production at Jimblebar began in March 1989.</p>	<p>Primary and secondary crushing plant (capacity of 8 mtpa).</p>
<p>Pilbara region, Western Australia, Australia</p>	<p>An independent contract mining company is the operator of the mine.</p>	<p>The ore currently being produced is blended with ore produced from Mt Whaleback and satellite orebodies 18, 23, 25, 29 and 30 to create the Mt Newman blend.</p>	<p>Power comes from the Alinta-owned Newman power station via Company-owned powerlines.</p>
<p>Open-cut mine</p> <p>The mine is accessible by public road and Company- owned rail to Port Hedland via a 30 kilometre spur line linking with the main Newman to Port Hedland railway.</p>	<p>Mining lease under the Iron Ore (McCamey s Monster) Agreement Authorisation Act 1972 expires in 2009 with the rights to successive renewals of 21years.</p>		

**Table of Contents****Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<p><b>Mt Goldsworthy joint venture</b></p> <p>Pilbara region, Western Australia, Australia</p>	<p>We hold an 85% interest in the Mt Goldsworthy Joint Venture. The other 15% is held by Mitsui Iron Ore Corporation (7%) and ITOCHU Minerals and Energy of Australia (8%).</p>	<p>Operations originally commenced at the Mt Goldsworthy project in 1966 and the Shay Gap mine in 1973. The original mine closed in 1982 and the associated Shay Gap mine closed in 1993. Since then, mining has continued from the adjacent Nimingarra and Yarrie areas.</p>	<p>Two primary crushers exist, one at Yarrie and the other at Nimingarra, with a combined capacity of 8 mtpa.</p>
<p>Open-cut mine</p>	<p>An independent contract mining company is the operator of the mine.</p>	<p>We opened Area C mine in 2003.</p>	<p>An ore processing plant is located at Area C (capacity of 23 mtpa) but is currently being upgraded to 42 mtpa, which is expected to be completed in 2007. A primary crusher and overland conveyor are currently under construction.</p>
<p>The mine is accessible by public road and Company-owned rail to the joint venture's Finucane Island shipping facilities and the Nelson Point shipping facilities, both located at Port Hedland.</p>	<p>Four mineral leases under the Iron Ore (Mt Goldsworthy) Agreement Act 1964 and the Iron Ore (Goldsworthy Nimingarra) Agreement Act 1972, which have expiry dates between 2007 and 2014 with rights to successive renewals of 21 years.</p>	<p>At the beginning of September 2006, we suspended C Berth shiploading operations at Finucane Island as part of Rapid Growth Project 3 (RGP3) expansion works. The C Berth shiploading operations will recommence at the completion of RGP3 as described below.</p>	<p>Power for Yarrie and Nimingarra is sourced via overhead powerlines from the Port Hedland gas-fired powered station operated by Alinta Dewap.</p>
<p>Our railway spur links Area C mine to the Newman main line.</p>	<p>A number of smaller mining leases granted under the Mining Act 1978 in 2005.</p>		<p>Area C sources its power from the Newman power station also operated by Alinta Dewap.</p>
<p><b>Samarco</b></p> <p>Southeast Brazil</p>	<p>We own 50% of Samarco. The other 50% is owned by Companhia Vale do Rio Doce (CVRD). Samarco is operated as an independent business with its own management team.</p>	<p>Production began at the Germano mine in 1977 and at the Alegria complex in 1992. The Alegria complex has now replaced the depleted Germano mine. The last expansion occurred in 1997 when a second pellet plant was built. In 2005 an optimisation project increased pellet feed and pellet production.</p>	<p>There is a 396 kilometre iron ore slurry pipeline integrating the mining complex to pellet plants.</p>
<p>Open-cut mine</p>	<p>The Brazilian Government has granted mining concessions to Samarco as long as it mines the Alegria Complex according to an agreed plan.</p>		<p>An iron ore beneficiation plant has a capacity of 16.5 mtpa.</p>
<p>The mine is accessible by public road. Conveyor belts transport iron ore to the beneficiation plant and a 396 kilometre slurry pipeline transports pellet feed to the pellet plants on the coast.</p>			<p>Two pellet plants have a total capacity of 14.0 mtpa.</p>
			<p>Samarco operates one hydroelectric power plant and has a 49% stake in another. These plants furnish approximately 35% of electricity requirements.</p>



Iron pellets are exported via private port facilities.

Samarco has signed an agreement expiring in 2013 to purchase remaining power needs from a local concessionaire that operates hydroelectric power plant.

**Metallurgical coal**

**Central Queensland Coal Associates joint venture**

Bowen Basin, Queensland, Australia	We own 50% of the CQCA joint venture. Mitsubishi owns the other 50%.	Goonyella mine, which commenced in 1971, merged with the adjoining Riverside mine in 1989 and is operated as the Goonyella Riverside mine. Reserves at the Riverside mine were depleted in 2005.	All coal is beneficiated at on-site processing facilities, which have a combined capacity in excess of 51.5 mtpa.
Goonyella Riverside,	BMA Coal Operations, a joint venture entity, is the operator of the mines.		Power is sourced from the state of Queensland's electricity grid.
Peak Downs, Saraji, Norwich Park and Blackwater are open-cut mines. Broadmeadow is a longwall underground mine.	Leases for the CQCA mines have expiry dates between 2008 and 2024 and are renewable for such further periods as the Queensland Government allows.	Peak Downs commenced production in 1972. Saraji mine commenced production in 1974. Norwich Park commenced production in 1979.	
The mines are accessible by public road. All coal is transported on Government-owned railways to the port of Hay Point near Mackay (incorporating CQCA's Hay Point coal terminal and the Dalrymple Bay coal terminal) and the port of Gladstone.		Blackwater mine commenced production in 1967. South Blackwater and Blackwater mines were integrated in mid 2001.	
		Broadmeadow, a new underground mine developed on the Goonyella mining lease, commenced longwall operations in August 2005.	

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**Name, location and type of**

**mine and access**

**Ownership, operation and title/lease**

**History**

**Facilities and power source**

**Gregory joint venture**

We own 50% of the Gregory joint venture. Mitsubishi Development Pty Ltd owns the other 50%.

The Gregory mine became operational in 1979.

All coal is beneficiated at on-site processing facilities, which have a combined capacity in excess of 5 mtpa.

Bowen Basin, Queensland, Australia

BMA Coal Operations, a joint venture entity is the operator of the mines.

Crinum mine commenced longwall production in 1997.

Power is sourced from the state of Queensland's electricity grid.

Gregory is an open-cut mine.

Crinum is a longwall underground mine.

Leases have expiry dates between 2006 and 2019 and are renewable for such further periods as the Queensland Government allows.

The mines are accessible by public road. All coal is transported on Government-owned railways to the port of Hay Point near Mackay (incorporating CQCA's Hay Point coal terminal and the Dalrymple Bay coal terminal) and the port of Gladstone.

**BHP Mitsui Coal joint venture**

We own 80% of the BHP Mitsui Coal joint venture. Mitsui and Co owns the other 20%.

The joint venture commissioned Riverside, an open-cut mine, in 1983. Reserves were depleted in 2005.

South Walker Creek coal is beneficiated at on-site processing facilities with a capacity to produce 4.0 mtpa of coal.

Bowen Basin, Queensland, Australia

BMA manages the mines, which are operated through independent contractors.

South Walker Creek became operational in 1998 producing pulverised coal injection (PCI) product and minor quantities of by-product energy coal.

Poitrel mine has entered into a joint venture agreement with the adjacent Millennium Coal mine to share coal processing and rail loading facilities.

South Walker Creek and Poitrel are open-cut mines.

Leases expire in 2020 and are renewable for such further periods as the Queensland Government allows.

The mines are accessible by public road. All coal is transported on Government-owned railways to the port of Hay Point near Mackay (incorporating CQCA's Hay Point coal terminal and the Dalrymple Bay coal terminal).

The joint venture holds additional undeveloped leases in the Bowen Basin.

Construction for the new Poitrel mine commenced in early 2006. Overburden removal operations started in July 2006, and the first coal mining is scheduled to commence in September 2006. The new mine will have a production capacity of 3.0 mtpa of coking and PCI coals.

Power is sourced from the state of Queensland's electricity grid.

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### Illawarra Coal

We are owner and operator of the Illawarra Coal mines.

Appin commenced in 1962 with longwall mining starting in 1969. The adjoining Douglas mine is being developed as a replacement for the Appin mine.

Coal is beneficiated at two processing facilities with a capacity to produce 8.8 mtpa.

Illawarra, New South Wales, Australia

Leases have expiry dates between 2010 and 2026 with renewal rights under the NSW Mining Act 1992 for periods of 21 years.

West Cliff was commissioned in 1976.

Power is sourced from the state of New South Wales electricity grid.

Underground mines

All the mines are accessible by public road. All coal is transported by road or on Government-owned railways to our major customer, BlueScope Steel's Port Kembla steelworks or to Port Kembla for shipping.

Elouera opened in 1993. Reserves were nearly depleted in 2005. Remnant longwall blocks are being developed by contract mining.

Dendrobium Mine opened in 2004-05 at a total cost of US\$200 million. A modern longwall mine, it has now replaced the Elouera mine.

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Name, location and type of mine and access Manganese	Ownership, operation and title/lease	History	Facilities and power source
<b>Hotazel Manganese Mines</b>			
Kalahari Basin, South Africa.  Mamatwan is an open-cut mine.	Samancor's wholly-owned subsidiary Hotazel Manganese Mines is the operator of Mamatwan and Wessels. The remaining 40% is owned by Anglo American.	Mamatwan was commissioned in 1964.	Mamatwan's capacity is currently 2.6 mtpa of ore and sinter. The beneficiation plant consists of primary, secondary and tertiary crushing with associated screening plants. There is a dense medium separator and a sinter plant with a capacity of 1.0 mtpa of sinter.
Wessels is an underground mine.		Wessels was commissioned in 1973.	
The mines are accessible by rail and public road. Most bulk reagents are transported by Government-owned rail. 60% of the ore produced is beneficiated locally with the balance exported via Port Elizabeth and Durban.	Samancor Manganese must sell 15% of its shareholding to a BEE entity by 2009 to comply with the South African Government's Mining Charter and scorecard. Negotiations are proceeding with possible BEE partners.		Wessels has two loaders and four haulers with an annual capacity of approximately 1.0 mtpa of ore. The processing is a simple crushing and screening circuit consisting of primary and secondary crushing circuits with associated screening capacity.
<b>Groote Eylandt Mining Company Pty Ltd (GEMCO)</b>	We own 60% of GEMCO, which owns and operates the mine. The remaining 40% is owned by Anglo American.	The mine was first commissioned in 1965.	The power source is the national utility company Eskom.  The beneficiation process consists of crushing, screening and dense media separation with lump and fines products being produced. The existing capacity is 3.1 mtpa.
Groote Eylandt, Northern Territory, Australia			
Open-cut mine	All leases situated on Aboriginal land held under the Aboriginal Land Rights (Northern Territory) Act 1976. Leases are subject to renegotiations in 2006 and 2010.		GEMCO owns and operates its own on-site diesel power generation facility.
Ore is transported from the concentrator by road train directly to our shipping facilities at the port at Milner Bay.			

**Information on the Carbon Steel Material CSG's smelters, refineries and processing plants**

<b>Operation and location</b>	<b>Ownership, operation and title</b>	<b>Plant type/product</b>	<b>Capacity and power source</b>
<b>Advalloy</b>  Meyerton, South Africa	We own 60% of Samancor Manganese, which now owns 100% of Advalloy. Samancor purchased the 50% of Advalloy that it did not previously own in July 2006.  Samancor Manganese holds freehold title over the property, plant and equipment.	Manganese alloy plant uses an electric arc furnace process producing refined manganese alloy.	Advalloy has a capacity of 82,000 tonnes per annum of medium-carbon ferromanganese in various fractions.  The power source is the national utility company Eskom.

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<b>Operation and location</b>	<b>Ownership, operation and title</b>	<b>Plant type/product</b>	<b>Capacity and power source</b>
<b>Manganese Metal Company</b>  Nelspruit and Krugersdorp, South Africa	We own 60% of Samancor Manganese, which in turn owns 51% of Manganese Metal Company. Delta Plc indirectly owns the remaining 49%.  Manganese Metal Company holds freehold title over the property, plant and equipment.	A manganese production plant at Nelspruit processing and electrorefining manganese ore into electrolytic manganese metal (via a hydrometallurgical extraction process). For economic reasons, manganese metal production was suspended at the Krugersdorp plant on 22 February 2006.	Nelspruit has a capacity of 27,000 tonnes per annum of electrolytic manganese metal.  The power source is the national utility company Eskom.
<b>Metalloys</b>  Meyerton, South Africa	We own 60% of Samancor Manganese, which in turn owns 100% of Metalloys.  Samancor Manganese holds freehold title over the property, plant and equipment.	Manganese alloy plant uses three electric arc furnaces to produce manganese alloys such as high and medium- carbon ferromanganese and silicomanganese.	370,000 tonnes of high-carbon ferromanganese (including hot metal) and 120,000 tonnes of silicomanganese in various fractions mix per annum.  The power source is the national utility company Eskom with 15 mws of power generation from waste gases.
<b>Tasmanian Electro Manganese Company (TEMCO)</b>  Bell Bay, Tasmania, Australia	We own 60% of TEMCO. Anglo American owns the remaining 40%. Samancor Manganese manages the operations.  TEMCO holds freehold title over the property, plant and equipment.	Four furnaces and a sinter plant produce ferroalloys including high-carbon ferromanganese, silicomanganese and sinter.	Nominal capacity based on the 2006 product mix is 128,500 tonnes of high-carbon ferromanganese, 125,700 tonnes of silicomanganese and 336,000 tonnes of sinter per annum.  TEMCO sources its electrical power from Aurora Energy, the state -owned power distribution and retailing company. Power in Tasmania is principally generated from hydro stations but supplemented with a 240 mw gas generation station. TEMCO also self- generates 13 mw for internal use from an on-site Energy Recovery Unit. In addition, Basslink, a 600 mw interconnector between Tasmania and Victoria came online in May 2006 and has provided additional capacity and security of supply in periods of drought.

**Development projects****Iron ore***Western Australia Iron Ore*

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We have undertaken a series of development projects referred to as Rapid Growth Projects (RGP). In February 2004, we completed an expansion of our Port Hedland facilities, which increased capacity to 100 mtpa. In October 2004, our Board approved Rapid Growth Project 2 (RGP2), which comprises mine, rail and port capacity increases through the development of orebody 18, purchase of additional rolling stock and a new car dumper at our Finucane Island facility at Port Hedland. RGP2 was to have increased system capacity to 118 mtpa by the end of the second quarter of the 2006-07 financial year. However the closure of Boodarie Iron in 2005 has reduced system capacity by one mtpa. There will also be an eight mtpa reduction in capacity due to the suspension in September 2006 of the Goldsworthy shiploading operations at Finucane Island, related to RGP3.

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RGP3 was approved by our Board in October 2005. RGP3 comprises mine rail and port expansions. Installed capacity at the Area C mine will increase by 20 mtpa by the second quarter of financial year 2007-08.

*Samarco*

In October 2005, our Board approved construction of a third pellet plant at Ponta Ubu, together with a mine expansion, a new concentrator at Germano, port enhancements and a second slurry pipeline. We estimate that the project will increase iron ore pellet capacity by 7.6 million tonnes at a cost of US\$1.18 billion (US\$590 million our share). Production is scheduled to commence during the first half of 2008.

***Metallurgical Coal***

*Maruwai (Lampunut)*

We are conducting a feasibility study into the development of a five mtpa coking coal operation under the Maruwai Coal Contract of Work agreement with the Indonesian Government. The study is expected to be completed in the third quarter of 2006-07.



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### ***Diamonds and Specialty Products Customer Sector Group***

The Diamonds and Specialty Products CSG encompasses our diamonds and titanium minerals businesses and included the fertilisers business until its sale in August 2006. Our principal operations are located in Canada, South Africa, Mozambique and Australia.

During the 2005-06 fiscal year, our minerals exploration and technology functions were removed from the Diamonds and Specialty Products CSG.

#### **Diamonds**

The cornerstone of our diamonds business is the EKATI Diamond Mine. EKATI has produced an average of approximately four million carats of rough diamonds annually over the last two years. Due to changes in available ore sources, future rough diamond production may vary from historical levels. Annual sales from EKATI (including minority shares) represent around 3 per cent of current world rough diamond supply by weight and 6 per cent by value.

We sell most of our rough diamonds to international diamond buyers through our Antwerp sales office. We sell up to 10 per cent of our rough diamonds to two Canadian manufacturers, and we sell both polished and rough diamonds directly to jewellers. We sell polished diamonds, manufactured through contract polishing arrangements, through our CanadaMark and AURIAS<sup>SM</sup> brands.

#### **Titanium minerals**

Our interest in titanium minerals consists of our 50 per cent effective interest in Richards Bay Minerals (RBM) in South Africa, and the Corridor Sands and TiGen minerals sands projects in Mozambique.

RBM is a leading producer of titania slag, high-purity pig iron, rutile and zircon from mineral sands. The zircon, rutile and pig iron are sold as end products both internationally and locally. 95 per cent of the total capacity is exported, yielding a world market share of approximately 15 per cent for titanium feedstocks and 20 per cent for zircon. Approximately 90 per cent of the titanium dioxide slag produced by RBM is suitable for the chloride process of titanium dioxide pigment manufacture and is sold internationally under a variety of short, medium and long-term contracts. Corridor Sands and TiGen are currently in their pre-feasibility phases.

#### **Fertilisers**

Our fertiliser business was built around Southern Cross Fertilisers (SCF) which we acquired as part of the WMC acquisition. SCF is a major supplier of phosphate-based fertilisers to the Australian market. SCF has an integrated network of plants in Mt Isa and Phosphate Hill and a phosphate rock orebody at Phosphate Hill. SCF produces di-ammonium phosphate (DAP) and mono-ammonium phosphate (MAP).

On 1 August 2006, we completed the sale of SCF to Incitec Pivot Limited for US\$98 million.

In December 2005, we sold our 33.3 per cent interest in the Hi-Fert distribution and marketing business to the ELF Australia joint venture for US\$15 million.

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### Information on Diamonds and Specialty Products mining operations

A detailed description of our producing assets is listed in the following tables. These tables should also be read in conjunction with the production table and reserves table below.

#### Name, location and type of

#### mine and access Diamonds

#### Ownership, operation and title/lease

#### History

#### Facilities and power source

### EKATI Diamond Mine

310 kilometres northeast of Yellowknife, Northwest Territories, Canada

We own an 80% interest in the Core Zone joint venture which includes the existing operations. The remaining 20% interest is held by 2 individuals.

Construction began in 1997 and production from the first open-cut was initiated in 1997. The mine and processing plant began operation in mid 1998.

Major facilities at the mine include camp accommodation, a truck maintenance shop with office complex, an equipment-warming shed and the process plant. The processing plant consists of primary, secondary and tertiary crushers, washers/scrubber and grinder and heavy media separator. The diamond recovery process makes use of wet high intensity magnetics, wet and dry particle X-ray sorters, drier, and grease table. Nameplate capacity is 9,000 tonnes of ore per day.

Beartooth and Fox are open-cut mines and Panda is an underground mine.

We also own a 58.8% interest in the Buffer Zone joint venture made up predominantly of exploration targets.

In October 2001, we acquired Dia Met Minerals Ltd, bringing our interest in the Core Zone and Buffer Zone joint ventures up to 80% and 58.8% respectively.

The mines are accessible year round by contracted aircraft.

We are the operators of the mines.

Current active mines include 2 open-cut (Beartooth and Fox) and 1 underground mine (Panda), with a second underground mine under construction (Koala).

Road access is available for approximately 10 weeks per year via an ice road.

Tenure is secured through ownership of mining leases granted by the Government of Canada. Mining leases have been granted for reserves until 2017.

All the electric power is generated by our Company-owned and operated diesel power station. In addition, there is storage for approximately 90 million litres of diesel fuel on site.

### Titanium Minerals

### Richards Bay Minerals

Five beach sand dredge mines 10 to 50 kilometres north of Richards

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Bay, KwaZulu-Natal, South Africa

RBM comprises 2 legal entities Tisand (Pty) Ltd and Richards Bay Iron and Titanium (Pty) Ltd. Our share is 51% and 49.45% respectively. The remaining 49% and 50.55% are held by Rio Tinto. The overall net income is shared equally.

Richards Bay Minerals was formed in 1976 to mine and beneficiate the sands in the coastal dunes.

The mining operations have expanded to 5 with the last mine added in 2000.

Mining is conducted largely by sand dredge mining with minor supplementary dry mining. Gravity separation via spiral is then utilised to produce a heavy mineral concentrate. This concentrate is then trucked to a central processing plant where magnetic, electrostatic and gravity techniques are used to produce the finished products being rutile and zircon and the ilmenite for smelter feed.

The mine is accessible via public rail, road and port.

The rail between the mine site, harbour and shipping facilities are owned by Spoornet and Portnet (both government business enterprises supplying services on behalf of the state). The roads accessing the smelter are government-owned.

RBM management independently operates the joint venture on behalf of the shareholders.

RBM holds long-term renewable leases from the state of South Africa.

The smelter processes the ilmenite to produce titanium dioxide slag, with a titanium dioxide of approximately 85% and high-purity iron.

These leases are subject to the South African Mining Charter and must be lodged for a conversion to a New Order Mining Right by no later than 30 April 2009 (see Government regulations ).

The nominal titanium slag capacity is 1.06 mtpa.

The power for the operation is purchased from the South African grid.

**Table of Contents****Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>Fertilisers</b>			
<b>Southern Cross Fertilisers</b>			
Phosphate Hill, approximately 150 kilometres southeast of Mt Isa, Queensland, Australia	We owned and operated Southern Cross Fertilisers during the 2005-06 fiscal year.	Mining for phosphate rock was undertaken at the site in the 1970s and between 1981 and 1983, but ceased for economic reasons.	Southern Cross Fertilisers operates a fully integrated ammonium phosphate production facility.
Open-cut mine	On 1 August 2006, we completed the sale of SCF to Incitec Pivot Limited.	Mining restarted in 1999 with the construction of the ammonium phosphate processing plant at Phosphate Hill.	

The previous operator was WMC.

**Development projects***Koala underground*

In June 2006, we approved the development of the third underground mine at the EKATI Diamond Mine in Canada. In addition to the mine development, the investment provides for mine ventilation systems, an underground conveyor connecting to the existing Panda underground conveyor and minor surface infrastructure and mobile equipment. The project will deliver a total of 7.1 million dry tonnes of ore to the process plant and recover 6.5 million carats of high-quality Koala diamonds. Total project life is expected to be 11 years. Total development costs are estimated at US\$250 million (our share US\$200 million). First production is expected in the third quarter of calendar 2007.

*Corridor Sands*

We own 90 per cent of Corridor Sands Ltd, the joint venture company that holds the Corridor Sands mineral tenement. The other 10 per cent equity is owned by the Industrial Development Corporation of South Africa Ltd.

Currently, the project is in pre-feasibility stage to study the options to exploit undeveloped ilmenite deposits near the town of Chibuto, 190 kilometres north of Maputo and 50 kilometres inland from Xa Xai in the Gaza Province, Southern Mozambique. A world-scale integrated open-cut mining, concentration and smelting operation is envisaged to produce titania slag and high-purity iron, as well as the minerals rutile and zircon.

We have a Prospecting and Research Licence (Mineral Tenement) on land that incorporates the Corridor Sands mineral sands project, which we can convert to a mining title upon committing to a development plan.

*TiGen*

We own a 100 per cent interest in TiGen, another significant ilmenite orebody, located at Moebase in northern Mozambique. A pre-feasibility study has been completed and market studies continue to determine when the project should move into feasibility.



## **Table of Contents**

### ***Energy Coal Customer Sector Group***

Our Energy Coal CSG is one of the world's largest producers and marketers of export thermal (energy) coal. We mine energy coal in South Africa, Australia, Colombia and the United States. Most of our domestic energy coal sales are under medium and long-term fixed-price contracts with power generation companies and utilities in Australian, South African and US. Most of our export sales are made under short and medium-term contracts in Europe, Asia and the US.

Through our wholly-owned subsidiary, Ingwe Collieries Limited, we operate six coal mines in the Witbank region of Mpumalanga province of South Africa. In 2005-06, we supplied 30 million tonnes of energy coal to Eskom, a public electricity service company in South Africa, and exported the bulk of the remaining 23 million tonnes. In July 2006, we announced a memorandum of understanding with Eskom to explore conversion of the Optimum mine into a domestic producer which would exclusively supply Eskom.

We also own 37.4 per cent of the Richards Bay Coal Terminal (RBCT), through which Ingwe's exports are shipped. RBCT has a capacity of 72 mtpa. Upon the completion of the sale of Koornfontein as referred to below, our holding of RBCT reduces to 35.3 per cent.

In Australia, we mine energy coal at Mt Arthur mine. We are currently undertaking underground pre-feasibility work on the adjacent Bayswater mining area. We deliver approximately one third of Mt Arthur's production to local power stations via a 10 kilometre overland conveyor. The remainder is transported by rail approximately 100 kilometres to the port of Newcastle.

In New Mexico, we own and operate the Navajo open-cut and San Juan underground mines. Navajo's production is sold to the Four Corners Power Plant under long-term contracts. San Juan's production is sold to the nearby San Juan Generating Station under long-term contracts.

The Cerrejon Coal Company operates open-cut mines in La Guajira province in northeastern Colombia. Production is mainly for export.

### **Information on Energy Coal mining operations**

A description of our producing assets is listed in the following tables. These tables should be read in conjunction with the production and reserves tables below.

#### **Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>South Africa</b>			
<b>Douglas</b>	We own 84% of the Douglas colliery joint venture through Ingwe Collieries Limited. The remaining 16% is owned by Xstrata Plc through Tavistock Collieries Plc.	Douglas was commissioned in 1979.	Beneficiation facilities consist of a crushing plant and a wash plant. The overall capacity is 14 mtpa.
27 kilometres south of Witbank, Mpumalanga Province, South Africa			Power is supplied by Eskom.
	We are the operators of the mine.		
Underground mine			
The mine is accessible by public roads.	Ingwe and Tavistock are the holders of 2 Old Order Mining Rights in the joint venture ratio of 84:16 and Ingwe is the sole holder of the Albion section right. These Old Order Rights must be lodged		

Coal is exported via the RBCT. The coal is transported to RBCT via a Spoornet (a government business enterprise) railway. for a conversion no later than 30 April 2009 (see Government regulations ).

**Table of Contents****Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>Khutala</b>	We own and operate the mine at Khutala.	Khutala was commissioned in 1984.	Beneficiation facilities consist of a crushing plant, crusher and wash plant. The overall nominal capacity is 18 mtpa of energy coal and 1.5 mtpa of metallurgical coal.
100 kilometres east of Johannesburg, Mpumalanga Province, South Africa	Ingwe Collieries Limited is the holder of an Old Order Mining Right.	Open-cut operations began in 1996.	
Combination of open-cut and underground mines	An application for conversion to a New Order Mining Right, submitted in 2004, is still being processed (see Government regulations ).	The mining of a thermal/metallurgical coal deposit for a domestic market commenced in 2003.	Power is supplied by Eskom.
The mine is accessible by public roads.			
Domestic coal is transported via overland conveyor to Kendal Power Station.			
<b>Koornfontein</b>	We own and operate the mine at Koornfontein. On 18 July 2006 we announced the sale of Koornfontein.	Koornfontein was commissioned in 1964.	Beneficiation facilities consist of 3 washing plants, each with a crusher. The overall capacity is 9 mtpa tonnes of energy coal.
35 kilometres south of Middelburg, Mpumalanga Province, South Africa	Koornfontein mine is the holder of an Old Order Mining Right. This Old Order Mining Right has to be lodged for a conversion to a New Order Mining Right by no later than 30 April 2009 (see Government regulations ).		Power is supplied by Eskom.
Underground mine			
The mine is accessible by public roads.			
Export coal is transported to RBCT by rail while the domestic coal is transported via conveyor belt to the nearby Majuba Power Station.			
<b>Middelburg</b>	We own 84% of the Middelburg mine in a joint venture. The	Middelburg mine was commissioned in 1982. Middelburg	Beneficiation facilities consist of the following: crushing plants,



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<p>20 kilometres southeast from Witbank, Mpumalanga Province, South Africa</p>	<p>remaining 16% is owned by Xstrata Plc through Tavistock Collieries Plc.</p>	<p>Mine Services (MMS) and Duvha Opencast became 1 operation in 1995-96.</p>	<p>crush and wash and de-stone plants. The overall capacity is 17 mtpa.</p>
<p>Open-cut mine</p>	<p>We are the operators of the mine.</p>	<p>In 2003, Douglas Opencast Operations was incorporated into MMS.</p>	<p>Power is supplied by Eskom.</p>
<p>The mine is accessible by public roads.</p>	<p>Ingwe and Tavistock Collieries are the holders of an Old Order Mining Right in the joint venture ratio of 84:16. This Old Order Mining Right must be lodged for a conversion to a New Order Mining Right by no later than 30 April 2009 (see Government regulations ).</p>		
<p>Export coal is transported to RBCT by rail while the domestic coal is transported via conveyor belt to the nearby Duvha Power Station.</p>			
<p><b>Optimum</b></p>	<p>We own and operate the mine at Optimum.</p>	<p>Optimum was commissioned in 1970.</p>	<p>Beneficiation facilities include a washing plant and a de-stoning plant. The overall capacity is 17 mtpa.</p>
<p>40 kilometres south of Middelburg, Mpumalanga Province, South Africa</p>	<p>Ingwe Collieries Ltd is the holder of an Old Order Mining Right, which entitles Ingwe to continue its existing mining operation. Ingwe is obliged to lodge the said Old Order Mining Right for conversion to a New Order Mining Right by no later than 30 April 2009, (see Government regulations ).</p>	<p>Optimum Colliery was expanded with the incorporation of the Eikeboom section in 1993 and the TNC in 1995.</p>	<p>Power is supplied by Eskom.</p>
<p>Open-cut mine</p>			
<p>Access to the mine is via public roads.</p>		<p>The most recent expansion was the development of the Kwagga pit and associated infrastructure, which was completed in February 2001.</p>	
<p>Export coal is transported to RBCT by rail while the domestic coal is transported via conveyor belt to the nearby Hendrina Power Station.</p>			

**Table of Contents**

**Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>Klipspruit</b>	We own and operate the mine at Klipspruit.	The project was approved by the Mpumalanga Department of Agriculture, Conservation and Environment in 2003. An initial mini-pit was started in August 2003 as a truck and shovel contractor operation.	Beneficiation facilities consist of 3 crushing plants and a wash plant. The overall capacity is 7.2 mtpa of energy coal.
30 kilometres west of Witbank, Mpumalanga Province, South Africa	Ingwe Collieries Limited is the holder of an Old Order Mining Right. An application for conversion to a New Order Mining Right was submitted in 2004 and is still being processed (see Government regulations ).		Power is supplied by Eskom.
Open-cut mine		The Klipspruit dragline was started up in June 2005 and has since completed the initial box-cut.	

The mine is accessible by public highway.

**Australia**

<b>Mt Arthur Coal</b>	We own and operate the mine at Mt Arthur.	Coal production from the Mt Arthur north area commenced in April 2002.	Main beneficiation facilities include coal handling, coal preparation and coal washing plants with a total capacity of 9.8 mtpa.
Approximately 100 kilometres from Newcastle, New South Wales, Australia	We hold various mining leases that expire between October 2015 and 2025.	The on-site train loading facility was commissioned in November 2001.	Electrical power is supplied by local energy providers from the eastern Australia power grid.
Open-cut mine			

The mine is accessible by public road and over land to which we have title.

Domestic coal is transported by a 10 kilometre overland conveyor to Bayswater Power Station.

Export coal is transported by a combination of private and public rail approximately 100 kilometres to the port of Newcastle.

**America**

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<b>BHP Navajo Coal Company</b>	We own and operate the mine.	The mine has been in operation since 1963, and the initial contract, scheduled to expire in December 2004, was extended to July 2016.	The mine has the capacity to produce and process 10.7 mtpa. Coal that is mined is sized and blended to contract specifications using stackers and reclaimers with no further beneficiation.
Navajo Nation, Farmington, New Mexico, US	The mine is subject to a long-term lease from the Navajo Nation. The lease continues for as long as coal can be economically produced and sold in paying quantities.		
Open-cut mine			Electric power is supplied from FCPP.
Navajo mine is accessible by public roads located on the Navajo Nation Indian Reservation.	We hold various mining leases that expire between October 2015 and 2025.		
We transport all coal 25 kilometres from the production areas via our dedicated railroad to the Four Corners Power Plant (FCPP).			
<b>San Juan/La Plata Mines</b>	We own and operate the mines.	The mine began operating in 1974 as a surface mine. In October 2000, we approved the development of the San Juan underground mine to replace production from the existing San Juan and La Plata surface mines. Underground longwall mining commenced in February 2001 and the San Juan underground mine reached full production in early 2004.	The mine has the capacity to produce 9.0 mtpa of coal. Coal that is mined is sized and blended to contract specifications using stockpiles with no further beneficiation.
25 kilometres west of Farmington, New Mexico, US	We hold mining leases from federal and state governments. The leases have 5-year terms that are automatically extendable upon meeting minimum production criteria.		
Underground mines			
The San Juan mine is accessible by public roads.			

**Table of Contents**

**Name, location and type of**

mine and access Colombia	Ownership, operation and title/lease	History	Facilities and power source
<p><b>The Cerrejon Coal Company</b></p> <p>Maicao, La Guajira province, Colombia</p>	<p>We own 33.33% of the Cerrejon Coal Company in a joint venture. The remaining 66.67% interest is owned by Anglo American Plc (33.33%) and Xstrata Plc (33.33%).</p>	<p>The original mine began as a joint venture between Exxon's Intercor and the Colombian Government entity Carbocol in 1976. Over time the partners have changed, nearby operations have been merged and progressive expansion resulted in the current 28.0 mtpa operation.</p>	<p>Beneficiation facilities include a crushing plant and washing plant with a capacity of 28 mtpa.</p> <p>Electricity is supplied through the local Colombian power system.</p>
<p>Open-cut mine</p>	<p>Colombian Government leases expire in 2022 and 2034. The private lease expires in 2034.</p>		
<p>The export facility is 150 kilometres northeast of the mine on the Caribbean coast at Puerto Bolivar and is connected to the mine by a single-track railway. Access to the mine is via public roads and by charter aircraft to the mine's airstrip.</p>			

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### ***Stainless Steel Materials Customer Sector Group***

Our Stainless Steel Materials CSG is the world's third largest nickel producer. Stainless Steel Materials primarily services the stainless steel industry through its wide range of high-quality nickel products. We produce the following products:

Nickel in the form of compacts, high-purity nickel briquettes and powders, high-purity ferro-nickel granules and chemical-grade nickel oxide.

Cobalt in the form of Chemgrade cobalt oxide hydroxide and electrolytic cobalt cathodes.

In addition, we supply nickel and cobalt to other markets, including the specialty alloy, foundry, chemicals and refractory material industries. In the 2005-06 fiscal year, approximately 80 per cent of our sales were to the stainless steel industry under a mix of long-term and medium-term contracts with prices linked to the relevant LME prices. Approximately 5 per cent of our sales were made at spot LME prices.

We acquired Nickel West as part of the WMC acquisition in June 2005. Nickel West is the world's third largest producer of nickel in concentrate. It is a fully integrated nickel business comprising mines, concentrators, a smelter and a refinery in Western Australia. We mine nickel ore at Leinster and Mt Keith and concentrate the ore on-site. The combined concentrate product is transported by rail and mixed with concentrate from our Kambalda concentrator at our Kalgoorlie smelter. The Kalgoorlie smelter produces nickel matte and sulphuric acid. During 2005-06, approximately 61 per cent of the nickel matte was sent by rail to our Kwinana refinery, while the rest was exported. The Kwinana refinery produces nickel metal (LME briquettes and nickel powder), ammonium sulphate, copper sulphide and mixed sulphides (mainly nickel and cobalt), which are exported (excluding ammonium sulphate). Ammonium sulphate is sold locally with any excess exported.

Cerro Matoso is an integrated nickel mining, smelting and refining operation located in northern Colombia. Cerro Matoso is the world's second largest producer of ferro-nickel and a nickel industry leader in unit cost of production. Cerro Matoso combines a high-grade lateritic nickel deposit with large-scale rotary kiln/electric furnace production facilities to produce ferro-nickel for export.

The Yabulu refinery is a lateritic nickel and cobalt processing plant. We purchase approximately 3.5 wet mtpa of nickel and cobalt-bearing laterite ore from third party mines in New Caledonia, Indonesia and the Philippines. The purchases are made under short and medium-term supply agreements. The refiner produces high-purity nickel and cobalt products that are used in the manufacture of stainless steel, specialty steels, alloys and chemicals. The price of the ore we purchase is linked to the nickel and cobalt metal content and current LME metal prices. We sell the nickel products with varying metal content in the range 78 per cent to 99 per cent nickel. We sell the cobalt in oxide-hydroxide form.

### **Information on Stainless Steel Materials mining operations**

Detailed descriptions of our producing assets are located in the tables below. These tables should be read in conjunction with the production and reserve tables below.

#### **Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>Nickel</b>			
<b>Leinster</b>	We own and operate the mines at Leinster.	Production commenced in 1967.	Concentration plant with a nominal operating capacity of 3.0 mtpa of ore.
375 kilometres north of Kalgoorlie in Western Australia	Leases are currently within their initial 21-year lease period. A	WMC purchased the Leinster nickel operations in 1988 from Mt Isa Mines and Western Selcast.	

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Open-cut and underground mines	further 21-year term is available. Further renewals are at the Minister's discretion. The leases have expiry dates between 2009 and 2026.	In June 2005, we gained control of Nickel West (Leinster and Mt Keith) as part of the acquisition of WMC.	Power at the Kambalda, Mt Keith and Leinster nickel operations and at the Kalgoorlie nickel smelter is primarily derived from on-site third party gas-fired turbines. Gas for these turbines is sourced by us from the northwest gas fields. The existing gas supply contract terminates in November 2006 and a new contract expiring in October 2013 has been negotiated
The mine is accessible by government-owned road and rail.			
Nickel concentrate is shipped by rail to the Kalgoorlie smelter.			The gas is transported through the Goldfields Gas Pipeline pursuant to an agreement with Southern Cross Energy that expires in January 2014.

**Table of Contents****Name, location and type of**

<b>mine and access</b>	<b>Ownership, operation and title/lease</b>	<b>History</b>	<b>Facilities and power source</b>
<b>Mt Keith</b>	We own and operate the mine at Mt Keith.	The Mt Keith mine was officially commissioned in January 1995 by WMC.	Concentration plant with a nominal capacity of 11.5 mtpa of ore.
460 kilometres north of Kalgoorlie, Western Australia, Australia	Leases are currently within their initial 21-year lease period. A further 21-year term is available. Further renewals are at Minister's discretion. The lease expiry dates range between 2008 and 2015.	In June 2005, we gained control of Nickel West (Leinster and Mt Keith) as part of the acquisition of WMC.	Power is sourced from the same supplier under the same conditions as the Leinster mine.
Open-cut mine.			
The mine is accessible by private road.			
Nickel concentrate is transported by road to Leinster nickel operations from where it is transported by public rail to Kalgoorlie smelter.			
<b>Cerro Matoso</b>	We own 99.82% of CMSA. 0.18% is held by employees.	Mining commenced in 1980 and nickel production started in 1982 under Colombian Government, BHP Billiton and Hanna Mining ownership.	Beneficiation plant consists of a primary and secondary crusher, ore storage and blender and rotary kiln with a nominal capacity of 3.0 mtpa.
Montelibano, Córdoba, Colombia	Mining concession rights extend to 2041 and are renewable.		
Open-cut mine	Land on which reserves are located is owned.	In 1989, BHP Billiton increased its ownership to 53% and in 1997 to 99.8%.	
The mine is accessible by public highway.		In 1999, an expansion project to double installed capacity was started and in January 2001 the first metal was tapped from the second line.	

**Information on the Stainless Steel Materials CSG's smelters, refineries and processing plants**

<b>Operation and location</b>	<b>Ownership, operation and title</b>	<b>Plant type/product</b>	<b>Capacity and power source</b>
<b>Kambalda</b>	We own and operate the Kambalda nickel concentrator.	Mill and concentrator plant producing concentrate containing	The Kambalda concentrator has a capacity of 1.5 mtpa of ore.

approximately 13% nickel.

56 kilometres south of Kalgoorlie,  
Western Australia, Australia

Ore is sourced through tolling and  
concentrate purchase  
arrangements with third parties in  
the Kambalda region.

Power arrangements are the same  
as for the Leinster mine (see  
above).

**Kalgoorlie nickel smelter**

We hold 21-year leases over the  
land from the Western Australian  
Government. The lease expiry  
dates range between 2007 and  
2027. Further renewals are at the  
Government's discretion.

We own and operate the  
Kalgoorlie nickel smelter  
operation and hold freehold title  
over the property, plant and  
equipment.

The flash smelting process  
produces matte containing  
approximately 68% nickel.

The Kalgoorlie smelter has a  
capacity of 110,000 tonnes per  
annum of nickel matte.

Kalgoorlie, Western Australia,  
Australia

Power arrangements are the same  
as for the Leinster mine (see  
above).



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<b>Operation and location</b>	<b>Ownership, operation and title</b>	<b>Plant type/product</b>	<b>Capacity and power source</b>
<p><b>Kwinana nickel refinery</b></p> <p>30 kilometres south of Perth, Western Australia, Australia</p>	<p>We own and operate the Kwinana nickel refinery operation and hold freehold title over the property, plant and equipment.</p>	<p>The refinery uses the Sherritt-Gordon ammonia leach process to convert nickel matte from the Kalgoorlie nickel smelter into LME grade nickel briquettes and nickel powder.</p> <p>The refinery also produces a number of intermediate products, including copper sulphide, cobalt-nickel sulphide and ammonium sulphate. The cobalt-nickel sulphide is treated by a third party processor that separates the nickel and cobalt into metal.</p>	<p>The Kwinana nickel refinery has a capacity of 70,000 tonnes per annum of nickel metal.</p> <p>Power generated by Southern Cross Energy in the goldfields is distributed across Western Power's network for use at the Kwinana Nickel Refinery. We purchase delivered gas for use at the Kwinana Nickel Refinery. This gas is sourced from North West Shelf gas fields and is transported by the Dampier to Bunbury Natural Gas Pipeline and the Parmelia Pipeline.</p> <p>The existing gas supply contract terminates in November 2006 and a new contract expiring in October 2013 has been negotiated.</p>
<p><b>Cerro Matoso</b></p> <p>Montelibano, Córdoba, Colombia</p>	<p>We own 99.82% of CMSA with the remaining 0.18% held by employees.</p> <p>CMSA holds freehold title over the property, plant and equipment.</p>	<p>The ferro-nickel smelter and refinery are integrated with the open-cut mine.</p> <p>Ore is fed into two rotary driers and then (along with coal) fed into two rotary kilns.</p> <p>The kilns feed the two electric furnaces, which produce the molten metal that is tapped in 55 tonne ladles and sent for refining into ferro-nickel granules of approximately 35% nickel and 65% iron.</p>	<p>Plant design capacity is 50,000 tonnes per annum. Actual capacity depends on nickel grade from the mine.</p> <p>Electricity is supplied from the national grid based on supply contracts negotiated for five-year periods.</p> <p>A pipeline supplies nationally sourced natural gas for drier and kiln operation.</p>
<p><b>Yabulu</b></p> <p>25 kilometres northwest of Townsville, Queensland, Australia</p>	<p>We own and operate Yabulu and hold freehold title over the refinery property, plant and equipment.</p> <p>The berth, ore handling facilities and fuel oil facilities at the</p>	<p>Yabulu consists of a major laterite nickel refinery and cobalt refinery.</p> <p>The Yabulu refinery has two major sections. We process lateritic nickel ore using the reduction roast ammonia-ammonium carbonate</p>	<p>The Yabulu refinery has an annual production capacity of approximately 32,000 tonnes of nickel and 2,000 tonnes of cobalt.</p> <p>Currently we source power and steam from a combination of</p>

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Townsville port are situated on long-term leasehold land.

leaching process in combination with a solvent extraction process that was developed and patented at the refinery. The metal refining separates the nickel and cobalt. Our cobalt purification plant produces a high-purity cobalt oxide hydroxide product.

on-site coal-fired and oil-fired boilers and electrical power under a long-term electricity supply agreement with Ergon Energy and coal seam gas from Enertrade.

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**Development projects**

*Yabulu*

In March 2004, we approved the expansion of the Yabulu refinery (in conjunction with the development of the Ravensthorpe Nickel Project described below). The expansion will increase nickel production capacity of the existing solvent extraction and cobalt processing facilities to an estimated 76,000 tonnes per annum and extend the life of the refinery by approximately 25 years. First nickel metal production is expected from the expanded refinery in 2007. The current forecast cost of the project is US\$460 million.

*Ravensthorpe*

The Ravensthorpe Nickel Project was approved in March 2004 and has an approved budget of US\$1,340 million. However, the project continues to experience cost and schedule pressure as a result of the heated market in Western Australia. Cost pressures are likely to result in a capital cost increase of at least 30 per cent. A detailed review of both the cost and delivery schedule commenced during the June 2006 quarter. The project includes the development of a mine, treatment plant and associated infrastructure near Ravensthorpe in Western Australia. The Ravensthorpe processing plant will produce a mixed nickel cobalt hydroxide intermediate product, which will feed the expansion of the Yabulu refinery described above.

**Table of Contents****Production****Petroleum**

The table below details our Petroleum CSG's historical net crude oil and condensate, natural gas, LNG, LPG and ethane production by region for the three years ended 30 June 2006, 2005 and 2004. We have shown volumes and tonnages of marketable production after deduction of applicable royalties, fuel and flare. We have included in the table average production costs per unit of production and average sales prices for oil and condensate and natural gas for each of those periods.

	BHP Billiton Group share of production		
	Year ended 30 June		
	2006	2005	2004
<b>Petroleum</b>			
<b>Crude oil and condensate ( '000 of barrels)</b>			
Australia/Asia	25,401	31,090	38,912
Americas	7,327	7,605	7,477
Europe/Africa/Middle East	13,145	12,145	11,638
Total crude oil and condensate	45,873	50,840	58,027
<b>Natural gas (M of cubic feet)</b>			
Australia/Asia (domestic)	203.38	189.83	165.35
Australia/Asia (LNG) (leasehold production)	88.20	83.09	60.84
Americas	8.04	15.01	20.59
Europe/Africa/Middle East	60.82	57.75	77.56
Total natural gas	360.44	345.68	324.34
<b>LPG ( '000 tonnes)</b>			
Australia/Asia (leasehold production)	641.12	640.13	652.85
Europe/Africa/Middle East (leasehold production)	172.72	219.97	200.68
Total LPG	813.84	860.10	853.53
<b>Ethane ( '000 tonnes)</b>			
Australia/Asia (leasehold production)	106.15	101.53	94.30
<b>Total petroleum products (M barrels of oil equivalent) <sup>(1)</sup></b>	<b>115.95</b>	<b>119.03</b>	<b>122.47</b>
<b>Average sales price</b>			
Oil and condensate (US\$ per barrel)	61.90	47.16	32.24
Natural gas (US\$ per thousand cubic feet)	3.33	2.98	2.62
<b>Average production cost <sup>(2)</sup></b>			
US\$ per barrel of oil equivalent (including indirect taxes)	6.40	5.72	4.32
US\$ per barrel of oil equivalent (excluding indirect taxes)	5.01	4.16	3.27

(1) Total barrels of oil equivalent (boe) conversions based on the following: 6,000 scf of natural gas equals 1 boe; 1 tonne of LPG equals 11.6 boe; 1 tonne of ethane equals 4.4667 boe.

(2) Average production costs include direct and indirect production costs relating to the production and transportation of hydrocarbons to the point of sale. This includes shipping where applicable. Average production costs have been shown excluding resource tax and including and excluding other indirect taxes and duties and including the foreign exchange effect of translating local currency denominated costs and

indirect taxes into US\$. In prior years resource taxes were included; production costs have been restated to exclude resource taxes.

**Table of Contents****Minerals**

The table below details our mineral and derivative product production for all CSGs except Petroleum for the three years ended 30 June 2006, 2005 and 2004. Production shows our share unless otherwise stated.

	BHP Billiton Group share of production			
	BHP Billiton interest %	Year ended 30 June		
		2006	2005	2004
<b>Aluminium</b>				
<b>Alumina</b>				
<b>Production ( 000 tonnes)</b>				
Worsley, Australia	86	2,763	2,813	2,799
MRN (Alumar), Brazil	36	503	495	507
Paranam, Suriname	45	921	874	918
<b>Total alumina</b>		<b>4,187</b>	4,182	4,224
<b>Aluminium</b>				
<b>Production ( 000 tonnes)</b>				
Hillside, RSA	100	700	685	622
Bayside, RSA <sup>(1)</sup>	100	179	166	184
Mozal, Mozambique	47	262	260	250
Alumar, Brazil	40.0	178	176	156
Valesul, Brazil	45.5	43	43	44
<b>Total aluminium</b>		<b>1,362</b>	1,330	1,256
<b>Base Metals <sup>(2)</sup></b>				
<b>Copper</b>				
<b>Payable metal in concentrate ( 000 tonnes)</b>				
Escondida, Chile	57.5	671.0	578.2	514.9
Antamina, Peru	33.75	124.2	123.1	91.9
Tintaya, Peru <sup>(3)</sup>	100	64.5	72.7	57.5
Highland Valley Copper, Canada <sup>(4)</sup>	33.57			28.3
Selbaie, Canada <sup>(5)</sup>	100			4.1
<b>Total copper concentrate</b>		<b>859.7</b>	774.0	696.7
<b>Cathode ( 000 tonnes)</b>				
Escondida, Chile	57.5	66.7	87.3	86.7
Cerro Colorado, Chile <sup>(6)</sup>	100	94.1	113.1	125.5
Pinto Valley, North American Copper, US	100	8.5	9.1	9.5
Olympic Dam, Australia <sup>(7)</sup>	100	204.3	16.1	
Tintaya, Peru <sup>(3)</sup>	100	34.8	34.4	36
<b>Total copper cathode</b>		<b>408.4</b>	260.0	257.7
<b>Total copper</b>		<b>1,268.1</b>	1,034.0	954.4

<b>Uranium oxide</b>				
<b>Payable metal in concentrate (tonnes)</b>				
Olympic Dam, Australia <sup>(7)</sup>	100	<b>3,936</b>	415	
<b>Total uranium oxide</b>		<b>3,936</b>	415	
<b>Zinc</b>				
<b>Payable metal in concentrate ( 000 tonnes)</b>				
Antamina, Peru	33.75	<b>40.3</b>	52.5	89.6
Cannington, Australia	100	<b>68.8</b>	52.8	53.6
<b>Total zinc</b>		<b>109.1</b>	105.3	143.2

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	BHP Billiton interest %	BHP Billiton Group share of production		
		Year ended 30 June		
		2006	2005	2004
<b>Silver</b>				
<b>Payable metal in concentrate ( 000 ounces)</b>				
Escondida, Chile	57.5	3,379	2,551	2,445
Olympic Dam, Australia <sup>(7)</sup> (refined silver)	100	884	62	
Antamina, Peru	33.75	3,174	2,774	2,179
Cannington, Australia	100	38,447	44,030	37,420
Tintaya, Peru <sup>(3)</sup>	100	592	629	608
<b>Total silver</b>		<b>46,476</b>	<b>50,046</b>	<b>42,652</b>
<b>Lead</b>				
<b>Payable metal in concentrate ( 000 tonnes)</b>				
Cannington, Australia	100	266.3	282.0	249.9
<b>Total lead</b>		<b>266.3</b>	<b>282.0</b>	<b>249.9</b>
<b>Gold</b>				
<b>Payable metal in concentrate ( 000 ounces)</b>				
Escondida, Chile	57.5	79.8	96.6	103.8
Olympic Dam, Australia <sup>(7)</sup> (refined gold)	100	107.5	7.0	
Tintaya, Peru <sup>(3)</sup>	100	29.2	21.8	11.8
<b>Total gold</b>		<b>216.5</b>	<b>125.4</b>	<b>115.6</b>
<b>Molybdenum</b>				
<b>Payable metal in concentrate (tonnes)</b>				
Antamina, Peru	33.75	2,515	1,806	366
<b>Total molybdenum</b>		<b>2,515</b>	<b>1,806</b>	<b>366</b>
<b>Carbon Steel Materials</b>				
<b>Iron ore <sup>(8)</sup></b>				
<b>Production ( 000 tonnes)</b>				
Mt Newman, Australia	85	24,774	25,736	24,461
Jimblebar, Australia <sup>(9)</sup>	85	6,370	6,364	5,844
Mt Goldsworthy, Australia	85	6,241	4,685	5,676
Mt Goldsworthy, Area C joint venture, Australia <sup>(10),(11)</sup>	85	17,988	16,612	34,159
Yandi, Australia <sup>(12)</sup>	85	34,196	35,661	6,355
Samarco, Brazil	50	7,503	7,687	7,725
<b>Total iron ore</b>		<b>97,072</b>	<b>96,745</b>	<b>84,220</b>
<b>Metallurgical coal <sup>(13)</sup></b>				
<b>Production ( 000 tonnes)</b>				
Goonyella		7,267	5,461	3,777
Peak Down		4,389	4,526	4,112
Saraji		2,634	3,251	2,911
Norwich Park		2,662	2,880	2,344
Blackwater <sup>(14)</sup>		6,018	6,565	6,531



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Gregory		<b>2,610</b>	2,712	2,859
Total BMA, Australia	50	<b>25,580</b>	25,395	22,534

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	BHP Billiton Group share of production			
	BHP Billiton interest %	Year ended 30 June		
		2006	2005	2004
Riverside			2,384	3,323
South Walker Creek <sup>(14)</sup>		3,049	3,273	3,658
Total BHP Mitsui Coal, Australia <sup>(15)</sup>	80	3,049	5,657	6,981
Illawarra, Australia	100	7,014	6,251	5,845
<b>Total metallurgical coal</b>		<b>35,643</b>	<b>37,303</b>	<b>35,360</b>
<b>Manganese ores</b>				
<b>Saleable production ( 000 tonnes)</b>				
Hotazel, South Africa <sup>(16)</sup>	60	2,300	2,508	2,502
GEMCO, Australia <sup>(16)</sup>	60	2,980	2,947	2,451
<b>Total manganese ores</b>		<b>5,280</b>	<b>5,455</b>	<b>4,953</b>
<b>Manganese alloys</b>				
<b>Saleable production ( 000 tonnes)</b>				
South Africa <sup>(16)</sup>	60	434	492	462
Australia <sup>(16)</sup>	60	218	263	250
<b>Total manganese alloys</b>		<b>652</b>	<b>755</b>	<b>712</b>
<b>Diamonds and Specialty Products</b>				
<b>Production ( 000 carats)</b>				
EKATI, Canada	80	2,561	3,617	5,482
<b>Total diamonds</b>		<b>2,561</b>	<b>3,617</b>	<b>5,482</b>
<b>Titanium minerals <sup>(17),(18)</sup></b>				
<b>Titanium slag <sup>(19)</sup></b>				
<b>Production ( 000 tonnes)</b>				
Richards Bay Minerals, RSA	50	430	363	350
<b>Rutile <sup>(20)</sup></b>				
<b>Production ( 000 tonnes)</b>				
Richards Bay Minerals, RSA	50	36	33	35
<b>Zircon <sup>(20)</sup></b>				
<b>Production ( 000 tonnes)</b>				
Richards Bay Minerals, RSA	50	118	110	118
<b>Phosphates</b>				
<b>Production ( 000 tonnes)</b>				
Southern Cross Fertiliser (formerly Queensland Fertilizer) <sup>(7),(21),(22)</sup>	100	861.3	73.9	
<b>Total phosphates</b>		<b>861.3</b>	<b>73.9</b>	
<b>Energy Coal</b>				
<b>Production ( 000 tonnes)</b>				
Navajo	100	8,266	8,245	7,216
San Juan	100	7,080	6,682	6,014
New Mexico, US	100	15,346	14,927	13,230



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	BHP Billiton Group share of production			
	BHP Billiton	Year ended 30 June		
		interest %	2006	2005
Optimum	100	11,805	12,600	13,340
Middelburg	100	13,705	13,780	14,130
Douglas	100	5,123	5,670	5,430
Koornfontein	100	4,809	5,470	5,490
Khutala	100	13,625	15,070	14,740
Klipspruit	100	2,632	1,470	560
Zululand Anthracite Collieries	100	249	590	560
Total Ingwe, RSA	100	51,948	54,650	54,250
Mt Arthur Coal, Australia	100	9,146	9,865	8,718
Cerrejon Coal Company, Colombia	33.3	9,316	7,974	7,684
<b>Total energy coal</b>		<b>85,756</b>	<b>87,416</b>	<b>83,882</b>
<b>Stainless Steel Materials</b>				
<b>Nickel</b>				
<b>Production ( 000 tonnes)</b>				
Cerro Matoso SA, Colombia	99.8	51.5	51.3	49.1
Nickel West, Australia <sup>(7)</sup>	100	100.1	9.2	
Yabulu, Australia	100	23.3	31.4	32.6
<b>Total nickel</b>		<b>174.9</b>	91.9	81.7
<b>Ferrochrome</b>				
<b>Saleable production ( 000 tonnes)</b>				
South Africa <sup>(23)</sup>	60		954	1,026

- (1) During 2005, Bayside experienced a total potline freeze at the end of April, which impacted on the production capacity of the facility.
- (2) Metal production is reported on the basis of payable metal.
- (3) BHP Billiton sold Tintaya effective from 1 June 2006. In 2005, production was temporarily suspended on 25 May 2005 following civil unrest in the Espinar region. Production recommenced on 20 June 2005.
- (4) BHP Billiton sold its interest in Highland Valley Copper with effect from 3 January 2005.
- (5) Production at Selbaie ceased in February 2004, in accordance with mine plan. Shipments ceased May 2004.
- (6) Production at Cerro Colorado was temporarily suspended on 14 June 2005 following an earthquake. Production commenced at half capacity on 30 June 2005 and ramped up to pre-earthquake levels in January 2006.
- (7) BHP Billiton acquired this asset with the acquisition of WMC. The 2005 production figure is shown from 1 June 2005.
- (8) Iron ore production is reported on a wet tonnes basis with the exception of Samarco.
- (9) The Jimblebar Reserves listed include the Wheelarra Hill 3,4,5,6 and Hashimoto 1 and 2 deposits at Jimblebar, in which the Wheelarra joint venture participants (BHP Iron Ore (Jimblebar) (51%), ITOCHU Minerals and Energy (4.8%), Mitsui Iron Ore (4.2%) and subsidiaries from Chinese steelmakers Magang, Shagang, Tanggang and Wugang (10% each)) have a legal interest. At the commencement of the Wheelarra joint venture on 1 October 2005 the Wheelarra joint venture participants had a legal interest in 175 million dry metric tonnes of Jimblebar reserves (Wheelarra joint venture tonnes). The effect of the sales contracts entered into between the Wheelarra joint venture participants and the Mt Newman joint venture participants and other associated agreements is that BHP Billiton (as a Mt Newman joint venture participant) has an entitlement to 85% of these Wheelarra joint venture tonnes. This disclosure and the financial statements are prepared on this basis.
- (10) The Mt Goldsworthy Area C Reserves listed include C deposit within Area C in which the POSMAC joint venture participants (BHP Billiton Minerals Pty Ltd (65%), ITOCHU Minerals and Energy of Australia Pty Ltd (8%), Mitsui Iron Ore Corporation Pty Ltd (7%) and a subsidiary of POSCO (a Korean steelmaker) (20%)) have a legal interest. The effect of the sales contracts entered into between the POSMAC joint venture participants and the Mt Goldsworthy joint venture participants and other associated agreements is that BHP Billiton (as a Mt Goldsworthy joint venture participant) has an entitlement to 85% of the reserves in C deposit. This disclosure and the

financial statements are prepared on this basis.

- (11) Production statistics relate to pellet production and concentrate and screens product.
- (12) The Yandi Reserves listed include the Western 4 deposit in which the JFE Western 4 Joint Venture (JW4 JV) participants (BHP Billiton Minerals Pty Ltd (65%), ITOCHU Minerals and Energy of Australia Pty Ltd (8%), Mitsui Iron Ore Corporation Pty Ltd (7%) and a subsidiary of JFE Steel Corporation (a Japanese steelmaker) (20%)) have a legal interest. The effect of the sales contracts entered into between the JW4 joint venture participants and the Yandi joint venture participants and other associated agreements is that BHP Billiton (as a Yandi joint venture participant) has an entitlement to 85% of the reserves in the Western 4 deposit. This disclosure and the financial statements are prepared on this basis.
- (13) Metallurgical coal production is reported on the basis of saleable product. Production figures include some thermal coal.
- (14) Production includes thermal coal.
- (15) Shown on 100% basis. BHP Billiton interest in saleable production is 80%.
- (16) Shown on 100% basis. BHP Billiton interest in saleable production is 60%.
- (17) Amounts represent production for the year ended 31 December.
- (18) 2005 data is from the TZ Minerals International Mineral Sands Report for May 2006. The 2003 and 2004 data was sourced from TZ Minerals International Mineral Sands Annual Review 2005.
- (19) TZ Minerals International Pty Ltd estimates Richards Bay Minerals slag production from data reported by Rio Tinto assuming TiO<sub>2</sub> content at 86%.
- (20) TZ Minerals International Pty Ltd estimates Richards Bay Minerals rutile and zircon production from a variety of industry sources assuming a TiO<sub>2</sub> content at 94.5%.
- (21) BHP Billiton announced the sale of Southern Cross Fertiliser (formerly Queensland Fertilizer) in May 2006. Completion occurred in August 2006.
- (22) Includes di-ammonium phosphate and mono-ammonium phosphate.
- (23) BHP Billiton sold its interest in Samancor Chrome with effect from 1 June 2005.

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### **Marketing**

Our customer focused marketing group manages the sale and delivery of our products. The marketing group is based around hubs in The Hague and Singapore, and network offices at strategic locations around the world, including Shanghai, Tokyo, Seoul, Pittsburgh, Houston, Johannesburg and Rio de Janeiro allowing for close proximity to our customers. The marketing group is organised along the lines of a matrix, with sections within the group being primarily responsible for marketing the products of a particular CSG. In addition to marketing our own products, we also market third party products under a variety of marketing arrangements. Our Energy Marketing (EM) group also trades a variety of energy related products as described below.

In addition to our commodities marketing desks we provide a centralised freight trading and logistics service to the Group.

### ***Energy Marketing***

Energy Marketing (EM) was set up in July 2002, with the responsibility of coordinating our marketing activities in the energy commodity markets, namely coal, gas, emissions credits and electricity and uranium oxide. The group is based in The Hague and is part of our marketing function.

EM is currently active in purchasing and selling third party physical gas and small amounts of electricity in the UK and emissions credits in Europe. In the 2004-05 year EM also participated in gas storage capacity to facilitate its gas sale and purchase activities. Where required, EM also buys or sells pipeline capacity to transport gas onto the UK gas grid. Most products are transacted over the counter and are principal-to-principal transactions in the wholesale market. The emissions strategy is largely defensive to meet internal asset requirements as well as to facilitate increased coal sales into Europe.

### **Freight Trading and Logistics**

We have a centralised ocean freight business that manages our in-house freight requirements.

The primary purpose of the freight business is to create competitive advantages for us through the procurement and operation of quality and cost-effective shipping, and to contribute to our profitability by trading freight and carrying complementary external cargoes.

The freight business participates primarily in the dry bulk sector aligned with our major trades and handles approximately 115 million tonnes of cargo per year. At any one time we have approximately 100 ships employed making the Group one of the world's largest users of dry bulk shipping. The vast majority of vessels are chartered under various commercial terms though the business retains equity interest in a small number of vessels. External freight revenue was approximately US\$629 million for 2005-06.

The freight business is based in The Hague, where it is an integral part of the BHP Billiton marketing group. Smaller Melbourne and Singapore-based groups are in place to directly support Australian and Pacific-based shipping activities.

In addition to its freight management and trading activities, the freight business incorporates a skill base to manage its marine risk and provide technical support. It holds a number of marine-related investments including a shareholding in shipping risk manager Rightships of Melbourne.

### **Minerals exploration**

Our exploration program is integral to our growth strategy and is focused on identifying and capturing new world-class projects for future development, or projects that add value to existing operations. Targets for this group are generally large, low-cost mining projects in a range of minerals including bauxite, coal, copper, diamonds, iron ore, manganese, nickel and silver. The process of discovery runs from early-stage mapping through the full range to drilling. The program is global and prioritises targets, consistent with our assessment of the relative attractiveness of each mineral.

To improve our exploration effectiveness we developed and operate the FALCON™, GEOFERRET™, and SOLIDEARTH™ 3D modelling systems. FALCON™ is an airborne gravity gradiometer that measures minute changes in the Earth's gravity. This technology provides us with a considerable advantage in the search for mineral and hydrocarbon deposits. GEOFERRET™ is a deep penetrating ground electromagnetic system that is specially designed for the detection of conductive, deep mineral deposits. These systems enable us to reinvigorate exploration in established areas and have opened up new exploration opportunities for us, both on our own and through arrangements with junior explorers. We are currently using FALCON™ for diamond exploration in Canada and southern Africa, and for copper, nickel, iron and coal exploration in

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Australia. GEOFERRET™ is in use for nickel exploration in Western Australia.

We are also pursuing an increasing number of opportunities in prospective developing countries. For example, while we continue to pursue copper exploration activities in Chile and Peru, we are also exploring opportunities in the Democratic Republic of Congo (DRC), Mongolia and Kazakhstan. Likewise, in diamonds we have an extensive program in Canada, Angola and the DRC. In nickel we have a program in Western Australia and we are also exploring in the Philippines, Africa and Brazil. In the bulk commodities, activities are focused on a smaller number of world-class terrains in Australia, Brazil and west Africa.

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Our exploration activities are organised from seven principal offices in Perth, Australia; Rio de Janeiro, Brazil; Vancouver, Canada; Santiago, Chile; Beijing, China; Moscow, Russia; and Johannesburg, South Africa.

In addition to our centralised exploration function, several of our CSGs undertake exploration activities, principally aimed at delineating and categorising mineral deposits at existing operations.

In 2005-06 we spent US\$326 million on minerals exploration. Of this, US\$134 million was spent by the centralised function and US\$192 million was spent at the CSG level. Of the CSG expenditure total, US\$76 million was spent to acquire a five-year coal exploration licence in the Gunnedah Basin (Australia).

## **Technology**

We operate four industrial research and development laboratories located in Melbourne, Perth and Newcastle in Australia, and Johannesburg in South Africa. The tasks of the laboratories are to:

Develop and implement technologies that can provide competitive advantages and growth options for both existing assets and new assets.

Support our marketing programs, especially in Carbon Steel Materials and Energy Coal, with predictive modelling of various material sources when used by our customers in their products.

Reduce technical risk in new capital projects.

To ensure alignment with the CSGs, these activities are paid for by the business groups within the CSGs. Our proprietary FALCON gravity gradiometry is a good example of the type of new technology development we are seeking. The number of staff members directly employed on these activities is approximately 220.

The main activities of the four research laboratories are:

Newcastle mining, ferrous and non-ferrous minerals processing, hydrometallurgy, pyrometallurgy, mineralogy, product performance and sustainability.

Melbourne gravity gradiometry technology and mine optimisation.

Johannesburg non-ferrous minerals processing, bio-mining, remediation, process engineering, chemistry, microbiology and mineralogy.

Perth process control and mineralogy.

## **Government regulations**

Government regulations touch all aspects of BHP Billiton's operations. However, because of the geographical diversity of our operations, no one set of government regulations is likely to have a material effect on our business, taken as a whole.

The ability to extract minerals, oil and natural gas is fundamental to our business. In most jurisdictions, the rights to undeveloped mineral or petroleum deposits are owned by the state. Accordingly, we rely upon the rights granted to us by the government that owns the mineral, oil or natural gas. These rights usually take the form of a lease or licence, which gives us the right to access the land and extract the product. The terms



of the lease or licence, including the time period for which it is effective, are specific to the laws of the relevant government. Generally, we own the product we extract and royalties or similar taxes are payable to the government. Some of our operations, such as our oil and gas operations in Trinidad and Tobago and Algeria, are subject to production sharing contracts under which both we as the contractor and the government are entitled to a share of the production. In addition, the contractor is entitled to recover its exploration and production cost from government's share of production.

Related to the ability to extract is the ability to process the minerals, oil or natural gas. Again, we rely upon the relevant government to grant the rights necessary to transport and treat the extracted material in order to ready it for sale.

Underlying our business of extracting and processing natural resources is the ability to explore for those orebodies. The rights to explore for minerals, oil and natural gas are granted to us by the government that owns those natural resources that we wish to explore. Usually, the right to explore carries with it the obligation to spend a defined amount of money on the exploration or to undertake particular exploration activities.

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Governments also impose obligations on us in respect of environmental protection, land rehabilitation, occupational health and safety and native land title with which we must comply in order to continue to enjoy the right to conduct our operations within that jurisdiction. These obligations often require us to make substantial expenditures to minimise or remediate the environmental impact of our operations, to ensure the safety of our employees and contractors and the like. For further information on these types of obligations, refer to the Health, Safety, Environment and Community subsection of the Business overview section of this Report.

Of particular note are the following regulatory regimes:

### ***South African Mining Charter***

As outlined in Risk factors section of this report, the Mineral and Petroleum Resources Development Act 2002 took effect on 1 May 2004. It provides for state custodianship of all mineral deposits and abolishes the prior system of privately held mineral rights. Holders of rights granted under the previous system, known as Old Order Rights, must apply to convert their rights to New Order Rights prior to 30 April 2009.

In order for the conversions to be affected, we will be required to comply with the terms of the Broad Based Socio Economic Empowerment Charter, which has been published under the Act. The Charter requires holders of mining rights to achieve 26 per cent ownership participation by historically disadvantaged South Africans in their mining operations by 30 April 2014, of which 15 per cent needs to be achieved by 30 April 2009.

The Act and the Mining Charter are not specific as to how the 26 per cent will be measured (for example, value or tonnage or a combination of both). As a result, the South African Government published a scorecard that provides guidelines for measuring the progress of mining companies towards meeting the requirements of the Mining Charter. Under the scorecard approach, the requirements for conversion deal not only with ownership, but also with such aspects as management, procurement and social development.

We support the broad objectives of the Mining Charter, most of which accord with long-established programs that we have under way. We are already a prominent participant in the South African empowerment processes, including various empowerment transactions, corporate social investment through the BHP Billiton Development Trust and the Samancor Foundation, and in employment and procurement equity across our operations.

### ***Uranium production in Australia***

To mine, process, transport and sell uranium from within Australia we are required to hold possession and export permissions, which are also subject to regulation by the Australian Government or bodies that report to the Australian Government.

To possess nuclear material such as uranium in Australia, a Permit to Possess Nuclear Materials (Possession Permit) must be held pursuant to the Nuclear Non-Proliferation (Safeguards) Act 1987 (Cth) (Non-Proliferation Act). A Possession Permit is issued by the Australian Safeguards and Non-Proliferation Office, an office established under the Non-Proliferation Act, which administers Australia's domestic nuclear safeguards requirements and that reports to the Australian Government.

To export uranium from Australia, a Permit to Export Natural Uranium (Export Permit) must be held pursuant to the *Customs (Prohibited Exports) Regulations 1958* (Cth). The Export Permit is issued by the Minister for Industry, Tourism and Resources.

A special transport permit will be required under the Non-Proliferation Act by a party that transports nuclear material from one specified location to another specified location. As we engage service providers to transport uranium, those service providers are required to hold a special transport permit.

### **Health, Safety, Environment and Community**

Our facilities and operations are subject to extensive general and industry-specific, health, safety and environmental regulations in countries where we operate. These regulations include those relating to mine rehabilitation, the handling and disposal of hazardous and non-hazardous materials and occupational health and safety.

We employ health, safety, environment and community experts to advise us on technical and regulatory matters relevant to the management of our facilities and operations and we continually invest in plant and equipment to ensure that we comply with our obligations under health, safety and environmental laws and regulations.

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The costs of future compliance or further investments required to meet health, safety and environment laws and regulations are difficult to estimate, but we consider it unlikely that these costs would have a material adverse effect on our financial position or results of operations.

Our approach to health, safety, environment and the community is incorporated in our Charter (our Charter is a statement that outlines the Group's purpose, values and overall mission), which states that we have an overriding commitment to health, safety, environmental

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responsibility and sustainable development. This is further codified in our Sustainable Development Policy (released in September 2005 and superseding our earlier Health, Safety, Environment and Community Policy), which states that we will:

uphold ethical business practices and meet or, where less stringent than our Standards, exceed applicable legal and other requirements

set and achieve targets that promote efficient use of resources and include reducing and preventing pollution

engage regularly, openly and honestly with people affected by our operations, and take their views and concerns into account in our decision-making.

In addition, we follow management standards that form the basis for the implementation of our Sustainable Development Policy and associated management systems at all levels. They cover the entire life cycle of our activities from exploration and development to operations, including decommissioning, closure and rehabilitation.

To complement the management standards, our sites assess their potential exposure to human rights issues using a self-assessment tool. This is consistent with our target of ensuring that we are not involved in transgressions of the Principles contained in the United Nations Universal Declaration of Human Rights.

Closure-related activities have the potential to impact cash flow, accounting provisions, residual liabilities and access to future resources. We have adopted a Closure Standard in response to these issues. The Standard comprises a number of requirements including estimating expected cost and financial provisioning for closure. We make provision for the rehabilitation and closure of the Group's mining and processing facilities along with the decommissioning of offshore oil platforms and infrastructure associated with petroleum activities.

HIV/AIDS infection among our southern African workforce is a significant issue, as it is in southern Africa generally. UNAIDS estimates 18.8 per cent of adults in South Africa (aged 15-49 years) are HIV positive and the rate is increasing. The HIV/AIDS infection rate of our southern African workforce is currently estimated at 14 per cent and is expected to increase over the next decade. The costs and lost workers time associated with HIV/AIDS may adversely affect our southern African operations. We have set up universal health insurance for all employees as a condition of employment. Funding provided by the Company for all employees ensures that appropriate, affordable insurance is available, including provision of relevant anti-retroviral treatment for HIV/AIDS, and in some cases this is associated with a managed care program to ensure that HIV/AIDS is properly coordinated and the funding provided is used in an optimal manner. Entry into HIV/AIDS treatment programs provided through the medical insurers is confidential to the employee.

We recognise the potential implications of the December 1997 Kyoto Protocol, as well as other policy developments at an international, national and sub-national level. These policies include the Emissions Trading System of the European Union (EU ETS) and the Asia-Pacific Partnership on Clean Development and Climate (AP6), as well as various regulatory measures to improve energy efficiency and reduce greenhouse gas emissions. The EU ETS, which began its first phase of emissions trading in January 2005, imposes formal requirements regarding greenhouse gas emissions management on our Petroleum assets in the UK and it has had an impact on some of our Energy Coal customers in Europe. The AP6 partnership sets out an agenda to identify mutual interest and commercial benefit as key steps in addressing the challenge of climate change and is committed to establishing a practical path for the development and deployment of technical solutions to climate change. It is uncertain at this stage how these evolving policy developments will affect our operations or customers over time.

The European Registration, Evaluation and Authorisation of Chemicals (REACH) system is anticipated to commence operation in April 2007. REACH will require manufacturers, importers and downstream users of chemical substances, including metals and minerals, to establish that substances can be used without negatively affecting health or the environment. The extent to which our operations and customers are impacted by these changes is not yet clear as final wording is still being debated. Additional compliance costs, litigation expenses, regulatory delays, remediation expenses and operational costs may eventuate.

### ***Petroleum***

In May 1998, we divested our petroleum businesses in Hawaii. We indemnified the buyers for certain past liabilities and capped this indemnification at US\$10 million, much of which has now been spent. Following the divestment, we retained some environmental liabilities for which we have indemnified the buyer and that are uncapped, as described below.

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We operated a petroleum terminal, now decommissioned, at a site that is within an area that has since been declared a Hawaii State Superfund Site. We are currently participating in a voluntary effort with a number of other parties to undertake site assessment, to be followed by a risk assessment and, ultimately, risk-based corrective actions.

Also within the Superfund area is land owned by us, which previously contained a manufactured gas plant. Litigation over a claim brought by a neighbour, Castle and Cooke, asserting that contamination on its property arose from this land, was settled in December 2000. We have engaged a contractor to remediate the former gas plant site to the satisfaction of the Hawaii Department of Health and to meet conditions of the Settlement Agreement. The State of Hawaii has previously requested information from us with respect to contaminated material unearthed in the vicinity of another former manufactured gas plant site in Hilo.

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In April 2006, as result of a cracked pipe a small volume of oil (0.8 cubic metres) was released from the Lennox Platform into Liverpool Bay. Response actions were undertaken and clean-up was completed.

In the UK and Australia, operators of offshore petroleum facilities are required by law to develop and submit a safety case to the regulator for review and acceptance before they can operate. Under the regulations, the operator is required to demonstrate, through a formal process of safety studies, risk assessment and cost-benefit analysis measured against specific performance standards and acceptance criteria, that the risks to the safety of workers on the facility have been reduced to a level which is as low as reasonably practicable.

Our safety cases have been accepted for all our operated offshore facilities in the UK and Australia. We are also ensuring safety cases are developed and implemented for new petroleum projects, including where it is not a requirement of local legislation. We are continuing to improve the safety cases by conducting regular reviews in consultation with our workforce.

### ***Aluminium***

We are actively involved within the aluminium industry to develop protocols for measurement and management of greenhouse gas as a consequence of aluminium production. Our operations focus is on the reduction of greenhouse gas intensity and fluoride emissions through the implementation of technology and management of ongoing operational practices to improve performance.

We have contributed to a life cycle analysis of aluminium end-products through our participation in the industry association. This study will continue as we develop a strategy to reduce potential impacts from the use of our products.

### ***Base Metals***

One fatal accident occurred in July 2005 as a result of injuries sustained by an employee when a drill from an approaching drive face triggered an unplanned detonation at the Olympic Dam (Australia) underground mine.

We are currently updating closure plans and costing for all assets, including the recently acquired Olympic Dam operation in Australia, to be consistent with the corporate Closure Standard. In Peru and Chile, newly developing regulation on mine closure will require submission of these plans and posting of financial assurance in the coming years. Closure plans and costing have been completed for all Base Metals closed mines.

Radiation management and product stewardship of both copper and uranium are higher profile management issues with the acquisition of Olympic Dam.

The responsible management of groundwater resources in arid environments is a priority for Base Metals, particularly with increasing water demand for our expanding operations. Base Metals is placing a priority on reducing fresh water consumption and maintaining ecosystems in our water resource areas.

BHP Copper has retained management of certain responsibilities associated with prior operations of BHP Copper Superior (United States). The Arizona Department of Environmental Quality Voluntary Remediation Program (VRP) that has been implemented includes a review to determine any possible health risks associated with properties adjacent to the facility. A formal risk assessment is being reviewed to determine if any future work is required.

At the closed Elliot Lake (Canada) uranium properties, which we acquired as part of our acquisition of Rio Algom Ltd in 2000, licences for long-term care were issued in September 2002 by the Canadian Nuclear Safety Commission for five of eight historic properties. The remaining three properties were added to the licence after public hearings held in April 2004. Following the last hearing on the licence renewal in December 2005, the Commission decided to issue the long-term care licence for an indefinite period based on the existing long-term care commitments, with formal reviews every five years.

### ***Carbon Steel Materials***

In January 1998, we sold our electrolytic manganese dioxide business at Newcastle (Australia). As part of the transaction we issued a guarantee to the benefit of the purchaser, Delta Electrical Industries Ltd, covering some of our obligations under the sale agreement. The transaction was an asset sale and the guarantee is not limited in amount but is limited in duration. Our guarantee to Delta Electrical Industries Ltd expires on 28 December 2027. Our obligations under the guarantee relate to any prior contamination of the ground both at the former facility site and Kooragang Island at Newcastle, the former waste disposal site. We built our facility on land reclaimed from our former steel business. We

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cannot accurately determine our potential liability at any point in time during the term of the guarantee. However, we do not consider that the cost, if any, will have a material adverse effect on our financial position or results of operations.

We have completed a life cycle analysis of our major products. This study will continue as we develop a strategy to reduce potential impacts from the use of our products.

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### ***Diamonds and Specialty Products***

BHP Billiton Diamonds Inc concluded the process of renewing the main EKATI Diamond Mine Water Licence in October 2005 for the period to 2013 on largely similar terms and conditions to those of the original Water Licence.

EKATI remains a signatory to the Kimberly Process, which is a key product stewardship global initiative of the diamond industry to ensure the verification of the source of diamonds across the world.

### ***Energy Coal***

One fatal accident occurred in June 2006 at the Ingwe Rietspruit mine (South Africa), as a result of injuries sustained by a contractor after the accidental release of coal into the flask in which he was working.

We recognise that climate change is a challenge for Energy Coal and we are seeking to respond to this through supporting targeted research aimed at reducing greenhouse gas emissions, particularly for our customers. Climate change issues are also considered in all relevant business decisions.

Energy Coal had one significant environmental incident during 2005-06 at an Ingwe operation, involving the discharge of poor quality water during abnormally high rainfall conditions. This has resulted in a review of our long term water management strategy, including possible fast tracking of treatment alternatives. Financial provisions have been made to address these changes. Action plans are under development to implement the updated water strategy.

We have conducted a life cycle analysis of our products. This study will continue as we develop a strategy to reduce potential impacts from the use of our products.

### ***Stainless Steel Materials***

One fatal accident occurred in February 2006 at the Leinster Nickel Operation (Australia) underground mine as a result of injuries sustained by a contractor after an unplanned detonation of a cannon during set-up to clear a blocked orepass.

The European Union has conducted a comprehensive health risk assessment of five nickel substances (nickel metal and the soluble nickel compounds of nickel sulphate, carbonate, chloride and nitrate). The risk assessment has concluded that under the EU rules of classification, soluble nickel compounds are category 1 carcinogens, category 3 mutagens and category 2 reproductive toxicants. Nickel metal remains a category 3 carcinogen but this will be reviewed in 2007 following the conclusion of a current animal study. The new classifications may result in more stringent exposure standards. We are currently assessing the impact that the more stringent EU exposure limits could have on our operations in Colombia and Australia, although the risk of exposure to soluble nickel salts at our operations is low. We continue to provide our employees and contractors with information on health, safety and environmental issues associated with our products. We also provide advice on the responsible use of our products to customers, users of our products and other interested parties.

The EU environmental risk assessment is scheduled for completion in 2007 and we continue to assess its potential impact on our operations.

We are conducting life cycle assessments of our products to understand the potential impacts from their manufacture and use. This study will continue as we develop a strategy around reduction of these potential impacts.

### ***Decommissioning, site rehabilitation and environmental costs***

Our operations are subject to various national, regional, and local laws and regulations governing the protection of the environment. Furthermore, we have a policy of ensuring that rehabilitation is planned and financed from the early stages of any operation. Provision is made for the rehabilitation of our mining and processing facilities along with the decommissioning of oil platforms and infrastructure associated with petroleum activities. The estimation of the cost of future rehabilitation and decommissioning activities is subject to uncertainties. These uncertainties include the legal and regulatory framework, the magnitude of possible contamination and the timing and extent of rehabilitation and decommissioning activities required. Whilst the provisions at 30 June 2006 represent the best estimate of the future costs required, these uncertainties might result in future actual expenditure differing from the amounts provided at this time.



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These rehabilitation and decommissioning expenditures are mostly expected to be paid over the next 30 years. The provisions for rehabilitation and decommissioning are derived by discounting the expected expenditures to their net present value. The estimated total site rehabilitation cost (undiscounted and in today's dollars) to be incurred in the future arising from operations to date, and including amounts already provided for, is US\$6,939 million (2005: US\$6,284 million).

At 30 June 2006, we had provided US\$2,839 million (2005: US\$2,509 million) for reclamation and decommissioning costs relating to operating sites in the provision for site rehabilitation. In addition, we have certain obligations associated with maintaining and/or remediating closed sites. At 30 June 2006, US\$1,273 million (2005: US\$1,162 million), was provided for closed sites. The amounts provided in relation to closed sites are reviewed at least annually based upon the facts and circumstances available at the time and the

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provisions are updated accordingly. Adjustments to the provisions in relation to these closed sites are recognised in profit and loss during the period in which the adjustments are made. In addition to the uncertainties associated with closure activity noted above, uncertainty remains over the extent and costs of the required short-term closure activities, the extent, cost and timing of post-closure monitoring and, in some cases, longer-term water management. Also, certain closure activities are subject to legal dispute and depending on the ultimate resolution of these matters, the final liability could vary. We believe that it is reasonably possible that, due to the nature of the closed site liabilities and the degree of uncertainty that surrounds them, these liabilities could be in the order of 25 per cent (2005: 30 per cent) greater or in the order of 20 per cent lower (2005: 20 per cent) than the US\$1,273 million provided at year end. The main closed site to which this total amount relates is Southwest Copper in the US and this is described in further detail below, together with a brief description of other closed sites.

### *Southwest Copper, Arizona, (United States)*

The Southwest Copper operations comprised several mining and smelting operations and associated facilities, much of which had been operating for many years prior to the Group acquiring the operations in 1996. In 1999, the facilities were effectively placed on a care and maintenance basis, pending evaluation of various alternative strategies to realise maximum value from the respective assets. We announced the closure of the San Manuel mining facilities and the San Manuel plant facilities in 2002 and 2003 respectively.

A comprehensive review of closure plans conducted at the Southwest Copper facilities in 2003-04 indicated: (a) higher short-term closure costs due to changes in the nature of closure work required in relation to certain facilities, particularly tailings dams and waste and leach dumps; (b) a need for costs, such as water management and environmental monitoring, to continue for a longer period; and, (c) an increase in the residual value of certain assets. The closure provisions for Southwest Copper, including amounts in relation to Pinal Creek litigation, total US\$734 million at 30 June 2006 (US\$731 million at 30 June 2005).

In relation to Pinal Creek, BHP Copper Inc (BHP Copper) is involved in litigation concerning groundwater contamination resulting from historic mining operations near the Pinal Creek/Miami Wash area located in the State of Arizona.

In 1994, Roy Wilkes and Diane Dunn initiated a toxic tort class action lawsuit in the Federal District Court for the District of Arizona. In September 2000, the Court approved a settlement reached between the parties for a non-material amount, and the terms of the settlement are now being implemented as a monitoring program.

A State consent decree (the Decree) was approved by the Federal District Court for the District of Arizona in August 1998. The Decree authorises and requires groundwater remediation and facility-specific source control activities, and the members of the Pinal Creek Group (which consists of BHP Copper, Phelps Dodge Miami Inc and Inspiration Consolidated Copper Co) are jointly liable for performing the non-facility specific source control activities. Such activities are currently ongoing. As of 30 June 2006, we have provided US\$118 million (30 June 2005: US\$110 million) for our anticipated share of the planned remediation work based on a range reasonably foreseeable up to US\$138 million (30 June 2005: US\$138 million), and we have paid out US\$53 million up to 30 June 2006. These amounts are based on the provisional equal allocation of these costs among the three members of the Pinal Creek Group. BHP Copper is seeking a judicial restatement of the allocation formula to reduce its share based upon its belief, supported by relevant external legal and technical advice, that its property has contributed a smaller share of the contamination than the other parties' properties. BHP Copper is contingently liable for the whole of these costs in the event that the other parties are unable to pay.

BHP Copper and the other members of the Pinal Creek Group filed a contribution action in November 1991 in the Federal District Court for the District of Arizona against former owners and operators of the properties alleged to have caused the contamination. As part of this action, BHP Copper is seeking contribution from its predecessors in interest with respect to BHP Copper's ultimate allocated share of costs based upon such predecessors' proportionate contributions to the total contamination in the Pinal Creek drainage basin. Such action seeks recovery from these historical owners and operators for remediation and source control costs. BHP Copper's predecessors have asserted a counterclaim in this action seeking indemnity from BHP Copper based upon their interpretation of the historical transaction documents relating to the succession in interest of the parties. BHP Copper has also filed suit against a number of insurance carriers seeking to recover under various insurance policies for remediation, response, source control and other costs noted above incurred by BHP Copper.

### *Other closed sites*

The closure provisions for other closed sites total US\$539 million at 30 June 2006 (2005: US\$431 million). The key sites covered by this amount are described briefly below.

*Newcastle Steelworks (Australia)* - we closed our Newcastle Steelworks in 1999 and retain responsibility for certain sediment in the Hunter River adjacent to the former steelworks site, together with certain other site remediation activities in the Newcastle area.

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Base Metals has ongoing responsibility for the post-closure monitoring and maintenance of the Island Copper and Selbaie copper mines (Canada), and the long-term remediation costs for various mines and processing facilities in Canada and the US operated by Rio Algom Ltd prior to its acquisition by the former Billiton Plc in October 2000. In addition, closure and reclamation measures are being implemented at the former Carson Hill gold mine in California (US), an obligation resulting from the WMC acquisition in 2005.

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*Ingwe Collieries (South Africa)* - we have responsibility for site reclamation and remediation activities, including the long-term management of water leaving mining properties, for closed mines within the Ingwe operations.

*Roane Alloys (US)* - we ceased operations at Roane Alloys in 1982. A final remedial design for rehabilitation of the site has been submitted to the State of Tennessee for approval. We are currently in divestiture negotiations with a company that will rehabilitate to our design specifications.

*Krugersdorp Manganese Metal Plant (South Africa)* - we suspended electrolytic manganese operations at our Krugersdorp Plant in February 2006, pending a decision on its future by the MMC Board.

*DMS Powders (South Africa)* - we sold this operation, which is located on our Meyerton Industrial site, in March 2006 to the Siyanda Inkwali Company. We retain remediation and rehabilitation liabilities for the land on which the plant is located.

*Boodarie Iron (Australia)* - in August 2005 we announced the permanent closure of the hot briquetted iron production facilities at our wholly-owned Boodarie Iron plant. Work has been completed to define the site closure requirements and mitigate the costs associated with the gas and power take-or-pay contracts. Demolition work is expected to commence in October 2006, with planned completion in June 2008. Site rehabilitation work will then commence.

**Employees**

During the year ended 30 June 2006, we employed, on average, 33,184 employees. A significant proportion of these employees, approximately 42.3 per cent, were employed in our Australian-based operations and approximately 29.8 per cent in southern Africa. Our operations in North and South America account for the majority of our remaining employees. Due to the transition to IFRS, we no longer proportionately consolidate our interest in certain jointly controlled entities, including Escondida. As a result, we no longer include employees of those entities in our employee figures. Employee numbers for 2005 have been restated on an equivalent basis.

Our human resources strategy emphasises a relationship with our employees that is based on shared accountability for achieving business and personal success. Our strategy supports the development of a high performance work culture and the values and business principles of our Charter (our Charter is a statement that outlines the Group's purpose, values and overall mission).

Our remuneration system places greater focus on at risk, performance-based pay for our senior and executive management. At our business units our remuneration system is being translated to apply to employees at other levels in the Company as appropriate. Our succession planning and talent management processes focus on attracting and retaining current and future world-class talent. Our relationship with labour focuses on win-win relationships and a high-performance organisation being created by continuous workplace reform in all of our businesses. We believe that generally our relations with our employees and labour unions representing our employees are good. However, we have experienced some industrial action during and immediately post 2005-06.

In 7 April 2006, the union representing 375 of the total 2,000 employees at EKATI made contract proposals that, if accepted, would have conflicted with EKATI's responsibilities with the Aboriginal Community and Northwest Territory. After we rejected the union proposals, the union called for strike action and 137 of the bargaining unit employees were flown off-site. An agreement to end the strike was ratified on 30 June 2006. The striking employees were rostered back in mid July to ensure a smooth transition into their shifts.

In 7 August 2006, the union representing 2,052 workers of the total 2,930 workforce at Escondida initiated a legal strike within the framework of the collective negotiation process. Despite the ongoing collective bargaining, we suspended operations as the health and safety of the people who work in the Company and the integrity of the facilities could not be guaranteed. An agreement was reached on 31 August 2006 that ended the strike.

The table below provides a breakdown of our average number of employees by category of activity for the past three financial years.

Industry	At 30 June		
	2006 <sup>(1)</sup>	2005 <sup>(1)</sup>	2004
Petroleum	2,180	1,998	1,901
Aluminium	4,259	4,453	5,590

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Base Metals	<b>4,360</b>	2,499	3,414
Carbon Steel Materials	<b>7,769</b>	7,215	6,812
Diamond and Specialty Products	<b>1,189</b>	1,254	1,203
Energy Coal	<b>7,819</b>	9,333	9,138
Stainless Steel Materials	<b>2,927</b>	5,534	5,318
Group and unallocated	<b>2,681</b>	1,915	1,694
<b>Total</b>	<b>33,184</b>	34,201	35,070

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The table below provides a breakdown of our average number of employees by geographic location for the past three financial years.

<b>Geography</b>	<b>At 30 June</b>		
	<b>2006<sup>(1)</sup></b>	<b>2005<sup>(1)</sup></b>	<b>2004</b>
Australia	<b>14,036</b>	10,689	9,776
North America	<b>2,565</b>	2,587	2,642
South America	<b>4,902</b>	4,031	5,657
Europe	<b>589</b>	621	611
Southern Africa	<b>9,899</b>	15,747	15,928
Other countries	<b>1,193</b>	526	456
<b>Total</b>	<b>33,184</b>	34,201	35,070

(1) Due to the transition to IFRS, we no longer proportionately consolidate our interest in certain jointly controlled entities, including Escondida. As a result, we no longer include 2,791 (2005: 2,737) employees of those entities in our employee figures.

**Organisational structure****General**

The BHP Billiton Group consists of the BHP Billiton Limited Group and the BHP Billiton Plc Group as a combined enterprise following the completion of the DLC merger in June 2001. Refer to note 37 *Subsidiaries* in the financial statements for a list of BHP Billiton Limited and BHP Billiton Plc significant subsidiaries.

**DLC structure**

On 29 June 2001, BHP Billiton Limited (then known as BHP Limited) and BHP Billiton Plc (then known as Billiton Plc) merged by way of a Dual Listed Companies structure, or DLC. To effect the DLC, BHP Limited and Billiton Plc entered into certain contractual arrangements that are designed to place the shareholders of both Companies in a position where they effectively have an interest in a single group that combines the assets, and is subject to all the liabilities, of both Companies. BHP Billiton Limited and BHP Billiton Plc have each retained their separate corporate identities and maintained their separate stock exchange listings, but they are operated and managed as if they are a single unified entity, with their Boards and senior executive management comprising the same people.

BHP Billiton Limited and BHP Billiton Plc entered into various agreements to effect the DLC, including the:

Sharing Agreement

Special Voting Shares Deed

BHP Deed Poll Guarantee

Billiton Deed Poll Guarantee.

In addition, BHP Billiton Limited adopted a new corporate Constitution and BHP Billiton Plc adopted a new Memorandum and Articles of Association.

The principles embodied in the Sharing Agreement are that:

the two companies are to operate as if they were a single unified economic entity, through Boards of Directors that comprise the same individuals and a unified senior executive management

the Directors of the two companies will, in addition to their duties to the Company concerned, have regard to the interests of holders of shares in BHP Billiton Limited and holders of shares in BHP Billiton Plc as if the two companies were a single unified economic entity and, for that purpose, the Directors of each Company shall take into account in the exercise of their powers the interests of the shareholders of the other

the DLC equalisation principles must be observed.

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### *Australian Foreign Investment Review Board (FIRB) conditions*

The Treasurer of Australia approved the DLC merger subject to certain conditions, the effect of which was to require that BHP Billiton Limited continues to:

be an Australian company, which is managed from Australia and

ultimately manage and control the companies conducting the business that was conducted by it at the time of the merger, for as long as those businesses form part of the BHP Billiton Group.

The conditions have effect indefinitely subject to amendment of the Foreign Acquisitions and Takeovers Act 1975 (Commonwealth) (Takeovers Act) or any revocation or amendment by the Treasurer. If BHP Billiton Limited wishes to act differently to the conditions, it must obtain the prior approval of the Treasurer. Failure to comply with the conditions attracts substantial penalties under the Act.

### *Equalisation of economic and voting rights*

BHP Billiton Limited shareholders and BHP Billiton Plc shareholders have economic and voting interests in the combined BHP Billiton Group. The economic and voting interests represented by a share in one Company relative to the economic and voting interests of a share in the other Company is determined by reference to a ratio known as the Equalisation Ratio. Presently, the economic and voting interests attached to each BHP Billiton Limited share and each BHP Billiton Plc share are the same, since the Equalisation Ratio is 1:1. The Equalisation Ratio would change if either BHP Billiton Limited or BHP Billiton Plc returned value to only its shareholders and no matching action was taken.

This means that the amount of any cash dividend paid by BHP Billiton Limited in respect of each BHP Billiton Limited share is normally matched by an equivalent cash dividend by BHP Billiton Plc in respect of each BHP Billiton Plc share, and vice versa. If one Company has insufficient profits or is otherwise unable to pay the agreed dividend, BHP Billiton Limited and BHP Billiton Plc will, as far as practicable, enter into such transactions as are necessary so as to enable both Companies to pay the amount of pre-tax dividends per share.

Under the terms of the DLC agreements the BHP Billiton Limited Constitution and the BHP Billiton Plc Articles of Association special voting arrangements have been implemented so that the shareholders of both Companies vote together as a single decision-making body on matters affecting the shareholders of each Company in similar ways (such matters are referred to as Joint Electorate Actions). For so long as the Equalisation Ratio remains 1:1, each BHP Billiton Limited share will effectively have the same voting rights as each BHP Billiton Plc share on Joint Electorate Actions.

In the case of certain actions in relation to which the two bodies of shareholders may have divergent interests (referred to as Class Rights Actions), the Company wishing to carry out the Class Rights Action requires the prior approval of the shareholders in the other Company voting separately and, where appropriate, the approval of its own shareholders voting separately.

These voting arrangements are secured through the constitutional documents of the two Companies, the Sharing Agreement, the Special Voting Shares Deed and rights attaching to a specially created Special Voting Share issued by each Company and held in each case by a Special Voting Company. The shares in the Special Voting Companies are held legally and beneficially by Law Debenture Trust Corporation Plc.

### *Cross guarantees*

BHP Billiton Limited and BHP Billiton Plc have each executed a Deed Poll Guarantee, pursuant to which creditors entitled to the benefit of the Deed Poll Guarantees will, to the extent possible, be placed in the same position as if the relevant debts were owed by both BHP Billiton Limited and BHP Billiton Plc combined.

### *Restrictions on takeovers of one Company only*



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The BHP Billiton Limited Constitution and the BHP Billiton Plc Articles of Association have been drafted to ensure that a person cannot gain control of one Company without having made an equivalent offer to the shareholders of both Companies on equivalent terms. Sanctions for breach of these provisions would include withholding of dividends, voting restrictions and the compulsory divestment of shares to the extent a shareholder and its associates exceed the relevant threshold.

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### **Petroleum reserves**

Proved oil and gas reserves are the estimated quantities of crude oil, natural gas and natural gas liquids that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions (i.e. prices and costs as of the date the estimate is made). Proved developed oil and gas reserves are reserves that can be expected to be recovered through existing wells with existing equipment and operating methods.

Estimates of oil and gas reserves are inherently imprecise, require the application of judgement and are subject to future revision. Accordingly, financial and accounting measures (such as the standardised measure of discounted cash flows, depreciation, depletion and amortisation charges, the assessment of impairments and the assessment of valuation allowances against deferred tax assets) that are based on reserve estimates are also subject to change.

Proved reserves are estimated by reference to available seismic, well and reservoir information, including production and pressure trends for producing reservoirs and, in some cases, to similar data from other producing reservoirs in the immediate area. Proved reserves estimates are attributed to future development projects only where there is a significant commitment to project funding and execution and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured. Furthermore, estimates of proved reserves only include volumes for which access to market is assured with reasonable certainty. All proved reserve estimates are subject to revision, either upward or downward, based on new information such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. In certain deepwater Gulf of Mexico fields, proved reserves have been determined before production flow tests are conducted, in part because of the significant safety, cost and environmental implications of conducting those tests. In these fields other industry-accepted technologies have been used that are considered to provide reasonably certain estimates of productivity.

The tables below detail estimated oil, condensate, LPG and gas reserves at 30 June 2006, 30 June 2005 and 30 June 2004, with a reconciliation of the changes in each year. Reserves have been calculated using the economic interest method and represent our net interest volumes after deduction of applicable royalty, fuel and flare volumes. Our reserves include quantities of oil, condensate and LPG that will be produced under several production and risk sharing arrangements that involve the BHP Billiton Group in upstream risks and rewards without transfer of ownership of the products. At 30 June 2006, approximately 11 per cent (2005: 12 per cent; 2004: 17 per cent) of proved developed and undeveloped oil, condensate and LPG reserves and nil per cent (2005: nil per cent; 2004: nil per cent) of natural gas reserves are attributable to those arrangements. Reserves also include volumes calculated by probabilistic aggregation of certain fields that share common infrastructure. These aggregation procedures result in enterprise-wide proved reserves volumes, which may not be realised upon divestment on an individual property basis.

**Table of Contents****Proved developed and undeveloped oil, condensate and LPG reserves <sup>(a)</sup>**

(millions of barrels)	Australia/		UK/Middle	
	Asia	Americas	East	Total
<b>Reserves at 30 June 2003</b>	326.6	152.0	113.4	592.0
Improved recovery				
Revisions of previous estimates	20.2	(2.6)	(9.5)	8.1
Extensions and discoveries	0.4	11.0	1.1	12.5
Purchase/sales of reserves		(4.0)		(4.0)
Production <sup>(b)</sup>	(46.3)	(7.6)	(14.1)	(68.0)
Total changes	(25.7)	(3.2)	(22.5)	(51.4)
<b>Reserves at 30 June 2004</b>	300.9	148.8	90.9	540.6
Improved recovery				
Revisions of previous estimates	24.5	(1.7)	(1.3)	21.5
Extensions and discoveries	7.2	43.5		50.7
Purchase/sales of reserves	(9.2)			(9.2)
Production <sup>(b)</sup>	(38.7)	(7.6)	(14.7)	(61.0)
Total changes	(16.2)	34.2	(16.0)	2.0
<b>Reserves at 30 June 2005</b>	284.7	183.0	74.9	542.6
Improved recovery		11.5		11.5
Revisions of previous estimates	52.4	0.6	(2.6)	50.4
Extensions and discoveries		2.6		2.6
Purchase/sales of reserves		(0.3)		(0.3)
Production <sup>(b)</sup>	(33.2)	(7.3)	(15.3)	(55.8)
Total changes	19.2	7.1	(17.9)	8.4
<b>Reserves at 30 June 2006 <sup>(c)</sup></b>	<b>303.9</b>	<b>190.1</b>	<b>57.0</b>	<b>551.0</b>

**Proved developed oil, condensate and LPG reserves <sup>(a)</sup>**

Reserves at 30 June 2003	227.8	9.9	24.5	262.2
Reserves at 30 June 2004	201.9	5.4	54.8	262.1
Reserves at 30 June 2005	180.5	18.3	74.5	273.3
<b>Reserves at 30 June 2006</b>	<b>199.3</b>	<b>21.5</b>	<b>54.6</b>	<b>275.4</b>

(a) In Bass Strait, the North West Shelf, Ohanet and the North Sea, LPG is extracted separately from crude oil and natural gas.

(b) Production for reserves reconciliation differs slightly from marketable production due to timing of sales and corrections to previous estimates.

(c) Total proved oil, condensate and LPG reserves include 13.9 million barrels derived from probabilistic aggregation procedures.

**Table of Contents****Proved developed and undeveloped natural gas reserves**

(billions of cubic feet)	Australia/		UK/Middle	Total
	Asia <sup>(a)</sup>	Americas	East	
<b>Reserves at 30 June 2003</b>	4,904.6	147.3	419.0	5,470.9
Improved recovery				
Revisions of previous estimates	114.6	2.2	(10.0)	106.8
Extensions and discoveries	51.6	4.6		56.2
Purchases/sales of reserves		(32.8)		(32.8)
Production <sup>(b)</sup>	(222.9)	(20.5)	(77.0)	(320.4)
Total changes	(56.7)	(46.5)	(87.0)	(190.2)
<b>Reserves at 30 June 2004</b>	4,847.9	100.8	332.0	5,280.7
Improved recovery				
Revisions of previous estimates	237.3	3.1	(29.9)	210.5
Extensions and discoveries	177.0	27.6		204.6
Purchases/sales of reserves	(165.8)			(165.8)
Production <sup>(b)</sup>	(275.7)	(14.6)	(57.6)	(347.9)
Total changes	(27.2)	16.1	(87.5)	(98.6)
<b>Reserves at 30 June 2005</b>	4,820.7	116.9	244.5	5,182.1
Improved recovery				
Revisions of previous estimates	4.0	6.5	34.7	45.2
Extensions and discoveries		1.3		1.3
Purchases/sales of reserves		(0.2)		(0.2)
Production <sup>(b)</sup>	(292.0)	(8.0)	(61.1)	(361.1)
Total changes	(288.0)	(0.4)	(26.4)	(314.8)
<b>Reserves at 30 June 2006 <sup>(c)</sup></b>	<b>4,532.7</b>	<b>116.5</b>	<b>218.1</b>	<b>4,867.3</b>
<b>Proved developed natural gas reserves</b>				
Reserves at 30 June 2003	2,560.4	64.8	397.1	3,022.3
Reserves at 30 June 2004	2,539.7	20.1	310.0	2,869.8
Reserves at 30 June 2005	2,621.4	15.1	239.3	2,875.8
<b>Reserves at 30 June 2006</b>	<b>2,286.4</b>	<b>16.5</b>	<b>206.4</b>	<b>2,509.3</b>

(a) Production for Australia includes gas sold as LNG and as liquefied ethane.

(b) Production for reserves reconciliation differs slightly from marketable production due to timing of sales and corrections to previous estimates.

(c) Total proved natural gas reserves include 195.8 billion cubic feet derived from probabilistic aggregation procedures.

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**Ore Reserves**

The ore reserves tabulated are all held within existing, fully permitted mining tenements. The BHP Billiton Group's minerals leases are of sufficient duration (or convey a legal right to renew for sufficient duration) to enable all reserves on the leased properties to be mined in accordance with current production schedules. Ore reserves are presented in the accompanying tables subdivided for each of the Customer Sector Groups.

All of the ore reserve figures presented are reported in 100% terms, and represent estimates at 30 June 2006 unless otherwise stated. All tonnes and grade information presented have been rounded; hence small differences may be present in the totals. In addition, all reserve tonnages and grades include dilution and are quoted on a dry basis, unless otherwise stated.

No third party audits have been carried out specifically for the purpose of this disclosure.

The reported reserves contained in this annual report do not exceed the quantities that, it is estimated, could be extracted economically if future prices were at similar levels to the average historical prices for traded metals for the three years to 31 December 2005, or for bulk commodities long term contracted prices. Current operating costs have been matched to the average of historical or long term contract prices in accordance with Industry Guide 7. The reported reserves may differ in some respects from the reserves we report in our home jurisdictions of Australia and the UK. Those jurisdictions require the use of the Australasian Code for reporting of Mineral Resources and Ore Reserves, December 2004 (the JORC Code), which contemplates the use of reasonable investment assumptions in calculating reserve estimates.

The three year historical average prices used for each commodity to estimate, or test for impairment of, the reserves of traded metals contained in this annual report are as follows:

	<b>Price</b>
<b>Commodity</b>	<b>US\$</b>
Copper	1.26/lb <sup>(1)</sup>
Gold	406/oz
Lead	0.36/lb
Nickel	5.78/lb
Silver	6.28/oz
Zinc	0.49/lb
Uranium	19.57/lb

- 
- (1) All our copper operations have used a copper price at or below the three year historical average copper price to estimate, or test for impairment of, the copper reserves disclosed in this report. The price used for each operation is disclosed in the footnotes to the Base Metals reserves table.

**Table of Contents****Aluminium Customer Sector Group****Ore Reserves**

Site name	Ore type	Proven Ore Reserve			Probable Ore Reserve				Total Ore Reserve				Nominal mine production rate (Mtpa)	Mine life based on Reserve (years)	Billit Inter
		Millions of dry metric tonnes	% A.Al <sub>2</sub> O <sub>3</sub>	% R.SiO <sub>2</sub>	Millions of dry metric tonnes	% A.Al <sub>2</sub> O <sub>3</sub>	% R.SiO <sub>2</sub>	Millions of dry metric tonnes	% A.Al <sub>2</sub> O <sub>3</sub>	% R.SiO <sub>2</sub>					
Worsley Australia	Laterite	284	30.9	1.7	22	30.1	1.8	306	30.8	1.7	13	24			
MRN Brazil	MRN Washed	82	50.8	3.8				82	50.8	3.8	15	5			
Coermotibo Brazil	Laterite	1	45.6	3.2	15.6	0.5	40.1	3.3	20.6	2	44.1	3.2	17.0	1	1
Onverdacht <sup>(5)</sup>	Laterite	16	48.9	4.5	8.8	0.2	46.5	5.6	10.1	16	48.9	4.5	8.8	4	4

(1) Approximate drill hole spacing used to classify the reserves is:

Deposit	Proven Ore Reserve	Probable Ore Reserve
Worsley	maximum 100m	maximum 200m
MRN	A maximum bauxite intersection grid of 200 metres. Mining and metallurgical characterisation (test pit/bulk sample), plus a reliable suite of chemical and size distribution data.	Those plateaux with a bauxite intersection grid spacing of less than 400 metres and/ or a 400 metre spaced grid with a 200 metre offset fill in, plus a reliable suit of chemical and size distribution data.
Coermotibo	61m x 61m	122m x 122m
Onverdacht	61m x 61m	122m x 122m

(2) Metallurgical recoveries for the operation are based on the relevant refinery:

Deposit	Estimated metallurgical recovery % A.Al <sub>2</sub> O <sub>3</sub>
Worsley (Worsley refinery)	90
MRN (Alumar refinery)	94
Coermotibo (Paranam refinery)	93.5
Onverdacht (Paranam refinery)	93.5

(3) A.Al<sub>2</sub>O<sub>3</sub> is available alumina determined for expected refinery conditions. R.SiO<sub>2</sub> is silica that is reactive in the refinery process and Fe<sub>2</sub>O<sub>3</sub> is iron oxide.

(4) Mineracao Rio do Norte (MRN) MRN Washed tonnes and grade represent expected product based on forecast beneficiated yield of 74%.

(5) Onverdacht includes the Lelydorp III current mining operation, Kaaimangrasie and Klaverblad which are currently being developed. The Lelydorp III operation is expected to terminate as planned in 2007.



**Table of Contents****Base Metals Customer Sector Group****Ore Reserves**

Ore type	Proven Ore Reserve			Probable Ore Reserve			Total Ore Reserve			Nominal production capacity (Mtpa)	Mine based Rese (yea					
	Millions of dry metric tonnes	% TCu	% SCu	Millions of dry metric tonnes	% TCu	% SCu	Millions of dry metric tonnes	% TCu	% SCu							
Oxide	69	0.74	0.67	15	0.77	0.55	85	0.75	0.65							
Sulphide	555	1.18		846	1.00		1,401	1.07								
Sulphide leach	592	0.51		994	0.51		1,586	0.51								
Oxide	5	1.55	1.20	20	1.47	1.14	25	1.49	1.15							
Sulphide	149	1.55		321	1.34		470	1.41								
Sulphide leach	59	0.55		549	0.61		608	0.60								
Oxide	74	0.79	0.71	35	1.17	0.88	109	0.92	0.76		149					
Sulphide	704	1.26		1,167	1.09		1,872	1.16								
Sulphide leach	651	0.51		1,543	0.55		2,194	0.53								
Oxide	66	0.70	0.55	60	0.76	0.56	126	0.73	0.56		18					
Sulphide	19	0.91	0.16	29	0.76	0.13	49	0.82	0.14							
Oxide	33	1.47	0.94	41	1.05	0.66	75	1.24	0.79		17					
Sulphides	110	1.31		128	0.78		238	1.03								
	Millions of dry metric tonnes	% Cu	kg/tonne U <sub>3</sub> O <sub>8</sub>	g/t Au	g/t Ag	Millions of dry metric tonnes	% Cu	kg/tonne U <sub>3</sub> O <sub>8</sub>	g/t Au	g/t Ag	Millions of dry metric tonnes	% Cu	kg/tonne U <sub>3</sub> O <sub>8</sub>	g/t Au	g/t Ag	
Sulphide	65	2.0	0.7	0.6	4.6	309	2.1	0.7	0.8	4.5	374	2.1	0.7	0.8	4.5	11
	Millions of dry metric tonnes	% Cu	% Zn	g/t Ag	% Mo	Millions of dry metric tonnes	% Cu	% Zn	g/t Ag	% Mo	Millions of dry metric tonnes	% Cu	% Zn	g/t Ag	% Mo	
Sulphide																
Cu only	38	1.17	0.2	9.7	0.04	268	1.21	0.15	10.1	0.04	306	1.21	0.16	10.1	0.04	32
Sulphide																
Cu-Zn	28	1.04	3.08	21.4	0.01	95	1.14	2.83	19.3	0.01	123	1.11	2.89	19.8	0.01	
	Millions of dry metric tonnes	g/t Ag	% Pb	% Zn		Millions of dry metric tonnes	g/t Ag	% Pb	% Zn		Millions of dry metric tonnes	g/t Ag	% Pb	% Zn		



Sulphide	18	467	10.6	3.9	2	344	8.3	4.3	20	455	10.4	3.9	3
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- 1) %TCu - per cent total copper, %SCu - per cent soluble copper, kg/tonne U<sub>3</sub>O<sub>8</sub> - kilograms per tonne uranium oxide, g/t Au- grams per tonne gold, g/t Ag - grams per tonne silver, %Zn - per cent zinc, %Pb - per cent lead, %Mo - per cent molybdenum.

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(2) Approximate drill hole spacing used to classify the reserves is:

<b>Deposit</b>	<b>Proven Ore Reserve</b>	<b>Probable Ore Reserve</b>
Escondida	Sulphide: 60m x 60m	Sulphide: 100m x 100m
	Sulphide leach: 60m x 60m	Sulphide leach: 105m x 105m
	Oxide: 45m x 45m	Oxide: 50m x 50m
Escondida Norte	Sulphide: : 60m x 60m	Sulphide: 100m x 100m
	Sulphide leach: 60m x 60m	Sulphide leach: 110m x 110m
	Oxide: 45m x 45m	Oxide: 50m x 50m
Cerro Colorado	70m x 70m, estimation on first kriging pass.	140m x 140m, estimation on second kriging pass.
Spence	Combined kriging pass, geological continuity, drilling density considerations equate to approximately 50m square grid for oxide and 75m square grid for sulphides	Combined kriging pass, geological continuity, drilling density considerations equate to approximately 100m square grid for both oxides and sulphides
Olympic Dam	Less than 40m x 40m	Less than 80m x 80m
Antamina	High Grade Cu/Zn: 3 composites of the same grade zone & different holes within 30m, closest within 20m. Low Grade Cu/Zn: 3 composites of the same grade zone & different holes within 35m, closest within 25m.	3 composites of the same grade zone & different holes within 55m, closest within 40m or 2 composites of the same grade zone & different holes within 65m, closest within 30m or at least 50 composites within 75m with at least 90 % in the same grade zone as the block.
Cannington	12.5m sectional x 15m vertical	25m sectional x 25m vertical

(3) Metallurgical recoveries for the operations are:

<b>Deposit</b>	<b>%Cu</b>	<b>Metallurgical recovery</b>				
		<b>%Ag</b>	<b>%Pb</b>	<b>%Zn</b>	<b>%Au</b>	<b>%U<sub>3</sub>O<sub>8</sub></b>
Escondida						
Sulphide	85% of TCu;					
Sulphide Leach	34% of TCu;					
Oxide	75% of TCu					
Escondida Norte	85% of TCu;					
Sulphide	34% of TCu;					
Sulphide Leach	75% of TCu					
Oxide						
Cerro Colorado	78					
Spence	81 - 82					
Olympic Dam	93	60		67	71	

Antamina

Sulphide Cu	92		
		60	0
Sulphide Cu-Zn	81	32	71
Cannington		87	89 73

- (4) Changes in the Escondida and Escondida Norte reserves from 2005 include an updated geological model using new data, updated cost and price estimates, full valuation of sulphide leach ore in ultimate pit limits, and variable cut-off grade of sulphide mill ore. Oxide ore scheduled for mining after closure of oxide leach plant has been reclassified and reported as Sulphide Leach. Part of the Sulphide Leach stockpile has been removed from Reserve classification due to uncertainty in tonnage, grade and metallurgical properties, pending additional study. In future reserve reports, the two mines will be combined into a single reportable reserve. For this year's reporting both mines are reported with the combined total. Economic and metallurgical studies are being conducted to evaluate optimal sulphide leach cut-off grades, which may lead to revision in the reserve. The price used for Escondida and Escondida Norte was Cu = US\$1.26/lb.
- (5) Escondida production rate and mine life estimate is based on the current life-of-mine plan which uses a future variable production rate from both the Escondida and Escondida Norte pits. The current combined nominal production rate available to the operation is 216 million tonnes per annum.
- (6) Other than depletion through production at Cerro Colorado, there were insignificant changes in reserves since 2005. An updated Life of Asset (LOA) Plan was performed in FY06. The reserve estimate was updated during year for the new resource estimate and revised economic and technical factors that resulted only in local changes to the mine plan. The price used was Cu = US\$1.26/lb.

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- (7) The reduction in Spence reserves compared to June 2005 was principally due to changes in the underlying resource estimate in the areas of geological interpretation, estimation, and classification. Over 85 km of additional drilling was incorporated in 2006, most of which was in-fill drilling of the five-year mine plan. Economic and technical parameters were also upgraded for mine planning purposes creating a new pushback design for the life-of-mine plan, but this has not resulted in significant changes to the ore reserves. The price used was Cu = US\$1.26/lb.
- (8) Olympic Dam was acquired through the purchase of WMC Resources Ltd on 3 June 2005. The Olympic Dam Ore Reserves reported above shows a decrease from that reported in June 2005, albeit this year at a slightly higher grade. The June 2006 reserve is based on a revised life-of-mine plan, developed in the first half of calendar 2006; that includes only the mining of underground stopes by current methods. It does not include mining of lower grade areas by sub-level cave or other alternative underground methods as included in last years report. These lower grade areas in the northern mine together with the total southern mine area resource are the subject of feasibility studies; on completion of these studies, which include both open cut and underground sub level and block caving methods, the reserves will be re-stated. Currently drilling is continuing at Olympic Dam to define the extent of mineralization. The prices used are: Cu = US\$1.26/lb, Au = US\$406.19/oz, Ag = US\$6.28/oz,  $U_3O_8$  = US\$19.57/lb.
- (9) Antamina In-pit material for reserve reporting purposes was defined between the 31 May 2006 month-end pit surface topography and the Pit 18 ultimate pit design (based upon mid-benches) and further depleted by the estimated production for June 2006. Increased tonnage resulting from lowering the ore cut-off grade was off-set by the removal of low-grade stockpiles from the reserves. Studies are in progress to enable better understanding of the metallurgical performance of these ores. The prices used are: Cu = US\$0.95/lb, Zn = US\$0.50/lb, Mo = US\$5.00/lb and Ag = US\$5.00/oz, which are a composite of price protocols provided by the shareholders of the operating entity. Valuation of ore is based on combined metal content that tends to be dominated by copper. Difference in zinc and molybdenite prices from SEC protocols is immaterial.
- (10) At Cannington, ongoing underground diamond drilling and geological interpretation has resulted in minor and local changes. There has been a steady promotion of ore reserves into the Proven category. Changes in metal prices and exchange rates have resulted in an adjustment in the tonnages and grades above a given (\$A60) dollar per tonne cut-off. The prices used are: Ag = US\$6.28/oz, Pb = US\$0.36/lb, Zn = US\$0.49/lb.

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*Carbon Steel Materials Customer Sector Group*

*Iron Ore*

**Ore Reserves**

	Proven Ore Reserve						Probable Ore Reserve						Total Ore Reserve						Nominal min production rate (Mwmtpa) <sup>(3)</sup>
	Millions of wet metric tonnes	% Fe	% P	%SiO <sub>2</sub>	%Al <sub>2</sub> O <sub>3</sub>	%LOI	Millions of wet metric tonnes	% Fe	% P	%SiO <sub>2</sub>	%Al <sub>2</sub> O <sub>3</sub>	%LOI	Millions of wet metric tonnes	% Fe	% P	%SiO <sub>2</sub>	%Al <sub>2</sub> O <sub>3</sub>	%LOI	
KM	179	62.7	0.06	6.1	2.0	1.6	554	63.0	0.08	4.9	2.0	2.3	733	62.9	0.08	5.2	2.0	2.1	
MM	52	62.3	0.07	2.4	1.6	6.3	14	61.8	0.05	3.4	1.8	6.0	66	62.2	0.07	2.6	1.6	6.2	
KM	38	63.0	0.07	4.1	2.5	2.9	203	62.9	0.08	3.5	2.5	3.5	241	62.9	0.08	3.6	2.5	3.4	
MM	7.1	60.2	0.11	6.3	2.0	5.0	0.2	59.4	0.07	7.1	2.2	5.3	7.3	60.2	0.11	6.3	2.0	5.0	
MM	282	61.9	0.06	3.2	1.7	6.0	160	62.5	0.06	2.9	1.6	5.6	442	62.1	0.06	3.1	1.7	5.9	
ID	551	57.7	0.04	5.4	1.3	10.4	297	57.0	0.04	5.6	1.5	10.6	848	57.5	0.04	5.5	1.4	10.5	
	Millions of dry metric tonnes	% Fe	% Pc				Millions of dry metric tonnes	% Fe	% Pc				Millions of dry metric tonnes	% Fe	% Pc				Nominal min production rate (Mdmtpa) <sup>(3)</sup>
DM	296	45.7	0.04				202	45.0	0.04				499	45.4	0.04				

(1) Approximate drill hole spacing used to classify the reserves is:

Deposit	Proven Ore Reserve	Probable Ore Reserve
Mt Newman JV	50m x 50m	300m x 50m
Jimblebar	50m x 50m	300m x 50m
Mt Goldsworthy JV Northern	25m x 25m	50m x 50m
Mt Goldsworthy JV Area C	60m x 50m up to 240m x 60m	at least 240m x 60m
Yandi JV	50m x 50m	150m x 150m
Samarco JV	ALE 126345: 200m x 200m x 16m	ALE 126: 360m x 318m x 16m
	ALE 7: 150m x 150m x 16m	ALE 345: 300m x 228m x 16m
	ALE 8: 250m x 250m x 16m	ALE 7: 300m x 300m x 16m
		ALE 8: 500m x 500m x 16m
		ALE 9: 300m x 300m x 24m

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- (2) Metallurgical recoveries for the operations are:

Deposit	Metallurgical recovery	
	% High grade	% Iron ore concentrate
Mt Newman JV	63 - 100	
Jimblebar	100	
Mt Goldsworthy JV Northern	100	
Mt Goldsworthy JV Area C	100	
Yandi JV	100	
Samarco JV		82

- (3) The reserve grades listed: Fe - iron, P - phosphorous, SiO<sub>2</sub> - silica, Al<sub>2</sub>O<sub>3</sub> - alumina and LOI - loss on ignition, refer to in situ mass percentage on a dry weight basis. %Pc represents phosphorous in concentrate for Samarco. For Mt Newman, Jimblebar, Mt Goldsworthy and Yandi Joint Ventures, tonnages represent wet tonnes based on the following moisture contents: BKM = 3%, MM = 4%, CID = 8%, NIM = 3.5%. Iron Ore is marketed as Lump (direct blast furnace feed) and Fines (sinter plant feed). Samarco is marketed predominantly as direct reduction and blast furnace pellets. The production rate is provided in millions of wet metric tonnes per annum (Mwmtpa) for the West Australian deposits and millions of dry metric tonnes per annum (Mdmtpa) for Samarco.
- (4) Reserves are divided into joint ventures, and material types that reflect the various products produced. The bedded ore types are classified as per the host Archaean or Proterozoic banded iron formations.
- (5) Ore types are BKM Brockman, MM Marra Mamba, NIM Niningarra, and CID Channel Iron Deposit.
- (6) Mining dilution and mining recovery (in general around 95%) has been taken into account in the estimation of reserves for all West Australian Iron Ore (WAIO) operations. For Samarco the mine recovery is 90.9% (not included in the reserve estimate) of the stated diluted reserve.
- (7) Changes in WAIO reserves compared to 2005 are due to mining depletion, new models and re-classification for the Mt Newman Joint Venture Whaleback deposit and the Yandi Western 4 deposit.
- (8) Cut-off grades used to estimate reserves: Mt Newman 50-62%Fe for BKM, 60%Fe for MM; Jimblebar 58-60%Fe for BKM; Mt Goldsworthy 58%Fe for NIM 57%Fe for MM; Yandi 56%Fe for CID.
- (9) The prices used are based on an average of the last three years commercial contracts.
- (10) The Jimblebar Reserves listed include the Wheelarra Hill 3, 4, 5, 6 and Hashimoto 1 and 2 deposits at Jimblebar in which the Wheelarra Joint Venture participants (BHP Iron Ore (Jimblebar) Pty Ltd (51%), ITOCHU Minerals and Energy of Australia Pty Ltd (4.8%), Mitsui Iron Ore Corporation Pty Ltd (4.2%) and subsidiaries of Chinese steelmakers Magang, Shagang, Tanggang and Wugang (10% each)) have a legal interest. At the commencement of the Wheelarra Joint Venture on 1 October 2005 the Wheelarra Joint Venture participants had a legal interest in 175 million dry metric tonnes of Jimblebar Reserves (Wheelarra Joint Venture tonnes). The effect of the sales contracts entered into between the Wheelarra Joint Venture participants and the Mt Newman Joint Venture participants and other associated agreements is that BHP Billiton (as a Mt Newman Joint Venture participant) has an entitlement to 85% of these Wheelarra Joint Venture Tonnes. This disclosure and the financial statements are prepared on this basis.

- (11) The Area C Reserves listed include C Deposit within Area C in which the POSMAC Joint Venture participants (BHP Billiton Minerals Pty Ltd (65%), ITOCHU Minerals and Energy of Australia Pty Ltd (8%), Mitsui Iron Ore Corporation Pty Ltd (7%) and a subsidiary of POSCO (a Korean steelmaker) (20%)) have a legal interest. The effect of the sales contracts entered into between the POSMAC Joint Venture participants and the Mt Goldsworthy Joint Venture participants and other associated agreements is that BHP Billiton (as a Mt Goldsworthy Joint Venture participant) has an entitlement to 85% of the Reserves in C Deposit . This disclosure and the financial statements are prepared on this basis.
- (12) The Yandi Reserves listed include the Western 4 deposit in which the JFE Western 4 Joint Venture (JW4 JV) participants BHP Billiton Minerals Pty Ltd (65%), ITOCHU Minerals and Energy of Australia Pty Ltd (8%), Mitsui Iron Ore Corporation Pty Ltd (7%) and a subsidiary of JFE Steel Corporation (a Japanese steelmaker) (20%)) have a legal interest. The effect of the sales contracts entered into between the JW4 JV participants and the Yandi Joint Venture participants and other associated agreements is that BHP Billiton (as a Yandi Joint Venture participant) has an entitlement to 85% of the Reserves in the Western 4 deposit. This disclosure and the financial statements are prepared on this basis.
- (13) Samarco reserves are estimated assuming external supply of approximately 10.2 million wet metric tonnes per annum of process feed from the nearby Fazendao mine, which is owned by CVRD, our 50 per cent joint venture partner in Samarco. The external ore supply has a high proportion of specular hematite, a particular ore type that is required to produce the desired ore blend for producing iron pellets. The absence of this external ore supply would significantly reduce Samarco reserves.

**Table of Contents****Carbon Steel Materials Customer Sector Group****Metallurgical Coal****Coal Reserves**

Commodity deposit <sup>(1,2)</sup>	Mining type	Coal type <sup>(3)</sup>	Proven Coal Reserve	Probable Coal Reserve	Total Coal Reserve <sup>(5)</sup>	Marketable Coal Reserve <sup>(4,5)</sup>			Nominal ROM production rate (Mtpa)	Mine life based on Coal Reserve (years)	BHP Billiton Interest %	
			Millions of tonnes	Millions of tonnes	Millions of tonnes	Millions of tonnes	% Ash	% VM				% S
<b>Queensland Coal Reserves at operating mines</b>												
<b>CQCA JV</b>												
Goonyella												
Broadmeadow	OC	Met	409	116	526	361	9.1	23.6	0.52	21	31	50
	UG	Met	31	89	120	102	6.7	23.9	0.50			
Peak Downs	OC	Met	261	543	804	448	9.2	20.7	0.60	15	54	50
Saraji	OC	Met	126	160	286	168	9.7	18.5	0.59	14	21	50
Norwich Park	OC	Met	33	38	71	51	10.3	17.3	0.69	8	9	50
Blackwater <sup>(6)</sup>	OC	Met/Th	117	224	341	310	9.6	24.5	0.44	10	33	50
South												
Blackwater <sup>(7)</sup>	OC	Met/Th	31	115	146	121	10.6	26.4	0.48	5	31	50
Subtotal					2,294	1,561						
<b>Gregory JV</b>												
Gregory												
Crinum	OC	Met/Th	2	7	9	7.3	7.4	33.4	0.60	7	7	50
	UG	Met/Th		39	39	33	10.9	32.0	0.60			
<b>BHP Mitsui Coal</b>												
South Walker												
Creek	OC	Met/Th	40	12	53	34	8.5	12.9	0.35	5	11	80
<b>Total</b>												
<b>Queensland Coal Reserves at operating mines</b>												
<b>Queensland Coal development projects</b>												
<b>BHP Mitsui</b>												
Poitrel <sup>(8)</sup>	OC	Met	39	23	62	45	8.6	23.7	0.35	4	15	80
<b>Illawarra Coal Reserves at operating mines <sup>(9)</sup></b>												
Appin	UG	Met/Th		41	41	34	8.9	23	0.36	3	15	100
West Cliff	UG	Met/Th	6	21	27	22	8.9	21	0.36	3	11	100
Dendrobium	UG	Met/Th	1	23	25	18	10.3	23	0.56	3	8	100



<b>Total Illawarra Coal Reserves at operating mines</b>	<b>93</b>	<b>73</b>
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(1) Approximate drill hole spacing used to classify the reserves is:

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<b>Deposit</b>	<b>Proven Ore Reserve</b>	<b>Probable Ore Reserve</b>
Goonyella Broadmeadow	Maximum 500m spacing of geophysically logged, analysed ,coreholes with greater than or equal to 95% recovery or less than +/-10% expected error at 95% confidence on a 200m x 200m block, 3D seismic coverage for UG resources	500m to 1000m spacing of geophysically logged, analysed, coreholes with greater than 95% recovery or +/-10% to +/-20% expected error at 95% confidence on a 200m x 200m block
Peak Downs, Saraji, Norwich Park, Blackwater, South Blackwater	Maximum 500m spacing of geophysically logged, analysed , coreholes with greater than or equal to 95% recovery.	500m to 1000m spacing of geophysically logged, analysed , coreholes with greater than or equal to 95% recovery.
Gregory Crinum	Maximum 500m spacing of geophysically logged, analysed , coreholes with greater than or equal to 95% recovery, 3D seismic coverage for UG resources.	500m to 1000m spacing of geophysically logged, analysed , coreholes with greater than or equal to 95% recovery.
Poitrel	Maximum 650m spacing of geophysically logged, analysed , coreholes with greater than or equal to 95% recovery.	650m to 1000m spacing of geophysically logged, analysed , coreholes with greater than or equal to 95% recovery.
Appin, West Cliff, Dendrobium	Maximum of 700m between data points.	Maximum of 1000m between data points.

(2) Coal washplant recoveries are:

<b>Queensland Coal:</b>	<b>% Recovery</b>
Goonyella Broadmeadow	71
Peak Downs	59
Saraji	58
Norwich Park	73
Blackwater	86
South Blackwater	81
Gregory Crinum	83
South Walker Creek	64
Poitrel	73
<b>Illawarra Coal:</b>	
Appin	81
West Cliff	81
Dendrobium	71

(3) Met - metallurgical coal, Th - thermal coal.

(4) Coal quality is for a potential product rather than the in situ quality and is on an air-dried basis. VM - volatile matter, S - sulphur.

(5) Total Coal Reserve is the sum of Proven and Probable Coal Reserve estimates, which includes allowances for diluting materials and for losses that occur when the coal is mined and are at the moisture content when mined. Marketable Coal Reserve (metric tonnes) is the tonnages of coal available at specified moisture and quality for sale after beneficiation of the Total Coal Reserve. The plant recovery factor estimates were based on the analysis of bore coredata and plant simulations to achieve a target product ash. Reserves are quoted on air-dried qualities, as this is the basis they are sold on the international market. As received moisture bases range from 8% to 10%, depending on quality.

(6)

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Blackwater - The increase in reserve base compared to 2005 was primarily driven by higher coal price assumptions and a subsequent extension of the economic open cut footprints for all pits.

- (7) South Blackwater - The increase in reserve base compared to 2005 was primarily driven by higher coal price assumptions and a subsequent extension of the economic open cut footprints for all pits. The Kennedy Pit area contributed 65Mt to the overall 75Mt increase in the estimated reserves.
- (8) Poitrel The project was approved and brought into production in 2006.
- (9) We have exclusive rights to mine coal at our Illawarra Coal operations within our registered mining leases (CL767, CL724 and CL768). Under NSW legislation for underground mines, before we commence mining operations on a particular area, we are required to develop and have approved by the NSW (Department of Primary Industry) a Subsidence Management Plan (SMP). Illawarra Coal routinely prepares and submits SMPs and receives approvals under this process. The Proven Reserve is stated for areas in which an SMP has been approved. Probable Reserves are in areas where an SMP is in preparation and, based on the geological and engineering investigations we carry out as part of our mine planning process and our experience of the SMP process, it is expected that the SMPs will be approved as part of the normal course of business and within the timeframe required by the current life-of-mine schedule.

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*Carbon Steel Materials Customer Sector Group*

*Manganese*

**Ore Reserves**

Ore type	Proven Ore Reserve			Probable Ore Reserve			Total Ore Reserve			Nominal mine production rate (Mtpa) <sup>(7)</sup>	Mine life based on Reserves (years)
	Millions of dry metric tonnes	% Mn	Yield	Millions of dry metric tonnes	% Mn	Yield	Millions of dry metric tonnes	% Mn	Yield		
ROM	58	48.5	53	36	47.2	52	94	48.0	52	5	17
	Millions of dry metric tonnes	% Mn W1 lump		Millions of dry metric tonnes	% Mn W1 lump		Millions of dry metric tonnes	% Mn W1 lump			
ROM	2.5	48.0		12	48.0		14	48.0		0.7	20
	Millions of wet metric tonnes	% Mn	% Fe	Millions of wet metric tonnes	% Mn	% Fe	Millions of wet metric tonnes	% Mn	% Fe		
ROM	44	37.6	4.5	6.7	37.2	4.3	50	37.6	4.6	3	18

(1) Approximate drill hole spacing used to classify the reserves is:

Deposit	Proven Ore Reserve	Probable Ore Reserve
GEMCO	60m x 120m and 60m x 60m	120m x 120m
Wessels	Defined as rim ±30m wide around mined-out areas, plus economically viable remnant blocks within mined-out areas. Underground chip sampling, limited underground boreholes and ±156m spaced surface drillholes.	±156m spaced surface drillholes, supplemented by some underground drilling and sampling.
Mamatwan	80m x 80m	160m x 160m

(2) Metallurgical recoveries for the operations are:

Deposit	Metallurgical recovery
GEMCO	%Mn As for % Yield in the table above
Wessels (for W1 Lump Product)	
Conversion from ROM to Quality Product: 24% fines dilution	76
Mamatwan	98

- (3) GEMCO - tonnage is in-situ with manganese grades provided as washed ore samples, the yield should be applied to the insitu tonnage to provide an estimate of washed product tonnes. Washed product yield is estimated for each reserve block. %Mn per cent manganese.
- (4) Wessels is quoted as run of mine (ROM) product tonnage and %Mn W1 lump - Wessels main lump manganese product grade on a dry weight per-cent basis.
- (5) The Mamatwan reserve increase for FY2006 reflects further optimisation of the open cut design and life-of-mine plan tonnage; manganese (%Mn) and iron (%Fe) grades quoted are for in-situ reserves.



**Table of Contents***Diamonds and Specialty Products Customer Sector Group***Ore Reserves**

Mine or ore type	Proven Ore Reserve		Probable Ore Reserve		Total Ore Reserve		Nominal mine production rate (Mtpa)	Mine life based on Reserves (years)
	Millions of dry metric tonnes	Carats per tonne	Millions of dry metric tonnes	Carats per tonne	Millions of dry metric tonnes	Carats per tonne		
OC	20	0.4	10	0.5	31	0.4	4.5	10
SP	1.2	2.5			1.2	2.5		
UG	6.5	0.9	5.3	0.9	12	0.9		
	Millions of dry metric tonnes		Millions of dry metric tonnes		Millions of dry metric tonnes			
TiO <sub>2</sub> slag	6.2		20		26		1	25
	Millions of tonnes	% P <sub>2</sub> O <sub>5</sub>	Millions of tonnes	% P <sub>2</sub> O <sub>5</sub>	Millions of tonnes	% P <sub>2</sub> O <sub>5</sub>		
OC	29	24.6	52	24.3	82	24.4	2.8	29
SP	0.6	22.3			0.6	22.3		

(1) Approximate drill hole spacing used to classify the reserves is:

Deposit	Proven Ore Reserve	Probable Ore Reserve
EKATI Core Zone	less than 25m and up to 50m	less than 25m and up to 75m
Richards Bay Minerals	50m x 50m	800m x 100m
Southern Cross Fertilisers	120m x 120m	400m x 400m

- (2) Diamond prices used for pit optimisations and ore reserves reflect company determined long term marketing conditions. Diamonds are estimated at an effective 2 mm square aperture stone size cut-off.
- (3) Richards Bay Minerals Ore Reserve estimates are as at 31 December 2005. Production is based on millions of tonnes of TiO<sub>2</sub> slag product.
- (4) Southern Cross Fertilisers was sold in August 2006, the reporting of the reserve is to comply with the 30 June 2006 reporting date; %P<sub>2</sub>O<sub>5</sub> per cent phosphate.

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**Energy Coal Customer Sector Group**

**Ore Reserves**

Commodity	Deposit <sup>(1,2,3)</sup>	Mine type	Coal type	Proven Coal Reserve	Probable Coal Reserve	Total Coal Reserve <sup>(4)</sup>	Marketable Reserve <sup>(4)</sup>					Nominal mine production rate (Mtpa)	Mine life based on Coal Reserve (years)	BHP Billiton Interest %	
				Millions of tonnes	Millions of tonnes	Millions of tonnes	Millions of tonnes	% Ash	% VM <sup>(3)</sup>	% S <sup>(3)</sup>	CV <sup>(3)</sup>				% Total moisture <sup>(5)</sup>
<b>New Mexico - operating mines</b>															
	San Juan	UG	Th	77	6	83	83				5,300	9.9	6.4	13	100
	Navajo	OC	Th	210	0	210	210			0.84	4,790	13.2	7.7	27	100
<b>South Africa - operating mines</b>															
	Douglas <sup>(6)</sup>	OC	Th	2		2	1	15.2	23.3	0.64	6,579	7.5			
		UG	Th	11		11	6	15.2	25.7	0.60	6,601	7.5	5.6	2	84
	Khutala <sup>(7)</sup>	OC	Met/Th	3	4	8	6	18.6	30.0	1.73	6,070				
		OC	Th	24	43	67	67	36.5	20.6	0.98	4,394				
		UG	Th	204		204	204	34.3	21.6	0.93	4,470		13	22	100
	Klipspruit <sup>(8)</sup>	OC	Th	52	33	86	65	19.1	23.3	0.50	6,018	7.5	4.8	18	100
	Koornfontein <sup>(9)</sup>	UG	Th	8	1	9	6	15.3	25.3	0.80	6,438	7.5	4.1	2	100
	Middelburg <sup>(10)</sup>	OC	Th	201	63	264	210	21.8	22.7	0.80	5,924	7.0	28	9	84
	Optimum <sup>(11)</sup>	OC	Th	158		158	119	18.3	26.9	0.71	6,122	7.8	18	9	100
<b>Australia - operating mine</b>															
	Mt Arthur Coal	OC	Th	204	38	242	196	17.1	30.3	0.64	6,385	8.7	15	16	100
<b>Colombia - operating mine</b>															
	Cerrejon Coal Company	OC	Th	656	213	869	859	8.7		0.64	6,155	13.8	32	27	33.3

(1) Approximate drill hole spacing used to classify the reserves is:

Deposit	Proven Ore Reserve	Probable Ore Reserve
San Juan	0m - 500m	500m - 1000m
Navajo	1100m maximum nearest hole spacing, 180m average	NA
Douglas	A minimum of 8 boreholes per 100Ha	4-8 boreholes per 100Ha
Khutala	A minimum of 16 boreholes per 100Ha	5-16 boreholes per 100Ha
Klipspruit	A minimum of 8 boreholes per 100Ha	4-8 boreholes per 100Ha
Koornfontein	A minimum of 8 boreholes per 100Ha	4-8 boreholes per 100Ha
Middelburg	A minimum of 16 boreholes per 100Ha	5-16 boreholes per 100Ha
Optimum	A minimum of 16 boreholes per 100Ha	5-16 boreholes per 100Ha
Mt Arthur Coal	Maximum 500m	500m-1000m
Cerrejon Coal Company	A minimum of 6 boreholes per 100Ha	2-6 boreholes per 100Ha

(2) Met - metallurgical coal, Th - thermal coal, VM - volatile matter, and S - sulphur, CV - calorific value.

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- (3) Zululand Anthracite Colliery (ZAC) was sold in December 2005 and does not form part of the reserves for the 30 June 2006 reporting date.
- (4) Total Coal Reserve (tonnes) is the sum of Proven and Probable Coal Reserve estimates, which includes allowances for diluting materials and for losses that occur when the coal is mined and are at the moisture content when mined. Marketable Coal Reserve (tonnes) is the tonnage of coal available, at a specified moisture and air dried quality, for sale after the beneficiation of the Total Coal Reserve. Note that where the coal is not beneficiated the Total Coal Reserve tonnes are the Marketable Coal Reserve, with moisture adjustment where applicable.
- (5) Coal moisture content is on an as received basis.
- (6) Douglas - The decrease in reserve tonnage from that reported in 2005 is due to a revision of the life-of-mine plan for Douglas. Certain areas included in the 2005 life-of-mine plan are currently being re-evaluated as part of a feasibility study. As such the life-of-mine plan for 2006 has excluded these areas, and the reserves reported are based on this revised 2006 life-of-mine plan. Marketable Reserves comprises 100% export coal.
- (7) Khutala - Marketable Reserve comprises 100% domestic Eskom coal.
- (8) Klipspruit became an operational mine in July 2005; it was previously reported as a project. Marketable Reserve comprises 71% export coal and 29% domestic Eskom coal.
- (9) Koorfontein - Marketable Reserve comprises 100% export coal. Koorfontein was sold in July 2006 the reporting of the reserve is to comply with the 30 June 2006 reporting date.
- (10) Middelburg - Marketable Reserve comprises 44% export coal and 56% domestic Eskom coal.
- (11) Optimum - The decrease in reserve tonnage from that reported in 2005 is due to a revision of the life-of-mine plan for Optimum. Certain areas included in the 2005 life-of-mine plan are currently being re-evaluated with the goal of securing additional capital in order to facilitate the mining of these areas. As such the life-of-mine plan for 2006 has excluded these areas, and the reserves reported are based on this without capital case. Marketable Reserve comprises 45% export coal and 55% domestic Eskom coal.



**Table of Contents****Stainless Steel Materials Customer Sector Group****Ore Reserves**

Commodity Deposit (1,2,3)	Ore Type	Proven Ore Reserve		Probable Ore Reserve		Total Ore Reserve		Nominal mine production rate (Mtpa)	Mine life based on Reserves (years)	BHP Billiton Interest %
		Millions of dry metric tonnes	% Ni	Millions of dry metric tonnes	% Ni	Millions of dry metric tonnes	% Ni			
<b>Nickel - Colombia</b>										
Cerro Matoso <sup>(4)</sup>	Laterite	43	1.75	18	1.48	61	1.67	3	20	99.8
<b>Nickel West - Australia</b>										
Leinster <sup>(5)</sup>	OC	0.7	1.8			0.7	1.8	2.5	6	100
	UG	7.0	1.8	7.6	1.9	15	1.9			100
Mount Keith <sup>(6)</sup>	OC	166	0.54	47	0.52	213	0.54	11.5	21	100
	SP	30	0.5			30	0.5			100
<b>Nickel Australia -Projects</b>										
Ravensthorpe	Laterite	118	0.75	120	0.6	238	0.68	11	22	100

(1) Approximate drill hole spacing used to classify the reserves is:

Deposit	Proven Ore Reserve	Probable Ore Reserve
Cerro Matoso	Less than 17m	Greater than 17m and less than 33m
Leinster	25m x 25m	25m x 50m
Mt Keith	60m x 40m	80m x 80m
Ravensthorpe	40mE x 50mN	80mE x 100mN

(2) Metallurgical recoveries for the operations are:

Deposit	Metallurgical recovery %Ni
Cerro Matoso (to Ni metal)	86
Leinster - UG (to Ni in concentrate)	86
- OC (to Ni in concentrate)	82
Mt Keith OC (Reserve to Ni in concentrate)	64
- SP (Reserve to Ni in concentrate)	57

Ravensthorpe - The plant recovery cannot be directly related to the metal contained in the reserve due to ore beneficiation prior to hydrometallurgical processing

(3) %Ni - per cent Nickel.

(4) Cerro Matoso - the density was adjusted with new results obtained in FY2006, and the chemical specifications of the ore to the plant were changed, in Al<sub>2</sub>O<sub>3</sub> and SiO<sub>2</sub>/MgO ratio, these changes have increased the reserve.

(5) The Stockpile (SP) reserve reported for Leinster in 2005 (0.2Mt) was run down during the year in the normal course of production.

(6)

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Mt Keith - 3Mt of stockpile material has been reclassified as this is shown to be uneconomic from review of the metallurgical recovery model. Net change in open cut ore over and above depletion is due to a change of pit design, the application of updated assumptions of mining recovery and a review of the economics of low grade ore.

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### **3. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

This Operating and financial review and prospects section is intended to convey management's perspective of the BHP Billiton Group and its operational and financial performance as measured in accordance with IFRS. We intend this disclosure to assist readers to understand and interpret the financial statements included in this Report. This section should be read in conjunction with those financial statements, together with the accompanying notes.

This Operating and financial review and prospects section is divided into the following parts:

*Our business* a general description of our business; the strategic drivers; the key measurements we use to assess our performance; the economic factors affecting our business and the trends and uncertainties we have identified that significantly affect our business.

*Application of critical accounting policies and estimates* a discussion of our accounting policies that require critical judgements and estimates.

*Operating results* an analysis of the consolidated results of operations of the BHP Billiton Group for the two years presented in our financial statements, and an explanation of Underlying EBIT as a focus of our analysis of the business.

*Liquidity and capital resources* an analysis of cash flows and sources and uses of cash.

*Off-balance sheet arrangements* an analysis of financial arrangements that are not reflected on our balance sheet.

*Contractual obligations* an analysis of our contractual obligations and commercial commitments.

#### **Our business**

##### ***Description of the BHP Billiton Group***

BHP Billiton is the world's largest diversified resources group by market capitalisation, revenue and profit. We had a combined market capitalisation of approximately US\$123 billion as of 30 June 2006, and we generated revenue of US\$32.2 billion, revenue, together with our share of jointly controlled entities revenue of US\$39.1 billion and profit attributable to BHP Billiton shareholders of US\$10.5 billion for the year ended 30 June 2006. We generate most of our revenue, profit and cash flows by discovering or acquiring petroleum and mineral resources, extracting them through mining, drilling and processing operations, and selling them to our customers. We divide our business into seven business units or Customer Sector Groups (CSGs):

Petroleum, which explores for, produces, processes and markets hydrocarbons including oil, gas and liquefied natural gas

Aluminium, which explores for and mines bauxite and processes and markets aluminium and alumina

Base Metals, which explores for, mines, processes and markets copper, silver, zinc, lead, uranium, and copper by-products including gold and molybdenum

Carbon Steel Materials, which explores for, mines, processes and markets metallurgical coal, iron ore and manganese used in the production of carbon steel

Diamonds and Specialty Products, which explores for and mines diamonds and titanium minerals, and also includes our recently-sold fertiliser operations

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Energy Coal, which explores for, mines, processes and markets energy coal for use in electricity generation

Stainless Steel Materials, which explores for, mines, processes and markets nickel, which is used in the production of stainless steel. In addition to the seven CSGs, we also have a minerals exploration group, a technology group and a freight, transport and logistics operation.

We generally produce products in the southern hemisphere and sell into the northern hemisphere. Our major production operations are in Australia, Latin America and southern Africa. Our sales are geographically diversified. About a third of our revenue is generated in Asia (in particular, China, South Korea and Japan), about a third in Europe and the balance in the rest of the world, mainly Australia, North America and Southern Africa. We also sell product sourced from third party producers. In 2005-06, third party product represented approximately 15.4 per cent of our revenue but only 0.8 per cent of our profit from operations.

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### *Strategic drivers of our business*

Our core purpose is to create long-term value through the discovery, development and conversion of natural resources and the provision of innovative customer and market-focused solutions.

Fundamentally, this means that our business will have:

a focus on the upstream extraction of natural resources

high-quality, long-life and low-cost assets with embedded growth options

a diversified portfolio of commodities and assets and geographic regions that reduce the volatility of cash flows

a focus on seaborne traded commodities

a global portfolio of employees, assets and customers.

Our strategy is based around discovering or acquiring and developing large, low-cost, high reserve assets to produce stable cash flows that support an ongoing program of exploration and development of new assets, as well as providing consistent and growing returns to shareholders. In executing this strategy, we focus on seven strategic drivers:

**People** the foundation of our business is our people. We require people to find resources, develop those resources, operate the businesses that produce our products, and then deliver that product to our customers.

**Licence to operate** we ensure that those who are impacted by our operations also benefit by the operation. Licence to operate means win-win relationships and partnerships. This includes a central focus on health, safety, environment and the community, and being valued as a good corporate citizen.

**World-class assets** our world-class assets provide the cash flows that are required to build new projects, to pay our employees, suppliers, taxes and partners, and ultimately to pay dividends to our shareholders. We maintain high-quality assets by managing them in the most effective and efficient way. Taking care of our world-class assets is absolutely critical.

**The BHP Billiton Way** this concept captures a series of Business Excellence processes, knowledge sharing networks and our customer-focused marketing organisation, which is applied to all of our assets and businesses. The development of these processes and sharing of the principles behind those concepts lead to increased economies of scale and shared best practices.

**Financial strength and discipline** we have a solid single A credit rating, which balances financial flexibility with the cost of finance. Strong financial management is necessary in order to support the growth initiatives we are undertaking globally across all our businesses.

**Project pipeline** we are continuously identifying, prioritising and executing the next set of growth projects. It is a critical part of our strategy to successfully deliver our growth projects on time and on budget.

Growth options we use exploration, technology and our global footprint to identify the next generation of opportunities where we can invest and use our skills and strengths.

***Key measures***

We use a number of measures to assess how well we have performed in the areas we have identified as key drivers. The key financial measure of our overall strategy is the amount of profit attributable to BHP Billiton shareholders that we earn over time. The key financial measure we use to measure the performance of our operations is Underlying EBIT described below. In 2005-06, profit attributable to BHP Billiton shareholders was US\$10.5 billion, an increase of US\$4.1 billion, or 63.4 per cent, from 2004-05. Underlying EBIT for the year ended 30 June 2006 was US\$15.3 billion, compared with US\$9.9 billion in the prior year, an increase of 54.0 per cent. The following measures assist us to track various aspects of the business that contribute to the overall result:

**Health, safety, environment and community** in previous years our principal measure of safety performance was our Classified Injury Frequency Rate (CIFR), which is the number of classified injuries per million work hours. A classified injury is defined as any workplace injury that has resulted in the person not returning to their unrestricted normal duties after the calendar day on which the injury was received. In July 2005, we commenced monitoring Total Recordable Injury Frequency Rate (TRIFR) as the means to track

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injuries. This move aims to improve the visibility of all workplace incidents by including the total number of medical treatment cases. Our performance in safety during 2005-06 was impacted by three fatalities. This compares to three in 2004-05. Our TRIFR was 8.7 for this first year of tracking and our CIFR increased from 3.9 to 4.8, in part due to a range of acquisitions and divestments made during 2005-06. On a positive note, the duration rate, which measures the impact of injuries on people in terms of days lost per classified injury, decreased by 28 per cent. From the health perspective there was an encouraging 19 per cent decrease in new cases of work-related illnesses compared to 2004-05.

In relation to our effect on the environment, there were three significant environmental incidents. Remedial actions were put in place, stakeholders notified and investigations undertaken, with longer-term corrective and preventative actions identified and being implemented.

Our voluntary contributions to community programs totalled US\$81.3 million, equating to 1.45 per cent of pre-tax profits on a three-year rolling average basis, compared to US\$57.4 million, or 1.59 per cent of pre-tax profit for 2004-05. Although the percentage has decreased, the actual value of our community investment has increased significantly due to the increased profits, and continues to exceed our target of 1 per cent.

**Growth projects** we completed four major projects (major being over US\$100 million our share) during 2005-06 with forecast final capital expenditure totalling US\$1,405 million, against total approved capital expenditure of US\$1,384 million, a 1.5 per cent increase from the overall approved amount. Additionally, we approved seven further major projects during the period, with total approved capital expenditure of US\$5,048 million. Another six major projects are under development with capital expenditure approved in prior years totalling US\$4,455 million. For details of each major project, its capacity, budgeted capital and target end date, refer to *Liquidity and capital resources*. Currency strength against the US dollar has added further cost pressure. Market conditions in Australia and the Gulf of Mexico are particularly tight and are impacting both existing projects and our plans to execute new growth projects in these regions. Specifically, the Ravensthorpe Nickel Project in Western Australia and the Atlantis South development in the Gulf of Mexico are experiencing cost pressures of more than 30 per cent in excess of approved budgets. As a result, a detailed review of the Ravensthorpe schedule and budget commenced during the last quarter of 2005-06. The Atlantis South development schedule remains under review following last year's hurricanes in the Gulf of Mexico.

**Operational efficiency** in order to assess whether we are operating our assets efficiently across the Group, we look primarily at Underlying EBIT as discussed below. We continue to pursue a number of operational efficiency projects at our operations, as part of our *Business Excellence* initiative.

**Production** in 2005-06, in response to record demand, we stretched production from our assets to new levels, with annual production records set for aluminium, copper, iron ore, nickel and natural gas.

**Liquidity and capital management** net debt comprising cash and interest bearing liabilities at 30 June 2006 was US\$8.2 billion, a decrease of US\$0.5 billion, or 5.6 per cent, compared to 30 June 2005. Gearing, which is the ratio of net debt to net debt plus net assets, was 25.2 per cent at 30 June 2006, compared with 32.8 per cent at 30 June 2005.

In October 2005, BHP Billiton filed a US\$3.0 billion shelf registration statement with the US Securities and Exchange Commission (SEC). In December 2005, we issued an SEC registered Global Bond comprising US\$600 million of 5.00 per cent Senior Notes due 2010 and US\$750 million of 5.25 per cent Senior Notes due 2015. In May 2006, we issued 650 million (US\$807 million) of 4.125 per cent Euro Bonds due in May 2011. The proceeds were used to partially repay debt incurred to fund the acquisition of WMC and to repay commercial paper.

### ***External factors affecting our results***

The following section describes some of the external factors that have a material impact on our financial condition and results of operations. We manage the risks discussed in this section under our portfolio management approach, which relies on the effects of diversification, rather than individual price risk management programs. You should refer to note 28 *Financial instruments* in the financial statements for details of our financial instruments outstanding at 30 June 2006.

#### ***Commodity prices***

The following summarises the trends of our most significant commodities for the year ended 30 June 2006.

**Oil:** The primary drivers behind the strength of the oil price have been strong demand, a limited amount of spare OPEC crude production capacity, crude supply disruptions, and geopolitical factors contributing to a significant risk premium. Despite patches of weakness, the world economy has grown strongly, led by China, with rapidly growing energy requirements. The year ended with effective OPEC spare capacity at less than 2 million bbl/d in a total market of 83 to 85 million bbl/d, with almost 1 million bbl/d of disrupted supply in Nigeria and Iraq. Various geopolitical events contributed to concerns about security of energy sources, including conflict in the Middle East, nationalisation of

international oil companies assets in Venezuela, pipeline explosions and hostage-taking in Nigeria and changes to Russian oil and gas export policies.



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**Aluminium:** The aluminium market was very strong throughout 2005-06. The closing benchmark three-month price on the London Metal Exchange (LME) at the end of the fiscal year was US\$2,630 per tonne, up 50 per cent from the beginning of the fiscal year. At times, the three-month price on the LME was in excess of US\$3,200 per tonne. For the fiscal year as a whole, the three-month price averaged US\$2,260 per tonne. While aluminium stock levels on the LME and other major commodity exchanges rose during the course of the fiscal year, visible stock levels measured in terms of global consumption still remained at historically very low levels. Continuing uncertainty concerning the level of primary aluminium net exports from China coupled with the higher-cost alumina and energy environments supported the higher aluminium price.

**Copper:** Refined copper demand was stronger in many regions as consumers finished de-stocking and economic activity picked up in many countries. The International Copper Study Group (ICSG) estimates that in calendar 2005, refined copper consumption reached 16.51 million tonnes, down 1.3 per cent from the previous year. However, in the first four months of calendar 2006, refined copper demand is estimated by the ICSG to have risen by 2 per cent year-on-year. Combined exchange stocks at LME/Comex/Shanghai rose during 2005-06 by 90,203 tonnes from 71,421 tonnes to 161,624 tonnes. Stocks fell in the US and Europe, but rose in Asia.

**Iron ore:** Market conditions remained tight in 2006, underpinned by continued buoyant demand for imports by China as pig iron growth remains very strong and Chinese local iron ore production was not able to increase at the same rate. The 71.5 per cent price increase for fines in 2005 stimulated further high cost iron ore production, including domestic low grade ores from China, but challenges in ramping up capacity in major export producers located in Australia and Brazil have been compounded by poor weather conditions in Australia in late 2005/early 2006, so that capacity growth has been delayed. The overall impact is to sustain a stronger for longer market outlook as evidenced by the 19 per cent price increase achieved for the 2006 Japanese financial year.

**Metallurgical coal:** Metallurgical coal demand remained robust during 2005-06, although blast furnace production adjustments together with sharply lower Chinese merchant coke prices, down to around US\$120 per tonne by the end of December 2005, saw some moderation of demand in selected markets. High prices saw imports into China decline from around 6 million tonnes to around 2 to 3 million tonnes as Chinese domestic coking coal production increased. Large expansions of coke-making capacity in China together with this additional domestic production was the major contributor to excess coke stockpiles and price declines in the merchant coke market.

**Energy coal:** Growth in energy coal demand is closely related to growth in electricity consumption, which has increased at an average rate of 2.8 per cent per annum since 1990. The cost of fuel is typically the largest variable cost involved in electricity generation. On an energy basis, coal is currently the cheapest fossil fuel for electricity generation in most seaborne markets, ahead of gas and oil. Prices fell somewhat during 2004-05, as market tightness eased. A surge in global oil and gas prices contributed to a recovery in coal prices during 2005-06. Other factors contributing to high energy coal prices include a weaker US dollar relative to some of the key coal exporting country currencies, strong growth in demand in the Pacific driven by new installed power generation capacity, growth in imports into the US, India and China, and steady demand in Europe.

**Nickel:** Nickel prices historically have demonstrated greater price volatility than most other metals and the recent past has been no exception. The nickel price began 2005-06 with a price of US\$14,680 per tonne. A period of de-stocking in the stainless steel industry during the first half of 2005-06 decreased the average nickel price for that period to US\$13,608 per tonne. A strong resurgence in stainless steel and nickel demand saw an increase in the second half of 2005-06 with an average nickel price of US\$17,367 per tonne. The months of May and June 2006 had an average nickel price exceeding US\$20,000 per tonne. LME nickel stocks were 6,882 tonnes at the start of the financial year, climbing to over 36,000 tonnes during the period of de-stocking. The LME nickel stocks were 9,990 tonnes at the end of 2005-06.

### *Commodity price trends and sensitivities*

The following table shows the average prices of our most significant commodities for the three years ended 30 June 2006.

Commodity	2006	2005	2004
Energy coal (US\$/t)	47.63	53.51	42.63
Copper (LME) (¢/lb)	228.58	142.80	105.49
Aluminium (LME) (3mth) (US\$/t)	2,260	1,802	1,572
Crude oil (WTI) (US\$/bbl)	64.41	48.84	33.69
Iron ore <sup>(1)(2)</sup> (US\$/dmu)	0.7345	0.6172	0.3599
Metallurgical coal <sup>(2)(3)</sup> (US\$/t)	115	125	58
Nickel (LME) (US\$/t)	15,488	14,955	12,264

- 
- (1) Newman fines price in Japan.
  - (2) Price represents that set in April of the relevant fiscal year.
  - (3) Prime hard coking coal worldwide.

The following table indicates the estimated impact on 2005-06 profit after taxation of changes in the prices of our commodities. With the exception of price-linked costs, the sensitivities below assume that all other variables such as exchange rate, costs, volumes and taxation remain constant. There is an inter-relationship between commodity prices and currencies that is not reflected in the

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sensitivities below. Movements in commodity prices can cause movements in exchange rates and vice versa. Volumes are based on 2005-06 actual results and sales prices of our commodities under a mix of short, medium and long-term contracts. These sensitivities should therefore be used with care.

<b>Estimated impact on 2005-06 profit after taxation of changes of:</b>	<b>US\$M</b>
US\$1/t on iron ore price	55
US\$1/bbl on oil price	25
US\$1/t on metallurgical coal price	25
USc1/lb on aluminium price	20
USc1/lb on copper price	20
US\$1/t on energy coal price	25
USc1/lb on nickel price	2

The impact of the commodity price movements in the current year is discussed in Results of operations

*Exchange rates*

We are exposed to exchange rate transaction risk on foreign currency sales and purchases. For example, our products are predominantly priced in US dollars. As a result, fluctuations in the currencies that account for a substantial portion of our operating expenses (primarily the Australian dollar, South African rand, Chilean peso and Brazilian real) relative to the US dollar could have a material impact (positive or negative) on our financial condition and results of operations.

We are also exposed to exchange rate translation risk in relation to net monetary liabilities (defined as our foreign currency denominated monetary assets and liabilities, including debt and other long-term liabilities (other than site restoration provisions at operating sites where foreign currency gains and losses are capitalised in property, plant and equipment)).

The following table indicates the estimated impact on 2005-06 profit before taxation of changes in the Australian dollar or South African rand, which are the two principal currencies outside of the US dollar to which we are exposed in terms of our net monetary liabilities. The sensitivities give the estimated impact on profit before taxation based on the exchange rate movement in isolation. The sensitivities assume all variables except for exchange rate remaining constant. As outlined above, there is an inter-relationship between currencies and commodity prices where movements in exchange rates can cause movements in commodity prices and vice versa. This is not reflected in the sensitivities below. These sensitivities should therefore be used with care.

<b>Estimated impact on 2005-06 profit before taxation of changes of:</b>	<b>US\$M</b>
Australian dollar (USc1/A\$)	
Net monetary liabilities <sup>(1)</sup>	24
South African rand (0.2 rand/US\$)	
Net monetary liabilities <sup>(1)</sup>	7
Rand debt	4

<sup>(1)</sup> Impact based on difference in opening and closing exchange rates for the period.

The impact of exchange rate movements in the current year is discussed in Results of operations .

*Interest rates*

We are exposed to interest rate risk on our outstanding borrowings and investments. Our policy on interest rate exposure is for interest on our borrowings to be on a US dollar floating interest rate basis. Deviation from our policy requires the prior approval of our Financial Risk Management Committee and is managed within our Cash Flow at Risk (CFaR) limit, which is described in note 28 Financial instruments in the financial statements. When required under this strategy, we use interest rate swaps, including cross currency interest rate swaps, to convert a fixed rate exposure to a floating rate exposure or vice versa. As at 30 June 2006 we have US\$1.4 billion of fixed interest borrowings that have not been swapped to floating rates, arising principally from legacy positions that were in existence prior to the merger that created the DLC structure.

*Trends and uncertainties*

We operate our business in a dynamic and changing environment and with information that is rarely complete and exact. In this section, we discuss the most important areas where management sees trends occurring that may materially affect our future financial condition and results of operations, risks that could have a material adverse effect on our business and areas where we make decisions on the basis of information that is incomplete or uncertain.

**Commodity price, currency exchange rate and interest rate volatility** commodity prices persist at high levels compared to recent years. In real terms, base metals prices are now at similar levels to the prices experienced in the late 1980s. Inventories on market

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exchanges (as a proportion of demand) continue to tighten. The major difference between the situation today and that of previous periods is the coincidence of high prices across the energy and minerals spectrum. Today, in addition to high base metals prices, oil prices in real terms have approached the levels seen in the 1970s and the real prices of key steelmaking raw materials are at levels last seen in the early 1980s. The confluence of demand growth across the commodity spectrum in the developed and developing economies coupled with a lag in the supply response have driven the prices higher. Increasing investor interest in commodity markets and low inventory levels have undoubtedly contributed to price levels and volatility. Forward prices of LME metals and oil remain above long-term historical averages, indicating that large-scale supply surpluses are currently not being anticipated in these markets. Natural and man-made events are likely to continue to disrupt supply. Regulatory approvals and rising capital costs are delaying project developments. These factors could further tighten already short markets. Similarly, there are no signs of an imminent retreat in bulk commodity prices. However, high prices are inevitably leading to some substitution.

Strong increases in industry operating and capital costs, shortages of experienced people in some areas and lengthy time frames for installing new capacity suggest that it will be some time before a material supply response occurs. Therefore we are likely to see an extended period of high cyclical prices. As we have consistently stated, however, over the longer term we expect the introduction of new capacity to return prices to more sustainable levels.

**Growth in product demand** – the global economy recorded strong growth during the year. In Asia, growth has been supported by continued domestic demand, exports and investment dominated by China’s continuing industrialisation and urbanisation and continued growth in Japan. Similarly, economic activity in Europe gained momentum, with Germany’s industrial production maintaining a solid upward trend. US export growth provided support for overall economic expansion with buoyant export markets helped by the lagged effects of a weakening dollar. In this environment, commodity prices continued to post multi-decade highs. Economies with strong energy and minerals exports, particularly in Russia, Australia and parts of South America, have benefited.

The global economic outlook continues to be positive, although rates of growth are likely to slow given high energy prices and the increasing trend of higher interest rates. Growth in Asia will help drive the global economy, with Japan’s expansion well-established. China’s economic growth is expected to remain strong, even if attempts to cool strong growth are successful. Elsewhere, the US economy will slow from rapid growth experienced earlier in the year, but is likely to remain at levels consistent with long-term trends. While the outlook for the global economy and commodity prices is encouraging, it is not without risk. Escalating geopolitical tensions, supply disruptions and high energy prices are contributing to a tight oil market and are adding to increased uncertainty in markets. Consumers are concerned about the broader impact of further increases in oil prices and rising interest rates.

**Operating costs and capital expenditures** – strong demand for resources globally has continued, leading to increased costs across the industry for labour, contractors, raw materials, fuel, energy and other input costs. Some of the higher costs have resulted from our efforts to increase short-term production to take advantage of the current high price environment. Our challenge is to ensure that these higher costs do not become a permanent structural change to our cost base.

**Exploration and development of resources** – because most of our revenues and profits are related to our oil and gas and minerals operations, our results and financial condition are directly related to the success of our exploration efforts and our ability to replace existing reserves. However, there are no guarantees our exploration program will be successful. When we identify an economic deposit there are often significant challenges and hurdles entailed in its development, such as negotiating rights to extract ore with governments and landowners, design and construction of required infrastructure, utilisation of new technologies in processing and building customer support.

**Health, safety, environment and community** – central to our business is a commitment to sustainable development, which incorporates health, safety, environment and community responsibilities. Our aims are to achieve Zero Harm in our health and safety performance, to embed a systematic approach to environmental risk management and to increase our engagement with host communities. Quite often these aims will lead to the implementation of standards that exceed applicable legal and regulatory requirements. Apart from our belief that applying best industry practice in health, safety and environmental management is part of being a good corporate citizen, we believe establishing a track record of minimising health, safety and environmental impacts leads to higher levels of trust in the communities in which we operate, among the governments that regulate us and the organisations that monitor our conduct.

Given the nature of our operations, there remains a risk that, despite our best efforts, health, safety or environmental incidents may occur that could result in fines or remediation expenditures and damage our reputation, making it harder for us to do business in the future. Our activities are also highly regulated by health, safety and environmental laws in a number of jurisdictions. While we believe we are currently operating in accordance with these laws, as regulatory standards and expectations are constantly developing and generally becoming more onerous, we may be exposed to increased litigation, compliance costs and unforeseen environmental remediation expenses.

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Three examples of material uncertainties identified by management as key risks to our business are the regulation of greenhouse gas emissions and potential reductions in fossil fuel consumption per capita and general consumption associated with such regulation; the impact upon workers in our South African business of the high HIV/AIDS infection rate; and compliance with European regulations requiring proof that mineral resources can be used without affecting health or the environment.

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### **Application of critical accounting policies and estimates**

The preparation of our consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements, and the reported revenue and costs during the periods presented therein. On an ongoing basis, our management evaluates its estimates and judgements in relation to assets, liabilities, contingent liabilities, revenue and costs. Management bases its estimates and judgements on historical experience and on various other factors it believes to be reasonable under the circumstances, the results of which form the basis of making judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The critical accounting policies under which we are required to make estimates and assumptions and where actual results may differ from these estimates under different assumptions and conditions and may materially affect our financial results or financial position reported in future periods are as follows:

reserve estimates

exploration and evaluation expenditure

development expenditure

property, plant and equipment recoverable amount

superannuation, pensions and other post-retirement benefits

provision for restoration and rehabilitation

taxation.

In accordance with IFRS, we are required to include information regarding the nature of the judgements and estimates and potential impacts on our financial results or financial position in the financial statements. This information can be found in note 1 Accounting policies in the financial statements.

### **Operating results**

The following discussion and analysis are based on the financial statements and accompanying notes, which reflect the combined operations of the BHP Billiton Plc Group and the BHP Billiton Limited Group for the year ended 30 June 2006 as prepared in conformity with IFRS, and should be read in conjunction therewith.

In this analysis, all references to 2005-06 or the current year are to the year ended 30 June 2006 and all references to 2004-05 or the prior year are to the year ended 30 June 2005.

For reporting periods beginning on or after 1 January 2005, the Group is required to comply with IFRS as issued by the International Accounting Standards Board (IASB). Accordingly, the financial statements have been prepared in accordance with IFRS as outlined in the accounting policies, refer to note 1 Accounting policies in the financial statements. In preparing our opening IFRS balance sheet and our 2004-05 comparative information, we have adjusted amounts reported in previous financial statements prepared in accordance with UK or Australian Generally Accepted Accounting Principles. Australian Generally Accepted Accounting Principles (GAAP) has been chosen as the reference predecessor GAAP from which to base transitional adjustments. The principal differences between our previous GAAP and IFRS are:

Deferred taxation being recognised using the balance sheet liability method of tax-effect accounting rather than the income statement liability method applied under previous GAAP.

Equity-based compensation being measured based on the fair value of shares and options rather than their intrinsic values as recognised under previous GAAP.

Immediate recognition of the net asset or liability position of underlying defined benefit plans and medical benefit plans rather than the delayed recognition under previous GAAP.

Joint ventures that are constituted as a legal entity are accounted for using the equity method rather than by the proportionate consolidation method used to account for our interests in the Escondida, Mozal and Valesul joint ventures under previous GAAP. As each of these joint ventures operates through an incorporated entity, IFRS classifies them as jointly controlled entities. The Australian version of IFRS requires the use of the equity method of accounting, notwithstanding that in substance none of the entities operate as independent business entities. The change to single-line equity accounting for jointly controlled



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entities does not impact Group net profit or net equity, however, the amounts of profit before tax, income tax expense, investments in jointly controlled entities and other balance sheet and income statement line items are significantly affected. This effect has led to our decision to monitor and disclose our performance on an Underlying EBIT basis, as discussed below.

Royalty and resource rent related taxes are treated as a taxation arrangement when they have the characteristics of an income tax. For such arrangements, current and deferred tax is provided on the same basis as for other forms of taxation. Under previous GAAP, such taxes were included in operating costs, and in some cases were not calculated in accordance with deferred tax principles.

Dividends payable are not recognised as a liability until the dividend has been formally declared by the Directors. Under previous UK GAAP, dividends payable were recognised as a liability in the balance sheet at balance date, despite the fact they were declared subsequent to balance date.

A detailed explanation (including reconciliations of profit after tax and total equity) of the impact of the transition to IFRS on our financial position and financial performance is set out in note 38 Transition to International Financial Reporting Standards in the financial statements. An explanation of the basis of preparation of the financial statements under IFRS, including details of specific elections made on the transition to IFRS, is set out in note 1 Accounting policies in the financial statements.

One election made upon transition to IFRS was not to restate previous mergers or acquisitions and the accounting thereof. If this election had not been made, the DLC merger would have been accounted for as a purchase business combination with the BHP Billiton Limited Group acquiring the BHP Billiton Plc Group. This accounting treatment would be consistent with the treatment under US GAAP. Note 39 US Generally Accepted Accounting Principles disclosures in the financial statements provides further information on the impact for accounting for the DLC merger as a purchase business combination.

### ***Overview***

Our profit attributable to members of BHP Billiton for the year ended 30 June 2006 was US\$10.5 billion compared with US\$6.4 billion for the prior year, an increase of 63.4 per cent. Excluding the exceptional items outlined in Results of operations below our profit attributable to members of BHP Billiton was US\$10.2 billion compared with US\$6.4 billion for the prior year, an increase of 58.0 per cent.

Revenue was US\$32.2 billion, up 20.6 per cent from US\$26.7 billion last year. Revenue from third party products decreased 22.4 per cent to US\$5.0 billion for the year ended 30 June 2006 from US\$6.4 billion for the year ended 30 June 2005. Revenue, together with our share of jointly controlled entities revenue, was US\$39.1 billion, up 25.3 per cent from US\$31.2 billion last year.

Over the last five years, the Group has invested more than US\$15 billion in organic growth projects and acquisitions. This has resulted in an average volume increase across our key commodities of approximately 38 per cent. The Group's global footprint, diverse product range and visibility to global markets have allowed the Group to invest through the business cycle in value adding opportunities. This has positioned our business to take full advantage of the current robust demand and price environment that underpins these record financial results. Full year operational records were also accomplished, with record production achieved for five major and two minor commodities.

The exceptional diversity of our businesses by commodity, geography and customer base underpins the strength of our cash flows and continues to support our ability to both identify and invest in growth opportunities whilst continuing to deliver outstanding returns to shareholders in the form of our progressive dividend policy and other capital management initiatives.

On 23 August 2006, the Board declared a final dividend of 18.5 US cents per share. This represents an increase of 27.6 per cent over last year's final dividend of 14.5 US cents per share. This brings the total dividends declared for 2005-06 to 36.0 US cents per share, an increase of 8.0 US cents per share, or 28.6 per cent, over 2004-05.

On 23 August 2006, we also announced a further capital return of US\$3.0 billion to shareholders to be executed over the next 18 months through a series of share buy-backs. We commenced this program on 7 September 2006, with the on-market buy-back of 1,500,000 BHP Billiton Plc shares. It is yet to be decided the extent to which the remaining buy-back will be on or off-market. This program brings the total buy-back programs announced to US\$5.0 billion for 2005-06 following the US\$2.0 billion capital management program completed in May 2006. Under that initiative, 114.8 million shares or 1.9 per cent of the issued share capital of the BHP Billiton Group were repurchased.

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At the conclusion of the US\$3.0 billion capital return announced on 23 August 2006, BHP Billiton will have returned US\$15.5 billion in total to shareholders through capital initiatives and dividends since June 2001.

**Table of Contents****Results of operations*****Underlying EBIT***

In discussing the operating results of our business, we focus on a non-GAAP (US or IFRS) financial measure we refer to as Underlying EBIT. Underlying EBIT is the key measure that management uses internally to assess the performance of our business, make decisions on the allocation of resources and assess operational management. Management uses this measure because financing structures and tax regimes differ across our assets, and substantial components of our tax and interest charges are levied at a Group, rather than an operational, level. Underlying EBIT is calculated as earnings before interest and taxation (EBIT), which is referred to as profit from operations on the face of the income statement, and excludes the effects of:

net financing costs and taxation of jointly controlled entities

exceptional items

Underlying EBIT was selected as a key measure of operational performance as a consequence of our adoption of IFRS. Prior to our adoption of IFRS, we used profit before interest and taxation to assess and report operational performance as this measure excluded all net financing costs and taxation of the Group (including jointly controlled entities) under previous GAAP.

However, under IFRS, we equity account all jointly controlled entities, resulting in the earnings (net of financing costs and taxation) of jointly controlled entities being included in our income statement under the single-line item share of profits from jointly controlled entities. In order to provide our management and shareholders with a consistent picture of the operational performance of our business between the current and prior year, we exclude the financing costs and taxation of jointly controlled entities from the profit from operations line to arrive at Underlying EBIT.

We exclude exceptional items from Underlying EBIT in order to enhance the comparability of the measure from period to period. Our management monitors exceptional items, net finance costs and taxation separately.

You should be aware that Underlying EBIT is not a measure that is recognised under IFRS. In addition, it may be different from the measure EBIT or earnings before interest and taxation that are reported by other companies, in particular because we exclude the effect of net financing costs and taxation of equity accounted entities and exceptional items. As noted above, the line item from our income statement prepared in accordance with IFRS that most closely relates to Underlying EBIT is profit from operations, which is referred to as EBIT. Profit from operations differs from Underlying EBIT in that the profit from jointly controlled entities is included in profit from operations net of the effects of financing costs and taxation and also includes exceptional items. The following table reconciles Underlying EBIT to profit from operations for the 2005 and 2006 financial years.

	2006	2005
<b>Year ended 30 June</b>	<b>US\$M</b>	<b>US\$M</b>
<b>Underlying EBIT</b>	<b>15,277</b>	<b>9,921</b>
Impact of equity accounting for statutory purposes:		
Share of jointly controlled entities net finance costs	(95)	(106)
Share of jointly controlled entities total taxation expense	(950)	(433)
Exceptional items (before taxation)	439	(111)
Total adjustments in arriving at Underlying EBIT	(606)	(650)
<b>Profit from operations (EBIT)</b>	<b>14,671</b>	<b>9,271</b>

***Consolidated results***

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Profit from operations (EBIT) for the year ended 30 June 2006 was US\$14.7 billion compared with US\$9.3 billion in the prior year, an increase of 58.2 per cent. Underlying EBIT for the year ended 30 June 2006 was US\$15.3 billion compared with US\$9.9 billion in the prior year, an increase of 54.0 per cent.

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The increase in EBIT and Underlying EBIT was due primarily to higher commodity prices. Metallurgical coal, iron ore, base metals, aluminium and petroleum prices contributed significantly to the increase in revenue and Underlying EBIT. New and acquired operations also provided increased volumes.

The following table and commentary detail the approximate impact of the principal factors that affected EBIT and Underlying EBIT for the current year compared with the prior year.

	US\$M
<b>Profit from operations (EBIT) for the year ended 30 June 2005</b>	<b>9,271</b>
Add: adjustments in arriving at Underlying EBIT	650
<b>Underlying EBIT for the year ended 30 June 2005</b>	<b>9,921</b>
Change in volumes:	
Existing operations	(75)
New and acquired operations	1,295
	1,220
Change in sales prices	
Change in cost:	6,690
Change in costs:	
Costs (usage)	(1,340)
Price-linked costs	(475)
Exchange rates	
Inflation on costs	(310)
	(2,125)
Asset sales	(10)
Ceased and sold operations	(10)
Exploration	(280)
Other	(129)
<b>Underlying EBIT for the year ended 30 June 2006</b>	<b>15,277</b>
Less: adjustments in arriving at Underlying EBIT	(606)
<b>Profit from operations (EBIT) for the year ended 30 June 2006</b>	<b>14,671</b>

*Volumes - existing operations*

Increased sales volumes of copper, iron ore, diamonds and molybdenum from operations existing at the beginning of the year contributed approximately US\$304 million to Underlying EBIT (measured at the prior period's average margins). Sales volumes of oil were lower than the prior year due to natural field decline and increased down time at existing assets. Depletion of reserves at Riverside (Australia), extended maintenance outages at Blackwater (Australia) and reduced shipments led to a decrease in sales volumes of metallurgical coal. Reduced market demand for manganese alloy led to lower sales volumes for the period. We also experienced decreased sales volumes of silver due to lower production from our Cannington mine (Australia) resulting from lower head grades and temporary closure of the southern zone.

*Volumes - new and acquired operations*

New operations increased Underlying EBIT by US\$1,295 million, primarily due to a full year's contribution of US\$918 million from the ex-WMC Resources Limited (WMC) operations acquired in June 2005. Also included was a full year's production from ROD (Algeria), which commenced commercial production in October 2004, Mad Dog (US) and Angostura (Trinidad and Tobago), which were both commissioned in January 2005.

*Prices*

Stronger commodity prices for most products increased Underlying EBIT by US\$6,690 million. Higher prices for most base metals products (copper in particular), metallurgical coal, iron ore, all petroleum products and aluminium contributed approximately US\$7,200 million, which was partially offset by lower prices for manganese alloy and the sale of lower quality diamonds.

*Costs*

Strong demand for resources globally has continued, leading to increased costs across the industry for labour, contractors, raw materials, fuel, energy and other input costs. In this environment, costs for the Group have increased by US\$1,340 million inclusive of non-cash costs of US\$125 million primarily related to increased depreciation due to the commissioning of new projects. Net of non-cash costs, this represents an increase on our 2005 cost base of 5.7 per cent.

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Specific areas of cost increases include changed mining conditions particularly at EKATI (Canada), where we are mining a lower grade zone, and Queensland Coal (Australia), where mine mix changed following the closure of Riverside. Labour and contractor charges, fuel and consumables, as well as maintenance and other operating costs, have also increased. The commissioning of a number of new operations meant depreciation charges also increased.

Variations in stripping ratios have not had a material impact on the reported results of 2005-06 as compared to the prior year.

*Price-linked costs*

Higher price-linked costs reduced Underlying EBIT by US\$475 million, largely because of higher royalties (particularly for Carbon Steel Materials and Petroleum products), increased treatment and refining charges (TCRCs) and price participation charges for copper and higher LME linked power charges in Aluminium.

*Exchange rates*

Exchange rate movements had a net nil impact on Underlying EBIT compared with last year. The translation of monetary items had a favourable impact on Underlying EBIT of US\$90 million principally due to exchange gains from the strengthening of the US dollar against the Australian dollar. This compared to losses in the prior period. This was offset by an unfavourable impact on operating costs of US\$90 million, primarily due to the strengthening of the Brazilian real against the US dollar.

The following exchange rates against the US dollar have been applied:

	Average year ended 30 June 2006	Average year ended 30 June 2005	As at year ended 30 June 2006	As at year ended 30 June 2005
Australian dollar <sup>(a)</sup>	<b>0.75</b>	0.75	<b>0.74</b>	<b>0.76</b>
Brazilian real	<b>2.24</b>	2.73	<b>2.18</b>	<b>2.36</b>
South African rand	<b>6.41</b>	6.21	<b>7.12</b>	<b>6.67</b>

(a) Displayed as US\$ to A\$1 based on common convention.

*Inflation on costs*

Inflationary pressures on input costs, mainly in Australia and South Africa, had an unfavourable impact on Underlying EBIT of US\$310 million.

*Asset sales*

The impact from the sale of assets and interests on Underlying EBIT was US\$10 million lower than for the prior period. The impact amounted to US\$128 million for the current period, principally related to the sale of BHP Billiton's interest in the Wonderkop chrome joint venture (South Africa) for US\$61 million, and the Green Canyon (US) oil fields and the Vincent Van Gogh (Australia) undeveloped oil discovery. This compared to higher profits in the prior year, which included the sale of an equity participation in the North West Shelf Project's (Australia) gas reserve to China National Offshore Oil Corporation of US\$56 million, the profit of US\$22 million on the sale of the Acerinox share investment and the disposal of our interest in Integris Metals (US) of US\$19 million.

The profit on sale of the Tintaya copper mine (Peru) has been included in exceptional items and is therefore not included in the foregoing discussion.

*Ceased and sold operations*

Ceased and sold operations had a US\$10 million unfavourable impact on Underlying EBIT. The current period was negatively impacted by the loss of earnings from the chrome business (South Africa) and the Laminaria and Corallina oil fields (Australia) that were divested during the 2005 financial year, and the cessation of production at Typhoon/Boris due to hurricane damage sustained during September 2005. This was partly offset by the favourable impact of US\$149 million of higher earnings from Tintaya, which was sold in June 2006, and US\$137 million in

relation to care and maintenance costs incurred at Boodarie Iron (Australia) in the prior period.

*Exploration*

Exploration spend was US\$280 million higher than the prior year. Petroleum expenditure taken to profit increased by US\$192 million due to increased activity in the Gulf of Mexico, a US\$41 million write-off of expenditure that had previously been capitalised, and a US\$32 million impairment of the Cascade and Chinook oil and gas prospects, which have subsequently been sold. Minerals exploration activity in Africa and Brazil also increased.

*Other*

Other items decreased Underlying EBIT by US\$129 million. These included the cost for adjusting our interest in Valesul (Brazil) to realisable value prior to disposal of US\$50 million, as well as a lower contribution from freight activities. The US\$60 million sale of an option held over an exploration property in Pakistan partially offset these.



**Table of Contents*****Net finance costs***

Net finance costs increased to US\$505 million from US\$331 million in the prior period. This was driven largely by higher average debt balances following the funding of the acquisition of WMC in June 2005, increased discounting on provisions and a higher average interest rate but was partially offset by higher capitalised interest.

***Taxation expense***

The total taxation expense on profit before tax was US\$3,632 million, representing an effective rate of 25.6 per cent (calculated as total taxation expense divided by profit before taxation). When compared to the UK and Australian statutory tax rate (30 per cent), the effective tax rate included a benefit of 3.5 per cent due to the recognition of US tax losses (US\$500 million).

Following the transition to IFRS, certain royalty and petroleum resource-related taxes are treated as taxation arrangements when they have the characteristics of a tax. This is considered to be the case when they are imposed under Government authority and the amount payable is calculated by reference to revenue derived (net of any allowable deductions) as determined by relevant legislation. As a result, such royalty costs which in prior years would have been reported as an operating cost in Underlying EBIT are now reported as a taxation expense. Obligations arising from royalty arrangements that do not satisfy these criteria continue to be recognised in operating expenses. Royalty-related taxation represents an effective rate of 3.0 per cent for the current year.

***Exceptional items******Year ended 30 June 2006***

*Sale of Tintaya* - During June 2006, we sold our interest in the Tintaya copper mine in Peru (Base Metals). Gross consideration received was US\$853 million before deducting intercompany trade balances. The net consideration of US\$717 million (net of transaction costs) included US\$634 million for shares plus the assumption of US\$116 million of debt, working capital adjustments and deferred payments contingent upon future copper prices and production volumes. The profit on disposal was US\$296 million (net of a taxation charge of US\$143 million).

***Year ended 30 June 2005***

*Sale of Laminaria and Corallina* - In January 2005, we disposed of our interest in the Laminaria and Corallina oil fields. Proceeds on the sale were US\$130 million resulting in a profit before tax of US\$134 million (US\$10 million tax expense).

*Disposal of chrome operations* - Effective 1 June 2005, we disposed of our economic interest in the majority of our South African chrome business. The total proceeds on the sale were US\$421 million, resulting in a profit of US\$127 million (US\$1 million tax expense). In addition, we sold our interest in the Palmiet chrome business in May 2005 for proceeds of US\$12 million, resulting in a profit of US\$15 million (US\$5 million tax expense).

*Provision for termination of operations* - We decided to decommission the Boodarie Iron operations and a charge of US\$266 million (US\$80 million tax benefit) relating to termination of the operation was recognised. The charge primarily relates to the settlement of existing contractual arrangements, plant decommissioning, site rehabilitation, redundancy and other closure-related costs/charges associated with the closure.

*Closure plans* - As part of our regular review of decommissioning and site restoration plans, we reassessed plans in respect of certain closed operations. A total charge of US\$121 million (US\$104 million after tax) was recorded and included a charge of US\$73 million (US\$21 million tax benefit) for closed mines at Ingwe in relation to a revision of our assessed rehabilitation obligation, predominantly resulting from revised water management plans and a charge of US\$48 million (US\$4 million tax expense) in relation to other closed mining operations.

**Table of Contents****Customer Sector Group summary**

The following tables provide a summary of the Customer Sector Group revenues and results for the years ended 30 June 2006 and 2005.

**Revenues:**

Year ended 30 June	2006			2005		
	Revenue	Our share of jointly controlled entities revenue	Revenue together with share of jointly controlled entities revenues <sup>(1)</sup>	Revenue	Our share of jointly controlled entities revenue	Revenue together with share of jointly controlled entities revenues <sup>(1)</sup>
US\$M						
Petroleum	5,871	5	5,876	5,967	3	5,970
Aluminium	4,977	107	5,084	4,571	80	4,651
Base Metals	4,901	5,393	10,294	2,329	2,714	5,043
Carbon Steel Materials	9,134	626	9,760	7,168	429	7,597
Diamonds and Specialty Products	886	377	1,263	731	778	1,509
Energy Coal	2,881	438	3,319	2,971	416	3,387
Stainless Steel Materials	2,955		2,955	2,266	8	2,274
Group and unallocated items <sup>(2)</sup>	548		548	719		719
<b>BHP Billiton Group</b>	<b>32,153</b>	<b>6,946</b>	<b>39,099</b>	<b>26,722</b>	<b>4,428</b>	<b>31,150</b>

**Results:**

Year ended 30 June	2006			2005		
	Profit from operations (EBIT) <sup>(1)</sup>	Adjustments in arriving at Underlying EBIT	Underlying EBIT <sup>(1)</sup>	Profit from operations (EBIT) <sup>(1)</sup>	Adjustments in arriving at Underlying EBIT	Underlying EBIT <sup>(1)</sup>
US\$M						
Petroleum	2,968		2,968	2,529	(134)	2,395
Aluminium	1,147	44	1,191	923	36	959
Base Metals	5,013	387	5,400	1,766	405	2,171
Carbon Steel Materials	4,430	73	4,503	2,480	320	2,800
Diamonds and Specialty Products	300	45	345	525	35	560
Energy Coal	270	57	327	457	130	587
Stainless Steel Materials	901		901	854	(142)	712
Group and unallocated items <sup>(2)</sup>	(358)		(358)	(263)		(263)
<b>BHP Billiton Group</b>	<b>14,671</b>	<b>606</b>	<b>15,277</b>	<b>9,271</b>	<b>650</b>	<b>9,921</b>

(1) Revenue together with share of jointly controlled entities revenue, EBIT and Underlying EBIT include trading activities comprising the sale of third party product.

(2) Includes consolidation adjustments, unallocated items, inter-segment revenue, exploration and technology activities and external sales from the Group's freight, transport and logistics operations.

The changes in revenue and profit from operations (EBIT), both on a GAAP and a non-GAAP basis, are discussed below. The changes in the non-GAAP measures of revenue, together with share of jointly controlled entities revenue and Underlying EBIT, also apply to the GAAP

measures except where noted.

*Petroleum*

Revenue and revenue together with our share of jointly controlled entities revenues decreased by US\$0.1 billion, or 1.6 per cent over 2004-05. The sale of low margin third party product decreased revenue by US\$988 million to US\$967 million in the current year. This was largely offset by an increase in revenue of US\$844 million from higher margin Group production.

Total production in 2005-06 was 116.0 million boe, compared with total production in 2004-05 of 119.0 million boe.

EBIT was US\$2,968 million, an increase of US\$439 million or 17.4 per cent compared with last year. The 2005 year included the profit on sale of our interest in the Laminaria and Corallina oil fields of US\$134 million (before tax), which are shown as exceptional items and explained above. There were no exceptional items in the current year.

Underlying EBIT was US\$2,968 million, an increase of US\$573 million or 23.9 per cent compared to last year. This was mainly due to higher average realised prices for all petroleum products, including higher average realised oil prices per barrel of US\$61.90 (compared

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with US\$47.16), higher average realised natural gas prices of US\$3.33 per thousand standard cubic feet (compared with US\$2.98), higher liquefied natural gas prices of US\$6.76 per thousand standard cubic feet (compared with US\$5.75) and higher average realised prices for liquefied petroleum gas of US\$483.74 per tonne (compared with US\$382.85). Increased volumes from the first full year of production from ROD, Angostura and Mad Dog also had a favourable effect. This was partially offset by lower volumes from existing assets due to natural field decline and higher down time for maintenance and weather-related disruptions. The negative impact of the loss of the Typhoon (US) platform as a result of Hurricane Rita in September 2005 was partially offset by insurance recoveries, and the loss of earnings following the disposal of our interest in the Laminaria asset in January 2005 also reduced earnings. Increased maintenance expenses and higher price-linked costs (mainly royalties and excise) also had an unfavourable impact.

The impairment of Cascade and Chinook amounting to US\$32 million and of Typhoon, increased depreciation and amortisation, maintenance expenses and higher price-linked costs (mainly royalties and excise) also had an unfavourable impact.

Exploration expenditure charged to profit was US\$394 million (including the US\$32 million impairment of Cascade and Chinook and US\$41 million of other exploration expenditure previously capitalised). Gross expenditure on exploration of US\$447 million was US\$67 million higher than for the 2005 financial year as a result of increased activity in the Gulf of Mexico.

*Aluminium*

Revenue was US\$5.0 billion during 2005-06, an increase of US\$0.4 billion or 8.7 per cent from US\$4.6 billion in 2004-05. Our share of jointly controlled entities' revenue increased by 33.8 per cent to US\$107 million during 2005-06.

Aluminium smelter production increased to 1,362,000 tonnes in 2005-06 compared with 1,330,000 tonnes in the corresponding year, while alumina production was effectively unchanged at 4.2 million tonnes in 2005-06.

EBIT was US\$1,147 million, an increase of US\$224 million or 24.3 per cent compared with last year. There were no exceptional items in the current or prior year. Underlying EBIT was US\$1,191 million, an increase of US\$232 million, or 24.2 per cent, compared to last year. Higher prices for aluminium and alumina had a favourable impact, with the average LME aluminium price increasing to US\$2,244 per tonne (compared with US\$1,804 per tonne for the corresponding period). EBIT from third party trading was also higher.

Underlying EBIT was adversely impacted mainly by higher charges for LME-linked power, raw materials, fuel, labour and pot relining in line with global supply pressures. Exchange rate movements in the period also had an unfavourable effect on EBIT, particularly on the earnings derived from our Brazilian operations. The write-down of US\$50 million of our interest in Valesul to fair value, in line with the value achieved on its subsequent divestment, was also a factor.

Despite the higher costs, margins improved significantly in the second half of the year. This improved translation of rising aluminium and alumina price into higher net earnings, despite the current environment of rising costs, reflects an intensive focus on cost containment.

*Base Metals*

Revenue was US\$4.9 billion during 2005-06, an increase of US\$2.6 billion or 113.0 per cent from 2004-05. Revenue, together with our share of jointly controlled entities' revenues, was US\$10.3 billion during 2005-06, an increase of US\$5.3 billion, or 104.1 per cent, compared with US\$5.0 billion in 2004-05. Our share of jointly controlled entities revenue increased 98.7 per cent to US\$5,393 million. These revenue increases were mainly attributable to higher average LME prices for copper.

Payable copper production increased to 1.3 million tonnes compared with 1.0 million tonnes in the prior year. Zinc production was 0.1 million tonnes, an increase of 3.5 per cent compared with the prior year. Attributable uranium production at Olympic Dam (Australia) was 3,936 tonnes for the year compared with 415 tonnes (for the month of June 2005 only). Silver production was 46.5 million ounces, a decrease of 7.1 per cent compared with 50.0 million ounces in the prior year. Lead production was 0.3 million tonnes, a decrease of 5.6 per cent compared with the prior year. The decrease in silver and lead production is mainly attributable to lower grade of ore and the temporary closure of the southern zone of the Cannington mine (Australia) to accelerate a program of decline and stope access rehabilitation.

EBIT was US\$5,013 million, an increase of US\$3,247 million or 183.9 per cent compared with last year. The current year included the profit of US\$439 million (before tax) on the sale of Tintaya, which is shown as an exceptional item, and the prior year included exceptional items of US\$29 million (before tax) that are explained in 'Exceptional items' above.

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Underlying EBIT was US\$5,400 million, an increase of US\$3,229 million, or 148.7 per cent, compared to last year. This was mainly attributable to higher average LME prices for copper of US\$2.28/lb (compared to US\$1.43/lb) and higher prices for silver, zinc and lead. Higher production volumes from record copper and silver production at Escondida (Chile), record copper, silver and molybdenum production at Antamina (Peru), record zinc production at Cannington (Australia) and record gold production at Tintaya (Peru) also led to increased earnings. The inclusion of Olympic Dam s (Australia) results for the full period following its acquisition in June 2005, also contributed positively. The increase was partially offset by higher price-linked treatment and refining charges (TCRCs) and price participation costs, charges for raw materials, labour and contractors and higher depreciation costs due to the commissioning of Escondida Norte.

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Reduced production at Cerro Colorado (Chile) following an earthquake in June 2005 also had an unfavourable impact, although this was partially mitigated by business interruption insurance.

Certain base metal sales agreements provide for provisional pricing based on the LME official price prior to shipment. Final settlement is based on the average applicable price for a specified future quotational period. The common market quotational periods on sales are the average of the calendar month after the month of shipment for cathode, and the average of two to four calendar months after the month of shipment for concentrate. We record revenue upon the transfer of risk and title using the applicable sales contracts price (typically the provisional price). During the year, the revenue was adjusted to fair value using the forward curve until final pricing is determined. We consider this approach appropriate to measure the fair value of the relevant sales agreements at period end. The impact of provisional pricing of copper shipments with a rising LME price favourably impacted finalised and outstanding average copper revenues by US\$0.37/lb over the LME average. Average copper revenue for 2006 was US\$2.66/lb versus US\$1.51/lb in 2005. Outstanding copper volumes, subject to the fair value measurement previously described, amounted to 274,280 tonnes at 30 June 2006 compared to 231,874 tonnes in the prior year. These were revalued at a weighted average price of US\$3.35/lb compared to US\$1.54/lb in the prior year.

Exploration expenditure incurred and expensed was US\$14 million in 2005-06 compared with US\$7 million in the prior year.

*Carbon Steel Materials*

Revenue, and revenue together with share of jointly controlled entities' revenues, increased by US\$2.0 billion and US\$2.2 billion respectively during 2005-06. This increase was mainly attributable to stronger commodity prices for iron ore and metallurgical coal.

Attributable Western Australia iron ore production was 89.6 million wet tonnes, which increased slightly from 2005-06 despite adverse weather conditions. Production of Samarco (Brazil) pellets and pellet feed was 7.5 million tonnes in 2005-06, which was in line with the prior year.

Queensland Coal production was 28.6 million tonnes in 2005-06, a decrease of 7.8 per cent compared with 2004-05. This reflects the closure of the Riverside mine in 2004-05. Illawarra Coal production was 7.0 million tonnes in 2005-06, an increase of 0.8 million tonnes or 12.2 per cent compared with the prior year.

Manganese alloy production was 0.7 million tonnes in 2005-06, compared with 0.8 million tonnes in the prior year, a decrease of 13.6 per cent compared with the corresponding year. Manganese ore production was 5.3 million tonnes in 2005-06, a decrease of 0.2 million tonnes or 3.2 per cent compared with the prior year.

EBIT was US\$4,430 million, an increase of US\$1,950 million or 78.6 per cent. The prior year included exceptional items of US\$285 million (before tax) primarily in relation to the closure of the Boodarie Iron operation. Refer to 'Exceptional items' above.

Underlying EBIT was US\$4,503 million, an increase of US\$1,703 million, or 60.8 per cent, compared to last year. This reflects higher prices and volumes and an increased level of spot sales for iron ore, as well as increased prices for metallurgical coal. This was partially offset by lower prices for manganese alloy. Higher operating costs at all operations had an adverse impact during the period and were largely attributable to higher contractor and labour costs, price-linked royalty costs and fuel and energy costs. Queensland Coal (Australia) also experienced extended maintenance outages and a change in mine mix in the period following the closure of Riverside.

A weaker A\$/US\$ exchange rate had a favourable impact, as did the closure of the Boodarie Iron plant, announced in June 2005. The same period last year included care and maintenance costs for the plant, while there was no impact in the current period as all anticipated closure costs were provided for in June 2005.

Depreciation charges increased as new projects were commissioned, as did exploration expenditure to support a higher level of exploration activity largely at Maruwai (Indonesia). Earnings on freight activities were lower.

Exploration expenditure incurred and expensed was US\$71 million in 2005-06 compared with US\$38 million in the prior year.

*Diamonds and Specialty Products*

Revenue, together with our share of jointly controlled entities' revenues, was US\$1.3 billion during 2005-06, a decrease of US\$0.2 billion, or 16.3 per cent, compared with 2004-05. Our share of jointly controlled entities' revenue decreased from US\$0.8 billion to US\$0.4 billion principally due to the disposal in the prior year of our interest in Integris Metals Inc.

EKATI diamond production decreased by 29 per cent compared with the corresponding period, mainly reflecting the processing of lower grade ore.

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EBIT was US\$300 million, a decrease of US\$225 million or 42.9 per cent compared with last year. There were no exceptional items in the current or prior year. Underlying EBIT was US\$345 million, a decrease of US\$215 million, or 38.4 per cent, compared to last year. This was due to a lower value per carat for diamonds (down 24 per cent from last year) because of lower carat quality and higher unit costs in relation to the processing of lower grade material and moving to underground mining areas at EKATI (Canada). The prior year included six months of earnings and the profit on sale from Integrus Metals (US), which was sold in January 2005. However, the inclusion of a full year of earnings from Southern Cross Fertiliser operations acquired in June 2005 was positive, as was higher sales volumes for diamonds and titanium feedstock and a reduced depreciation charge primarily as a result of an extension of mine life following approval of the Koala underground project.

At EKATI, the 2007 financial year will be another transition year from open-cut to underground mining, which will be negatively impacted by lower value diamond production. In the medium-term, increasing underground production from Panda and Koala will help restore profitability to historical levels.

### *Energy Coal*

Revenue, together with our share of jointly controlled entities' revenues, was US\$3.3 billion, a decrease of US\$0.1 billion, or 2.0 per cent, over the prior year. Our share of jointly controlled entities' revenue remained at US\$0.4 billion.

Production was 85.8 million tonnes in 2005-06, a decrease of 1.8 per cent compared with 87.4 million tonnes in the prior year. This reflects lower production at Ingwe (South Africa) and Hunter Valley Coal (Australia). This was partially offset by increased production at the Colombian operation.

EBIT was US\$270 million, a decrease of US\$187 million, or 40.9 per cent, compared with last year. The 2005 year included exceptional items of US\$73 million (before tax) in relation to decommissioning and site rehabilitation plans for closed mines at Ingwe, refer to 'Exceptional items' above. There were no exceptional items in the current year. Underlying EBIT was US\$327 million, a decrease of US\$260 million, or 44.3 per cent, compared with last year. Higher fuel and operating costs across all operations, adverse inflationary movements, particularly in South Africa, and higher freight costs were key contributors to the reduced result. Costs increased at Ingwe (South Africa) largely due to higher depreciation resulting from changed estimates of the economic lives of certain underground export operations and the depreciation of rehabilitation assets. Increased demurrage at Cerrejon Coal (Colombia) and lower yields and equipment availability combined with increased strip ratios at Hunter Valley Coal (Australia) also led to higher costs.

The cessation of earnings from the Zululand Anthracite Colliery following its divestment during the year had a negative impact on the result, while a favourable movement of the rand against the US dollar had a positive impact.

Exploration expenditure incurred and capitalised was US\$81 million in 2005-06, including US\$76 million for the Caroonia (Australia) exploration licence. This compared with exploration expenditure incurred and capitalised of US\$2 million in the prior year.

### *Stainless Steel Materials*

Revenue was US\$3.0 billion in 2005-06, an increase of US\$0.7 billion, or 30.4 per cent, compared with US\$2.3 billion in 2004-05.

Nickel production increased to 174,900 tonnes in 2005-06, of which 38,400 tonnes was matte from Nickel West, an increase of 90.3 per cent compared with 91,900 tonnes in the prior year when we only included its production for June. Nickel West operations contributed 100,100 tonnes for the current year compared with 9,200 tonnes for the month of June 2005. Cerro Matoso SA (Colombia) production was a record 51,500 tonnes in 2005-06 compared to 51,300 tonnes in the prior year. However, this was offset by lower production at the QNI Yabulu refinery (Australia).

EBIT was US\$901 million, an increase of US\$47 million or 5.5 per cent compared with last year. The 2005 year included exceptional items of US\$142 million (before tax) in relation to the disposal of the chrome operations. See 'Exceptional items' above. There were no exceptional items in the current year. Underlying EBIT was US\$901 million, an increase of US\$189 million, or 26.5 per cent, compared with last year. The inclusion of a full year of results from the Nickel West operations (Australia), acquired in June 2005, as well as a US\$61 million profit on the sale of BHP Billiton's interest in the Wonderkop joint venture effective November 2005 were key factors in the increased result. The impact of slightly higher average realised nickel prices was partially offset by decreased prices for cobalt. The average LME nickel price was US\$7.03/lb versus US\$6.78/lb in the comparative period.

Negative impacts included lower production and higher fuel costs at the QNI Yabulu refinery as a result of lower operational performance, tie-in activity relating to the refinery expansion and delays to its gas conversion project. Offsetting the Underlying EBIT increase was US\$113 million



included in the prior year relating to earnings from the Group's chrome operations, which were sold effective 1 June 2005.

**Table of Contents***Group and unallocated items*

This category represents corporate activities including Group Treasury, Freight, Transport and Logistics operations and our Exploration and Technology activities. These corporate activities produced a loss before net finance costs and taxation of US\$358 million in 2005-06, compared to a loss of US\$263 million in the prior year.

Corporate operating costs, excluding exchange impacts, were US\$251 million compared to US\$147 million in the prior year, an increase of US\$104 million. This was due primarily to higher net insurance costs of US\$55 million associated with insurance claims arising from natural disasters and incidents. In addition, higher costs relating to corporate projects, sponsorships and regulatory compliance, including Sarbanes-Oxley, contributed approximately US\$32 million.

Lower one-off costs in relation to the acquisition of WMC had a favourable impact in the current period, partially offset by a gain in 2004-05 in relation to the close out of the cash settled derivatives contracts on the acquisition of WMC shares.

Minerals exploration expenditure has increased from US\$67 million to US\$115 million, mainly due to increased exploration activity in Africa and Brazil. This was offset by the profit on the sale of an option held over an exploration property in Pakistan, which contributed US\$60 million.

*Third party sales*

We differentiate sales of our production from sales of third party products due to the significant difference in profit margin earned on these sales. The table below shows the breakdown between our production (which includes marketing of equity production) and third party products.

	2006	2005
	US\$M	US\$M
<b>Year ended 30 June <sup>(a)</sup></b>		
<b>Group production <sup>(b)</sup></b>		
Revenue, together with share of jointly controlled entities revenue	<b>34,139</b>	24,759
Related operating costs	<b>(19,579)</b>	(15,602)
Operating profit	<b>14,560</b>	9,157
Margin <sup>(c)</sup>	<b>42.6%</b>	37.0%
<b>Third party products <sup>(b)</sup></b>		
Revenue, together with share of jointly controlled entities revenue	<b>4,960</b>	6,391
Related operating costs	<b>(4,849)</b>	(6,277)
Operating profit	<b>111</b>	114
Margin <sup>(c)</sup>	<b>2.2%</b>	1.8%

(a) Excluding exceptional items.

(b) Including share of jointly controlled entities.

(c) Operating profit divided by revenue.

We engage in third party product trading for two reasons:

In providing solutions for our customers, sometimes products are provided that we do not produce, such as a particular grade of coal. To do this, physical product is bought from and sold to third parties to meet customer needs, and manage risk through both the physical and financial markets.

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The active presence in the commodity markets provides us with physical market insight and commercial knowledge. From time to time we actively engage in these markets in order to take commercial advantage of business opportunities. These trading activities provide not only a source of revenue, but also a further insight into planning and can, in some cases, give rise to business development opportunities.

### ***Comparison to results under US GAAP***

As described above, our financial statements are prepared in accordance with IFRS, which differ in certain aspects from US GAAP.

A number of the differences arise from the fact that, under IFRS, the DLC merger has been accounted for as a merger (pooling of interest), whereas under US GAAP, the DLC merger is accounted for as a purchase of the BHP Billiton Plc Group by the BHP Billiton Limited Group.

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The table below outlines the net adjustments to profit and equity between IFRS and US GAAP.

	2006	2005
	US\$M	US\$M
Profit attributable to members of BHP Billiton Group in accordance with IFRS	10,450	<b>6,396</b>
Adjustments	(667)	<b>(8)</b>
<b>Net income of BHP Billiton Group in accordance with US GAAP</b>	<b>9,783</b>	<b>6,388</b>
Total equity in accordance with IFRS	24,218	<b>17,575</b>
Adjustments	3,621	<b>4,429</b>
<b>Total equity in accordance with US GAAP</b>	<b>27,839</b>	<b>22,004</b>

For a detailed description of significant differences between IFRS and the results under US GAAP see note 39 US Generally Accepted Accounting Principles disclosures in the financial statements.

**Liquidity and capital resources**

As a result of our ability to increase mineral production in an environment of historically high resource prices over the past several years, we have generated very strong cash flows from our mining and oil and gas operations. These cash flows have been fundamental to our ability to fund our existing operations, maintain a high rate of investment in growth projects, and return capital to shareholders through dividends and share buy-backs. Through a combination of borrowings and payments to shareholders, we manage our balance sheet to maintain levels of gearing that we believe optimise our cost of capital and return on capital employed.

Cash flow from operations is our principal source of cash. We also raise cash from debt financing to fund significant capital expenditures such as our acquisition of WMC in June 2005, to manage temporary fluctuations in liquidity requirements such as the payment of dividends or share buy-backs, and to refinance existing debt.

Our principal uses of cash are to fund our existing operations, which includes paying suppliers and employees and capital expenditure to maintain our assets, and to fund expansion projects. In addition, over the last few years we have returned significant amounts of cash to our shareholders through dividends and share buy-backs.

**Cash flow analysis**

Net operating cash flow after interest and tax increased by 25.1 per cent to US\$10,476 million in 2005-06 from US\$8,374 million in 2004-05. Higher profits increased cash generated from operating activities, offset by an increase in working capital (principally due to higher profits) and increased taxation payments.

Capital and exploration expenditure totalled US\$6,005 million for the period. Expenditure on major growth projects amounted to US\$3,292 million, including US\$655 million on petroleum projects and US\$2,637 million on minerals projects. Other capital expenditure on maintenance, sustaining and minor capital items was US\$1,947 million. Investment cash flow included US\$596 million primarily due to the purchase of the remaining shares to complete the WMC acquisition. Financing cash flows include the US\$2.0 billion capital management program completed in May 2006 and increased dividend payments.

Our cash flow statements for the years ended 30 June 2006 and 2005 are summarised below. The full consolidated cash flow statement is contained in the financial statements.

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	2006	2005
	US\$M	US\$M
Cash generated from operations	<b>11,994</b>	9,624
Dividends received	<b>2,671</b>	1,002
Net interest received (paid)	<b>(378)</b>	(225)
Taxation (payments)	<b>(3,811)</b>	(2,027)
<b>Net operating cash flows</b>	<b>10,476</b>	8,374
Cash outflows from investing activities	<b>(6,601)</b>	(10,221)
Net proceeds from investing activities	<b>1,089</b>	1,055
<b>Net investing cash flows</b>	<b>(5,512)</b>	(9,166)
Net proceeds from/(repayment of) interest bearing liabilities	<b>(1,101)</b>	3,933
Share buy-back	<b>(2,028)</b>	(1,792)
Dividends paid	<b>(2,126)</b>	(1,642)
Other financing activities	<b>(157)</b>	(3)
<b>Net financing cash flows</b>	<b>(5,412)</b>	496
<b>Net decrease in cash and cash equivalents</b>	<b>(448)</b>	(296)

**Table of Contents****Growth projects**

We continue our strategy of delivering value enhancing growth with the completion of four and approval of seven major growth projects during the year. The seven new projects have an expected cost of US\$5.0 billion (BHP Billiton share), bringing our current project pipeline to 23 projects with an expected investment of US\$13.8 billion. Despite continued cost and schedule challenges to the delivery of our project pipeline, we remain confident in the value these projects will deliver to our shareholders given market fundamentals, the need for new supply and our stringent approval and monitoring processes.

**Completed projects**

Customer Sector Group	Project	Capacity <sup>(1)</sup>	Capital expenditure		Date of initial production <sup>(2)</sup>	
			US\$ M <sup>(1)</sup> Budget	Actual	Target	Actual
Aluminium	Worsley Development Capital Projects  (Australia)	250,000 tonnes per annum of alumina (100%)				
	BHP Billiton 86%		165	165	Q1 2006	Q2 2006
Base Metals	Escondida Norte  (Chile)	Maintain capacity at 1.25 million tonnes per annum of copper (100%)				
	BHP Billiton 57.5%		230	251	Q4 2005	Q4 2005
	Escondida Sulphide Leach  (Chile)	180,000 tonnes per annum of copper cathode (100%)				
	BHP Billiton 57.5%		500	500	H2 2006	Q2 2006
Carbon Steel Materials	WA Iron Ore RGP2  (Australia)	Increase system capacity to 118 million tonnes per annum (100%)				
	BHP Billiton 85%		489	489	H2 2006	Q2 2006
			1,384	1,405		

(1) All references to capital expenditure and capacity are BHP Billiton's share unless otherwise noted. Escondida Norte was delivered to budget in local currency. Costing is yet to be finalised on the three remaining projects.

(2) References to quarters and half years are based on calendar years.

There are 13 major projects (defined as BHP Billiton's share of capital expenditure of greater than US\$100 million) under development with a total budgeted investment of US\$9,503 million.

**Projects approved during the year.**

Customer Sector Group	Project	Capacity	Budgeted capital expenditure	Target date for initial production <sup>(2)</sup>
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US\$ M <sup>(1)</sup>

Petroleum	Shenzi				
	(US)				
	BHP Billiton	44%	100,000 barrels of oil and 50 million cubic feet of gas per day (100%)	1,940	Mid 2009
	Stybarrow				
Aluminium	(Australia)				
	BHP Billiton	50%	80,000 barrels of liquids per day (100%)	300	Q1 2008
	North West Shelf Angel				
	(Australia)				
Carbon Steel Materials	BHP Billiton	16.67%	800 million cubic feet of gas per day (100%)	200	End 2008
	Alumar refinery expansion				
	(Brazil)				
	BHP Billiton	36%	2 million tonnes per annum of alumina (100%)	518	Mid 2008
Diamonds and Specialty Products	WA Iron Ore RGP3				
	(Australia)				
	BHP Billiton	85%	(100%)	1,300	Q4 2007
	Samarco				
Diamonds and Specialty Products	(Brazil)				
	BHP Billiton	50%	7.6 million tonnes per annum of iron pellets (100%)	590	H1 2008
	Koala underground				
	(Canada)				
	BHP Billiton	80%	3,300 tonnes per day of ore processed (100%)	200	Q3 2007
				5,048	

(1) All references to capital expenditure and capacity are BHP Billiton's share unless noted otherwise.

(2) References to quarters and half years are based on calendar years.

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Projects currently under development (approved in prior years).

Customer Sector Group	Project	Capacity <sup>(1)</sup>	Budgeted capital expenditure US\$ M <sup>(1)</sup>	Target date for initial production <sup>(2)</sup>
Petroleum	Atlantis South			
	(US)	200,000 barrels of oil and 180 million cubic feet of gas per day (100%)	1,115 <sup>(3)</sup>	Under review
	BHP Billiton 44%			
	Neptune			
	(US)	50,000 barrels of oil and 50 million cubic feet of gas per day (100%)	300	End 2007
	BHP Billiton 35%			
	North West Shelf 5th Train			
	(Australia)	LNG processing capacity 4.2 million tonnes per annum (100%)	250 <sup>(3)</sup>	Late 2008 <sup>(3)</sup>
	BHP Billiton 16.7%			
Base Metals	Spence			
	(Chile)	200,000 tonnes per annum of copper cathode	990	Q4 2006
Stainless Steel Materials	Ravensthorpe Nickel			
	(Australia)	Up to 50,000 tonnes per annum of contained nickel in concentrate	1,340 <sup>(3)</sup>	Q2 2007 <sup>(3)</sup>
	BHP Billiton 100%			
	Yabulu Extension			
	(Australia)	45,000 tonnes per annum of nickel	460	Q3 2007
			4,455	

(1) All references to capital expenditure and capacity are BHP Billiton's share unless noted otherwise.

(2) References to quarters and half years are based on calendar years.

(3) The Ravensthorpe Nickel Project in Western Australia and the Atlantis South development in the Gulf of Mexico are experiencing cost pressures of more than 30 per cent in excess of approved budgets. As a result, a detailed review of the Ravensthorpe schedule and budget commenced during the last quarter of 2005-06. The Atlantis South development schedule remains under review following last year's hurricanes in the Gulf of Mexico. The project costs and schedule for the North West Shelf 5th Train Project are under review.

**Net debt and sources of liquidity**

Our policies on debt and treasury management are as follows:



commitment to a solid A credit rating

cash flow positive before dividends, debt service and any share buy-backs, excluding cash effects of major acquisitions

target a minimum interest cover ratio of eight times over the commodity cycle

maintain net gearing (net debt / net debt + net assets) of 35 per cent to 40 per cent

flexibility from diversification of funding sources

generally maintain borrowings and excess cash in US dollars.

*Solid A credit ratings*

The Group's credit ratings are currently A1/P-1 (Moody's) and A+/A-1 (Standard & Poor's). There has been no change to these ratings during the year.

*Interest rate risk*

Interest rate risk on our outstanding borrowings and investments is managed as part of the Portfolio Risk Management Strategy. Refer to note 28

Financial instruments in the financial statements for more details on our Portfolio Risk Management Strategy. When required under this strategy we use interest rate swaps, including cross currency interest rate swaps, to convert a fixed rate exposure to a floating rate exposure or vice versa. All interest swaps have been designated and are effective as hedging instruments under IFRS.

**Table of Contents***Net gearing and net debt*

Net debt comprising cash and cash equivalents and interest bearing liabilities, was US\$8.2 billion at 30 June 2006, a decrease of US\$0.5 billion, or 5.6 per cent compared to 30 June 2005. Gearing, which is the ratio of net debt to net debt plus net assets, was 25.2 per cent at 30 June 2006 compared with 32.8 per cent at 30 June 2005.

Underlying net debt (which varies from net debt above as it includes our share of net debt of jointly controlled entities) was US\$9.2 billion, down from US\$10.0 billion at 30 June 2005. Underlying gearing was 27.2 per cent at 30 June 2006 compared with 35.2 per cent at 30 June 2005.

Cash at bank and in hand less overdrafts at 30 June 2006 was US\$495 million compared with US\$796 million at 30 June 2005. In addition, we had money market deposits at 30 June 2006 of US\$265 million compared with US\$411 million at 30 June 2005.

*Funding sources*

The maturity profile of our debt obligations is set forth under [Tabular disclosure of contractual obligations](#) below. The following table sets forth the maturity profile of our undrawn committed facilities as at 30 June 2006 and 2005.

<b>Undrawn committed facilities</b>	<b>2006</b>	<b>2005</b>
	<b>US\$M</b>	<b>US\$M</b>
Expiring in one year or less		
Expiring in more than two years	3,000	5,500

In September 2004, our US\$2.5 billion multi-currency revolving credit facility was cancelled and replaced with a new US\$2.0 billion multi-currency revolving credit facility maturing in September 2009. In March 2005, this facility (which is available for general corporate purposes) was increased to US\$3.0 billion. As at 30 June 2006 this facility was undrawn.

In March 2005, we established a new US\$5.5 billion acquisition finance facility with a syndicate of banks to finance the WMC acquisition. This facility had a US\$3.0 billion 18-month tranche and a US\$2.5 billion five-year tranche. At 30 June 2006, the US\$3.0 billion 18-month tranche had been fully repaid and US\$900 million was outstanding.

The interest rates of these facilities are based on an interbank rate plus a margin. The applicable margin is typical for a credit facility extended to a company with our credit rating. A negative pledge applies to both credit facilities.

In October 2005 we filed a US\$3.0 billion shelf registration statement with the US Securities and Exchange Commission (SEC) and in December 2005 issued an SEC registered Global Bond comprising US\$600 million of 5.00 per cent Senior Notes due in 2010, and US\$750 million of 5.25 per cent Senior Notes due in 2015. The proceeds were used to partially repay the financing arranged to fund the WMC acquisition and to repay commercial paper.

In May 2006, we issued 650 million (US\$807 million) of 4.125 per cent Euro Bonds due in 2011. The proceeds were used to partially repay financing arranged to fund the WMC acquisition and to repay commercial paper.

In addition to the foregoing, in June 2005 we increased our US dollar commercial paper program limit from US\$2.0 billion to US\$3.0 billion.

None of our general borrowing facilities are subject to financial covenants. Certain specific financing facilities in relation to specific businesses are the subject of financial covenants that vary from facility to facility but which would be considered normal for such facilities.

**Quantitative and qualitative disclosures about market risk**

We identified above in [Our business](#) external factors affecting our results [our primary market risks](#). A description of how we manage our market risks, including both quantitative and qualitative information about our market risk sensitive instruments outstanding at 30 June 2006, is contained in note 28 [Financial instruments](#) to the financial statements.

**Portfolio management**

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Portfolio activities continued during 2005-06 with proceeds amounting to US\$928 million realised. We disposed of a number of assets and interests including our Tintaya mine, our 50 per cent interest in the Wonderkop chrome joint venture, the Green Canyon 18 and 60 oil fields, our one-third interest in the Hi-Fert fertiliser business (Australia) and our ownership of the Zululand Anthracite Colliery (South Africa). This brings the total proceeds realised on assets and interests over the last five years to US\$5.6 billion.

At 30 June 2006, we had also announced the sale of our Southern Cross Fertiliser operations (Australia), our Australian Coal Bed Methane assets (Australia), our interest in the Valesul aluminium smelter (Brazil), our Cascade and Chinook oil and gas prospects (US)

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and the Koorfontein energy coal mine (South Africa). At 30 June 2006, final sale of these assets was subject to satisfying certain conditions precedent and, as such, the assets were held in the balance sheet at the lower of carrying value and expected sale price, less costs to sell. Completion of sale has now been achieved on the Southern Cross Fertiliser operations, Valesul, the Coal Bed Methane assets and Cascade and Chinook.

**Dividend and capital management**

On 23 August 2006, the Board declared a final dividend of 18.5 US cents per share. This represents an increase of 27.6 per cent over last year's final dividend of 14.5 US cents per share, and this declaration brings the total dividends for the 2006 financial year to 36.0 US cents per share, an increase of 8.0 US cents per share, or 28.6 per cent, over the 2005 year; our ninth consecutive dividend increase. We intend to continue with our progressive dividend policy, with further increases dependent upon the expectations for future investment opportunities and market conditions. We also announced on 23 August 2006 a further capital return of US\$3.0 billion to shareholders over the next 18 months through a series of share buy-backs. We commenced this program on 7 September 2006, with the on-market buy-back of 1,500,000 BHP Billiton Plc shares. The total purchases of BHP Billiton Plc shares by BHP Billiton Plc and BHP Billiton Limited to 22 September 2006 were 10,230,000 shares for a cost of US\$181 million. These purchased shares will be held as treasury shares. It is yet to be determined the extent to which the remaining buy-back will be an on or off-market transaction.

This program brings the total for buy-back programs to US\$5.0 billion for 2005-06 following the US\$2.0 billion capital management program completed in May 2006. Under that initiative, 114.8 million shares, or 1.9 per cent of the issued share capital of BHP Billiton, was repurchased.

At the conclusion of the US\$3.0 billion initiative, we will have returned US\$15.5 billion in total to shareholders through capital initiatives and dividends since June 2001.

**Off-balance sheet arrangements**

Information in relation to off-balance sheet arrangements, principally contingent liabilities, commitments for capital expenditure and other expenditure and commitments under leases, is provided below.

The following discussion describes our material off-balance sheet arrangements at 30 June 2006.

**Contingent liabilities**

The following table sets forth our contingent liabilities (not otherwise provided for in the accounts) as at 30 June 2006.

	Contingent liabilities (c)
	US\$M
Jointly controlled entities (unsecured) other <sup>(a)</sup>	355
Subsidiary and jointly controlled assets (including guarantees)	
Bank guarantees	
Performance guarantees	1
Letter of credit	
Other <sup>(b)</sup>	220
<b>Total contingent liabilities</b>	<b>576</b>

(a) The BHP Billiton Group has entered into various counter-indemnities of bank and performance guarantees related to its own future performance in the normal course of business.

(b) Other contingent liabilities relate predominantly to actual or potential litigation of the Group for which amounts are reasonably estimable but the liability is not probable and therefore we have not provided for such amounts in these financial statements. The

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amounts relate to a number of actions against the Group, none of which are individually significant. Additionally, there are a number of legal claims or potential claims against the Group, the outcomes of which cannot be foreseen at present, and for which no amounts have been included in the table above. Details of the principal legal claims are set out in note 21 Provisions in the financial statements.

- (c) For US GAAP reporting purposes, we are required to include as contingent liabilities amounts where (1) provisions have been made in the accounts but further amounts are reasonably possible, and (2) additional amounts to the guarantees included above where the probability of a transfer of economic benefits is considered to be remote. Not included in the table above are Group performance guarantees of US\$30 million (2005: US\$30 million) and US\$333 million (2005: US\$388 million) in Other for which provisions have been included in the Group accounts.

Refer to note 29 Contingent liabilities and note 21 Provisions in the financial statements.

**Table of Contents****Contractual obligations and commercial commitments**

The following table sets forth our contractual obligations and commercial commitments at 30 June 2006 broken down by varying maturities.

	Total amounts committed	Amount of expiration per period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
US\$M					
<b>Expenditure commitments in relation to:</b>					
Operating leases	945	297	312	178	158
Finance leases	101	7	20	13	61
Capital expenditure	3,251	2,588	508	155	
Other commitments	4,990	1,064	1,478	1,058	1,390
	9,287	3,956	2,318	1,404	1,609
<b>Long-term debt and other financial obligations:</b>					
Unsecured bank loans, debentures and other loans <sup>(1)</sup>	8,941	1,362	1,527	2,747	3,305
Redeemable preference shares	15				15
Other creditors/financial instruments <sup>(2)</sup>	4,059	3,916	143		
	13,015	5,278	1,670	2,747	3,320
<b>Total contractual obligations and commercial commitments</b>	<b>22,302</b>	<b>9,234</b>	<b>3,988</b>	<b>4,151</b>	<b>4,929</b>

(1) Excludes our finance leases as these commitments are included separately in the above table. Additional details regarding the split of our long-term debt obligations are provided in note 28 Financial instruments in the financial statements. Refer to Liquidity and capital resources for further discussion regarding our debt obligations.

(2) Additional details regarding our financial instruments are provided in note 28 Financial instruments in the financial statements.

**Commitments under leases**

We enter into operating leases as a means of acquiring access to various property, plant and equipment and we have finance leases which predominantly relate to the dry bulk carrier Iron Yandi, power lines, mobile equipment and vehicles.

**Commitments for capital expenditure**

Our contractual capital commitments relate mainly to the Petroleum CSG in connection with developments in the Gulf of Mexico (US\$1.2 billion); the Aluminium CSG (US\$0.1 billion); the Base Metals CSG in relation to Spence (US\$0.2 billion); the Carbon Steel Materials CSG in relation to RGP3 (US\$0.6 billion); and the Stainless Steel Materials CSG in relation to Ravensthorpe and the Yabulu Expansion (US\$0.7 billion) and the Nickel West Mt Keith overburden removal (US\$0.2 billion). Of the total US\$3.3 billion, US\$2.6 billion is expected to be expended in the year ending 30 June 2007. We expect that these contractual commitments for expenditure, together with other expenditure and liquidity requirements, will be met from internal cash flow and, to the extent necessary, from the existing facilities described under Liquidity and capital resources above or new facilities on similar terms.

**Commitments for other expenditure**

Our commitments for other expenditure relate mainly to supply of goods and services (US\$4.5 billion), royalty payments (US\$0.1 billion), exploration expenditure (US\$0.3 billion) and chartering costs (US\$0.2 billion). We expect that these contractual commitments for expenditure, together with other expenditure and liquidity requirements, will be met from internal cash flow and, to the extent necessary, from external

sources.

**Significant changes**

Subsequent to 30 June 2006, the sale of our 45.5 per cent joint venture interest in Valesul Aluminio SA, an aluminium smelter, the sale of Southern Cross Fertilisers Pty Ltd, a fertiliser mining and processing business, the sale of the Cascade and Chinook oil and gas prospects, and the sale of the Coal Bed Methane assets have been finalised. These assets are classified as held for sale as at 30 June 2006. The financial effects of these transactions have not been brought to account at 30 June 2006.

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### **4. CORPORATE GOVERNANCE AND BOARD PRACTICES**

#### **Corporate Governance Statement**

##### **1. Governance at BHP Billiton**

BHP Billiton's corporate objective is: to create long-term value through the discovery, development and conversion of natural resources and the provision of innovative customer and market-focused solutions.

In pursuing the Corporate Objective, we have committed to the highest level of governance and strive to foster a culture that values and rewards exemplary ethical standards, personal and corporate integrity and respect for others.

This approach to governance is predicated on the belief that there is a link between high-quality governance and the creation of shareholder value. Our expectations of our employees and those to whom we contract business are set out in our Guide to Business Conduct. A copy of the Guide can be found at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

This Statement outlines BHP Billiton's system of governance. Shareholders are reminded that BHP Billiton operates as a single economic entity under a Dual Listed Company (DLC) structure with a unified Board and management. It has primary listings in Australia and the UK and is registered in the US and listed on the New York Stock Exchange (NYSE). In formulating our governance framework, the regulatory requirements in Australia, the UK and the US have been taken into account, together with prevailing standards of best practice. Where governance principles vary across these jurisdictions, as they inevitably do, the Directors have resolved to adopt what they consider to be the better of the prevailing standards.

##### **2. Shareholders**

The Board of BHP Billiton represents the shareholders who, in turn, elect its members. Shareholders vote on important matters affecting the Group, including changes to the Group's constitutional documents, the receipt of annual financial statements and incentive arrangements for executive Directors.

The Board recognises that in order to vote in an informed manner, shareholders must receive high-quality, relevant information in a timely manner. To safeguard the effective dissemination of information, BHP Billiton has developed a Market Disclosure and Communications Policy. A copy of this Policy is available at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance). The Policy outlines how BHP Billiton identifies and distributes information to shareholders and market participants.

Copies of announcements to the stock exchanges on which BHP Billiton is listed, investor briefings, half yearly financial statements, the Annual Report and other relevant information are posted to the Group's website at [www.bhpbilliton.com](http://www.bhpbilliton.com). Any person wishing to receive advice by email of Group news releases can subscribe at [www.bhpbilliton.com](http://www.bhpbilliton.com).

Shareholders are encouraged to make their views known to the Group and to raise directly any matters of concern. The Chairman has regular meetings with shareholders to discuss governance matters and keeps the Board informed of the views and concerns that have been raised. From time to time the Group will enter into dialogue with shareholders to share views on matters of interest.

Shareholders are encouraged to attend Annual General Meetings and to use this opportunity to ask questions. Questions can be registered prior to the meeting by completing the relevant form accompanying the notice of meeting or by emailing the Group at [investor.relations@bhpbilliton.com](mailto:investor.relations@bhpbilliton.com). Questions that have been lodged ahead of the meeting, and the answers to them, are posted to the website. The External Auditor attends the Annual General Meetings and is available to answer questions.

Shareholders may appoint proxies electronically through the website. The notice of meeting describes how this can be done.

Proceedings at shareholder meetings and important Group briefings are broadcast live from the Group's website. Copies of the speeches delivered by the Chairman and Chief Executive Officer (CEO) to the Annual General Meeting, a summary of the proceedings of the meeting and the outcome of voting on the items of business are posted to the website following the meeting.

##### **3. Board of Directors' role and responsibilities and key activities in 2006**



**3.1 Role and responsibilities**

The role of the Board is to represent the shareholders and to promote and protect the interests of BHP Billiton. It does so by governing the Group.

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The Board has published a Board Governance Document, which is a statement of the practices and processes the Board has adopted to discharge its responsibilities. It includes the processes the Board has implemented to undertake its own tasks and activities; the matters it has reserved for its own consideration and decision-making; the authority it has delegated to the CEO, including the limits on the way in which the CEO can execute that authority; and provides guidance on the relationship between the Board and the CEO. The Board Governance Document can be found at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

The Board has specifically reserved the following matters for its decision:

appointments to the position of CEO and approval of appointments of executives reporting to the CEO

approval of strategy and annual budgets

determination of matters in accordance with the approvals framework

formal determinations that are required by the Group's constitutional documents, by statute or by other external regulation.

The Board is free to alter the matters reserved for its decision, subject to the limitations imposed by the constitutional documents and the law.

Beyond those matters, the Board has delegated all authority to achieve the Corporate Objective to the CEO, who is free to take all decisions and actions which, in the CEO's judgement, are reasonable having regard to the limits imposed by the Board. The limits are published in the Board Governance Document. The CEO remains accountable to the Board for the authority that is delegated to him, and for the performance of the Group. The Board monitors the decisions and actions of the CEO and the performance of the Group to gain assurance that progress is being made towards the Corporate Objective, within the limits it has imposed. The Board also monitors the performance of the Group through its Committees. Reports from each of the Committees are set out in section 8.

The CEO is required to report systematically in a spirit of openness and trust on the progress being made by the Group's businesses. The Board (and its Committees) determines the information required from the CEO, any employee of the Group or any external party including the auditor. Open dialogue between individual members of the Board and the CEO and other employees is encouraged to enable Directors to gain a better understanding of the Group's businesses. Directors are encouraged to participate in debate and to bring independent judgement to bear on matters being considered. The Board believes that constructive differences of opinion lead to more robust evaluation of the issues and, ultimately, better outcomes.

### **3.2 Key activities during the year**

During the course of the year the Board arranged for an independent external review of its performance, structure and membership, the restructuring of the Sustainability Committee and the adoption of revised terms of reference for Board Committees. The Board considered major business decisions, including capital projects and capital management strategies. Its regular skills review and process of renewal led to the appointment of three new non-executive Directors and two new executive Directors. The Board is satisfied that it has discharged its obligations as set out in the Board Governance Document.

## **4. Board of Directors – composition, structure and process**

This section outlines how the Board has structured itself to best fulfill its role.

### ***4.1 Membership***

The Board currently has 14 members. Of these, 10, including the Chairman, are non-executive Directors. All of the 10 non-executive Directors are considered by the Board to be independent of management and free from any business relationship or other circumstance that could materially interfere with the exercise of objective, unfettered or independent judgement. Further information on the process for assessing independence is provided in section 4.3 below. The names and biographical details of the Directors are set out below.

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**Don Argus** AO, SF FIN, FCPA, 68

**Term of office:** Director of BHP Limited since November 1996 and Chairman since April 1999. Chairman of BHP Billiton Limited and BHP Billiton Plc since June 2001. Mr Argus was last re-elected in 2004 and is standing for re-election in 2006.

**Independent:** Yes

**Skills and experience:** Don Argus has considerable experience in international business and a strong management background. He has more than 40 years experience in the banking industry and is a former Managing Director and CEO of the National Australia Bank Limited.

**Other directorships and offices (current and recent):**

Chairman of Brambles Industries Ltd (since September 1999) and a Director (since May 1999)

Chairman of Brambles Industries Plc and a Director (since August 2001)

Director of Australian Foundation Investment Company Ltd (since May 1999)

Former Director of Southcorp Limited (from May 1999 until August 2003)

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Member of the International Advisory Council of Allianz Aktiengesellschaft (since April 2000)

Member of International Advisory Committee to the New York Stock Exchange Board of Directors (since November 2005)

***Board Committee membership:***

Chairman of the Nomination Committee

**Charles Goodyear** BSc, MBA, FCPA, 48

***Term of office:*** Director of BHP Billiton Limited and BHP Billiton Plc since November 2001. Appointed Chief Executive Officer (CEO) in January 2003. Mr Goodyear was last re-elected in 2004 and is not retiring or subject to re-election in 2006.

***Independent:*** No

***Skills and experience:*** Charles Goodyear has extensive experience in finance, corporate restructuring and mergers and acquisitions. He joined the Group as Chief Financial Officer (CFO) in 1999. He was previously President of Goodyear Capital Corporation and Executive Vice President and CFO of Freeport-McMoRan Inc.

***Other directorships and offices (current and recent):***

Member of the International Council of Mining and Metals

Member of the United States National Petroleum Council

***Board Committee membership:***

None

**Paul Anderson** B S (Mech Eng), MBA, 61

***Term of office:*** Appointed a non-executive Director of BHP Billiton Limited and BHP Billiton Plc on 26 April 2006 with effect from 6 June 2006. Mr Anderson will seek election at the 2006 Annual General Meetings. He was the CEO and Managing Director of BHP Limited from December 1998 until June 2001 and of BHP Billiton Limited and BHP Billiton Plc from June 2001 until July 2002. He was a non-executive Director of BHP Billiton Limited and BHP Billiton Plc from July to November 2002.

***Independent:*** Yes. Refer to comments in section 4.3.

***Skills and experience:*** Paul Anderson has an extensive background in natural resources and energy and, as one of the architects of the merger that created BHP Billiton, has a deep understanding of the strategy behind the Group's success. He is Chairman of the Board of Duke Energy Corporation and has more than 20 years' experience at Duke Energy and its predecessors.

***Other directorships and offices (current and recent):***

Chairman of Duke Energy Corporation (since November 2003) and former CEO (from November 2003 to April 2006)

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Director of Qantas Airways Limited (since September 2002)

Former Director of Temple Inland Inc (from February 2002 to May 2004)

Former Director of Fluor Corporation (from March to October 2003)

Member of the US President's Council of Advisors on Science and Technology

### ***Board Committee membership:***

Member of the Sustainability Committee

**David Brink** MSc Eng (Mining), D Com (hc), 67

***Term of office:*** Director of Billiton Plc since June 1997. Director of BHP Billiton Limited and BHP Billiton Plc since June 2001. Dr Brink was last re-elected in 2003 and is standing for re-election in 2006.

***Independent:*** Yes

***Skills and experience:*** David Brink brings considerable mining and finance experience to the Group. He has over 20 years' experience in the mining industry, in particular shaft sinking, tunnelling and exploration contracting, followed by 12 years as the CEO of a major listed construction, engineering and manufacturing conglomerate.

### ***Other directorships and offices (current and recent):***

Chairman of Unitrans Limited (since November 1997)

Deputy Chairman of ABSA Bank Limited and ABSA Group Limited (since April 1992)

Director of Sanlam Limited (from January 1994 until June 2006)

Director of Sappi Limited (since March 1994)

Former Director of Murray & Roberts Holdings Ltd (from July 1984 until December 2003)

Vice President of the South African Institute of Directors

### ***Board Committee membership:***

Chairman of the Sustainability Committee

Member of the Risk and Audit Committee

**John Buchanan** BSc, MSc (Hons 1), PhD, 63

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**Term of office:** Director of BHP Billiton Limited and BHP Billiton Plc since February 2003. Dr Buchanan has been designated as the Senior Independent Director of BHP Billiton Plc since his appointment. He was last re-elected by shareholders in 2003 and is standing for re-election in 2006.

**Independent:** Yes

**Skills and experience:** John Buchanan has had a wide international business career gained in large and complex international businesses. He has substantial experience in the petroleum industry and knowledge of the UK and international investor community.

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He has held various leadership roles in strategic, financial, operational and marketing positions, including executive experience in different countries. He is a former executive Director and Group CFO of BP, Treasurer and Chief Executive of BP Finance, and Chief Operating Officer of BP Chemicals.

***Other directorships and offices (current and recent):***

Chairman of Smith&Nephew Plc (since April 2006) and Deputy Chairman (from February 2005 to April 2006)

Director of AstraZeneca Plc (since April 2002)

Senior Independent Director and Deputy Chairman of Vodafone Group Plc (since July 2006) and Director (since April 2003)

Former Director of Boots Plc (from December 1997 until July 2003)

***Board Committee membership:***

Chairman of the Remuneration Committee

Member of the Nomination Committee

**Carlos Cordeiro** AB, MBA, 50

***Term of office:*** Director of BHP Billiton Limited and BHP Billiton Plc since February 2005. Mr Cordeiro was elected in 2005 and is not subject to re-election in 2006.

***Independent:*** Yes

***Skills and experience:*** Carlos Cordeiro brings to the Board more than 20 years experience in providing strategic and financial advice to corporations, financial institutions and governments around the world. He was previously Partner and Managing Director of Goldman Sachs Group Inc.

***Other directorships and offices (current and recent):***

Advisory Director of The Goldman Sachs Group Inc (since December 2001)

Vice Chairman of Goldman Sachs (Asia) (since June 2000)

***Board Committee membership:***

Member of the Remuneration Committee

**David Crawford** BComm, LLB, FCA, FCPA, FAICD, 62

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**Term of office:** Director of BHP Limited since May 1994. Director of BHP Billiton Limited and BHP Billiton Plc since June 2001. Mr Crawford was last re-elected in 2005 and, in accordance with the Group's policy described under "Tenure" in section 4.3 below, is retiring and standing for re-election in 2006.

**Independent:** Yes

**Skills and experience:** David Crawford has extensive experience in risk management and business reorganisation. He has acted as a consultant, scheme manager, receiver and manager and liquidator to very large and complex groups of companies. He was previously Australian National Chairman of KPMG, Chartered Accountants. The Board has nominated Mr Crawford as the financial expert of the Risk and Audit Committee for the purposes of the US Securities and Exchange Commission Rules and is satisfied that he has recent and relevant financial experience for the purposes of the UK Listing Authority's Combined Code.

**Other directorships and offices (current and recent):**

Chairman of Lend Lease Corporation Limited (since May 2003) and Director (since July 2001)

Director of Foster's Group Limited (since August 2001)

Director of Westpac Banking Corporation (since May 2002)

Former Chairman of National Foods Limited (Director from November 2001 until June 2005)

**Board Committee membership:**

Chairman of the Risk and Audit Committee

**Gail de Planque** AB Mathematics, MS (Physics), PhD (Env Health Sciences), 61

**Term of office:** Director of BHP Billiton Limited and BHP Billiton Plc since 19 October 2005. The Hon E G de Planque was elected in 2005 and is not retiring or subject to re-election in 2006.

**Independent:** Yes

**Skills and experience:** Gail de Planque is an expert in nuclear technology and has over 30 years' experience as a physicist, adviser and regulator in the field of nuclear energy. She also has significant experience as a non-executive Director of global energy companies and is a consultant on atomic energy matters. She is a former Commissioner of the United States Nuclear Regulatory Commission, a former Director of the Environmental Measurements Laboratory of the US Department of Energy and a Fellow and former President of the American Nuclear Society.

**Other directorships and offices (current and recent):**

Director of TXU Corp (since February 2004)

Director of Northeast Utilities (since October 1995)

Director of Landauer Inc (since December 2001)



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President of Strategy Matters Inc (since March 2000)

Director of Energy Strategists Consultancy Ltd (since May 1999)

Former Director of BNFL Plc (from November 2000 to March 2005) and of BNG America Inc (from March 1995 to March 2006)  
***Board Committee membership:***

Member of the Sustainability Committee

Member of the Remuneration Committee

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**David Jenkins** BA, PhD (Geology), 67

**Term of office:** Director of BHP Limited since March 2000. Director of BHP Billiton Limited and BHP Billiton Plc since June 2001. Dr Jenkins was last re-elected in 2005 and is not subject to re-election in 2006.

**Independent:** Yes

**Skills and experience:** David Jenkins is a recognised authority on oil and gas technology. He was previously Chief Geologist, Director Technology and Chief Technology Advisor to BP Plc. He was also a member of the Technology Advisory Committee of the Halliburton Company and the Advisory Council of Consort Resources and Chairman of the Energy Advisory Panel of Science Applications International Corporation.

**Other directorships and offices (current and recent):**

Director of Chartwood Resources Ltd (since November 1998)

Director of Orion International (Oil & Gas) Ltd (since March 2005)

**Board Committee membership:**

Member of the Remuneration Committee

Member of the Risk and Audit Committee

**Marius Kloppers** BE (Chem), MBA, PhD (Materials Science), 44

**Term of office:** Director of BHP Billiton Limited and BHP Billiton Plc since January 2006. Appointed Group President Non-Ferrous Materials and executive Director in January 2006 and was previously Chief Commercial Officer. Mr Kloppers will seek election at the 2006 Annual General Meetings.

**Independent:** No

**Skills and experience:** Marius Kloppers has extensive knowledge of the mining industry and of BHP Billiton's operations. Active in the mining and resources industry since 1993, he was appointed Chief Commercial Officer in December 2003. He was previously Chief Marketing Officer, Group Executive of Billiton Plc, Chief Executive of Samancor Manganese and held various positions at Billiton Aluminium, including Chief Operating Officer and General Manager of Hillside Aluminium.

**Other directorships and offices (current and recent):**

None

**Board Committee membership:**

None

**Chris Lynch** BComm, MBA, FCPA, 52

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**Term of office:** Director of BHP Billiton Limited and BHP Billiton Plc since January 2006. Appointed Group President Carbon Steel Materials in April 2006. Mr Lynch will seek election at the 2006 Annual General Meetings.

**Independent:** No

**Skills and experience:** Chris Lynch has extensive experience in finance and knowledge of the mining industry. He joined the Group as Chief Financial Officer of the Minerals Group in 2000 and was appointed Chief Financial Officer in September 2001. Prior to that he held various positions at Alcoa, including Vice President and Chief Information Officer for Alcoa Inc and Chief Financial Officer, Alcoa Europe.

**Other directorships and offices (current and recent):**

Director of Minerals Council of Australia

**Board Committee membership:**

None

**Jacques Nasser** AO, BBus, Hon DT, 58

**Term of office:** Appointed a non-executive Director of BHP Billiton Limited and BHP Billiton Plc on 26 April 2006 with effect from 6 June 2006. Mr Nasser will seek election at the 2006 Annual General Meetings.

**Independent:** Yes

**Skills and experience:** Following a 33 year career with Ford in various leadership positions in Europe, Australia, Asia, South America and the US, Jacques Nasser served as a member of the Board of Directors and as President and Chief Executive Officer of Ford Motor Company from 1998 to 2001. He has more than 30 years experience in large-scale global businesses.

**Other directorships and offices (current and recent):**

Director of British Sky Broadcasting Ltd (since November 2002)

Director of Brambles Industries Limited and Brambles Industries Plc (since March 2004)

Director of Quintiles Transnational Corporation (since March 2004)

Partner of One Equity Partners (since November 2002)

Member of the International Advisory Council of Allianz Aktiengesellschaft (since February 2001)

Former Chairman of Polaroid Corporation (from 2002 to 2005)

**Board Committee membership:**

Member of the Risk and Audit Committee



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**Miklos (Mike) Salamon** BSc Mining Eng, MBA, 51

**Term of office:** Director of BHP Billiton Limited and BHP Billiton Plc since February 2003. Mr Salamon was last re-elected by shareholders in 2005 and is not subject to re-election in 2006.

**Independent:** No

**Skills and experience:** Mike Salamon has extensive knowledge of the mining industry and of BHP Billiton's operations. He was previously Executive Chairman of Samancor, Managing Director of Trans-Natal Coal Corporation and Chairman of Columbus. He was previously an executive Director of Billiton Plc with responsibilities for nickel, chrome, manganese, stainless steel and titanium, and Group President Non-Ferrous Materials. He was appointed Executive President in January 2006 with responsibility for health, safety, the environment and communities, marketing, strategy and business development, exploration and technology.

**Other directorships and offices (current and recent):**

Chairman of Samancor Limited (since October 1993)

Director of Cerro Matoso SA (since March 1996)

**Board Committee membership:**

None

**John Schubert** BC Eng, PhD (Chem Eng), FIEAust, FTSE, 63

**Term of office:** Director of BHP Limited since June 2000 and a Director of BHP Billiton Limited and BHP Billiton Plc since June 2001. Dr Schubert was last re-elected in 2004 and is seeking re-election in 2006.

**Independent:** Yes

**Skills and experience:** John Schubert has considerable experience in the international oil industry including at CEO level. He has had executive mining and financial responsibilities and was CEO of Pioneer International Limited for six years, where he operated in the building materials industry in 16 countries. He has experience in mergers, acquisitions and divestments, project analysis and management. He was previously Chairman and Managing Director of Esso Australia Limited and President of the Business Council of Australia.

**Other directorships and offices (current and recent):**

Chairman of Commonwealth Bank of Australia (since November 2004) and Director (since October 1991)

Director of Qantas Airways Limited (since October 2000)

Chairman of G2 Therapies Limited (since November 2000)

Former Director of Hanson Plc (from May 2000 until May 2003)

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Former Chairman and Director of Worley Parsons Limited (from November 2002 until February 2005)

### **Board Committee membership:**

Member of the Nomination Committee

Member of the Sustainability Committee

### **Group Company Secretary**

**Karen Wood** BEd, LLB (Hons), FCIS, 50

**Term of office:** Company Secretary of BHP Billiton Limited and BHP Billiton Plc since June 2001. Appointed Special Advisor and Head of Group Secretariat and a member of the Office of Chief Executive in December 2005.

**Skills and experience:** Karen Wood is a member of the Takeovers Panel (Australia), the Business Regulatory Advisory Group (Australia) and the JD (Juris Doctor) Advisory Board of the University of Melbourne. She is a Fellow of the Institute of Chartered Secretaries and a member of the Law Council of Australia and the Law Institute of Victoria. She chairs the Global Ethics Panel, the Disclosure Committee and the US Disclosure Controls Committee of BHP Billiton. She was previously the General Counsel and Company Secretary of Bonlac Foods Limited.

### **4.2 Skills, knowledge, experience and attributes of Directors**

The Board considers that the executive and non-executive Directors together have the range of skills, knowledge and experience necessary to govern the Group. The non-executive Directors contribute international and operational experience; understanding of the economics of the sectors in which the Group operates; knowledge of world capital markets; and an understanding of the health, safety, environmental and community challenges that the Group faces. Executive Directors bring additional perspectives to the Board's work through a deep understanding of the Group's business.

Directors must demonstrate unquestioned honesty and integrity; a preparedness to question, challenge and critique; and a willingness to understand and commit to the highest standards of governance. Each Director must ensure that no decision or action is taken that places his or her interests in front of the interests of the Group.

Directors commit to the collective decision-making processes of the Board. Individual Directors are required to debate issues openly and constructively and be free to question or challenge the opinions of others.

The Nomination Committee assists the Board in ensuring that the Board is comprised of high calibre individuals whose background, skills, experience and personal characteristics will augment the present Board and meet its future needs.

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### ***4.3 Independence***

The Board considers that an appropriate balance between executive and non-executive Directors is necessary to promote shareholder interests and to govern the Group effectively. It is committed to ensuring a majority of Directors are independent.

#### **Process to determine independence**

The Board has developed a policy that it uses to determine the independence of its Directors. This determination is carried out annually or at any other time where the circumstances of a Director change such as to warrant reconsideration. A copy of the Independence Policy is available at: [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

The Independence Policy provides that to be independent a Director must be: independent of management and any business or other relationship that could materially interfere with the exercise of objective, unfettered or independent judgement by the Director or the Director's ability to act in the best interests of the BHP Billiton Group.

Where a Director is considered by the Board to be independent but is affected by circumstances that may give rise to a perception that the Director is not independent, the Board has undertaken to explain the reasons why it reached its conclusion. In applying the independence test, the Board considers relationships with management, major shareholders, subsidiary and associated companies and other parties with whom the Group transacts business against predetermined materiality thresholds, all of which are set out in the Policy. A summary of the factors that may be perceived to impact the independence of Directors of BHP Billiton is set out below.

#### **Factors that may be perceived to affect independence**

##### *Tenure*

The Board has a policy requiring non-executive Directors who have served on the Board for more than nine years to stand for annual re-election. All Directors seeking re-election must undergo a formal performance assessment, irrespective of the period they have served on the Board. For further information on the re-election and review process, refer to section 5 of this Statement.

At the conclusion of the 2006 Annual General Meetings, Mr Don Argus, Mr David Crawford and Dr David Brink will each have served on the Board for more than nine years. Notwithstanding those periods of service, the Board does not believe that any of those Directors has served for a period that could materially interfere with their ability to act in the best interests of the Group. All are considered to have retained independence of character and judgement and have not formed associations with management (or others) that might compromise their ability to exercise independent judgement or act in the best interests of the Group.

##### *Retirement plan*

The former Directors of BHP Limited (Mr Don Argus, Mr David Crawford, Dr David Jenkins and Dr John Schubert) participated in a retirement plan approved by shareholders in 1989. The plan was closed on 24 October 2003 and benefits accrued to that date, together with interest earned on the benefits, are held by the Company and will be paid on retirement. The Board does not believe that the independence of any participating Director is compromised as a result of this plan.

##### *Relationships and associations*

Mr David Crawford was the National Chairman of KPMG in Australia. He retired in June 2001 and has no ongoing relationship with KPMG. KPMG was a joint auditor of Billiton Plc prior to the merger with BHP Limited and of BHP Billiton up to 2003 and the sole auditor of BHP Billiton from December 2003. The Board has considered this matter annually since the time of the merger, and again revisited it prior to the publication of this Statement and does not consider Mr Crawford's independence to be compromised. The Board considers Mr Crawford's financial acumen to be important in the discharge of the Board's responsibilities. Accordingly, his membership of the Board and Chairmanship of the Risk and Audit Committee are considered by the Board to be appropriate and desirable.

In June 2006, the Board reappointed Mr Paul Anderson a non-executive Director. The Board considers Mr Anderson to be independent.

In reaching this conclusion, the Board considered the terms of its own Independence Policy, the principles on independence contained in the UK Combined Code, the Principles of Good Corporate Governance published by the Australian Stock Exchange Corporate Governance Council and

the helpful guidance offered by a number of shareholder voting agencies.

Those principles and guidance include a range of considerations regarded as relevant in determining independence, including that the Director in question has not been an executive in the past five years. This specific consideration is included in BHP Billiton's own Independence Policy. That Policy, like most of the principles and guidance that inform the issue, also makes clear that a Director may be considered independent, notwithstanding the presence of one or more of the stated relevant considerations. This reflects the Board's view that a Director's independence is determined more by his or her character and integrity than by past relationships or associations.

The key issue for the Board in assessing Mr Anderson's independence was whether the fact that he had served as Chief Executive Officer until July 2002 and a non-executive Director until November 2002, on its own, was sufficient reason to classify him as not independent. The Board concluded that given the elapse of time since Mr Anderson was employed by BHP Billiton, the fact that he was



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so employed did not interfere with his objective, unfettered or independent judgement or his ability to act in the best interests of the Group. In reaching its decision, the Board determined that it could not form the view that the mere elapse of a further (relatively short) period of time until the expiration of five years from his departure as an executive would make any difference to its assessment.

The Board considers Mr Anderson a Director of the highest calibre, bringing to its deliberations a broad range of skills derived from a long history in the energy sector, specific understanding and knowledge of the mining industry and BHP Billiton's role in that industry, and the particular risks associated with a diversified mining business.

Some of the Directors hold or previously held positions in companies with which BHP Billiton has commercial relationships. Those positions and companies are set out in section 4.2 of this Governance Statement. All transactions between each of these companies and BHP Billiton have been assessed in accordance with the Independence Policy and are not material. All of these transactions were entered into in the usual course of BHP Billiton's business and were within the scope of management's authority under the terms of the Board Governance Document. The Board was not required to consider, or approve, any of these transactions. If Board approval was required for a transaction between BHP Billiton and any company with which a Director has an association, then BHP Billiton's protocols would apply and the Director concerned would excuse himself or herself from participating in the decision.

The only transactions during the year that amounted to related-party transactions with Director-related entities under International Financial Reporting Standards (IFRS) are the transactions between BHP Billiton and the Wesfarmers Group, of which Mr Michael Chaney was the Managing Director until July 2005. Details are set out in note 31 to the Financial Statements in the Annual Report.

The Board has assessed all of the relationships between BHP Billiton and the companies in which the Directors hold or held positions and concluded that in all cases the relationships do not interfere with the Directors' exercise of objective, unfettered or independent judgement or their ability to act in the best interests of the BHP Billiton Group.

Some of the Directors hold cross-directorships. Mr Don Argus and Mr Jacques Nasser are both directors of Brambles Industries Limited and Brambles Industries Plc, and are both members of the International Advisory Council of Allianz Aktiengesellschaft. Dr John Schubert and Mr Paul Anderson are both directors of Qantas Airways Limited. The Board has assessed each of these relationships and in all cases concluded that the relationships do not interfere with the Directors' exercise of objective, unfettered or independent judgement or the Directors' ability to act in the best interests of the BHP Billiton Group.

### *Executive Directors*

The four executive Directors, Mr Charles Goodyear, Mr Marius Kloppers, Mr Chris Lynch and Mr Miklos (Mike) Salamon, are not considered independent because of their executive responsibilities. None of the executive Directors hold directorships in any other company included in the ASX 100 or FTSE 100.

### ***4.4 Terms of appointment***

The Board has adopted a letter of appointment that contains the terms on which non-executive Directors will be appointed, including the basis upon which they will be indemnified. A copy of the letter is available at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

### ***4.5 Induction and training***

Each new non-executive Director undertakes an induction program specifically tailored to their needs. A copy of the induction program is available at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance)

Non-executive Directors participate in the Board's Training and Development Program, which has been designed to ensure that non-executive Directors update their skills and knowledge to maximise their effectiveness as Directors throughout their tenure.

### ***4.6 Independent advice***

The Board and its Committees may seek advice from independent experts whenever it is considered appropriate. Individual Directors, with the consent of the Chairman, may seek independent professional advice on any matter connected with the discharge of their responsibilities, at the Group's expense. No Director availed him or herself of this right during the year.

**4.7 Remuneration**

Details of the remuneration policies and practices of the Group and the remuneration paid to the Directors (executive and non-executive) are set out in section 2 of the Remuneration Report. Shareholders will be invited to consider and to approve the Remuneration Report at the 2006 Annual General Meetings.

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### ***4.8 Share ownership and dealing***

Non-executive Directors have agreed to apply at least 25 per cent of their remuneration to the purchase of BHP Billiton Shares until they achieve a shareholding equivalent in value to one year's remuneration. Thereafter, they must maintain at least that level of shareholding throughout their tenure.

Details of the Shares held by Directors are set out in section 8 of the Remuneration report and the appendix to the Directors' Report. As at the date of this Annual Report, all of the Directors had met this requirement.

BHP Billiton has a Securities Dealing Code that covers dealings in securities by Directors and senior executives. Directors and senior executives must not deal in Shares or other securities of BHP Billiton during designated prohibited periods and at any time that they have unpublished price sensitive information.

All dealings by Directors in BHP Billiton securities are reported to the Board and to the stock exchanges.

A copy of the Securities Dealing Code can be viewed at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

### ***4.9 Chairman***

The Chairman, Mr Don Argus, is considered by the Board to be independent. He was appointed Chairman of BHP Limited in 1999 and has been Chairman of the Group since 2001.

The Chairman leads the Board and facilitates its work. He is responsible for ensuring that the principles and processes of the Board are maintained, including the provision of accurate, timely and clear information. He encourages debate and constructive criticism. The Chairman, in conjunction with the CEO and Company Secretary, sets agendas for meetings of the Board that focus on the strategic direction and performance of the Group. He commits to and leads Board and individual Director performance assessments. The Chairman has authority to speak and act for the Board and to represent the Board to shareholders. He also presents shareholders' views to the Board and facilitates the relationship between the Board and the CEO.

Mr Argus is Chairman of Brambles Industries, a company listed on the Australian and London Stock Exchanges. The Board considers that neither his Chairmanship of Brambles, nor any of his other commitments (set out in the Related parties section of this Annual Report), interfere with the discharge of his responsibilities to BHP Billiton. The Board is satisfied that he makes sufficient time available to serve BHP Billiton effectively.

The Group does not have a Deputy Chairman but has identified Dr John Schubert to act as Chairman should the need arise at short notice.

### ***4.10 Senior Independent Director***

The Board has appointed Dr John Buchanan as the Senior Independent Director of BHP Billiton Plc. Dr Buchanan is available to shareholders who have concerns that cannot be addressed through the Chairman, CEO or CFO.

### ***4.11 Company Secretary***

Ms Karen Wood is Group Company Secretary of BHP Billiton. Ms Wood is responsible for developing and maintaining the information systems and processes that enable the Board to fulfil its role. She is also responsible to the Board for ensuring that Board procedures are complied with and advises the Board on governance matters. All Directors have access to her advice and services. Independent advisory services are retained by her office at the request of the Board or Board Committees. Ms Wood is supported by Mr Robert Franklin, who is Company Secretary of BHP Billiton Plc, and Ms Jane McAloon, who is Company Secretary of BHP Billiton Limited. The Board appoints and removes the Company Secretaries.

### ***4.12 Meetings***

The Board met seven times during the year. Generally, meetings run for two days. Four of those meetings were held in Australia and three in the UK.

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Attendance by Directors at Board and Board Committee meetings is set out in the table in section 5.1. The non-executive Directors met three times during the year in the absence of executive Directors and other executives except the Company Secretary.

Members of the Office of the Chief Executive (OCE) and other members of senior management attend meetings of the Board by invitation.

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**5. Board of Directors review, re-election and renewal**

***5.1 Review***

The Board is committed to transparency in determining Board membership and in assessing the performance of Directors. Contemporary performance measures are considered an important part of this process.

The Board regularly evaluates the performance of the Board as a whole, its Committees, the Chairman, individual Directors and the governance processes that support Board work.

The performance of the Board is reviewed each year. That review focuses on individual Directors and the Board as a whole in alternate years. The Board assesses the performance of the Committees on an annual basis.

Performance of individual Directors is assessed against a range of dimensions including the ability of the Director to consistently take the perspective of creating shareholder value; to contribute to the development of strategy; to understand the major risks affecting the Group; to provide clear direction to management; to contribute to Board cohesion; to commit the time required to fulfil the role; and listen to and respect the ideas of fellow Directors and members of management.

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The process is managed by the Chairman, but feedback on the Chairman's performance is provided to him by Dr Schubert.

	Risk									
	Board		and Audit		Nomination		Remuneration		Sustainability	
	A*	B	A	B	A	B	A	B	A	B
Paul Anderson <sup>(1)</sup>	1	1								
Don Argus	7	7			6	6				
David Brink	7	7	8	7					4	4
John Buchanan	7	7			6	5	6	6		
Michael Chaney <sup>(2)</sup>	4	4								
Carlos Cordeiro <sup>(3)</sup>	7	7					3	3		
David Crawford	7	7	8	8						
E Gail de Planque <sup>(4)</sup>	5	4					1	1	2	2
Charles Goodyear	7	6							1	1
David Jenkins	7	7	8	8			6	6		
Marius Kloppers <sup>(5)</sup>	3	3								
Chris Lynch <sup>(5)</sup>	3	3								
Jacques Nasser <sup>(1)</sup>	1	1	1	0						
Lord Renwick of Clifton <sup>(2)</sup>	4	3			2	2	3	3		
Mike Salamon	7	6							1	1
John Schubert	7	7			6	6	4	4	2	2

Column A - indicates the number of meetings held during the period the Director was a member of the Board and/or Committee.

Column B - indicates the number of meetings attended during the period the Director was a member of the Board and/or Committee.

- (1) Paul Anderson and Jacques Nasser appointed 6 June 2006  
(2) Michael Chaney and Lord Renwick of Clifton retired 25 November 2005  
(3) Carlos Cordeiro attended all meetings during the period, including one meeting by invitation.  
(4) Gail de Planque appointed 19 October 2005.  
(5) Marius Kloppers and Chris Lynch appointed 1 January 2006.  
\* Includes two meetings held by teleconference.

**5.2 Re-election**

The Board has determined that non-executive Directors who have served on the Board for more than nine years from the date of their first election must stand for re-election annually from the first Annual General Meeting after the expiration of their current term. At least one third of the remaining Directors retire at each Annual General Meeting. Directors are not appointed for a fixed term but must submit themselves to shareholders for re-election after three years. The period that Directors have served on the Board and the years in which they were first appointed and last elected are set out in section 4.2.

Re-appointment is not automatic. Retiring Directors who are seeking re-election are subject to a performance appraisal overseen by the Nomination Committee. Following that appraisal, the Board, on the recommendation of the Nomination Committee, makes a determination as to whether it will endorse a retiring Director for re-election. The Board will not endorse a Director for re-election if his or her performance is not considered satisfactory. The Board will advise shareholders in the notice of meeting whether or not re-election is supported.

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Directors cannot be reappointed if they have reached the age of 70 years, unless that appointment is approved by shareholders in the form of a special resolution. A Director so appointed must retire at the next Annual General Meeting.

### ***5.3 Renewal***

The Board plans for its own succession with the assistance of the Nomination Committee. In so doing, the Board:

considers the skills, knowledge and experience necessary to allow it to meet the strategic vision for the Group

assesses the skills, knowledge and experience currently represented

identifies any skills, knowledge and experience not adequately represented and agrees the process necessary to ensure a candidate is selected that brings those traits

reviews how Board performance might be enhanced, both at an individual Director level and for the Board as a whole.

When considering new appointments to the Board, the Nomination Committee oversees the preparation of a position specification that is provided to an independent recruitment organisation retained to conduct a global search. In addition to the specific skills, knowledge and experience deemed necessary, the specification contains criteria such as a proven track record of creating shareholder value; unquestioned integrity; a commitment to the highest standards of governance; having the required time available to devote to the job; a clear grasp of strategic thinking; an awareness of market leadership; outstanding monitoring skills; a preparedness to question, challenge and critique; and an independent point of view.

Newly appointed Directors must submit themselves to shareholders for election at the first Annual General Meeting following their appointment.

## **6. Management**

The CEO holds delegated authority from the Board to achieve the Corporate Objective, save for those matters the Board has retained for its own decision-making (set out in section 3). In devolving that authority, the CEO has developed an Approvals Framework that delegates authority to Committees and individual members of management. Notwithstanding those further delegations, the CEO remains accountable to the Board for the authority delegated to him.

### ***6.1 Office of the Chief Executive***

The CEO has established the Office of the Chief Executive (OCE) to assist him in exercising his authority. The role of the OCE is to provide advice to the CEO on matters that are strategic and long term in nature or have the potential to significantly impact the Group. It determines key Group-wide policies including the Charter, Guide to Business Conduct, the Sustainable Development Policy and the Human Resources Strategy and the Enterprise Wide Risk Management Policy.

The members of the OCE are:

Chip Goodyear, Chief Executive Officer and executive Director (Chair)

John Fast, Chief Legal Counsel and Head of External Affairs

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Robert Kirkby, Executive President

Marius Kloppers, Group President, Non-Ferrous Materials and executive Director

Chris Lynch, Group President Carbon Steel Materials and executive Director

Marcus Randolph, Chief Organisation Development Officer

Mike Salamon, Executive President and executive Director

Alex Vanselow, Chief Financial Officer

Karen Wood, Special Advisor and Head of Group Secretariat

J Michael Yeager, Group President Energy



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Mr Mike Salamon will retire from the Group on 26 October 2006 and Mr Bob Kirkby on 31 December 2006. Mr Philip Aiken, President UK, has retired from the OCE and will retire from the Group on 31 December 2006.

### ***6.2 Other management committees***

The CEO draws on the work of other Committees, including the Executive Committee, Financial Risk Management Committee (FRMC) and the Investment Risk Committee (IRC). During the year the roles of the Executive and Operating Committees were reviewed and a single new Executive Committee was formed. The purpose of the Executive Committee is to assist the CEO to increase the value of the Group by achieving agreed operational outcomes consistent with the Corporate Objective. The Committee's role is to provide feedback and advice to the CEO on operational issues, provide leadership by identifying and addressing Group-wide operating issues, prioritise Group improvement activities, implement Group-wide policy as determined by the OCE, provide direction and priorities for the Group's support functions and participate in strategy development.

The FRMC monitors the Group's financial risk management policies and exposures and approves financial transactions within the scope of its authority. The IRC oversees the management approval processes for major investments, which are designed to ensure that investments are aligned to the Group's agreed strategies and values; risks are identified and evaluated; investments are fully optimised to produce the maximum shareholder value within an acceptable risk framework; and appropriate risk management strategies are pursued.

The members of the Executive Committee are:

Robert Kirkby, Executive President (Chair)

Ian Ashby, President and Chief Operating Officer, WA Iron Ore

Peter Beaven, President Manganese

Alberto Calderon, President Diamonds and Specialty Products

Diego Hernandez, President Base Metals

Graeme Hunt, President Aluminium

Marius Kloppers, Group President, Non-Ferrous Materials and executive Director

Chris Lynch, Group President Carbon Steel Materials and executive Director

Rebecca McDonald, President Gas and Power

David Murray, President Metallurgical Coal

Chris Pointon, President Stainless Steel Materials

Tom Schutte, President Marketing

Mahomed Seedat, President Energy Coal

J Michael Yeager, Group President Energy

The names and biographical details of members of the OCE and Executive Committee are set out below.

**Charles Goodyear** BSc, MBA, FCPA, 48

Chief Executive Officer and executive Director

Chairman of the OCE

Charles Goodyear joined the Group as Chief Financial Officer in 1999. He was appointed to the Boards of BHP Billiton Limited and BHP Billiton Plc in November 2001 and as Chief Executive Officer in January 2003. He previously held positions of Chief Development Officer and of Chief Financial Officer. He is a former President of Goodyear Capital Corporation and former Executive Vice President and Chief Financial Officer of Freeport-McMoRan Inc, and has extensive financial, corporate restructuring and merger and acquisition experience. He is a Member of ICMC and the National Petroleum Council.

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**Ian R Ashby** BEng Mining (Melbourne University), 48

President and Chief Operating Officer, WA Iron Ore

Member of the Executive Committee

Ian Ashby joined the group in 1987. He was appointed President and Chief Operating Officer WA Iron Ore in March 2005 and a member of the Executive Committee in April 2006. Prior to that he had worked in numerous roles in the Base Metals group including Vice President and Chief Operating Officer 2003-04, Vice President Joint Ventures and Work Out Assets 2002-03, and Project Director Escondida Phase 4 Expansion 2001-02. He has worked in broad range of operating and project roles across the Group. He is a Vice President of the Chamber of Minerals and Energy of Western Australia.

**Peter Beaven** BAcc, Chartered Accountant (South Africa), 39

President Manganese

Member of the Executive Committee

Peter Beaven joined the Group in 2002. He was appointed President Manganese in October 2005 and appointed a member of the Executive Committee in December 2005. He was previously Vice President Strategy and Business Development for Carbon Steel Materials. Prior to this he was executive Director in the Investment Banking division at UBS. Previously, he worked at BHP being responsible for various disposals, mergers and acquisition projects, having joined BHP from Dresdner Kleinwort Benson's Investment Banking Division in London.

**Alberto Calderon** PhD Econ, M Phil Econ Yale University, JD Law, BA Econ Andes University, 46

President Diamonds and Specialty Products

Member of the Executive Committee

Alberto Calderon joined the Group as President Diamonds and Specialty Products in February 2006. Prior to this, he was President of Cerrejón Coal Company from July 2002. His previous positions include President of Ecopetrol, General Manager of the Power Company of Bogota and various senior roles in investment banking and in the Colombian Government.

**John Fast** BEc (Hons), LLB (Hons), F Fin, 56

Chief Legal Counsel and Head of External Affairs

Member of the OCE, Investment Risk Committee and Disclosure Committee

John Fast joined the Group as Vice President and Chief Legal Counsel in December 1999, and was appointed Head of Asset Protection in July 2001 and Head of External Affairs (Government Relations) in January 2003. He is a Director of the Medical Research Foundation for Women and Babies (Australia), Chairman of the Rotary Indigenous Australian Tertiary Scholarship Advisory Board, a member of the Takeovers Panel (Australia), a member of the Strategic Advisory Board to The University of Melbourne Law School's Graduate Program, a Fellow of the Financial Services Institute of Australasia, a member of the Markets Policy Group of that Institute, and a member of the Law Institute of Victoria, a member of the General Counsel 100 (UK) and a member of the Metropolitan Corporate Counsel (USA). Before joining BHP Billiton, he was the Senior Commercial Partner at the law firm Arnold Bloch Leibler.

**Diego Hernandez** Civil Mining Engineer, Ecole Nationale Supérieure des Mines de Paris, 57

President Base Metals

Member of the Executive Committee

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Diego Hernandez joined the Group as President Base Metals in April 2004. Chairman of Escondida, he was previously executive Director, CVRD Non Ferrous Division and has extensive experience in the resources sector in South America. His previous positions include President and Chief Executive Officer Compañía Minera Collahuasi, Technical Director Rio Tinto Brazil, Chief Executive Officer Minera Mantos Blancos, and a number of management roles in Anglo American South America.

**Graeme Hunt** BMet, MBA, FAusIMM, London Business School Senior Executive Programme, 49

President Aluminium

Member of the Executive Committee

Graeme Hunt joined the Group in 1975 and was appointed President Aluminium in April 2006. He was previously President Iron Ore, President Western Australia Iron Ore, Vice President Portfolio Restructuring Strategy BHP Corporate, Group General Manager BHP Manganese, and General Manager Port Kembla Coal Terminal Ltd. Prior to this he held roles in the Transport and Steel divisions of the Group.

**Robert Kirkby** BE Civil (Hons), Harvard Business School Advanced Management Program, 59

Executive President

Chairman of the Executive Committee and member of the OCE

Robert Kirkby joined the Group in 1978 and was appointed Group President Carbon Steel Materials in March 2004 and Executive President in April 2006. He was previously President Carbon Steel Materials, Chief Operating Officer, BHP Minerals, President BHP Steelmaking and Energy, Group General Manager and Chief Executive Officer BHP Coal, Group General Manager and Chief Operating Officer of various divisions in BHP Steel, and General Manager Newman-BHP Minerals.

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**Marius Kloppers** BE (Chem), MBA, PhD (Materials Science), 44

Group President Non-Ferrous Materials and executive Director

Member of the OCE, Executive Committee, Financial Risk Management Committee and Investment Risk Committee

Marius Kloppers has been active in the mining and resources industry since 1993 and was appointed Chief Commercial Officer in December 2003. He was previously Chief Marketing Officer, Group Executive of Billiton Plc, Chief Executive of Samancor Manganese and held various positions at Billiton Aluminium, among them Chief Operating Officer and General Manager of Hillside Aluminium. His previous career was as a consultant with McKinsey Inc.

**Chris Lynch** BComm, MBA, FCPA, 52

Group President Carbon Steel Materials and executive Director

Member of the OCE and Executive Committee

Chris Lynch joined the Group in 2000 as Chief Financial Officer of the Minerals Group and was appointed Chief Financial Officer in September 2001, executive Director in January 2006 and Group President Carbon Steel Materials in April 2006. He was Vice President and Chief Information Officer for Alcoa Inc based in Pittsburgh, US, and Chief Financial Officer, Alcoa Europe located in Lausanne, Switzerland. He was also Managing Director KAAL Australia Ltd, a joint venture company formed by Alcoa Inc and Kobe Steel, Manager Financial Risk and Treasury Operations for Alcoa Inc in Pittsburgh, US, and Corporate Accounting Manager at Alcoa of Australia Ltd.

**Rebecca McDonald** BSc, 54

President Gas and Power

Member of the Executive Committee

Rebecca McDonald joined the Group as President Gas and Power in March 2004. She was previously President of the Houston Museum of Natural Science, Chairman and Chief Executive Officer of Enron Global Assets after a long career at Amoco, where her last role was President and Chief Executive Officer of Amoco Energy Development Company. She is an independent Director of Granite Construction and BOC Group.

**David (Dave) Murray** BSc (Civil Engineering) University of Natal, South Africa; Post Grad Dip (Mining), University of Pretoria, South Africa; Advanced Executive Program UNISA, 51

President Metallurgical Coal

Member of the Executive Committee

From 1978 until 1999 David Murray worked for the Trans-Natal Coal Corporation/Ingwe Coal Corporation, progressing through various operational, project and managerial positions. In 1993 he was appointed Managing Director Trans-Natal Coal Corporation then appointed Chief Executive of Billiton Coal in 1999. He moved to Australia in 2001 as CEO of the newly formed BHP Billiton Mitsubishi Alliance. In 2005, he moved into his current role as President Metallurgical Coal within Carbon Steel Materials.

**Chris Pointon** BSc (Chemistry & Earth Sciences), PhD (Geology), 58

President Stainless Steel Materials

Member of the Executive Committee

Chris Pointon was appointed President Stainless Steel Materials in June 2001. He was previously Chief Executive Officer, Nickel and Chrome for Billiton Plc and Managing Director of QNI Ltd. He has over 20 years of global experience as a mining executive, in particular in senior

management in Nickel since 1996.

**Marcus Randolph** BSc, MBA Harvard Business School, 50

Chief Organisation Development Officer

Member of the OCE

Marcus Randolph was previously President, Diamonds and Specialty Products, Chief Development Officer Minerals and Chief Strategic Officer Minerals for BHP Billiton. His prior career includes Chief Executive Officer, First Dynasty Mines, Mining and Minerals Executive, Rio Tinto Plc, Director of Acquisitions and Strategy, Kennecott Inc, General Manager Corporacion Minera Nor Peru. Asarco Inc, and various mine operating positions in the US with Asarco Inc.

**Miklos (Mike) Salamon** BSc Mining Engineering, MBA, 51

Executive President and executive Director

Member of the OCE and Investment Risk Committee

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Mike Salamon was appointed an executive Director in February 2003 and Executive President in January 2006. He was Group President Non-Ferrous Materials (consisting of Aluminium, Base Metals and Stainless Steel Materials). He is Chairman of Samancor and a Director of Cerro Matoso. From July 1997 to June 2001 he was an executive Director of Billiton Plc with responsibilities for nickel, chrome, manganese, stainless steel and titanium and is a former Executive Chairman of Samancor, Managing Director of Trans-Natal Coal Corporation and Chairman of Columbus.

**Tom Schutte** CA (SA) (CAISA), Certificate in the Theory of Accountancy, BComm (Hons), Accountancy, BComm Accounting, 41

President Marketing

Member of the Executive Committee

Tom Schutte has worked in the mining and resources industry since June 1990. Appointed President Marketing in December 2005, he was previously Chief Financial Officer Commercial, BHP Billiton Marketing, Marketing Director Billiton Manganese, Commercial and Development Manager, Samancor Manganese, and Financial Consultant, Gencor Corporate Finance. He started his career with Coopers and Lybrand.

**Mahomed Seedat** BEc (Electrical), MDP Harvard, PMD UNISA, 50

President Energy Coal

Member of the Executive Committee

Mahomed Seedat was appointed President Energy Coal in January 2005. He previously held the positions of President and Chief Operating Officer Ingwe Collieries, President and Chief Operating Officer Aluminium Southern Africa with responsibility for the operations at the Hillside and Bayside aluminium smelters in Richards Bay, South Africa and the Mozal aluminium smelter in Maputo, Mozambique. His former roles in the Aluminium Customer Sector Group include Engineering Manager, Maintenance Manager and General Manager of the Hillside Aluminium Smelter in Richards Bay. His previous career was in the coal industry with Amcoal, where he held various positions at its collieries.

**Alex Vanselow** BComm, Wharton AMP, 43

Chief Financial Officer

Member of the OCE and Chairman of the Investment Risk Committee and Financial Risk Management Committee and member of the Disclosure Committee

Alex Vanselow joined the Group in 1989 and was appointed President Aluminium in March 2004. He was previously Chief Financial Officer of Aluminium, Vice President Finance and Chief Financial Officer of Orinoco Iron CA and Manager Accounting and Control BHP Iron Ore. His prior career was with Arthur Andersen.

**Karen Wood** BEd, LLB (Hons), FCIS, 50

Special Advisor and Head of Group Secretariat

Member of the OCE and Chairman of the Global Ethics Panel, the Disclosure Committee and the US Disclosure Controls Committee

Karen Wood was appointed Company Secretary of BHP Billiton Limited and BHP Billiton Plc in June 2001 and was appointed Special Advisor and Head of Group Secretariat in December 2005. She is a member of the Takeovers Panel (Australia), the Business Regulatory Advisory Group (Australia) and the JD (Juris Doctor) Advisory Board of the University of Melbourne, a Fellow of the Institute of Chartered Secretaries and a member of the Law Council of Australia and the Law Institute of Victoria. Before joining BHP Billiton, she was General Counsel and Company Secretary for Bonlac Foods Limited.

**J Michael Yeager** BSc, MSc, 53

Group President Energy

Member of the OCE and Executive Committee

J Michael Yeager joined the Group in April 2006 as Group President Energy. He was previously Vice President, ExxonMobil Development Company with responsibility for major joint venture projects. Other previous roles include Senior Vice President, Imperial Oil Ltd and Chief Executive Officer, Imperial Oil Resources, Vice President Africa, ExxonMobil Production Company, Vice President Europe, ExxonMobil Production Company and President, Mobil Exploration and Production in the US.

## **7. Business conduct**

The BHP Billiton Group has published a Guide to Business Conduct, which is available in eight languages. The Guide reflects the Charter values of integrity, respect, trust and openness. It provides clear direction and advice on conducting business internationally; interacting with communities, governments and business partners; and general workplace behaviour. The Guide outlines BHP Billiton's position on a wide range of ethical and legal issues including conflicts of interest, financial inducements, bribery, trading in securities and political contributions. The Guide applies to Directors and to all employees, regardless of their position or location. Consultants, contractors and business partners are also expected to act in accordance with the Guide. The Guide can be found at the Group's website at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).



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BHP Billiton has established regional helplines so that employees can seek guidance or express concerns on Group related issues. Reports can be made anonymously and without fear of retaliation. A fraud hotline facility is available for reporting cases of suspected misappropriations, fraud, bribery or corruption. Arrangements are in place to investigate such matters. Where appropriate, investigations are conducted independently. Further information on the Business Conduct Helpline and fraud hotline can be found in the BHP Billiton Guide to Business Conduct.

The BHP Billiton Group maintains a position of impartiality with respect to party politics. Accordingly, it does not contribute funds to any political party, politician or candidate for public office. It does, however, contribute to the public debate of policy issues that may affect it in the countries in which it operates.

### **8. Board Committees**

The Board has established Committees to assist it in exercising its authority, including monitoring the performance of the Group to gain assurance that progress is being made towards the Corporate Objective within the limits imposed by the Board. The permanent Committees of the Board are the Risk and Audit Committee, the Sustainability Committee, the Nomination Committee and the Remuneration Committee. Ad-hoc Committees are formed from time to time to deal with specific matters.

Each of the permanent Committees has terms of reference under which authority is delegated by the Board. The terms of reference for each Committee can be found at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

The office of the Company Secretary provides secretariat services for each of the Committees. Committee meeting agendas, papers and minutes are made available to all members of the Board. Subject to appropriate controls and the overriding scrutiny of the Board, Committee Chairmen are free to use whatever resources they consider necessary to discharge their responsibilities.

Reports from each of the Committees appear below.

#### ***8.1 Risk and Audit Committee report***

The Risk and Audit Committee (RAC) met eight times during the year. Its members are Mr D A Crawford (Chairman), Dr D C Brink, Dr D A L Jenkins and Mr J Nasser. Mr Nasser joined the Committee during the year following his appointment as a Director. The Board has nominated Mr D A Crawford as the Committee's financial expert.

#### **Role and focus**

The role of the RAC is to assist the Board in monitoring the decisions and actions of the CEO and the Group through its oversight of the integrity of the financial statements and the effectiveness of the system of internal controls and risk management. In performing this role the RAC focuses on; the appointment, remuneration, qualifications, performance and independence of the External Auditor, and the integrity of the audit process as a whole; the effectiveness of the systems of internal control and risk management; the performance and leadership of the role of the Vice President Risk Management and Assurance and of the internal audit function; compliance with legal and statutory requirements; and compliance by management with constraints imposed by the Board.

#### **Activities undertaken during the year**

##### ***Integrity of financial statements***

The RAC assists the Board in assuring the integrity of the financial statements. The RAC evaluates and makes recommendations to the Board about the appropriateness of, and changes to, accounting policies and practices, areas of judgement, compliance with Accounting Standards, stock exchange and legal requirements and the results of the external audit. It reviews the half yearly and annual financial statements and makes recommendations on specific actions or decisions (including formal adoption of the financial statements and reports) the Board should consider in order to maintain the integrity of the financial statements. From time to time the Board may delegate authority to the RAC to approve the release of the statements to the stock exchanges, shareholders and the financial community.

The CEO and CFO have certified that the 2006 financial statements present a true and fair view, in all material respects, of BHP Billiton's financial condition and operating results and are in accordance with applicable regulatory requirements.

*Managing the relationship with the External Auditor*

The RAC manages the relationship between the Group and the External Auditor on behalf of the Board. It recommends to the Board potential auditors for appointment and the terms of engagement, including remuneration. In December 2003, the Board, on the recommendation of the RAC, approved the appointment of KPMG. Shareholders are asked to approve reappointment of the auditors each year in the UK.

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The RAC evaluates the performance of the External Auditor during its term of appointment against specified criteria including delivering value to shareholders and the Group. BHP Billiton is committed to auditor independence and the RAC reviews the integrity, independence and objectivity of the External Auditor. This review includes:

confirming that the External Auditor is, in its professional judgement, independent of the Group

obtaining from the External Auditor an account of all relationships between the External Auditor and the Group

monitoring the number of former employees of the External Auditor currently employed in senior positions in the Group and assessing whether those appointments impair, or appear to impair, the External Auditor's judgement or independence

considering whether the various relationships between the Group and the External Auditor collectively impair, or appear to impair, the External Auditor's judgement or independence

determining whether the compensation of individuals employed by the External Auditor who conduct the audit is tied to the provision of non-audit services and, if so, whether this impairs, or appears to impair, the External Auditor's judgement or independence

reviewing the economic importance of the Group to the External Auditor and assessing whether that importance impairs, or appears to impair, the External Auditor's judgement or independence.

The Group audit engagement partner will rotate every five years.

The Group has a policy governing the conduct of non-audit work by the auditors. Under the Non-audit Services Policy the External Auditor cannot provide services where the External Auditor:

may be required to audit its own work

participates in activities that would normally be undertaken by management

is remunerated through a success fee structure

acts in an advocacy role for BHP Billiton.

This Policy can be viewed at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

Fees paid to the External Auditor during the year for audit and other services were US\$14.71 million, of which 75 per cent comprised audit fees, 14 per cent audit-related fees and 11 per cent taxation and other services. Details of the fees paid are set out in note 4 to the financial statements.

Based on the review by the RAC, the Board is satisfied that the External Auditor is independent.

### ***Effectiveness of systems of internal control and risk management***

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In delegating authority to the CEO to make the decisions necessary to run the business, the Board has established limits on the manner in which that authority can be exercised. One of the limits is to ensure that there is a system of control in place for identifying and managing risk. The Directors, through the RAC, review the systems that have been established for this purpose and regularly review their effectiveness.

### *Business risks*

The scope of BHP Billiton's operations and the number of industries in which the Group is engaged mean that a range of factors may impact Group results. Material risks that could negatively affect the Group's results and performance include:

fluctuations in commodity prices and currency exchange rates

failure to discover new reserves or enhance existing reserves

fewer mineral, oil or gas reserves than our estimates indicate

compliance with health, safety and environmental exposures and related regulations

land tenure disputes

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actions by governments in the countries in which we operate

risks associated with emerging markets

inability to successfully integrate our acquired businesses or recover our investments in exploration and new mining and oil and gas projects

increased reliance upon the Chinese market in the event of a slow down in consumption

shortages of skilled labour that could negatively impact our operations and expansion plans

costs that may increase due to inflationary pressures.

*Management of business risks*

The principal aim of the system of internal control is to manage business risks, with a view to enhancing the value of shareholders' investments and safeguarding assets. Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems are designed to meet the Group's specific needs and the risks to which it is exposed.

The RAC is responsible for reviewing the internal controls and risk management systems, including:

the procedure for identifying business risks and controlling their financial impact on the Group and the operational effectiveness of the policies and procedures related to risk and control

the budgeting and forecasting systems, financial reporting systems and controls

policies and practices put in place by the CEO for detecting, reporting and preventing fraud, serious breaches of business conduct and whistle-blowing procedures

the policies for ensuring compliance with relevant regulatory and legal requirements

arrangements for protecting the Group's ownership of intellectual property and other non-physical assets

the operational effectiveness of the Customer Sector Groups' (CSG) RAC structures

the application of the principles of the Turnbull Guidance within the Group, including the adequacy of the internal control systems and allocation of responsibilities for monitoring internal financial controls

policies, information systems and procedures for preparation and dissemination of information to shareholders, stock exchanges and the financial community.

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Management has put in place a number of key policies, processes and independent controls to provide assurance to the Board and the RAC as to the integrity of the Group's reporting and effectiveness of its systems of internal control and risk management. The governance assurance diagram below highlights the relationship between the Board and the various controls in the assurance process. Some of the more significant internal control systems include Board and management committees, CSG Risk and Audit Committees, the Enterprise-Wide Risk Management System (EWRM) and Internal Audit.

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*Governance assurance diagram*

*CSG Risk and Audit Committees*

To assist management in providing the information necessary to allow the RAC to discharge its responsibilities, separate Risk and Audit Committees have been established for each of the CSGs and key functional areas. These Committees have been established and operate as Committees of management but are chaired by members of the Board's RAC or by other external appointees with appropriate skills and experience. They perform an important monitoring function in the overall governance of the Group.

*Management reports on significant matters raised at CSG RAC meetings to the Board's RAC.*

Each half year, the President and CFOs of each CSG and each of the Marketing, Shared Services Centres and Treasury functions must review internal controls and provide formal representations to the Vice President Group Accounting and Controller, which are noted by the applicable CSG RAC, assuring compliance with Group policies and procedures and confirming that internal control systems are adequate. These representations are summarised and provided to the Board's RAC.

*Board Committees*

The Sustainability Committee of the Board reviews the effectiveness of the internal controls covering health, safety, environment and community risks. Directors also monitor risks and controls through the RAC and the Remuneration Committee.

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### *Management Committees*

Management Committees also perform roles in relation to risk and control. Strategic risks and opportunities arising from changes in the Group's business environment are regularly reviewed by the OCE and discussed by the Board. The FRMC reviews the effectiveness of internal controls relating to commodity price risk, counterparty credit risk, currency risk, financing risk and interest rate risk. Minutes of the OCE and the FRMC are provided to the Board. The IRC provides oversight for investment processes across the Group and coordinates the investment toll-gating process for major investments. Reports are made to the Board on findings by the IRC in relation to major capital projects.

### *CEO and CFO certification*

The CEO and CFO have certified to the Board that the financial statements are founded on a sound system of risk management and internal compliance and that the system is operating efficiently and effectively in all material respects.

During the year the RAC reviewed the Group's response to the obligations imposed by the US Sarbanes-Oxley Act, and in particular progress in evaluating and documenting internal controls as required by section 404 of the Act, which will apply to the Group in the year ended 30 June 2007.

### *Enterprise-Wide Risk Management*

The Group operates an Enterprise-Wide Risk Management System (EWRM) that forms the cornerstone of the Group's risk management activities. Its aim is to meet the obligations of the CEO in ensuring a system is in place for identifying and managing risk. Its existence provides the RAC with the assurance that the major risks facing the Group have been identified and assessed, and that there are controls either in place or planned to address these risks. Independent validation is undertaken by Internal Audit. The Group's EWRM Policy can be found at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

### *Internal Audit*

BHP Billiton has an Internal Audit function known as Group Audit Services (GAS), which assists with the identification and control of Group business risks. The Board's RAC reviews the mission and charter of GAS, ensures that it is adequately staffed and that its scope of work is appropriate in light of the key risks facing the Group and the other monitoring functions in place. It also reviews and approves an annual Internal Audit plan.

The role of the Vice President Risk Management and Assurance includes:

achievement of GAS objectives, which are:

assessment of the design and operating effectiveness of controls governing key operational processes and business risks

assessment, independent of management, of the adequacy of the Group's internal operating and financial controls, systems and practices

assisting the Board in meeting its corporate governance and regulatory responsibilities

provision of advisory services to management to enhance the control environment and improve business performance

enterprise-wide risk management



risk management information systems

insurance strategy.

The RAC approves the appointment and dismissal of the Vice President Risk Management and Assurance and assesses his or her independence and objectivity. The Vice President Risk Management and Assurance is Mr Stefano Giorgini. He has unfettered access to management and the Board's RAC.

**Review of effectiveness**

During the year, the Board conducted reviews of the effectiveness of the Group's system of internal controls for the financial year and up to the date of this Report in accordance with the Turnbull Guidance and the Principles of Good Corporate Governance published by the Australian Stock Exchange Corporate Governance Council. These reviews, which were overseen by the Board's RAC, covered financial, operational and compliance controls and risk assessment. Findings and recommendations were reported to the Board.

In addition to considering the key risks facing the Group, the Board reviewed an assessment of the effectiveness of internal controls over the key risks identified through the work of the Board Committees and management Committees described above.

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### **Assessment of RAC performance**

During the year the Committee assessed its performance. As a result of that assessment the Board revised the Committee's terms of reference and increased the number of members.

### ***8.2 Remuneration Committee report***

The Remuneration Committee met six times during the year. Its members are Dr J G Buchanan (Chairman), Dr D A L Jenkins, the Hon E G de Planque and Mr C A S Cordeiro. Dr de Planque and Mr Cordeiro were appointed to the Committee during the year succeeding Lord Renwick and Dr J M Schubert. All of the Committee members are independent non-executive Directors. Mr Gordon Clark of Kepler Associates acts as an independent advisor to the Committee. Following a review of its performance conducted during the year, the Committee revised its terms of reference.

### **Role and focus**

The role of the Committee is to assist the Board in its oversight of:

the remuneration policy and its specific application to the CEO, the executive Directors and the CEO's direct reports, and its general application to all Group employees

the adoption of annual and longer-term incentive plans

the determination of levels of reward to the CEO and approval of reward to the CEO's direct reports

the annual evaluation of the performance of the CEO, by giving guidance to the Group Chairman

the communication to shareholders on remuneration policy and the Committee's work on behalf of the Board

the Group's compliance with applicable legal and regulatory requirements associated with remuneration matters

the preparation of the Remuneration Report to be included in the Group's Annual Report.

### **Activities undertaken during the year**

Full details of the Committee's work on behalf of the Board are set out in the Remuneration Report in section 1.

### ***8.3 Nomination Committee report***

The Nomination Committee met six times during the year. The members of the Committee are Mr D R Argus (Chairman), Dr J G Buchanan and Dr J M Schubert. All members of the Committee are independent non-executive Directors.

### **Role and focus**

The role of the Committee is to assist in ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of a Director, having regard to the highest standards of governance. It does so by focusing on:

reviewing the skills represented on the Board and identifying skills that might be required

retaining the services of independent search firms and identifying suitable candidates for the Board (refer to sections 4.2 and 5.3 of this Statement)

overseeing the review of the assessment of the performance of individual Directors and making recommendations to the Board on the endorsement of retiring Directors seeking re-election (refer to section 5 of this Statement)

communication to shareholders on the work of the Committee on behalf of the Board.

**Activities undertaken during the year**

There were significant changes to the composition of the Board during the year. Lord Renwick and Mr Michael Chaney retired following the 2005 Annual General Meetings, and the Committee recommended the appointment and election of the Hon Gail de Planque, Mr Paul Anderson and Mr Jacques Nasser as non-executive Directors, and Mr Marius Kloppers and Mr Chris Lynch as executive Directors. The Committee retained the services of Messrs Heidrick and Struggles and Egon Zehnder to assist in the identification of potential candidates.

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### ***8.4 Sustainability Committee report***

Following a review of its effectiveness, the Sustainability Committee was restructured during the year and the Committee's terms of reference were revised. The Committee's members now comprise only non-executive Directors: Dr D C Brink (Chairman), Mr P M Anderson, Dr E G de Planque and Dr J M Schubert. Prof Jim Galvin acted as an advisor to the Committee. The Committee met four times during the year.

#### **Role and focus**

The role of the Sustainability Committee is to assist the Board in its oversight of:

health, safety, environment and community risks

the Group's compliance with applicable legal and regulatory requirements associated with health, safety, environment and community matters

the Group's performance in relation to health, safety, environment and community matters

the performance and leadership of the health, safety and environment function and the sustainable development function

the Group's Annual Sustainability Summary Report

the preparation of a report by the Committee to be included in the Annual Report.

#### **Activities undertaken during the year**

A comprehensive Sustainability Report and a Sustainability Summary Report are published each year. The Sustainability Summary Report identifies BHP Billiton's targets for health, safety, environment and community matters and its performance against those targets. The Sustainability Report is published at the same time as the Annual Report and can be found at <http://sustainability.bhpbilliton.com/2006/report/>.

For an overview of BHP Billiton's approach to sustainable development, refer to the Business overview (Health, Safety, Environment and Community) section of this Annual Report.

### **9. Conformance with corporate governance standards**

BHP Billiton's compliance with the governance standards in each of the jurisdictions in which it operates is summarised in this Corporate Governance Statement, the Remuneration Report, the Directors' Report and the financial statements.

The Listing Rules of the UK Listing Authority require UK-listed companies to report on the extent to which they comply with the Principles of Good Governance and Code of Best Practice, which are contained in Section 1 of the Combined Code, and explain the reasons for any non-compliance.

The Listing Rules of the Australian Stock Exchange require Australian-listed companies to report on the extent to which they meet the Best Practice Recommendations published by the Australian Stock Exchange Corporate Governance Council as part of its Principles of Good Corporate Governance (Best Practice Recommendations) and explain the reasons for any non-compliance.

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Both the Combined Code and the Best Practice Recommendations require the Board to consider the application of the relevant corporate governance principles, while recognising that departures from those principles are appropriate in some circumstances. BHP Billiton has complied with the provisions set out in Section 1 of the Combined Code. BHP Billiton has complied with the Best Practice Recommendations throughout the financial period and has continued to comply up to the date of this Annual Report.

A checklist summarising BHP Billiton's compliance with the UK Combined Code and the Best Practice Recommendations has been posted to the website at [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

BHP Billiton Limited and BHP Billiton Plc are registrants of the Securities and Exchange Commission in the US. Both companies are classified as foreign private issuers and both have American Depositary Receipts listed on the New York Stock Exchange (NYSE).

BHP Billiton has reviewed the governance requirements currently applicable to foreign private issuers under the Sarbanes-Oxley Act (US) including the rules promulgated by the Securities and Exchange Commission and the rules of the NYSE and is satisfied that it complies with those requirements.

Section 303A of the NYSE Listed Company Manual has instituted a broad regime of new corporate governance requirements for NYSE-listed companies. Under the NYSE rules foreign private issuers, such as BHP Billiton Limited and BHP Billiton Plc, are permitted to follow home country practice in lieu of the requirements of Section 303A, except for the rule relating to compliance with Rule 10A-3 of the Securities Exchange Act of 1934 (Rule 10A-3) and certain notification provisions contained in Section 303A of the Listed Company Manual. Section 303A.11 of the Listed Company Manual, however, requires BHP Billiton to disclose any significant ways in which its corporate governance practices differ from those followed by US-listed companies under the NYSE corporate governance standards. Following a comparison of BHP Billiton's corporate governance practices with the requirements of Section 303A of the NYSE Listed Company Manual that would otherwise currently apply to foreign private issuers, the following differences were identified:

Our Nomination Committee Charter does not include the purpose of developing and recommending to the Board a set of corporate governance principles applicable to the corporation. At BHP Billiton we believe that this task is integral to the governance of the Group and is therefore best dealt with by the Board as a whole.

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Rule 10A-3 of the Securities Exchange Act of 1934 requires NYSE-listed companies to ensure that their audit committees are directly responsible for the appointment, compensation, retention and oversight of the work of the external auditor unless the company's governing law or documents or other home country legal requirements require or permit shareholders to ultimately vote on or approve these matters. While BHP Billiton's Risk and Audit Committee (RAC) is directly responsible for remuneration and oversight of External Auditors, the ultimate responsibility for appointment and retention of External Auditors rests with BHP Billiton's shareholders, in accordance with Australian and UK law and BHP Billiton's constitutional documents. The RAC does, however, make recommendations to the Board on these matters, which are in turn reported to shareholders.

While the Board of BHP Billiton is satisfied with its level of compliance with the governance requirements in Australia, the UK and the US, it recognises that practices and procedures can always be improved, and that there is merit in continuously reviewing its own standards against those in a variety of jurisdictions. The Board's program of review will continue throughout the year ahead.

### **10. Controls and procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of 30 June 2006. Disclosure controls and procedures are designed to provide reasonable assurance that the material financial and non-financial information required to be disclosed by BHP Billiton in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarised and reported on a timely basis and that such information is accumulated and communicated to BHP Billiton's management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Based on the foregoing, our management, including the CEO and CFO, have concluded that our disclosure controls and procedures are effective in providing that reasonable assurance.

In designing and evaluating our disclosure controls and procedures, our management, including the CEO and CFO, recognise that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Because of the inherent limitations in all control systems, no evaluations of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Group have been detected. Further, in the design and evaluation of our disclosure controls and procedures our management necessarily was required to apply its judgement in evaluating the cost-benefit relationship of possible controls and procedures.

There have been no changes in our internal control over financial reporting (as that term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during the year ended 30 June 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **11. Principal Accountant fees and services**

#### ***Fees Billed***

Refer to note 4 Expenses in the financial statements for a description of the fees paid to, and the services provided by, our independent accountants.

#### ***Policies and Procedures***

We have adopted a policy entitled Provision of Other Services by External Auditors covering the Risk and Audit Committee's pre-approval policies and procedures to maintain the independence of the external auditors. The full policy can be accessed in the BHP Billiton internet site at: [www.bhpbilliton.com/aboutus/governance](http://www.bhpbilliton.com/aboutus/governance).

In addition to audit services, the external auditor will be permitted to provide other (non-audit) services that are not, and are not perceived to be, in conflict with the role of the external auditor. In accordance with the requirements of the Exchange Act and guidance contained in PCAOB Release 2004-001, certain specific activities are listed in our detailed policy which has been pre-approved by our Risk and Audit Committee.

The categories of pre-approved services are as follows:

**Audit services** This is the work that constitutes the agreed scope of the statutory audit and includes the statutory audits of the Group and its entities (including interim reviews). Our Risk and Audit Committee will monitor the Audit services engagements and approve, if necessary,

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any changes in terms and conditions resulting from changes in audit scope, Group structure or other relevant events.

**Audit-related/assurance services** This work that is outside the required scope of the statutory audit, but is consistent with the role of the external statutory auditor. This category includes work that is reasonably related to the performance of an audit or review and is a logical extension of the audit or review scope, is of an assurance or compliance nature and is work that the auditors must or are best placed to undertake.

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Tax services This work is of a tax nature that does not compromise the independence of the external auditor.

Other advisory services This work is of an advisory nature that does not compromise the independence of the external auditor. Activities not listed specifically are therefore not pre-approved and must be approved by our Risk and Audit Committee prior to engagement, regardless of the dollar value involved. Additionally, any engagement for other services with a value over US\$100,000, even if listed as a pre-approved service, can only be approved by our Risk and Audit Committee, and all engagements for other services, whether pre-approved or not, and regardless of the dollar value involved are reported quarterly to our Risk and Audit Committee.

While not specifically prohibited by our policy, any proposed non-audit engagement of the external auditor relating to internal control (such as a review of internal controls or assistance with implementing the regulatory requirements including the Exchange Act) must obtain specific prior approval by our Risk and Audit Committee. With the exception of the external audit of the Group financial report, any engagement identified that contains an internal control-related element is not considered to be pre-approved. In addition, whilst the categories shown above include a list of certain pre-approved services, the use of the external auditors to perform such services shall always be subject to our over-riding governance practices as articulated in the policy.

An exception can be made to the above policy where such an exception is in our interests and appropriate arrangements are put in place to ensure the integrity and independence of the external auditor. Any such exception requires the specific prior approval of our Risk and Audit Committee and must be reported to our Board. No exceptions were approved during the year ended 30 June 2006.

In addition, our Risk and Audit Committee approved no services during the year ended 30 June 2006 pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.



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**Remuneration Report**

*Glossary of Terms*

BHP Billiton	BHP Billiton Limited and BHP Billiton Plc
Board	The Boards of Directors of BHP Billiton
CEO	Chief Executive Officer
Committee	The Remuneration Committee of BHP Billiton
Group	BHP Billiton and its subsidiaries
Key Management Personnel	Executives having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly (including executive Directors), and non-executive Directors
<b>Current share plans</b>	
GIS	Group Incentive Scheme
LTIP	Long Term Incentive Plan
<b>Legacy share plans</b>	
CIP 2001	Co-Investment Plan 2001
ESP 1999/2000	Employee Share Plan 1999 and 2000
MTI 2001	Medium Term Incentive Plan 2001
PSP 2000/2001	Performance Share Plan 2000 and 2001
RSS 2001	Restricted Share Scheme 2001
Share	A fully paid ordinary share in the capital of BHP Billiton
Deferred Share	A nil-priced option or a conditional right to acquire a share issued under the rules of the GIS
Option	A right to acquire a share on payment of an Exercise price issued under the rules of the GIS
Performance Share	A nil-priced option or a conditional right to acquire a share, subject to Performance Hurdles, issued under the rules of the LTIP
Expected Value	Expected value of a share incentive - the average outcome weighted by probability. This measure takes into account the difficulty of achieving performance conditions and the correlation between these and share price appreciation. The valuation methodology also takes into account factors such as volatility, forfeiture risk, etc
KPI	Key performance indicator used to measure the performance of the Group, individual businesses and executives in any one year
Market Value	The market value based on closing prices, or, in instances when an executive exercises and sells shares, the actual sale price achieved

***1. The Remuneration Committee***

**1.1 Role**

The Committee is committed to the principles of accountability and transparency and to ensuring that remuneration arrangements demonstrate a clear link between reward and performance. Operating under delegated authority from the Board, its activities are governed by terms of reference available on BHP Billiton's website. The Committee focuses on:

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remuneration policy and its specific application to the CEO, the executive Directors and other executives reporting to the CEO and its general application to all Group employees

the formulation and adoption of incentive plans

the determination of levels of reward to the CEO, the executive Directors and other executives reporting to the CEO

providing guidance to the Chairman on evaluating the performance of the CEO and

effective communication with shareholders on the remuneration policy and the Committee's work on behalf of the Board.

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### ***Committee members in 2006***

John Buchanan, Chairman

Carlos Cordeiro (appointed 25 November 2005)

David Jenkins

Gail de Planque (appointed 26 April 2006)

Lord Renwick and John Schubert retired as members of the Committee on 25 November 2005

### ***Attendees***

The Group Chairman, the CEO and the Chief Organisation Development Officer attended meetings by invitation except where matters associated with their own remuneration were considered.

### ***Meetings***

The Committee met six times in FY 2006. Attendance at those meetings is set out in section 5.1 of the Corporate Governance Statement.

## **1.2 Advisers to the Committee**

From within the Group, the Committee has access to the advice and views of the CEO (Charles Goodyear), the Chief Organisation Development Officer (Marcus Randolph) and the Special Adviser and Head of Group Secretariat (Karen Wood). The Committee also draws on services from a range of external sources including remuneration consultants. A list of consultants, together with the type of services supplied and whether services are supplied elsewhere in the Group, is available on the Group's website.

### **Independent advisers to the Committee**

Kepler Associates LLP. Kepler does not provide any other services to the Group.

## **1.3 Review of effectiveness**

The Board appointed consultants Oppeus Pty Limited during the year to conduct an independent review of all committees, including the Remuneration Committee. Their review of the Committee's effectiveness was completed in November 2005. It concluded that the Committee is well governed and executes its responsibilities effectively. In light of the increasing complexity in remuneration practices, a number of small changes for improvement in the processes and procedures of the Committee were identified. These have been addressed by the Committee and included the enhancement of:

information available to the Committee, through better use of information sourced from remuneration reports, industry trends, analyst reports, etc. to keep members abreast of the latest issues and trends

channels of communications with internal stakeholders through the Chief Organisation Development Officer and the CEO

the effectiveness of the Committee's meetings, by introducing a pre or post-meeting session without executives and making better use of videoconferencing.

The Committee's size, at four non-executive Directors, was considered optimal.

#### **1.4 Terms of reference**

As part of the review of effectiveness, the Committee's terms of reference were also evaluated to ensure they remained relevant. As a result, revised terms of reference for the Committee were adopted by the Board at its meeting in June 2006 and are available on the Group's website. The scope of the revisions mainly related to form rather than substance.

### ***2. Remuneration Policy and Structure***

The Committee recognises that the Group operates in a global environment and that its performance depends on the quality of its people. It keeps the remuneration policy under constant review to ensure its ongoing appropriateness.

#### **2.1 Key principles of the Group's remuneration policy**

The key principles of the Group's remuneration policy are to:

provide competitive rewards to attract, motivate and retain highly-skilled executives willing to work around the world

apply demanding key performance indicators (KPIs), including financial and non-financial measures of performance

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link rewards to the creation of value to shareholders

ensure remuneration arrangements are equitable and facilitate the deployment of human resources around the Group and

limit severance payments on termination to pre-established contractual arrangements that do not commit the Group to making unjustified payments in the event of non-performance.

The Committee is confident that these principles, which were applied in the year under review and will continue to be applied for the FY 2007 and beyond, continue to meet the Group's objectives.

The Group is committed to a performance-based culture, with a large component of pay linked to performance and a high correlation between Group performance and levels of executive compensation.

The compensation paid and payable to the executive Directors and other Key Management Personnel is disclosed in this Report. It comprises *fixed* and, apart from non-executive Directors, *at risk* components. The manner in which these components are determined is outlined in sections 2.2 and 2.3. The actual compensation paid and payable is set out in the tables in section 8.

### ***Service contracts for Key Management Personnel excluding non-executive Directors***

It is the Group's policy that service contracts have no fixed term but are capable of termination on 12 months' notice and that the Group retains the right to terminate the contract immediately, by making a payment equal to 12 months' base salary and retirement benefit contributions in lieu of notice. All Key Management Personnel, with the exception of non-executive Directors, have service contracts. These contracts typically outline the components of remuneration paid but do not prescribe how remuneration levels are to be modified from year to year.

### **2.2 Fixed remuneration**

*Fixed* remuneration is made up of base salary, retirement and other benefits.

**Base salary** is targeted industry average levels for comparable roles in global companies of similar complexity and size. Market data are used to benchmark salary levels on a global scale, adjusted for local conditions.

Base salaries are set by reference to the scope and nature of the individual's performance and experience and are reviewed each year. The review takes into account any change in the scope of the role performed by the individual, any changes required to meet the principles of the remuneration policy and our market competitiveness.

**Retirement benefits** to new entrants are delivered under defined contribution plans. All defined benefit plans have now been closed to new entrants. Employees who participate in these legacy defined benefit plans continue to accrue benefits in such plans for both past and future service unless they have opted to transfer to a defined contribution plan.

**Other benefits** include health insurance, relocation costs, life assurance, car allowances and tax advisory services as applicable.

No element of remuneration, other than base salary, is pensionable.

### **2.3 At risk remuneration**

The *at risk* remuneration is geared to Group performance and is made up of short and long-term incentives.

**Short-term incentives** are delivered under the Group Incentive Scheme (GIS), which rewards individuals for meeting or exceeding KPIs that are set at the beginning of each financial year and are aligned to BHP Billiton's strategic framework. KPIs include Group and personal objectives and measures. The Committee believes that the setting of KPIs and the relative weightings given to the different categories of KPI effectively incentivises short-term performance.

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Executive Directors and Key Management Personnel who are not Directors each have a target cash award of 70 per cent of base salary, which is paid annually.

The performance level achieved against each KPI is measured and awards are calculated and paid according to the level of performance. Details of the Group KPIs for the FY 2006 and the performance level achieved are set out in section 3.

To encourage employee retention and share ownership, the Group matches the cash amount awarded in Deferred Shares and/or Options, which are subject to a two-year vesting period before they can be exercised. If, during the two-year vesting period, an individual resigns without the Committee's consent or is dismissed for cause, the right to the Deferred Shares and/or Options is forfeited.

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**Long-term incentives** are delivered under the Long Term Incentive Plan (LTIP), which is designed to reward sustainable, long-term performance in a transparent manner. Under the LTIP, individuals are granted Performance Shares, which have a five-year performance period. The number of Performance Shares granted is determined by the Committee.

The number of Performance Shares that an individual will be entitled to at the end of the five years will depend on the extent to which the Performance Hurdle has been met. The Performance Hurdle is described below.

The diversified natural resources industry is capital intensive, cyclical and long term. Outstanding performance comes from accessing high-quality resources, successfully developing new projects and maintaining efficient and safe operations. The Committee believes that, in this environment, success can best be measured by the Group's total shareholder return (TSR) relative to the TSR of an index of a peer group of companies, weighted 75 per cent to mining and 25 per cent to oil and gas, over a long (five-year) period.

The Performance Hurdle requires BHP Billiton's TSR over the five-year period to be greater than the weighted average TSR of the index. If BHP Billiton's TSR is equal to or less than the weighted average TSR of the index, the Performance Hurdle will not be met and no Performance Shares will vest.

For all the Performance Shares to vest, BHP Billiton's TSR must exceed the weighted average TSR of the index by a specified percentage. The Committee determines the percentage each year. For the 2004, 2005 and 2006 financial years this percentage has been set at 5.5 per cent per annum. This is an annual amount and equates to exceeding the weighted average TSR of the index over the five-year performance period by more than 30 per cent. The Committee and the Board believe that this equates to outstanding (or top decile) performance.

For performance between the weighted average TSR of the index and 5.5 per cent per annum above the index, vesting occurs on a sliding scale. In the event that the Committee does not believe that BHP Billiton's TSR properly reflects the financial performance of the Group, the Committee retains the discretion to lapse the Performance Shares. It is anticipated that such discretion would only be used in exceptional circumstances.

In any one financial year, a participant cannot be granted Performance Shares that have an Expected Value that exceeds twice their annual base salary. Expected Value has been used because, relative to typical peer group incentive arrangements, the LTIP is long-term (with performance measured over five years), has high performance requirements (top decile ranking for full vesting) and offers no payout at median performance. Kepler Associates LLP have verified that the Expected Value calculation is accurate and appropriate.

Where the Committee retains discretion in relation to the award of any short or long-term incentives, the rules of the GIS and the LTIP require the Committee to exercise that discretion in good faith and acting reasonably.

Participation in the GIS and the LTIP is approved by the Committee and participants are required to hold a minimum number of BHP Billiton shares (*Minimum Shareholding Requirement*) throughout their period of participation in the schemes. This Minimum Shareholding Requirement is equal to 50 per cent of one year's base salary, on an after-tax basis.

It is intended that shareholders will be asked at the 2006 Annual General Meetings to approve the introduction of an **all-employee share plan**. This is viewed as an important tool to enable employees to participate as shareholders in the Group's success. It will allow employees to purchase BHP Billiton shares at a Market Value of up to US\$5,000 per year. Shares held for three years will be matched at no additional cost to the employee. The principal components of the plan, if this authority is granted, are set out in the Notice of Meeting.

### **3. Group Performance and Key Performance Indicators**

#### **Group performance**

The performance of the Group relative to the markets in which it operates over the past five years is illustrated by the two charts below. The first compares BHP Billiton's TSR performance with that of the ASX 100 and the FTSE 100, both of which are broadly-based indices. The second illustrates performance against an index of a peer group of companies, weighted 75 per cent to mining and 25 per cent to oil and gas. The relevant companies are listed in the table in section 9 Appendix of this Remuneration Report (see note (7) to the table on that page). The Committee believes that the broadly-based indices and the index of peer group companies are the most appropriate benchmarks for measuring the Group's performance. For FY 2006, the total return to BHP Billiton Limited shareholders (as measured by the change in share price plus dividends reinvested) was 68 per cent. Over the same period the total return to BHP Billiton Plc shareholders (measured on the same basis) was 60 per cent. <sup>(1)</sup>





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The earnings performance of the Group over the last five years is represented by profit attributable to members of BHP Billiton and is detailed in the table below. <sup>(2)</sup>

US\$M	Profit attributable to members <sup>(3)</sup>
2006	10,154
2005	6,426
2004	3,510
2003	1,920
2002	1,934

**Market price of shares**

	BHP Billiton Plc	BHP Billiton Limited
At 30 June 2006	£10.49	A\$29.00
Highest price in the year ended 30 June 2006	£12.11 11 May 2006	A\$32.00 5 May 2006
Lowest price in the year ended 30 June 2006	£7.22 1 July 2005	A\$18.09 1 July 2005

Notes:

- (1) The TSR performance for BHP Billiton Limited is inclusive of the Bonus Share awards relating to BHP Limited (pre-merger) and is adjusted for the demerger of OneSteel Limited, and for both BHP Billiton Limited and BHP Billiton Plc is adjusted for the demerger of BHP Steel Limited (now known as BlueScope Steel Limited).
- (2) The impact on TSR and earnings of the share buy-back program was considered when assessing the relative performance of the Group.
- (3) 2006 and 2005 are IFRS. 2004-2002 are UK GAAP. Amounts are stated before exceptional items.

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### ***Group Key Performance Indicators***

The Group KPIs measure performance in delivering against specific health, safety, environment and community targets and achieving specified levels of performance against financial targets. The KPIs FY 2006 were based on Group, individual business and personal measures and the levels of performance achieved were as follows:

<b>Group KPIs</b>	<b>Level of performance achieved as determined by the Committee</b>
Health, Safety, Environment and Community <sup>(1)</sup>	Between <i>threshold</i> and <i>target</i>
Shareholder value added	Between <i>threshold</i> and <i>target</i>
Net Present Value added	Below <i>threshold</i>

#### **Levels of performance against each KPI**

<i>Threshold</i>	the minimum necessary to qualify for any reward
<i>Target</i>	where the performance requirements are met
<i>Stretch</i>	where the performance requirements are exceeded

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Notes:

- (1) Health, Safety, Environment and Community (HSEC) measures include: Total Recordable Injury Frequency Rate (TRIFR); HSEC standards; Group HSEC targets; and behavioural-based systems.

#### ***Supplemental bonus***

When the Committee assessed performance for FY 2006, it was felt that there was a gap between the GIS awards as calculated and BHP Billiton's share price performance. It therefore recommended to the Board that an additional cash bonus be paid to executives, which the Board approved. The amount of the additional bonus was capped, in aggregate as a 14 per cent increase to the cost of the

Group's short-term incentive program, and a 20 per cent maximum increase for individual executives. The CEO was given discretion as to the application. In applying the bonus the CEO took account of the performance of the individual businesses to which the executive was attached. The Board determined the additional bonus amount payable to the CEO and approved an additional bonus equal to 14 per cent of the CEO's GIS incentive award. The amounts payable to the executive Directors and Key Management Personnel who are not directors are contained in the remuneration tables in section 8 of this Report.

#### ***4. Executive Directors***

This section contains information relating to the Group's four executive Directors. Their detailed remuneration is set out in tabular form in section 8 Remuneration tables of this Report

#### ***Executive Directors serving at the date of this Report and during the year:***

1. Charles Goodyear, Chief Executive Officer
2. Marius Kloppers, Group President, Non-Ferrous Materials(appointed 1 January 2006)
3. Chris Lynch, Group President, Carbon Steel Materials(appointed 1 January 2006)

4. Mike Salamon, Executive President (see note <sup>(4)</sup> below)

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### 4.1 Summary of remuneration arrangements

This chart illustrates the split between *fixed* and *at risk* remuneration for the year ended 30 June 2006. The data on which the chart is based are taken from the remuneration tables in section 8 of this Remuneration Report.

### 4.2 Short-term incentives (at risk) <sup>(1)</sup>

	Year ended 30 June 2006			Weighting split	Year ending 30 June 2007		
	Cash bonus range (%)		Actual cash bonus		Cash bonus range	Weighting split	
	of base salary)		(% of base salary) <sup>(2)</sup>		(%)	Group and personal (%) <sup>(3)</sup>	
Charles Goodyear	0	105	74.2	70/30	0	105	40/60
Marius Kloppers	0	105	74.0	50/50	0	105	40/60
Chris Lynch	0	105	69.5	49/51	0	105	40/60
Mike Salamon	0	105	69.0	70/30	n/a <sup>(4)</sup>		n/a <sup>(4)</sup>

Notes:

- (1) This section relates to short-term incentives under the GIS and does not include the supplemental cash bonus to be paid in September 2006.
- (2) Cash bonuses are paid in September following the release of the Group's annual results. The value is matched with the grant of Deferred Shares and/or Options after shareholder approval at the Annual General Meetings.
- (3) Group measures include KPIs for Financial Performance. Personal measures include KPIs for Operations and Business Processes/Strategy and Growth/People and Leadership/Zero Harm and Sustainable Development.
- (4) Mr Salamon retired as an employee on 1 September 2006 and will be retiring as a Director on 26 October 2006. No bonus will be paid to him in respect of any part of FY 2007.

### 4.3 Long-term incentives (at risk)

All shares under award form part of the executive Directors *at risk* remuneration. The extent to which Performance Shares will vest is dependent on the extent to which the Performance Hurdles are met and continuing employment with the Group. A summary of interests in incentive plans including the number of shares awarded in the FY 2006 is shown in section 8 of this Remuneration Report.

### 4.4 Retirement benefits

**Charles Goodyear's** remuneration includes a payment in lieu of a contribution by the Group to a superannuation or pension fund fixed at an annual rate of 48 per cent of base salary. Mr Goodyear may elect to have this paid into a superannuation or pension fund or, instead, to defer receipt, subject to the rules of a Retirement Savings Plan established for this purpose. It allows him to accumulate these annual payments and to defer receipt until after he retires from the Group. It also allows Mr Goodyear to establish retirement savings arrangements that best meet his needs.

If Mr Goodyear dies while still employed, a benefit of four times base salary will be payable to his estate. A spouse's pension equal to two-thirds of one thirtieth of Mr Goodyear's pensionable salary at date of death for each year of service from 1 January 2003 to his normal retirement date will be payable for the duration of his spouse's lifetime. Periods of service where Mr Goodyear received his retirement benefit in the form of the cash gratuity will be disregarded for the purpose of calculating any pension amount.

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If Mr Goodyear leaves due to incapacity, an ill-health pension of one thirtieth for each year of service from 1 January 2003 to age 60 will be payable for the duration of Mr Goodyear's lifetime.

In the event of death during ill-health retirement, a spouse's pension of two thirds of the ill-health pension will be payable for the duration of the spouse's lifetime. Additionally, a children's pension equal to 20 per cent of the ill-health pension will be payable for the first child or 33 per cent if there are two or more children, with the resultant pension amounts to be shared equally between the children until each child ceases being in full-time education or reaches the age of 23, whichever occurs first.

**Marius Kloppers** and **Chris Lynch** are entitled to participate in the retirement arrangements detailed below for Key Management Personnel, save for Mr Kloppers retaining his previous pension promise of one thirtieth of base salary for each year of service. In lieu of this pension promise, Mr Kloppers has an option for a defined contribution or cash gratuity alternative.

**Mike Salamon** completed 20 years of service with the Group (and its predecessor companies) on 1 April 2005 and consequently no further pension benefits accrued thereafter other than to reflect changes in his pensionable salary. Mr Salamon retired as an employee on 1 September 2006 and will retire as a Director on 26 October 2006. On retirement, he became entitled to a pension under non-contributory defined benefit pension arrangements set up by BHP Billiton Plc and BHP Billiton Services Jersey Limited. The pension payable equates to two thirds of base salary and has been reduced because payment will commence before the normal retirement age of 60. The reduction penalty is normally 4 per cent per annum where retirement is without consent of the Group and 2 per cent per annum where retirement is with consent of the Group. Mr Salamon's retirement is with Group consent and at the date of retirement he was 51 years of age. In accordance with the rules of the scheme, all pensions in payment will be indexed in line with the UK Retail Price Index. On death in retirement, a spouse's pension equal to two thirds of the pension in payment will be payable. Where legislation allows, Mr Salamon has opted to commute the pension described for a cash lump sum as final settlement of the Group's obligations to him. A summary of his retirement benefits assuming retirement at age 60 (as required by the applicable regulations) is shown in section 8 of this Remuneration Report

### **4.5 Service contracts and termination provisions**

It is the Group's policy that service contracts for executive Directors have no fixed term but are capable of termination on 12 months' notice and that the Group retains the right to terminate the contract immediately by making a payment equal to 12 months' pay in lieu of notice. The service contracts typically outline the components of remuneration paid to the individual, but do not prescribe how remuneration levels are to be modified from year to year.

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Name	Employing company	Date of contract	Notice period		Termination provisions
			Employing company	Employee	
Charles Goodyear	BHP Billiton Limited	21 August 2003	12 months	3 months	On termination, employing company may make a payment in lieu of notice equal to 12 months base salary plus retirement benefit contributions for that period.
	BHP Billiton Plc				
Marius Kloppers	BHP Billiton Plc	19 February 2001, as amended by 31 August 2004	12 months	6 months	On termination, employing company may make a payment in lieu of notice equal to 12 months base salary plus retirement benefit contributions for that period.
Chris Lynch	BHP Billiton Limited	16 August 2006	12 months	6 months	On termination, employing company may make a payment in lieu of notice equal to 12 months base salary plus retirement benefit contributions for that period.
Mike Salamon <sup>(1)</sup>	BHP Billiton Plc	1 September 2003	12 months	12 months	On termination, employing company may make a payment in lieu of notice of 12 months, equal to 150 per cent of annual base salary. This reflects market practice at the time the terms were agreed.
	BHP Billiton	1 September 2003			
	Services Jersey				
	Limited <sup>(2)</sup>				

## Notes:

(1) Mr Salamon retired as an employee on 1 September 2006 and will be retiring as a Director on 26 October 2006.

(2) A wholly-owned subsidiary of BHP Billiton Plc.

**Entitlements under GIS, the LTIP and Retirement Plans on ceasing employment**

The rules of the GIS and LTIP<sup>(1)</sup> cover any entitlements the executive Directors might have on termination in relation to short and long-term incentives. They outline the circumstances in which the executive Directors (and any other participant) would be entitled to receive any Deferred Shares, Options or Performance Shares that had been granted but which had not vested at the date of termination. The rules of the GIS also outline the circumstances in which the executive Directors would be entitled to a cash bonus payment for the performance year in which they leave the Group. Such circumstances depend on the reason for leaving the Group.

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The Committee regards it as an important principle that, where an individual resigns without the Committee's consent or their employment is terminated for cause, they forfeit the right to both their unvested Deferred Shares and Options and Performance Shares.

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Name	GIS and LTIP	Retirement Plans
Charles Goodyear	<p>The rules of the GIS and the LTIP provide that should Mr Goodyear leaves the Group for any reason other than resignation or termination for cause, the following would apply:</p> <p style="padding-left: 40px;">Deferred Shares and Options already granted would vest in full.</p> <p style="padding-left: 40px;">He would have a right to retain entitlements to Performance Shares that have been granted but that are not yet exercisable. The number of such Performance Shares would be pro-rated to reflect the period of service from the commencement of the relevant performance period and would only become exercisable once the Performance Hurdles have been met.</p> <p style="padding-left: 40px;">In addition, the Committee has determined that a cash bonus will be paid for the year of departure, calculated according to Mr Goodyear's performance measured against KPIs and pro-rated to reflect the proportion of the year served.</p>	<p>Any entitlements accrued under the rules of the Retirement Savings Plan at the date of termination.</p>
Marius Kloppers	<p>Entitlements to Deferred Shares and Performance Shares as per Mr Goodyear above.</p> <p>The Committee has not considered the circumstances in which it would exercise its discretion to allow Mr Kloppers to receive any cash bonus in the event of his departure. That entitlement, if any, will be governed by the rules of the schemes at the date of departure.</p>	<p>Entitlements as per contractual arrangements. Entitled to a defined benefit pension of one thirtieth of pensionable salary per year of service following 1 July 2001 to date of leaving. This defined benefit is payable for each year of service other than for periods where Mr Kloppers has opted to take the defined-contribution or cash equivalent payment in lieu.</p>
Chris Lynch	<p>Entitlements to Deferred Shares and Performance Shares as per Mr Goodyear above.</p>	<p>Any entitlements accrued under the rules of the Retirement Savings Plan and the Australian Superannuation Fund at the date of termination.</p>
Mike Salamon <sup>(2)</sup>	<p>The Committee has not considered the circumstances in which it would exercise its discretion to allow Mr Lynch to receive any cash bonus in the event of his departure. That entitlement, if any, will be governed by the rules of the schemes at the date of departure.</p> <p>At retirement, Mr Salamon's entitlements to Deferred Shares and Performance Shares were the same as per Mr Goodyear above.</p>	<p>Entitlements as per contractual arrangements. The accrued defined benefit pension entitlement will be reduced by 2 per cent per annum for each year until Mr Salamon reaches age 60.</p>



Accordingly, his Deferred Shares vested on 1 September 2006 in respect of Mr Salamon's GIS participation for FY 2006, an amount equal to his GIS cash award will be paid in lieu of the award of Deferred Shares.

Where legislation allows, Mr Salamon has opted to commute his retirement pension as a lump sum. The lump sum commutation terms were determined by the Group and are based on market conditions as at 31 August 2006.

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Notes:

- (1) The GIS and the LTIP rules are available on the Group's website.
- (2) Mr Salamon's contractual agreements provide for a 2 per cent reduction in his pension benefit for each year that he retires before age 60 where the retirement is with Group consent.

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### 5. Key Management Personnel (other than Directors)

The Key Management Personnel of the Group, other than Directors, are those executives who have the authority and responsibility for planning, directing and controlling the activities of the Group. The five highest paid executives in the Group are represented amongst the executive Directors and other Key Management Personnel. This section contains information relating to the Group's Key Management Personnel other than Directors (referred to as "executives").

Key Management Personnel (other than Directors) <sup>(1)</sup>		Date of appointment to Office of the Chief Executive (OCE) if during the year
Philip Aiken <sup>(2)</sup>	President UK	
John Fast	Chief Legal Counsel and Head of External Affairs	
Robert Kirkby <sup>(3)</sup>	Executive President	
Marcus Randolph	Chief Organisation Development Officer	2 September 2005
Alex Vanselow	Chief Financial Officer	1 April 2006
Karen Wood	Special Adviser and Head of Group Secretariat	8 December 2005
Mike Yeager	Group President Energy	26 April 2006

Notes:

- (1) Mr Kloppers and Mr Lynch were Key Management Personnel prior to their appointment as executive Directors on 1 January 2006.  
(2) Mr Aiken has stepped down from the OCE and will retire from the Group on 31 December 2006.  
(3) Mr Kirkby will retire from the Group on 31 December 2006.

#### 5.1 Remuneration

Total remuneration is divided into two components – *fixed* and *at risk*. The *at risk* component is derived only in circumstances where the individual has met challenging KPIs and Performance Hurdles that contribute to the Group's overall profitability and performance.

#### 5.2 Short and long-term incentives

Short and long-term incentives form part of the executives' at risk remuneration.

##### Short-term incentives (at risk) <sup>(1)</sup>

	Year Ended 30 June 2006		Year Ending 30 June 2007		
	Cash bonus range	Actual cash bonus	Weighting split	Cash bonus range	Weighting split
	(% of base salary)	(% of base salary) <sup>(2)</sup>	Group and personal (%)	(% of base salary)	Group and personal (%) <sup>(3)</sup>
Philip Aiken	0 - 105	53.3	25/75	0 - 105	30/70
John Fast	0 - 105	68.7	40/60	0 - 105	30/70
Robert Kirkby	0 - 105	67.1	29/71	0 - 105	40/60
Marcus Randolph	0 - 105	73.7	37/63	0 - 105	30/70
Alex Vanselow	0 - 105	67.5	50/50	0 - 105	30/70
Karen Wood	0 - 105	70.1	45/55	0 - 105	30/70
Mike Yeager	0 - 105	83.2	35/65	0 - 105	40/60

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Notes:

- (1) This table relates to short-term incentives under the GIS and does not include the supplemental cash bonus to be paid in September 2006.
- (2) Cash bonuses are paid in September following the release of the Group's annual results. The value is matched with the grant of Deferred Shares and/or Options after shareholder approval at the Annual General Meetings.
- (3) Group measures include KPIs for Financial Performance. Personal measures include KPIs for Operations and Business Processes/Strategy and Growth/People and Leadership/Zero Harm and Sustainable Development.

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***Long-term incentives (at risk)***

All shares under award form part of the executives' *at risk* remuneration. The extent to which shares under award will vest is dependent on the extent to which the Performance Hurdles are met and continuing employment within the Group. A summary of executives' interests in incentive plans, including the number of shares awarded in FY 2006, is shown in section 8.

***Hedge arrangements***

During the year the Committee implemented a policy governing the use of hedge arrangements for executives. If any executive has a permitted hedge arrangement in place, that arrangement must be disclosed in this Report. Under that policy, it is confirmed that no executive has any hedge arrangement in place. Executives are prohibited from entering into hedge arrangements in relation to unvested shares and options and shares forming part of an executive's minimum shareholding requirement. A hedge arrangement constitutes a *dealing* under the Group's Securities Dealing Code. All dealings require advance clearance from specified officers.

**5.3 Retirement benefits**

For service following 1 January 2003, retirement, death and disability benefits were aligned, where possible, for the executives as set out below.

A defined contribution rate was calculated to target a pension accrual of 2.2 per cent of base salary for each year of service from 1 January 2003 to age 60. Allowance for a two-thirds spouse's pension in retirement plus inflation indexation in payment was also incorporated into the calculations. To deliver the retirement promise, the executive is given a choice of funding vehicles, including the executive's current retirement arrangement, an unfunded Retirement Savings Plan, an International Retirement Plan or a cash gratuity in lieu. The aggregate cost to the Group of exercising these funding choices will not exceed the calculated contribution rate for each executive.

***Death-in-service and ill-health benefits***

A lump sum of four times base salary and a spouse's pension of two thirds of 2.2 per cent of base salary at death for each year of service from 1 January 2003 to age 60 will be payable. In addition, dependants' benefits are payable. If the executive leaves due to incapacity, an ill-health pension of 2.2 per cent of base salary for each year of service from 1 January 2003 to age 60 will be payable for the duration of the executive's life. In both cases, periods of service where the executive elects to receive a cash gratuity are excluded.

In the event of death during ill-health retirement, a spouse's pension of two thirds of the ill-health pension will be payable for the duration of the spouse's lifetime. Additionally, a children's pension equal to 20 per cent of the ill-health pension will be payable for the first child or 33 per cent if there are two or more children, with the resultant pension amounts to be shared equally between the children until the child ceases being in full-time education or reaches the age of 23, whichever occurs first.

Benefits accrued by the executive in retirement arrangements before 1 January 2003 will be payable in addition to those described above.

***Retirements***

Philip Aiken and Robert Kirkby will retire from the Group with effect from 31 December 2006. The terms of their retirement have yet to be finalised. These will be reported in the FY 2007 Remuneration Report.

**5.4 Service contracts**

It is the Group's policy that service contracts for executives have no fixed term but are capable of termination on 12 months' notice and that the Group retains the right to terminate the contract immediately by making a payment equal to 12 months' pay in lieu of notice. The service contracts typically outline the components of remuneration paid to the executive, but do not prescribe how remuneration levels are to be modified from year to year.

Name	Employing company	Employing company	Employee	Termination provisions <sup>(1)</sup>
		Notice period	Notice period	

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Philip Aiken <sup>(2)</sup>	BHP Billiton Limited	12 months	6 months	On termination, the employing company may make a payment in lieu of notice equal to 12 months base salary plus the superannuation and retirement benefit contributions for that period.
Robert Kirkby <sup>(2)</sup>	BHP Billiton Limited	12 months	6 months	
Marcus Randolph	BHP Billiton Limited	12 months	6 months	
Alex Vanselow	BHP Billiton Mineral Service Company Limited	12 months	6 months	
Karen Wood	BHP Billiton Limited	12 months	6 months	
Mike Yeager	BHP Billiton Petroleum (Americas) Inc	12 months	6 months	
John Fast	BHP Billiton Limited	3 months	3 months	On termination, the employing company may make a payment in lieu of notice equal to three months base salary plus a termination payment of 21 months base salary.

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Notes:

- (1) The Committee has not considered the circumstances in which it would exercise its discretion to allow current executives to maintain any ongoing participation in relation to the long-term incentive schemes in which they participate in the event of their departure. Such entitlements, if any, will be governed by the rules of the schemes at the date of departure.
- (2) Mr Aiken and Mr Kirkby will retire from the Group on 31 December 2006.

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### ***6. Non-executive Directors***

#### **6.1 Remuneration policy**

The aggregate sum available to remunerate non-executive Directors is currently A\$3 million.

Shareholder approval will be sought at the 2006 Annual General Meetings to redenominate this sum into US dollars to align it with the reporting currency of the Group and to eliminate any inadvertent breach of the limit due to currency exchange fluctuations.

The remuneration rates reflect the size and complexity of the Group, the multi-jurisdictional environment arising from the Dual Listed Companies structure, the multiple stock exchange listings, the extent of the geographic regions in which the Group operates and the enhanced responsibilities associated with membership of Board Committees. They also reflect the considerable travel burden imposed on members of the Board.

The Board is conscious that just as the Group must set remuneration levels to attract and retain talented executives, so it must ensure that remuneration rates for non-executive Directors are set at a level that will attract the calibre of Director necessary to contribute effectively to a high-performing Board. Fees for the Chairman and the non-executive Directors were reviewed in July 2006 in accordance with the policy of conducting annual reviews. The Committee took advice from Kepler Associates LLP on fees for the Chairman. The Board took advice from Deloitte & Touche LLP on non-executive Directors' fees. The accompanying table sets out the fees before and after the 2006 review.

Non-executive Directors are not eligible to participate in any of the Group's incentive arrangements.

A standard letter of engagement has been developed for non-executive Directors and is available on the Group's website.

Each non-executive Director is appointed subject to periodic re-election by the shareholders (see sections 5.2 and 5.3 of the Corporate Governance Statement for an explanation of the reappointment process). There are no provisions in any of the non-executive Directors appointment arrangements for compensation payable on early termination of their directorship.

Dates of appointment of Directors appear in section 4.1 Membership of the Corporate Governance Statement.

#### ***Levels of fees and travel allowances for non-executive Directors***

<i>US dollars</i>	<i>At 1 July 2006</i>	<i>At 1 September 2005</i>
Base fee	<b>110,000</b>	100,000
<b><i>Plus additional fees for:</i></b>		
Senior Independent Director of BHP Billiton Plc	<b>25,000</b>	20,000
<i>Committee Chair:</i>		
Risk & Audit	<b>45,000</b>	40,000
Sustainability	<b>30,000</b>	25,000
Remuneration	<b>30,000</b>	25,000
Nomination		<b>No additional fees</b>
<i>Committee Membership</i>		
Risk & Audit	<b>25,000</b>	20,000
Sustainability	<b>20,000</b>	15,000
Remuneration	<b>17,000</b>	15,000
Nomination		<b>No additional fees</b>
<i>Travel allowance</i>		
Greater than 3 but less than 12 hours	<b>5,000</b>	3,000
Greater than 12 hours	<b>10,000</b>	7,500
Chairman's remuneration	<b>750,000</b>	700,000

**Table of Contents****7. Aggregate Directors Remuneration**

This table sets out the aggregate remuneration of executive and non-executive Directors of BHP Billiton in accordance with the requirements of the UK Companies Act 1985.

<b>US dollars (million)</b>	<b>2006</b>	<b>2005</b>
<i>Emoluments</i>	13	10
<i>Termination payments</i>		
Awards vesting under long-term incentive plans	17	4
Gains on exercise of Options		
<b>Total</b>	<b>30</b>	<b>14</b>

**8. Remuneration Tables**

The tables that appear in this section have been prepared in accordance with the requirements of the UK Companies Act 1985 and include adjustments to reflect Australian Corporations Act 2001 requirements and relevant accounting standards. The tables contain the amounts paid and payable to the executive Directors and other Key Management Personnel during the year.

**Remuneration for the year ended 30 June 2006****Executive Directors who served throughout the year**

	Base salary	Other bene-fits	Retirement benefits	Annual cash bonus	Dividend Equivalent Payment Value <sup>(1)</sup>	Value of Deferred Shares <sup>(1)</sup>	Subtotal:	Retirement benefits	Long-term share-based compensation <sup>(1)</sup>	Adjustment for Australian requirements <sup>(2)</sup>	Total:
US dollars	FIXED	FIXED	FIXED	AT RISK	AT RISK	AT RISK	UK requirements <sup>(2)</sup>	FIXED	AT RISK	AT RISK	Australian requirements <sup>(2)</sup>
<b>Charles</b> 2006	1,580,000	65,930	758,400	1,501,187	53,478	1,010,943	4,969,938		1,107,821	433,948	6,511,707
<b>Goodyear</b> 2005	1,312,500	60,801	630,000	1,240,313	291,201	1,060,302	4,595,117		552,711	(212,304)	4,935,524
<b>Mike</b> 2006	1,311,001	39,031		2,063,695			3,413,727		634,771	855,477	4,903,975
<b>Salamon</b> 2005	1,329,998	148,751		1,207,599	150,956	1,044,711	3,882,015	700,243	439,554	(282,732)	4,739,080

**Executive Directors who were appointed during the year**

	Base salary	Other benefits	Annual cash bonus	Dividend equivalent payment value <sup>(1)</sup>	Value of Deferred Shares <sup>(1)</sup>	Subtotal:	Retirement benefits	Long-term share-based compensation <sup>(1)</sup>	Adjustment for Australian requirements <sup>(2)</sup>	Total:
US dollars	FIXED	FIXED	AT RISK	AT RISK	AT RISK	UK requirements <sup>(2)</sup>	FIXED	AT RISK	AT RISK	Australian requirements <sup>(2)</sup>
<b>Marius</b> 2006 <sup>(3)</sup>	457,679		433,799	17,967	300,490	1,209,935	180,675	235,683	96,181	1,722,474
<b>Kloppers</b> 2005										See remuneration table below
<b>Chris</b> 2006 <sup>(3)</sup>	442,653	23,582	407,281	14,509	274,275	1,162,300	153,601	234,319	90,510	1,640,730
<b>Lynch</b> 2005										See remuneration table below

**Table of Contents****Key Management Personnel (excluding Directors)**

		Base		Annual	Dividend	Value of	Subtotal	Retirement	Long-term	Adjustment	Total:
		salary	Other	cash	equivalent	Deferred		benefits	share-based	for Australian	
US dollars		FIXED	FIXED	bonus	payment	Shares <sup>(1)</sup>		AT RISK	compensation <sup>(1)</sup>	requirements <sup>(2)</sup>	Australian
				AT	value <sup>(1)</sup>	AT					requirements <sup>(2)</sup>
				RISK	value <sup>(1)</sup>	RISK					
<b>Philip</b>	<b>2006</b>	1,036,996	654,459	662,976	30,231	476,232	2,860,894	374,355	472,885	241,398	3,949,532
<b>Aiken</b>	2005	1,012,656	920,606	731,330	110,279	625,190	3,400,061	365,569	328,088	(96,682)	3,997,036
<b>John</b>	<b>2006</b>	738,079		649,283	29,606	437,246	1,854,214	264,970	369,787	194,214	2,683,185
<b>Fast</b>	2005	707,053		651,832	101,530	557,230	2,017,645	253,832	259,287	(103,939)	2,426,825
<b>Robert</b>	<b>2006</b>	894,021	5,042	768,734	35,053	517,688	2,220,538	327,212	468,298	222,353	3,238,401
<b>Kirkby</b>	2005	828,823	1,296	781,497	108,201	668,076	2,387,893	303,349	281,608	(154,121)	2,818,729
<b>Marius</b>	<b>2006<sup>(4)</sup></b>	915,359	151,645	867,597	35,934	600,980	2,571,515	361,351	471,367	192,362	3,596,595
<b>Kloppers</b>	2005	864,532	157,585	815,409	114,036	705,422	2,656,984	357,244	294,075	(182,713)	3,125,590
<b>Chris</b>	<b>2006<sup>(4)</sup></b>	870,280	23,582	814,562	29,018	548,550	2,285,992	301,987	468,638	181,021	3,237,638
<b>Lynch</b>	2005	792,855	24,268	719,278	105,297	614,887	2,256,585	275,121	291,075	(115,137)	2,707,644
<b>Marcus</b>	<b>2006<sup>(5)</sup></b>	629,048	178,390	617,122	27,939	412,627	1,865,126	213,876	191,336	37,142	2,307,480
<b>Randolph</b>	2005						Not applicable				
<b>Alex</b>	<b>2006<sup>(5)</sup></b>	186,846	178,216	144,749	6,582	97,211	613,604	71,001	55,200	7,296	747,101
<b>Vanselow</b>	2005						Not applicable				
<b>Karen</b>	<b>2006<sup>(5)</sup></b>	348,779	1,962	267,896	11,819	174,549	805,005	119,980	93,767	18,203	1,036,955
<b>Wood</b>	2005						Not applicable				
<b>Mike</b>	<b>2006<sup>(6)</sup></b>	151,667	3,002,928	175,153	1,444	21,328	3,352,520	54,297	45,603	3,451	3,455,871
<b>Yeager</b>	2005						Not applicable				

## Notes:

- (1) For these categories actual values cannot be calculated at the time of the preparation of this report and accordingly estimated values have been used.
- (2) UK Requirements: UK Companies Act 1985. Australian Requirements: Australian Corporations Act 2001 and relevant accounting standards.
- (3) *Fixed* remuneration shown is the actual remuneration paid or payable after Mr Kloppers and Mr Lynch's appointment as executive Directors on 1 January 2006. *At risk* remuneration elements have been pro-rated to reflect the proportion of the year served as executive Directors.
- (4) For Mr Kloppers and Mr Lynch, remuneration shown in this table is the total for FY2006. Their total remuneration for the proportion of the year before their appointment as executive Directors was US\$1,874,121 for Mr Kloppers and US\$1,596,908 for Mr Lynch.
- (5) For Messrs Randolph and Vanselow and Ms Wood, *fixed* remuneration is the actual remuneration paid or payable after their appointment to the OCE. The *at risk* remuneration has been pro-rated to reflect the proportion of the year served on the OCE. Their total remuneration for the year is: Mr Randolph US\$2,734,752, Mr Vanselow US\$2,309,375 and Ms Wood US\$1,732,127.
- (6) Mr Yeager's Other benefits includes reimbursement of the value of forfeited options from previous employment. Mr Yeager was appointed to the OCE on joining the Group in April 2006. *Fixed* remuneration is the actual remuneration paid and payable after his appointment to the OCE; *at risk* remuneration reflects the proportion of the year served on the OCE.

**Further explanation of components of remuneration****Annual cash bonus**

The amounts reported include the GIS cash bonus achieved for FY 2006 and the supplemental cash bonus approved by the Board. Mr Salamon was also paid an amount equal to his GIS cash bonus in lieu of Deferred Shares in respect of FY 2006.

**Dividend Equivalent Payment value**

Participants who are awarded shares under the GIS and the LTIP are entitled to a payment in lieu of dividends. The Dividend Equivalent Payment is equal to the amount that would have been earned over the retention or performance period and will be made on the transfer of shares to the participant. In accordance with the requirements of the UK Companies Act 1985, 100 per cent of the estimated value of Dividend Equivalent Payment in respect of awards of 2006 Deferred Shares has been included in remuneration under the heading Dividend Equivalent



Payment value . Under the requirements of the Australian Corporations Act 2001 and relevant accounting standards the value is included in remuneration over the relevant vesting period of the underlying awards. The difference between the measurement methods is included under the heading Adjustment for Australian requirements .

***Other benefits***

Includes medical insurance, professional fees, payout of unused leave entitlements, life assurance-related benefits, reimbursement of loss of options from previous employment, car allowance, relocation allowance and expenses where applicable.

***Retirement benefits***

Mr Goodyear is entitled to receive 48 per cent of his base salary in the form of retirement benefits. He has elected to defer receipt and participate in the Group s Retirement Savings Plan.

The estimated benefit in respect of pensions includes contributions payable in respect of defined benefit and defined contribution arrangements and actual/notional contributions (for Mr Salamon and Key Management Personnel other than Directors) that would have been required to secure the defined benefit promises earned in the year. Details of the defined benefit pension entitlements earned by Mr Salamon are set out in section 8 in this Remuneration Report.

**Table of Contents****Value of Deferred Shares**

The amounts shown represent the estimated fair value of Deferred Shares earned in the year. The fair value of the Deferred Shares is estimated at grant date by discounting the total value of the shares that will be issued in the future using the risk-free interest rate for the term of the vesting period. The actual Deferred Shares will be awarded to Mr Goodyear, Mr Kloppers and Mr Lynch subject to approval by shareholders at the Annual General Meetings in 2006. Participants in the GIS scheme can elect to receive Options instead of Deferred Shares or a combination of both. In respect of FY 2006 all Key Management Personnel who were eligible to participate elected to receive Deferred Shares. Once awarded (subsequent to meeting KPIs and approval at the Annual General Meetings), the only vesting condition is for participants to remain in the employment of the Group for two further years. Accordingly, the number of shares (if any) that will ultimately vest cannot be determined until the service period has been completed. The estimated value of the Deferred Shares forms part of the at risk remuneration appearing throughout the Report.

**Long-term share-based compensation**

The amount in respect of long-term share-based compensation represents the estimated value of Performance Shares granted under the LTIP and, prior to 2004, the GIS. The estimated fair value has been independently determined using a Monte Carlo simulation methodology taking account of Performance Hurdles, the exercise price, the term of the award, the impact of dilution, the non-tradeable nature of the award, the share price at grant date and expected price volatility of the underlying share and the risk-free interest rate for the term of the award. Details of outstanding awards and awards vesting in the year are set out in the tables below. The estimated fair value of the award made in any year is allocated in equal amounts to each of the years during the vesting period.

The proportion of total remuneration for FY 2006 consisting of Options awarded under the GIS to Mr Goodyear is 2.4 per cent.

**Adjustment for Deferred Share vesting period**

In accordance with UK Companies Act 1985 requirements, 100 per cent of the estimated fair value of Deferred Shares earned during FY 2006 is included in the remuneration in the column headed 'Value of Deferred Shares'. Under the requirement of the Australian Corporations Act 2001 and relevant accounting standards, the estimated fair value of the awards for the current and earlier years is to be included in remuneration over the vesting period. The difference between the measurement methods is included in the column headed 'Adjustment for Australian Requirements'.

**Non-executive Directors**

US dollars	Fees	Committee Chair fees	Committee membership fees	Travel allow- ances	Other benefits <sup>(1)</sup>	Sub total:		Total:		
						UK requirements <sup>(2)</sup>	Retirement benefits <sup>(3)</sup>	Australian requirement		
						2006	2005	2006	2005	
Paul Anderson <sup>(4)</sup>	6,944		1,042	3,000		10,986		10,986		
Don Argus	658,333			25,500	35,545	719,378	466,847	33,299	752,677	490,235
David Brink	97,500	25,000	20,000	24,500	7,125	174,125	162,924		174,125	162,924
John Buchanan	117,500	25,000		18,500	9,071	170,071	156,547		170,071	156,547
Michael Chaney <sup>(5)</sup>	38,141			9,500		47,641	103,087	1,977	49,618	107,508
Carlos Cordeiro	97,500		8,997	45,500		151,997	21,369		151,997	21,369
David Crawford	97,500	40,000		33,000	8,920	179,420	143,769	7,109	186,529	150,266
David Jenkins	97,506		35,000	35,000	13,426	180,932	142,000		180,932	142,000
Jacques Nasser <sup>(4)</sup>	6,944		1,389	3,000		11,333			11,333	
Gail de Planque	70,125		10,042	19,500	194	99,861			99,861	
Lord Renwick <sup>(5)</sup>	38,141		6,096	12,500	11,607	68,344	107,000		68,344	107,000
John Schubert	97,500		15,000	25,500	7,434	145,434	116,651	5,805	151,239	121,850

Notes:

(1)

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Other benefits include professional fees and reimbursements of the cost of travel, accommodation and subsistence for the Director and, where applicable, their spouse.

- (2) UK Requirements: UK Companies Act 1985. Australian Requirements: Australian Corporations Act 2001 and relevant accounting standards.
- (3) BHP Billiton Limited makes superannuation contributions of 9 per cent of fees paid in accordance with Australian superannuation legislation.
- (4) Appointed 6 June 2006.
- (5) Retired 25 November 2005.

**Table of Contents****Interests in incentive plans including the number of shares and options awarded in the financial year ended 30 June 2006***Executive Directors**Charles Goodyear*

Scheme	At 1 July 2005	Granted	Exercised	Lapsed	At 30 June 2006	Exercise		
						price <sup>(1)</sup>	First exercise date	Expiry date
GIS 2004 Options	180,613				180,613	15.39	August 2006	August 2009
GIS 2003 Options <sup>(2)</sup>	320,725				320,725	11.11	24 August 2005	23 August 2008
ESP 2000 <sup>(3)</sup>	722,785				722,785	7.60	3 April 2003	2 April 2010
ESP 1999 <sup>(3)</sup>	351,065				351,065	6.92	23 April 2002	22 April 2009

Scheme	BHP Billiton Limited ordinary shares under award						
	At 1 July 2005	Granted <sup>(3)</sup>	Vested <sup>(4)</sup>	Lapsed	At 30 June 2006	Vesting date	
LTIP 2005 Performance		600,000			600,000	August 2010	
LTIP 2004 Performance			500,000		500,000	August 2009	
GIS 2005 Deferred		76,569			76,569	August 2007	
GIS 2004 Deferred			44,601		44,601	August 2006	
GIS 2003 Deferred <sup>(5)</sup>			28,093	28,093		24 August 2005	
GIS 2003 Performance			112,375		112,375	August 2006	
GIS 2002 Performance <sup>(6)</sup>			180,154	180,154		24 August 2005	
<b>Total</b>		<b>865,223</b>	<b>676,569</b>	<b>208,247</b>	<b>1,333,545</b>		

*Marius Kloppers*

Scheme	BHP Billiton Plc ordinary shares under award						
	At 1 July 2005	Granted <sup>(1)</sup>	Vested <sup>(4)</sup>	Lapsed	At date of appointment as executive Director	At 30 June 2006	Vesting date
LTIP 2005 Performance		225,000			225,000	225,000	August 2010
LTIP 2004 Performance	225,000				225,000	225,000	August 2009
GIS 2005 Deferred		52,771			52,771	52,771	August 2007
GIS 2004 Deferred	60,548				60,548	60,548	August 2006
GIS 2003 Deferred <sup>(5)</sup>	55,378		55,378				24 August 2005
GIS 2003 Performance	55,378				55,378	55,378	August 2006
GIS 2002 Performance <sup>(6)</sup>	119,485		119,485				24 August 2005
CIP 2001 <sup>(7)</sup>	95,295 <sup>(8)</sup>		84,706	10,589			1 October 2005
<b>Total</b>	<b>611,084</b>	<b>277,771</b>	<b>259,569</b>	<b>10,589</b>	<b>618,697</b>	<b>618,697</b>	

*Chris Lynch***BHP Billiton Limited ordinary shares under award**

Scheme	Vesting date
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	At 1 July 2005	Granted <sup>(1)</sup>	Vested <sup>(4)</sup>	Lapsed	At date of appointment as executive Director	At 30 June 2006	
LTIP 2005 Performance		225,000			225,000	225,000	August 2010
LTIP 2004 Performance	225,000				225,000	225,000	August 2009
GIS 2005 Deferred		43,670			43,670	43,670	August 2007
GIS 2004 Deferred	55,908				55,908	55,908	August 2006
GIS 2003 Deferred <sup>(5)</sup>	61,010		61,010				24 August 2005
GIS 2003 Performance	61,010				61,010	61,010	August 2006
GIS 2002 Performance <sup>(6)</sup>	117,117		117,117				24 August 2005
<b>Total</b>	<b>520,045</b>	<b>268,670</b>	<b>178,127</b>		<b>610,588</b>	<b>610,588</b>	

**Table of Contents***Mike Salamon*

Scheme	BHP Billiton Plc ordinary shares under award					Vesting date
	At 1 July 2005	Granted <sup>(1)</sup>	Vested <sup>(4)</sup>	Lapsed	At 30 June 2006	
LTIP 2005 Performance		300,000			300,000	August 2010
LTIP 2004 Performance	300,000				300,000	August 2009
GIS 2005 Deferred		73,743			73,743	August 2007
GIS 2004 Deferred	80,151				80,151	August 2006
GIS 2003 Deferred <sup>(5)</sup>	89,056		89,056			24 August 2005
GIS 2003 Performance	89,056				89,056	August 2006
GIS 2002 Performance <sup>(6)</sup>	193,706		193,706			24 August 2005
CIP 2001 <sup>(7)</sup>	95,295 <sup>(8)</sup>		84,706	10,589		1 October 2005
<b>Total</b>	<b>847,264</b>	<b>373,743</b>	<b>367,468</b>	<b>10,589</b>	<b>842,950</b>	

Notes:

- (1) Represents the exercise price payable on Options.
- (2) All of the Options issued pursuant to these awards are exercisable.
- (3) The market prices of BHP Billiton Limited and BHP Billiton Plc shares on date of grant (5 December 2005) were A\$22.03 and £8.90 respectively. The fair values per Performance Share and Deferred Share were A\$6.21/£2.79 and A\$18.83/£7.70 respectively. Fair value per Performance Share and Deferred Share was estimated using Monte Carlo simulation and Net Present Value models respectively.
- (4) All vested awards are exercisable. Mr Goodyear has not yet exercised an award over 15,716 shares issued under the 2001 Performance Share Plan, which vested prior to 1 July 2005. The market price of BHP Billiton Limited shares on date of grant, 1 November 2001, was A\$8.26. Mr Lynch has not yet exercised an award over 43,592 shares issued under the 2000 Performance Share Plan (market price of BHP Billiton Limited shares on date of grant, 1 November 2000, was A\$8.55); an award of 98,603 shares issued under the 2001 Performance Share Plan (market price of BHP Billiton Limited shares on date of grant, 1 November 2001, was A\$8.26); an award over 117,117 Performance Shares issued under the 2002 GIS (market price of BHP Billiton Limited shares on date of grant, 12 November 2002, was A\$9.37); and an award of 61,010 Deferred Shares issued under the 2003 GIS (market price of BHP Billiton Limited shares on date of grant, 21 November 2003, was A\$10.76). All these awards vested prior to 1 July 2005.
- (5) 100 per cent of the Deferred Shares vested on 24 August 2005 at the end of the holding period. The BHP Billiton Limited and BHP Billiton Plc market prices were A\$20.56 and £8.04 per share respectively.

Mr Goodyear exercised an award over 28,093 shares on 2 September 2005 at a market price of A\$20.83. The aggregate gain was A\$585,177.

Mr Salamon exercised an award over 48,981 shares on 26 August 2005 at a market price of £8.15; and 40,075 on 1 September 2005 at a market price of £8.465. The aggregate gains were £399,195 and £339,235 respectively.

Mr Kloppers exercised an award over 55,378 shares on 1 September 2005 at a market price of £8.465. The aggregate gain was £468,775.

Mr Lynch had not exercised any of the Deferred Shares as at 30 June 2006.

- (6) The performance period ended on 30 June 2005. Based on the performance measured at the end of the performance period, 100 per cent of the Performance Shares vested on 24 August 2005. The BHP Billiton Limited and BHP Billiton Plc market prices were A\$20.56 and £8.04 per share respectively.

Mr Goodyear exercised an award over 180,154 shares on 2 September 2005 at a market price of A\$20.83. The aggregate gain was A\$3,752,608.

Mr Salamon exercised an award over 106,538 shares on 26 August 2005 at a market price of £8.15; and 87,168 on 1 September 2005 at a market price of £8.465. The aggregate gains were £868,285 and £737,877 respectively.

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Mr Kloppers exercised an award over 119,485 shares on 1 September 2005 at a market price of £8.465. The aggregate gain was £1,011,440.

Mr Lynch had not exercised any of his Performance Share awards as at 30 June 2006.

(7) The second performance period ended on 30 September 2005. The BHP Billiton Limited and BHP Billiton Plc market prices were A\$22.25 and £9.16 respectively. Based on performance measured at the end of this performance period, 100 per cent out of a maximum 125 per cent matching shares vested. The remaining 25 per cent lapsed with immediate effect.

Mr Kloppers exercised an award over 84,706 shares on 19 October 2005 at a market price of £7.855. The aggregate gain was £665,366.

Mr Salamon exercised an award over 84,706 shares on 9 December 2005 at a market price of £8.94. The aggregate gain was £757,272.

(8) Includes 26,471 shares invested by each of Mr Salamon and Mr Kloppers.

**Table of Contents****Key Management Personnel other than Directors** <sup>(1) (2)</sup>

	Options					At Date of Appointment as KMP if during FY 2006	At 30 June 2006
	At 1 July 2005	Granted	Exercised	Shares Vested	Lapsed		
<b>Philip Aiken</b>							
- Shares under award	581,301	269,403		227,933			622,771
<b>John Fast</b>							
- Shares under award <sup>(3)</sup>	490,548	214,575		202,839	4,019		498,265
<b>Robert Kirkby</b>							
- Shares under award	531,500	272,448		188,507	2,512		612,929
- Partly paid shares	180,534						180,534
<b>Marcus Randolph</b>							
- Shares under award	313,192	142,199		124,697		188,495	330,694
<b>Alex Vanselow</b>							
- Shares under award	193,651	135,633		42,445		286,839	286,839
<b>Karen Wood</b>							
- Shares under award <sup>(3)</sup>	190,218	100,462		62,903		227,777	227,777
<b>Michael Yeager</b>							
- Shares under award		325,000					325,000

Notes:

- (1) Detailed information on the interests of Key Management Personnel other than Directors in incentive plans is set out in note 31 to the financial statements contained in the BHP Billiton Annual Report.
- (2) Key Management Personnel other than Directors have been granted rights over BHP Billiton Limited ordinary shares.
- (3) Mr Fast and Ms Wood have not yet exercised their awards of 96,384 and 25,846 shares respectively under the 2001 Performance Share Plan, which vested prior to 1 July 2005.

**Retirement benefits****Executive Directors****Mike Salamon** *Defined benefits pension***US dollars**

Amount by which the annual pension entitlement has increased during the year ended 30 June 2006 <sup>(1)</sup>	Total annual pension entitlement as at 30 June 2006	Difference in transfer values <sup>(2)(3)</sup>	Estimated capital value (transfer value)	
			of total accrued pension 30 June 2006	30 June 2005
25,488	874,000	4,805,850	14,197,869	9,392,019

Notes:

- (1) The increase in accrued pension is the difference between the accrued pension at the end of the previous year and the accrued pension at the end of the year without any allowance for inflation.
- (2) Retirement benefits for Mike Salamon are non-contributory.



- (3) The increase in accrued pension after making an allowance for inflation of 3.3 per cent was (US\$2,532) and the transfer value of that increase was (US\$41,149). For FY 2005, the increase in accrued pension after making an allowance for inflation of 2.9 per cent was US\$42,275 and the transfer value of that increase was US\$447,798.

**Table of Contents****Non-executive Directors**

The following table sets out the accrued retirement benefits under the now-closed Retirement Plan of BHP Billiton Limited, together with any entitlements obtained by the compulsory Group contributions to the BHP Billiton Superannuation Fund. The Retirement Plan was closed on 24 October 2003 and entitlements that had accumulated in respect of each of the participants were frozen. These will be paid on retirement. An earnings rate equal to the five-year Australian Government Bond Rate is being applied to the frozen entitlements from that date.

**US dollars**

Name	Completed service at 30 June 2006 (years)	Increase in lump sum entitlement during the year <sup>(1)</sup>	Lump sum entitlement at	
			30 June 2006	30 June 2005
Don Argus	9	69,686	1,356,447	1,286,761
Michael Chaney	see note (2) below	4,978	see note (2) below	339,742
David Crawford	12	58,705	419,937	361,232
David Jenkins	6	4,382	224,057	219,675
John Schubert	6	10,529	183,955	173,426

Notes:

- (1) On closure of the Retirement Plan, no further entitlements have accrued. The increase reflects the accrual at the date of closure, together with application of the earnings rate and foreign exchange impact.
- (2) Mr Chaney retired on 25 November 2005. Following his retirement Mr Chaney received entitlement payments totalling US\$344,720.

**8.1 Estimated value range of awards**

The maximum possible value of awards yet to vest to be disclosed under the Australian Corporations Act 2001 is not determinable as it is dependent on, and therefore fluctuates with, the share prices of BHP Billiton Limited and BHP Billiton Plc at a date that any award is exercised. An estimate of a maximum possible value of awards for Key Management Personnel can be made using the highest share price during FY 2006, which is A\$32.00 and £12.11 respectively, multiplied by the number of awards for each scheme. For Options granted to Mr Goodyear, the value is reduced by the exercise price multiplied by the number of Options. The minimum value of awards yet to vest is nil.

**Table of Contents****9. Appendix****Summary of long-term incentive plans**

The long-term incentive plans in which the executive Directors have unvested or unexercised(1) awards at the date of this Report are summarised in the table below.

	<b>LTIP 2005</b>	<b>LTIP 2004</b>	<b>GIS 2003</b>	<b>GIS 2002</b>	<b>MTI 2001 and</b>	<b>PSP 2001 and RSS</b>	<b>ESP 2000<sup>(2)</sup></b>
	<b>Performance</b>	<b>Performance</b>	<b>Performance</b>	<b>Performance</b>	<b>CIP 2001</b>	<b>2001<sup>(2)</sup></b>	
	<b>Shares</b>	<b>Shares</b>	<b>Shares</b>	<b>Shares</b>			
Performance measurement							
From	1 July 2005	1 July 2004	1 July 2003	1 July 2002	1 October 2001	1 October 2001	
To	30 June 2010	30 June 2009	30 June 2006	30 June 2005 <sup>(3)</sup>	30 September 2005 <sup>(3)</sup>	30 September 2004	3 April 2000
Plan status	Performance period not yet concluded	Performance period not yet concluded	Performance period concluded on 30 June 2006 and will vest in August 2006	Awards have met Performance Hurdles and are capable of being exercised	Legacy plan. Awards have met Performance Hurdles and have all been exercised	Legacy plan. Awards have met Performance Hurdles and are capable of being exercised	Legacy plan. Awards have met Performance Hurdles and are capable of being exercised
TSR performance condition	BHP Billiton TSR compared to global comparator group	BHP Billiton TSR compared to global comparator group	BHP Billiton TSR compared to global comparator group	BHP Billiton TSR compared to global comparator group	BHP Billiton TSR compared to global comparator group	BHP Billiton TSR compared to global comparator group	BHP Billiton Limited TSR compared to ASX 100 and global comparator group
Inflationary performance condition	No	No	Yes <sup>(4)</sup>	Yes	Yes	Yes	No
Vesting schedule	<Index: 0% Index +5.5%	<Index: 0% Index +5.5%	<50th percentile	<50th percentile	<10th position 0%	< 10th position 0%	<41st percentile - 0%
(upper and lower range)	p.a.: 100% Between Index and Index +5.5%	p.a.: 100% Between Index and Index +5.5%	0% 85th 100 percentile - 100%	0% 85th 100 percentile - 100%	>4th position 125%	>4th position 100%	>60th percentile -100%
	p.a.: Straight-line pro-rata vesting	p.a.: Straight-line pro-rata vesting					
Expiry date if exercisable	August 2015	August 2014	August 2009	August 2008	April 2006	September 2011 <sup>(5)</sup>	April 2010 <sup>(5)</sup>

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	LTIP 2005	LTIP 2004		GIS 2002			
	Performance	Performance	GIS 2003	Performance	MTI 2001 and CIP	PSP 2001 and RSS	ESP 2000 <sup>(2)</sup>
	Shares	Shares	Performance	Shares	2001	2001 <sup>(2)</sup>	
			Shares	(transition			
				year) <sup>(2)</sup>			
Comparator group: <sup>(6)</sup>	See note (7)	See note (7)					
ASX 100							X
Alcan	X	X	X	X	X	X	
Alcoa	X	X	X	X	X	X	
Alumina	X	X	X	X	X	X	
Anglo American	X	X	X	X	X	X	
Arcelor							X
Barrick Gold			X	X	X	X	
BG Group	X	X					
BP	X	X					
Companhia Vale do Rio							
Doce	X	X	X	X	X	X	
ConocoPhillips	X	X	X	X	X	X	X
Corus Group							X
Exxon Mobil	X	X					
Falconbridge	X	X	X	X	X	X	X
Freeport-McMoRan	X	X	X	X	X	X	X
Impala	X	X					
Inco	X	X	X	X	X	X	
LTV							X
Marathon Oil	X	X	X	X	X	X	X
Newmont Mining	X	X	X	X	X	X	
Norilsk	X	X					
Nucor							X
Phelps Dodge	X	X	X	X	X	X	X
Placer Dome			X	X	X	X	
Rio Tinto	X	X	X	X	X	X	X
Shell	X	X					
Total	X	X					X
Unocal	X	X	X	X	X	X	X
US Steel							X
Woodside Petroleum	X	X	X	X	X	X	X
Xstrata	X	X	X	X			

Further details of all incentive plans, including the number of participants in those plans, are contained in note 23 to the financial statements contained in the BHP Billiton annual report.

## Notes:

- (1) Awards under the MTI 2001 and CIP 2001 vested and were exercised during the year ended 30 June 2006. No executive Director retains an interest in the plans.
- (2) Although the awards under this plan have vested, some executive Directors have not yet exercised their awards and still retain an interest in the plan.
- (3) The performance period ended 30 June 2005. 100 per cent of the shares vested.
- (4) The inflationary performance condition will be satisfied if the compound EPS growth for BHP Billiton during the performance period is at least equal to the greater of the increase in the Australian Consumer Price Index and the increase in the UK Retail Price Index, plus two percentage points per annum, over the performance period.
- (5) Expiry date will be earlier if employment ceases.

- (6) From publicly available data.
- (7) The peer group of companies forming the weighted index used for the second relative performance chart in section 3 is the same as the comparator group in respect of the 2004 and 2005 LTIP.

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### **Bonus amount for petroleum executives**

Oil and gas reserve targets are one of the specific performance measures by which a number of BHP Billiton Petroleum executive s bonus awards are determined. The extent to which reserve targets contribute to the calculation of the bonus amount vary according to the nature and type of an individual s job. Typically, reserve targets are used to assess the performance of those people who are directly responsible for the calculation of reserves and for ensuring that technical work is completed and rigorously and properly reported. These people include Asset Team Leaders and the Petroleum Engineering Managers and Chief Petroleum Engineers. As the appraisal and measurement of reserves is a key component of these individual s jobs, reserves targets are a useful and suitable measure of their performance. In addition, there are some individuals in support roles whose bonuses are indirectly linked to reserve additions. Of the approximately 110 BHP Billiton Petroleum executives who are participants in the GIS, 70 have performance measures linked to reserve targets. Of these, 43 individuals work in petroleum engineering, exploration or asset teams.

Our Global Practice Leader, Reserves and Production has over riding responsibility for the calculation of recorded reserves, and reports to our President Exploration. His specific performance measures for the purpose of bonus awards do not include any component relating to recorded reserves.

### ***Award targets/weightings***

For those individuals who have reserve targets as a direct performance measure, the weighting of the targets in their personal scorecards (i.e. the extent to which the measure counts towards their total GIS bonus amount) varies from less than 1% to 14% weighting. The majority of participants have weightings less than 7.5%.

Depending on how individuals and teams perform against their pre-set reserve addition targets, and taking into account the weightings listed above, the impact of achieving either the threshold, target or stretch level of reserve targets can vary an individual s bonus award. The incentive value attributable to reserve targets for the 70 people mentioned above is US\$ nil.

### ***Reserve target setting for fiscal 2007***

It is not anticipated that there will be any increase in participants affected by reserve target setting measures. For those included, threshold, target and stretch levels are based on expected production for the year in millions of barrels of oil equivalent. Gas is converted to an equivalent liquid. All reserves revisions are included, whether positive or negative, but sales or purchases of properties are excluded. Some asset teams set targets for the booking of reserves for specific oil and gas fields. The threshold, target and stretch percentages may vary for members of those asset teams depending on circumstances specific to the asset or project objectives.

The weightings of targets in personal scorecards of the participants will again vary and is anticipated to be between 1% and 15%. A majority of participants will have weightings of less than 7.5%.

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### **Directors Report**

The information presented by the Directors in this Directors Report relates to BHP Billiton Limited and BHP Billiton Plc and their subsidiaries.

#### ***Principal activities, state of affairs and business review***

A review of the operations of the Group during the financial year, and the expected results of those operations in future financial years, is set out in the Business Overview, the Operating and Financial Review and Prospects section and other material in this Report. Information on the development of the Group and likely developments in future years also appears in those sections of this Report. The Directors believe that to include further information on those matters in this Report would be likely to result in unreasonable prejudice to the Group.

The principal activities of the Group during the 2006 financial year were minerals exploration, development, production and processing (in respect of alumina, aluminium, copper, iron ore, metallurgical coal, energy coal, nickel, manganese ores and alloys, diamonds, titanium minerals and uranium), and oil and gas exploration, development and production.

Significant changes in the state of affairs of the Group that occurred during the 2006 financial year and significant post balance date events are set out below and in the Business overview and the Operating and financial review and prospects section:

BHP Billiton completed a US\$2 billion capital management program during financial year 2006. As detailed below, US\$1.6 billion was returned to shareholders via an off-market buy-back of BHP Billiton Limited shares at a discount to the market price, with the balance being returned via on-market purchases of BHP Billiton Plc shares.

On 24 August 2005, BHP Billiton confirmed a prior announcement that it would permanently close the hot briquetted iron facilities at the Boodarie Iron plant in Western Australia. A charge of US\$266 million was made in the accounts for the year ended 30 June 2005, primarily relating to settlement of existing contractual arrangements, plant decommissioning, site rehabilitation, redundancy and other associated costs. Following a review of the provision and estimated future closure costs at 30 June 2006, the provision has been reduced by US\$10.0 million.

In September 2005 during Hurricane Rita, the Chevron-operated Typhoon tension leg platform was severed from its mooring and suffered severe damage. The facility could not be recovered. BHP Billiton holds a 50 per cent interest in Typhoon and a 50 per cent interest in the Boris oil and gas field which was also produced through the Typhoon facility. As a result no further production was realised from these fields.

In October 2005, the Wheelarra Joint Venture commenced. This joint venture with four Chinese steel mills secured long-term sales commitments for BHP Billiton's iron ore products over 25 years. It is comprised of BHP Billiton and wholly-owned subsidiaries of Maanshan Iron and Steel Company Limited; Jiangsu Shagang Group Co. Ltd; Tangshan Iron and Steel (Group) Co. Ltd; Wuhan Iron and Steel (Group) Corporation; ITOCHU Minerals & Energy of Australia; and Mitsui Iron Ore Corporation.

In April 2006, BHP Billiton commenced the JFE Western 4 Joint Venture with JFE Steel and BHP Billiton's existing Yandi joint venture partners, ITOCHU Minerals & Energy of Australia and Mitsui Iron Ore Corporation. The JFE Western 4 Joint Venture involves a sub-lease over the Western 4 deposit within BHP Billiton's Yandi mine in Western Australia, and aims to combine the partners' respective areas of expertise to carry out research and development in order to prove the commercial viability of lower channel deposit iron ore.

On 26 April 2006, BHP Billiton announced that, following an assessment of ground conditions, it would accelerate a program of decline and stope access rehabilitation at the Cannington silver-lead-zinc mine in Australia from May to November 2006. This impacts production in the southern zone of the mine, while northern zone mining activities remain unaffected. The primary reason for the program is to ensure the safety of employees and contractors, consistent with BHP Billiton's commitment to Zero Harm. Production is expected to

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return to normal levels by early 2007 and the program will predominantly impact sales in the first half of the 2007 financial year.

On 12 June 2006, BHP Billiton and MMC Norilsk Nickel entered into an alliance to explore and develop mineral resources in the Russian Federation. The formal agreement governing their cooperation provides for joint identification of attractive mineral exploration and development prospects in Russia, to be followed by the establishment of joint local companies to pursue and develop specific projects.

These companies will be owned 50 per cent plus one share by MMC Norilsk Nickel and 50 per cent minus one share by BHP Billiton. No other matter or circumstance has arisen since the end of the 2006 financial year that has significantly affected or may significantly affect the operations, the results of operations or state of affairs of the Group in future years.

The material risks and uncertainties that could affect the Group are described in section 8.1 of the Corporate Governance Statement and the Key Information section under the heading Risk factors .



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### ***Share capital and buy-back programs***

As part of its capital management program, BHP Billiton completed an off-market buy-back of US\$1.6 billion of BHP Billiton Limited shares during the 2006 financial year. BHP Billiton Limited repurchased 96 million shares, representing 1.6 per cent of the issued share capital of the BHP Billiton Group. These shares were acquired at a price of A\$23.45 per share, which represented a discount of 14 per cent to the volume weighted average price of BHP Billiton Limited shares over the five days up to and including the closing date of the buy-back (being 31 March 2006). The shares purchased were cancelled.

In addition, BHP Billiton Limited has in place an on-market share buy-back program under which up to 349 million shares of BHP Billiton Limited can be purchased on-market and cancelled, which represents less than 10 per cent of BHP Billiton Limited's issued share capital. BHP Billiton Limited did not make any on-market share purchases during the 2006 financial year.

At the Annual General Meetings held during 2005, shareholders authorised BHP Billiton Plc to make on-market purchases of up to 246,814,700 of its ordinary shares, representing approximately 10 per cent of BHP Billiton Plc's issued share capital at that time. Shareholders will be asked at the 2006 Annual General Meetings to renew this authority.

During the 2006 financial year, 18.8 million ordinary shares in BHP Billiton Plc, with a nominal value of US\$0.50 per share and representing 0.76 per cent of BHP Billiton Plc's issued share capital, were purchased by BHP Billiton Plc. These shares were bought back at an average price of 1,153.56 pence for an aggregate consideration of US\$409 million to return value to shareholders under BHP Billiton's capital management program. This represented a discount to the average BHP Billiton Limited share price over the buy-back period (being 27 April 2006 to 16 May 2006) of 8.8 per cent. The shares purchased are held as treasury shares.

In August 2006, the Group announced a further capital return of US\$3 billion to shareholders over the following 18 months through a series of share buy-backs, and it is yet to be decided the extent to which these will be on or off-market. This has commenced with an on-market buy-back in BHP Billiton Plc.

Some executives of BHP Billiton are entitled to options as part of their remuneration arrangements. The Group can satisfy these entitlements either by the acquisition of shares on-market or by the issue of new shares that have been granted during, or since the end of, the financial year. The table entitled "Directors and other Key Management Personnel - Vested Performance and Deferred Shares and Options" at the end of this Directors' Report lists those entitlements.

### ***Results, financial information and going concern***

Information about the financial position of the Group is included in the financial statements in this Annual Report. The income statement set out in this Annual Report shows profit attributable to BHP Billiton members of US\$10,450 million compared to US\$6,396 million in 2005.

Details of the Group's financial risk management objectives and policies are set out in section 8.1 of the Corporate Governance Statement and note 28 to the financial statements.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in the operational business for the foreseeable future and have therefore continued to adopt the going-concern basis in preparing the financial statements.

### ***Directors***

The Directors who served during the 2006 financial year were Mr Don Argus, Mr Charles Goodyear, Mr Paul Anderson, Dr David Brink, Dr John Buchanan, Mr Michael Chaney, Lord Renwick of Clifton, Mr Carlos Cordeiro, Mr David Crawford, Dr Gail de Planque, Dr David Jenkins, Mr Marius Kloppers, Mr Chris Lynch, Mr Jacques Nasser, Mr Miklos Salamon and Dr John Schubert. Further details of the Directors of BHP Billiton Limited and BHP Billiton Plc are set out in section 4 of the Corporate Governance Statement. These details include the period for which each Director held office up to the date of this Annual Report, their qualifications, experience and particular responsibilities, the directorships held in other listed companies since 1 July 2003, and the period for which each directorship has been held.

Lord Renwick and Mr Michael Chaney both retired as Directors of BHP Billiton Limited and BHP Billiton Plc with effect from the close of BHP Billiton Limited's Annual General Meeting on 25 November 2005.

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During financial year 2006, the Board appointed the following new Directors of BHP Billiton Limited and BHP Billiton Plc: The Hon. Gail de Planque with effect on 19 October 2005, Mr Marius Kloppers and Mr Chris Lynch with effect on 1 January 2006 and Mr Paul Anderson and Mr Jacques Nasser with effect on 6 June 2006.

The number of meetings of the Board and its Committees held during the year and each Director's attendance at those meetings are set out in sections 4.12 and 5.1 of the Corporate Governance Statement.

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### ***Remuneration and share interests***

#### ***Remuneration***

The policy for determining the nature and amount of emoluments of Directors and senior executives of the Group and information about the relationship between that policy and the Group's performance are set out in sections 2 and 6 of the Remuneration Report.

The remuneration tables contained in section 8 of the Remuneration Report set out the remuneration of each Director of BHP Billiton Limited and BHP Billiton Plc and other Key Management Personnel of the Group (being those executives with authority and responsibility for planning, directing and controlling the activities of the Group, including the five highest paid executives of the Group).

#### ***Directors***

The table entitled *Directors' share holdings* at the end of this *Directors' Report* sets out the relevant interests in shares in BHP Billiton Limited and BHP Billiton Plc of the Directors who held office at 30 June 2006, at the beginning and end of the financial year, and at the date of this Annual Report. No rights or options over shares in BHP Billiton Limited and BHP Billiton Plc are held by any of the non-executive Directors. The rights or options held by executive Directors over shares in BHP Billiton Limited and BHP Billiton Plc are set out in the tables showing interests in incentive plans in section 8 of the Remuneration Report and the table entitled *Directors and other Key Management Personnel - vested Performance and Deferred Shares and Options* at the end of this *Directors' Report*.

The Group has not made available to any Director any interest in a registered scheme.

The former Directors of BHP Limited participated in a retirement plan under which they were entitled to receive a payment on retirement calculated by reference to years of service. This plan was closed on 24 October 2003 and benefits accrued to that date are held by BHP Billiton Limited and will be paid on retirement. Further information about this plan and its closure are set out under the heading *Retirement benefits* in section 8 of the Remuneration Report.

#### ***Key Management Personnel (other than Directors)***

The table entitled *Key Management Personnel's share holdings (other than Directors)* at the end of this *Directors' Report* sets out the relevant interests held by the Key Management Personnel (other than Directors) in shares of BHP Billiton Limited and BHP Billiton Plc at the beginning and end of the 2006 financial year, and at the date of this Annual Report. Interests held by the Key Management Personnel (other than Directors) under share and option plans are set out in the table showing Key Management Personnel's (other than Directors) interests in incentive plans in section 8 of the Remuneration Report. Further details of all options and rights held as at the date of this Report (including those issued during or since the end of the financial year), and of shares issued during or since the end of the financial year upon exercise of options and rights, are set out in note 31 to the financial statements in this Annual Report.

#### ***Secretaries***

Details of the qualifications and experience of Ms Karen Wood, Group Company Secretary and Special Advisor and Head of Group Secretariat, are set out in section 4.2 of the Corporate Governance Statement. Mr Robert Franklin, MA, ACIS, was appointed as Company Secretary of BHP Billiton Plc with effect from 17 July 2006 and the Board will be asked to appoint Ms Jane McAloon, BEc (Hons) LLB FCIS, as Company Secretary of BHP Billiton Limited on 24 October 2006. Each of these Company Secretaries reports to Ms Karen Wood. The following people also act as the company secretaries of either BHP Billiton Limited or BHP Billiton Plc, and report to either Ms Jane McAloon or Mr Robert Franklin in this capacity: Mr Sam Butcher, BEc LLB (Hons) FCIS and Mr Ross Mallett, JD BBus FCIS FCPA, Joint Deputy Company Secretaries BHP Billiton Limited; Ms Elizabeth Hobley, BA (Hons) ACIS, Deputy Company Secretary BHP Billiton Plc; and Mrs Ines Watson, ACIS, Assistant Company Secretary BHP Billiton Plc. Each such individual has experience in a company secretariat role arising from time spent in such roles within BHP Billiton or other large listed companies.

#### ***Indemnities and insurance***

Rule 146 of the BHP Billiton Limited Constitution and Article 146 of the BHP Billiton Plc Articles of Association require each Company to indemnify to the extent permitted by law, each Director, secretary or executive officer of BHP Billiton Limited and BHP Billiton Plc respectively against liability incurred in, or arising out of, the conduct of the business of the Company or the discharge of the duties of the Director, secretary or executive officer. The Directors named in section 4.2 of the Corporate Governance Statement, the executive officers and the company secretaries of BHP Billiton Limited and BHP Billiton Plc have the benefit of this requirement, as do individuals who formerly held

one of those positions.

In accordance with this requirement, BHP Billiton Limited and BHP Billiton Plc have entered into Deeds of Indemnity, Access and Insurance (Deeds of Indemnity) with each of their respective Directors. The Deeds of Indemnity are qualifying third party indemnity provisions for the purposes of the Companies Act 1985 (UK).

At the 2005 Annual General Meetings, shareholders approved certain amendments to the BHP Billiton Limited Constitution and the BHP Billiton Plc Articles of Association. These included amendments to the indemnity provisions contained in Rule 146 of the BHP Billiton Limited Constitution and Article 146 of the BHP Billiton Plc Articles of Association. The terms of the Deeds of Indemnity were also amended to reflect changes in the law in the United Kingdom.

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The Group has a policy that it will, as a general rule, support and hold harmless an employee who, while acting in good faith, incurs personal liability to others as a result of working for the Group. In addition, where a person chairs a Customer Sector Group Risk and Audit Committee and that person is not already indemnified as an officer or a Director of BHP Billiton, a policy is in place to indemnify that chairperson in the same manner as officers of BHP Billiton are indemnified. This policy has been approved by the Board.

From time to time the Group engages its External Auditor, KPMG, to conduct non-statutory audit work and provide other services in accordance with the Group's policy on the provision of other services by the External Auditor. The terms of engagement include an indemnity in favour of KPMG:

against all losses, claims, costs, expenses, actions, demands, damages, liabilities or any proceedings (liabilities) incurred by KPMG in respect of third party claims arising from a breach by the Group under the engagement terms, and

for all liabilities KPMG has to the Group or any third party as a result of reliance on information provided by the Group that is false, misleading or incomplete.

The Group has insured against amounts that it may be liable to pay to Directors, company secretaries or certain employees pursuant to Rule 146 of the Constitution of BHP Billiton Limited and Article 146 of the Articles of Association of BHP Billiton Plc, or that it otherwise agrees to pay by way of indemnity. The insurance policy also insures Directors, company secretaries and some Group employees against certain liabilities (including legal costs) they may incur in carrying out their duties for the Group.

The Group has paid premiums for this Directors and Officers' insurance of US\$2,988,500 during the year ended 30 June 2006. Some Directors, secretaries and employees contribute to the premium for this insurance.

### ***Employee policies and involvement***

The Group's policy is to encourage and maintain effective communication and consultation between employees and management. To facilitate the Group's global communications policy, BHP Billiton has a dedicated internal communications division, which manages the release of information to employees across the world. In addition to the regular production and communication of operational and global newsletters, bulletins and staff news releases employees are also regularly invited to briefings by senior management on important issues such as the Group's strategy and results and health, safety and environmental matters.

BHP Billiton also provides information about issues of importance to employees via its intranet and email facilities. These are important tools for inviting employee feedback and increasing awareness of corporate and financial performance.

In addition, all BHP Billiton employees can access the Group's Annual Reports and other key publications via the intranet.

All businesses have in place a range of newsletters and other communications activities to ensure that information is shared with employees and feedback is obtained. In addition, some businesses have dedicated intranet sites accessible by the employees working at that business. These intranet sites contain information specific to the business. Staff briefings are conducted regularly. Other consultative mechanisms are also in place to address issues impacting employees, and in addition grievance or disputes procedures apply in all businesses.

BHP Billiton aims to align the interests of employees with those of shareholders. To achieve this alignment nominated employees are invited to participate in employee share schemes. At the 2006 Annual General Meetings shareholders will be asked to approve the introduction of a share scheme in which all employees will be able to participate.

Incentive and bonus schemes operate throughout the Group which include key performance indicators relating to the Company's overall financial and other performance. Employee share schemes are described in sections 2.3, 4.3, 5.2 and 9 of the Remuneration Report.

The means by which the Group communicates with shareholders is described in section 2 of the Corporate Governance Statement.

BHP Billiton has published its commitment to equality in employment in the Equality in Employment Policy and the Guide to Business Conduct. The Group gives full and fair consideration to applications for employment made by all people. Decisions are based on aptitudes and abilities and not on attributes unrelated to job performance (including disability). Should employees become disabled during employment, they

will be considered for available work within their capabilities and, where necessary, retraining. For the purpose of training, career development and promotion, disabled employees are treated in the same way as other employees although reasonable modifications will be made to the physical work environment and other arrangements made as appropriate to meet particular needs arising from a disability.

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### ***Environmental performance***

Particulars in relation to environmental performance are referred to in the section entitled "Performance in relation to environmental regulation" at the end of this Directors' Report and in the Sustainability Report available at <http://bhpbilliton.com/bb/investorsMedia/reports/annualReports.jsp>

### ***Dividends***

A final dividend of 18.5 US cents per share will be paid on 27 September 2006. Details of the dividends paid and the dividend policy are set out in the "Operating and financial review and prospects" and "Shareholder information" sections of this Report.

No dividends or distributions were recommended or declared for payment to shareholders but not paid during financial year 2006.

### ***Auditors***

A resolution to re-appoint KPMG Audit Plc as the auditor of BHP Billiton Plc will be proposed at the 2006 Annual General Meetings in accordance with section 385 of the United Kingdom Companies Act 1985.

A copy of the declaration given by the Group's External Auditors to the Directors in relation to the auditors' compliance with the independence requirements of the Australian Corporations Act 2001 and the professional code of conduct for external auditors is set out in the Lead Auditor's Independence Declaration and Independent Auditors' Reports located in the financial statements of this Report.

No person who was an officer of BHP Billiton during the financial year was a director or partner of the Group's External Auditors at a time when the Group's External Auditors conducted an audit of the Group.

Each person who held the office of Director at the date the Board resolved to approve this Directors' Report and makes the following statements:

so far as the Director is aware, there is no relevant audit information of which the Group's External Auditors are unaware, and

the Director has taken all steps that he or she ought to have taken as a Director to make him or herself aware of any relevant audit information and to establish that the External Auditors are aware of that information.

### ***Non-audit services***

Details of the non-audit services undertaken by the Group's External Auditors, including the amounts paid for non-audit services, are set out in note 4 to the financial statements. Based on advice provided by the Risk and Audit Committee, the Directors have formed the view that the provision of non-audit services is compatible with the general standard of independence for auditors, and that the immaterial nature of non-audit services means that auditor independence was not compromised. Further information about BHP Billiton's policy in relation to the provision of non-audit services by the auditor is set out in section 8.1 of the Corporate Governance Statement as well as the Principal Accountant Fees and Services section.

### ***Value of land***

Much of the Group's interest in land consists of leases and other rights that permit the working of such land and the erection of buildings and equipment thereon for the purpose of extracting and treating minerals. Such land is mainly carried in the accounts at cost and it is not possible to estimate the market value as this depends on product prices over the long term, which will vary with market conditions.

### ***Political and charitable donations***

No political contributions or donations for political purposes were made during the 2006 financial year. The Group made charitable donations in the United Kingdom of US\$1,137,333 (cash) (2005: US\$1,050,280) and worldwide including in-kind support and administrative cost totalling US\$81,286,299 (2005: US\$57,383,466).

*Exploration, research and development*

Companies within the Group carry out exploration and research and development necessary to support their activities.

*Creditor payment policy*

When BHP Billiton enters into a contract with a supplier, payment terms will be agreed when the contract begins and the supplier will be made aware of these terms. BHP Billiton does not have a specific policy towards its suppliers and does not follow any code or standard practice. However, BHP Billiton settles terms of payment with suppliers when agreeing overall terms of business and seeks to abide by the terms of the contracts to which it is bound. As at 30 June 2006, BHP Billiton Plc (the unconsolidated parent entity) had no trade creditors outstanding and therefore had zero days purchases outstanding in respect of costs, based on the total invoiced by suppliers during the financial year.



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***Class Order***

BHP Billiton Limited is a company of a kind referred to in Australian Securities and Investments Commission Class Order No 98/100, dated 10 July 1998. Amounts in this Directors Report and the financial statements, except estimates of future expenditure or where otherwise indicated, have been rounded to the nearest million dollars in accordance with that Class Order.

***Proceedings on behalf of BHP Billiton Limited***

No proceedings have been brought on behalf of BHP Billiton Limited, nor any application made under section 237 of the Australian Corporations Act 2001.

***Annual General Meeting***

The 2006 Annual General Meeting for BHP Billiton Limited will be held at the Brisbane Convention Exhibition Centre, corner Merivale and Glenelg Streets, South Bank, Brisbane, Queensland, Australia on Wednesday, 29 November 2006 commencing at 10.30 am. The 2006 Annual General Meeting for BHP Billiton Plc will be held at Royal Horticultural Halls, Lindley Hall, Elverton Street, London, United Kingdom on Thursday, 26 October 2006 commencing at 10.30 am. The notices convening the meetings have been sent to shareholders separately with this Annual Report, together with an explanation of the items of special business to be considered at the meetings.

The Directors Report is made in accordance with a resolution of the Board.

**Table of Contents****Directors share holdings**

The tables below set out information pertaining to the shares held by Directors in BHP Billiton Limited and BHP Billiton Plc:

<b>BHP Billiton Limited shares</b>	<b>As at date of Directors Report</b>	<b>As at 30 June 2006</b>	<b>As at 30 June 2005</b>
Paul Anderson <sup>(1)</sup>	60,000	60,000	101,922
Don Argus <sup>(2)</sup>	295,995	278,195	203,495
Charles Goodyear <sup>(2) (3)</sup>	998,755	954,254	746,007
David Brink			
John Buchanan			
Carlos Cordeiro <sup>(4)</sup>	6,550	6,550	
David Crawford <sup>(2)</sup>	29,127	29,127	29,127
Gail de Planque <sup>(5)</sup>	1,800	1,800	
David Jenkins	2,066	2,066	2,066
Marius Kloppers			
Chris Lynch	293,198	80,679	80,679
Jacques Nasser <sup>(6)</sup>	5,600	5,600	
Miklos Salamon			
John Schubert	23,675	23,675	23,675

<b>BHP Billiton Plc shares</b>	<b>As at date of Directors Report</b>	<b>As at 30 June 2006</b>	<b>As at 30 June 2005</b>
Paul Anderson			
Don Argus			
Charles Goodyear <sup>(2) (3)</sup>	2,000	2,000	2,000
David Brink	50,000	50,000	39,377
John Buchanan	20,000	20,000	4,000
Carlos Cordeiro			
David Crawford			
Gail de Planque			
David Jenkins	10,000	10,000	10,000
Marius Kloppers	440,183	335,333	75,764
Chris Lynch			
Jacques Nasser			
Miklos Salamon <sup>(2)</sup>	1,434,686	1,302,085	1,082,324
John Schubert			

- (1) 20,000 are held in the form of 10,000 American Depositary Shares.
- (2) Includes shares held in the name of spouse and/or nominee.
- (3) 82,604 BHP Billiton Limited shares are held in the form of 41,302 American Depositary Shares and 2,000 BHP Billiton Plc shares are held in the form of 1,000 American Depositary Shares.
- (4) Held in the form of 3,275 American Depositary Shares.
- (5) Held in the form of 900 American Depositary Shares.
- (6) Held in the form of 2,800 American Depositary Shares.

**Table of Contents****Key Management Personnel's share holdings (other than Directors)**

<b>BHP Billiton Limited shares</b>	<b>As at date of Directors Report</b>	<b>As at 30 June 2006</b>	<b>As at 30 June 2005</b>
Philip Aiken <sup>(1)</sup>	611,846	544,907	475,092
John Fast <sup>(1)(2)</sup>	3,595	3,595	3,459
Robert Kirkby <sup>(1)</sup>	770,102	666,227	640,740
Marcus Randolph	225,437	153,794	74,097
Alex Vanselow	11,466	11,466	2,000
Karen Wood	74,656	11,753	1,033
Mike Yeager			

(1) Includes shares held in the name of spouse and/or nominee.

(2) Includes 929 shares held by nominee in the form of endowment warrants.

**Directors and other Key Management Personnel's vested Performance and Deferred Shares and Options**

The table below shows GIS Performance Shares, Deferred Shares and Options held by Directors and other Key Management Personnel that have vested since the end of the financial year but have not been exercised.

	<b>Performance Shares</b>	<b>Deferred Shares</b>	<b>Options</b>
Charles Goodyear			180,613
Philip Aiken			
John Fast	43,826	53,908	
Robert Kirkby			
Marius Kloppers			
Chris Lynch			
Marcus Randolph			
Miklos Salamon			
Alex Vanselow	11,087	27,347	
Karen Wood	16,547	26,631	
Mike Yeager			

**Performance in relation to environmental regulation**

The Group's performance in relation to environmental regulation is measured by:

the number of prosecutions against, and the quantum of fines incurred by, the Group's global operations during the financial year, and

the number of environmentally significant incidents (including non-compliances) that occurred in the Group's global operations.

**Environmentally significant incidents**

An environmentally significant incident is one with a severity rating of 3 or above based on the Group's internal severity rating scale (tiered from 1 to 5 by increasing severity). The following three significant incidents occurred during the reporting period:

<b>BHP Billiton business</b>	<b>Description of incident</b>	<b>Severity rating</b>
Energy Coal - Optimum Colliery	At the Optimum Colliery, approximately 4,500 ML of mine-impacted water overflowed from a containment dam	3

into the Klein Olifant River and ultimately into the Middelburg Dam. Corrective measures include the installation of berm walls, early warning devices on pumps and an irrigation system. Improvements are being made to the water management system and changes have been made to risk assessment and inspection programs.

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<b>BHP Billiton business</b>	<b>Description of incident</b>	<b>Severity rating</b>
Petroleum Liverpool Bay	At the Liverpool Bay Lennox Platform an environmental incident occurred that resulted in a small spill of approximately 0.8 cubic metres of oil. The incident is currently under investigation.	3
Base Metals Tintaya Mine	An environmental incident occurred at the Tintaya copper mine on 9 December 2005, when a decrease in the pH of a small creek caused the death of fish in a local trout farm connected with the creek. The creek is a tributary of the Tintaya River and the fish farm is used as a bioindicator of the quality of the local waterways.	3

The source of the acidity that led to the decrease in pH was found to be drainage from Tintaya's oxide plant facilities that had reached the rainwater diversion system.

***Fines and prosecutions***

The following fine was imposed during financial year 2006:

<b>BHP Billiton business</b>	<b>Description of fine or prosecution</b>
Base Metals Cerro Colorado	As a result of a leach solution incident Cerro Colorado was assessed a fine by the regional authority (COREMA) of US\$91,070. The fine was based on: <ul style="list-style-type: none"> <li style="margin-left: 40px;">Lack of timely notification of the environmental excursion.</li> <li style="margin-left: 40px;">Lack of timely submission of an action plan.</li> <li style="margin-left: 40px;">Non-compliance with EIA commitments for management of leaks or spills of process solution.</li> </ul>
Base Metals Tintaya Mine	As a result of the environmental incident at the Tintaya copper mine described in the previous table, the regulating authority imposed a fine of 170,000 Peruvian soles (US\$50,990). The fine was based on: <ul style="list-style-type: none"> <li style="margin-left: 40px;">Inadequate control of rainfall runoff; and</li> <li style="margin-left: 40px;">Affecting the quality of water in the Yanamayo Creek.</li> </ul>

Further information about the Group's performance in relation to environmental regulation can be found in the Sustainability Report, which can be viewed on the Group's website at <http://sustainability.bhpbilliton.com/2006/>.



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### **Legal proceedings**

We are involved from time to time in legal proceedings and governmental investigations of a character normally incidental to our business, including claims and pending actions against us seeking damages or clarification of legal rights and regulatory inquiries regarding business practices. In many cases, insurance or other indemnification protection afforded to us relates to such claims and may offset the financial impact on the Group of a successful claim.

This section summarises the significant legal proceedings and investigations in which we are currently involved.

#### ***Pinal Creek/Miami Wash area***

BHP Copper Inc is involved in litigation concerning groundwater contamination resulting from historic mining operations near the Pinal Creek/Miami Wash area located in the State of Arizona, US. The details of this litigation are set forth under the heading Information on the Company Health, Safety, Environment and Community Decommissioning, site rehabilitation and environmental costs .

#### ***Rio Algom Pension Plan***

In June 2003, Alexander E Lomas, a retired member of the Pension Plan for Salaried Employees of Rio Algom Mines Limited (Plan), filed a Notice of Application in a representative capacity in the Ontario Superior Court of Justice-Commercial List against Rio Algom Limited (RAL) and the Plan Trustee alleging certain improprieties in their administration of the Plan and use of Plan funds from January 1966 onward.

Based on those allegations, Mr Lomas claims a breach by RAL of its employment contracts with salaried employees, a breach of trust and of the Trust Agreement underlying the Plan, a breach of the Pension Benefits Act of Ontario, and abuse by RAL of both its authority and fiduciary duty.

Mr Lomas makes claims for quantified monetary relief for himself and those Plan members he purports to represent of:

US\$103.75 million (C\$125 million) on account of monies alleged to have been improperly paid out or withheld from the Plan, together with compound interest calculated from the date of each alleged wrongdoing, and

punitive, aggravated and exemplary damages in the sum of US\$1.66 million (C\$2.00 million).

Mr Lomas also makes various claims for non-quantified relief.

Mr Lomas delivered his supporting affidavit in June 2004. RAL subsequently filed its affidavit in response.

Mr Lomas purports to represent members of the defined benefits portion of the Plan. On 19 May 2005, a consent order was obtained compelling Mr Lomas to add all other interested parties to the Application, in particular members of the defined contributions portion of the Plan. The defined contribution members have now been included as parties to this action.

RAL has notified its insurers and other third parties of possible claims against them in respect of the Application.

#### ***Class action concerning Cerrejon privatisation***

The NGO, Corporacion Colombia Transparente (CCT) brought three separate class actions (Popular Actions numbers 1,029, 1,032 and 1,048) against various defendants in connection with the privatisation of 50 per cent of the Cerrejon Zona Norte mining complex in Colombia in 2002. The complex is currently owned by Cerrejon Zona Norte SA (CZN) and Carbones del Cerrejon LLC (CDC). Our subsidiary Billiton Investment 3 BV owns a 33 per cent share in CDC and our subsidiaries Billiton Investment 3BV and Billiton Investment 8 BV (BHP Billiton Shareholders) collectively own a 33 per cent share in CZN. The BHP Billiton Shareholders have been named as defendants in Action 1,048, and BHP Billiton Company BV, BHP Billiton's original bidder for the complex, has been named as a defendant in Action 1,029.

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BHP Billiton Company BV was served with process in 2005 and filed a response in Action 1,029. None of the BHP Billiton Shareholders have been served with process.

CCT alleges that the defendants failed to comply with the privatisation process and that the offer price for shares in CZN between Stages 1 and 2 of the privatisation process was not correctly adjusted for inflation.

CCT claims that an additional Col\$25,487,367,179, which would be an adjustment of the CZN share price and if converted to year 2000 US dollars would yield the amount of approximately US\$12,000,000 (our share US\$4 million), is due or, in the alternative, a declaration that the privatisation is null and void and forfeiture of the transfer price paid of Col\$849,554,231,321, which if converted to year 2000 US dollars would yield the amount of approximately US\$400,000,000 (our share approximately US\$133 million), and in both instances together with unquantified sanctions including payment of stamp taxes, a 15 per cent recovery for plaintiff and annual default interests at the maximum rate authorised by law.



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During the first quarter of 2005, the Council of State applied a new legal interpretation applicable to class actions in Colombia providing that plaintiffs may not file additional class actions based on the same facts and legal arguments as existing actions. As a consequence the court dismissed Action 1,048 and nullified all proceedings in Action 1,029 with effect from 20 May 2004 (the date all additional defendants were joined). All shareholder defendants contend that the nullification means that the service of process in Action 1,029 and respective responses, which would include process served on BHP Billiton Company BV and its response, are null and void.

The plaintiff has appealed the court's decision in relation to Actions 1,029 and 1,048. The appeal is currently being considered by the Council of State.

### ***Bass Strait Longford***

On 23 November 2004, BHP Billiton Petroleum (Bass Strait) Pty Ltd issued proceedings against the operator of the Gippsland Basin joint venture, Esso Australia Resources Pty Ltd, and Esso Australia Pty Ltd in the Supreme Court of Victoria seeking compensation for the loss and damage suffered by BHP Billiton Petroleum Bass Strait arising from the 25 September 1998 explosion and fire at the Longford facility, Victoria, Australia. The quantum of the claim will be the subject of evidence in the case to be filed in due course. The damages sought include losses in relation to rebuilding and restoring the Longford facilities; additional operating costs incurred after the incident; and lost profits.

On 29 November 2004, Esso Australia Resources Pty Ltd issued proceedings against BHP Billiton Petroleum Bass Strait in the Supreme Court of Victoria, claiming that BHP Billiton Petroleum Bass Strait has wrongfully withheld certain costs in connection with the Longford incident and is seeking damages of approximately US\$45 million plus interest and a declaration that Esso's obligation to pay a A\$32.5 million class action settlement sum constitutes joint venture expenditure to be borne equally by Esso and BHP Billiton Petroleum Bass Strait. The class action settlement sum arose from a court approved settlement (reached in late 2004) of all claims in a class action commenced against Esso on behalf of Victorian gas consumers and employees stood down by employers during the shortage of gas following the Longford incident.

BHP Billiton Petroleum Bass Strait's proceeding against Esso and Esso's proceeding against BHP Billiton Petroleum Bass Strait have been consolidated into a single proceeding and will be heard together. Following the consolidation, Esso re-issued its claim, which increased from the above amount to approximately US\$61.6 million as at end of June 2005, plus interest. This amount now includes a half share of the US\$25.35 (A\$32.5) million class action settlement sum referred to above, plus additional compounding finance charges claimed by Esso on the amounts alleged to have been withheld by BHP Billiton Petroleum Bass Strait up to June 2005.

Esso has joined BHP Billiton Petroleum (North West Shelf) Pty Ltd as a third party to the proceedings. BHP Billiton Petroleum North West Shelf originally held the Gippsland Basin joint venture interest before assigning it to BHP Billiton Petroleum Bass Strait.

### ***Bass Strait Minerva gas field development***

On 4 April 2002, BHP Billiton Petroleum Pty Ltd, as operator on behalf of BHP Billiton Petroleum (Victoria) Pty Ltd (90 per cent) and Santos (BOL) Pty Ltd (10 per cent) (collectively the joint venturers) entered into a contract with McConnell Dowell Constructors (Aust) Pty Ltd (MCD) and Saipem (Portugal) Comercio Maritimo Lda (Saipem) (collectively the Contractor) for the turnkey construction of offshore and onshore flowlines and an onshore gas plant for the Minerva gas field development near Port Campbell, Victoria, Australia.

On 8 September 2003, the operator notified the Contractor of the joint venturers' termination of the contract on the grounds of various defaults by the Contractor. The Contractor alleged (and still alleges) that we were not entitled to terminate the contract and that purporting to do so constituted repudiation of the contract. The Contractor elected to accept the alleged repudiation and reserved its rights to claim compensation.

On 9 March 2004, MCD commenced proceedings against the joint venturers in the Supreme Court of Victoria. In addition to the above allegations, MCD claims in the alternative that the contract was void for uncertainty and that we have engaged in misleading and deceptive conduct in breach of the Australian Trade Practices Act. MCD presently claims compensation of between US\$21 million and US\$42 million (both our share) together with declaratory and injunctive relief in respect of the contract and parent company and bank guarantees currently held by us under the contract.

On 10 June 2004, the joint venturers filed their defence and counterclaim against MCD, Saipem and their respective parent company guarantors under the contract, Saipem SpA of Italy and Aveng Ltd of South Africa. The joint venturers' claim against them is based on the defaults by the Contractor referred to above. We have recently reduced our claim to US\$47 million (our share), comprising our additional costs of completing the Minerva flowlines and gas plant with other contractors, plus interest and costs.

The trial is scheduled to commence on 30 April 2007.

In view of the reduction of our claim referred to above, this matter is no longer considered material to the Group and we do not intend to include it in future reports.

*Australian Taxation Office assessments*

The Australian Taxation Office (ATO) has issued assessments against subsidiary companies, primarily BHP Billiton Finance Ltd, in respect of 1999-2002 financial years. The assessments relate to the deductibility of bad debts in respect of funding subsidiaries that undertook the Beenup, Boodarie Iron and Hartley projects. The assessments are for primary tax of US\$511 million and interest (net of tax) and penalties of US\$375 million. Appeals have been lodged in the Federal Court against the assessments.

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As at 30 June 2006, the total amount in dispute relating to bad debts on loans is approximately US\$886 million, including interest and penalties (after tax). An amount of US\$472 million in respect of the disputed amounts has been paid pursuant to ATO disputed assessments guidelines, of which US\$70 million was paid in July 2006. The amounts paid have been recognised as a reduction of the Group's net tax liabilities. Upon any successful challenge of the assessments, any sums paid will be refundable with interest.

### ***Mt Newman and Goldsworthy railway lines***

In June 2004, Fortescue Metals Group Limited (FMG) applied to the National Competition Council (NCC) to have the use of part of the Mt Newman railway line and part of the Goldsworthy railway line declared as a service under Part IIIA of the Trade Practices Act 1974 (Cwlth) (TPA). The NCC released decisions on two preliminary issues in respect of the matter. The NCC found that the two railway lines each provide a separate service and that the Mt Newman line service is capable of being considered further for declaration, while the Goldsworthy line service is not because it is part of a production process.

In December 2004 BHP Billiton Iron Ore Pty Ltd lodged an application with the Federal Court in Melbourne:

seeking a declaration that the Mt Newman line service is not a service within the meaning of s44B of the TPA and that the NCC does not have the jurisdiction or power to deal with FMG's application or to make a recommendation regarding declaration of the Mt Newman railway and

seeking an order or permanent injunction preventing the NCC from further dealing with the FMG application and/or making a recommendation regarding declaration of the Mt Newman line.

The trial is due to commence on 9 October 2006.

In a related matter, in February 2005 FMG instituted proceedings in the Federal Court in Perth appealing the decision of the NCC on the preliminary issue relating to the Goldsworthy line. Evidence in each Federal Court trial is to constitute evidence in the other.

With respect to FMG's application to the NCC in relation to the Mt Newman line, the NCC delivered its recommendation in respect of a declaration of that line to the relevant decision maker (ultimately being the Federal Treasurer) on 24 March 2006. On 23 May 2006, the Treasurer issued a press release stating that, as he had not published a decision to declare the Mt Newman line within the statutory period of 60 days from the date of the NCC's recommendation, it is taken that a decision not to declare has been taken and published.

FMG lodged an appeal against the Treasurer's decision with the Australian Competition Tribunal on 9 June 2006.

### ***Inquiry into certain Australian companies in relation to the UN Oil-For-Food Programme***

On 10 November 2005, the Government of the Commonwealth of Australia established an inquiry into claims by the UN Independent Inquiry Committee into the United Nations Oil-for-Food Programme (the so-called Volcker Report) that three Australian companies, including the Australian wheat exporter AWB Limited (AWB), made payments to the Government of Iraq or entities controlled by the Government of Iraq between 1999 and 2003 in breach of United Nations sanctions (Inquiry). The BHP Billiton Group was not named in connection with the establishment of the Inquiry.

Public hearings by the Inquiry's Commissioner commenced on 16 January 2006 and on 6 February 2006 the Commissioner's powers of inquiry were extended, at his request, to include an investigation into whether any conduct on the part of certain BHP Billiton Group Companies, two other companies with whom we had transacted business or any person associated with them in relation to:

the shipment of approximately 20,000 tonnes of Australian wheat to the Grain Board of Iraq in December 1995 to January 1996 and any agreements or arrangements made in relation to payment therefore or

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agreements by AWB to sell 1 million tonnes of Australian wheat to the Grain Board of Iraq in December 2002, including any renegotiations of those agreements or

the procurement of any United Nations approval and permission to export under the Customs (Prohibited Exports) Regulations 1958 in respect of the 1995-96 wheat shipment and the 2002 contracts, might have constituted a breach of any law of Australia and, if so, whether the question of criminal or other legal proceedings should be referred to the appropriate agency.

The results of the Inquiry and the Commissioner's recommendations are currently scheduled to be completed by 24 November 2006.

We have cooperated with the Inquiry from the outset and have produced documents in response to notices received from the Commissioner to produce documents relating to matters before the Inquiry. In addition, several current and former employees of the BHP Billiton Group have appeared before the Inquiry as witnesses.

We are conducting an internal review into the matters raised by the Inquiry that concern the BHP Billiton Group, and we will release the key findings of that review once the review is complete and the Inquiry has concluded.

**Table of Contents****5. SHAREHOLDER INFORMATION****Dividends**

We have a progressive dividend policy. This means that we seek to steadily increase or at least maintain the dividend in US dollars at each half yearly payment provided that we generate sufficient profit and cash flow to do so. The amount of any cash dividend paid by BHP Billiton Limited in respect of each BHP Billiton Limited share will normally be matched by an equivalent cash dividend by BHP Billiton Plc in respect of each BHP Billiton Plc share, and vice versa. If one Company has insufficient profits or is otherwise unable to pay the agreed dividend, the other Company will, as far as practicable, enter into such transactions as are necessary so as to enable both Companies to pay the equivalent quantum of dividends. The matching dividend will be calculated before the deduction of any withholding taxes or tax payable by or on behalf of, or any tax benefit arising to, a shareholder.

BHP Billiton Limited's Constitution allows for the issue of an Equalisation Share to a member of the BHP Billiton Plc Group and BHP Billiton Plc's Articles of Association allows for the issue of an equalisation share to a member of the BHP Billiton Limited Group. If issued, distributions may be made on the Equalisation Shares. The amount of any such distribution would be such as the relevant Board determines to be necessary, for example, to assist or enable the other Company to pay matching dividends on its shares. Whether or not Equalisation Shares are issued, the Boards of Directors retain the flexibility to decide from case to case whether to make contractual payments from one Company to the other, or to take any other action considered appropriate by the Boards to ensure the DLC equalisation principles are observed. The shareholders of both Companies will not have any interest in any Equalisation Shares issued and the Equalisation Shares will carry no voting rights.

BHP Billiton Limited will declare its dividends and other distributions in US dollars but will continue to pay its dividends in Australian dollars or other currencies as its shareholders may elect in cases determined by the BHP Billiton Limited Board. BHP Billiton Plc will continue to declare its dividends and other distributions in US dollars and make payments in pounds sterling to its shareholders registered on its principal register in the United Kingdom and South African rand to its shareholders registered on its branch register in South Africa, or in other currencies as its shareholders may elect in cases determined by the Board of BHP Billiton Plc.

**Major Shareholders*****BHP Billiton Limited***

The tables in the Directors' Report set forth, at 30 June 2006, 2005 and 2004, the holdings of Directors and executive officers of BHP Billiton Limited, as a group, of BHP Billiton Limited's voting securities. No person beneficially owned more than 5 per cent of BHP Billiton Limited's voting securities at 30 June 2006.

BHP Billiton Limited is not directly or indirectly controlled by another corporation or by any government. Other than as described in DLC structure previously, no major shareholder possesses voting rights that differ from those attaching to all of BHP Billiton Limited's voting securities.

At 30 June 2006, there were 1,492 registered holders of BHP Billiton Limited's voting securities in the United States, holding a total of 4,675,787 shares in BHP Billiton Limited or 0.13 per cent of the outstanding shares. In addition, at 30 June 2006, there were 1,055 registered holders of BHP Billiton Limited's American Depositary Receipts (ADRs) in the United States, holding a total of 284,885,572 shares in BHP Billiton Limited (142,442,786 ADRs each ADR represents two BHP Billiton Limited shares), or 8.15 per cent of the outstanding shares.

***BHP Billiton Plc***

The following table sets forth, at 30 June 2006, 2005 and 2004, the holdings of each person known to us, or ascertainable from public filings, to be the beneficial owner of more than 3 per cent of BHP Billiton Plc's voting securities, and the holdings of Directors and executive officers of BHP Billiton Plc, as a group, of BHP Billiton Plc's voting securities.

BHP Billiton Plc is not directly or indirectly controlled by another corporation or by any government. Other than as described in DLC Structure above, no major shareholder possesses voting rights that differ from those attaching to all of BHP Billiton Plc's voting securities.

Number	Percent of class at 30 June
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Title of class	Identity of person or group	owned	2006 <sup>(b)</sup>	2005 <sup>(b)</sup>	2004 <sup>(b)</sup>
Ordinary shares	Old Mutual Plc <sup>(a)</sup>	213,220,031	8.70%	9.06%	8.01%
Ordinary shares	Legal and General Investment Management Ltd	75,230,880	3.07%	3.05%	3.05%
Ordinary shares	Directors and executive officers as a group	1,719,418	0.07%	0.05%	0.04%

(a) Old Mutual Life Assurance Company (South Africa) Limited holds 120,438,409 shares representing 4.88 per cent of the total disclosed for Old Mutual Plc group companies.

(b) The percentages quoted are based on the issued share capital of 2,468,147,002 ordinary shares. The percentage for year 2006 is based on issued share capital of 2,449,327,002 ordinary shares.

At 30 June 2006, there were 65 registered holders of BHP Billiton Plc's voting securities in the United States, holding a total of 226,558 shares in BHP Billiton Limited or 0.009 per cent of the outstanding shares. In addition, at 30 June 2006, there were 53 registered holders of BHP Billiton Plc's ADRs in the United States, holding a total of 9,888,092 shares in BHP Billiton Plc (4,944,046 ADRs – each ADR represents two BHP Billiton Plc shares), or 0.40 per cent of the outstanding shares.

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### Markets

The principal trading market for BHP Billiton Limited's ordinary shares is the Australian Stock Exchange Ltd (ASX). BHP Billiton Limited ordinary shares are also listed on stock exchanges in Germany (Frankfurt), Switzerland (Zurich), and in the form of American Depositary Shares (ADSs) in the United States (New York NYSE:BHP). ADSs evidenced by American Depositary Receipts (ADRs), for which JPMorgan Chase Bank is the Depositary, have been listed for trading on the NYSE since 28 May 1987. Each ADS represents the right to receive two ordinary shares.

The principal trading market for BHP Billiton Plc's ordinary shares is the London Stock Exchange (LSE). BHP Billiton Plc's ordinary shares are also listed on stock exchanges in South Africa (Johannesburg), and in the form of American Depositary Shares (ADSs) in the US (New York NYSE:BBL). ADSs evidenced by American Depositary Receipts (ADRs), for which JPMorgan Chase Bank is the Depositary, have been listed for trading on the New York Stock Exchange, Inc since 25 June 2003 (prior to this date BHP Billiton Plc's ADRs traded on the over-the-counter market). Each ADS represents the right to receive two ordinary shares.

### Share price information

#### *BHP Billiton Limited*

The following tables set forth, for the periods indicated, the highest and lowest closing market quotations for BHP Billiton Limited ordinary shares reported on the Daily Official List of the ASX, and the highest and lowest closing prices for ADSs quoted on the New York Stock Exchange (NYSE), adjusted to reflect stock dividends.

	Ordinary shares <sup>(a)(b)</sup>		American Depositary Shares <sup>(a)(b)</sup>		
	High	Low	High	Low	
	A\$	A\$	US\$	US\$	
2000-01	11.37	8.76	11.93	9.05	
2001-02	12.49	7.87	12.95	7.93	
2002-03	10.66	8.22	12.65	8.90	
2003-04	12.79	8.30	20.10	11.30	
2004-05	First quarter	14.61	12.41	20.89	17.36
	Second quarter	15.68	13.55	24.38	20.65
	Third quarter	19.50	14.83	31.01	27.58
	Fourth quarter	18.48	15.55	28.86	23.46
2005-06	First quarter	22.48	18.09	34.24	27.35
	Second quarter	22.93	19.77	33.72	29.41
	Third quarter	28.00	23.18	40.22	34.22
	Fourth quarter	32.00	25.25	49.21	36.38

	Ordinary shares <sup>(a)(b)</sup>		American Depositary Shares <sup>(a)(b)</sup>	
	High A\$	A\$	High US\$	Low US\$
Month of January 2006	26.58	23.18	39.62	35.00
Month of February 2006	25.99	23.88	39.20	35.06
Month of March 2006	28.00	23.37	40.22	34.22
Month of April 2006	31.25	28.90	47.11	41.73
Month of May 2006	32.00	27.45	49.21	41.35
Month of June 2006	29.00	25.25	43.07	36.38
Month of July 2006	29.50	27.23	44.15	41.02
Month of August 2006	28.75	26.88	43.72	41.07

(a) Each ADS represents the right to receive two BHP Billiton Limited ordinary shares.

(b)

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Under the terms of the DLC structure, for each existing BHP Billiton Limited share held on 5 July 2001, the holder was entitled to 1.0651 additional BHP Billiton Limited shares. Accordingly, historical share prices have been restated to reflect this change. The total market capitalisation of BHP Billiton Limited at 30 June 2006 was A\$101.4 billion, which represented approximately 8.3 per cent of the total market capitalisation of all companies listed on the ASX. The closing price for BHP Billiton Limited ordinary shares on the ASX on such date was A\$29.00.



**Table of Contents****BHP Billiton Plc**

The following tables set forth, for the periods indicated, the highest and lowest closing market quotations for BHP Billiton Plc ordinary shares reported on the Daily Official List of the LSE, and the highest and lowest closing prices for ADSs quoted on the NYSE, adjusted to reflect stock dividends.

		Ordinary shares <sup>(a)(b)</sup>		American Depository Shares <sup>(a)(b)</sup>	
		High	Low	High	Low
		UK	UK	US\$	US\$
		pence	pence		
2000-01		364.12	214.25	10.43	6.11
2001-02		391.84	242.44	11.46	7.33
2002-03		351.50	259.50	11.25	5.07
2003-04		526.50	311.00	19.77	10.21
2004-05	First quarter	593.50	474.75	21.39	17.49
	Second quarter	621.00	553.50	23.69	20.15
	Third quarter	776.50	582.00	30.23	22.00
	Fourth quarter	729.50	624.00	27.38	23.04
2005-06	First quarter	916.00	722.00	32.50	25.90
	Second quarter	949.50	779.00	32.82	27.96
	Third quarter	1,071.50	916.50	38.07	32.00
	Fourth quarter	1,211.50	910.00	45.50	33.38

		Ordinary shares <sup>(a)(b)</sup>		American Depository Shares <sup>(a)(b)</sup>	
		High	Low	High	Low
		UK	UK	US\$	US\$
		pence	pence		
Month of January 2006		1,060.00	953.50	38.07	33.91
Month of February 2006		1,050.00	943.50	37.58	32.97
Month of March 2006		1,071.50	916.50	37.75	32.00
Month of April 2006		1,189.50	1,118.50	43.46	39.04
Month of May 2006		1,211.50	963.50	45.50	37.65
Month of June 2006		1,049.00	910.00	39.16	33.38
Month of July 2006		1,094.00	1,000.00	40.00	36.92
Month of August 2006		1,056.00	983.00	40.16	37.27

(a) Each ADS represents the right to receive two BHP Billiton Plc ordinary shares.

(b) The prices have been adjusted to reflect the terms of the DLC structure and the bonus issue allotted to existing BHP Billiton Plc shareholders in July 2002. Accordingly, historical share prices have been restated to reflect these changes.

The total market capitalisation of BHP Billiton Plc at 30 June 2006 was £25.7 billion, which represented approximately 1.44 per cent of the total market capitalisation of all companies listed on the LSE. The closing price for BHP Billiton Plc ordinary shares on the LSE on such date was £10.49.

**Table of Contents****Purchases of equity securities by the issuer**

Unless noted otherwise, the shares in column a were purchased to satisfy awards made under the various BHP Billiton Limited and Plc employee share schemes.

Period	a		c		d
	Total number of shares (or units) purchased	Average price paid per share (or units) <sup>(a)</sup>	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or program	
1 July 2005 to 31 July 2005				186,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Aug 2005 to 31 Aug 2005	3,334,314	15.63		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Sep 2005 to 30 Sep 2005	3,756,026	18.36		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Oct 2005 to 31 Oct 2005	1,173,370	17.86		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Nov 2005 to 30 Nov 2005	439,020	17.67		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Dec 2005 to 31 Dec 2005	454,482	18.41		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Jan 2006 to 31 Jan 2006	139,974	21.95		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Feb 2006 to 28 Feb 2006	430,388	20.06		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Mar 2006 to 31 Mar 2006	96,440,372	20.26	95,950,979 <sup>(d)</sup>	358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Apr 2006 to 30 Apr 2006	516,716	24.00		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 May 2006 to 31 May 2006	19,383,194	24.66	18,820,000 <sup>(e)</sup>	358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
1 Jun 2006 to 30 Jun 2006	34,441	23.34		358,000,000 <sup>(b)</sup> 246,814,700 <sup>(c)</sup>	
<b>TOTAL</b>	<b>126,102,297</b>	<b>18.26</b>	<b>114,770,979</b>		

- (a) The shares were purchased in the currency of the stock exchange on which the purchase took place, and the sale price has been converted into US dollars at the exchange rate of the day of the purchase.
- (b) As at 30 June 2006, these shares in BHP Billiton Limited could be repurchased pursuant to the on-market share buy-back program. Since 30 June 2006, the program has been extended by 12 months to 30 September 2007 and the number of shares that may be repurchased under the program has been reduced to 349,000,000.
- (c) These shares in BHP Billiton Plc may be repurchased pursuant to the authority granted by the BHP Billiton shareholders at the 2004 and 2005 Annual General Meetings. A renewal of this authority is being sought at the 2006 Annual General Meetings.

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- (d) On 3 April 2006, the BHP Billiton Group completed an off-market buy-back of 95,950,979 BHP Billiton Limited shares. In accordance with the structure of the buy-back, US\$145 million was allocated to the share capital of BHP Billiton Limited and US\$1,475 million was allocated to retained earnings. These shares were then cancelled. The final price for the buy-back was A\$23.45 per share, representing a discount of 14 per cent to the volume weighted average price of BHP Billiton Limited shares over the five days up to and including the closing date of the buy-back.

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- (e) On 16 May 2006, the BHP Billiton Group completed an on-market buy-back of 18,820,000 BHP Billiton Plc shares. All BHP Billiton Plc shares bought back are held as Treasury shares within the share capital of BHP Billiton Plc. The shares were repurchased at an average price of £11.5356, representing a discount of 8.8 per cent to the average BHP Billiton Limited share price between 27 April 2006 and 16 May 2006.

**Exchange controls**

***BHP Billiton Plc***

There are no UK foreign exchange controls or other restrictions on the export or import of capital or on the payment of dividends to non-resident holders of BHP Billiton Plc shares. However, there are certain sanctions adopted by the UK Government implementing resolutions of the Security Council of the United Nations against certain countries, entities and individuals, including senior officials of the previous Government of Iraq and their immediate families and those linked the Taliban and Al Qaeda and other terrorist organisations.

There are no restrictions under BHP Billiton Plc's Articles of Association or under UK law that limit the right of non-resident or foreign owners to hold or vote BHP Billiton Plc's shares.

***BHP Billiton Limited***

The Reserve Bank of Australia does not inhibit the import and export of funds, and no permission is required by BHP Billiton Limited for the movement of funds in and out of Australia. However, certain Australian foreign exchange and other controls are in place against certain countries, entities and individuals including: individuals or entities linked with the Taliban, Al Qaeda and other terrorist organisations; senior officials of the previous Government of Iraq and their immediate families; individuals and entities associated with the regime of former President of Yugoslavia, Slobodan Milosevic and certain ministers and senior officials of then Government of Zimbabwe. These controls impose certain approval and reporting requirements on transactions involving such countries, entities and individuals and/or assets controlled or owned by them.

Remittances of any dividends, interest or other payments by BHP Billiton Limited to non-resident holders of BHP Billiton Limited's securities are not restricted by exchange controls or other limitations save that, in certain circumstances, BHP Billiton may be required to withhold Australian taxes.

There are no limitations, either under the laws of Australia or under the Constitution of BHP Billiton Limited, to the right of non-residents to hold or vote BHP Billiton Limited ordinary shares other than as set out below.

The Foreign Acquisitions and Takeovers Act 1975 (Cth) (the Takeovers Act) applies to an acquisition by a foreign person of an interest in the shares of an Australian company with total assets of A\$50 million or more, which results in the acquisition of or addition to a substantial interest in the Australian company. However, as a result of the US Free Trade Agreement Implementation Act 2004 (Cth), at 30 June 2006, this threshold is increased to A\$831 million for investments in non-sensitive sectors and A\$52 million for investments in sensitive sectors (such as banking and media) for investors from the United States.

A substantial interest is defined to be any single foreign person and its associates controlling 15 per cent or more, or two or more foreign persons and their associates in aggregate controlling 40 per cent or more, of shares or voting power. Accordingly, any proposed acquisition that would result in these thresholds being exceeded must be notified to the Treasurer of the Commonwealth of Australia in advance of the acquisition.

The Takeovers Act, therefore, affects BHP Billiton Limited and its subsidiaries in two ways. First, because BHP Billiton Limited is an Australian incorporated company, it may affect the right of non-Australian residents, including US residents, to hold ordinary shares in BHP Billiton Limited. It will not affect the voting or other rights attached to those shares if they are acquired or held in accordance with the terms of the Takeovers Act. Second, because at 30 June 2006 BHP Billiton Limited and its subsidiaries are considered foreign persons for the purposes of the Takeovers Act, BHP Billiton Limited and its subsidiaries must apply to the Treasurer for prior approval under the Takeovers Act before certain activities are undertaken, including the acquisition of shares in Australian companies, meeting the thresholds described above.

Under the Corporations Act 2001 (Cth), residents and non-residents of Australia must not, subject to certain exceptions, acquire a relevant interest in shares in a listed company or an unlisted company with more than 50 members if this will result in a person's voting power increasing to more than 20 per cent, or increasing from a starting point that is above 20 per cent and below 90 per cent. Those restrictions, and the applicable provisions contained in the takeovers code under UK law, are also entrenched in the Constitution of BHP Billiton Limited and the Articles of Association of BHP Billiton Plc.

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There are no other statutory or regulatory provisions of Australian law or ASX requirements that restrict foreign ownership or control of BHP Billiton Limited.

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### **Taxation**

The taxation discussion set forth below describes the material Australian income tax, UK tax and US federal income tax consequences of a US holder (as hereinafter defined) owning BHP Billiton Limited ordinary shares or ADSs or BHP Billiton Plc ordinary shares or ADSs. The discussion is based on the Australian, UK and US tax laws currently in effect, as well as on the double taxation convention between Australia and the US (the Australian Treaty), the double tax convention between the UK and the US (the UK Treaty) and the estate tax conventions between the UK and the US (the UK Estate Tax Treaty). For purposes of this discussion, a US holder is a beneficial owner of ordinary shares or ADSs who is, for US federal income tax purposes, a citizen or individual resident of the US, a domestic corporation, an estate whose income is subject to US federal income tax regardless of its source, or a trust if a US court can exercise primary supervision over the trust's administration and one or more US persons are authorised to control all substantial decisions of the trust.

We recommend that holders of ordinary shares or ADSs consult their own tax advisers regarding the Australian, UK and US federal, state and local tax and other tax consequences of owning and disposing of ordinary shares and ADSs in their particular circumstances.

### **Shareholdings in BHP Billiton Limited**

#### *Australia taxation*

In this section references to resident and non-resident refer to residence status for Australian income tax purposes.

#### *Dividends*

Under the Australian Treaty, dividends paid by BHP Billiton Limited to a US holder who or which is eligible for treaty benefits and whose holding is not effectively connected with a permanent establishment in Australia or, in the case of a shareholder who performs independent personal services from a fixed base situated therein, is not connected with that fixed base, may be subject to Australian withholding tax at a rate not exceeding 15 per cent of such gross dividend.

Dividends paid to non-residents of Australia are exempt from withholding tax to the extent to which such dividends are franked under Australia's dividend imputation system or as declared by BHP Billiton Limited to be conduit foreign income (CFI). Dividends are considered to be franked to the extent that they are paid out of post 1986-87 income on which Australian income tax has been levied. CFI is made up of certain amounts that are earned by BHP Billiton Limited that are not subject to tax in Australia, such as dividends remitted to Australia by foreign subsidiaries. Any part of a dividend paid to a US holder that is not franked and is not CFI will generally be subject to Australian withholding tax unless a specific exemption applies.

#### *Sale of ordinary shares and ADSs*

A US citizen who is a resident of Australia (other than certain temporary residents) or a US corporation that is a resident of Australia (by reason of carrying on business in Australia and either being managed and controlled in Australia or having its voting power controlled by shareholders who are residents of Australia) may be liable for income tax on any profit on disposal of ordinary shares or ADSs, or Australian capital gains tax on the disposal of ordinary shares or ADSs acquired after 19 September 1985.

Under Australian law as currently in effect, no income or other tax is payable on any profit on disposal of ordinary shares or ADSs held by persons not resident in Australia except if the profit is of an income nature and sourced in Australia, or the sale is subject to Australian capital gains tax. If the profit is sourced in Australia, it will not be taxable in Australia if it represents business profits of an enterprise carried on by a US holder entitled to treaty benefits and the enterprise does not carry on business in Australia through a permanent establishment situated in Australia.

Any gain upon disposal of ordinary shares or ADSs, if held by a person not resident in Australia, may be subject to capital gains tax if the non-resident (together with associates, if any) beneficially owns or owned at any time during so much of the period of five years preceding the disposal, 10 per cent or more by value of the issued share capital of BHP Billiton Limited (excluding share capital carrying no right to participate beyond a specified amount in a distribution of profits or capital), or where the ordinary shares or ADSs have been used by the non-resident in carrying on a trade or business through a permanent establishment in Australia. Amendments currently being considered by the Australian Parliament will, if enacted, further limit the application of the capital gains tax rules for non-residents.

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Australian capital gains tax is generally payable upon the net capital gain arising from the sale of assets acquired after 19 September 1985. For individuals, only 50 per cent of the capital gain (calculated with no indexation of the cost base and after offsetting capital losses, if any) arising from the sale of assets acquired on or after 11.45 am Australian Eastern Standard Time 21 September 1999, is subject to capital gains tax (provided the asset is held for at least 12 months). For assets acquired between 20 September 1985 and 21 September 1999 but sold after 21 September 1999, individuals have the choice of calculating the capital gain as either 50 per cent of the capital gain (calculated with no indexation of the cost base and after offsetting capital losses, if any) or the disposal proceeds less the cost indexed for inflation up to 30 September 1999. If an asset is held for less than 12 months, 100 per cent of the net capital gain (calculated with no indexation of the cost base) is subject to capital gains tax. Capital losses are calculated with no indexation of the cost base and can only be offset against capital gains.

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### *US taxation*

This section describes the material US federal income tax consequences to a US holder of owning ordinary shares or ADSs. It applies only to ordinary shares or ADSs that are held as capital assets for tax purposes. This section does not apply to a holder of ordinary shares or ADSs who is a member of a special class of holders subject to special rules, including a dealer in securities, a trader in securities that elects to use a mark-to-market method of accounting for its securities holdings, a tax-exempt organisation, a life insurance company, a person liable for alternative minimum tax, a person who actually or constructively owns 10 per cent or more of the voting stock of BHP Billiton Limited, a person who holds ordinary shares or ADSs as part of a straddle or a hedging or conversion transaction, or a US holder whose functional currency is not the US dollar.

This section is based in part upon the representations of the Depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

In general, for US federal income tax purposes, a holder of ADSs will be treated as the owner of the ordinary shares represented by those ADSs. Exchanges of ordinary shares for ADSs, and ADSs for ordinary shares, will generally not be subject to US federal income tax.

### *Dividends*

Under the US federal income tax laws, a US holder must include in its gross income the gross amount of any dividend paid by BHP Billiton Limited out of its current or accumulated earnings and profits (as determined for US federal income tax purposes). The holder must include any Australian tax withheld from the dividend payment in this gross amount even though the holder does not in fact receive it. The dividend is taxable to the holder when the holder in the case of ordinary shares, or the Depositary in the case of ADSs, receives the dividend, actually or constructively.

If you are a non-corporate US holder, dividends paid to you on shares or ADSs in taxable years before 1 January 2011 will be taxable to you at the rate applicable to long-term capital gains (generally at a maximum rate of 15 per cent) provided that the ADSs remain readily tradeable on an established securities market in the US and you hold the shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. In the case of a corporate US holder, dividends on shares and ADSs are taxed as ordinary income and will not be eligible for the dividends received deduction generally allowed to US corporations in respect of dividends received from other US corporations.

Distributions in excess of current and accumulated earnings and profits, as determined for US federal income tax purposes, will be treated as a non-taxable return of capital to the extent of the holder's basis in the ordinary shares or ADSs and thereafter as a capital gain.

Subject to certain limitations, Australian tax withheld in accordance with the Australian Treaty and paid over to Australia will be creditable against your US federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are taxed at the capital gains rate. To the extent a refund of the tax withheld is available to a US holder under Australian law or under the Australian Treaty, the amount of tax withheld that is refundable will not be eligible for credit against the holder's US federal income tax liability.

Dividends will be income from sources outside the US, but generally will be, for taxable years beginning before 1 January 2007, passive income or financial services income or, for taxable years beginning after 31 December 2006, passive or general income, which in either case is treated separately from other types of income for purposes of computing the foreign tax credit allowable to a US holder.

### *Sale of ordinary shares and ADSs*

A US holder who sells or otherwise disposes of ordinary shares or ADSs will recognise a capital gain or loss for US federal income tax purposes equal to the difference between the US dollar value of the amount realised and its tax basis, determined in US dollars, in those ordinary shares or ADSs. The capital gain of a non-corporate US holder that is recognised before 1 January 2011 is generally taxed at a maximum rate of 15 per cent where the holder has a holding period greater than 12 months. The gain or loss will generally be income or loss from sources within the US for foreign tax credit limitation purposes.

### **Shareholdings in BHP Billiton Plc**

The UK and the US entered into a new double tax convention on 31 March 2003. The commentary below is based on this treaty.



***UK taxation***

*Dividends*

Under UK law, no UK tax is required to be withheld at source from dividends paid on ordinary shares or ADSs.

*Sale of ordinary shares and ADSs*

US holders will not be liable for UK tax on capital gains realised on disposal of ordinary shares or ADSs unless:

they are resident or ordinarily resident in the UK or

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they carry on a trade, profession or vocation in the UK through a branch or agency for the years in which the disposal occurs and the shares or ADSs have been used, held or acquired for the purposes of such trade (or profession or vocation), branch or agency. In the case of a trade, the term branch includes a permanent establishment.

Individuals resident in the UK for tax purposes on or after 17 March 1998 and who become US holders while so resident may become subject to UK tax on capital gains if they dispose of shares or ADSs while resident for tax purposes in the US but resume UK tax residence within five complete UK tax years of the disposition. Under the UK Treaty, US holders who are eligible for treaty benefits are entitled to claim US tax paid on such a disposition as a credit against any corresponding UK tax payable.

A US holder is generally eligible for benefits under the UK Treaty if the holder (i) is a resident of the US for the purposes of the UK Treaty, (ii) does not maintain a permanent establishment or fixed base in the UK to which ordinary shares or ADSs are attributable and through which the US holder carries on or has carried on business (or, in the case of an individual, performs or has performed independent personal service, (iii) is otherwise eligible for benefits under the UK Treaty with respect to income and gain from ordinary shares, and (iv) satisfies the limitations of benefits article of the UK Treaty.

### *UK inheritance tax*

An individual who, under the UK Estate Tax Treaty, is a US holder and is domiciled in the US and not domiciled in the UK will not be subject to UK inheritance tax on the disposal of the ordinary shares or ADSs by way of a gift or upon the individual's death. The exception to this is where the ordinary shares or ADSs are part of the business property of a UK permanent establishment of the individual US holder or pertain to a UK fixed base of an individual who performs independent personal services.

Special rules apply to ADSs held in trust.

In all other cases, UK inheritance tax may apply to the gift of the ordinary shares or ADSs or on the individual's death. The UK Estate Tax Treaty provides a credit mechanism where an individual is subject both to UK inheritance tax and to US federal estate or gift tax.

### *UK stamp duty and stamp duty reserve tax*

Stamp duty reserve tax is generally payable on the transfer of ordinary shares to the depository or their nominee where those shares are for inclusion in the ADSs. The current rate of stamp duty reserve tax is 1.5 per cent on the purchase price or market value of the transferred shares.

Transfer of the ADSs will not give rise to stamp duty if the instrument of transfer is not executed in the UK and remains outside the UK.

Transfers of ordinary shares to persons other than the depository or their nominee will give rise to stamp duty or stamp duty reserve tax at the time of transfer. The relevant rate is currently 0.5 per cent of the amount payable for the shares. The purchaser normally pays the stamp duty or stamp duty reserve tax.

Special rules apply to transactions involving intermediaries and stock lending.

### *US taxation*

This section describes the material US federal income tax consequences to a US holder of owning ordinary shares or ADSs. It applies only to ordinary shares or ADSs that are held as capital assets for tax purposes. This section does not apply to a holder of ordinary shares or ADSs who is a member of a special class of holders subject to special rules, including a dealer in securities, a trader in securities who elects to use a mark-to-market method of accounting for their securities holdings, a tax-exempt organisation, a life insurance company, a person liable for alternative minimum tax, a person who actually or constructively owns 10 per cent or more of the voting stock of BHP Billiton Plc, a person who holds ordinary shares or ADSs as part of a straddle or a hedging or conversion transaction, or a US holder whose functional currency is not the US dollar.

This section is based in part upon the representations of the Depository and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with their terms.

In general, for US federal income tax purposes, a holder of ADSs will be treated as the owner of the ordinary shares represented by those ADSs. Exchanges of ordinary shares for ADSs, and ADSs for ordinary shares, will generally not be subject to US federal income tax.

*Dividends*

Under the US federal income tax laws, a US holder must include in their gross income the gross amount of any dividend paid by BHP Billiton Plc out of its current or accumulated earnings and profits (as determined for US federal income tax purposes).

The dividend is taxable to the holder when the holder, in the case of ordinary shares, or the Depositary, in the case of ADSs, receives the dividend, actually or constructively.

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If you are a non-corporate US holder, dividends paid to you on shares or ADSs in taxable years beginning before 1 January 2011 will be taxable to you at the rate applicable to long-term capital gains (generally at a maximum rate of 15 per cent) provided that the ADSs remain readily tradeable on an established securities market in the US and you hold the shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date, and meet other holding period requirements. In the case of a corporate US holder, dividends on shares and ADSs are taxed as ordinary income and will not be eligible for the dividends received deduction generally allowed to US corporations in respect of dividends received from other US corporations.

Distributions in excess of current and accumulated earnings and profits, as determined for US federal income tax purposes, will be treated as a non-taxable return of capital to the extent of the holder's basis in the ordinary shares or ADSs and thereafter as a capital gain.

Dividends will be income from sources outside the US, but generally will for taxable years beginning before 1 January 2007, be passive income or financial services income or, for taxable years beginning after 31 December 2006, passive or general income, which in either case is treated separately from other types of income for purposes of computing the foreign tax credit allowable to a US holder.

### *Sale of ordinary shares and ADSs*

A US holder who sells or otherwise disposes of ordinary shares or ADSs will recognise a capital gain or loss for US federal income tax purposes equal to the difference between the US dollar value of the amount realised and its tax basis, determined in US dollars, in those ordinary shares or ADSs. The capital gain of a non-corporate US holder that is recognised before 1 January 2011 is generally taxed at a maximum rate of 15 per cent where the holder has a holding period greater than 12 months. The gain or loss will generally be income or loss from sources within the US for foreign tax credit limitation purposes.

## **Constitution**

The following text summarises the Constitution of BHP Billiton Limited and the Articles of Association of BHP Billiton Plc. The Constitution of BHP Billiton Limited and the Articles of Association of BHP Billiton Plc are, so far as possible, identical for ease of administration. Where the term BHP Billiton is used in this description of the Constitution and Articles of Association, it can be read to mean either BHP Billiton Limited or BHP Billiton Plc.

### *Directors*

The management and control of the business and affairs of BHP Billiton are vested in the Board of Directors, which, in addition to the powers and authorities conferred on it by the Constitution and Articles of Association, may exercise all powers and do everything that is within the power of BHP Billiton, other than what is required to be exercised or done by BHP Billiton in a general meeting.

### *Power to vote where materially interested*

A Director may not vote in respect of any contract or arrangement or any other proposal in which he or she has a material personal interest. A Director shall not be counted at a meeting in relation to any resolution on which he or she is not entitled to vote.

### *Power to vote in relation to compensation/remuneration*

Subject to the provisions of the Australian Corporations Act 2001 and the United Kingdom Companies Act, a Director is entitled to vote, and be counted in the quorum, in respect of any resolution concerning any of the following matters, namely where the material personal interest:

arises because the Director is a shareholder of BHP Billiton and is held in common with the other shareholders of BHP Billiton

arises in relation to the Director's remuneration as a Director of BHP Billiton

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relates to a contract BHP Billiton is proposing to enter into that is subject to approval by the shareholders and will not impose any obligation on BHP Billiton if it is not approved by the shareholders

arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan, or proposed loan, to BHP Billiton

arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to above

relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of BHP Billiton, but only if the contract does not make BHP Billiton or a related body corporate the insurer

relates to any payment by BHP Billiton or a related body corporate in respect of a permitted indemnity, as defined under law, or any contract relating to such an indemnity or

is in a contract, or proposed contract with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a Director of a related body corporate.

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### ***Borrowing powers***

Any Director may lend money to BHP Billiton at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by BHP Billiton and underwrite or guarantee the subscription of shares or securities of BHP Billiton or of any corporation in which BHP Billiton may be interested. In terms of actual borrowing power, the Board may entrust to any Director holding any executive office any of the borrowing powers exercisable under the Constitution or the Articles of Association.

### ***Retirement of Directors***

A person who has attained the age of 70 may by special resolution be appointed or re-appointed as a Director of BHP Billiton to hold office until the conclusion of BHP Billiton's next Annual General Meeting. A person who has attained the age of 70 during that person's tenure as a Director may continue to act as a Director during the period that starts on the day on which they turn 70 and ends at the conclusion of the first Annual General Meeting of BHP Billiton after that day.

In relation to retirement generally, at every general meeting one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not less than one-third, must retire from office. The Directors to retire are those longest in office since last being elected. As between Directors who were elected on the same day, the Directors to retire are determined by lot (in default of agreement between them). Further, a Director must retire from office at the conclusion of the third Annual General Meeting after which the Director was elected or re-elected.

### ***Rights attaching to shares***

#### ***Dividend rights***

Under law, dividends on shares may only be paid out of profits available for distribution. The Constitution and Articles of Association provide that payment of any dividend may be made in any manner, by any means and in any currency determined by the Board.

All unclaimed dividends may be invested or otherwise used by the Board for the benefit of BHP Billiton until claimed or otherwise disposed of according to law.

#### ***Voting rights***

Voting at any general meeting of BHP Billiton Limited shareholders is in the first instance to be conducted by a show of hands unless a poll is demanded by any of the following (except in relation to the election of a chairman of a meeting or, unless the Chairman otherwise determines, the adjournment of a meeting):

the Chairman

any shareholder under the law or

the holder of the BHP Special Voting Share.

In addition, at any general meeting a resolution, other than a procedural resolution, put to the vote of the meeting on which the holder of the BHP Special Voting Share is entitled to vote shall be decided on a poll.

On a show of hands, every shareholder present, except the holder of the BHP Special Voting Share, has one vote. Where a shareholder has appointed more than one person as representative, proxy or attorney for that shareholder, none of the representatives, proxies or attorneys are entitled to vote on a show of hands. On a poll, however, votes may be given either personally or by proxy.

Voting at any general meeting of BHP Billiton Plc is in the first instance to be conducted by a show of hands unless a poll is demanded by any of the following:

the Chairman

not less than five members present in person or by proxy and entitled to vote

a member or members present in person or by proxy and representing not less than 5 per cent of the total voting rights of all the members having the right to vote at the meeting or

the holder of the Billiton Special Voting Share.

In addition, at any general meeting a resolution, other than a procedural resolution, put to the vote of the meeting on which the holder of the Billiton Special Voting Share is entitled to vote shall be decided on a poll.

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On a show of hands, every shareholder present, except the holder of the Billiton Special Voting Share, has one vote. Where a shareholder has appointed more than one person as representative, proxy or attorney for that shareholder, none of the representatives, proxies or attorneys are entitled to vote on a show of hands. On a poll, however, votes may be given either personally or by proxy.

### ***Rights to share in BHP Billiton Limited's profits***

The rights attached to the shares of BHP Billiton Limited, as regards the participation in the profits available for distribution, are as follows:

The holders of any preference shares shall be entitled, in priority to any payment of dividend to the holders of any other class of shares, to a preferred right to participate as regards dividends up to but not beyond a specified amount in distribution.

Subject to the special rights attaching to any preference shares but in priority to any payment of dividends on all other classes of shares, the holder of the Equalisation Shares shall be entitled to be paid such dividends as are declared.

Any surplus remaining after payment of the distributions shall be payable to the holders of BHP Billiton Limited ordinary shares and the BHP Special Voting Share in equal amounts per share.

### ***Rights to share in BHP Billiton Plc's profits***

The rights attached to the shares of BHP Billiton Plc, in relation to the participation in the profits available for distribution, are as follows:

The holders of the cumulative preference shares shall be entitled, in priority to any payment of dividend to the holders of any other class of shares, to be paid a fixed cumulative preferential dividend (Preferential Dividend) at a rate of 5.5 per cent per annum, to be paid annually in arrears on 31 July in each year or, if any such date shall be a Saturday, Sunday or public holiday in England, on the first business day following such date in each year. Payments of Preferential Dividends shall be made to holders on the register at any date selected by the Directors up to 42 days prior to the relevant fixed dividend date.

Subject to the rights attaching to the cumulative preference shares, but in priority to any payment of dividends on all other classes of shares, the holder of the Billiton Special Voting Share shall be entitled to be paid a fixed dividend of US\$0.01 per annum payable annually in arrears on 31 July.

Subject to the rights attaching to the cumulative preference shares and the Billiton Special Voting Share, but in priority to any payment of dividends on all other classes of Shares, the holder of the Equalisation Share shall be entitled to be paid such dividends as the Board may decide to pay thereupon.

Any surplus remaining after payment of the distributions under the above distributions shall be payable to the holders of the BHP Billiton Plc ordinary shares in equal amounts per BHP Billiton Plc ordinary share.

### ***Liquidation***

On a return of assets on liquidation, the assets of BHP Billiton Limited remaining available for distribution among shareholders, after giving effect to the payment of all prior ranking amounts owed to all creditors and holders of preference shares, shall be applied in paying to the holders of the BHP Special Voting Share and the Equalisation Share an amount of up to A\$2.00 on each such share, on an equal priority with any amount paid to the holders of BHP Billiton Limited ordinary shares, and any surplus remaining shall be applied in making payments solely to the holders of BHP Billiton Limited ordinary shares in accordance with their entitlements.



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Subject to the payment of prior ranking amounts owed to the creditors of BHP Billiton Plc and prior ranking statutory entitlements, the assets of BHP Billiton Plc to be distributed on a winding up shall be distributed to the holders of shares in the following order of priority:

to the holders of the cumulative preference shares, the repayment of a sum equal to the nominal capital paid up or credited as paid up on the cumulative preference shares held by them and accrual, if any, of the Preferential Dividend whether such dividend has been earned or declared or not, calculated up to the date of commencement of the winding up and

to the holders of the BHP Billiton Plc ordinary shares and to the holders of the Billiton Special Voting Share and the Equalisation Share, the payment out of surplus, if any, remaining after the distribution under the previous bullet point above of an equal amount for each Billiton ordinary share, the Billiton Special Voting Share and the Equalisation Share, if issued, subject to a maximum in the case of the Billiton Special Voting Share and the Equalisation Share of the nominal capital paid up on such shares.

### ***Redemption***

If BHP Billiton Limited at any time proposes to create and issue any preference shares, the preference shares may be issued on the terms that they are to be redeemed or, at the option of either or both BHP Billiton Limited and the holder, are liable to be redeemed, whether out of share capital, profits or otherwise.

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The preference shares confer on the holders the right to convert the preference shares into ordinary shares if, and on the basis, the Board determines at the time of issue of the preference shares.

The preference shares are to confer on the holders:

the right (on redemption and on a winding up) to payment in cash in priority to any other class of shares of (i) the amount paid or agreed to be considered as paid on each of the preference shares (ii) the amount, if any, equal to the aggregate of any dividends accrued but unpaid and of any arrears of dividends

the right, in priority to any payment of dividend on any other class of shares, to the preferential dividend.

There is no equivalent provision in the Articles of Association of BHP Billiton Plc.

### ***Capital calls***

Subject to the terms on which any shares may have been issued, the Board may make calls on the shareholders in respect of all moneys unpaid on their shares. Each shareholder is liable to pay the amount of each call in the manner, at the time and at the place specified by the Board. A call is considered to have been made at the time when the resolution of the Board authorising the call was passed.

### ***Changes to rights of shareholders***

Rights attached to any class of shares issued by either BHP Billiton Limited or BHP Billiton Plc can only be varied where such variation is approved both:

by the Company that issued the relevant shares, as a special resolution

by the holders of the issued shares of the affected class, either at a special meeting by resolution passed by not less than three-quarters of the holders present at the meeting and by voting, or in writing signed by the holders of at least three-quarters of the issued shares of that class. The Board may determine that the resolution to be passed by the relevant Company is either a Class Rights Action or a Joint Electorate Action, and accordingly the resolution may need to be passed by the shareholders of both BHP Billiton Limited and BHP Billiton Plc.

Various rights attaching to all shares issued by either BHP Billiton Limited or BHP Billiton Plc can only be varied where such variation is approved as either a Class Rights Action or a Joint Electorate Action, depending on the type of right to be varied. The Constitution of BHP Billiton Limited and the Articles of Association of BHP Billiton Plc set out those rights that may only be varied as a Class Rights Action, and those rights that may only be varied as a Joint Electorate Action.

For a description of a Class Rights Action and a Joint Electorate Action, refer to the Organisational structure - voting section of this Report.

These conditions are more significant than is required by Australian and UK law to the extent that the Board determines the relevant resolution is either a Class Rights Action or a Joint Electorate Action.

### ***Conditions governing general meetings***

All provisions relating to general meetings apply to any special meeting of any class of shareholders that may be held. Therefore, the following information relates equally to Annual General Meetings and extraordinary general meetings.

The Board may and shall on requisition in accordance with applicable laws call a general meeting. No shareholder may convene a general meeting of BHP Billiton except where entitled under law to do so. Any Director may convene a general meeting whenever the Director thinks fit. Notice of a meeting must be given in the form and manner in which the Board thinks fit. Five shareholders present constitute a quorum for a

meeting. A shareholder who is entitled to attend and cast a vote at a general meeting of BHP Billiton Limited may appoint a person as a proxy to attend and vote for the shareholder in accordance with the law.

*Limitations on rights to own securities*

Neither the Constitution nor the Articles of Association impose any limitations on the rights to own securities other than restrictions that reflect the takeovers codes under relevant Australian and UK law. In addition, the Australian Foreign Acquisition and Takeovers Act (1975) imposes a number of conditions, which restrict foreign ownership of Australian-based companies.

Share control limits imposed by the Constitution of BHP Billiton Limited and the Articles of Association of BHP Billiton Plc, as well as relevant laws are described under the *Organisational structure* , *Equalisation of economic and voting rights* , *Voting* , *Matching actions* and *Takeover provisions* above.

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### **Documents on display**

BHP Billiton Limited and BHP Billiton Plc both file annual and special reports and other information with the SEC. You may read and copy any document that either BHP Billiton Limited or BHP Billiton Plc files at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (1-800-SEC-0830), or access the SEC website at [www.sec.gov](http://www.sec.gov) for further information on the public reference room. The SEC filings of BHP Billiton Limited since November 2002, and those of BHP Billiton Plc since April 2003 are also available on the SEC website. American depositary shares representing ordinary shares of BHP Billiton Limited are listed on the New York Stock Exchange, and its ordinary shares are listed on the Australian Stock Exchange. American depositary shares representing ordinary shares of BHP Billiton Plc are also listed on the New York Stock Exchange and its ordinary shares are admitted to the Official List of the UK Listing Authority (being the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000), and the London Stock Exchange Plc for trading on the London Stock Exchange's market for listed securities. You can consult reports and other information about BHP Billiton Limited and BHP Billiton Plc that each has filed pursuant to the rules of the New York Stock Exchange at the exchange. You can consult reports and other information about BHP Billiton Limited that it has filed pursuant to the rules of the Australian Stock Exchange at [www.asx.com.au](http://www.asx.com.au). You can consult reports and other information about BHP Billiton Plc that it has filed pursuant to the rules of the UK Listing Authority, at the authority.

### **Subsidiary information**

Information on our significant subsidiaries is included in note 37 Subsidiaries to the financial statements.

### **Related party transactions**

The BHP Billiton Group is a group of approximately 450 subsidiaries. The BHP Billiton Group operates around the world. A list of the major entities, together with their place of incorporation and percentage of ownership, is listed in note 37 Subsidiaries in the financial statements. Related party transactions are outlined in note 34 Related party transactions in the financial statements.

### **Material contracts**

#### **DLC agreements**

The DLC structure was implemented on 29 June 2001. The DLC Agreements entered into upon completion of the DLC arrangement were as follows:

- (a) the Sharing Agreement
  
- (b) the Special Voting Shares Deed
  
- (c) the BHP Deed Poll Guarantee
  
- (d) the Billiton Deed Poll Guarantee.

The effect of each of the agreements and the manner in which they operate are described in more detail in the Organisational structure section above.

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### **GLOSSARY OF TERMS**

#### **Technical terms**

In the context of ADSs and listed investments, the term **quoted** means **traded** on the relevant exchange.

**A\$** means the currency of the Commonwealth of Australia.

**ADS** means American Depositary Share.

**Brownfield project** means the expansion of an existing operation.

**Coal reserves** have the same meaning as ore reserves, but specifically concern coal.

**Coking coal**, by virtue of its carbonisation properties, is used in the manufacture of coke, which is used in the steelmaking process.

**Condensate** is a mixture of hydrocarbons which exist in gaseous form in natural underground reservoirs, but which condense to form a liquid at atmospheric conditions.

**Crude oil** is a mixture of hydrocarbons that exist in liquid form in natural underground reservoirs, and remain liquid at atmospheric pressure after being produced at the well head and passing through surface separating facilities.

**Direct reduced iron (DRI)** is metallic iron formed by removing oxygen from iron ore without the formation of, or passage through, a smelting phase. DRI can be used as feedstock for steel production

**DLC merger** means the Dual Listed Companies merger between BHP Billiton Limited and BHP Billiton Plc on 29 June 2001.

**DLC structure** means the corporate structure resulting from the DLC merger.

**Dry gas** is a mixture of hydrocarbon gases, inerts and other gases that are in the gaseous phase at pipeline conditions with no free liquids at operating conditions. It is principally composed of methane, ethane and low levels of propanes and butanes, depending upon processing and pipeline specifications.

**Energy coal** is used as a fuel source in electrical power generation, cement manufacture and various industrial applications. Energy coal may also be referred to as steaming or thermal coal.

**Ethane**, where sold separately, is largely ethane gas that has been liquefied through pressurisation. One tonne of ethane is approximately equivalent to 26.8 thousand cubic feet of gas.

**Greenfield project** means the development of a new project.

**Hot briquetted iron (HBI)** is densified DRI where the densification is carried out at a temperature greater than 650oC. The resultant product has density greater than 5g/cm<sup>3</sup>. HBI can be used as feedstock for steel production.

**Leaching** is the process by which a soluble mineral can be economically recovered from ore by dissolution.

**Liquefied natural gas (LNG)** consists largely of methane that has been liquefied through chilling and pressurisation. One tonne of LNG is approximately equivalent to 45.9 thousand cubic feet of natural gas.

**Liquified petroleum gas (LPG)** consists of propane and butane and a small amount (less than 2 per cent) of ethane that has been liquefied through pressurisation. One tonne of LPG is approximately equivalent to 11.6 barrels.

**Marketable coal reserves** represent beneficiated or otherwise enhanced coal product and should be read in conjunction with, but not instead of, reports of coal reserves.

**Metallurgical coal** is a broader term than coking coal which includes all coals used in steelmaking, such as coal used for the pulverised coal injection process.

**Oil and gas reserves** mean those quantities of oil and gas that are anticipated to be legally and commercially recoverable from known accumulations as of the date of the reserve estimate.

**Open-cut (OC)** - surface working in which the working area is kept open to the sky

**Ore reserves** are that part of a mineral deposit that could be economically and legally extracted or produced at the time of the reserve determination.

**Petroleum coke** is a residue from the refining of heavy fraction oil into light fraction oil.

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**Probable ore reserves** are reserves for which quantity and grade and/or quality are computed from information similar to that used for proven (measured) reserves, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven (measured) reserves, is high enough to assure continuity between points of observation.

**Proved or proven ore reserves** are the reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches and workings on drill holes and grade and/or quality are computed from the results of detailed samplings, and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well established.

**Proved oil and gas reserves** are the estimated quantities of crude oil, natural gas and natural gas liquids that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions (i.e. prices and costs as of the date the estimate is made).

**Reserve life** is current stated ore reserves divided by current rate of production.

**Run of mine** product (ROM) is product mined in the course of regular mining activities

**Spud** means to commence drilling of an oil or gas well.

**Stockpile (SP)** is an accumulation of ore or mineral built up when demand slackens or when the treatment plant or beneficiation equipment is incomplete or temporarily unequal to handling the mine output; any heap of material formed to create a reserve for loading or other purposes or material dug and piled for future use

**Total coal reserves** are the combination of the proved and probable ore reserves which specifically concern coal.

**Total ore reserves** represent proved ore reserves plus probable ore reserves.

**Underground (UG)** refers to natural or man-made excavation under the surface of the Earth.

## **Financial Terms**

### **IFRS terminology**

Total equity  
Share capital  
Ordinary shares  
Share premium account  
Provision accrued liability, i.e., not part of total equity

Bonus issue  
Depreciation  
Profit attributable to members

### **Units of measure**

### **Abbreviation**

MMcf/d  
Mbbbl/d  
MMbbbl/d  
mtpa  
Scf  
Tph  
Boe

### **US equivalent**

Stockholders equity  
Subscribed capital stock  
Common stock  
Paid-in surplus  
Reserve can represent either part of Stockholders equity, accrued liability or estimated depletion in the cost of an asset  
Stock dividend  
Depreciation and depletion  
Net income

### **Description**

Million of cubic feet per day  
Thousand barrels per day  
Million barrels per day  
Million tonnes per annum  
Standard cubic feet  
Tonnes per hour  
Barrel oil equivalent

Dwt  
Tj

Dry weight tonnes  
TeraJoule (1012 joules)

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**EXHIBITS**

<b>Exhibit 1</b>	<b>Constitution</b>
1.1	Constitution of BHP Billiton Limited.**
1.2	Articles of Association of BHP Billiton Plc.**
<b>Exhibit 4</b>	<b>Material Contracts</b>
4.1	DLC Structure Sharing Agreement, dated 29 June 2001, between BHP Limited and Billiton Plc.*
4.2	SVC Special Voting Shares Deed, dated 29 June 2001, among BHP Limited, BHP SVC Pty Limited, Billiton Plc, Billiton SVC Limited and The Law Debenture Trust Corporation p.l.c.*
4.3	SVC Special Voting Shares Amendment Deed, dated 13 August 2001, among BHP Limited, BHP SVC Pty Limited, Billiton Plc, Billiton SVC Limited and The Law Debenture Trust Corporation p.l.c.*
4.4	Deed Poll Guarantee, dated 29 June 2001, of BHP Limited.*
4.5	Deed Poll Guarantee, dated 29 June 2001, of Billiton Plc.*
4.6	Service Contract dated 21 August 2003 between BHP Billiton Limited, BHP Billiton Plc and Charles. W. Goodyear.***
4.7	Contract of employment dated 1 September 2003 between BHP Billiton Plc and Miklos Salamon. ***
4.8	Contract of employment dated 1 September 2003 between BHP Billiton Services Jersey Limited and Miklos Salamon. ***
4.9	Form of Service Agreement for Specified Executives (referred to in this Annual Report as the Key Management Personnel).****
<b>Exhibit 8</b>	<b>List of Subsidiaries</b>
8.1	List of subsidiaries of BHP Billiton Limited and BHP Billiton Plc.
<b>Exhibit 12</b>	<b>Certifications</b>
12.1	Certification by Chief Executive Officer, Mr Charles Goodyear, dated 25 September 2006.
12.2	Certification by Chief Financial Officer, Mr Alex Vanselow, dated 25 September 2006.
<b>Exhibit 13</b>	<b>Certifications</b>
13.1	Certification by Chief Executive Officer, Mr Charles Goodyear, and Chief Financial Officer, Mr Alex Vanselow, dated 25 September 2006.
<b>Exhibit 15</b>	
15.1	Consent Report of Independent Registered Public Accounting Firm for incorporation by reference in the registration statement on Form F-3 and Form S-8.
*	Previously filed as an exhibit to BHP Billiton s annual report on Form 20-F for the year ended 30 June 2001 on 19 November 2001.
**	Previously filed as an exhibit to BHP Billiton s annual report on Form 20-F for the year ended 30 June 2002 on 23 December 2002.
***	Previously filed as an exhibit to BHP Billiton s annual report on Form 20-F for the year ended 30 June 2003 on 23 October 2003.
****	Previously filed as an exhibit to BHP Billiton s annual report on Form 20-F for the year ended 30 June 2005 on 3 October 2005.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants certify that they meet all of the requirements for filing on Form 20-F and that they have duly caused this annual report to be signed on their behalf by the undersigned, thereunto duly authorised.

Date: 25 September 2006

/s/ ALEX VANSELOW  
(signature)

Chief Financial Officer

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**BHP BILLITON GROUP**  
**ANNUAL FINANCIAL STATEMENTS**  
**For the year ended**  
**30 June 2006**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

***To the members of BHP Billiton Plc and BHP Billiton Limited:***

We have audited the accompanying consolidated balance sheets of the BHP Billiton Group (comprising BHP Billiton Plc, BHP Billiton Limited and their respective subsidiaries) as of 30 June 2006 and 2005, and the related consolidated income statements, consolidated statements of recognised income and expense and consolidated statements of cash flows for each of the years in the two year period ended 30 June 2006. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the BHP Billiton Group at 30 June 2006 and 2005, and the results of their operations and their cash flows for each of the years in the two year period ended 30 June 2006 in conformity with International Financial Reporting Standards as adopted by the European Union.

As discussed in Note 1 to the consolidated financial statements, as a result of adopting IAS 32/AASB 132 Financial Instruments: Disclosure and Presentation and IAS 39/AASB 139 Financial Instruments: Recognition and Measurement on 1 July 2005, the Group changed its method of accounting for financial instruments. In accordance with an election taken under the relevant transitional provisions, the prior period comparatives have not been re-stated.

International Financial Reporting Standards as adopted by the European Union vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 39 to the consolidated financial statements.

As discussed in Note 39 to the consolidated financial statements, on 1 July 2005 the Group changed its accounting for pension and other post retirement benefits under accounting principles generally accepted in the United States of America. In accordance with the requirements of APB 20 Accounting Changes, the prior period comparatives have not been re-stated.

/s/ KPMG Audit Plc

KPMG Audit Plc  
London, United Kingdom  
25 September 2006

/s/ KPMG

KPMG  
Melbourne, Australia  
25 September 2006

**Table of Contents****Consolidated Income Statement**

for the year ended 30 June 2006

		2006	2005
	Notes	US\$M	US\$M
<b>Revenue together with share of jointly controlled entities revenue</b>			
Group production		34,139	24,759
Third party products	2	4,960	6,391
	2	39,099	31,150
Less: Share of jointly controlled entities external revenue included above	2, 15	(6,946)	(4,428)
<b>Revenue</b>		32,153	26,722
Other income	3	1,227	757
Expenses excluding finance costs	4	(22,403)	(19,995)
Share of profits from jointly controlled entities	15	3,694	1,787
<b>Profit from operations</b>		14,671	9,271
Comprising:			
Group production	2	14,560	9,157
Third party products	2	111	114
	2	14,671	9,271
Financial income	6	226	216
Financial expenses	6	(731)	(547)
Net finance costs	6	(505)	(331)
<b>Profit before taxation</b>		14,166	8,940
Income tax expense	8	(3,207)	(1,876)
Royalty related taxation (net of income tax benefit)	8	(425)	(436)
Total taxation expense	8	(3,632)	(2,312)
<b>Profit after taxation</b>		10,534	6,628
Profit attributable to minority interests		84	232
Profit attributable to members of BHP Billiton Group		10,450	6,396
Earnings per ordinary share (basic) (US cents)	9	173.2	104.4
Earnings per ordinary share (diluted) (US cents)	9	172.4	104.0
Dividends per ordinary share paid during the period (US cents)	10	32.0	23.0
Dividends per ordinary share declared in respect of the period (US cents)	10	36.0	28.0

The accompanying notes form part of these financial statements.





**Table of Contents****Consolidated Statement of Recognised Income and Expense**

for the year ended 30 June 2006

	2006	2005
	Notes	US\$M
		US\$M
<b>Profit after taxation</b>		<b>10,534</b>
<b>Amounts recognised directly in equity</b>		<b>6,628</b>
Actuarial gains/(losses) on pension and medical schemes		111 (149)
Available for sale investments:		
Valuation gains/(losses) taken to equity		(1)
Cash flow hedges:		
(Losses)/gains taken to equity		(27)
(Gains)/losses transferred to the initial carrying amount of hedged items		(25)
Exchange fluctuations on translation of foreign operations		(1) 7
Tax on items recognised directly in or transferred from, equity		4 52
<b>Total amounts recognised directly in equity</b>		<b>61 (90)</b>
<b>Total recognised income and expense for the year</b>		<b>10,595 6,538</b>
Attributable to minority interests		84 232
Attributable to members of BHP Billiton Group		10,511 6,306
<b>Effect of change in accounting policy</b>		
Impact of adoption of IAS 39 / AASB 139 (net of tax) to:		
- retained earnings	25, 26	55
- hedging reserve	26	30
- financial assets reserve	26	116
<b>Total effect of change in accounting policy</b>		<b>201</b>
Attributable to minority interests		
Attributable to members of BHP Billiton Group		201

The accompanying notes form part of these financial statements

**Table of Contents****Consolidated Balance Sheet**

as at 30 June 2006

		2006	2005
	Notes	US\$M	US\$M
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	32	776	1,222
Trade and other receivables	11	3,831	3,175
Other financial assets	12	808	69
Inventories	13	2,732	2,422
Assets held for sale	14	469	
Other		160	148
<b>Total current assets</b>		<b>8,776</b>	<b>7,036</b>
<b>Non-current assets</b>			
Trade and other receivables	11	813	786
Other financial assets	12	950	257
Inventories	13	93	101
Investments in jointly controlled entities	15	4,299	3,254
Property, plant and equipment	16	30,985	27,764
Intangible assets	17	683	667
Deferred tax assets	8	1,829	1,906
Other		88	72
<b>Total non-current assets</b>		<b>39,740</b>	<b>34,807</b>
<b>Total assets</b>		<b>48,516</b>	<b>41,843</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	18	4,053	3,856
Interest bearing liabilities	19	1,368	1,298
Liabilities held for sale	14	192	
Other financial liabilities	20	544	
Current tax payable		1,358	936
Provisions	21	1,067	1,097
Deferred income		279	262
<b>Total current liabilities</b>		<b>8,861</b>	<b>7,449</b>
<b>Non-current liabilities</b>			
Trade and other payables	18	169	156
Interest bearing liabilities	19	7,648	8,651
Other financial liabilities	20	289	
Deferred tax liabilities	8	1,592	2,351
Provisions	21	4,853	4,613
Deferred income		649	707
<b>Total non-current liabilities</b>		<b>15,200</b>	<b>16,478</b>

<b>Total liabilities</b>		<b>24,061</b>	23,927
<b>Net assets</b>		<b>24,455</b>	17,916
<b>EQUITY</b>			
Share capital BHP Billiton Limited <sup>(a)</sup>	23	<b>1,490</b>	1,611
Share capital BHP Billiton Plc <sup>(b)</sup>	23	<b>1,234</b>	1,234
Share premium account	24	<b>518</b>	518
Treasury shares held	23	<b>(418)</b>	(8)
Reserves	24	<b>306</b>	161
Retained earnings	25	<b>21,088</b>	14,059
<b>Total equity attributable to members of BHP Billiton Group</b>		<b>24,218</b>	17,575
Minority interests	26	<b>237</b>	341
<b>Total equity</b>	26	<b>24,455</b>	17,916

(a) Ordinary shares of BHP Billiton Limited are 3,495,949,933 (2005: 3,587,977,615).

(b) Authorised ordinary shares of BHP Billiton Plc are 3,000,000,000 (2005: 3,000,000,000) with a nominal value of US\$0.50 (2005: US\$0.50), of which 531,852,998 (2005: 531,852,998) remain unissued.

The accompanying notes form part of these financial statements

