

BHP Steel Limited

Directors' Report – 30 June 2003

Explanatory Statement to the Directors' Report

BHP Steel Limited (“BHP Steel”) legally separated from the BHP Billiton Group on 22 July 2002, having listed on the Australian Stock Exchange on 15 July 2002. For accounting purposes the effective separation date was 1 July 2002, and therefore the financial results for the year ended 30 June 2003 in this report reflect a complete twelve months' results.

The comparative financial results, for the year ended 30 June 2002, presented in this report have been prepared for the consolidated entity as it existed on 30 June 2002 and are not reflective of BHP Steel Limited which separated from the BHP Billiton Group. At 30 June 2002, and for periods during the comparative financial year, certain significant operating assets were owned by other entities within the BHP Billiton Group. These included the Port Kembla Steelworks, North Star BHP Steel joint venture, New Zealand Steel, Packaging Products, and certain Asian coating operations. The comparative Financial Report presented reflects the majority of the Australian and Asian coating operations.

Shareholders wanting comparative financial information on the entire BHP Steel Group which separated from BHP Billiton are encouraged to refer to the Annual Earnings Report which compares the financial results for the year ended 30 June 2003 with pro-forma results for the year ended 30 June 2002. This information was lodged with the Australian Stock Exchange on 28 August 2003 and is available on our web site (www.bhpsteel.com). Additional information will be provided to shareholders in the Annual Report.

BHP Steel Limited

ABN 16 000 011 058

Directors' Report - 30 June 2003

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Corporate Directory

Directors

G J Kraehe AO
Chairman

R J McNeilly
Deputy Chairman

K C Adams
Managing Director and Chief Executive Officer

J Crabb

D J Grady

H K McCann

P J Rizzo

Y P Tan

Secretary

M G Barron

Executive Leadership Team

Managing Director and Chief Executive Officer
K C Adams

President Australian Building and Manufacturing Markets
N Cornish

President Asian Building and Manufacturing Markets
M Courtnall

Executive Vice President Human Resources
I Cummin (appointed August 2003)

President Market and Logistics Solutions
K Fagg

President Industrial Markets
L Hockridge

Chief Financial Officer
B Kruger

Notice of Annual General Meeting

The annual general meeting of BHP Steel Limited

Will be held at Melbourne Concert Hall
100 St Kilda Rd, Melbourne

Date Wednesday, 12 November 2003

Registered Office

Level 11, 120 Collins Street (BHP Steel Centre)
Melbourne, Victoria 3000
+61 3 9666 4000

Share Registrar

ASX Perpetual Registrars Limited
Level 4, 333 Collins Street
Melbourne, Victoria 3000
+61 3 9615 9130 or 1300 855 998

Auditor

Ernst & Young
Chartered Accountants
120 Collins Street
Melbourne, Victoria 3000

Stock Exchange

BHP Steel Limited shares are quoted on the Australian Stock Exchange

Website Address

www.bhpsteel.com

Your Directors present their report on the consolidated entity ("BHP Steel Group") consisting of BHP Steel Limited and the entities it controlled at the end of, or during, the year ended 30 June 2003.

BHP Steel Limited legally separated from the BHP Billiton Group on 22 July 2002, having listed on the Australian Stock Exchange on 15 July 2002. For accounting purposes the effective separation date was 1 July 2002, and therefore the financial results for the year ended 30 June 2003 reflect a complete twelve months' results.

Comparative financial results for the year ended 30 June 2002, presented in this Directors' Report, are on a pro-forma basis as your Directors believe this is the most meaningful comparative to the current year financial performance given that as at 30 June 2002, BHP Steel Limited was a wholly owned subsidiary within the BHP Billiton Group and certain significant operating assets were owned by other entities within the BHP Billiton Group. However, comparative financial results, for the year ended 30 June 2002, presented in the Financial Report have been prepared for the consolidated entity as it existed on 30 June 2002, in accordance with *Corporations Act 2001*, and are not reflective of BHP Steel Limited which separated from the BHP Billiton Group.

Directors

The following were Directors for the entire year and up to the date of this report:

G J Kraehe AO
R J McNeilly
K C Adams
J Crabb
D J Grady
H K McCann
P J Rizzo

The following Directors were appointed during the year:

Y P Tan (appointed 26 May 2003)

Principal activities and significant changes to the state of affairs

During the year the principal continuing activities of the consolidated entity, based principally in Australia, Asia and New Zealand, were:

- (a) manufacture and distribution of flat steel products;
- (b) manufacture and distribution of metallic coated and painted steel products; and
- (c) manufacture and distribution of steel building products.

As a result of the separation from the BHP Billiton Group, the principal activities of the BHP Steel Group have changed significantly since 30 June 2002. BHP Steel acquired various entities associated with the manufacture and distribution of flat steel and metallic coated steel products in Australia and New Zealand.

The following significant events occurred during the year:

- (a) BHP Steel Limited acquired all the issued capital of BHP Steel (AIS) Pty Ltd from BHP Billiton Limited on 3 July 2002. BHP Steel (AIS) Pty Ltd is a fully integrated manufacturer of flat steel products for distribution to Australian customers, including BHP Steel Limited, and export customers throughout the world. In addition, a wholly owned subsidiary of BHP Steel (AIS) Pty Ltd (which is now part of the BHP Steel Group) manufactures flat, metallic coated and painted steel products in New Zealand. These entities include the Port Kembla Steelworks, Packaging Products and New Zealand Steel operations;
- (b) On 1 July 2002, the BHP Steel Group drew down \$550 million of external long term debt and \$15 million of short term debt to partially repay related party debt owing to the BHP Billiton Group; and
- (c) BHP Steel Limited legally separated from the BHP Billiton Group on 22 July 2002, having listed on the Australian Stock Exchange on 15 July 2002. The remaining related party debt owing to the BHP Billiton Group was converted to share capital.
- (d) The Board approved an on market buyback of up to 79.3 million (10%) of BHP Steel Limited's ordinary shares. Due to restrictions under the *Corporations Act 2001*, the Company was limited to purchasing a maximum of approximately 10 million shares before 12 July 2003. A total of approximately 8.3 million were purchased by 30 June 2003.

Matters subsequent to the end of the financial year

No matters or circumstances have arisen since 30 June 2003 that have significantly affected, or may significantly affect, the BHP Steel Group operations, results or state of affairs in future financial years.

Dividends

A fully franked interim dividend of 9 cents per share was paid in April 2003 by BHP Steel Limited to its shareholders. In addition, the Directors have declared a final fully franked dividend of 13 cents and a special fully franked dividend of 7 cents, both of which are to be paid on 10 October 2003 (record date 16 September 2003) by BHP Steel Limited to its shareholders.

Review of operations

	Segment revenues 2002 (1) \$m	Segment results 2002 (1) \$m	Segment revenues 2003 \$m	Segment results 2003 \$m
Sales Revenue				
Hot Rolled Products	2,122.0	97.0	2,625.5	471.2
New Zealand Steel	467.0	12.0	548.6	44.4
Coated Products Australia	2,359.0	57.0	2,728.3	118.5
Coated Products Asia	530.0	71.0	568.6	84.0
Corporate and Group	736.0	(61.0)	715.9	(101.8)
Intersegment eliminations	(1,640.0)	(16.0)	(1,914.8)	(5.2)
Other Revenue	19.0		30.0	
Operating Revenue/EBIT	4,593.0	160.0	5,302.1	611.1
Net unallocated expenses				<u>(17.5)</u>
Profit from ordinary activities before income tax				593.6
Income tax expense				<u>(120.9)</u>
Profit from ordinary activities after income tax expense				472.7
Less: Net profit attributable to outside equity interest				<u>(21.0)</u>
Net profit attributable to members of BHP Steel Limited				<u>451.7</u>
Earning per Share (cents)				<u><u>57.1</u></u>

(1) Comparative period revenue and EBIT results are pro-forma results as reported in the Annual Earnings Report dated 7 August 2002, adjusted to be on a comparable basis to the current year. These pro-forma amounts have been rounded to the nearest million.

The Company has had a very good start in its first year as a publicly listed company. The separation from the BHP Billiton Group empowered the organisation, broadened the scope of possibilities and enabled the Company to progress to record levels of achievement. During its first year, the Company has seized market opportunities and driven a wide array of business improvements.

Net profit after tax for the year of \$451.7 million was a significant achievement. This strong financial performance was achieved by attaining improved international and domestic prices for its products, higher production and despatch levels across all reporting segments, and further cost and process improvements. This was tempered by planned maintenance downtime, less favourable exchange rates and higher raw material costs.

There was a wide range of initiatives to retain and attract customers, introduce new products, increase capacity, improve processes, reduce costs (including the permanent elimination of \$50 million in costs) and continue the focus on business excellence. The Company's employees and contractors achieved their best ever safety performance, with the company-wide lost time injury frequency rate falling a further 30% to 1.8 for the 12 month period.

The Company has continued to work closely with customers to improve its product, service and solutions offer. The Company also announced it will develop a metallic coating and painting facility in Vietnam with an annual production capacity of 125,000t and 50,000t respectively, at a cost of \$160 million.

Likely developments and expected results of operations

During 2003/04, the Company will continue to work on improving those matters within its control, such as further unit cost reductions, process and quality improvements, low cost capacity enhancements, and growth opportunities downstream.

In Australia and New Zealand, the dwelling and non-dwelling segments continue to be strong, although the Company agrees with market sentiment about an eventual slowdown in new dwelling construction. Demand for the Company's products in other domestic and export markets continues to remain strong.

The Company's financial results will continue to be influenced by global hot rolled coil price direction, exchange rates and raw material costs. Until there is a sustainable recovery in OECD economies, China's continuing demand for steel remains key. In the USA, North Star BHP Steel's 2003/04 result will be strongly influenced by the pace of economic recovery and scrap prices.

A major opportunity and challenge in the 2003/04 year will be to successfully effect a change of the company name, for which we have made a provision of \$20 million in 2002/03.

Additional information on likely developments in the operations of the Company and the expected results of operations have not been included because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

Information on Directors

Graham Kraehe AO

Chairman (Independent)

Age 60, BEc

Graham Kraehe, a Director since 10 May 2002, is Chairman of the Board. He has an extensive background in manufacturing and was the managing director and chief executive officer of Southcorp Limited from 1994 to February 2001. Mr Kraehe is currently a board member of News Corporation, Brambles Limited, National Australia Bank Limited and Djerriwarrh Investments Limited and the Innovation Economy Advisory Board for Victoria. Previously, he held the position of managing director of Pacifica Limited.

Mr Kraehe brings skills and experience in manufacturing management and in companies with substantial and geographically diverse industrial operations. His experience with a wide range of organisations is relevant for his role as Chairman of the Board.

Ron McNeilly

Deputy Chairman (Independent)

Age 60, BCom, MBA, FCPA

Ron McNeilly is Deputy Chairman of the Board having been appointed on 10 May 2002. Mr McNeilly has over 30 years of experience in the steel industry. He joined BHP Billiton in 1962 and previously held positions with BHP Billiton, including Executive Director and President BHP Minerals, Chief Operating Officer, Executive General Manager and Chief Executive Officer BHP Steel, General Manager Transport, General Manager Long Products Division and General Manager Whyalla Works. He is the Chairman of Melbourne Business School Limited and Ausmelt Limited, Deputy Chairman of Worley Group Limited, a director of GH Michell Holdings Pty Limited and Alumina Ltd and a former director of QCT Resources Limited and Tubemakers of Australia Limited. Mr McNeilly is also vice president of the Australia Japan Business Cooperation Committee and a member of the Council on Australia Latin America Relations.

Apart from his extensive commercial experience with a range of businesses within the BHP Billiton Group, Mr McNeilly gained practical experience of the Company's business when he occupied the position (within the BHP Billiton Group) of Executive General Manager and Chief Executive Officer of the BHP Steel division between May 1991 and September 1997.

Kirby Adams

Managing Director and Chief Executive Officer

Age 47, BSc (Ind Eng), MBA

Kirby Adams was appointed Managing Director and Chief Executive Officer of BHP Steel Limited in July 2002. He was appointed to the Board on 10 May 2002, having been Chief Executive Officer of BHP Steel since March 2000. Mr Adams joined BHP Billiton in 1995 and has held positions with BHP Billiton including President BHP Services, Group General Manager and Chief Executive Officer BHP Service Companies, and Corporate General Manager Planning and Development. He is currently Vice Chairman of the International Iron and Steel Institute and a former president and chief executive officer of Titanium Metals Corporation, the world's largest titanium metals company.

John Crabb

Non-executive Director (Independent)

Age 63

John Crabb, appointed to the Board on 10 May 2002, has over 30 years of experience in the metals industry and was managing director and chief executive officer of Simsmetal Limited from 1988 until 2002. He joined the Simsmetal Group in 1965 and held a variety of management positions with the group during his career. Mr Crabb is chairman of Capral Aluminium Limited.

The skills and expertise acquired in leading Simsmetal in addition to other business experience, ensures that Mr Crabb brings to the Board of the Company an understanding of key markets in which the Company operates.

Diane Grady

Non-executive Director (Independent)

Age 55, BA (Hons), MA (Chinese Studies), MBA

Diane Grady has been a full time non-executive director of various companies since 1994 and a Director of the Company since 10 May 2002. She is currently a director of Woolworths Limited, Wattyl Limited and the Lend Lease US Office Trust and was formerly a director of Lend Lease Corporation Limited. She is also a trustee of The Sydney Opera House, a director of the Australian Institute of Management (New South Wales) and a governor of Ascham School. Previously, Ms Grady was a partner with McKinsey & Co where she spent 15 years consulting to clients in a broad range of industries on strategic and organisational issues.

Ms Grady brings wide industry knowledge and experience in strategy and organisational issues to Board deliberations.

Kevin McCann

Non-executive Director (Independent)

Age 62, BA LLB (Hons), LLM

Kevin McCann, a Director since 10 May 2002, is Chairman of Allens Arthur Robinson. He was appointed as a partner in 1970, and now specialises in mergers and acquisitions, mineral and resources law and capital markets transactions. Mr McCann is Chairman of Healthscope Limited, Origin Energy Limited, Triako Resources Limited, and the Sydney Harbour Federation Trust. He is a director of Macquarie Bank Limited and other listed companies and has served on the boards of Pioneer International Limited, Ampol Limited and the State Rail Authority of New South Wales. He is also a member of the Takeovers Panel.

His extensive legal and commercial expertise, as well as his experience on the boards of a number of major listed companies are valuable skills Mr McCann contributes to the Board.

Paul Rizzo

Non-executive Director (Independent)

Age 58, BCom, MBA

Paul Rizzo has broad experience in general management, finance and banking as a chief executive officer and director and is currently Dean, Director and Professorial Fellow of the Melbourne Business School. He was appointed a Director of the Company on 10 May 2002. He is a member of the Advisory Board of Mallesons Stephen Jaques and of the InnovationEconomy Advisory Board for Victoria. Previously, Mr Rizzo held positions as Group Managing Director – Finance and Administration of Telstra Corporation Limited, Chief General Manager – Retail Banking Commonwealth Bank of Australia, Chief Executive Officer of State Bank of Victoria, and held a range of senior executive positions at Australia and New Zealand Banking Group Limited. He has also previously served as Chairman of Foxtel Management Pty Limited and as a director of IBM Global Services Australia Limited.

Mr Rizzo's extensive financial experience is valuable to the Board and in his role as Chairman of the Audit and Risk Committee.

Tan Yam Pin

Non-executive Director (Independent)

Age 62, BEc (Hons), MBA

Mr Tan was appointed a Director on 26 May 2003 and resides in Singapore. A chartered accountant by profession, he recently retired as Managing Director of one of South-East Asia's leading public companies, Fraser and Neave Group. Mr Tan served as Chief Executive Officer of Asia Pacific Breweries Limited, a subsidiary of Fraser and Neave Group and in 1993 was appointed the Managing Director of the Fraser and Neave Group. Mr Tan has been a Member of the Public Service Commission of Singapore since 1990. He is also a member of the Supervisory Board of the East Asiatic Company Limited A/S, Denmark and Keppel Land Limited, Singapore.

Mr Tan brings extensive knowledge of Asian markets, an area of strategic importance to the Company. He also has financial and leadership skills that complement the existing Board.

Particulars of Directors' interests in shares and options of BHP Steel Limited:

Director	Ordinary shares	Share rights
G J Kraehe	104,547	-
K C Adams	902,212*	1,175,500
J Crabb	41,428	-
D J Grady	30,000	-
H K McCann	20,000	-
R J McNeilly	512,056	-
P Rizzo	22,500	-
Y P Tan	-	-

* Mr Adams' current holding of BHP Steel Limited shares has no connection with any BHP Steel Limited executive remuneration program and such shares have been acquired with his own funds.

Meetings of Directors

The attendance of the current Directors at Board and committee meetings from 1 July 2002 to 30 June 2003 is as follows:

	Board meetings		Committee meetings									
	A	B	Audit and Risk		Remuneration		Health, Safety & Environment		Nomination		Public Listing Committee	
			A	B	A	B	A	B	A	B	A	B
G J Kraehe	12	12	*	*	15	15	3	3	2	2	*	*
K C Adams	12	12	*	*	*	*	3	3	*	*	*	*
J Crabb	12	11	*	*	*	*	3	3	2	2	*	*
D J Grady	12	11	*	*	15	15	3	1	2	2	*	*
H K McCann	12	10	9	9	*	*	3	2	2	2	2	2
R J McNeilly	12	12	9	8	15	14	3	3	2	2	2	1
P Rizzo	12	12	9	9	*	*	3	3	2	2	2	2
Y P Tan	1	1	*	*	*	*	-	-	-	-	-	-

Mr Tan was appointed a Director on 26 May 2003. Since his appointment, Mr Tan has attended all meetings of the Board and Committees of which he is member. All other Directors have held office for the entire 2002/03 financial year.

The Public Listing Committee was discontinued in July 2002.

A = number of meetings held during the period 1 July 2002 to 30 June 2003, during the time the Director was in office.

B = number of meetings attended by the Director from 1 July 2002 to 30 June 2003 while the Director was a member of the Board or the Committee.

* = not a member of the relevant Committee, however Directors who are not members of the relevant Committee often attend meetings by invitation.

The non-executive Directors met twice during the 2002/03 financial year without the presence of management.

Non-executive Directors remuneration

Non-executive Directors receive a set fee per annum and are fully reimbursed for any out of pocket expenses incurred on behalf of the Company. Non-executive BHP Steel Directors, other than the Chairman and Deputy Chairman, are also paid \$10,000 for each Board committee on which they sit as chair.

Compulsory superannuation contributions on behalf of each Director are paid in addition to the fees. Non-executive Directors do not receive any other retirement benefits.

For the year ended 30 June 2003 the annual non-executive Directors' remuneration is as follows:

	Base fee \$ pa	Committee fees \$ pa	Superannuation \$ pa	Total \$ pa
Non-Executive Directors				
G J Kraehe	280,000	-	25,200	305,200
R J McNeilly	140,000	-	12,600	152,600
J Crabb	100,000	9,200*	9,830	119,030
D J Grady	100,000	10,000	9,900	119,900
H K McCann	100,000	-	9,000	109,000
P J Rizzo	100,000	10,000	9,900	119,900
Y P Tan	5,678	-	519	6,197

* Mr Crabb was appointed Chairman of the Health, Safety and Environment Committee at its first meeting in September 2002.

Senior executives remuneration

During the year, the Remuneration Committee has overseen a major review of the executive remuneration strategy. This review has involved the engagement of an external consultant to directly assist the Remuneration Committee in addressing the appropriateness of the remuneration structure and the quantum of executive packages. As a result of the review, changes have been made to the 'at risk' component of executive packages strengthening the linkage between organizational performance and variable reward delivered to executives.

BHP Steel's remuneration policy is directed at underpinning a high performance organization. The focus of its remuneration strategy is on performance and accountability. Executive remuneration packages are designed to support the delivery of outstanding returns for shareholders by aligning performance related reward with the value delivered to shareholders.

To compete, BHP Steel must be able to attract and retain the very best talent that is available within the global steel industry, while maintaining shareholder value. Our remuneration strategy enables us to:

- compete for executive talent by providing competitive remuneration; and
- maintain an appropriate “at risk mix” in total remuneration to ensure we deliver superior performance and grow shareholder value.

The reward structure combines base salary, short-term and long-term incentive plans and post-retirement benefit arrangements. The cost and value of components of the remuneration package are considered as a whole and are designed to ensure an appropriate balance between fixed and variable performance-related components, linked to short-term and long-term objectives and to reflect market competitiveness. Details of the policy applied in each component are outlined below.

The Company complies with the legal requirements applicable to shareholder approval for equity-based executive remuneration plans. Shareholder approval is sought for any shares or share rights to be granted to executive Directors.

Base salary

Base salaries are quantified by reference to the scope and nature of an individual's role, performance, experience and market data. Base salary drives the ultimate delivery of total remuneration including both short-term and long-term incentive targets.

Market data is obtained from external sources to determine the market value of positions.

Incentive plans

The Short-term Incentive Plan is an annual cash based scheme. Goals are established for each participant under the following categories:

- Shareholder Value Delivery – financial performance measures are used including Earnings Per Share, Net Profit After Tax, Cash flow, Earnings Before Interest and Tax and Shareholder Value Added.
- Zero Harm – safety and environmental performance measures, including Lost Time Injury Frequency Rates, Medical Treatment Injury Frequency Rates and environmental measures.
- Business Excellence – performance measures for the financial year ending 30 June 2003 were focused on delivery performance, days of inventory and the cost of poor quality product.
- Strategy – implementation of specific initiatives.

Senior executives have a weighting of 60% of their bonus on the Shareholder Value measures.

For executives, target bonus levels range from 20% of base salary to 100% of base salary and are set to reflect market competitiveness. For outstanding results, participants may receive up to 150% of their target bonus amount.

Under the July 2002 Long Term Incentive Plan Award, BHP Steel executives were excluded from participation in the BHP Billiton Limited Long Term Incentive Plan Award made in October 2001. Rather, a commitment was made to these executives by BHP Billiton that a Long Term Incentive Plan Award would be made by BHP Steel upon public listing in lieu of the Awards that would otherwise have been made. A further commitment was made by BHP Billiton that a Long Term Incentive Plan Award, on terms generally similar to the terms of the award made upon public listing, except for the performance period, would be made in September 2002.

The BHP Steel Board established the performance hurdles for the July 2002 Long Term Incentive Plan Award. In regard to the September 2002 Award, the BHP Steel Board made determinations on the type, quantum, time period and performance hurdles applicable to the award. In doing so, the BHP Steel Board took into account contractual commitments and a range of issues relating to executive long-term incentive plans.

Post-retirement benefits

BHP Steel has established the BHP Steel Superannuation Fund for Australian participants. This provides for defined benefit and defined contribution participants. The defined benefit plan is no longer available to new members.

Under the defined contribution plan, the company currently contributes 9 per cent of salary into the superannuation fund for employees. In addition, the company will contribute additional amounts where the employee makes a personal contribution.

BHP Steel Australian employees have the choice of having employee and company contributions made to the Superannuation Trust of Australia.

BHP Steel operates a defined benefit plan superannuation fund for its New Zealand Steel employees. Contributions are also made to other international superannuation plans for employees outside of Australia and New Zealand.

Details of Senior Executives' (including Executive Director) Remuneration

The following information represents the annual salary for the year ended 30 June 2003 for the top five senior executives and the Managing Director and Chief Executive Officer.

Name	Annual base salary \$pa	Estimated Annual cash bonus (1) \$pa	Super-annuation \$pa	Other Benefits \$pa	Total 2003 \$pa	Long term incentive plan fair values (2) \$
Executive Director K C Adams – Managing Director and CEO	1,300,000	1,950,000	191,100	388	3,441,488	1,535,930
Executives L E Hockridge – President Industrial Markets	550,000	495,000	80,539	25,969	1,151,508	597,492
K Fagg – President Market and Logistics Solutions	490,000	420,000	68,503	110,000*	1,088,503	532,342
N Cornish – President Australian Building and Manufacturing Markets	420,000	304,000	61,717	3,117	788,834	456,184
B G Kruger – Chief Financial Officer	420,000	378,000	61,344	127,526**	986,870	456,184
Mike Courtnall – President Asian Building and Manufacturing Markets	335,000	228,000	44,000	22,015	629,015	363,896

(1) Refer to page 10 for details on the executive short-term incentive plan. Amounts reflect the estimated annual cash bonus for the twelve months to 30 June 2003 based on actual performance. Actual annual cash bonus amounts will be paid in September 2003.

(2) If performance hurdles are met, the awards made under the Long Term Incentive Plan will vest in September 2004 and September 2005. No award entitlements vested in the year ending 30 June 2003. Refer to page 14 for details on the fair value of share rights granted.

* As part of a sign-on bonus agreed by BHP Billiton in December 2000, K Fagg received \$110,000 in December 2002.

** A payment of \$105,000 has been made to B G Kruger in recognition of his contribution in respect of the implementation of the separation of BHP Steel Limited from the BHP Billiton Group.

Managing Director and Chief Executive Officer – Outline of Employment Contract

Outlined below are the key terms and conditions of employment contained within the employment contract for Mr Adams, the Managing Director and Chief Executive Officer.

Employment under the employment contract commenced on 1 July 2002. Mr Adams receives an annual base pay of \$1,300,000 inclusive of all benefits and allowances. This amount is reviewed on an annual basis in accordance with the Board's senior executive salary review policy. In addition, Mr Adams is eligible to participate in the Short Term Incentive Plan and, subject to shareholder approval, Long Term Incentive Plan awards.

Mr Adams may terminate the contract by giving three months' written notice, upon which he is entitled to his annual base salary, which has been accrued but not paid up to the date of termination, plus any vested awards under the Long Term Incentive Plan, and any other payments which he is eligible for under the Short Term Incentive Plan. The Company may terminate the contract by giving one months' written notice (or a payment in lieu of notice based on Mr Adams' annual base pay) and a gross termination payment equal to 24 months of Mr Adams' annual base pay, plus any applicable Short Term Incentive Plan and Long Term Incentive Plan awards, and reimbursement for the reasonable costs of relocation from Australia to the United States of America. The Company may also terminate the contract on 30 days' notice in the event of serious misconduct or a serious breach of the contract. In this event, Mr Adams is only entitled to his annual base salary which has accrued but not been paid up to the date of termination plus any vested Long Term Incentive Plan awards.

Share rights granted to Directors and the most highly remunerated officers

Prior to 30 June 2002, BHP Steel Limited executives participated in various BHP Billiton Group executive incentive plans. Upon separation, BHP Steel Limited implemented its own performance based executive plans incorporating the granting of share rights.

The following share rights have been granted.

(a) July 2002 Award

Nominated Executives were awarded Share Rights in BHP Steel Limited in lieu of the awards that would otherwise have been made under BHP Billiton Limited's Long Term Incentive Plans in October 2001. For this award a once-only increase equivalent to an additional 50% of the value of the award was made. This once-only increase was to recognize that, but for the Steel separation, the nominated employees would have been eligible to an award under the BHP Billiton Limited's Long Term Incentive Plans in October 2001, and the first performance period under the BHP Steel Long Term Incentive Plan will be shorter than the three year period usually adopted under BHP Billiton Limited's plans. A Share Right is a right to acquire an ordinary share in BHP Steel Limited at a later date, subject to the satisfaction of certain performance criteria.

Performance Period

Under the July Award there are two potential performance periods. The first performance period commenced on 15 July 2002 and ends on 30 September 2004. The BHP Steel Board will determine whether there will be a second performance period. If such a determination is made the second performance period will commence on 15 July 2002 and end on 30 September 2005.

Vesting

The proportion of Share Rights that vest at the end of the relevant performance period will be determined by the Company's performance measured in terms of Total Shareholder Return ("TSR"), relative to the TSR of the companies in the ASX 100. The TSR performance hurdle, and percentages of Share Rights that become exercisable on meeting the performance hurdle is as follows:

TSR Performance Hurdle	First Performance Period % of Share Rights that Vest	Second Performance Period % of Share Rights that Vest
80 th – 100 th percentile	100%	50%
70 th - <80 th percentile	90%	50%
60 th - <70 th percentile	70%	50%
50 th - <60 th percentile	50%	50%
<50 th percentile	50% of Share Rights awarded will lapse and 50% will be carried over to a second performance period at the Board's discretion	None – all unvested Share Rights will lapse immediately.

Exercise Price

The exercise price established for the Market Priced Share Rights was based on the volume weighted average price of the BHP Steel Limited shares sold under the sale facility and BHP steel shares on the Australian Stock Exchange during the first five trading days. Selected executives received Share Rights with a nil exercise price.

Details of the July 2002 Award

	Market Price Share Rights	Nil Priced Share Rights
Grant Date	25 July 2002	25 July 2002
Exercise Date	From 30 September 2004	From 30 September 2004
Latest Expiry Date	25 July 2007	31 March 2006
Share Rights Granted	14,335,000	2,800,300
Number of Participants at grant date	105	12
Number of current Participants	99	11
Exercise Price	\$2.85	Nil
Fair Value Estimate at Grant Date (1)	\$5,734,000	\$3,276,351
Share Rights lapsed since grant date	840,000	194,900

- (1) External valuation advice from PricewaterhouseCoopers Securities Limited has been used to determine the value of the Executive Share Rights at grant date. The valuation has been made using the Binomial Option Pricing Model using standard option pricing inputs such as the underlying stock price, exercise price, expected dividends, expected risk free interest rates and expected share price volatility. In addition, specific factors in relation to the likely achievement of performance hurdles and employment tenure have been taken into account. Currently, these fair values are not recognised as expenses in the financial statements. However, should these grants have been expensed they would be amortised over the vesting period resulting in an estimated increase in employee benefits expense of \$3.8 million for the 2003 financial year. Note that no adjustments to these amounts have been made to reflect actual forfeiture of shares.

(b) September 2002 Plan

Executives were awarded Share Rights over ordinary shares in BHP Steel Limited. These Share Rights are subject to achievement of performance criteria and other terms on which they were awarded.

Performance Period

The performance period commenced on 1 October 2002 and ends on 30 September 2005.

Vesting

The proportion of Share Rights that vest at the end of the relevant performance period will be determined by the Company's performance measured in terms of Total Shareholder Return ("TSR"), relative to the TSR of the companies in the ASX 100. The TSR performance hurdle, and percentages of Share Rights that become exercisable on meeting the performance hurdle is as follows:

TSR Performance Hurdle	% of Share Rights that Vest
80 th – 100 th percentile	100%
70 th - <80 th percentile	90%
60 th - <70 th percentile	70%
51 st - <60 th percentile	50%
<51 st percentile	None – all unvested Share Rights will lapse immediately

Exercise Price

The exercise price for all Share Rights in the September award is Nil.

Restriction on sale of Shares

Shares acquired under this award cannot be sold by the executive prior to 30 September 2007. Furthermore, any executives who resign during the two year holding period forfeit any shares acquired under this award.

Details of the September 2002 Award

	Nil Priced Share Rights
Grant Date	30 September 2002
Exercise Date	From 1 October 2005
Expiry Date	30 September 2006
Share Rights Granted	4,645,100
Number of Participants at grant date	118
Number of current Participants	116
Exercise Price	Nil
Fair Value Estimate at Grant Date (1)	\$4,552,198
Share Rights lapsed since grant date	57,000

- (1) External valuation advice from PricewaterhouseCoopers Securities Limited has been used to determine the value of the Executive Share Rights at grant date. The valuation has been made using the Binomial Option Pricing Model using standard option pricing inputs such as the underlying stock price, exercise price, expected dividends, expected risk free interest rates and expected share price volatility. In addition, specific factors in relation to the likely achievement of performance hurdles and employment tenure have been taken into account. Currently, these fair values are not recognised as expenses in the financial statements. However, should these grants have been expensed they would be amortised over the vesting period resulting in an estimated increase in employee benefits expense of \$1.1 million for the 2003 financial year. Note that no adjustment to this amount has been made to reflect actual forfeiture of shares.

Share rights granted to Directors and the top five senior executives during the financial year ended 30 June 2003 were as follows:

Name	Number Granted	Fair Value (1) \$	Exercise price per share \$
Directors			
K C Adams	1,175,500	1,535,930	Nil
Executives			
L E Hockridge	455,000	597,492	Nil
K Fagg	406,100	532,342	Nil
N Cornish	348,000	456,184	Nil
B G Kruger	348,000	456,184	Nil
M Courtall	277,600	363,896	Nil

(1) External valuation advice from PricewaterhouseCoopers Securities Limited has been used to determine the value of the Executive Share Rights. The valuation has been made using the Binomial Option Pricing Model using standard option pricing inputs such as the underlying stock price, exercise price, expected dividends, expected risk free interest rates and expected share price volatility. In addition, the likely achievement of performance hurdles of the share rights have been taken into account.

Environmental regulations

BHP Steel Limited aims to continually reduce the impact of its activities on the environment, to ensure the impact is neither serious nor long lasting and through this be supported by the Communities in which it operates.

Over the last twelve months BHP Steel Limited has been focussed on ensuring that its systems are robust and that environmental liabilities are managed. All steel operating sites received certification of their environmental management systems to the international standard of ISO 14001. Transport and Logistics sites have a goal to have their systems certified during the 2003/2004 financial year.

Environmental concerns have continued to be addressed with commitments to the state Environment Protection Authorities in both New South Wales and Victoria through agreed Environmental Improvement Plans at Port Kembla Steelworks and Western Port Works, respectively.

There has been no additional material environmental issues identified over the last twelve months. Work has been, or is still being undertaken, on the three previously identified material environmental issues at the Port Kembla Steelworks. These issues were:

1. Upgrading the Sinter Plant to improve stack emission quality. The construction of a \$94 million pollution control plant to collect particulates and dioxins from the Sinter Plant operations is nearing completion, with final commissioning occurring through July 2003. However, treatment of the by-product stream of sulphur rich gas will not be completed until late 2004.
2. Possible future control of off-site discharges of wastewaters and contaminated groundwater may require the introduction of new water treatment facilities in the next three to five years. Voluntary site investigations (approved by the NSW EPA) are being undertaken for two separate portions of the Steelworks to determine the risk of harm to adjacent aquatic ecosystems from discharge of potentially contaminated groundwater.
3. Possible future control of hydrogen sulphide emissions from the blast furnace slag granulators. However, this requirement cannot be determined until reliable technical measurement of this emission is available.

No incidents resulting in long term environmental harm occurred during the year. However a power outage in March 2003 at the Port Kembla Steelworks resulted in short term discharges of fumes and water. The NSW EPA is investigating the incident.

Breaches of licence and operating approvals have resulted in the Company receiving 10 fines in the year totalling \$13,612. The Company is also being prosecuted by the NSW EPA in relation to four Tier 2 offences arising from an incident in October 2001 resulting in contamination of Allens Creek, a fish kill and air emissions in breach of licence conditions.

Indemnification and insurance of officers

The Company has entered into directors' and officers' insurance policies and paid an insurance premium in respect of the insurance policy, to the extent permitted by the *Corporations Act 2001*. The insurance policy covers former Directors of the Company along with the current Directors of the Company (listed on page 3). Executive officers and employees of the Company and its related bodies corporate are also covered.

In accordance with Rule 21 of the Company's Constitution, the Company, to the maximum extent permitted by law, must indemnify any current or former Director or Secretary of the Company or any of its subsidiaries, against all liabilities (and certain legal costs) incurred as such a Director or Secretary to a person, including a liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as a director, officer or employee of another corporation.

The current Directors of the Company (listed on page 3) have entered into Director's Access, Insurance and Indemnity Deeds with the Company. The Deed addresses the matters set out in Rule 21 and includes, among other things, provisions requiring the Company to indemnify a Director to the extent to which they are not already indemnified as permitted under law, and to use its best endeavours to maintain an insurance policy covering a Director while they are in office and 7 years after ceasing to be a Director.

The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability insurance contract, as (in accordance with normal commercial practice) such disclosure is prohibited under the terms of the contract.

Proceeding on behalf of the Company

As at the date of this report, there are no leave applications or proceedings brought on behalf of the Company under section 237 of the *Corporations Act 2001*.

Rounding of amounts

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest hundred thousand dollars.

Auditor

Ernst & Young was appointed as auditors for the Company at the 2002 Annual General Meeting.

This report is made in accordance with a resolution of the Directors.

G J Kraehe (sgd.)

G J Kraehe
Chairman

K C Adams (sgd.)

K C Adams
Managing Director & CEO

Melbourne
28 August 2003

Corporate Governance Statement

Introduction

Since its listing on 15 July 2002, the Board has implemented and operated in accordance with a set of corporate governance policies. With the release of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations ("ASX Recommendations") on 31 March 2003, the Board, along with management, has undertaken a review of the Company's corporate governance procedures. As at the date of this report the Company has adopted additional, or in some instances new, procedures to reflect the ASX Recommendations. The Board considers that the Company complies with the requirements in the ASX Recommendations.

For ease of reference, the table below notes those ASX Recommendations that deal with information to be disclosed in the Corporate Governance Statement and indicates where they can be found in this report.

Disclosure required by the ASX Recommendations	Reference
Functions reserved to the Board and those delegated to management	See <i>Role of the Board</i> on pages 17-18
Skills, experience and expertise relevant to the position of director	See the current Directors' biographical information on pages 7-8
Names of Directors considered by the Board to constitute independent Directors and the Company's the relevant thresholds	See <i>Independent non-executive Directors</i> on pages 18-19
Procedure for independent professional advice	See <i>Access to information and independent advice</i> on page 18
Directors' terms of office	See the current Directors' biographical information on pages 7-8
Names of the Nomination Committee members and attendance	See <i>Nomination Committee</i> on pages 24-25 and <i>Meetings of Directors</i> on page 9
Composition of Board, Chairperson and role of Chairman and Chief Executive Officer	See <i>Role and Composition of the Board</i> on pages 17-18
Code of conduct for directors and executives	See <i>Guide to Business Conduct</i> on page 26
Securities Trading Policy	See <i>Securities Trading Policy</i> on page 26
Audit committee members and their qualifications	See <i>Audit and Risk Committee</i> on pages 22-23
Audit committee meetings and attendance	See <i>Meetings of Directors</i> on page 9
Financial statements sign-off and structure of audit committee	See <i>Audit and Risk Committee</i> on pages 22-23
Procedures for ASX disclosure requirements	See <i>Shareholders</i> on page 17
Shareholder communications strategy	See BHP Steel's website www.bhpsteel.com
Attendance of external auditor	See <i>External auditor</i> on pages 25-26
Risk oversight committee	See <i>Audit and Risk Committee</i> on pages 22-23
Risk management and internal controls	See <i>Internal audit</i> on pages 22-23
Performance evaluation	See <i>Performance evaluation</i> on page 21
Company's remuneration policies and disclosure	See <i>Directors' remuneration</i> on page 20
Remuneration Committee members and attendance	See <i>Remuneration Committee</i> on page 24
Retirement benefit for non-executive Directors	See <i>Directors' remuneration</i> on page 20
Company code of conduct	See <i>Guide to Business Conduct</i> on page 26

The BHP Steel Group is a global organisation, with businesses operating in many countries, including Australia, New Zealand, the United States, China and throughout South-East Asia. All entities of the BHP Steel Group must, therefore, comply with a range of varying legal, regulatory and governance requirements.

The Board places great importance on governance of the Company and, in particular, the need to focus on carrying out prudent risk-taking activities which achieve a balance between:

- the generation of rewards for shareholders who invest their capital;
- the supply of goods and services of value to the BHP Steel Group's global customers; and
- the provision of meaningful employment for employees in a way which contributes to the welfare of the community.

This Corporate Governance Statement outlines the key aspects and mechanisms of the Company's governance framework which were established, and are continually reviewed, by the Board.

Summaries of the policies and charters (and a copy of the Audit and Risk Committee charter) referred to in this Corporate Governance Statement are available from the Company's website www.bhpsteel.com.

Shareholders

A fundamental role in the governance of the Company is performed by shareholders who elect the Board. In accordance with the Company's Constitution, one third of the Directors must retire each year by rotation and are subject to re-election.

The Board's task is to govern on behalf of all shareholders. The Board recognises that, to carry out this role, shareholders must receive high quality relevant information in a timely manner. The Company's arrangements for communicating with its shareholders is summarised on the Company's website www.bhpsteel.com. Timely disclosure of relevant information will facilitate an efficient, competitive and informed market in the Company's shares.

The Company is subject to continuous disclosure obligations under the Listing Rules of the Australian Stock Exchange, which are supplemented by Australian corporations legislation. Subject to some limited exceptions, under the continuous disclosure requirements, the Company must immediately notify the market, through the Australian Stock Exchange of any information which a reasonable person would expect to have a material effect on, or lead to a substantial movement in, the price or value of its shares.

To achieve these objectives and satisfy the regulatory requirements, the Board provides information to shareholders and the market in several ways, including:

- communicating with all shareholders in annual reports and financial statements, releases of results to the Australian Stock Exchange each half year and at the Company's Annual General Meeting;
- releasing price sensitive announcements and other relevant significant announcements directly to the market via the Australian Stock Exchange. Copies of these announcements are immediately placed on the Company's website www.bhpsteel.com;
- conducting briefings with analysts and institutions from time to time – in doing so, BHP Steel recognises the importance of making sure that any price sensitive information provided during these briefings is made available to all shareholders and the market at the same time and in accordance with the requirements of the Australian Stock Exchange and the Australian Securities and Investments Commission; and
- providing information on the Company's website, which contains extensive information about the BHP Steel Group and its activities, including statutory reports and investor information.

The Company has established a Market Disclosure Committee, comprising the Chairman, the Managing Director and Chief Executive Officer, the Chief Financial Officer, the Company Secretary, the Vice-President, Investor Relations and the Executive Vice-President, Corporate Affairs, to monitor and assess all significant information which may require disclosure. The Company Secretary is responsible for providing announcements to the Australian Stock Exchange. A summary of the Company's Continuous Disclosure Policy is available on the Company's website www.bhpsteel.com.

The Board of Directors

Role of the Board

The Board is responsible for the effectiveness of governance practices and the overall management and control of all entities within the BHP Steel Group.

The Board has developed and adopted a Delegation of Authority Policy (a summary is available at the Company's website www.bhpsteel.com) which specifically reserves a number of key matters for the consideration and decision by the Board. The Board Charter also reflects the matters reserved to the Board in the Delegation of Authority Policy. These include matters relating to:

- **(values and standards)** setting the Company's values and standards of conduct and ensuring that these are adhered to, in the interests of the Company's shareholders, employees, customers, suppliers and the communities in which it operates and, generally, safeguarding the reputation of the Company;
- **(leadership)** providing leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- **(direction and objectives)** setting the Company's direction, strategies and financial objectives and ensuring that the necessary financial and human resources are in place for the Company to meet its objectives;
- **(performance assessment)** ensuring that the performance of management, and the Board itself, is regularly assessed and monitored;
- **(compliance)** monitoring compliance with regulatory and ethical standards; and
- **(appointing Managing Director)** appointing, terminating and reviewing the performance of the Managing Director and Chief Executive Officer.

The Delegation of Authority Policy is readily available on the Company's intranet to all employees, along with detailed guidelines setting the internal approvals that must be obtained in order to enter into specific transactions.

The Board has delegated responsibility for the day-to-day operation and administration of the BHP Steel Group to executive management, led by the Managing Director and Chief Executive Officer, Mr Kirby Adams. The levels of authority for management are also documented in detail, as part of the Guidelines to the Delegation of Authority Policy. The Managing Director and Chief Executive Officer is assisted in managing the business by the Executive Leadership Team (the Executive Leadership Team is discussed further on page 25).

The roles of the Chairman and the Managing Director and Chief Executive Officer are separate.

Access to information and independent advice

Directors are entitled to full access to the information required to discharge their responsibilities, including access to executives of the BHP Steel Group.

The Board (as well as Board committees and individual Directors) may also take independent professional advice, at the expense of the Company, in carrying out their responsibilities, including in the absence of the Company's management, where they consider it appropriate to do so. Procedures have been adopted to set out the practical steps by which independent professional advice is to be obtained.

The Board is assisted by the Company Secretary, who advises on the management of meetings, the implementation of governance procedures and compliance with regulatory requirements.

Composition of the Board

The Board comprises eight Directors, including seven independent non-executive Directors and one executive director (the Managing Director and Chief Executive Officer). As described below, the Board considers that all non-executive Directors are independent.

The Board collectively brings significant commercial, business, operational, financial, legal and international experience in a range of industries. The Directors all bring skills and expertise which, in aggregate, combine to form a Board which is equipped to discharge its responsibilities. The Directors' biographies along with their term of office and information about their skills, experience and expertise relevant to their position, are on pages 7 and 8.

The Company's Constitution and the Listing Rules of the Australian Stock Exchange require that no member of the Board (other than the Managing Director and Chief Executive Officer) may serve for more than three years without being re-elected by shareholders at an Annual General Meeting of the Company. Also, one-third of the Directors (not including the Managing Director and Chief Executive Officer) must retire - and are eligible to be re-elected by the shareholders - at each Annual General Meeting. The Managing Director and Chief Executive Officer serves as a Director until he ceases to be the Chief Executive Officer.

Where the Board appoints a person as a Director (rather than the shareholders), that person must resign at the next Annual General Meeting following their appointment and seek approval of shareholders to continue as a Director. Accordingly, at the 2003 Annual General Meeting, Mr Tan will seek shareholder approval to continue as a Director.

Independent non-executive Directors

The Board, excluding the Director in question, assesses the independence of each non-executive Director at least annually in light of the interests disclosed by that Director, as part of its overall commitment to adopt standards of corporate governance in line with best practice.

The Board believes that independence is one important attribute of an effective non-executive Director. Other important attributes include business acumen and experience, an inquiring mind and personal integrity. In addition, the Board as a whole must work together effectively to combine and leverage the skills, knowledge and experience of its members to provide leadership to the Company in generating value for shareholders and meeting the expectations of other stakeholders. The work of the Board must be supported by robust structures and processes that facilitate depth and breadth of understanding of the Company's business, foster open and constructive debate, define roles and responsibilities clearly and ensure proper compliance with laws.

The governance process implemented by the Board has been designed, as a whole, to address all of these issues in a manner that will maximise the contribution of the Board to the success of the business.

In assessing the independence of a non-executive Director, consideration is given to the underlying purpose behind each of the specific relationships identified as relevant to independence (see below), and the overall purpose of independence;

The Board considers that the overall purpose of independence is to ensure that a Director does not have a relationship where there are, or are perceived to be, matters which could materially interfere with the Director:

- making decisions on matters that regularly come before the Board or its committees;
- objectively assessing information and advice given, or obtained, by management;
- setting policy for general application across the Company; and

- generally, carrying out the performance of his or her role as a Director,
- or which could inhibit free Board discussion of matters coming before the Board.

The Board considers all of the circumstances relevant to a Director, in determining whether the Director is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company. Amongst the circumstances considered by the Board are a range of factors, including the relations described in Box 2.1 of the ASX Recommendations.

In determining whether a sufficiently material relationship (as described in Box 2.1 of the ASX Recommendations) exists between the Company and a third party, the Board has regard to all the circumstances of the relationship, including, among other things:

- **(expenses/revenues)** the proportion of a class of expenses or revenues that the relationship represents to both the Company and the third party;
- **(strategic importance)** the strategic importance to the Company's business of the goods or services purchased or supplied by the Company;
- **(uniqueness of services)** the extent to which the services supplied are integral to the operation of the Company's business, including the extent to which the services provided are unique and not readily replaceable;
- **(goods/services)** the nature of the goods or services;
- **(transaction)** the nature of the transaction; and
- **(value)** the value of the transaction to BHP Steel and the other party to the transaction.

Materiality is considered from the perspective of both the Company and its Directors.

The Board considers that each non-executive Director is independent when assessed on the criteria above, taking into account all relevant matters and relationships of the particular non-executive Director. Relevantly, the Board's reasons include:

- Mr Kraehe is a non-executive Director of Brambles Limited, a supplier of transport services and equipment to the Company, and National Australia Bank, a supplier of banking services and funding facilities. The National Australia Bank is not the principal or transactional banker of the BHP Steel Group. Having considered the goods and services supplied by each of Brambles Limited and National Australia Bank and the materiality criteria set out above, the Board considers that these relationships are not material for the purpose of independence.
- Mr McNeilly was an executive of the BHP Billiton Group until December 2001 and served as Executive General Manager and Chief Executive Officer of BHP Steel (while it was a division of the BHP Billiton Group) between May 1991 and September 1997. Mr McNeilly has not within the last 5 years been involved in BHP Steel management.
- Mr McCann is a partner of Allens Arthur Robinson, a national law firm, which is one of a number of law firms that provide legal advisory services to the Company. It is noted that Allens Arthur Robinson is not the exclusive or primary provider of legal services to the Company. The Board considers that, having regard to the amount of the fees paid to Allens Arthur Robinson and the nature of the services supplied, and based on the materiality criteria set out above, Allens Arthur Robinson is not a material professional adviser for the purposes of independence. The Board also notes that Mr McCann is not involved in Allens Arthur Robinson providing legal advice to the Company or in selecting the Company's legal advisers.
- Mr Rizzo is a member of the Advisory Board of Mallesons Stephen Jaques, a national law firm, which is one of a number of law firms that provide legal advisory services to the Company. It is noted that Mallesons Stephen Jaques is not the exclusive or primary provider of legal services to the Company. The Board considers that, having regard to the amount of the fees paid to Mallesons Stephen Jaques and the nature of the services supplied, and based on the materiality criteria set out above, Mallesons Stephen Jaques is not a material supplier for the purposes of independence. The Board also notes that Mr Rizzo is not involved in Mallesons Stephen Jaques providing legal advice to the Company or in selecting the Company's legal advisers.
- Neither Mr Crabb, Ms Grady nor Mr Tan had any relationships that raised independence issues.

Board succession planning and training

The Board is conscious of the need to ensure that proper processes are in place to deal with succession issues at Board level. This will require the Board periodically to assess the skill-set necessary to meet the BHP Steel Group's demands.

The Board has established a Nomination Committee, chaired by Mr Graham Kraehe, and comprising all the non-executive Directors. (The Nomination Committee is described further on pages 24-25.)

Newly appointed Directors receive appropriate induction and training. This includes management briefings to familiarise themselves with the significant operations of the BHP Steel Group. Arrangements are made for new Directors to visit the Company's major operational sites at Port Kembla and Western Port. New Directors also receive briefing materials, which include minutes of recent Board meetings and copies of fundamental Board and Company policies.

Board meetings

During the 2002/2003 financial year, the Board has met twelve times to review matters such as the financial performance of the BHP Steel Group, current trading and key business initiatives, and the BHP Steel Group's strategy, budget and business plans. The Board has also met to specifically consider BHP Steel's Group strategy.

Procedures are also in place to ensure that Directors can meet to consider and decide urgent matters, as and when they arise.

Materials for Board and Board committee meetings are circulated to the Directors in advance. The agenda for meetings is formulated with input from the Managing Director and Chief Executive Officer, the Chairman and the Executive Leadership Team (see page 25). Directors are free to nominate matters for inclusion on the agenda for any Board or Board committee meeting.

Presentations to the Board are frequently made by members of senior management, and telecommunication technologies may be utilised to facilitate participation.

Board meetings have been held in various locations, including in Melbourne (where the Company's head office is located), Sydney, Port Kembla (home to the Company's integrated steelworks operations in Australia) and Western Port (home to the Company's major steel rolling and coating operations in Australia). The Board has a program to meet at various sites in Australia, Asia and New Zealand throughout the year ahead.

Meetings without management

During the 2002/2003 financial year, the non-executive Directors met on two occasions without the presence of management.

Board charter

The Board has adopted a charter which sets out matters, the powers and responsibilities of the Board, as follows:

- **(reserved powers)** those matters specifically reserved for determination by the Board (see the Delegation of Authority Policy);
- **(independent advice)** the Board's and individual Directors' right to obtain independent professional advice, at the expense of the Company;
- **(non-executive Director meetings)** an undertaking for non-executives Directors to meet at two scheduled times a year without management;
- **(independence)** the Board's process for assessing non-executive Director independence; and
- **(performance review)** an undertaking for the Board to annually review its performance.

Conflicts of interest

The Board is conscious of its obligations to ensure that Directors avoid conflicts of interest (both real and apparent) between their duty to the Company and their own interest. The Board has adopted a procedure to ensure that conflicts and potential conflicts of interest are disclosed to the Board. Where a matter is to be considered by the Board, the Chairman (or where the Chairman has a conflict or potential conflict, the Deputy Chairman) in consultation with the Company Secretary may implement procedures to avoid the Director with the interest acting or being perceived to act in conflict with his or her duties to the Company. A register of Directors' interests is maintained by the Company Secretary.

Directors' remuneration

Under the Company's Constitution the maximum remuneration payable by the Company for the services of non-executive Directors in total must not exceed \$1,750,000 per annum without shareholder approval. The total remuneration paid to the non-executive Directors in the financial year ended 30 June 2003 was well under the maximum amount provided in the Constitution.

Non-executive Directors receive remuneration based on membership of the Board, and for chairing Board committees. Non-executive Directors do not receive any performance-based incentives and are not entitled to any retirement benefits. Details of remuneration paid to the non-executive Directors are set out on page 9.

Non-executive Directors are encouraged to accumulate over time a shareholding equivalent in value to their annual fee.

For equity-based remuneration available to directors or executives, it is the Company's policy to seek shareholder approval as required by the *Corporations Act 2001* or the ASX Listing Rules. At the 2003 Annual General Meeting, shareholder approval will be sought to permit Mr Adams to participate in the Company's Long Term Incentive Plan. Awards under equity-based remuneration plans are only made in accordance with the performance thresholds set out in the terms of those plans (the relevant thresholds are described further on pages 12-14).

Performance evaluation

Board

Under its charter the Board will review its effectiveness annually.

As part of this process the Board also intends to review the individual performance of the Chairman and the other non-executive Directors.

Given that none of the current Directors have been in office longer than sixteen months, the Board considers that it is appropriate to undertake the first Board review towards the end of the 2003/2004 financial year, after approximately two years of working together.

Board committees

The Charter of each BHP Steel Board Committee requires the Committee to regularly review its performance and, where necessary, make recommendations to the Board for improving the effectiveness of the Committee.

Directors

BHP Steel was listed as an independent company on the Australian Stock Exchange in July 2002. Each of its current Directors was appointed on 10 May 2002, with the exception of Mr Tan who was appointed on 26 May 2003.

The BHP Steel Board recognises the importance of regular performance evaluation of Directors. A review process has been adopted for Directors retiring by rotation and offering themselves for re-election. However, given the relatively short history of BHP Steel as a separately listed company and the brief periods of appointment of the incumbent Directors, a formal performance evaluation process for all non-executive Directors has not yet been implemented. The Board is currently examining performance evaluation and aims to have a process in place in the 2003/2004 financial year.

Executives

All BHP Steel executives are subject to annual performance planning and review.

The annual performance planning and review involves a key executive being evaluated by their immediate superior, usually the Managing Director and Chief Executive Officer. The executive is assessed against:

- achievement of financial goals;
- completion of key job specifications and goals;
- achievement of other specific business objectives; and
- contribution towards specific business plan objectives.

In assessing a key executive's performance the Managing Director and Chief Executive Officer may consult with the Chairman. The outcomes of performance reviews are reported to the Remuneration Committee, which has overall responsibility, for ensuring that performance management processes are in place for all key executives. Executive remuneration is considered by the Remuneration Committee.

The Remuneration Committee also considers the overall amount of any short term incentive to be provided to eligible executives, and reviews and approves the specific amount of any short term incentive bonus award to particular senior executives. This takes into account the overall performance of the Company against a range of measures, and the contribution made by a particular executive.

The performance evaluation of the Managing Director and Chief Executive Officer is conducted by the Chairman and the Board. The evaluation of the Managing Director and Chief Executive Officer involves an assessment of a range of factors including the overall performance of the Company and the achievement of specific pre-determined goals.

Committees of the Board

Given the importance of certain matters to corporate governance, the Board has established a number of committees to assist in the execution of its responsibilities:

- the Audit and Risk Committee;
- the Remuneration Committee;
- the Health, Safety and Environment Committee; and
- the Nomination Committee.

Other committees of the Board may be formed from time to time to deal with specific matters.

Each of the Board's committees operates under terms of reference (charters), detailing their role and responsibilities. The charters contain a number of common features, including the ability of a committee to obtain independent professional advice at the expense of the Company, the requirement for reporting to the Board and annual reviews of the operations of the committee.

The number of Board committee meetings held during the year ended 30 June 2003 and the attendance at those meetings by members is set out on page 9.

Regular reports of the committees' activities are provided to the Board and minutes are circulated to all Directors.

Public Listing Committee

The Public Listing Committee was formed by the directors designate of BHP Steel Limited in March 2002 to assist the Directors to prepare to become directors of the Company, once they were formally appointed by BHP Billiton Limited.

After their appointment as Directors on 10 May 2002, the Committee continued to meet to assist the Board in discharging its responsibilities to the Company in connection with the public listing of the Company. The Committee met twice in the 2002/2003 financial year and was discontinued in July 2002 after the public listing of the Company.

The members of the Committee were Mr Kevin McCann (Committee Chairman), Mr Ron McNeilly and Mr Paul Rizzo. All Board members were invited to attend meetings of the Public Listing Committee and, on most occasions, a majority of Directors did attend.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in the effective discharge of its responsibilities for financial reporting, internal controls, risk management and internal and external audit.

The primary objectives of the Audit and Risk Committee, as set out in its charter, are to:

External reporting

- **(review of financial statements)** review all published financial statements which are required to be signed by Directors, prior to approval by the Board;
- **(review of reports)** review the annual report and the directors' report to the extent that such a report discusses the financial position or operating results of the Company;
- **(accounting policies)** review and assess the appropriateness of the Company's accounting policies and principles;
- **(compliance processes)** review and consider the processes used by management to monitor and ensure compliance with laws, regulation and other requirements relating to external reporting of financial information;
- **(regulatory changes)** review proposed professional and regulatory pronouncements regarding accounting policies and financial reporting and assess their impact on the Company.

Internal control and risk management

- **(risk management systems)** consider whether the Company has effective risk management systems in place to review, assess and manage business, financial and operational risk;
- **(internal controls)** review and approve management's programs and policies which deal with the adequacy and effectiveness of internal controls over the Company's business processes, including the determination of financial statements;
- **(theft and fraud reports)** receive reports concerning material actual and suspected breaches of law, including fraud and theft and assess systems to manage this risk;
- **(litigation and contingencies)** review any litigation, claim or other contingency which could have a material effect upon the financial position or operating results of the Company;
- **(superannuation plans)** receive reporting concerning the accounting treatment of the Company's superannuation plans and determine questions of accounting treatment raised;
- **(related party transactions)** review and monitor related party transaction and assess their propriety.

External audit

- **(appointment/replacement)** make recommendations to the Board on the appointment, reappointment or replacement and remuneration of the external auditor;
- **(terms of engagement)** review and agree with the external auditor the terms of engagement;
- **(effectiveness and independence)** monitor the effectiveness and independence of the external auditor;
- **(scope of audit)** review the scope of the external audit with the external auditor including identified risk areas and approve external audit plans;
- **(non-audit services)** review and assess provision of non-audit services by the external auditor;
- **(policies for non-audit services)** develop policies for approval by the Board, in respect of the provision of non-audit services by the external auditor;
- **(coordination with internal audit)** ensure the external auditor is coordinated with internal audit programs;
- **(external audit findings)** review and monitor management's responsiveness to the external audit findings;
- **(external auditor meetings)** on a regular basis meet with the external auditor without the presence of management.

Internal audit

- **(appointment)** approve the internal auditor;
- **(scope of audit and plan)** review and assess the scope of the audit and the internal audit plan, work program and resources and approve internal audit plans;
- **(internal audit findings)** review and monitor management's responsiveness to the internal audit findings;
- **(internal auditor meetings)** on a regular basis meet with the internal auditor without the presence of management.

A complete copy of the Audit and Risk Committee charter is available on the Company's website www.bhpsteel.com.

The Audit and Risk Committee meets before the finalisation of all major financial announcements of the Company and, in any event, is required to meet four scheduled times a year.

As required by its charter, the Audit and Risk Committee is composed entirely of independent non-executive Directors.

The members of the Audit and Risk Committee are Mr Paul Rizzo (Committee Chairman), Mr Kevin McCann and Mr Ron McNeilly. Mr Rizzo has significant financial management and reporting experience. Mr McNeilly has an understanding of the industry in which the Company operates and Mr McCann has both financial and legal experience which is valuable to the functioning of the Audit and Risk Committee.

All Board members are invited to attend meetings of the Audit and Risk Committee, with standing invitations also extended (except for certain consultations referred to above) to the Managing Director and Chief Executive Officer, Chief Financial Officer and the external and internal auditors.

Health, Safety and Environment Committee

The primary objectives of the Health, Safety and Environment Committee, as set out in its charter, are to:

- **(HSEC Policy)** adopt a Health, Safety, Environment and Community ("HSEC") Policy and, as it considers necessary, recommend changes to that policy;
- **(compliance)** monitor the Company's compliance with the approved HSEC Policy;
- **(HSEC standards)** assess the HSEC standards of the Company;
- **(HSEC risks)** assess the operations of the Company and make recommendations for assessing, avoiding, eliminating, controlling and minimising HSEC risks;
- **(legislation)** assess compliance by the Company with applicable legislation;
- **(acceptable practices)** research and recommend the adoption of acceptable HSEC practices in the industries in which the Company operates;
- **(incident reporting)** receive reports concerning HSEC incidents within the Company; and
- **(implications)** consider HSEC issues that may have strategic, business and reputational implications for the Company.

The Chairman of the Committee is Mr John Crabb, who is an independent non-executive Director and because of the importance of health, safety and the environment to BHP Steel's operations, all Directors are members of the Committee. The composition of the Committee will be reviewed from time to time.

The Health, Safety and Environment Committee charter requires that the Committee meets at least four scheduled times per year.

Remuneration Committee

The Board is responsible for ensuring that BHP Steel:

- **(human resources strategy)** has a human resources strategy aligned to the overall business strategy, which supports the BHP Steel Business Charter "Our Bond";
- **(practices and policies)** has remuneration policies and practices that are observed and that enable it to attract and retain executives and directors who will create value for shareholders;
- **(remuneration and performance)** fairly and responsibly rewards executives having regard to the performance of the Company, the creation of value for shareholders, the performance of the executive and the external remuneration environment; and
- **(succession)** plans and implements the development and succession of executive management and directors.

The Remuneration Committee has authority to advise the Board on specific remuneration matters, as well as determining certain matters. The specific areas of responsibility are human resources strategy, remuneration policy, executive incentive and equity based plans, awards under executive incentive and equity based plans, executive directors and senior management remuneration, performance management, succession planning, termination, succession and non-executive director remuneration.

The Board has ultimate authority over the following matters:

- **(contract variation)** changes to the remuneration or contract terms of executive directors;
- **(incentive plans)** the design of new equity plans or executive cash-based incentive plans;
- **(incentive awards)** total level of award proposed from equity plans or executive cash-based incentive plans;
- **(Managing Director selection)** selection of the Managing Director and Chief Executive Officer;
- **(Managing Director compensation)** compensation and all performance related matters for the Managing Director and Chief Executive Officer; and
- **(executive termination payments)** termination payments to executive directors.

The Remuneration Committee is composed entirely of independent non-executive Directors.

The members of the Remuneration Committee are Ms Diane Grady (Committee Chairman), Mr Graham Kraehe and Mr Ron McNeilly. All members of the Remuneration Committee are independent non-executive Directors. The Committee meets at least four scheduled times a year.

The Committee seeks advice and guidance, as appropriate, from the Managing Director and Chief Executive Officer, and the Executive Vice President Human Resources. It may also seek advice from external experts, as appropriate, including in the absence of management of the Company.

Information on the Company's remuneration policies in respect of the costs and benefits of those policies and the link between remuneration paid to Directors and executives and Company performance is detailed on pages 9-14 of the Directors' Report.

Nomination Committee

The Nomination Committee of the Board is responsible for reviewing the membership of the BHP Steel Board and for consideration of candidates for membership of the Board. The Committee is chaired by Mr Graham Kraehe. All non-executive Directors are members of the Committee. The Board believes that the responsibilities of the Committee will be performed most effectively if all non-executive Directors are involved. Detailed work of the Committee may be delegated to a sub-committee.

The purpose of the Committee is to assist the Board in the effective discharge of its responsibilities for ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and the highest standards of governance. This purpose will be achieved by:

- **(required skills)** assessing the skills required on the Board;
- **(Board skills)** assessing the extent to which the required skills are represented on the Board from time to time;

- **(review processes)** establishing processes for the review of the performance of the Board as a whole and individual non-executive Directors; and
- **(Board candidates)** establishing processes for the identification of suitable candidates for appointment to the Board.

The Board believes that this role is most effectively performed when all non-executive Directors are involved.

Executive Leadership Team

The Company's Executive Leadership Team ("ELT") is responsible to the Managing Director and CEO for the day-to-day leadership and management of the Company as a whole. The ELT performs its role in consultation with, and obtains guidance from the Board and Board committees. The ELT's specific responsibilities, include:

- **(BHP Steel corporate strategy)** developing and implementing the strategic direction of the BHP Steel Group;
- **(business area strategies)** reviewing and developing strategies for business areas;
- **(safety)** reviewing and developing safety strategy, high level processes and procedures;
- **(capital expenditure)** reviewing and endorsing all capital proposals over \$5 million. The ELT recommends to the Board all capital proposals over \$15 million;
- **(human resources)** reviewing and discussing human resource talent and succession and developing HR strategies and practices;
- **(policies and standards)** discussing and endorsing major policies and standards that have been delegated to management by the Board in areas such as Human Resources, Information Technology, Risk Management and Finance; and
- **(performance)** reviewing company and business unit financial performance and operational performance and agreeing any necessary actions.

The members of the Executive Leadership Team are Kirby Adams (Managing Director and Chief Executive Officer), who is Chairman of the ELT, Lance Hockridge (President Industrial Markets), Noel Cornish (President Australian Building and Manufacturing Markets), Mike Courtmall (President Asian Building & Manufacturing Markets), Kathryn Fagg (President Market & Logistics Solutions), Brian Kruger (Chief Financial Officer) and Ian Cummin (Executive Vice President Human Resources). The ELT meets monthly, generally at BHP Steel sites.

Accountability and audit

Internal control and risk management

The Board has overall responsibility for the BHP Steel Group's systems of internal control. These systems are designed to ensure effective and efficient operations, including financial reporting and compliance with laws and regulations, with a view to managing the risk of failure to achieve business objectives. It must be recognised however that internal control systems can provide only reasonable and not absolute assurance against the risk of material loss.

The Board reviews the effectiveness of the internal control systems and risk management on an ongoing basis, and monitors risk through the Audit and Risk Committee, (see the Audit and Risk Committee).

The Board regularly receives information about the financial position and performance of the Company. For annual and half-yearly accounts released publicly, the Managing Director and Chief Executive Officer and the Chief Financial Officer sign-off to the Board:

- the accuracy of the accounts and that they represent a true and fair view, in all material respects, of the BHP Steel Group's financial condition and operational results, and have been prepared in accordance with applicable accounting standards; and
- that the representations are based on a system of risk management and internal compliance and control which implements the policies adopted by the Board, and that those systems are operating efficiently and effectively in all material respects.

PricewaterhouseCoopers assists the Board by providing a comprehensive internal audit service.

External Audit

Ernst & Young are the Company's external auditors.

The audit partners and review partners of our external auditors will rotate every five years. The current audit partners and review partner were first appointed for the 2001/02 audit of the Company.

Non-audit work is prohibited, where independence may be compromised or conflicts arise. Any proposal for the performance of permitted non-audit related work by the auditor will require prior consultation with, and approval of, the Chief Financial Officer for certain matters under \$300,000 in value. Permitted services with a value above this amount must be approved by the Audit and Risk Committee.

Share ownership and dealing

Details of shares in the Company held by Directors are set out on page 8.

The Board has put in place a Securities Trading Policy covering dealings in the Company's shares. The objective of the Policy is to ensure that shareholders, customers and the business community have confidence that Directors and senior management comply with the law and best practice in corporate governance, and handle confidential information lawfully and with integrity.

Under the Policy, Directors and senior management are required to notify the Company Secretary and obtain clearance before dealing in BHP Steel Limited shares. Directors and senior management are prohibited from dealing in BHP Steel Limited shares outside designated trading windows.

Any dealings in the Company's shares by a Director are reported to the Board at its next meeting. The Australian Stock Exchange is notified of any share dealings by a Director within five business days.

Corporate social responsibility

The Company is committed to meeting high standards of compliance with respect to its health, safety, environmental and community responsibilities, which are essential to the way in which the BHP Steel Group conducts its business.

Some of these important issues are the responsibility of the Health, Safety and Environment Committee. However, the Company views these matters as key issues, for which the Company can have an impact in every aspect of its operations and interactions within the communities in which it operates.

The Health, Safety, Environmental and Community Policy addressing these issues can be found on the Company's website www.bhpsteel.com.

BHP Steel Guide to Business Conduct

BHP Steel Limited has a Guide to Business Conduct which provides an ethical and legal framework for all employees in the conduct of the Company's business. The Guide defines how the BHP Steel Group relates to its customers, employees, shareholders and the community.

At the core of the Guide to Business Conduct is the desire to build trust between the Company and these stakeholders, through the implementation of principles of legal compliance and proper process; fair competition; the application of industry best practice to the health, safety and well-being of the Company's employees; a focus on long term benefits rather than short term advantage for individuals; co-operation, driven by the Company's belief in people and teamwork; and respect for the diverse range of people and cultures.

The Guide to Business Conduct provides a common behavioural framework for all the Company's employees, irrespective of their specific job, direct employer or location around the world.

The Guide to Business Conduct applies to all employees of the Company. It also applies to the activities of non-executive Directors, to extent that the provisions of the Guide are relevant to a Director's conduct in relation to the Company.

Political contributions

The Company does not contribute funds to any political party, politician, or candidate for public office. It may, however, incur costs for attendance at events hosted by a political party for briefing purposes or for the purpose of meeting and having dialogue with political figures and contributes to the public debate of policy issues that may affect it in the countries in which it operates.

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