



BHP Billiton Limited
180 Lonsdale Street
Melbourne Victoria 3000 Australia
GPO BOX 86A
Melbourne Victoria 3001 Australia
Tel +61 1300 55 47 57 Fax +61 3 9609 4372
bhpbilliton.com

BHP Billiton Plc
Neathouse Place
London SW1V 1BH UK
Tel +44 20 7802 4000
Fax + 44 20 7802 4111
bhpbilliton.com

8 June 2007

To: Australian Securities Exchange

cc: New York Stock Exchange
Swiss Stock Exchange
JSE Limited
Deutsche Bank
UBS Zurich

London Stock Exchange

**Notification of Change of Interests of Directors and Connected Persons
(Australian Stock Exchange Listing Rules Appendix 3Y)
(Listing Rules & Disclosure and Transparency Rules of the UK Listing
Authority)**

Name of entities	BHP Billiton Limited	BHP Billiton Plc
	ABN 49 004 028 077	REG NO 3196209

As part of a dual listed company structure, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Limited or BHP Billiton Plc have primary or secondary listings, all those interests of directors and persons discharging managerial responsibilities of both entities in the securities of both entities (and changes to those interests) which are required to be disclosed under the Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Acts and the Group's Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2, the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing Code.

Name of director	Mr M J Kloppers
Date of last notice	2 April 2007
Date issuer informed of transaction	5 June 2007
Date and place of transaction	5 June 2007 on the London Stock Exchange

Part 1 – Change of director’s relevant interests in securities

Included in this Part are:

- in the case of a trust, interests in the trust made available by the responsible entity of the trust;
- details of the circumstance giving rise to the relevant interest;
- details and estimated valuation if the consideration is non-cash; and
- changes in the relevant interest of Connected Persons of the director.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder)	Shares are held indirectly by the Kloppers Family Superannuation fund, of which Mr Kloppers is a beneficiary. UBS Wealth Management Nominees Pty Ltd is the registered holder
Date of change	5 June 2007
No. of securities held prior to change	440,183 shares (360,183 direct and 80,000 indirect)
Class	Ordinary fully paid shares of US\$0.50 in BHP Billiton Plc
Number acquired	—
Number disposed	43,500 (transfer from direct holding)
Value/Consideration	GBP 12.77 average per share
No. of securities held after change	396,683 (316,683 direct and 80,000 indirect)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market sale on the London Stock Exchange, made in order to meet a tax obligation arising from previous exercises of share awards.
Any additional information	Mr Kloppers as an Executive Director also has a notifiable interest under the United Kingdom legislation in 285,078 shares of BHP Billiton Plc, being the balance of shares held by ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.

Part 2 – Change of director’s interests in contracts other than as described in Part 3

Included in this Part are:

- only details of a contract in relation to which the interest has changed; and
- details and estimated valuation if the consideration is non-cash.

Detail of contract	—
Nature of interest	—
Name of registered holder (if issued securities)	—
No. and class of securities to which interest related prior to change	—
Interest acquired	—
Interest disposed	—
Value/Consideration	—
Interest after change	—

Part 3 – Change of director’s interests in options or other rights granted by the entities

Included in this Part are only details of options or other rights granted which have changed, save for the total number of securities over which options or other rights are held following this notification.

Date of grant	—
Period during which or date on which exercisable	—
Total amount paid (if any) for the grant	—
Description of securities involved: class; number	—
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	—

Total number of securities over which options or other rights held at the date of this notice	90,071 - maximum number of GIS Deferred Shares (ordinary shares of BHP Billiton Plc) 675,000 - maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP 765,071 Total
Any additional information	—

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Mr R Mallett – BHP Billiton Limited Mrs I Watson – BHP Billiton Plc
Contact details	Mr R Mallett Tel: +61 3 9609 3324 Fax: +61 3 9609 4372 Mrs I Watson Tel: +44 20 7802 4176 Fax: +44 20 7802 3054