

Company Secretariat

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8 December 2008

To: Australian Securities Exchange

London Stock Exchange

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

**Notification of Change of Interests of
Persons Discharging Managerial Responsibility
(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 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 Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority and the Group's Securities Dealing Procedure.

We (the entities) advise the following information under the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the person discharging managerial responsibilities in accordance with the Group's Securities Dealing Procedure.

Name of person discharging managerial responsibilities	Mr A Mackenzie
Date of last notice	4 December 2008
Date issuer informed of transaction	5 December 2008
Date and place of transaction	London, 4 and 5 December 2008
Nature of transaction	Purchase of 15,000 Ordinary Shares of US\$0.50 each in BHP Billiton Plc (10,000 on 4 December 2008 and 5,000 on 5 December 2008).

Part 1 – Change of 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	Indirect
Nature of indirect interest (including registered holder)	Pershing Nominees Ltd is the registered holder. The shares are held jointly by Mr A Mackenzie and Mrs E Mackenzie, of which Mr Mackenzie is a beneficiary.
Date of change	4 and 5 December 2008
No. of securities held prior to change	—
Class	Ordinary Shares of US\$0.50 each in BHP Billiton Plc
Number acquired	15,000
Number disposed	—
Value/Consideration	10,000 @ £10.69 per share on 4 December 2008 and 5,000 @ £10.17 per share on 5 December 2008
No. of securities held after change	55,000
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 purchase
Any additional information	—

Part 2 – Change of 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 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	—

Part 3 – Change of interests in options or other rights granted by the entities (cont'd)

Total number of securities over which options or other rights held at the date of this notice	—
Any additional information	—

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Ms F Smith	– BHP Billiton Limited
	Ms E Hobley	– BHP Billiton Plc
Contact details	Ms F Smith	Tel: +61 3 9609 3179 Fax: +61 3 9609 4372
	Ms E Hobley	Tel: +44 20 7802 4054 Fax: +44 20 7802 3054