

2 October 2009

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 Securities 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 Procedure.

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 Procedure.

Name of person discharging managerial responsibilities	Mr M J Kloppers
Date of last notice	23 September 2009
Date issuer informed of transaction	2 October 2009
Date and place of transaction	Shareplus employee share plan trust purchased the shares on the Australian Securities Exchange on 29 September 2009. The shares were allocated and the issuer informed on 2 October 2009.
Nature of transaction	52 ordinary fully paid shares of BHP Billiton limited purchased under Shareplus.

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)	Mr Kloppers has an indirect interest in 548,678 ordinary shares in BHP Billiton Plc, as follows: i) 363,520 ordinary shares in BHP Billiton Plc registered in the name of Lynchwood Nominees Limited of which Mr Kloppers is the beneficial holder; ii) 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Lynchwood Nominees Limited; and iii) 105,158 ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of Lynchwood Nominees Limited. No change to BHP Billiton Plc interests above Mr Kloppers also has an indirect interest in 27,962* ordinary shares in BHP Billiton Limited, as follows: iv) 27,582 ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of UBS Wealth Management Australia Nominees Pty Ltd; and v) 380* ordinary shares in BHP Billiton Limited held by Computershare Nominees on behalf of Shareplus participants as Acquired Shares under the scheme. Shareplus is an all employee share purchase plan of the BHP Billiton Group. * Note – total above includes shares acquired from this transaction.
Date of change	2 October 2009
No. of securities held prior to change	548,678 (BHP Billiton Plc) 27,910 (BHP Billiton Limited)
Class	Ordinary Shares in BHP Billiton Limited
Number acquired	52
Number disposed	—
Value/Consideration	A\$37.91 per share (BHP Billiton Limited)
No. of securities held after change	548,678 (BHP Billiton Plc) all held indirectly 27,962 (BHP Billiton Limited) all held indirectly
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shareplus is an all-employee share purchase plan. Under the plan, employees contribute monies to purchase shares (Acquired Shares), up to an annual contribution limit of US\$5,000 in any Plan year. Shares are purchased on a quarterly basis using the employees' contributions made each pay period over the preceding 3 months. Any Acquired Shares still held by employees at the end of a 3 year holding

	period will be matched by the company on a 1:1 basis.
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	<u>BHP Billiton Plc interests:</u> 450,000 – maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP 450,000 – Total <u>BHP Billiton Limited interests:</u> 95,847 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS 833,327 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 380 – maximum number of matched shares (ordinary shares of BHP Billiton Limited) under Shareplus 929,554 – Total
Any additional information	This notification is in respect of the Acquired Shares under the Shareplus (share purchase) scheme (see Part 1)

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Fiona Smith – BHP Billiton Limited Geof Stapledon – BHP Billiton Plc								
Contact details	<table> <tr> <td>Fiona Smith</td><td>Tel: +61 3 9609 3179</td></tr> <tr> <td></td><td>Fax: +61 3 9609 4372</td></tr> <tr> <td>Geof Stapledon</td><td>Tel: +44 20 7802 4176</td></tr> <tr> <td></td><td>Fax: +44 20 7802 3054</td></tr> </table>	Fiona Smith	Tel: +61 3 9609 3179		Fax: +61 3 9609 4372	Geof Stapledon	Tel: +44 20 7802 4176		Fax: +44 20 7802 3054
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