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3 January 2012

To: Australian Securities Exchange  
London Stock Exchange

cc: New York Stock Exchange  
JSE Limited

**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)**

|                         |                      |                  |
|-------------------------|----------------------|------------------|
| <b>Name of entities</b> | 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 document.

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 document.

|                                                               |                                                                                                                                                                                          |
|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of person discharging managerial responsibilities</b> | Mr M J Klopers                                                                                                                                                                           |
| <b>Date of last notice</b>                                    | 7 December 2011                                                                                                                                                                          |
| <b>Date issuer informed of transaction</b>                    | 3 January 2012                                                                                                                                                                           |
| <b>Date and place of transaction</b>                          | Shareplus employee share plan trust purchased the shares on the Australian Securities Exchange on 28 December 2011. The shares were allocated and the issuer informed on 3 January 2012. |
| <b>Nature of transaction</b>                                  | 36 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nature of indirect interest (including registered holder)</b> | <p><u>BHP Billiton Plc</u></p> <p>Mr Kloppers has an indirect interest in 325,375 ordinary shares in BHP Billiton Plc, as follows:</p> <ul style="list-style-type: none"> <li>i) 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Kloppers Family Fund Pty Ltd; and</li> <li>ii) 245,375 ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust.</li> </ul> <p><u>BHP Billiton Limited</u></p> <p>Mr Kloppers also has an indirect interest in 171,397* ordinary shares in BHP Billiton Limited, as follows:</p> <ul style="list-style-type: none"> <li>i) 148,000 ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust;</li> <li>ii) 23,000 ordinary shares in BHP Billiton Limited held by the Kloppers Family Superannuation Fund and registered in the name of Kloppers Family Fund Pty Ltd; and</li> <li>iii) 397* 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.</li> </ul> <p>* Note – total above reflects shares acquired from this transaction.</p> |
| <b>Date of change</b>                                            | 3 January 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>No. of securities held prior to change</b>                    | 325,375 (BHP Billiton Plc) – Indirect<br>363,520 (BHP Billiton Plc) – Direct<br>171,361 (BHP Billiton Limited) - Indirect                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Class</b>                                                     | Ordinary Shares in BHP Billiton Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Number acquired</b>                                           | 36                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Number disposed</b>                                           | —                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Value/Consideration</b>                                       | A\$34.64 per share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>No. of securities held after change</b>                       | 325,375 (BHP Billiton Plc) – Indirect<br>363,520 (BHP Billiton Plc) – Direct<br>171,397 (BHP Billiton Limited) - Indirect                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nature of change</b><br>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 qualification period will be matched by the company on a 1:1 basis. |
| <b>Any additional information</b>                                                                                                                                           | <u>BHP Billiton Plc</u><br>Mr Kloppers has a direct interest in 363,520 ordinary shares in BHP Billiton Plc.<br><b>There is no change to the above holding.</b>                                                                                                                                                                                                                                                                                                             |

## Part 2 – Change of interests in contracts other than as described in Part 4

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.

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

## Part 3 – Closed period

|                                                                                                                                                   |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?</b> | No. |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                              | —   |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                   | —   |

#### Part 4 – 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.

|                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date of grant</b>                                                                                          | —                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Period during which or date on which exercisable</b>                                                       | —                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Total amount paid (if any) for the grant</b>                                                               | —                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Description of securities involved: class; number</b>                                                      | —                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b> | —                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Total number of securities over which options or other rights held at the date of this notice</b>          | <p><u>BHP Billiton Limited interests:</u></p> <p>1,510,048 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <p>119,536 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS</p> <p>397 – maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus</p> <hr/> <p>1,629,981 – Total</p> |
| <b>Any additional information</b>                                                                             | This notification is in respect of the Acquired Shares under the Shareplus (share purchase) scheme (see Part 1).                                                                                                                                                                                                                                                                                                 |

#### Part 5 – Contact details

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|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of authorised officers responsible for making this notification on behalf of the entities</b> | Nicola Evans – BHP Billiton Limited<br>Geof Stapledon – BHP Billiton Plc                                                                                                                        |
| <b>Contact details</b>                                                                                | <p>Nicola Evans    Tel: +61 3 9609 4326<br/>                         Fax: +61 3 9609 4372</p> <p>Geof Stapledon    Tel: +44 20 7802 4176<br/>                         Fax: +44 20 7802 3054</p> |