

3 April 2012

To: Australian Securities Exchange
London Stock Exchange

cc: New York Stock Exchange
JSE Limited

**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 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 Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority and the Group's Securities Dealing document.

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 document.

Name of person discharging managerial responsibilities	Mr A Mackenzie
Date of last notice	7 December 2011
Date issuer informed of transaction	2 April 2012
Date and place of transaction	Shareplus employee share plan trust purchased the shares on the London Stock Exchange on 19 March 2012. The shares were allocated and the issuer informed on 2 April 2012.
Nature of transaction	Due to the expiry of the Qualification Period and satisfaction of other conditions under the terms of the all employee share plan Shareplus (2009) the: <ul style="list-style-type: none"> • acquisition of 175 Matched Shares (ordinary shares of BHP Billiton Plc) (see Part 3), and • transfer of 175 Acquired Shares (ordinary shares of BHP Billiton Plc).

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)	<p>Mr Mackenzie has an indirect interest in 61,514* ordinary shares in BHP Billiton Plc. 61,254 of these ordinary shares are held by Pershing Nominees held jointly by Mr A Mackenzie and Mrs E Mackenzie, of which Mr Mackenzie is a beneficiary, and 260* ordinary shares of BHP Billiton Plc 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.</p> <p>* Note – total above reflects shares transferred in this transaction (Acquired Shares) previously held by the Shareplus Nominee Computershare.</p>
Date of change	2 April 2012
No. of securities held prior to change	61,339
Class	Ordinary Shares in BHP Billiton Plc
Number acquired	175 (Matched Shares)
Number disposed	—
Value/Consideration	Nil priced Matched Shares (BHP Billiton Plc)
No. of securities held after change	61,514
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocation and transfer of Matching Shares and transfer of Acquired Shares from Computershare Nominees.
Any additional information	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.

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	—

