Company Secretariat

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3 April 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)

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 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.

Name of person discharging managerial responsibilities	Mr M J Kloppers
Date of last notice	3 January 2012
Date issuer informed of transaction	2 April 2012
Date and place of transaction	Shareplus employee share plan trust purchased the shares on the Australian Securities 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: • acquisition of 194 Matched Shares (ordinary fully paid shares of BHP Billiton Limited) (see Part 3), and • transfer of 194 Acquired Shares (ordinary fully paid shares of BHP Billiton Limited). In addition, the acquisition of an indirect interest in 36 ordinary fully paid shares in BHP Billiton Limited under Shareplus 2011.

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)	BHP Billiton Plc Mr Kloppers has an indirect interest in 325,375 ordinary shares in BHP Billiton Plc, as follows: 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 ii) 245,375 ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust. **No change to BHP Billiton Plc interests above** BHP Billiton Limited Mr Kloppers also has an indirect interest in 171,627* ordinary shares in BHP Billiton Limited, as follows: iii) 148,388 ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust; iv) 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 v) 239* 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 reflects shares transferred in this transaction (Acquired Shares) previously held by the Shareplus Nominee Computershare under Shareplus 2009 and the acquisition of shares under Shareplus 2011.
Date of change	2 April 2012
No. of securities held prior to change	325,375 (BHP Billiton Plc) – Indirect 363,520 (BHP Billiton Plc) – Direct 171,397 (BHP Billiton Limited) - Indirect
Class	Ordinary Shares in BHP Billiton Limited
Number acquired	194 (Matched Shares, Shareplus 2009) 36 (Acquired Shares, Shareplus 2011)
Number disposed	—
Value/Consideration	Nil - Matched Shares, Shareplus 2009 A$34.37 per Acquired Shares (Shareplus 2011)
No. of securities held after change	325,375 (BHP Billiton Plc) – Indirect 363,520 (BHP Billiton Plc) – Direct 171,627 (BHP Billiton Limited) - 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	Under Shareplus 2009, the allocation and transfer of Matching Shares and transfer of Acquired Shares from Computershare Nominees. Under Shareplus 2011, the acquisition of an indirect interest in Acquired Shares.
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 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.

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 – Closed period

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

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.

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	<u>BHP Billiton Limited interests:</u> 1,510,048 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 119,536 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS 239 – maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus 1,629,823 – Total
Any additional information	This notification is in respect of the vested Matched Shares under Shareplus where 194 Matched Shares under the 2009 scheme were purchased and of Acquired Shares under Shareplus 2011 (share purchase) scheme (see Part 1).

Part 5 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Nicola Evans – BHP Billiton Limited Geof Stapledon – BHP Billiton Plc
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