Company Secretariat

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5 October 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 October 2012
Date issuer informed of transaction	5 October 2012
Date and place of transaction	4 October 2012 (London Stock Exchange)
Nature of transaction	On-market sale of 59,913 BHP Billiton Plc Ordinary Shares on the London Stock Exchange to fund a tax obligation.

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 265,462* 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) 185,462* ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust. BHP Billiton Limited Mr Kloppers also has an indirect interest in 373,535 ordinary shares in BHP Billiton Limited, as follows: iii) 350,219 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) 316 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 disposed from this transaction.
Date of change	5 October 2012
No. of securities held prior to change	325,375 (BHP Billiton Plc) – Indirect 363,520 (BHP Billiton Plc) – Direct 373,535 (BHP Billiton Limited) – Indirect
Class	Ordinary Shares in BHP Billiton Plc
Number acquired	—
Number disposed	59,913 (BHP Billiton Plc)
Value/Consideration	Sale of 59,913 at £19.13 per share
No. of securities held after change	265,462 (BHP Billiton Plc) – Indirect 363,520 (BHP Billiton Plc) – Direct 373,535 (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	On-market sale on London Stock Exchange
Any additional information	—

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?	Under our Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior clearance. This requirement applies to all dealings, including those that occur outside of a Close 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	BHP Billiton Limited interests: 1,176,721 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 88,327 – vested LTIP Performance Shares (ordinary shares of BHP Billiton Limited) 64,705 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS 316 – maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus 1,330,069 – Total
Any additional information	—

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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