

Company Secretariat

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25 August 2014

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 D Malchuk
Date of last notice	20 December 2013
Date issuer informed of transaction	22 August 2014
Date and place of transaction	21 August 2014 (Australian Securities Exchange).

Nature of transaction	The acquisition of: • 6,884 ordinary shares in BHP Billiton Limited following the vesting of Deferred Shares granted under the 2012 Group Short Term Incentive Plan (GSTIP); and • 9,600 ordinary shares in BHP Billiton Limited following the vesting of Restricted Shares under the 2011 Management Award Plan (MAP). In addition, an on-market sale of 2,864 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations.
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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	Direct
Nature of indirect interest (including registered holder)	—
Date of change	21 August 2014
No. of securities held prior to change	52,687 (direct)
Class	Ordinary Shares in BHP Billiton Limited
Number acquired	16,484
Number disposed	2,864
Value/Consideration	Vesting of 16,484 at nil cost Sale of 2,864 at \$38.23 per share (average)
No. of securities held after change	66,307 (Direct)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Please see “Nature of transaction” above.
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 Limited:</u> 86,850 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 1,598 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS 31,016 – maximum number of Transitional GMC Awards (over ordinary shares of BHP Billiton Limited) 8,577 – maximum number of Deferred Shares (over ordinary shares of BHP Billiton Limited) under the GSTIP 21,900 – maximum number of Restricted Shares (over ordinary shares of BHP Billiton Limited) under the MAP 149,941 – Total
Any additional information	This notification is in respect of the vesting of Deferred Shares under the 2012 GSTIP, and Restricted Shares under the MAP.

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Nicole Duncan – BHP Billiton Limited Geof Stapledon – BHP Billiton Plc
Contact details	Nicole Duncan Tel: +61 3 9609 2917 Fax: +61 3 9611 1044 Geof Stapledon Tel: +44 20 7802 4176 Fax: +44 20 7802 3054