

Company Secretariat

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22 December 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 A Cudmore
Date of last notice	4 March 2014
Date issuer informed of transaction	19 December 2014
Date and place of transaction	19 December 2014 (place of transaction not applicable)
Nature of transaction	Award of Performance Shares under the Long Term Incentive Plan ("LTIP") and of Deferred Shares under the Short Term Incentive Plan ("STIP").

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	-
Nature of indirect interest (including registered holder)	-
Date of change	-
No. of securities held prior to change	-
Class	-
Number acquired	-
Number disposed	-
Value/Consideration	-
No. of securities held after change	-
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	-
Any additional information	-

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

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	19 December 2014
Period during which or date on which exercisable	LTIP Performance Shares – August 2019 STIP Deferred Shares

	– August 2016
Total amount paid (if any) for the grant	-
Description of securities involved: class; number	69,114 Performance Shares (BHP Billiton Limited) under the LTIP 9,734 Deferred Shares (BHP Billiton Limited) under the STIP
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	Nil
Total number of securities over which options or other rights held at the date of this notice	<u>BHP Billiton Limited:</u> 91,387 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 9,734 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP _____ 101,121 – Total
Any additional information	This notification is in respect of the award of Performance Shares under the LTIP and Deferred Shares under the STIP.

Part 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Rachel Agnew
Contact details	Rachel Agnew: Tel: +65 90220463

BHP Billiton Limited ABN 49 004 028 077
 Registered in Australia
 Registered Office: 171 Collins Street Melbourne Victoria 3000

BHP Billiton Plc Registration number 3196209
 Registered in England and Wales
 Registered Office: Neathouse Place, London SW1V 1LH UK

Members of the BHP Billiton Group which is headquartered in Australia