

13 April 2017

Retirement of Pat Davies as independent non-executive Director

Pat Davies retired as an independent non-executive Director of BHP Billiton Limited and BHP Billiton Plc with effect from 6 April 2017.

ASX Listing Rules Appendix 3Z Final Director's Interest Notice

Name of entities	BHP Billiton Limited	BHP Billiton Plc
	ABN 49 004 028 077	REG NO 3196029

We (the entities) give the ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Australian Corporations Act.

Name of director	Pat Davies
Date of last notice	26 February 2013
Date that director ceased to be director	6 April 2017

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Number & class of securities

Nil

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
1. Sanlam Private Investments is the registered holder, on behalf of Pat Davies, as the beneficial owner.	1. 24,818 ordinary shares in BHP Billiton Plc
2. Agulhas Nominees Pty Ltd for the TAG Family Trust of which Pat Davies is a trustee.	2. 2,352 ordinary shares in BHP Billiton Plc

Members of the BHP Billiton Group which is headquartered in Australia

PAT DAVIES: SECTION 430 (2B) COMPANIES ACT 2006 STATEMENT

BHP Billiton Limited and BHP Billiton Plc confirm that Pat Davies retired as a non-executive Director of the Company with effect from 6 April 2017. The following information is provided in accordance with section 430 (2B) of the UK Companies Act 2006:

The Company's Remuneration Report for the financial year ending 30 June 2017 will include the remuneration earned by Mr Davies during his appointment as a non-executive Director for the financial year ending 30 June 2017.

Mr Davies has not and will not receive any remuneration payments upon ceasing to be a Director of the Company other than the Company's normal fees for an independent non-executive Director and fees for membership of the Remuneration Committee and the Sustainability Committee payable for the period from 1 July 2016 to 6 April 2017.