

Company Secretariat



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3 October 2012

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.

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| Name of person discharging managerial responsibilities | Mr M Henry |
| Date of last notice | 3 April 2012 |
| Date issuer informed of transaction | 3 October 2012 |
| Date and place of transaction | 2 October 2012 (London Stock Exchange) |
| Nature of transaction | The acquisition of 20,000 ordinary shares in BHP Billiton Plc following the exercise of Performance Shares under the 2007 Long Term Incentive Plan, 8,259 ordinary shares in BHP Billiton Plc following the exercise of Deferred Shares under the 2010 Group Short Term Incentive Plan and 12,000 ordinary shares in BHP Billiton Plc following the exercise of Restricted Shares under the 2009 Management Award Plan. In addition, an on-market sale of 9,140 ordinary shares on the London Stock Exchange, made in order to meet expected tax obligations. |

BHP Billiton Limited ABN 49 004 028 077
Registered in Australia
Registered Office: 180 Lonsdale Street, Melbourne Victoria 3000 Australia

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

Members of the BHP Billiton Group which is headquartered in Australia

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.

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| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) | <p><u>BHP Billiton Plc</u></p> <p>Mr Henry has an indirect interest in 191 ordinary shares in BHP Billiton Plc 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.</p> <p><u>BHP Billiton Limited</u></p> <p>Mr Henry has an indirect interest in 179 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.</p> |
| Date of change | 3 October 2012 |
| No. of securities held prior to change | 191 (BHP Billiton Plc) – Indirect 179 (BHP Billiton Ltd) – Indirect 44,102 (BHP Billiton Plc) – Direct 18,517 (BHP Billiton Limited) - Direct |
| Class | Ordinary Shares in BHP Billiton Plc |
| Number acquired | 40,259 |
| Number disposed | 9,140 |
| Value/Consideration | Exercise of 40,259 at nil cost Sale of 9,140 at £19.63 per share |
| No. of securities held after change | 191 (BHP Billiton Plc) – Indirect 179 (BHP Billiton Ltd) – Indirect 75,221 (BHP Billiton Plc) – Direct 18,517 (BHP Billiton Limited) - 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 | The acquisition of 20,000 ordinary shares in BHP Billiton Plc following the exercise of Performance Shares under the 2007 Long Term Incentive Plan, 8,259 ordinary shares in BHP Billiton Plc following the exercise of Deferred Shares under the 2010 Group Short Term Incentive Plan and 12,000 ordinary shares in BHP Billiton Plc following the exercise of Restricted Shares under the 2009 Management Award Plan. In addition, an on-market sale of 9,140 ordinary shares on the London Stock Exchange, made in order to meet expected tax obligations. |
| Any additional information | In addition, Mr Henry has elected to cease contributions to Shareplus. |

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.

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| 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.

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| 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 | — |

