

Company Secretariat

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10 May 2013

To: Australian Securities Exchange London Stock Exchange

JSE Limited

CC:

Appointment of Andrew Mackenzie

Further to the announcement on 20 February 2013 advising of the appointment of Andrew Mackenzie as an Executive Director of BHP Billiton Limited and BHP Billiton Plc effective 10 May 2013, we now advise details of Mr Mackenzie's interest in BHP Billiton shares:

Notification of Initial Interests of Directors and Connected Persons (Australian Securities Exchange Listing Rules Appendix 3X) and

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 3196029 |

As part of a dual listed company structure, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Plc or BHP Billiton Limited have primary or secondary listings, all those interests of directors 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.1 and as agent for the director for the purposes of section 205G of the Australian Corporations Act, and 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 director | Mr A Mackenzie |
|---------------------|----------------|
| Date of appointment | 10 May 2013 |

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 | |
|------------------------------|--|
| | |
| - | |

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 |
|---|---|
| Pershing Nominees (indirect interest, Mr A Mackenzie has a beneficial interest) | 72,408 ordinary shares in BHP Billiton Plc* |
| Computershare Nominees (indirect interest, held on behalf of Mr A | 211 ordinary shares in BHP Billiton Plc* |
| Mackenzie as Acquired Shares under the Group's Shareplus scheme) | * Refer Part 4 for details of change since date of last notice (6 December 2012). |

Part 3 – Director's interests in contracts

| Detail of contract | Nil |
|---|-----|
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

Part 4 - Change of relevant interests in securities

| Date of last notice | 6 December 2012 |
|--|---|
| Date issuer informed of transaction | 9 May 2013 |
| Date and place of transaction | Shareplus employee share plan trust purchased the shares on the London Stock Exchange. The shares were allocated and the issuer informed on 9 May 2013. |
| Nature of transaction | Due to the expiry of the Qualification Period and satisfaction of other conditions under the terms of the all employee share plan Shareplus (2010) the: • acquisition of 136 Matched Shares (ordinary shares of BHP Billiton Plc), and • transfer of 136 Acquired Shares (ordinary shares of BHP Billiton Plc). |
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) | Mr Mackenzie has an indirect interest in 72,619* ordinary shares in BHP Billiton Plc. 72,408* of these ordinary shares are held by Pershing Nominees held jointly by Mr A Mackenzie and Mrs E Mackenzie, of which Mr A Mackenzie is a beneficiary, and 211* ordinary shares of BHP Billiton Plc held by Computershare Nominees on behalf of Shareplus participants as Acquired Shares under the scheme. |
| | * Note – totals above reflect shares transferred (Acquired Shares) and allocated and transferred (Matched Shares) in this transaction previously held by the Shareplus nominee Computershare Nominees under Shareplus 2010. |
| Date of change | 9 May 2013 |
| No. of securities held prior to change | 72,483 |
| Class | Ordinary Shares in BHP Billiton Plc |
| Number acquired | 136 (Matched Shares, Shareplus 2010) |
| Number disposed | _ |
| Value/Consideration | Nil - Matched Shares, Shareplus 2010 |
| No. of securities held after | 72,619 |
| Change Nature of change | Under Sharehus 2010, the allegation and transfer |
| Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Under Shareplus 2010, the allocation and transfer of 136 Matched Shares and transfer of 136 Acquired Shares from Computershare Nominees. |
| Any additional information | Shareplus is an all-employee share purchase plan. Under the plan, employees contribute monies to purchase shares (Acquired Shares), up to an annual contribution limit of US\$5,000 in any Plan year. Shares are purchased on a quarterly basis |

| per Sh. yea | ng the employees' contributions made each pay iod over the preceding 3 months. Any Acquired ares still held by employees at the end of a 3 ar qualification period will be matched by the npany on a 1:1 basis. |
|-------------------|---|
|-------------------|---|

Part 5 – Director's interests in options or other rights granted by the entities

| Total number of securities over which options or other rights held at | 852,675 – maximum number of Performance Shares (ordinary shares of BHP |
|---|--|
| the date of this notice | Billiton Plc) under the Long Term Incentive Plan (LTIP) |
| | 59,253 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Plc) under the Group Incentive Scheme (GIS) |
| | 46,508 – vested GIS Options (ordinary shares of BHP Billiton Plc) |
| | 211* – maximum number of matched shares (ordinary shares of BHP Billiton Plc) under Shareplus |
| | 958,647 – Total |
| | * See Part 4 above for movement in Matched Shares. |

Part 6 - Contact details

| Name of authorised officers responsible for making this notification on behalf of the entities | Nicola Kleynhans – BHP Billiton Limited Geof Stapledon – BHP Billiton Plc |
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| Contact details | Nicola Kleynhans Tel: +61 3 9609 4326 Fax: +61 3 9609 4372 Geof Stapledon Tel: +44 20 7802 4176 Fax: +44 20 7802 3054 |