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10 May 2013

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 M Henry
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: <ul style="list-style-type: none"> • acquisition of 152 Matched Shares (ordinary shares of BHP Billiton Plc) (see Part.3), and • transfer of 152 Acquired Shares (ordinary shares of BHP Billiton Plc).

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	Indirect/Direct
Nature of indirect interest (including registered holder)	<p><u>BHP Billiton Plc</u></p> <p>Mr Henry has an indirect interest in 39* 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>* Note – total above reflects shares transferred in this transaction (Acquired Shares) previously held by the Shareplus nominee Computershare Nominees under Shareplus 2010.</p> <p><u>BHP Billiton Limited (No change to this interest)</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	9 May 2013
No. of securities held prior to change	191 (BHP Billiton Plc) - Indirect 75,221 (BHP Billiton Plc) – Direct 179 (BHP Billiton Limited) - Indirect 18,517 (BHP Billiton Limited) – Direct
Class	Ordinary Shares in BHP Billiton Plc
Number acquired	152 (Matched Shares, Shareplus 2010)
Number disposed	—
Value/Consideration	Nil - Matched Shares, Shareplus 2010
No. of securities held after change	39 (BHP Billiton Plc) - Indirect 75,525 (BHP Billiton Plc) – Direct 179 (BHP Billiton Limited) - Indirect 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	Under Shareplus 2010, the allocation and transfer of 152 Matched Shares and transfer of 152 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 using the employees' contributions made each pay period over the preceding 3 months. Any Acquired Shares still held by employees at the end of a 3 year qualification period will be matched by the company on a 1:1 basis.

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)

<p>Total number of securities over which options or other rights held at the date of this notice</p>	<p><u>BHP Billiton Plc:</u></p> <p>121,179 – maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP</p> <p>15,058 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Plc) under the GIS</p> <p>39,860 – Maximum number of Transitional GMC Awards (over ordinary shares of BHP Billiton Limited)</p> <p>16,566 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Plc) under the GSTIP</p> <p>54,900 – maximum number of MAP Awards (over ordinary shares of BHP Billiton Plc) under the MAP</p> <p>39 – maximum number of matched shares (ordinary shares of BHP Billiton Plc) under Shareplus</p> <hr/> <p>247,602 – Total</p> <p><u>BHP Billiton Limited:</u></p> <p>179 – maximum number of matched shares (ordinary shares of BHP Billiton Limited) under Shareplus</p> <hr/> <p>179 – Total</p>
<p>Any additional information</p>	<p>This notification is in respect of the vested Matched Shares under Shareplus where 152 Matched Shares under the 2010 scheme were purchased and transferred (see Part 1).</p>

Part 4 – Contact details

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