

Company Secretariat

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23 August 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 J Wilson
Date of last notice	n/a
Date issuer informed of transaction	22 August 2013
Date and place of transaction	22 August 2013 (Australian Securities Exchange) & 21 August 2013 (Johannesburg Stock Exchange)

Nature of transaction	The acquisition of 149,127 ordinary shares in BHP Billiton Limited
	following the exercise of: 30,500 Restricted Shares under the 2010
	Management Award Plan (MAP), 16,127 Conditional Deferred Shares
	under the 2011 Group Short Term Incentive Plan, 22,500
	Performance Shares under the 2007 Long Term Incentive Plan
	(LTIP), 80,000 Performance Shares under the 2006 LTIP.
	The acquisition of 13,400 ordinary shares in BHP Billiton Plc following
	the exercise of 13,400 Performance Shares under the 2004 LTIP. In
	addition, an on-market sale of 34,564 ordinary shares on the
	Australian Securities Exchange and 13,400 ordinary shares on the
	Johannesburg Stock Exchange, made in order to partially meet
	expected tax obligations.

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	Direct
Nature of indirect interest (including registered holder)	Mr Wilson also has an indirect interest in 256 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. No change to the indirect interest
Date of change	22 August 2013
No. of securities held	1,296 (Direct – BHP Billiton Limited)
prior to change	256 (Indirect – BHP Billiton Limited)
	59,301 (Direct – BHP Billiton Plc)
Class	Ordinary Shares in BHP Billiton Limited
	Ordinary Shares in BHP Billiton Plc
Number acquired	149,127 (BHP Billiton Limited)
	13,400 (BHP Billiton Plc)
Number disposed	34,564 (BHP Billiton Limited)
	13,400 (BHP Billiton Plc)
Value/Consideration	Exercise of 162,527 at nil cost
	Sale of 34,564 at \$35.15 per share (average) (BHP Billiton Limited)
	Sale of 13,400 at ZAR301.45 per share (BHP Billiton Plc)
No. of securities held	115,859 (Direct – BHP Billiton Limited)
after change	256 (Indirect – BHP Billiton Limited)
	59,301 (Direct – BHP Billiton Plc)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Please see "Nature of transaction" above.
Any additional information	-
mormation	

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).

BHP Billiton Limited:
16,611 – maximum number of Conditional Deferred Shares (over ordinary shares of BHP Billiton Limited) under the GSTIP
65,950 – maximum number of Conditional Shares (over ordinary shares of BHP Billiton Limited) under the MAP
57,500 – vested LTIP Performance Shares (ordinary shares of BHP Billiton Limited)
256 – maximum number of Match Shares (ordinary shares of BHP Billiton Limited) under Shareplus
140,317 – Total
This notification is in respect of an exercise of vested 2010 Restricted Shares (30,500) under the BHP Billiton Limited MAP and vested 2011 Conditional Deferred Shares (16,127) under the BHP Billiton Limited GSTIP. Also, the exercise of the following previously BHP Billiton Limited vested awards, 22,500 Performance Shares under the 2007 LTIP, 80,000 Performance Shares under the 2007 LTIP and 13,400 Performance Shares under the BHP Billiton PIc 2004 LTIP.

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of	Nicola Kleynhans – BHP Billiton Limited
the entities	Geof Stapledon – BHP Billiton Plc
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