

Company Secretariat



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8 March 2016

To: Australian Securities Exchange<sup>1</sup>  
London Stock Exchange

cc: New York Stock Exchange  
JSE Limited

**Notification of Change of Interests of Directors and Connected Persons  
(Australian Securities Exchange Listing Rules Appendix 3Y)  
(Listing Rules & Disclosure and Transparency Rules of the UK Listing Authority)**

<b>Name of entities</b>	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 Australian Securities Exchange (ASX) Listing Rules, Listing Rules & 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.2, the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the directors for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing document.

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<sup>1</sup> This release was made outside the hours of operation of the ASX market announcements office.

<b>Name of person discharging managerial responsibilities</b>	Carolyn J Hewson
<b>Date of last notice</b>	23 August 2013
<b>Date issuer informed of transaction</b>	7 March 2016
<b>Date and place of transaction</b>	7 March 2016 (Australian Securities Exchange)
<b>Nature of transaction</b>	On-market purchase of 5,000 BHP Billiton Limited shares

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b>	The registered holder is Zanlyn Pty Ltd as trustee for the Zanadu Investment Trust in which Carolyn Hewson has a beneficial interest.
<b>Date of change</b>	7 March 2016
<b>No. of securities held prior to change</b>	10,500 (Indirect) 3,500 (Direct)
<b>Class</b>	Ordinary shares in BHP Billiton Limited
<b>Number acquired</b>	5,000
<b>Number disposed</b>	-
<b>Value/Consideration</b>	\$18.57 per share
<b>No. of securities held after change</b>	15,500 (Indirect) 3,500 (Direct)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase of BHP Billiton Limited shares
<b>Any additional information</b>	-

### Part 2 – Change of interests in contracts other than as described in Part 2

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.

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest related prior to change</b>	-
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b>	-
<b>Interest after change</b>	-

### Part 3 – Closed period

<b>Were the interests in the securities or contacts detailed above traded during a closed period where prior written consent was required?</b>	No.
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Under BHP Billiton's Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Closed Period.
<b>If prior written clearance was provided, on what date was this provided?</b>	-

### Part 4 – 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.

<b>Date of grant</b>	-
<b>Period during which or date on which exercisable</b>	-
<b>Total amount paid (if any) for the grant</b>	-
<b>Description of securities involved: class; number</b>	-
<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b>	-
<b>Total number of securities over which options or other rights held at the date of this notice</b>	-
<b>Any additional information</b>	-

**Part 5 - Contact details**

<b>Name of authorised officers responsible for making this notification on behalf of the entities</b>	Rachel Agnew
<b>Contact details</b>	Rachel Agnew    Tel: +61 3 9609 3730 Fax: +61 3 9611 1044

<b>Name of person discharging managerial responsibilities</b>	Lindsay Maxsted
<b>Date of last notice</b>	22 December 2014
<b>Date issuer informed of transaction</b>	8 March 2016
<b>Date and place of transaction</b>	8 March 2016 (Australian Securities Exchange)
<b>Nature of transaction</b>	On-market purchase of 6,500 BHP Billiton Limited shares

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b>	<p>Lindsay Maxsted has an indirect interest in 18,000* ordinary shares in BHP Billiton Limited as follows:</p> <p>(1) 5,500 ordinary shares in BHP Billiton Limited registered in the name of Jacobite Investments Pty Ltd which holds the shares on behalf of Lindsay Maxsted, as beneficial owner; and</p> <p>(2) 12,500 ordinary shares in BHP Billiton Limited registered in the name of Align Investments Pty Ltd as trustee for the Lindsay Maxsted Family Superannuation Fund in which Lindsay Maxsted has a beneficial interest.</p> <p>* Note – total above reflects shares acquired through this transaction.</p>
<b>Date of change</b>	8 March 2016
<b>No. of securities held prior to change</b>	11,500 (Indirect)
<b>Class</b>	Ordinary Shares in BHP Billiton Limited
<b>Number acquired</b>	6,500
<b>Number disposed</b>	-
<b>Value/Consideration</b>	\$19.39 per share
<b>No. of securities held after change</b>	18,000 (Indirect)

<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase of BHP Billiton Limited shares
<b>Any additional information</b>	-

## Part 2 – Change of interests in contracts other than as described in Part 2

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.

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest related prior to change</b>	-
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b>	-
<b>Interest after change</b>	-

## Part 3 – Closed period

<b>Were the interests in the securities or contacts detailed above traded during a closed period where prior written consent was required?</b>	No.
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Under BHP Billiton's Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Closed Period.
<b>If prior written clearance was provided, on what date was this provided?</b>	-

## Part 4 – 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.

<b>Date of grant</b>	-
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<b>Period during which or date on which exercisable</b>	-
<b>Total amount paid (if any) for the grant</b>	-
<b>Description of securities involved: class; number</b>	-
<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b>	-
<b>Total number of securities over which options or other rights held at the date of this notice</b>	-
<b>Any additional information</b>	-

**Part 5 - Contact details**

<b>Name of authorised officers responsible for making this notification on behalf of the entities</b>	Rachel Agnew
<b>Contact details</b>	Rachel Agnew    Tel: +61 3 9609 3730 Fax: +61 3 9611 1044

<b>Name of person discharging managerial responsibilities</b>	Baroness Shriti Vadera
<b>Date of last notice</b>	23 February 2012
<b>Date issuer informed of transaction</b>	8 March 2016
<b>Date and place of transaction</b>	7 March 2016 (London Stock Exchange)
<b>Nature of transaction</b>	On-market purchase of 16,000 BHP Billiton Plc shares

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b>	Brewin Dolphin Securities Limited is the registered holder on behalf of Standard Life Trustee Company, the sole trustee for Baroness Vadera's Self Invested Pension Plan; Baroness Vadera is the beneficial owner.
<b>Date of change</b>	7 March 2016
<b>No. of securities held prior to change</b>	9,000 (Indirect)
<b>Class</b>	Ordinary Shares in BHP Billiton Plc
<b>Number acquired</b>	16,000
<b>Number disposed</b>	-
<b>Value/Consideration</b>	£8.71 per share
<b>No. of securities held after change</b>	16,000 (Direct) 9,000 (Indirect)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase of BHP Billiton Plc shares
<b>Any additional information</b>	-



## Part 2 – Change of interests in contracts other than as described in Part 2

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.

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>No. and class of securities to which interest related prior to change</b>	-
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b>	-
<b>Interest after change</b>	-

## Part 3 – Closed period

<b>Were the interests in the securities or contacts detailed above traded during a closed period where prior written consent was required?</b>	No.
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Under BHP Billiton's Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Closed Period.
<b>If prior written clearance was provided, on what date was this provided?</b>	-

## Part 4 – 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.

<b>Date of grant</b>	-
<b>Period during which or date on which exercisable</b>	-
<b>Total amount paid (if any) for the grant</b>	-
<b>Description of securities involved: class; number</b>	-
<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b>	-

<b>Total number of securities over which options or other rights held at the date of this notice</b>	-
<b>Any additional information</b>	-

**Part 5 - Contact details**

<b>Name of authorised officers responsible for making this notification on behalf of the entities</b>	Rachel Agnew
<b>Contact details</b>	Rachel Agnew    Tel: +61 3 9609 3730 Fax: +61 3 9611 1044

BHP Billiton Limited ABN 49 004 028 077  
Registered in Australia  
Registered Office: Level 18 171 Collins Street, Melbourne Victoria 3000

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

Members of the BHP Billiton Group which is headquartered in Australia