

BHP BILLITON LTD
Form 6-K
February 08, 2002
Company Secretariat

7 February 2002

To: Australian Stock Exchange
Companies Announcements Office
London Stock Exchange
Companies Announcements Office

cc: New York Stock Exchange
Swiss Stock Exchange
New Zealand Stock Exchange
Johannesburg Stock Exchange
Paris Bourse
Deutsche Bank

Notification of Change of Interests of Directors and Connected Persons

(Australian Stock Exchange Listing Rules Appendix 3Y)

| 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 BHP Billiton Group has agreed to adopt the better of the existing governance practices between BHP Billiton Plc and BHP Billiton Limited. As a result, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Plc or BHP Billiton Limited have primary or secondary listings, all those interest 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 Stock Exchange (ASX) Listing Rules, the Listing Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Act and the Group's

Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and otherwise in accordance with the foregoing policy.

| | |
|-------------------------|--|
| Name of director | Mr P M Anderson |
| Date of appointment | BHP Billiton Limited -I.12.1998 BHP Billiton Plc -J9.6.2001 |

Part 1 - Change of director's 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 |
| Nature of indirect interest (including registered holder) | Billiton ESOP Trustees Limited as trustee of the Billiton Employee Share Ownership Trust. Under the Trust, all employees of BHP Billiton Plc, including its executive directors (of which Mr Anderson is one) are potential beneficiaries of the Trust under provisions allowing the Trustee discretion to distribute excess Trust assets, either on winding up of the Trust or before. The executive directors therefore have an interest in the balance of the shares in BHP Billiton Plc held in the Trust at any one time. Although such an interest confers no control over the shares, it requires notification under the United Kingdom Companies Act where it relates to shares in BHP Billiton Plc. |
| Date of change | 4.2.2002 |
| No. of securities held prior to change | 521 411 |
| Class | Ordinary shares in BHP Billiton Plc |

| | |
|--|---|
| Number acquired | |
| Number disposed | 121 008 |
| Value/Consideration | |
| No. of securities held after change | 400 403 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | A sale of 121 008 shares on behalf of a participant of the BHP Billiton Plc Restricted Share Scheme and Co-Investment Plan. |
| Any additional information | The companies were notified of this transaction on 5 February 2002. |

Part 2 - Change of director's 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 director's 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 | - |
| Total number of securities over which options or other rights held at the date of this notice | - |
| Any additional information | - |

Part 4 - Contact details

| | |
|---|---|
| Name of authorised officers responsible for making this notification on behalf of the entities | Mr R V Taylor - BHP Billiton Limited Mrs M Taylor - BHP Billiton Plc |
| Contact details | Mr R V Taylor Tel: +61 3 9609 3265 Fax: +61 3 9609 4372 |

Mrs M Taylor Tel: +44 20 7747 3854

Fax: +44 20 7747 3852

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office: 600 Bourke Street

Melbourne Victoria 3000

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BHP Billiton Plc Registration number
3196209

Registered in England and Wales

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The BHP Billiton Group is headquartered in Australia