

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) | Registered holder is J R Nominees Pty Ltd as trustee of a trust of which Mr Brink is a potential beneficiary |
| Date of change | 29 July 2002 |
| No. of securities held prior to change | 26,000 |
| Class | Ordinary fully paid shares of US\$0.50 of BHP Billiton Plc |
| Number acquired | 1,670 * |
| Number disposed | - |
| Value/Consideration | Nil |
| No. of securities held after change | 27,670 * |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Bonus issue of 1 new share for every 15.5648 shares held on 26 July 2002 (South Africa register) |
| Any additional information | <p>The bonus issue was made to reflect the value distributed to BHP Billiton Limited shareholders as a result of the demerger of BHP Steel.</p> <p>Mr Brink also has an indirect interest in 11,707 shares of BHP Billiton Plc held in the name of James Capel C I Nominees Limited as trustee of a trust of which Mr Brink is a potential beneficiary.</p> |

*

The number of securities acquired and the number of securities held after the change may be the subject of adjustment by 1 share after rounding.

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.

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| | |
|--|---|
| 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 I Watson - BHP Billiton Plc |
| Contact details | Mr R V Taylor Tel: +61 3 9609 3265 Fax: +61 3 9609 4372 Mrs I Watson Tel: +44 20 7747 3976 Fax: +44 20 7747 3852 |

29 July 2002

To: Australian Stock Exchange

cc: New York Stock Exchange

Swiss Stock Exchange
 New Zealand Stock Exchange
 London 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 B P Gilbertson |
| Date of last notice | 22 July 2002 |

Part 1 - Change of director's relevant interests in securities

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- in the case of a trust, interests in the trust made available by the responsible entity of the trust;

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- 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) | |
| Date of change | 29 July 2002 |
| No. of securities held prior to change | 389 994 |
| Class | Ordinary fully paid shares of US\$0.50 of BHP Billiton Plc |
| Number acquired | 25 056 |
| Number disposed | - |
| Value/Consideration | Nil |
| No. of securities held after change | 415 050 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Bonus issue of 1 new share for every 15.5648 shares held on 26 July 2002 (South African register) |
| Any additional information | <p>The bonus issue was made to reflect the value distributed to BHP Billiton Limited shareholders as a result of the demerger of BHP Steel.</p> <p>Mr Gilbertson as an Executive Director also has a notifiable interest under United Kingdom legislation in 702,278 shares in BHP Billiton Plc, being the balance of shares held by Billiton ESOP Trustee Limited.</p> <p>Mr Gilbertson also has the following indirect interests in shares of BHP Billiton Plc:</p> |

| | |
|--|--|
| | <ul style="list-style-type: none"> • 286,379 in the name of Vidacos Nominees Limited • 259,854 in the name of Billiton ESOP Trustee Limited A/c GILB <p>There has been no change in these holdings since the last notice dated 22 July 2002, nor any change to his holdings under the BHP Billiton Plc Restricted Share Scheme and Co-Investment Plan as described in that Notice.</p> |
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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 | - |
|---------------|---|

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| | |
|--|---|
| 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 I Watson - BHP Billiton Plc |
| Contact details | Mr R V Taylor Tel: +61 3 9609 3265 Fax: +61 3 9609 4372 Mrs I Watson Tel: +44 20 7747 3976 Fax: +44 20 7747 3852 |

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia
Registered Office: 600 Bourke Street Melbourne Victoria 3000
Telephone +61 3 9609 3333 Facsimile +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales
Registered Office: 1-3 Strand London WC2N 5HA United Kingdom
Telephone +44 20 7747 3800 Facsimile +44 20 7747 3900

The BHP Billiton Group is headquartered in Australia