

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: AWE Limited
ACN: 077 897 440
ASX Code: AWE

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 26/08/2015
The previous notice was given to the company on: 19/01/2015
The previous notice was dated: 15/01/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required and when now required to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	26,364,143	5.014%	31,667,108	6.022%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
16/01/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 541,826.40	438,900	438,900
21/01/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,467,789.63	3,566,675	3,566,675

9/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 372,862.05	- 269,886	- 269,886
11/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 322,384.58	- 249,302	- 249,302
12/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 298,518.24	- 236,018	- 236,018
13/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,124.38	- 862	- 862
19/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 131,522.61	- 96,312	- 96,312
25/02/2015	IOOF Investment Management Limited (ACN 066 0695 021)	Purchased on market	\$ 24,760.32	19,344	19,344
4/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 42,783.02	- 34,100	- 34,100
10/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,202.25	3,254	3,254
11/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 16,387.08	12,654	12,654
12/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 161,276.92	- 124,438	- 124,438
12/03/2015	IOOF Investment Management Limited (ACN 066 0695 021)	Purchased on market	\$ 16,428.00	21,356	21,356
17/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 5,116.94	4,195	4,195
18/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,634.82	3,921	3,921
19/03/2015	IOOF Investment Management Limited (ACN 066 0695 021)	Sold on market	-\$ 24,760.32	- 19,344	- 19,344
14/05/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 14,650.75	10,008	10,008
15/05/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,640,868.63	1,149,827	1,149,827
21/05/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 104,685.42	77,159	77,159
22/05/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 38,604.50	- 27,496	- 27,496
25/05/2015	IOOF Investment Management Limited (ACN 066 0695 021)	Sold on market	-\$ 20,040.30	- 16,190	- 16,190
29/05/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 295,291.69	209,487	209,487
1/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,313.68	3,000	3,000
15/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 17,137.69	13,086	13,086
19/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 26,281.78	- 19,782	- 19,782
7/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 111,126.33	90,165	90,165
8/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,616.45	2,086	2,086
14/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 216,117.36	165,974	165,974

21/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 131,115.02	- 105,537	- 105,537
24/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 402,033.89	339,068	339,068
21/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,761.83	5,123	5,123
24/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 119,083.51	133,453	133,453
26/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 211,024.06	238,425	238,425

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	14,280,912	14,280,912
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	8,873,792	8,873,792
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	2,388,514	2,388,514
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	5,442,813	5,442,813
IOOF Investment Management Limited (ACN 066 695 021)	NAB Asset Servicing		Investment Manager	28,628	28,628

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000
AWE Limited	Level 16, 40 Mount St North Sydney, NSW 2060