

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Whitehaven Coal Limited**

ACN/ARSN

1. Details of substantial holder (1)

Name **Prudential Plc
Prudential Assurance Company Limited
Prudential Pensions Limited
M&G Group Limited
M&G Limited
Eastspring Investments (Singapore) Limited**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **15 January 2016**

The previous notice was given to the company on **02 September 2015**

The previous notice was dated **02 September 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(2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Security (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
NPV Shares	103,825,406	10.11%	114,596,026	11.16%

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 of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Prudential Plc Prudential Assurance Company Limited Prudential Pensions Limited M&G Group Limited M&G Limited Eastspring Investments (Singapore) Limited				
		PLEASE SEE ANNEX 1 (Below)			

4. Present relevant interests

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

Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
PRUCLT HSBC GIS NOM(UK) PAC AC	Prudential Assurance Company Limited	53,535,616
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	16,690,116
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	4,925,044
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	24,575,024
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	94,702
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	9,797,986
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	222,622
State Street Noms Ltd A/C GMIW PRU PACIFIC MARKETS TRUST	Eastspring Investments (Singapore) Limited	3,621,706
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	33,534
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	1,099,676

5. Changes in association

The persons who have been associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and CAN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Prudential PLC	Laurence Pountney Hill, London EC4R 0HH, England
Prudential Assurance Company Limited	Laurence Pountney Hill, London EC4R 0HH, England
Prudential Pensions Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Group Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Limited	Laurence Pountney Hill, London EC4R 0HH, England
Eastspring Investments (Singapore) Limited	10 Marina Boulevard #32-01, Marina Bay Financial Centre Tower 2, Singapore 018983
State Street Nominees Ltd	20 Churchill Place, Canary Wharf, London E14 5HJ, England

Signature

Owen Smith

Date: 19 January 2016

sign here

print name

Owen Smith

capacity Shareholder Disclosures Analyst

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Law.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annex 1: Transactions – 02 September 2015– 15 January 2016

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Consideration (9) Cash
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	02-Sep-15	Purchase	812,579	877,699
EASTSPRING INV WORLD VALUE AP ALWVEA	03-Sep-15	Purchase	3,483	3,751
PRUCLT HSBC GIS NOM(UK) PPL PM	07-Sep-15	Purchase	38,542	40,613
State Street Noms Ltd A/C GMIW	10-Sep-15	Sale	319,260	336,938
EASTSPRING INV ASIA PAC EQ MY AYAPEF	22-Sep-15	Sale	5,819	5,718
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	23-Sep-15	Purchase	412,259	413,826
PMAN APxJ DYNAMIC EQUITY ASPMDE	24-Sep-15	Sale	54,084	53,814
State Street Noms Ltd A/C GMIW	28-Sep-15	Sale	603,487	593,957
EASTSPRING INV ASIA PAC EQ MY AYAPEF	19-Oct-15	Sale	3,857	4,001
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	29-Oct-15	Purchase	571,621	612,571
EASTSPRING INV WORLD VALUE AP ALWVEA	29-Oct-15	Sale	2,409	2,531
State Street Noms Ltd A/C GMIW	02-Nov-15	Sale	123,612	127,615
PRUCLT HSBC GIS NOM(UK) PPL PM	04-Nov-15	Purchase	60,504	64,838
EASTSPRING INV ASIAN DYNAMIC ALASDF	06-Nov-15	Purchase	124,348	131,253
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	19-Nov-15	Purchase	578,710	588,667
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	27-Nov-15	Purchase	88,988	84,485
State Street Noms Ltd A/C GMIW	27-Nov-15	Purchase	11,573	10,987
PRUCLT HSBC GIS NOM(UK) PPL PM	27-Nov-15	Purchase	6,058	5,751
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	30-Nov-15	Purchase	467,396	433,300
State Street Noms Ltd A/C GMIW	30-Nov-15	Purchase	60,783	56,349
PRUCLT HSBC GIS NOM(UK) PPL PM	30-Nov-15	Purchase	31,821	29,500
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	30-Dec-15	Purchase	455,293	318,704
PRUCLT HSBC GIS NOM(UK) PPL PM	30-Dec-15	Purchase	15,607	10,918
State Street Noms Ltd A/C GMIW	06-Jan-16	Sale	115,841	75,699
PMAN APxJ DYNAMIC EQUITY ASPMDE	08-Jan-16	Sale	130,317	77,187
EASTSPRING INVESTMENTS - DEVE ALDAEF	15-Jan-16	Purchase	2,759,272	1,410,043
EASTSPRING INV WORLD VALUE AP ALWVEA	15-Jan-16	Purchase	10,633	5,434
PRUCLT HSBC GIS NOM(UK) PAC AC	15-Jan-16	Purchase	5,546,392	2,834,317

PRUCLT HSBC GIS NOM(UK) PPL AC	15-Jan-16	Purchase	73,444	37,531
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