

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 **13 July 2016**

The previous notice was given to the company on **19 January 2016**

The previous notice was dated **19 January 2016**

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	114,596,026	11.16%	103,608,536	10.09%

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	47,155,810
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	13,869,622
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	4,677,988
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	25,340,688
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	123,379
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	7,609,771
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	178,695
State Street Noms Ltd A/C GMIW PRU PACIFIC MARKETS TRUST	Eastspring Investments (Singapore) Limited	3,763,841
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	33,534
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	855,208

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: 15 July 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 – 16 January 2016 – 14 July 2016

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Consideration (9) Cash
EASTSPRING INV ASIA PAC EQ MY AYAPEF	07/06/2016	Sale	3,098	2,978
EASTSPRING INV ASIA PAC EQ MY AYAPEF	09/05/2016	Purchase	3,026	2,134
EASTSPRING INV ASIA PAC EQ MY AYAPEF	15/04/2016	Sale	5,075	3,756
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	725	731
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	1,118	1,130
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	37	38
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	5,129	5,217
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	1,794	1,813
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	2,708	2,725
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	390	398
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	1,070	1,078
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	1,855	1,871
EASTSPRING INV ASIA PAC EQ MY AYAPEF	17/06/2016	Sale	3,091	3,131
EASTSPRING INV ASIA PAC EQ MY AYAPEF	20/06/2016	Sale	17,139	17,564
EASTSPRING INV ASIA PAC EQ MY AYAPEF	20/06/2016	Sale	931	952
EASTSPRING INV ASIA PAC EQ MY AYAPEF	22/04/2016	Sale	2,793	2,200
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	09/05/2016	Purchase	680,754	480,076
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	12/04/2016	Purchase	619,732	386,436
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	16/03/2016	Purchase	497,638	354,533
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	16/05/2016	Purchase	399,516	287,026
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	48,686	49,119
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	26,212	26,778
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	207,640	210,324
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	2,508	2,561
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	71,886	72,425
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	124,584	125,690
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	120,474	121,745
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	181,935	183,048
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	344,551	350,466
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	17/06/2016	Sale	75,088	75,882
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	20/06/2016	Sale	1,151,355	1,179,903
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	20/06/2016	Sale	62,557	63,973
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	23/05/2016	Purchase	196,403	146,609
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	26/04/2016	Purchase	290,299	225,828
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	26/05/2016	Purchase	242,820	198,991
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	28/04/2016	Purchase	194,985	155,050
EASTSPRING INV ASIA PACIFIC EQ ALAPEF	29/03/2016	Purchase	310,984	205,672
EASTSPRING INV ASIAN DYNAMIC ALASDF	01/02/2016	Purchase	625,469	269,162
EASTSPRING INV ASIAN DYNAMIC ALASDF	11/03/2016	Sale	1,150,145	853,991
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	127,077	129,259
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	27,694	27,987
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	44,433	44,902
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	26,513	26,712

EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	17,956	18,116
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	45,949	46,357
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	9,668	9,877
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	67,101	67,511
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	76,582	77,572
EASTSPRING INV ASIAN DYNAMIC ALASDF	17/06/2016	Sale	925	945
EASTSPRING INV ASIAN DYNAMIC ALASDF	20/06/2016	Sale	23,072	23,594
EASTSPRING INV ASIAN DYNAMIC ALASDF	20/06/2016	Sale	424,643	435,172
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	49,217	19,902
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	49,423	20,016
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	100,711	40,671
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	81,902	33,023
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	194,702	78,493
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	103,616	41,883
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	119,507	48,275
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	72,789	29,459
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	319,109	129,239
EASTSPRING INV ASIAN DYNAMIC ALASDF	29/01/2016	Purchase	400,000	163,000
EASTSPRING INV WORLD VALUE AP ALWVEA	06/05/2016	Purchase	1,676	1,140
EASTSPRING INV WORLD VALUE AP ALWVEA	16/03/2016	Purchase	44,828	33,170
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	359	362
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	554	560
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	1,531	1,551
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	530	534
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	2,541	2,585
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	1,342	1,350
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	888	897
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	193	197
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	919	927
EASTSPRING INV WORLD VALUE AP ALWVEA	17/06/2016	Sale	18	18
EASTSPRING INV WORLD VALUE AP ALWVEA	20/06/2016	Sale	461	471
EASTSPRING INV WORLD VALUE AP ALWVEA	20/06/2016	Sale	8,491	8,702
ESIN-DEVELOPED AND EMERGING AS ALDAEF	25/05/2016	Purchase	101	75
ESIN-DEVELOPED AND EMERGING AS ALDAEF	25/05/2016	Purchase	53,804	40,353
ESIN-DEVELOPED AND EMERGING AS ALDAEF	25/05/2016	Purchase	69	51
ESIN-DEVELOPED AND EMERGING AS ALDAEF	25/05/2016	Purchase	869	645
ESIN-DEVELOPED AND EMERGING AS ALDAEF	25/05/2016	Purchase	131	97
ESIN-DEVELOPED AND EMERGING AS ALDAEF	26/05/2016	Purchase	26,837	21,155
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	120,880	121,619
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	32,347	32,635
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	228,923	232,853
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	47,761	48,119
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	80,044	80,888
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	17,415	17,791
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	82,775	83,510
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	49,889	50,417
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	137,958	139,741
PMAN APxJ DYNAMIC EQUITY ASPMDE	17/06/2016	Sale	1,667	1,702

PMAN APxJ DYNAMIC EQUITY ASPMDE	20/06/2016	Sale	41,563	42,504
PMAN APxJ DYNAMIC EQUITY ASPMDE	20/06/2016	Sale	764,971	783,938
PRUCLT HSBC GIS NOM (UK) PPL AC	16/05/2016	Sale	390,200	283,675
PRUCLT HSBC GIS NOM (UK) PPL AC	25/05/2016	Purchase	49	36
PRUCLT HSBC GIS NOM (UK) PPL AC	25/05/2016	Purchase	421	313
PRUCLT HSBC GIS NOM (UK) PPL AC	25/05/2016	Purchase	64	48
PRUCLT HSBC GIS NOM (UK) PPL AC	25/05/2016	Purchase	26,022	19,517
PRUCLT HSBC GIS NOM (UK) PPL AC	25/05/2016	Purchase	32	24
PRUCLT HSBC GIS NOM (UK) PPL AC	26/05/2016	Purchase	12,980	10,232
PRUCLT HSBC GIS NOM(UK) PAC AC	16/05/2016	Purchase	424,156	308,404
PRUCLT HSBC GIS NOM(UK) PAC AC	25/05/2016	Purchase	614	456
PRUCLT HSBC GIS NOM(UK) PAC AC	25/05/2016	Purchase	417	310
PRUCLT HSBC GIS NOM(UK) PAC AC	25/05/2016	Purchase	5,282	3,922
PRUCLT HSBC GIS NOM(UK) PAC AC	25/05/2016	Purchase	797	592
PRUCLT HSBC GIS NOM(UK) PAC AC	25/05/2016	Purchase	326,908	245,181
PRUCLT HSBC GIS NOM(UK) PAC AC	26/05/2016	Purchase	163,057	128,538
PRUCLT HSBC GIS NOM(UK) PPL PM	06/06/2016	Sale	107,516	104,785
PRUCLT HSBC GIS NOM(UK) PPL PM	09/05/2016	Purchase	30,094	21,222
PRUCLT HSBC GIS NOM(UK) PPL PM	16/03/2016	Purchase	6,005	4,278
PRUCLT HSBC GIS NOM(UK) PPL PM	26/05/2016	Purchase	12,366	10,134
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	9,240	9,337
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	5,514	5,555
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	15,926	16,131
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	5,759	5,820
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	13,954	14,039
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	9,555	9,640
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	26,427	26,882
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	2,011	2,054
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	3,734	3,767
PRUCLT HSBC GIS NOM(UK) PPL PM	17/06/2016	Sale	192	196
PRUCLT HSBC GIS NOM(UK) PPL PM	20/06/2016	Sale	88,307	90,497
PRUCLT HSBC GIS NOM(UK) PPL PM	20/06/2016	Sale	4,798	4,906
SCOT AM CAP ASIA EQUITY	25/05/2016	Purchase	11	8
SCOT AM CAP ASIA EQUITY	25/05/2016	Purchase	7	5
SCOT AM CAP ASIA EQUITY	25/05/2016	Purchase	93	69
SCOT AM CAP ASIA EQUITY	25/05/2016	Purchase	14	10
SCOT AM CAP ASIA EQUITY	25/05/2016	Purchase	5,743	4,307
SCOT AM CAP ASIA EQUITY	26/05/2016	Purchase	2,864	2,258
State Street Noms Ltd A/C GMIW	03/03/2016	Purchase	456,743	300,126
State Street Noms Ltd A/C GMIW	04/03/2016	Purchase	401,574	274,355
State Street Noms Ltd A/C GMIW	09/05/2016	Purchase	83,789	59,088
State Street Noms Ltd A/C GMIW	26/05/2016	Purchase	47,186	38,669
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	692	707
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	95,035	96,670
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	50,182	50,488
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	7,230	7,386
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	13,429	13,549
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	19,828	19,977

State Street Noms Ltd A/C GMIW	17/06/2016	Sale	33,230	33,579
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	34,363	34,669
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	57,272	58,011
State Street Noms Ltd A/C GMIW	17/06/2016	Sale	20,711	20,931
State Street Noms Ltd A/C GMIW	20/06/2016	Sale	17,254	17,644
State Street Noms Ltd A/C GMIW	20/06/2016	Sale	317,572	325,448