

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **St Barbara Limited**

ACN/ARSN

1. Details of substantial holder (1)

Name **Prudential plc**
M&G Group Limited
M&G Limited
M&G Investment Management Limited
M&G Securities Limited
M&G Investment Funds (3)
M&G Investment Funds (12)

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **10 August 2016**

The previous notice was given to the company on **28 June 2016**

The previous notice was dated **28 June 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 | 46,577,276 | 9.40% | 41,350,000 | 8.35% |

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 | | | | |
| | M&G Group Limited | | | | |
| | M&G Limited | PLEASE SEE ANNEX 1 (Below) | | | |
| | M&G Investment Management Limited | | | | |
| | M&G Securities Limited | | | | |
| | M&G Investment Funds (3) | | | | |
| | M&G Investment Funds (12) | | | | |

4. Present relevant interests

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

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder | Nature of relevant interest | Class and number of securities |
|--|---|--|---|--------------------------------|
| Prudential plc M&G Group Limited M&G Limited M&G Investment Management Limited M&G Securities Limited M&G Investment Funds (3) | State Street Noms LTD A/C GMIQ - M&G Recovery Fund | State Street Noms LTD A/C GMIQ | Power to exercise or control the exercise of, a right to vote attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities | 38,350,000 |
| Prudential plc M&G Group Limited M&G Limited M&G Investment Management Limited M&G Securities Limited M&G Investment Funds (12) | State Street Noms LTD A/C GML2 - M&G Global Recovery Fund | State Street Noms LTD A/C GML2 | Power to exercise or control the exercise of, a right to vote attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities | 3,000,000 |

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 |
| M&G Group Limited | Laurence Pountney Hill, London EC4R 0HH, England |
| M&G Limited | Laurence Pountney Hill, London EC4R 0HH, England |
| M&G Investment Management Limited | Laurence Pountney Hill, London EC4R 0HH, England |
| M&G Securities Limited | Laurence Pountney Hill, London EC4R 0HH, England |
| M&G Investment Funds (3), (12) | Laurence Pountney Hill, London EC4R 0HH, England |
| State Street Nominees Limited | 20 Churchill Place, Canary Wharf, London E14 5HJ, England |

Signature

John Baker

capacity **Shareholder Disclosures Analyst**

print name

sign here **John Baker**

Date: **11 August 2016**

Annex 1: Transactions 28 June 2016 – 10 August 2016

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|---|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| Prudential plc M&G Group Limited, M&G Limited, M&G Investment Management Limited M&G Securities Limited, M&G Investment Funds (12) (State Street Noms LTD A/C GML2) - M&G Global Recovery Fund | 01-Jul-16 | -66,895 | | -20,882 |
| | 04-Jul-16 | -69,844 | | -20,881 |
| | 05-Jul-16 | -61,161 | | -18,285 |
| | 06-Jul-16 | -1,547,939 | | -439,952 |
| | 07-Jul-16 | -894,242 | | -250,000 |
| Prudential plc M&G Group Limited, M&G Limited, M&G Investment Management Limited, M&G Securities Limited, M&G Investment Funds (3) (State Street Noms LTD A/C GMIQ) - M&G Recovery Fund | 28-Jun-16 | -107,775 | | -32,797 |
| | 01-Jul-16 | -1,534,853 | | -479,118 |
| | 04-Jul-16 | -1,602,579 | | -479,119 |
| | 05-Jul-16 | -1,403,363 | | -419,557 |
| | 06-Jul-16 | -4,984,502 | | -1,416,685 |
| | 02-Aug-16 | -446,824 | | -137,022 |
| | 03-Aug-16 | -1,643,338 | | -512,978 |
| | 10-Aug-16 | -3,204,512 | | -1,000,000 |