

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 **18 August 2016**

The previous notice was given to the company on **15 July 2016**

The previous notice was dated **15 July 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	103,608,536	10.09%	92,231,305	8.98%

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	43,126,927
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	13,221,137
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	3,411,247
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	22,549,673
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	110,531
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	5,772,849
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	154,689
State Street Noms Ltd A/C GMIW PRU PACIFIC MARKETS TRUST	Eastspring Investments (Singapore) Limited	3,152,645
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	33,534
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	698,073

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

John Baker

Date: 19 August 2016

sign here

print name

John Baker

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 – 15 July 2016 – 18 August 2016

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Consideration (9) Cash
CF PRUDENTIAL PACIFIC MKTS TST	02/08/2016	Sale	-175,583	1.7107
CF PRUDENTIAL PACIFIC MKTS TST	19/07/2016	Sale	-53,817	1.6563
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-31,311	2.1135
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-11,086	2.114
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-11,452	2.1171
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-36,776	2.1137
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-32,415	2.1134
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-84,368	2.1118
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-8,439	2.1156
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-99,126	2.1088
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-14,047	2.1129
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-40,121	2.1132
CF PRUDENTIAL PACIFIC MKTS TST	22/08/2016	Sale	-12,655	2.1182
EASTSPRING INV ASIA PACIFIC EQ	04/08/2016	Sale	-177,451	1.77651786
EASTSPRING INV ASIA PACIFIC EQ	10/08/2016	Purchase	177,147	1.93483785
EASTSPRING INV ASIA PACIFIC EQ	16/08/2016	Purchase	114,231	1.88832517
EASTSPRING INV ASIA PACIFIC EQ	18/07/2016	Sale	-4,517	1.4775
EASTSPRING INV ASIA PACIFIC EQ	20/07/2016	Sale	-2,229	1.67865298
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-168,476	2.11182989
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-22,139	2.11395943
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-28,051	2.11288122
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-197,947	2.10876121
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-73,437	2.11366312
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-22,869	2.11708031
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-62,525	2.11354014
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-64,730	2.11340911
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-16,849	2.1155531
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-25,271	2.11821813
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-80,118	2.11318598
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-462	2.11395943
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-4,130	2.10876121
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-1,351	2.11340911
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-527	2.11821813
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-3,515	2.11182989
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-585	2.11288122
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-352	2.1155531
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-1,532	2.11366312
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-1,305	2.11354014
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-477	2.11708031
EASTSPRING INV ASIA PACIFIC EQ	22/08/2016	Sale	-1,672	2.11318598
EASTSPRING INV ASIA PACIFIC EQ	28/07/2016	Sale	-1,352	1.72
EASTSPRING INV ASIAN DYNAMIC	10/08/2016	Sale	-328,925	1.93445453
EASTSPRING INV ASIAN DYNAMIC	11/08/2016	Sale	-173,222	1.88151784
EASTSPRING INV ASIAN DYNAMIC	18/07/2016	Sale	-295,474	1.49051706
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-17,260	2.11288122
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-103,665	2.11182989

EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-45,187	2.11366312
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-38,472	2.11354014
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-39,829	2.11340911
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-121,799	2.10876121
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-49,298	2.11318598
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-15,550	2.11821813
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-13,622	2.11395943
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-10,366	2.1155531
EASTSPRING INV ASIAN DYNAMIC	22/08/2016	Sale	-14,072	2.11708031
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-1,238	2.11366312
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-1,350	2.11318598
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-473	2.11288122
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-426	2.11821813
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-385	2.11708031
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-3,336	2.10876121
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-1,054	2.11354014
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-373	2.11395943
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-2,839	2.11182989
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-1,091	2.11340911
EASTSPRING INV WORLD VALUE AP	22/08/2016	Sale	-283	2.1155531
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-293,295	2.11318598
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-81,044	2.11395943
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-92,513	2.11821813
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-228,890	2.11354014
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-83,719	2.11708031
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-268,838	2.11366312
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-616,752	2.11182989
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-102,690	2.11288122
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-236,963	2.11340911
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-61,674	2.1155531
ESIN-DEVELOPED AND EMERGING AS	22/08/2016	Sale	-724,637	2.10876121
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-55,453	2.1088
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-22,444	2.1132
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-7,858	2.1129
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-47,197	2.1118
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-17,516	2.1135
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-6,202	2.114
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-6,407	2.1171
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-20,573	2.1137
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-7,080	2.1182
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-18,134	2.1134
PAC (EX SAL ANNUITY FUND)	22/08/2016	Sale	-4,717	2.1156
PAC (EX SAL ANNUITY FUND)	26/07/2016	Sale	-391,216	1.685
PMAN APXJ DYNAMIC EQ SUB	10/08/2016	Sale	-276,405	1.93445453

FUND				
PMAN APXJ DYNAMIC EQ SUB FUND	11/08/2016	Sale	-145,564	1.88151784
PMAN APXJ DYNAMIC EQ SUB FUND	18/07/2016	Sale	-534,502	1.49051706
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-26,410	2.11708031
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-19,457	2.1155531
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-29,184	2.11821813
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-72,205	2.11354014
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-228,593	2.10876121
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-84,807	2.11366312
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-194,560	2.11182989
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-74,752	2.11340911
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-25,566	2.11395943
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-92,523	2.11318598
PMAN APXJ DYNAMIC EQ SUB FUND	22/08/2016	Sale	-32,394	2.11288122
PRUCLT HSBC GIS NOM (UK) PPL PM	03/08/2016	Sale	-12,727	1.7894
PRUCLT HSBC GIS NOM (UK) PPL PM	09/08/2016	Sale	-44,935	1.8623
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-3,660	2.1129
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-10,453	2.1132
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-21,981	2.1118
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-2,984	2.1171
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-8,158	2.1135
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-25,826	2.1088
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-9,582	2.1137
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-8,446	2.1134
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-3,297	2.1182
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-2,198	2.1156
PRUCLT HSBC GIS NOM (UK) PPL PM	22/08/2016	Sale	-2,888	2.114
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-125,464	2.1129
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-358,343	2.1132
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-753,539	2.1118
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-279,655	2.1135
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-99,019	2.114
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-885,350	2.1088
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-102,286	2.1171
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-289,518	2.1134

PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-113,031	2.1182
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-75,355	2.1156
PRUCLT HSBC GIS NOM(UK) PAC AC	22/08/2016	Sale	-328,462	2.1137
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-518	2.1129
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-1,478	2.1132
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-3,108	2.1118
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-1,153	2.1135
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-408	2.114
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-3,652	2.1088
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-1,355	2.1137
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-466	2.1182
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-1,194	2.1134
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-310	2.1156
SCOT AM CAP ASIA EQUITY	22/08/2016	Sale	-422	2.1171