

# 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
	<b>Prudential Plc Prudential Assurance Company Limited Prudential Pensions Limited M&amp;G Group Limited M&amp;G Limited Eastspring Investments (Singapore) Limited</b>				
		<b>PLEASE SEE ANNEX 1 (Below)</b>			

**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: 22 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 (amended to include cash consideration)

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Consideration (9) Cash
EASTSPRING INV ASIA PACIFIC EQ	02-Aug-16	Sale	177,451	315,084
EASTSPRING INV ASIA PACIFIC EQ	08-Aug-16	Purchase	177,147	342,915
EASTSPRING INV ASIA PACIFIC EQ	12-Aug-16	Purchase	114,231	215,810
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	168,476	355,610
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	22,139	46,778
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	28,051	59,239
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	197,947	417,222
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	73,437	155,146
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	22,869	48,392
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	62,525	132,081
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	64,730	136,732
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	16,849	35,628
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	25,271	53,502
EASTSPRING INV ASIA PACIFIC EQ	18-Aug-16	Sale	80,118	169,221
EASTSPRING INV ASIAN DYNAMIC	14-Jul-16	Sale	295,474	440,409
EASTSPRING INV ASIAN DYNAMIC	08-Aug-16	Sale	328,925	635,987
EASTSPRING INV ASIAN DYNAMIC	09-Aug-16	Sale	173,222	325,754
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	17,260	36,450
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	103,665	218,810
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	45,187	95,464
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	38,472	81,270
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	39,829	84,133
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	121,799	256,721
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	49,298	104,124
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	15,550	32,922
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	13,622	28,783
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	10,366	21,919
EASTSPRING INV ASIAN DYNAMIC	18-Aug-16	Sale	14,072	29,777
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	61,674	130,412
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	81,044	171,241
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	83,719	177,153
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	92,513	195,863
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	102,690	216,865
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	228,890	483,517
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	236,963	500,547
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	268,838	567,959
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	293,295	619,481
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	616,752	1,301,806
ESIN-DEVELOPED AND EMERGING AS	18-Aug-16	Sale	724,637	1,527,350
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	283	598
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	373	788
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	385	815
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	426	902
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	473	999
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	1,054	2,227

EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	1,091	2,305
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	1,238	2,615
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	1,350	2,851
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	2,839	5,992
EASTSPRING INV WORLD VALUE AP	18-Aug-16	Sale	3,336	7,031
PMAN APXJ DYNAMIC EQ SUB FUND	14-Jul-16	Sale	534,502	796,684
PMAN APXJ DYNAMIC EQ SUB FUND	08-Aug-16	Sale	276,405	534,438
PMAN APXJ DYNAMIC EQ SUB FUND	09-Aug-16	Sale	145,564	273,742
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	19,457	41,143
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	25,566	54,020
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	26,410	55,885
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	29,184	61,787
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	32,394	68,411
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	72,205	152,529
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	74,752	157,902
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	84,807	179,167
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	92,523	195,422
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	194,560	410,666
PMAN APXJ DYNAMIC EQ SUB FUND	18-Aug-16	Sale	228,593	481,816
EASTSPRING INV ASIA PAC EQ MY	14-Jul-16	Sale	4,517	6,674
EASTSPRING INV ASIA PAC EQ MY	18-Jul-16	Sale	2,229	3,740
EASTSPRING INV ASIA PAC EQ MY	26-Jul-16	Sale	1,352	2,324
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	352	744
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	462	976
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	477	1,009
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	527	1,116
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	585	1,235
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	1,305	2,757
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	1,351	2,854
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	1,532	3,237
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	1,672	3,532
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	3,515	7,419
EASTSPRING INV ASIA PAC EQ MY	18-Aug-16	Sale	4,130	8,705
CF PRUDENTIAL PACIFIC MKTS TST	15-Jul-16	Sale	53,817	89,093
CF PRUDENTIAL PACIFIC MKTS TST	28-Jul-16	Sale	175,583	300,220
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	8,439	17,845
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	11,086	23,424
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	11,452	24,233
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	12,655	26,792
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	14,047	29,665
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	31,311	66,143
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	32,415	68,472
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	36,776	77,695
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	40,121	84,741
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	84,368	178,079
CF PRUDENTIAL PACIFIC MKTS TST	18-Aug-16	Sale	99,126	208,932
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	75,355	159,341
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	99,019	209,222
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	102,286	216,441
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	113,031	239,303

PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	125,464	264,960
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	279,655	590,755
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	289,518	611,561
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	328,462	693,923
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	358,343	756,872
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	753,539	1,590,528
PRUCLT HSBC GIS NOM(UK) PAC AC	18-Aug-16	Sale	885,350	1,866,093
PRUCLT HSBC GIS NOM (UK) PPL PM	01-Aug-16	Sale	12,727	22,762
PRUCLT HSBC GIS NOM (UK) PPL PM	05-Aug-16	Sale	44,935	83,641
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	2,198	4,648
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	2,888	6,102
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	2,984	6,314
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	3,297	6,980
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	3,660	7,729
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	8,158	17,233
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	8,446	17,841
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	9,582	20,243
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	10,453	22,078
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	21,981	46,396
PRUCLT HSBC GIS NOM (UK) PPL PM	18-Aug-16	Sale	25,826	54,435
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	310	656
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	408	862
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	422	893
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	466	987
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	518	1,094
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	1,153	2,436
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	1,194	2,522
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	1,355	2,863
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	1,478	3,122
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	3,108	6,560
SCOT AM CAP ASIA EQUITY	18-Aug-16	Sale	3,652	7,697
PAC (EX SAL ANNUITY FUND)	22-Jul-16	Sale	391,216	659,001
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	4,717	9,974
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	6,202	13,104
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	6,407	13,557
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	7,080	14,989
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	7,858	16,595
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	17,516	37,002
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	18,134	38,305
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	20,573	43,463
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	22,444	47,405
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	47,197	99,621
PAC (EX SAL ANNUITY FUND)	18-Aug-16	Sale	55,453	116,881