

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 **12 October 2016**

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

The previous notice was dated **19 August 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	92,231,305	8.98%	81,345,233	7.92%

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	39,833,939
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	9,862,425
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	2,688,952
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	21,007,084
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	99,060
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	4,412,622
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	135,988
State Street Noms Ltd A/C GMIW PRU PACIFIC MARKETS TRUST	Eastspring Investments (Singapore) Limited	2,638,345
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	33,534
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	633,284

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: 13 October 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 – 19 August 2016 – 12 October 2016

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Price
CF PRUDENTIAL PACIFIC MKTS TST	13/09/2016	Sale	-26,582	2.25
CF PRUDENTIAL PACIFIC MKTS TST	21/09/2016	Sale	-62,203	2.65
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-42	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-348	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-402	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-456	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-468	2.4643
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-804	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-919	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-3,765	2.4634
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-4,256	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-4,403	2.465
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-15,061	2.4584
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-42,998	2.4568
CF PRUDENTIAL PACIFIC MKTS TST	28/09/2016	Sale	-60,981	2.4582
CF PRUDENTIAL PACIFIC MKTS TST	29/09/2016	Sale	-145,490	2.5413
CF PRUDENTIAL PACIFIC MKTS TST	07/10/2016	Sale	-93,288	2.7283
CF PRUDENTIAL PACIFIC MKTS TST	11/10/2016	Sale	-51,834	2.7983
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-10	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-80	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-93	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-105	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-108	2.4643
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-186	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-212	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-870	2.4634
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-983	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-1,018	2.465
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-3,480	2.4584
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-9,936	2.4568
M&G PP PACIFIC BASIN PF	28/09/2016	Sale	-14,091	2.4582
M&G PP PACIFIC BASIN PF	29/09/2016	Sale	-33,617	2.5413
PRUDENTIAL LIFE MANAGED OB	02/09/2016	Purchase	1,394,918	1.9418
PRUDENTIAL LIFE MANAGED OB	21/09/2016	Sale	-279,682	2.6333
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-5,545	2.6424
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-5,630	2.6424
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-11,384	2.645
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-28,277	2.6425
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-35,900	2.6421
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-44,217	2.6448
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-61,578	2.6438
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-68,501	2.6436
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-105,946	2.6445
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-116,759	2.6448
PRUDENTIAL LIFE MANAGED OB	22/09/2016	Sale	-1,110,442	2.6375
PRUDENTIAL LIFE MANAGED OB	23/09/2016	Sale	-656,850	2.4158
PRUDENTIAL LIFE MANAGED OB	26/09/2016	Sale	-192,561	2.5
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-1,431	2.7854
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-7,051	2.79
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-46,990	2.7916
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-68,892	2.7899
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-79,835	2.7935
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-82,538	2.79
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-125,511	2.7894
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-126,922	2.79

PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-181,724	2.7908
PRUDENTIAL LIFE MANAGED OB	12/10/2016	Sale	-997,212	2.787
SCOT AM LIFE NO1 FUND	02/09/2016	Purchase	89,960	1.9418
SCOT AM LIFE NO1 FUND	21/09/2016	Sale	-18,111	2.6333
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-359	2.6424
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-365	2.6424
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-737	2.645
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-1,831	2.6425
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-2,325	2.6421
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-2,863	2.6448
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-3,987	2.6438
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-4,436	2.6436
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-6,860	2.6445
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-7,561	2.6448
SCOT AM LIFE NO1 FUND	22/09/2016	Sale	-71,905	2.6375
SCOT AM LIFE NO1 FUND	23/09/2016	Sale	-42,534	2.4158
SCOT AM LIFE NO1 FUND	26/09/2016	Sale	-12,469	2.5
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-91	2.7854
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-455	2.79
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-3,031	2.7916
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-4,443	2.7899
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-5,149	2.7935
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-5,323	2.79
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-8,095	2.7894
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-8,186	2.79
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-11,720	2.7908
SCOT AM LIFE NO1 FUND	12/10/2016	Sale	-64,314	2.787
SCOTTISH AMICABLE CAPITAL FUND	02/09/2016	Purchase	22,812	1.9418
SCOTTISH AMICABLE CAPITAL FUND	21/09/2016	Sale	-4,524	2.6333
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-90	2.6424
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-91	2.6424
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-184	2.645
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-457	2.6425
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-581	2.6421
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-715	2.6448
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-996	2.6438
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-1,108	2.6436
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-1,714	2.6445
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-1,889	2.6448
SCOTTISH AMICABLE CAPITAL FUND	22/09/2016	Sale	-17,963	2.6375
SCOTTISH AMICABLE CAPITAL FUND	23/09/2016	Sale	-10,625	2.4158
SCOTTISH AMICABLE CAPITAL FUND	26/09/2016	Sale	-3,115	2.5
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-21	2.7854
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-115	2.79
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-769	2.7916
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-1,127	2.7899
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-1,306	2.7935
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-1,350	2.79
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-2,053	2.7894
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-2,076	2.79
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-2,972	2.7908
SCOTTISH AMICABLE CAPITAL FUND	12/10/2016	Sale	-16,309	2.787