

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 **15 December 2016**

The previous notice was given to the company on **13 October 2016**

The previous notice was dated **13 October 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	81,345,233	7.92%	70,478,473	6.86%

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	35,577,826
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	9,485,054
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	2,020,053
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	19,508,461
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	87,369
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	756,596
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	115,613
State Street Noms Ltd A/C GMIW PRU PACIFIC MARKETS TRUST	Eastspring Investments (Singapore) Limited	2,348,862
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	22,710
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	555,929

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: 16 December 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 – 13 October 2016 – 15 December 2016

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Price
CF PRUDENTIAL PACIFIC MKTS TST	14/12/2016	Sale	179,667	2.8413
CF PRUDENTIAL PACIFIC MKTS TST	15/12/2016	Sale	109,816	2.7736
EASTSPRING INV ASIA PACIFIC EQ	12/12/2016	Purchase	1,627,396	3.02564312
EASTSPRING INV ASIA PACIFIC EQ	14/11/2016	Sale	442,655	3.12360023
EASTSPRING INV ASIA PACIFIC EQ	14/12/2016	Sale	867,874	2.84126751
EASTSPRING INV ASIA PACIFIC EQ	15/11/2016	Sale	163,777	2.85528963
EASTSPRING INV ASIA PACIFIC EQ	15/12/2016	Sale	530,461	2.77363205
EASTSPRING INV ASIAN DYNAMIC	14/11/2016	Sale	147,981	3.1034275
EASTSPRING INV ASIAN DYNAMIC	14/12/2016	Sale	323,307	2.84126751
EASTSPRING INV ASIAN DYNAMIC	15/12/2016	Sale	197,611	2.77363205
EASTSPRING INV ASIAPAC EQ MY	03/11/2016	Sale	1,118	3.045
EASTSPRING INV ASIAPAC EQ MY	14/12/2016	Sale	11,952	2.84126751
EASTSPRING INV ASIAPAC EQ MY	15/12/2016	Sale	7,305	2.77363205
EASTSPRING INV WORLD VALUE AP	14/12/2016	Sale	7,256	2.84126751
EASTSPRING INV WORLD VALUE AP	15/12/2016	Sale	4,435	2.77363205
ESIN-DEVELOPED AND EMERGING AS	13/10/2016	Sale	430,112	2.80329916
ESIN-DEVELOPED AND EMERGING AS	21/10/2016	Sale	148,805	3.05471746
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	9,562	3.00085978
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	8,466	3.00124514
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	521,368	2.99314359
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	40,996	3.00219986
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	22,829	3.00013542
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	878	3.035
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	4,173	3
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	5,350	3.00054413
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	390	3.01773792
ESIN-DEVELOPED AND EMERGING AS	24/10/2016	Sale	30,194	3.00071347
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	304	3.005
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	6,437	3.00490319
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	405	3
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	9,296	3.0016792
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	244,968	3.00427091
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	12,900	3.00499345
ESIN-DEVELOPED AND EMERGING AS	25/10/2016	Sale	1,190	3.005
M&G PACIFIC BASIN PASS PF	25/10/2016	Sale	10,824	3.01
PAC (EX SAL ANNUITY FUND)	13/10/2016	Sale	48,666	2.8033
PAC (EX SAL ANNUITY FUND)	21/10/2016	Sale	16,339	3.0547
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	57,246	2.9931

PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	96	3.035
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	1,050	3.0009
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	3,315	3.0007
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	4,501	3.0022
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	43	3.0177
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	458	3
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	587	3.0005
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	930	3.0012
PAC (EX SAL ANNUITY FUND)	24/10/2016	Sale	2,507	3.0001
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	707	3.0049
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	45	3
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	131	3.005
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	1,417	3.005
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	26,898	3.0043
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	1,021	3.0017
PAC (EX SAL ANNUITY FUND)	25/10/2016	Sale	31	3.005
PAC (EX SAL ANNUITY FUND)	27/10/2016	Sale	179,886	3.0741
PMAN APXJ DYNAMIC EQ SUB FUND	03/11/2016	Sale	451,481	2.98659469
PMAN APXJ DYNAMIC EQ SUB FUND	04/11/2016	Sale	531,040	2.98569784
PMAN APXJ DYNAMIC EQ SUB FUND	07/11/2016	Sale	583,288	3.06226838
PMAN APXJ DYNAMIC EQ SUB FUND	08/11/2016	Sale	1,326,569	3.16868069
PMAN APXJ DYNAMIC EQ SUB FUND	14/12/2016	Sale	49,149	2.84126751
PMAN APXJ DYNAMIC EQ SUB FUND	14/12/2016	Sale	110,745	2.92169317
PMAN APXJ DYNAMIC EQ SUB FUND	15/12/2016	Sale	30,041	2.77363205
PMAN APXJ DYNAMIC EQ SUB FUND	16/11/2016	Sale	573,713	2.6808
PRUDENTIAL LIFE MANAGED OB	13/10/2016	Sale	754,579	2.8033
PRUDENTIAL LIFE MANAGED OB	21/10/2016	Sale	3,059	3.17
PRUDENTIAL LIFE MANAGED OB	21/10/2016	Sale	946,464	3.1233
PRUDENTIAL LIFE MANAGED OB	21/10/2016	Sale	209	3.17
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	2,066	3.035
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	22,496	3.0009
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	96,446	3.0022
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	71,034	3.0007
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	1,226,575	2.9931
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	9,817	3
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	12,585	3.0005
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	19,918	3.0012
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	53,707	3.0001
PRUDENTIAL LIFE MANAGED OB	24/10/2016	Sale	922	3.0177
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	30,350	3.005
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	2,799	3.005
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	576,316	3.0043
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	714	3.005
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	21,870	3.0017
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	15,143	3.0049
PRUDENTIAL LIFE MANAGED OB	25/10/2016	Sale	954	3
SCOT AM LIFE NO1 FUND	14/12/2016	Sale	48,010	2.8413
SCOT AM LIFE NO1 FUND	15/12/2016	Sale	29,345	2.7736
SCOTTISH AMICABLE CAPITAL FUND	13/10/2016	Sale	12,340	2.8033
SCOTTISH AMICABLE CAPITAL FUND	21/10/2016	Sale	4,161	3.0547
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	14,577	2.9931
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	638	3.0001
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	237	3.0012
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	150	3.0005
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	117	3
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	11	3.0177
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	1,146	3.0022
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	25	3.035
SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	844	3.0007

SCOTTISH AMICABLE CAPITAL FUND	24/10/2016	Sale	267	3.0009
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	6,849	3.0043
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	180	3.0049
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	11	3
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	260	3.0017
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	9	3.005
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	361	3.005
SCOTTISH AMICABLE CAPITAL FUND	25/10/2016	Sale	33	3.005