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**Facsimile Cover Sheet**

**Date:** Thursday, April 06, 2017 6:06:06 PM

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**Subject:**

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DATE: **6 April 2017**

FROM: **Robert Flaherty**  
**VP, Compliance Officer**  
**MFS Investment Management,**  
**Boston, MA, USA**

PHONE: **(617) 954-5000**

FAX: **(617) 210-8935**

TOTAL NUMBER OF PAGES TRANSMITTED INCLUDING COVER: **6**

TRANSMISSION BEING SENT TO:

NAME: **Australian Securities Exchange**

RE: **FORM 604- NOTICE OF CHANGE OF INTERESTS OF  
SUBSTANTIAL SHAREHOLDER**

FAX NUMBER: **+61 2 9778 0999**

**COMMENTS:**

**Please find attached Form 604- Notice of change of interests of substantial shareholder for Orica Ltd. from the MFS Investment Management on behalf of Sun Life Financial, Inc.**

**Please do not hesitate to contact me at (617) 954-5000 should you have any questions**

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme ORICA LTDACN/ARSN 004 117 828**1. Details of substantial holder(1)**Name MFS Investment Management on behalf of Sun Life Financial Inc.ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 05/04/2017  
 The previous notice was given to the company on 15/01/2016  
 The previous notice was dated 15/01/2016

**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 securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
See Annexure A				

**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
See Annexure A					

**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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure A					

**5. Changes in association**

The persons who have become 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 ACN/ARSN (if applicable)	Nature of association
See Annexure A	

**6. Addresses**

The addresses of persons named in this form are as follows.

Name	Address
See Annexure A	

**Signature**

print name: See Annexure A capacity: See Annexure A  
 sign here: See Annexure A date: See Annexure A

**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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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 Act 2001.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

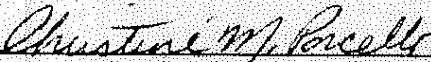


**ANNEXURE A**

This is Annexure A of 3 pages referred to in Form 604 Notice of change of interests of Substantial Holder lodged on behalf of MFS Investment Management in relation to: **ORICA LTD**

NAME: Christine M. Porcello

CAPACITY: INVESTMENT COMPLIANCE SENIOR MANAGER - VICE PRESIDENT

SIGN:  DATE: 06/04/2017

**1. 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 that 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 SECURITIES: PREVIOUS NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS INVESTMENT MANAGEMENT LUX S.a.r.L.)	30,529.00	30,529.00	0.01%
ORD (MFS INVESTMENT MANAGEMENT CANADA LTD)	1,244,396.00	1,244,396.00	0.33%
ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	26,312,242.00	26,312,242.00	7.05%
ORD (MFS HERITAGE TRUST COMPANY)	666,551.00	666,551.00	0.18%
ORD (MFS INSTITUTIONAL ADVISORS, INC.)	4,621,902.00	4,621,902.00	1.24%
ORD (MFS INTERNATIONAL AUSTRALIA PTY LTD.)	-	-	0.00%
ORD (MFS INTERNATIONAL (U.K.) LTD.)	438,399.00	438,399.00	0.12%
ORD (MFS INVESTMENT MANAGEMENT K.K.)	331,377.00	331,377.00	0.09%
<b>TOTAL:</b>	<b>33,645,396.00</b>	<b>33,645,396.00</b>	<b>9.01%</b>

**2. PREVIOUS AND PRESENT VOTING POWER (continued)**

CLASS OF SECURITIES: PRESENT NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS INVESTMENT MANAGEMENT LUX S.a.r.L.)	66,338.00	66,338.00	0.02%
ORD (MFS INVESTMENT MANAGEMENT CANADA LTD)	858,335.00	858,335.00	0.23%
ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	23,652,675.00	23,652,675.00	6.29%
ORD (MFS HERITAGE TRUST COMPANY)	610,464.00	610,464.00	0.16%
ORD (MFS INSTITUTIONAL ADVISORS, INC.)	4,049,009.00	4,049,009.00	1.07%
ORD (MFS INTERNATIONAL AUSTRALIA PTY LTD.)	3,762.00	3,762.00	0.00%
ORD (MFS INTERNATIONAL (U.K.) LTD.)	460,812.00	460,812.00	0.12%
ORD (MFS INVESTMENT MANAGEMENT K.K.)	362,615.00	362,615.00	0.10%
<b>TOTAL:</b>	<b>30,064,010.00</b>	<b>30,064,010.00</b>	<b>7.99%</b>

**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	CONSIDERATION GIVEN IN RELATION TO CHANGE	CLASS	NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
16/01/2016-05/04/2017	ORD (MFS INVESTMENT MANAGEMENT LUX S.a.r.L.)	Market Purchase	ORD Average price of 15.70 AUD	ORD	35,809.00	0.01%
16/01/2016-05/04/2017	ORD (MFS INVESTMENT MANAGEMENT CANADA LTD)	Market Sale	ORD Average price of 15.70 AUD	ORD	(386,061.00)	-0.10%
16/01/2016-05/04/2017	ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	Market Sale	ORD Average price of 15.70 AUD	ORD	(2,659,567.00)	-0.76%
16/01/2016-05/04/2017	ORD (MFS HERITAGE TRUST COMPANY)	Market Sale	ORD Average price of 15.70 AUD	ORD	(56,087.00)	-0.02%
16/01/2016-05/04/2017	ORD (MFS INSTITUTIONAL ADVISORS, INC.)	Market Sale	ORD Average price of 15.70 AUD	ORD	(572,893.00)	-0.17%
16/01/2016-05/04/2017	ORD (MFS INTERNATIONAL AUSTRALIA PTY LTD.)	Market Purchase	ORD Average price of 15.70 AUD	ORD	3,762.00	0.00%

16/01/2016-05/04/2017	ORD (MFS INTERNATIONAL (U.K.) LTD.)	Market Purchase	ORD Average price of 15.70 AUD	ORD	22,413.00	0.00%
16/01/2016-05/04/2017	ORD (MFS INVESTMENT MANAGEMENT K.K.)	Market Purchase	ORD Average price of 15.70 AUD	ORD	31,238.00	0.01%
<b>TOTAL:</b>					<b>(3,581,386.00)</b>	<b>-1.02%</b>

**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	NUMBER OF SECURITIES	PERSON'S VOTES
ORD (MFS INVESTMENT MANAGEMENT LUX S.a.r.L.)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	66,338.00	0.02%
ORD (MFS INVESTMENT MANAGEMENT CANADA LTD)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	858,335.00	0.23%
ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	23,652,675.00	6.29%
ORD (MFS HERITAGE TRUST COMPANY)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	610,464.00	0.16%
ORD (MFS INSTITUTIONAL ADVISORS, INC.)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	4,049,009.00	1.07%
ORD (MFS INTERNATIONAL AUSTRALIA PTY LTD.)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	3,762.00	0.00%
ORD (MFS INTERNATIONAL (U.K.) LTD.)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	460,812.00	0.12%
ORD (MFS INVESTMENT MANAGEMENT K.K.)	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD	362,615.00	0.10%
<b>TOTAL:</b>					<b>30,064,010.00</b>	<b>7.99%</b>

**5. CHANGES IN ASSOCIATION**

The persons who have become 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
SUN LIFE FINANCIAL INC.	Sun Life is a related Body Corporate of MFS and its Subsidiaries.
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	MFS is a related Body Corporate of Sun Life Financial, Inc.
MFS INVESTMENT MANAGEMENT (LUX) S.a.r.L	LUX is a related Body Corporate of MFS
MFS INVESTMENT MANAGEMENT CANADA LIMITED (MICL)	MICL is a related Body Corporate of MFS
MFS HERITAGE TRUST COMPANY (MFSHE)	MFSHE is a related Body Corporate of MFS
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	MFSI is a related Body Corporate of MFS
MFS INTERNATIONAL AUSTRALIA PTY LTD. (MFSIA)	MFSIA is a related Body Corporate of MFS
MFS INTERNATIONAL (U.K.) LTD. (MIL-UK)	MIL-UK is a related Body Corporate of MFS
MFS INVESTMENT MANAGEMENT K.K. (MIMKK)	MIMKK is a related Body Corporate of MFS

**6. ADDRESSES**

The addresses of persons named in this form are as follows:

NAME AND CAN/ARSN (IF APPLICABLE)	ADDRESSES
SUN LIFE FINANCIAL INC.	150 King Street West, Toronto, ON M5H 1J9 Canada
MASSACHUSETTS FINANCIAL SERVICES COMPANY	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INVESTMENT MANAGEMENT (LUX) S.a.r.L	19, Rue de Bibourg, L-1273 Luxembourg; incorporated in Luxembourg
MFS INVESTMENT MANAGEMENT CANADA LIMITED	77 King Street West, 35th floor, Toronto, ON M5K 1B7, Canada, amalgamated in Canada
MFS HERITAGE TRUST COMPANY	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INSTITUTIONAL ADVISORS, INC.	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INTERNATIONAL AUSTRALIA PTY LTD. (MFSIA)	20 Martin Place, 15th Floor, Sydney, NSW 2000
MFS INTERNATIONAL (U.K.) LTD.	One Carter Lane, London, EC4V 5ER
MFS INVESTMENT MANAGEMENT K.K.	16 F Daido Seimei Kasumigaseki Building, 1-4-2 Kasumigaseki 1-Chome, Chiyoda-Ku, Tokyo 100-0013; incorporated in Japan