

# 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      **06 April 2017**

The previous notice was given to the company on      **16 December 2016**

The previous notice was dated      **16 December 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	70,478,473	6.86%	81,899,109	7.98%

**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
PRUDENTIAL LIFE MANAGED OB	Prudential Assurance Company Limited	42,140,092
SCOT AM LIFE NO1 FUND	Prudential Assurance Company Limited	2,216,258
SCOTTISH AMICABLE CAPITAL FUND	Prudential Assurance Company Limited	579,055
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	9,891,216
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	1,853,508
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	21,478,935
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	86,104
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	659,130
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	131,318
State Street Noms Ltd A/C GMIW PRU PACIFIC MARKETS TRUST	Eastspring Investments (Singapore) Limited	2,254,355
M&G PACIFIC BASIN PASS PF	Prudential Pensions Limited	22,710
M&G PP PACIFIC BASIN PF	Prudential Pensions Limited	586,428

**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: 07 April 2017**

**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 – 16 December 2016 – 06 April 2017

Holder of relevant interest	Date of Acquisition	Transaction Type	Class and number of securities	Price
CF PRUDENTIAL PACIFIC MKTS TST	Sale	16/12/2016	71,395	2.7355
CF PRUDENTIAL PACIFIC MKTS TST	Sale	31/03/2017	23,112	2.9985
EASTSPRING INV ASIA PACIFIC EQ	Purchase	03/01/2017	108,809	2.77978853
EASTSPRING INV ASIA PACIFIC EQ	Purchase	16/01/2017	244,642	2.96362299
EASTSPRING INV ASIA PACIFIC EQ	Purchase	20/01/2017	146,568	2.84974005
EASTSPRING INV ASIA PACIFIC EQ	Purchase	27/01/2017	161,304	2.8765
EASTSPRING INV ASIA PACIFIC EQ	Purchase	10/02/2017	100,575	2.76996771
EASTSPRING INV ASIA PACIFIC EQ	Purchase	13/02/2017	32,497	2.82735066
EASTSPRING INV ASIA PACIFIC EQ	Purchase	31/03/2017	330,658	3.00965865
EASTSPRING INV ASIA PACIFIC EQ	Sale	16/12/2016	344,874	2.73553939
EASTSPRING INV ASIA PACIFIC EQ	Sale	09/03/2017	374,017	2.66112594
EASTSPRING INV ASIAN DYNAMIC	Sale	16/12/2016	128,474	2.73553939
EASTSPRING INV ASIAN DYNAMIC	Sale	01/03/2017	38,071	2.85757151
EASTSPRING INV ASIAPAC EQ MY	Purchase	03/03/2017	26,340	2.86
EASTSPRING INV ASIAPAC EQ MY	Purchase	21/03/2017	2,695	2.83
EASTSPRING INV ASIAPAC EQ MY	Sale	16/12/2016	4,750	2.73553939
EASTSPRING INV ASIAPAC EQ MY	Sale	16/12/2016	559	2.72056351
EASTSPRING INV ASIAPAC EQ MY	Sale	21/12/2016	1,764	2.72
EASTSPRING INV ASIAPAC EQ MY	Sale	03/01/2017	1,628	2.64
EASTSPRING INV ASIAPAC EQ MY	Sale	13/01/2017	1,704	2.93857394
EASTSPRING INV ASIAPAC EQ MY	Sale	17/01/2017	1,880	2.88
EASTSPRING INV ASIAPAC EQ MY	Sale	01/03/2017	1,045	2.87035407
EASTSPRING INV WORLD VALUE AP	Purchase	22/12/2016	1,619	2.665
EASTSPRING INV WORLD VALUE AP	Sale	16/12/2016	2,884	2.73553939
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	1,718	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	4,115	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	9,266	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	19,220	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	24,523	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	12,977	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	09/02/2017	6,126	2.705
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	7,343	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	3,716	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	4,135	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	625	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	2,149	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	148,079	2.76903086
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	513	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	1,077	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	1,167	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	15,853	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	10/02/2017	9,336	2.765
ESIN-DEVELOPED AND EMERGING AS	Purchase	13/02/2017	125,179	2.82735066
ESIN-DEVELOPED AND EMERGING AS	Purchase	28/03/2017	367	2.835
ESIN-DEVELOPED AND EMERGING AS	Purchase	28/03/2017	492	2.835
ESIN-DEVELOPED AND EMERGING AS	Purchase	28/03/2017	5,687	2.835
ESIN-DEVELOPED AND EMERGING AS	Purchase	28/03/2017	1,292	2.835
ESIN-DEVELOPED AND EMERGING AS	Purchase	28/03/2017	339,062	2.85259163
ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	2,652	2.905
ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	3,922	2.90500042
ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	192	2.905
ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	3,396	2.905
ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	693	2.905
ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	2,792	2.905

ESIN-DEVELOPED AND EMERGING AS	Purchase	29/03/2017	477,111	2.92005181
ESIN-DEVELOPED AND EMERGING AS	Purchase	30/03/2017	525,023	2.95894332
ESIN-DEVELOPED AND EMERGING AS	Purchase	31/03/2017	210,676	3.01969729
PMAN APXJ DYNAMIC EQ SUB FUND	Sale	16/12/2016	19,531	2.73553939
PMAN APXJ DYNAMIC EQ SUB FUND	Sale	28/02/2017	77,935	2.8721958
PPL-PACIFIC MARKETS(EX JAP)	Purchase	13/01/2017	71,107	2.9428
PPL-PACIFIC MARKETS(EX JAP)	Sale	16/12/2016	19,078	2.7355
PPL-PACIFIC MARKETS(EX JAP)	Sale	17/03/2017	17,430	2.771
PPL-PACIFIC MARKETS(EX JAP)	Sale	04/04/2017	4,100	3.2398
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	253,897	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	28,575	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	131,895	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	93,825	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	46,119	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	3,574	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	31,216	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	144,733	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	16,734	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	09/02/2017	130,348	2.705
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	34,449	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	27,098	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	13,712	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	15,260	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	4,306	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	546,422	2.769
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	7,928	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	58,498	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	1,890	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	2,307	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	10/02/2017	3,976	2.765
PRUDENTIAL LIFE MANAGED OB	Purchase	13/02/2017	461,915	2.8274
PRUDENTIAL LIFE MANAGED OB	Purchase	28/02/2017	3,083	2.865
PRUDENTIAL LIFE MANAGED OB	Purchase	28/02/2017	677,309	2.8835
PRUDENTIAL LIFE MANAGED OB	Purchase	28/02/2017	2,071	2.865
PRUDENTIAL LIFE MANAGED OB	Purchase	28/02/2017	804	2.865
PRUDENTIAL LIFE MANAGED OB	Purchase	28/02/2017	1,817	2.865
PRUDENTIAL LIFE MANAGED OB	Purchase	28/02/2017	17,039	2.865
PRUDENTIAL LIFE MANAGED OB	Purchase	01/03/2017	830,220	2.8654
PRUDENTIAL LIFE MANAGED OB	Purchase	22/03/2017	912,564	2.7173
PRUDENTIAL LIFE MANAGED OB	Purchase	27/03/2017	281,374	2.7237
PRUDENTIAL LIFE MANAGED OB	Purchase	28/03/2017	643,375	2.8526
PRUDENTIAL LIFE MANAGED OB	Purchase	28/03/2017	2,450	2.835
PRUDENTIAL LIFE MANAGED OB	Purchase	28/03/2017	932	2.835
PRUDENTIAL LIFE MANAGED OB	Purchase	28/03/2017	701	2.835
PRUDENTIAL LIFE MANAGED OB	Purchase	28/03/2017	10,791	2.835
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	366	2.905
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	905,329	2.9201
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	6,444	2.905
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	5,297	2.905
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	1,315	2.905
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	5,032	2.905
PRUDENTIAL LIFE MANAGED OB	Purchase	29/03/2017	7,443	2.905
PRUDENTIAL LIFE MANAGED OB	Purchase	30/03/2017	996,242	2.9589
PRUDENTIAL LIFE MANAGED OB	Purchase	31/03/2017	399,763	3.0197
PRUDENTIAL LIFE MANAGED OB	Purchase	06/04/2017	1,383,322	3.2912
SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	1,109	2.705
SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	354	2.705
SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	98	2.705
SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	749	2.705

SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	535	2.705
SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	238	2.705
SCOT AM LIFE NO1 FUND	Purchase	09/02/2017	1,415	2.705
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	239	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	36	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	8,545	2.769
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	62	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	915	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	29	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	124	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	214	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	67	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	539	2.765
SCOT AM LIFE NO1 FUND	Purchase	10/02/2017	424	2.765
SCOT AM LIFE NO1 FUND	Purchase	13/02/2017	7,223	2.8274
SCOT AM LIFE NO1 FUND	Purchase	28/03/2017	133	2.835
SCOT AM LIFE NO1 FUND	Purchase	28/03/2017	38	2.835
SCOT AM LIFE NO1 FUND	Purchase	28/03/2017	587	2.835
SCOT AM LIFE NO1 FUND	Purchase	28/03/2017	51	2.835
SCOT AM LIFE NO1 FUND	Purchase	28/03/2017	34,985	2.8526
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	19	2.905
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	72	2.905
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	274	2.905
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	288	2.905
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	350	2.905
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	49,230	2.9201
SCOT AM LIFE NO1 FUND	Purchase	29/03/2017	405	2.905
SCOT AM LIFE NO1 FUND	Purchase	30/03/2017	54,173	2.9589
SCOT AM LIFE NO1 FUND	Purchase	31/03/2017	21,738	3.0197
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	186	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	394	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	52	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	282	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	584	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	125	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	09/02/2017	745	2.705
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	36	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	113	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	284	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	65	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	482	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	4,501	2.769
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	33	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	19	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	126	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	223	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	10/02/2017	14	2.765
SCOTTISH AMICABLE CAPITAL FUND	Purchase	13/02/2017	3,804	2.8274
SCOTTISH AMICABLE CAPITAL FUND	Purchase	28/03/2017	9,753	2.8526
SCOTTISH AMICABLE CAPITAL FUND	Purchase	28/03/2017	14	2.835
SCOTTISH AMICABLE CAPITAL FUND	Purchase	28/03/2017	37	2.835
SCOTTISH AMICABLE CAPITAL FUND	Purchase	28/03/2017	10	2.835
SCOTTISH AMICABLE CAPITAL FUND	Purchase	28/03/2017	164	2.835
SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	13,724	2.9201
SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	76	2.905
SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	98	2.905
SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	20	2.905
SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	80	2.905
SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	5	2.905

SCOTTISH AMICABLE CAPITAL FUND	Purchase	29/03/2017	113	2.905
SCOTTISH AMICABLE CAPITAL FUND	Purchase	30/03/2017	15,102	2.9589
SCOTTISH AMICABLE CAPITAL FUND	Purchase	31/03/2017	6,060	3.0197
SCOTTISH AMICABLE CAPITAL FUND	Sale	03/04/2017	38,763	3.021