

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme UIL Energy Limited (UIL)

ACN/ARSN 153 352 160

1. Details of substantial holder (1)

Name Strike West Holdings Pty Ltd ACN 616 395 398 (**Strike West**), Strike Energy Limited ACN 078 012 745 (**Strike Energy**) and each of Strike Energy's other subsidiaries as listed in Annexure A (each a **Non-Bidder Subsidiary**)

ACN/ARSN (if applicable) See above and in Annexure A (as applicable)

There was a change in the interests of the substantial holder on 12 December 2018

The previous notice was given to the company on 12 December 2018

The previous notice was dated 12 December 2018

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)
Fully paid ordinary shares in UIL (UIL Shares)	211,973,074	87.21% based on 243,049,719 UIL Shares on issue	214,721,056	88.34% based on 243,049,719 UIL Shares on issue

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
15 November 2018	Strike West, Strike Energy and each Non-Bidder Subsidiary	Acquisition of relevant interest in Shares pursuant to contracts arising as a result of acceptances of takeover offers dated 25 October 2018 made by Strike Energy (Offers) on the terms and conditions set out in the bidder's statement dated 24 October 2018 (Offer Acceptance Contracts)	As above	214,721,056 UIL Shares	214,721,056 UIL Shares

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
Strike West	Various offerees who have accepted the Offers	Strike West (subject to the Offer Acceptance Contracts)	Strike West has a relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as a result of acceptances of the Offers.	214,721,056 UIL Shares	214,721,056 UIL Shares

Strike Energy	Various offerees who have accepted the Offers	Strike West (subject to the Offer Acceptance Contracts)	Strike Energy has a relevant interest under section 608(3)(b) of the Corporations Act by reason of having control of Strike West	214,721,056 UIL Shares	214,721,056 UIL Shares
Each Non-Bidder Subsidiary	Various offerees who have accepted the Offers	Strike West (subject to the Offer Acceptance Contracts)	Each Non-Bidder Subsidiary has a relevant interest under section 608(3)(a) of the Corporations Act by virtue of having voting power (through the relevant interest of its associate, Strike Energy) above 20% in Strike West.	214,721,056 UIL Shares	214,721,056 UIL Shares

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Strike Energy, Strike West and each Non-Bidder Subsidiary	1/31-35 George Street, Thebarton SA 5031

Signature

print name Justin Ferravant Capacity Company secretary

sign here  Date 13/12/2018

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 1 page (excluding this page) referred to in form 604 notice of change of interests of substantial holder lodged by Strike West Holdings Pty Ltd ACN 616 395 398, Strike Energy Limited ACN 078 012 745 and each of Strike Energy's other subsidiaries

Signature

print name Justin Ferravant capacity Company Secretary

sign here  date 13/12/2018

Note: The annexure must be signed by the same person(s) who signed the form.

Subsidiary	ACN
Strike Energy South Australia Pty Ltd	128 449 687
Strike Energy 96 Holdings Pty Ltd	164 305 391
Strike Energy 95 Holdings Pty Ltd	164 303 002
Strike Energy 94 Holdings Pty Ltd	164 304 938
Strike Energy Cooper Holdings Pty Ltd	164 304 198
Strike Energy 96 Pty Ltd	169 715 708
Strike Energy 95 Pty Ltd	169 715 753
Strike Energy 94 Pty Ltd	169 715 851
Strike Energy Cooper Pty Ltd	169 715 824
Strike Energy Holdings Pty Ltd	616 372 117
Strike West Pty Ltd	625 161 846