

November 3, 2020

**Company Announcement Officer**

State Street Global Advisors,  
Australia, Limited  
(ABN 42 003 914 225)  
Level 15, 420 George Street  
Sydney NSW 2000  
Australia

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ssga.com

Dear Announcement Officer

**Notice of Becoming a Substantial Shareholder**

Pursuant to section 671B of the Corporations Act, State Street Corporation hereby advises that it has become a substantial shareholder in Whitehaven Coal Ltd. The enclosed ASIC Form 603 discloses the required details

Yours faithfully,



Mark Hayes

Vice President and Head of Compliance

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme WHITEHAVEN COAL LTDACN/ARSN 124 425 396**1. Details of substantial holder (1)**Name State Street Corporation and subsidiaries named in Annexures to this form

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 30/10/2020**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ord	52,358,099	52,358,099	5.07%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Annexure A		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Annexure A			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Annexure B				

Information Classification: General

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Annexure A	

**7. Addresses**

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

Name	Address
Annexure C	

**Signature**

print name **Sonia Shah**

Capacity: **Authorised signatory**

sign here \_\_\_\_\_

date 03/11/2020

**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 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 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 Act 2001.
- (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.

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Sonia Shah  
Authorised Signatory

3. Details of relevant interests  
4. Details of present registered holders  
6. Associates

Holder of relevant interest (Section 3, 4 and 6)	Nature of Relevant Interest (Section 3)	Registered Holder of securities (Section 4)	Person Entitled to be registered as holder (Section 4)	Class and number of Securities (Section 3 and 4)		Nature of Association (Section 6)
State Street Global Advisors Trust Company	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	N.A.	Ordinary	2,959,672	Subsidiary of State Street Corporation
State Street Global Advisors Trust Company	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Northern Trust Company	N.A.	Ordinary	78,230	Subsidiary of State Street Corporation
State Street Global Advisors Trust Company	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	The Bank of New York Mellon	N.A.	Ordinary	336,531	Subsidiary of State Street Corporation
State Street Global Advisors Trust Company	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	JPMorgan AG	N.A.	Ordinary	92,490	Subsidiary of State Street Corporation
SSgA Australia Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	N.A.	Ordinary	3,113,862	Subsidiary of State Street Corporation
SSgA Australia Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Northern Trust Company	N.A.	Ordinary	43,067,271	Subsidiary of State Street Corporation
SSgA Australia Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	BNP Paribas	N.A.	Ordinary	40,524	Subsidiary of State Street Corporation
State Street Global Advisors Limited (UK)	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	N.A.	Ordinary	1,494,443	Subsidiary of State Street Corporation
State Street Global Advisors Limited (UK)	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Northern Trust Company	N.A.	Ordinary	7,786	Subsidiary of State Street Corporation
State Street Global Advisors Limited (UK)	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	The Bank of New York Mellon	N.A.	Ordinary	328,665	Subsidiary of State Street Corporation
State Street Global Advisors Asia Ltd.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Bank of New York Mellon	N.A.	Ordinary	303,882	Subsidiary of State Street Corporation
State Street Global Advisors Asia Ltd.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	The Bank of New York Mellon	N.A.	Ordinary	13,367	Subsidiary of State Street Corporation
SSgA Funds Management, Inc.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	N.A.	Ordinary	425,710	Subsidiary of State Street Corporation
State Street Global Advisors Ireland Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	N.A.	Ordinary	95,666	Subsidiary of State Street Corporation

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5. Consideration

Holder of relevant interest	Date of Acquisition	Nature of transaction	Consideration	Class and number of Securities affected
State Street Global Advisors Australia Limited	14-Jul-2020	In specie contribution	n/a	Ordinary 3,201
State Street Global Advisors Australia Limited	16-Jul-2020	In specie contribution	n/a	Ordinary 2,852
State Street Global Advisors Australia Limited	27-Jul-2020	In specie contribution	n/a	Ordinary 1,426
State Street Global Advisors Australia Limited	30-Jul-2020	Purchase	1.45	Ordinary 2,256,478
State Street Global Advisors Australia Limited	31-Jul-2020	In specie contribution	n/a	Ordinary 4,292
State Street Global Advisors Australia Limited	31-Jul-2020	Purchase	1.39	Ordinary 2,256,479
State Street Global Advisors Australia Limited	05-Aug-2020	In specie contribution	n/a	Ordinary 2,208
State Street Global Advisors Australia Limited	17-Aug-2020	Purchase	1.29	Ordinary 2,246,119
State Street Global Advisors Australia Limited	20-Aug-2020	In specie contribution	n/a	Ordinary 2,856
State Street Global Advisors Australia Limited	24-Aug-2020	In specie contribution	n/a	Ordinary 78,432
State Street Global Advisors Australia Limited	24-Aug-2020	In specie contribution	n/a	Ordinary 4,519,582
State Street Global Advisors Australia Limited	24-Aug-2020	In specie contribution	n/a	Ordinary 178,460
State Street Global Advisors Australia Limited	24-Aug-2020	In specie contribution	n/a	Ordinary 1,657,010
State Street Global Advisors Australia Limited	24-Aug-2020	In specie contribution	n/a	Ordinary 2,256,478
State Street Global Advisors Australia Limited	07-Sep-2020	In specie contribution	n/a	Ordinary 3,235
State Street Global Advisors Australia Limited	08-Sep-2020	In specie contribution	n/a	Ordinary 5,928
State Street Global Advisors Australia Limited	10-Sep-2020	In specie contribution	n/a	Ordinary 2,220
State Street Global Advisors Australia Limited	11-Sep-2020	In specie contribution	n/a	Ordinary 3,236
State Street Global Advisors Australia Limited	30-Sep-2020	In specie contribution	n/a	Ordinary 10,458
State Street Global Advisors Australia Limited	30-Sep-2020	In specie contribution	n/a	Ordinary 3,201
State Street Global Advisors Australia Limited	30-Sep-2020	In specie contribution	n/a	Ordinary 2,256,479
State Street Global Advisors Australia Limited	30-Sep-2020	In specie contribution	n/a	Ordinary 2,246,119
State Street Global Advisors Australia Limited	19-Oct-2020	In specie contribution	n/a	Ordinary 239,234
State Street Global Advisors Australia Limited	28-Oct-2020	In specie contribution	n/a	Ordinary 1,475
State Street Global Advisors Australia Limited	28-Oct-2020	Purchase	0.97	Ordinary 3,500,000
State Street Global Advisors Australia Limited	29-Oct-2020	Purchase	0.99	Ordinary 3,823,600
State Street Global Advisors Australia Limited	30-Oct-2020	Purchase	1.05	Ordinary 6,198,829
State Street Global Advisors Inc	05-Aug-2020	Purchase	1.33	Ordinary 63,631
State Street Global Advisors Inc	31-Aug-2020	Purchase	0.93	Ordinary 177,166
State Street Global Advisors Inc	18-Sep-2020	Purchase	0.89	Ordinary 363,963
State Street Global Advisors Limited	11-Aug-2020	Purchase	1.37	Ordinary 40,849

This is Annexure C referred to in Form 603 Notice of initial substantial holder

**Annexure C**

03 November 2020

Sonia Shah  
Authorised Signatory

7. Addresses

<b>Name</b>	<b>Address</b>
State Street Global Advisors Ireland Limited	78 Sir John Rogerson's Quay, Dublin 2, Ireland
State Street Global Advisors Australia Limited	Level 15, 420 George Street Sydney, NSW 2000, Australia
State Street Global Advisors Trust Company	1 Lincoln Street, Boston, MA 02111-2900
State Street Global Advisors Limited (UK)	20 Churchill Place, Canary Wharf, London, England, E14 5HJ, United Kingdom
State Street Global Advisors Asia Limited	68th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, China
SSgA Funds Management, Inc.	1 Lincoln Street, Boston, MA 02111-2900