

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme St Barbara Limited

ACN/ARSN ACN 009 165 066

1. Details of substantial holder (1)

Name Prudential Plc and its subsidiary companies (See Annexure A)

ACN/ARSN (if applicable)

There was a change in the interests of the Substantial holder on 07/11/2017

The previous notice was given to the company on 21/04/2017

The previous notice was dated 21/04/2017

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)
NPV Ordinary Shares	36,543,018	7.34%	32,559,697	6.31%

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
17/02/2017	M&G Investment Management Limited	Sale	120,570	NPV Ordinary Shares 43,018	43,018
17/02/2017	M&G Investment Management Limited	Sale	1,401,395	NPV Ordinary Shares 500,000	500,000
20/02/2017	M&G Investment Management Limited	Sale	252,799	NPV Ordinary Shares 90,051	90,051
21/02/2017	M&G Investment Management Limited	Sale	98,297	NPV Ordinary Shares 34,949	34,949
08/06/2017	M&G Investment Management Limited	Sale	1,840,407	NPV Ordinary Shares 31,473	31,473
08/06/2017	M&G Investment Management Limited	Sale	92,021	NPV Ordinary Shares 629,458	629,458
09/06/2017	M&G Investment Management Limited	Sale	2,631	NPV Ordinary Shares 908	908
09/06/2017	M&G Investment Management Limited	Sale	52,630	NPV Ordinary Shares 18,161	18,161
14/06/2017	M&G Investment Management Limited	Sale	1,055,597	NPV Ordinary Shares 17,619	17,619
14/06/2017	M&G Investment Management Limited	Sale	52,780	NPV Ordinary Shares 352,381	352,381
22/06/2017	M&G Investment Management Limited	Sale	1,447,701	NPV Ordinary Shares 500,000	500,000
27/06/2017	M&G Investment Management Limited	Sale	1,623,692	NPV Ordinary Shares 550,406	550,406
28/06/2017	M&G Investment Management Limited	Sale	286,404	NPV Ordinary Shares 96,500	96,500
29/06/2017	M&G Investment Management Limited	Sale	344,280	NPV Ordinary Shares 116,000	116,000
23/08/2017	M&G Investment Management Limited	Sale	55,025	NPV Ordinary Shares 18,540	18,540
06/09/2017	M&G Investment Management Limited	Sale	635,825	NPV Ordinary Shares 218,554	218,554
07/09/2017	M&G Investment Management Limited	Sale	727,026	NPV Ordinary Shares 250,000	250,000
08/09/2017	M&G Investment Management Limited	Sale	152,523	NPV Ordinary Shares 52,450	52,450

15/09/2017	M&G Investment Management Limited	Sale	574,468	NPV Ordinary Shares 197,550	197,550
07/11/2017	M&G Investment Management Limited	Sale	792,129	NPV Ordinary Shares 265,303	265,303

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
M&G Investment Management Limited	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Power to control the voting and/ or disposal of securities pursuant to its position held as investment manager in accordance with investment mandates	NPV Ordinary Shares 29,234,697	29,234,697
M&G Investment Funds (3)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	M&G Investment Funds (3) is entitled to beneficial ownership of the shares but in accordance with investment mandates, does not have the power to control the voting and or disposal of securities	NPV Ordinary Shares 29,234,697	29,234,697
M&G Investment Management Limited	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Power to control the voting and/ or disposal of securities pursuant to its position held as investment manager in accordance with investment mandates	NPV Ordinary Shares 3,325,000	3,325,000
M&G Investment Funds (12)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	M&G Investment Funds (12) is entitled to beneficial ownership of the shares but in accordance with investment mandates, does not have the power to control the voting and or disposal of securities	NPV Ordinary Shares 3,325,000	3,325,000

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
N/A	N/A

6. Addresses

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

Name	Address
M&G Investment Management Limited	5 Laurence Pountney Hill, London, EC4R 0HH, England
M&G Investment Funds (12)	5 Laurence Pountney Hill, London, EC4R 0HH, England
M&G Investment Funds (3)	5 Laurence Pountney Hill, London EC4R 0HH, England
HSBC Custody Nominees (Australia) Limited	HSBC Centre, Level 32, 580 George Street, Sydney, NSW 2000, Australia

Signature

print name	John Baker	capacity	Shareholder Disclosures Analyst
sign here	John Baker	date	08/11/2017

This is annexure A of 1 page referred to in form 604 'Notice of change of interests of substantial holder'

Details of substantial holder

Prudential plc is a British multinational life insurance and financial services company, incorporated and registered in England and Wales and headquartered in London.

Prudential offers long-term savings and protection products, retirement income solutions and asset management across Asia, the US, the UK and Africa.

M&G Investment Management Limited and the Eastspring Investment companies are all wholly owned subsidiaries of companies within the Prudential plc group.

More details can be found at our website www.prudential.co.uk

M&G Group Limited	Wholly owned subsidiary of Prudential Plc
M&G Limited	Wholly owned subsidiary of M&G Group Limited
M&G Investment Management Limited	Wholly owned subsidiary of M&G Limited
M&G Securities Limited	Wholly owned subsidiary of M&G Limited
M&G Alternatives Investment Management Limited	Wholly owned subsidiary of M&G Limited
Prudential Corporation Asia Limited	Wholly owned subsidiary of Prudential Plc
Prudential Holdings Limited	Wholly owned subsidiary of Prudential Corporation Asia Limited
Prudential Corporation Holdings Limited	Wholly owned subsidiary of Prudential Holdings Limited
Eastspring Investments (Luxembourg) S.A.	Wholly owned subsidiary of Prudential Holdings Limited
Eastspring Investments Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Prudential Singapore Holdings Pte. Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments (Singapore) Limited	Wholly owned subsidiary of Prudential Singapore Holdings Pte. Limited
Eastspring Investments Berhad	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Prudential Vietnam Assurance Private Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments Fund Management Limited Liability Company	Wholly owned subsidiary of Prudential Vietnam Assurance Private Limited
Eastspring Securities Investment Trust Co. Ltd	99.54% owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Asset Management Korea Co. Ltd	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Al-Wara' Investments Berhad	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments (Hong Kong) Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
PT. Eastspring Investments Indonesia	99% owned subsidiary of Eastspring Investments (Hong Kong) Limited
The Prudential Assurance Company Limited	Wholly owned subsidiary of Prudential Plc
Prudential Pensions Limited	Wholly owned subsidiary of The Prudential Assurance Company Limited
Prudential (US Holdco 1) Limited	Wholly owned subsidiary of Prudential Plc
Brooke (Holdco 1) Inc	Wholly owned subsidiary of Prudential (US Holdco 1) Limited
Brooke Holdings LLC	Wholly owned subsidiary of Brooke (Holdco 1) Inc
Brooke Life Insurance Company	Wholly owned subsidiary of Brooke Holdings LLC
Jackson National Life Insurance Company	Wholly owned subsidiary of Brooke Life Insurance Company
Jackson National Asset Management LLC	Wholly owned subsidiary of Jackson National Life Insurance Company

The following are all M&G OEICs - open-ended investment companies with variable capital, incorporated in England & Wales and regulated by the Financial Conduct Authority. These are not Prudential plc group companies but the Authorised Corporate Director (M&G Securities Limited) and appointed fund manager (M&G Investment Management Limited) for each M&G OEIC are wholly owned subsidiaries of Prudential plc.

M&G Investment Funds (1)	External Open Ended Investment Company
M&G Investment Funds (2)	External Open Ended Investment Company
M&G Investment Funds (3)	External Open Ended Investment Company
M&G Investment Funds (4)	External Open Ended Investment Company
M&G Investment Funds (5)	External Open Ended Investment Company
M&G Investment Funds (7)	External Open Ended Investment Company
M&G Investment Funds (9)	External Open Ended Investment Company
M&G Investment Funds (11)	External Open Ended Investment Company
M&G Investment Funds (12)	External Open Ended Investment Company
M&G Investment Funds (14)	External Open Ended Investment Company
M&G Global Dividend Fund	External Open Ended Investment Company

Eastspring Investments (the "SICAVs") – are open-ended investment companies with variable capital registered in Luxembourg. The SICAVs are not Prudential plc group companies but the Management Company and appointed fund manager for each SICAV are wholly owned subsidiaries of Prudential plc.

Eastspring Investments - SICAV Fund	External Open Ended Investment Company
Eastspring Investments - SICAV FIS Fund	External Open Ended Investment Company

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 (e.g. 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.