

# FAX

**To: Fax User**  
Company: ASX  
Fax: 901161297780999  
Phone:

**From: Walkup**  
Fax:  
Phone:  
E-mail:

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## NOTES:



DATE: **22 April 2015**

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 603- NOTICE OF INITIAL SUBSTANTIAL  
SHAREHOLDER**

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

**COMMENTS:**

**Please find attached Form 603- Notice of initial 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 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme **ORICA LTD**ACN/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**The holder became a substantial holder on **22/04/2015****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)
<b>See Annexure A</b>			

**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
<b>See Annexure A</b>		

**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
<b>See Annexure A</b>			

**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
<b>See Annexure A</b>		Cash	Non-cash	

**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
See Annexure A	

**7. 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 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.

**ANNEXURE A**

This is Annexure A of 3 pages referred to in Form 603 Notice of change of interests of Substantial Holder lodged on behalf of MFS Investment Management in relation to: ORICA LTD

NAME: ROBERT R. FLAHERTY

CAPACITY:

COMPLIANCE OFFICER  
VICE PRESIDENT

SIGN:



DATE:

4/22/15

**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: PRESENT NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS INVESTMENT MANAGEMENT CANADA LTD)	1,162,829.00	1,162,829.00	0.31%
ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	13,889,706.00	13,889,706.00	3.73%
ORD (MFS HERITAGE TRUST COMPANY)	342,160.00	342,160.00	0.09%
ORD (MFS INSTITUTIONAL ADVISORS, INC.)	3,167,395.00	3,167,395.00	0.85%
ORD (MFS INVESTMENT MANAGEMENT K.K.)	131,245.00	131,245.00	0.04%
<b>TOTAL:</b>	<b>18,693,335.00</b>	<b>18,693,335.00</b>	<b>5.02%</b>

**3. DETAILS OF RELEVANT INTERESTS**

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

HOLDER OF RELEVANT INTERESTS	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES
MFS INVESTMENT MANAGEMENT CANADA LTD MASSACHUSETTS FINANCIAL SERVICES COMPANY MFS HERITAGE TRUST COMPANY MFS INSTITUTIONAL ADVISORS, INC. MFS INVESTMENT MANAGEMENT K.K.	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 18,693,335

**4. DETAILS OF PRESENT REGISTERED HOLDERS**

Particulars of each relevant interest of the substantial holder in voting securities are as follows:

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES	PERSON'S VOTES
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 1,162,829	0.31%
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 13,889,705	3.73%
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 342,160	0.09%
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 3,167,395	0.85%
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 131,245	0.04%
<b>TOTAL:</b>				<b>18,693,335.00</b>	<b>5.02%</b>

**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 INTERESTS	CONSIDERATION	CLASS AND NUMBER OF SECURITIES
MFS INVESTMENT MANAGEMENT CANADA LTD	ORD Average price of 19.87	1,162,829.00
MASSACHUSETTS FINANCIAL SERVICES COMPANY		13,889,706.00
MFS HERITAGE TRUST COMPANY		342,160.00
MFS INSTITUTIONAL ADVISORS, INC.		3,167,395.00
MFS INVESTMENT MANAGEMENT K.K.		131,245.00

**6. ASSOCIATES**

The persons who are associates of the substantial holder in relation to voting interest in the company or scheme are as follows:

NAME AND ACN/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 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 INVESTMENT MANAGEMENT K.K. (MIMKK)	MIMKK is a related Body Corporate of MFS

**7. ADDRESSES**

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

NAME AND ACN/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 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 INVESTMENT MANAGEMENT K.K.	16 F Daido Seimei Kasumigaseki Building, 1-4-2 Kasumigaseki 1-Chome, Chiyoda-Ku, Tokyo 100-0013; incorporated in Japan