

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

To : Pacific Energy Limited  
ACN: 009 191 744  
ASX Code: PEA

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 30/12/2016  
The previous notice was given to the company on: 10/10/2016  
The previous notice was dated: 11/10/2016

**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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	23,603,263	6.376%	28,044,544	7.575%

**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	Person	Nature	Consideration	Class & number (ord)	Person's votes
18/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 15,138.49	- 24,275	- 24,275

2/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 8,553.37	14,879	14,879
3/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 47,702.53	80,131	80,131
4/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 129,811.21	215,921	215,921
7/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 20,898.27	34,754	34,754
8/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 13,387.64	- 21,432	- 21,432
25/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 1,276.82	2,450	2,450
30/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 1,538,487.32	2,741,268	2,741,268
7/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 4,799.11	8,401	8,401
8/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 146,444.71	249,826	249,826
14/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 64,989.32	110,849	110,849
30/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 597,847.60	1,028,509	1,028,509

#### 4. Present Relevant Interests

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

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Value Management Limited (ACN 090 879 904)	NAB Asset Servicing		Investment Manager	12,132,591	12,132,591
Perennial Value Management Limited (ACN 090 879 904)	JP Morgan		Investment Manager	5,652,917	5,652,917
Perennial Value Management Limited (ACN 090 879 904)	Citigroup		Investment Manager	3,061,240	3,061,240
Perennial Value Management Limited (ACN 090 879 904)	BNP		Investment Manager	7,197,796	7,197,796

## 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

## 6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Pacific Energy Limited	Level 9, 37 St Georges Terrace, Perth, Western Australia, 6000
Perennial Value Management Limited	Level 27, 12 Phillips Street Sydney, NSW 2000
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000