

## Form 604

Corporations Law  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme **Whitehaven Coal Limited**

ACN/ARSN

**1. Details of substantial holder (1)**

Name **Prudential Plc**  
**Eastspring Investments (Singapore) Limited**  
**Prudential Pensions Limited**  
**Prudential Unit Trusts Limited**  
**Prudential Assurance Company Limited**  
**M&G Group Limited**  
**M&G Limited**

ACN/ARSN (if applicable)

There was a change in the **08 July 2014**  
interests  
of the substantial holder on

The previous notice was given **17 June 2014**  
to the company on

The previous notice was dated **17 June 2014**

**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 Security (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
NPV Shares	64,271,852	6.26%	71,837,002	7.00%

**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
	<b>Prudential Plc</b> <b>Eastspring Investments (Singapore) Limited</b> <b>Prudential Pensions Limited</b> <b>Prudential Unit Trusts Limited</b> <b>Prudential Assurance Company Limited</b> <b>M&amp;G Group Limited</b> <b>M&amp;G Limited</b>				
		PLEASE SEE ANNEX 1 (Below)			

#### 4. Present relevant interests

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

Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
PRUCLT HSBC GIS NOM(UK) PAC AC	Prudential Assurance Company Limited	31,934,194
EASTSPRING INV ASIA PACIFIC EQ	Eastspring Investments (Singapore) Limited	12,288,679
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	2,959,332
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	12,186,034
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	41,785
ASIA ALTITUDE MASTER FUND - RELATIVE VALUE STRATEGY	Eastspring Investments (Singapore) Limited	1,812,211
PMAN APxJ DYNAMIC EQUITY SUB-FUND	Eastspring Investments (Singapore) Limited	4,932,393
EASTSPRING INV ASIAPAC EQ MY	Eastspring Investments (Singapore) Limited	198,341
State Street Noms Ltd A/C GMIW	Prudential Unit Trusts Limited	4,514,560
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	33,534
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	935,939

#### 5. Changes in association

The persons who have been 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 CAN/ARSN (if applicable)	Nature of association

#### 6. Addresses

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

Name	Address
Prudential PLC	Laurence Pountney Hill, London EC4R 0HH, England
Prudential Assurance Company Limited	Laurence Pountney Hill, London EC4R 0HH, England
Prudential Unit Trusts Limited	Laurence Pountney Hill, London EC4R 0HH, England
Prudential Pensions Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Group Limited	Laurence Pountney Hill, London EC4R 0HH, England
State Street Nominees Ltd	20 Churchill Place, Canary Wharf, London E14 5HJ, England
Eastspring Investments (Singapore) Limited	10 Marina Boulevard #32-01, Marina Bay Financial Centre Tower 2, Singapore 018983

Signature

sign here

print name

James Todd

James Todd

Date: 10 July 2014

capacity Notifiables Administrator

## 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 Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 Law.
- (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.

## Annex 1: Transactions –10 June 2014 – 08 July 2014

Holder of relevant interest	Date of Acquisition	Consideration (9) Cash	Class and number of securities
Eastspring Investments – Developed Asia Equity	08/07/2014	3286	2282
Eastspring Investments – Developed Asia Equity	08/07/2014	3961	2751
Eastspring Investments – Developed Asia Equity	08/07/2014	5299	3680
Eastspring Investments – Developed Asia Equity	08/07/2014	10137	7040
Eastspring Investments – Developed Asia Equity	08/07/2014	861627	597731
Eastspring Investments – Developed Asia Equity	07/07/2014	487	337
Eastspring Investments – Developed Asia Equity	07/07/2014	833	576
Eastspring Investments – Developed Asia Equity	07/07/2014	3808	2631
Eastspring Investments – Developed Asia Equity	07/07/2014	13448	9289
Eastspring Investments – Developed Asia Equity	07/07/2014	13959	9644
Eastspring Investments – Developed Asia Equity	07/07/2014	15248	10531
Eastspring Investments – Developed Asia Equity	07/07/2014	19659	13577
Eastspring Investments – Developed Asia Equity	07/07/2014	759058	522691
M&G PP PACIFIC BASIN PF	04/07/2014	-11542	-7945
Eastspring Inv Asia Pacific EQ	03/07/2014	181496	125381
Eastspring Inv Asia Pacific EQ	02/07/2014	169523	117332
Eastspring Investments – Developed Asia Equity	30/06/2014	471055	326040
Eastspring Investments – Developed Asia Equity	27/06/2014	3420	2375
Eastspring Investments – Developed Asia Equity	27/06/2014	5175	3600
Eastspring Investments – Developed Asia Equity	27/06/2014	17894	12448
Eastspring Investments – Developed Asia Equity	27/06/2014	28708	19971
Eastspring Investments – Developed Asia Equity	27/06/2014	43645	30362
Eastspring Investments – Developed Asia Equity	27/06/2014	151231	105204
Eastspring Investments – Developed Asia Equity	27/06/2014	886991	615613
Eastspring Inv Asia Pac EQ MY	26/06/2014	N/A	-3494
Eastspring Inv Asia Pac EQ MY	26/06/2014	-2520	-1747
PUT Pacific Markets	26/06/2014	-50006	-34662
Eastspring Investments – Developed Asia Equity	23/06/2014	148763	98830
Eastspring Investments – Developed Asia Equity	20/06/2014	3789	2530
Eastspring Investments – Developed Asia Equity	20/06/2014	11732	7829
Eastspring Investments – Developed Asia Equity	20/06/2014	14860	9917
Eastspring Investments – Developed Asia Equity	20/06/2014	24051	16061
Eastspring Investments – Developed Asia Equity	20/06/2014	191447	127736
Eastspring Investments – Developed Asia Equity	20/06/2014	224853	150000
Eastspring Investments – Developed Asia Equity	20/06/2014	457120	304747

Eastspring Investments – Developed Asia Equity	20/06/2014	1711506	1140353
Eastspring Investments – Developed Asia Equity	19/06/2014	2235	1493
Eastspring Investments – Developed Asia Equity	19/06/2014	3337	2232
Eastspring Investments – Developed Asia Equity	19/06/2014	151223	100850
Eastspring Investments – Developed Asia Equity	19/06/2014	155515	103863
Eastspring Investments – Developed Asia Equity	19/06/2014	345263	230185
Eastspring Investments – Developed Asia Equity	19/06/2014	380621	253794
Eastspring Investments – Developed Asia Equity	19/06/2014	1528785	1012896
Eastspring Inv Asia Pac EQ MY	18/06/2014	N/A	-4804
Eastspring Inv Asia Pac EQ MY	18/06/2014	-3530	-2402
Eastspring Inv Asia Pacific EQ	17/06/2014	78398	54057
Eastspring Investments – Developed Asia Equity	17/06/2014	33803	23286
Eastspring Investments – Developed Asia Equity	16/06/2014	2445	1683
Eastspring Investments – Developed Asia Equity	16/06/2014	3628	2498
Eastspring Investments – Developed Asia Equity	16/06/2014	14420	9924
Eastspring Investments – Developed Asia Equity	16/06/2014	16945	11659
Eastspring Investments – Developed Asia Equity	16/06/2014	39317	27027
Eastspring Investments – Developed Asia Equity	16/06/2014	41234	28374
Eastspring Investments – Developed Asia Equity	16/06/2014	88469	60883
Eastspring Investments – Developed Asia Equity	16/06/2014	843851	579077
Eastspring Inv Asia Pac EQ MY	15/06/2014	N/A	-2648
Eastspring Investments – Developed Asia Equity	13/06/2014	1024844	710918
Eastspring Inv Asia Pac EQ MY	13/06/2014	-1915	-1324
Eastspring Inv Asia Pac EQ MY	11/06/2014	N/A	-2268
Eastspring Inv Asia Pac EQ MY	11/06/2014	-1614	-1134