

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 Assurance Company Limited
M&G Group Limited
M&G Limited**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **15 October 2014**

The previous notice was given to the company on **31 July 2014**

The previous notice was dated **31 July 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	82,569,754	8.04%	81,774,745	7.97%

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
	Prudential Plc Eastspring Investments (Singapore) Limited Prudential Pensions Limited Prudential Unit Trusts Limited Prudential Assurance Company Limited M&G Group Limited M&G Limited				
		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	11,874,286
EASTSPRING INV ASIAN DYNAMIC	Eastspring Investments (Singapore) Limited	2,959,332
EASTSPRING INVESTMENTS – DEVELOPED ASIA EQUITY	Eastspring Investments (Singapore) Limited	22,763,958
EASTSPRING INV WORLD VALUE AP	Eastspring Investments (Singapore) Limited	79,454
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	202,305
State Street Noms Ltd A/C GMIW	Eastspring Investments (Singapore) Limited	4,231,393
PRUCLT HSBC GIS NOM (UK) PPL AC	Prudential Pensions Limited	33,534
PRUCLT HSBC GIS NOM (UK) PPL PM	Prudential Pensions Limited	951,685

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 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

Owen Smith

Owen Smith

Date: 17 October 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 – 31 July 2014 – 15 October 2014

Holder of relevant interest	Date of Acquisition	Consideration (9) Cash	Class and number of securities
Eastspring Investments (Singapore) Limited Prudential Pacific Markets Trust	04-Aug-14	-140105.91	-82756
	13-Aug-14	-135267.48	-76778
	15-Aug-14	-140362.34	-78131
	02-Sep-14	-160378.62	-80836
	30-Sep-14	59912.33	35334
Eastspring Investments (Singapore) Limited Eastspring Inv Asia Pacific EQ	11-Aug-14	445510.74	257,968
	25-Aug-14	318236.55	161,722
	28-Aug-14	346858.54	177,785
	16-Sep-14	130878.31	71,060
	30-Sep-14	110378.47	65,097
	08-Oct-14	-1272719.23	-767,068
	15-Oct-14	-803925.82	-538,175
Eastspring Investments (Singapore) Limited Eastspring Inv World Value AP	06-Aug-14	52390.17	30,350
	16-Sep-14	13320.58	7,319
Eastspring Investments (Singapore) Limited Eastspring Inv Asia Pac EQ MY	15-Aug-14	7772.76	4,306
	30-Sep-14	3472.59	2,048
Eastspring Investments (Singapore) Limited Prudential Corporation Overseas	30-Sep-14	26698.92	15,746