

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **AWE Limited**ACN/ARSN **077 897 440****1. Details of substantial holder (1)**Name **United Super Pty Ltd**ACN/ARSN (if applicable) **006 261 623**The holder became a substantial holder on **09/03/2016****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)
Ordinary Shares	27,161,589	27,161,589	5.16%

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
United Super Pty Ltd	Shareholder	27,161,589 Ordinary

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
United Super Pty Ltd	JP Morgan Nominees Australia Ltd as Custodian for United Super Pty Ltd	JP Morgan Nominees Australia Ltd as Custodian for United Super Pty Ltd	27,161,589 Ordinary

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
		Cash	Non-cash	
See Annexure A				

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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
N/A	

7. Addresses

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

Name	Address
United Super Pty Ltd	Level 28, Casselden Place, 2 Lonsdale Street, Melbourne 3001
JP Morgan Nominees Australia Ltd	Locked Bag 20049, Melbourne VIC 3001

Signature

print name **Angela Thurstans**

capacity **Secretary**

sign here



date **15/03/2016**

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 – United Super holdings of AWE Limited						
Date of acquisition	Holder of relevant interest	Nature of change	Consideration given cash	Units	Class	Accumulated holdings
Holdings in AWE at 9 December 2015						22,690,193
18/02/2016	JP Morgan as Custodian for United Super	Share purchase	159,676	337,474	Fully paid ordinary share	23,027,667
19/02/2016	JP Morgan as Custodian for United Super	Share purchase	181,561	381,625	Fully paid ordinary share	23,409,292
22/02/2016	JP Morgan as Custodian for United Super	Share purchase	25,380	54,624	Fully paid ordinary share	23,463,916
23/02/2016	JP Morgan as Custodian for United Super	Share purchase	348,204	707,864	Fully paid ordinary share	24,171,780
24/02/2016	JP Morgan as Custodian for United Super	Share purchase	113,597	246,944	Fully paid ordinary share	24,418,724

25/02/2016	JP Morgan as Custodian for United Super	Share purchase	94,003	197,295	Fully paid ordinary share	24,616,019
26/02/2016	JP Morgan as Custodian for United Super	Share purchase	78,137	164,653	Fully paid ordinary share	24,780,672
29/02/2016	JP Morgan as Custodian for United Super	Share purchase	31,233	65,386	Fully paid ordinary share	24,846,058
8/03/2016	JP Morgan as Custodian for United Super	Share purchase	261,670	369,461	Fully paid ordinary share	25,215,519
9/03/2016	JP Morgan as Custodian for United Super	Share purchase	1,306,345	1,946,070	Fully paid ordinary share	27,161,589