

## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme	Bradken Limited
ACN/ARSN	108 693 009
<b>1. Details of substantial holder (1)</b>	
Name	Litespeed Master Fund Ltd ("Litespeed Master") and the other parties named in paragraph 3
ACN/ARSN (if applicable)	N/A

There was a change in the interests of the substantial holder on

02 / 11 / 2016

The previous notice was given to the company on

14 / 11 / 2015

The previous notice was dated

13 / 11 / 2015

**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 securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	22,118,990	12.94%	19,235,288	11.25%

**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
7 January 2016	Litespeed Master	On-market acquisition of ordinary shares	A\$150,000	300,000 Ordinary Shares	300,000
7 January 2016	Litespeed Offshore Fund Ltd ("Litespeed Offshore")	Relevant interest has increased by operation of s608(3)(b) of the Corporations Act, as Litespeed Offshore controls Litespeed Master	N/A	300,000 Ordinary shares	300,000
7 January 2016	Litespeed Partners, LP ("Litespeed	Relevant interest has increased by	N/A	300,000 Ordinary shares	300,000

	LP")	operation of s608(3)(a) of the Corporations Act, as Litespeed LP's voting power in Litespeed Master exceeds 20%			
7 January 2016	Litespeed Capital LLC ("Litespeed Capital")	Relevant Interest has increased by operation of s608(3)(b) of the Corporations Act, as Litespeed Capital controls Litespeed LP.	N/A	300,000 Ordinary shares	300,000
7 January 2016	Ms Jamie Zimmerman	Relevant Interest has increased by operation of s608(3)(b) of the Corporations Act, as Ms Zimmerman controls Litespeed Capital.	N/A	300,000 Ordinary shares	300,000
7 January 2016	Litespeed Management LLC ("Litespeed Management")	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	300,000 Ordinary shares	300,000
12 February 2016	Litespeed Master	On-market acquisition of ordinary shares	A\$15,070.08	31,396 Ordinary shares	31,396
12 February 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant Interest has increased by operation of s608(3) of the Corporations Act	N/A	31,396 Ordinary shares	31,396
12 February 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	31,396 Ordinary shares	31,396
22 February 2016	Litespeed Master	On-market acquisition of ordinary shares	A\$97,463.87	165,193 Ordinary shares	165,193
22 February 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms	Relevant interest has increased by operation of s608(3) of	N/A	165,193 Ordinary shares	165,193

	Jamie Zimmerman	the Corporations Act			
22 February 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	165,193 Ordinary shares	165,193
24 October 2016	Litespeed Master	On-market disposal of ordinary shares	A\$809,250	250,000 Ordinary shares	250,000
24 October 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant interest has decreased by operation of s608(3) of the Corporations Act	N/A	250,000 Ordinary shares	250,000
24 October 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	250,000 Ordinary shares	250,000
25 October 2016	Litespeed Master	On-market disposal of ordinary shares	A\$971,760	300,000 Ordinary shares	300,000
25 October 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant interest has decreased by operation of s608(3) of the Corporations Act	N/A	300,000 Ordinary shares	300,000
25 October 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	300,000 Ordinary shares	300,000
26 October 2016	Litespeed Master	On-market disposal of ordinary shares	A\$517,856	160,000 Ordinary shares	160,000
26 October 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant interest has decreased by operation of s608(3) of the Corporations Act	N/A	160,000 Ordinary shares	160,000
26 October 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed	N/A	160,000 Ordinary shares	160,000

		Offshore.			
27 October 2016	Litespeed Master	On-market disposal of ordinary shares	A\$1,195,692	370,000 Ordinary Shares	370,000
27 October 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant Interest has decreased by operation of s608(3) of the Corporations Act	N/A	370,000 Ordinary Shares	370,000
27 October 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	370,000 Ordinary Shares	370,000
28 October 2016	Litespeed Master	On-market disposal of ordinary shares	A\$2,329,845.29	721,292 Ordinary Shares	721,292
28 October 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant interest has decreased by operation of s608(3) of the Corporations Act	N/A	721,292 Ordinary Shares	721,292
28 October 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	721,292 Ordinary Shares	721,292
31 October 2016	Litespeed Master	On-market disposal of ordinary shares	A\$161,709.95	50,065 Ordinary Shares	50,065
31 October 2016	Litespeed Offshore, Litespeed LP, Litespeed Capital, Ms Jamie Zimmerman	Relevant Interest has decreased by operation of s608(3) of the Corporations Act	N/A	50,065 Ordinary Shares	50,065
31 October 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	50,065 Ordinary Shares	50,065
2 November 2016	Litespeed Master	On-market disposal of ordinary shares	A\$4,923,779.05	1,528,934 Ordinary Shares	1,528,934
2 November 2016	Litespeed Offshore	Relevant Interest has decreased by operation of s608(3) of the	N/A	1,528,934 Ordinary Shares	1,528,934

		Corporations Act			
2 November 2016	Litespeed Management	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	N/A	1,528,934 Ordinary Shares	1,528,934

#### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Litespeed Master	Litespeed Master	Litespeed Master	Litespeed Master is the holder of the securities	19,235,288 Ordinary shares	19,235,288
Litespeed Offshore	Litespeed Master	Litespeed Master	By operation of s608(3)(b) of the Corporations Act, as Litespeed Offshore controls Litespeed Master	19,235,288 Ordinary shares	19,235,288
Litespeed LP	Litespeed Master	Litespeed Master	By operation of s608(3)(a) of the Corporations Act, as Litespeed LP's voting power in Litespeed Master exceeds 20%	19,235,288 Ordinary shares	19,235,288
Litespeed Capital	Litespeed Master	Litespeed Master	By operation of s608(3)(b) of the Corporations Act, as Litespeed Capital controls Litespeed LP.	19,235,288 Ordinary shares	19,235,288
Ms Jamie Zimmerman	Litespeed Master	Litespeed Master	By operation of s608(3)(b) of the Corporations Act, as Ms Zimmerman controls Litespeed Capital.	19,235,288 Ordinary shares	19,235,288
Litespeed Management	Litespeed Master	Litespeed Master	Litespeed Management is an associate of Litespeed Master, Litespeed LP and Litespeed Offshore.	19,235,288 Ordinary shares	19,235,288

#### 5. Changes in association

The persons who have become 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 ACN/ARSN (if applicable)	Nature of association
N/A	N/A

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**6. Addresses**

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

Name	Address
Litespeed Master	c/o Litespeed Management LLC 745 Fifth Avenue, 6 <sup>th</sup> Floor, NY, NY 10151
Litespeed Offshore	c/o Litespeed Management LLC 745 Fifth Avenue, 6 <sup>th</sup> Floor, NY, NY 10151
Litespeed LP	c/o Litespeed Management LLC 745 Fifth Avenue, 6 <sup>th</sup> Floor, NY, NY 10151
Litespeed Capital	745 Fifth Avenue, 6 <sup>th</sup> Floor, NY, NY 10151
Ms Jamie Zimmerman	745 Fifth Avenue, 6 <sup>th</sup> Floor, NY, NY 10151
Litespeed Management	745 Fifth Avenue, 6 <sup>th</sup> Floor, NY, NY 10151

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**Signature**

print name

Vijayabalan Murugesu

capacity

Director

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## 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (6) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
  - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice