

## Form 603

Corporations Act  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme BABCOCK & BROWN POWER (STAPLED ENTITY COMPRISING BABCOCK & BROWN POWER LIMITED AND BABCOCK & BROWN POWER TRUST)

ACN/ARSN 116 665 608 / 122 375 562

## 1. Details of substantial holder (1)

Name GUINNESS PEAT GROUP plc & its subsidiaries

ACN (if applicable) Incorporated and registered in England and Wales with registered number 103548

The holder became a substantial holder on 29/05/09

## 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	Persons' votes (5)	Voting power (6)
Stapled Securities	77,242,565	77,242,565	10.63%

## 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
Guinness Peat Group plc & its subsidiaries	Beneficial owner	Stapled Securities 77,242,565

## 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
Guinness Peat Group plc & its subsidiaries	Merrill Lynch Australia (Nominees) Pty Limited <Berndale A/c>	Guinness Peat Group plc & its subsidiaries	Stapled Securities 77,242,565

## 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	
Refer Annexure "A"				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable)	Nature of association
Guinness Peat Group plc & its subsidiaries	Related Bodies Corporate & are therefore associates under Sections 9 & 11 of the Corporations Act

**7. Addresses**

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

Name	Address
Guinness Peat Group plc & its subsidiaries	First Floor Times Place 45 Pall Mall London SW1Y 5GP
Merrill Lynch Australia (Nominees) Pty Limited <Berndale A/c>	Level 19, 120 Collins Street Melbourne Vic 3000

**Signature**

Print name	Gary H Weiss	Capacity	Director
Sign here		Date	2 June 2009

**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.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (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 vote 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.
- (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”**

This is Annexure “A” of one page referred to in the Form 603 signed by me and dated 2 June 2009.

Gary H Weiss  
Director

**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		
Guinness Peat Group plc & its subsidiaries	24/04/09	\$179,672.28		Stapled	3,390,043
Guinness Peat Group plc & its subsidiaries	27/04/09	\$244,598.50		Stapled	4,209,957
Guinness Peat Group plc & its subsidiaries	28/04/09	\$91,471.31		Stapled	1,314,243
Guinness Peat Group plc & its subsidiaries	04/05/09	\$351,783.68		Stapled	4,085,757
Guinness Peat Group plc & its subsidiaries	05/05/09	\$366,000.00		Stapled	4,000,000
Guinness Peat Group plc & its subsidiaries	06/05/09	\$249,500.00		Stapled	2,500,000
Guinness Peat Group plc & its subsidiaries	07/05/09	\$37,640.30		Stapled	376,403
Guinness Peat Group plc & its subsidiaries	08/05/09	\$437,359.70		Stapled	4,373,597
Guinness Peat Group plc & its subsidiaries	13/05/09	\$85,000.00		Stapled	850,000
Guinness Peat Group plc & its subsidiaries	29/05/09	\$1,626,677.03		Stapled	21,689,027
Guinness Peat Group plc & its subsidiaries	01/06/09	\$1,211,110.00		Stapled	14,050,000
Guinness Peat Group plc & its subsidiaries	02/06/09	\$1,630,511.68		Stapled	16,403,538