

**Form 605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme Bradken Limited

ACN/ARSN 108 693 009

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

Name Perpetual Trustee Company Limited (ACN 000 001 007) as trustee of the CHAMP Buyout III Trust (**CHAMP Australia**), CHAMP Buyout III Pte Ltd (Singapore Registration No. 200909086E) (**CHAMP Singapore**), Perpetual Corporate Trust Limited (ACN 000 341 533) as trustee of the CHAMP Buyout III (SWF) Trust (**CHAMP SWF**), P.T. Limited (ACN 004 454 666) as trustee of the CHAMP Buyout III (WW) Trust (**CHAMP WW**) (each a **CHAMP Entity** and together, the **CHAMP Entities**) and the **CHAMP Group** (as defined in Annexure A)

ACN/ARSN (if applicable) See above and Annexure A.

The holder ceased to be a substantial holder on 16/03/2017  
 The previous notice was given to the company on 09/11/2016  
 The previous notice was dated 07/11/2016

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
08/03/2017	CHAMP Australia	Off-market sale of Bradken Limited shares arising from the offer made by Hitachi Construction Machinery Co., Ltd to acquire Bradken shares set out in the Second Target's Statement dated 13 March 2017 accepted on 8 March 2017	\$3.25 for each fully paid Bradken Ordinary Share	8,269,599	8,269,599
08/03/2017	CHAMP Singapore			11,460,426	11,460,426
08/03/2017	CHAMP SWF			3,411,429	3,411,429
08/03/2017	CHAMP WW			10,129,187	10,129,187
08/03/2017	Champ Group (as defined in Annexure A)			33,270,641	33,270,641

### 3. Addresses

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

Name	Address
CHAMP Australia	Level 18, 123 Pitt Street, Sydney NSW 2000
CHAMP Singapore	50 Raffles Place, #35-06/07 Singapore Land Tower, Singapore 048623
CHAMP SWF	Level 18, 123 Pitt Street, Sydney NSW 2000
CHAMP WW	Level 18, 123 Pitt Street, Sydney NSW 2000
CHAMP Group	Refer to Annexure A.

### Signature

print name

*Barry Zuckerman*

capacity

*CFO/COO*

sign here

*BZ*

date

*21/3/2017*

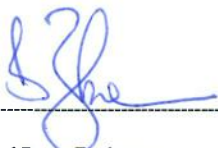
**DIRECTIONS**

- (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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Annexure A**

This is the annexure of 1 page marked "A" mentioned in the ASIC Form 605 – Notice of ceasing to be a substantial holder signed by me and dated 21 March 2017.



Signature of Barry Zuckerman

In this form, **CHAMP Group** means each of the following entities:

Entity	Address
CHAMP Group Holdings Pty Limited (ACN 134 648 285)	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Group Services Pty Limited (ACN 134 722 437)	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP III Management Pty Limited (ACN 134 673 162)	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Private Equity Pty Limited (ACN 110 020 114)	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Corporate Pty Limited (ACN 136 851 897)	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Private Equity Pte Ltd	50 Raffles Place, #35-06/07 Singapore Land Tower, Singapore 048623
CHAMP Singapore HoldCo Pte Ltd	50 Raffles Place, #35-06/07 Singapore Land Tower, Singapore 048623
CHAMP III GP Holdings, LLC	2711 Centreville Road, Suite 400, Wilmington DE 19808 USA
CHAMP Buyout III GP Limited	190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands