

HERBERT  
SMITH  
FREEHILLS

Companies Announcements Office  
ASX Limited

12 October 2012

By fax

Dear Sir/Madam

**Notice of ceasing to be a substantial holder**

We act for TPG Asia, Inc. Please find enclosed a Notice of ceasing to be a substantial holder in relation to Billabong International Limited.

Yours sincerely

**Baden Furphy**  
Partner  
Herbert Smith Freehills

+61 3 9288 1399  
[baden.furphy@hsf.com](mailto:baden.furphy@hsf.com)

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Doc 18170881.1

**Form 605**  
Corporations Act 2001  
Section 571B

**Notice of ceasing to be a substantial holder**

To: Company Name/Scheme:	Billabong International Limited (Billabong)
ACN/ARSN:	084 923 946

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

Name	TPG Asia, Inc. and each person or entity listed in Annexure A (TPG Group) and their respective associates
ACN/ARSN (if applicable)	

The holder ceased to be a substantial holder on:	12/10/2012
The previous notice was given to the company on:	14/08/2012
The previous notice was dated:	14/08/2012

**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
12/10/2012	TPG Asia, Inc.	Cessing to hold a relevant interest due to termination of share sale agreement dated 23 July 2012 between Colonial First State Asset Management (Australia) Limited and TPG Asia, Inc. as set out in Annexure B.	Nil	21,308,870 ordinary shares	21,308,870
12/10/2012	TPG Asia, Inc.	Cessing to hold a relevant interest due to termination of share sale agreement dated 23 July 2012 between Panhandle Value Management Limited and TPG Asia, Inc. as set out in Annexure C.	Nil	38,311,610 ordinary shares	38,311,610
12/10/2012	Each other member of the TPG Group	Cessing to hold a relevant interest due to termination of the share sale agreements described above.	Nil	59,618,480 ordinary shares	59,618,480

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

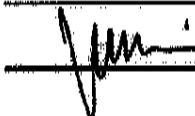
Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

**4. Addressees**

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

Name	Address
TPG Group	301 Commerce Street, Suite 3300, Fort Worth, TX 76102 USA

[REDACTED]  
**Signature**

print name	VANESSA CATIEN	capacity	Authorized signatory
sign here		date	12/10/2012

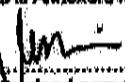
**DIRECTIONS**

- (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 trustees 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.

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## Annexure A

This is Annexure A of 1 page referred to in the Form 606 (Notice of ceasing to be a substantial holder), signed by me and dated 12 October 2012.

  
.....  
Authorised person

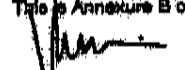
### TPG Group

David Bonderman
James Coulter
TPG Group Holdings (SBS) Advisors, Inc.
TPG Group Holdings (SBS), L.P.
TPG Holdings I-A, LLC
TPG Holdings I, L.P.
TPG Asia GenPar V Advisors, Inc.
TPG Asia GenPar V, L.P.
TPG Asia V, L.P.

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## Annexure B

This is Annexure B of 2 pages referred to in the Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated 12 October 2012.

  
.....  
Authorized person



Colonial First State Asset Management  
(Australia) Limited  
Ground Floor, Tower 1, 201 Sussex Street  
Sydney NSW 2000

12 October 2012

Dear Sirs

**Share Sale Agreement: Termination Notice**

We refer to the share sale agreement dated 23 July 2012 between TPG Asia, Inc. and Colonial First State Asset Management (Australia) Limited (**Share Sale Agreement**).

Pursuant to clause 3(c) of the Share Sale Agreement, we hereby give notice that the Bidder has decided not to pursue discussions with the Target regarding a Bidder Scheme and that the Share Sale Agreement is terminated with effect from the date of this notice.

Capitalised terms in this notice have the meaning given to them in the Share Sale Agreement.

Yours sincerely,  
TPG Asia, Inc.

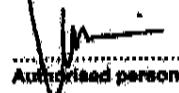
A handwritten signature in black ink, appearing to read 'Vanessa Chien'.

Vanessa Chien  
Authorised Person

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## Annexure C

This is Annexure C of 2 pages referred to in the Form 606 (Notice of ceasing to be a substantial holder), signed by me and dated 12 October 2012.

  
.....  
Authorized person



[REDACTED] 12 October 2012

Perennial Value Management Limited  
Level 24, 302 Collins Street  
Melbourne VIC 3000

Dear [REDACTED]

**Share Sale Agreement: Termination Notice**

We refer to the share sale agreement dated 23 July 2012 between TPG Asia, Inc. and Perennial Value Management Limited (Share Sale Agreement).

Pursuant to clause 2(c) of the Share Sale Agreement, we hereby give notice that the Bidder has decided not to pursue discussions with the Target regarding a Bidder Scheme and that the Share Sale Agreement is terminated with effect from the date of this notice.

Capitalised terms in this notice have the meaning given to them in the Share Sale Agreement.

Yours sincerely,  
TPG Asia, Inc.

A handwritten signature in black ink, appearing to read 'V. Chien'.

Vanessa Chien  
Authorised Person