#### **Form 604**

## Corporations Law Section 671B

### Notice of change of interests of substantial holder

To Company

Name/Scheme Billabong International Ltd

ACN/ARBN 17 084 923 946

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

Name Franklin Resources, Inc. and its affiliates

ACN (if applicable) N/A

There was a change in the interests of

the substantial holder on June 4, 2013

The previous notice was given to the

company on May 8, 2013

The previous notice was dated May 8, 2013

#### 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	31,667,418	6.61%	24,799,277	5.18%*

<sup>\*</sup>Based on shares outstanding of 478,944,292

#### 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 association 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
See Annexure B, item 1	See Annexure B, item 2	See Annexure B, item 3	See Annexure B, item 4	See Annexure B, item 5	See Annexure B, item 6

#### 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
See Annexure B, item 7	See Annexure B, item 9	See Annexure B, item 12	See Annexure B, item 3	See Annexure B, item 8, 10 & 13	See Annexure B, item 8

#### 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 (if applicable)	Nature of association
NOT APPLICABLE	

#### 6. Addresses

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

Name	Address
See Annexure A	See Annexure A

### **Signature**

print name	Lori A. Weber	Capacity: Assistant Secretary, Franklin Resources, Inc.
sign here		date June 5, 2013

## Annexure A

Names and addresses of all associates for whom composite notice is given:

Name	Address
BALANCED EQUITY MANAGEMENT PTY. LIMITED	Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia
C&EE GENERAL PARTNER LIMITED	St. Helier Jersey, Channel Islands
C&EE PRIVATE EQUITY PARTNERS, L.P	St. Helier Jersey, Channel Islands
DARBY –HANA INFRASTRUCTURE FUND MANAGEMENT CO., LTD	18 <sup>th</sup> Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
DARBY ADMINISTRACAO DE INVESTIMENTOS LTDA.	Av. Brigadeiro de Faria Lima, 3311, 5th floor, suite 502 – part C, Itaim Bibi, postal code 04538-133, City of São Paulo, State of São Paulo – Brazil
DARBY ASIA FOUNDER PARTNER, L.P.	M&C Corporate Services Limited, P.O. Box 309GT,Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands
DARBY ASIA INVESTORS (HK), LTD.	Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong
DARBY ASIA INVESTORS, LTD.	Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong
DARBY ASIA INVESTORS (INDIA) PRIVATE LIMITED	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India
DARBY ASIA MEZZANINE FUND II MANAGEMENT CO., LTD.	M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands
DARBY ASIA OPPORTUNITIES FUND III GP, L.P.	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
DARBY ASIA OPPORTUNITIES FUND III MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
DARBY BRAZIL MEZZANINE MANAGEMENT, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY CEE FOUNDER PARTNER II, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY COLPATRIA CAPITAL SAS	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY CONVERGING EUROPE FUND III MANAGEMENT DARBY CONVERGING EUROPE FOUNDER PARTNER, L.P.	15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY EMERGING MARKETS INVESTMENTS, LTD.	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
DARBY EUROPE MEZZANINE MANAGEMENT	PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands
DARBY HOLDINGS, INC.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036

DARBY LATIN AMERICAN	P.O. Box 309GT, Ugland House, South
INVESTORS, LTD.	Church Street, Georgetown, Grand Cayman,
	Cayman Islands
DARBY LATIN AMERICAN	Rua Jeronimo Da Veiga 45 – 4 <sup>th</sup> Floor
MEZZANINE INVESTMENTS	04536-000 Sao Paulo (Sp) Brazil
DARBY LATIN AMERICAN	2711 Centerville Road, Suite 400, Wilmington,
MEZZANINE MANAGEMENT II, LLC	Delaware 19808
DARBY MEXICO PRIVATE EQUITY,	Montes Urales, No. 770-401, Lomas de
S.A.P.I. DE C.V.	Chapultepec, 11000, Ciudad de México
DARBY OVERSEAS INVESTMENTS,	1133 Connecticut Ave., NW, Suite 400
LTD.	Washington, DC 20036
DARBY OVERSEAS PARTNERS, L.P.	1133 Connecticut Ave., NW, Suite 400
	Washington, DC 20036
DARBY PRIVATE EQUITY BRASIL	Av. Brigadeiro Faria Lima, 3311, 5th floor,
ADMINISTRAÇÃO DE	Itaim Bibi, São Paulo
INVESTIMENTOS LTDA.	Rum Biol, Suo Tuulo
DARBY PRIVATE EQUITY KOREA	20th Floor, Korea First Bank Building, 100
-	
LTD.	Gongpyungdong, Jongno-Gu, Seoul, 110-702
DARRY PROPERTY OF THE PROPERTY	Korea.
DARBY-PROBANCO INVESTORS, LLC	1133 Connecticut Avenue, NW, Suite 400,
	Washington, DC 20036
DLAMF II SPECIAL COMPANY, LLC	Corporation Service Company, 2711
, , ,	Centerville Road, Suite 400, Wilmington,
	Delaware 19808
FCC RECEIVABLES CORP.	One Franklin Parkway, Building 910, First
FCC RECEIVABLES CORF.	•
EIDLICIA DA INTERNIA TIONA I	Floor, San Mateo, California 94403
FIDUCIARY INTERNATIONAL	1717 Pennsylvania Avenue N.W., Suite 630
HOLDING, INC.	Washington DC 20006
FIDUCIARY INTERNATIONAL	Unit 2F, Block 71, The Plaza, Park West,
IRELAND LIMITED	Dublin 12, Ireland
FIDUCIARY INTERNATIONAL, INC.	600 5 <sup>th</sup> Avenue, New York, New York 10020
FIDUCIARY INVESTMENT	600 5 <sup>th</sup> Avenue, New York, New York 10020
CORPORATION	, ,
FIDUCIARY INVESTMENT	1133 Connecticut Avenue, NW, Suite 330,
MANAGEMENT INTERNATIONAL,	Washington D.C. 20036
INC.	Washington B.C. 20030
	16 ma de la Pélissaria 1204 Canava
Fiduciary Trust (International) Sàrl	16 rue de la Pélisserie, 1204, Geneva,
ETRALICA L DAVI ETRALICA CON CONTRA LA VALVA	Switzerland
FIDUCIARY TRUST COMPANY	600 5 <sup>th</sup> Avenue, New York, New York 10020
INTERNATIONAL	
FIDUCIARY TRUST COMPANY OF	350 Seventh Avenue SW, Suite 3000, Calgary,
CANADA	Alberta, T2P 3N9
FIDUCIARY TRUST INTERNATIONAL	The Adelphi Building, 1-11 John Adam Street,
LIMITED	London, WC2N 6HT
FIDUCIARY TRUST INTERNATIONAL	One Franklin Parkway, Building 910, First
OF CALIFORNIA	Floor, San Mateo, California 94403
FIDUCIARY TRUST INTERNATIONAL	1220 North Market Street, Wilmington,
OF DELAWARE	Delaware 19801
FIDUCIARY TRUST INTERNATIONAL	200 South Biscayne Boulevard, Suite 3050,
OF THE SOUTH	Miami, Florida 33131
FRANKLIN ADVISERS, INC.	One Franklin Parkway, Building 910, First
	Floor, San Mateo, California 94403
FRANKLIN ADVISERS GP, LLC	One Franklin Parkway, Building 910, First
	•
THE WILLIAM THE VIELE OF , ELEC	Floor, San Mateo. California 94403
	Floor, San Mateo, California 94403  One Parker Plaza 9 <sup>th</sup> Floor, Fort Lee, NI
FRANKLIN ADVISORY SERVICES,	One Parker Plaza, 9th Floor, Fort Lee, NJ
FRANKLIN ADVISORY SERVICES, LLC	One Parker Plaza, 9 <sup>th</sup> Floor, Fort Lee, NJ 07024-2938
FRANKLIN ADVISORY SERVICES,	One Parker Plaza, 9th Floor, Fort Lee, NJ

FRANKLIN INVESTMENT ADVISORY	1133 Connecticut Ave., NW, Suite 400
SERVICES, LLC	Washington, DC 20036
FRANKLIN MUTUAL ADVISERS, LLC	101 John F. Kennedy Parkway, Short Hills, NJ 07028-2789
FRANKLIN RECEIVABLES LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN SPE, LLC	47 West 200 South, Suite 500, Salt Lake City, UT 84101
FRANKLIN TEMPLETON ASIA	7 Temasek Boulevard, # 38-03, Suntec Tower
HOLDINGS PRIVATE LIMITED	One, Singapore, 038987
FRANKLIN TEMPLETON ASSET	Sakhar Bhavan, 1 <sup>st</sup> Floor, 230 Backbay
MANAGEMENT (INDIA) PRIVATE LIMITED	Reclamation, Nariman Point, Mumbai, 400-021
FRANKLIN TEMPLETON ASSET	Suite 1005, 10 <sup>th</sup> Floor, Wisma Hamzah-Kwong
MANAGEMENT (MALAYSIA)	Hing No. 1, Leboh Ampang, 50100, Kuala
SDN.BHD.	Lampur, Malaysia
FRANKLIN TEMPLETON ASSET	770 Montes Urales, Fourth Floor, Lomas de
MANAGEMENT MEXICO, S.A. DE	Chapultapec, 11000 Mexico, D.F.
C.V., SOCIEDAD OPERADORA DE	Chapatapoe, 11000 Monteo, D.I.
SOCIEDADES DE INVERSION	
FRANKLIN TEMPLETON AUSTRIA	4th Floor, Vienna 1010, Austria
GMBH GMBH	4th Floor, Vielina 1010, Austria
FRANKLIN TEMPLETON BANK	Box 17406, Salt Lake City, UT 84117
&TRUST, F.S.B.	
FRANKLIN TEMPLETON CAPITAL	1st Floor, Empire Tower, 26-28 Ham Nghi
HOLDINGS PRIVATE LIMITED	District 1, Ho Chi Minh City, Vietnam
FRANKLIN TEMPLETON	One Franklin Parkway, Building 910, First
COMPANIES, LLC	Floor, San Mateo, California 94403
Franklin Templeton Darby Equity	Room 202-2, 200 Huiyuan Road, Jiading
Investment Management (Shanghai) Co.,	District, Shanghai, 201807, China
Ltd.	C00 E'61, A N V1- NV 10020
FRANKLIN TEMPLETON FINANCIAL SERVICES CORP.	600 Fifth Avenue, New York, NY 10020
FRANKLIN TEMPLETON FRANCE S.A.	16-18 Avenue George V, 75008 Paris, France
FRANKLIN TEMPLETON FUND	Toronto Square, Infirmary Street, Leeds, LS1
MANAGEMENT LIMITED	2HJ, England
FRANKLIN TEMPLETON GLOBAL INVESTORS LIMITED	5 Morrison Street, Edinburgh, Scotland, EH3 8BH
FRANKLIN TEMPLETON GSC ASSET	Suite 31-02, 31st Floor, Menara Keck Seng,
MANAGEMENT SDN.BHD	203 Jalan Bukit Bintang, 55100, Kuala Lumpur, Malaysia
FRANKLIN TEMPLETON HOLDING	C/O Pricewaterhouse Coopers LLP
LIMITED	Cathedral Square, Port Louis, Mauritius
Franklin Templeton Infrastructure and Real	600 Fifth Avenue, New York, New York,
Resources GP, LLC	10020, United States
FRANKLIN TEMPLETON	600 5 <sup>th</sup> Avenue, New York, New York 10020
INSTITUTIONAL, LLC	1100 G
FRANKLIN TEMPLETON INSTITUTIONAL GP, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
FRANKLIN TEMPLETON	Franklin Templeton Park, 18-23, Financial
INTERNATIONAL SERVICES (INDIA)	District, Nanakramguda, Hyderabad - 500019
PRIVATE LIMITED	India
FRANKLIN TEMPLETON	26 Boulevard Royal, L-2449 Luxembourg,
INTERNATIONAL SERVICES S.A.	Grand Duchy Of Luxembourg
FRANKLIN TEMPLETON	Rua Jerônimo Da Veiga, 45 - 4° Andar
INVESTIMENTOS (BRASIL) LTDA.	São Paulo-Sp, 04536-000, Brasil
	~
FRANKLIN TEMPLETON	Rondo ONZ 1, 00-124 Warszawa

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INVESTMENTS POLAND SP	
Z O.O.	
FRANKLIN TEMPLETON INVESTMENT MANAGEMENT GMBH	St. Helier Jersey, Channel Islands
FRANKLIN TEMPLETON	5 Morrison Street, Edinburgh,EH3 8BH
INVESTMENT MANAGEMENT	5 Wollison Sueet, Edinburgh, Ens 6Bh
LIMITED	
FRANKLIN TEMPLETON	Mainzan Landata 16 D 60225 Frankfirst Am
	Mainzer Landstr. 16, D-60325 Frankfurt-Am-
INVESTMENT SERVICES GMBH	Main, Germany
FRANKLIN TEMPLETON INVESTMENT SERVICES MEXICO S	Montes Urales 770, Oficina 401, Lomas De
	Chapultepec, Mexico City C.P. 11000, Mexico
DE R.L. FRANKLIN TEMPLETON	2nd Floor Comm Duilding 12 Vanida Dana
INVESTMENT TRUST MANAGEMENT	3rd Floor, Cemm Building 12 Youido-Dong, Youngdungpo-Gu, Seoul, South Korea 150-
	968
CO., LTD. FRANKLIN TEMPLETON	17 <sup>th</sup> Floor, Chater House, 8 Connaught Road
INVESTMENTS (ASIA) LIMITED	Central, Hong Kong
FRANKLIN TEMPLETON	Level 25, 360 Collins Street, Melbourne, Victoria 3000, Australia
INVESTMENTS AUSTRALIA LIMITED	· · · · · · · · · · · · · · · · · · ·
FRANKLIN TEMPLETON	5000 Yonge Street Suite 900, Toronto, Ontario M2N 0A7, Canada
INVESTMENTS CORP.	Kanematsu Building, 6 <sup>th</sup> Floor, 14-1, Kyobashi
FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED	2-Chome, Chuo-Ku, Tokyo 104-0031, Japan
FRANKLIN TEMPLETON	Level 7, Gate Precinct Building 3, Unit 5,
INVESTMENTS (ME) LIMITED	Dubai International Financial Centre, Sheikh
INVESTMENTS (ME) EIMITED	Zayed Road, Dubai, UAE
FRANKLIN TEMPLETON INVESTOR	10600 White Rock Road, Rancho Cordova, Ca
SERVICES, LLC	95670-6032
FRANKLIN TEMPLETON ITALIA SIM	C.So Italia, N.1, 20122 Milano, Italy
S.P.A.	C.50 Italia, N.1, 20122 Willallo, Italy
FRANKLIN TEMPLETON	26 Boulevard Royal, L-2449 Luxembourg
LUXEMBOURG HOLDING S.A.	Grand Duchy Of Luxembourg
FRANKLIN TEMPLETON	Bank Center, Citibank Tower, Szabadsag ter 7,
MAGYARORSZAG KFT	1054 Budapest, Hungary
FRANKLIN TEMPLETON	26 Boulevard Royal, L-2449 Luxembourg,
MANAGEMENT LUXEMBOURG SA	Grand Duchy Of Luxembourg
FRANKLIN TEMPLETON PORTFOLIO	One Franklin Parkway, Building 910, First
ADVISORS, INC.	Floor, San Mateo, California 94403
Franklin Templeton Real Estate Advisors	600 Fifth Avenue, New York, New York,
GP, LLC	10020, United States
FRANKLIN TEMPLETON SERVICES	The Sweepstakes Centre, Block C, Ballsbridge,
LIMITED	Dublin 4, Ireland
FRANKLIN TEMPLETON SERVICES,	One Franklin Parkway, Building 910, First
LLC	Floor, San Mateo, California 94403
FRANKLIN TEMPLETON SLOVAKIA,	Karadźičova 8/a, Bratislava, 821 08, Slovak
S.R.O.	Republic
FRANKLIN TEMPLETON STRATEGIC	P.O. Box 309GT, Ugland House, South
INVESTMENTS LTD.	Church Street, George Town, Grand Cayman,
	Cayman Islands.
FRANKLIN TEMPLETON	Bahnhofstrasse 22, Ch-8022 Zurich,
SWITZERLAND LTD	Switzerland
FRANKLIN TEMPLETON TRUSTEE	Sakhar Bhavan, 1st Floor, 230 Backbay
SERVICES PRIVATE LIMITED	Reclamation, Nariman Point, Mumbai 400-021
	India
FRANKLIN/TEMPLETON	One Franklin Parkway, San Mateo, CA 94403
DISTRIBUTORS, INC.	
FRANKLIN/TEMPLETON TRAVEL,	One Franklin Parkway, Building 910, First
INC.	Floor, San Mateo, California 94403

FS CAPITAL GROUP	1800 Gateway Drive, San Mateo, CA 94404
FS PROPERTIES, INC.	1800 Gateway Drive, San Mateo, CA 94404
FT OPPORTUNISTIC DISTRESSED	Maples Corporate Services Limited, PO Box
FUND LTD	309, Ugland House, Grand Cayman, KY1-
TOND LID	1104, Cayman Islands.
FTC INVESTOR SERVICES INC.	350 Seventh Avenue SW, Suite 3000, Calgary,
THE INVESTOR SERVICES INC.	Alberta, T2P 3N9
FTCI (CAYMAN) LTD.	11 Dr. Roy's Drive, Grand Cayman, Cayman
ITCI (CATMAN) LID.	Islands
FTI South Africa	First Floor Kildare House, The Oval 1 Oakdale
TTI South Africa	Road, Newlands, Cape Town, 7700, South
	Africa
ITI CAPITAL MARKETS LIMITED	Century Centre, 75 Ttk Road, Chennai, India
III CAI II AL MARKETS ENVITLES	600018
LSIMC, LLC	One Franklin Parkway, Building 910, First
LSINC, LLC	Floor, San Mateo, California 94403
MUTUAL RECOVERY FUND, LTD.	P.O. Box 309GT, Ugland House, George
MUTUAL RECOVERT FUND, LTD.	Town, Grand Cayman, Cayman Islands, KY1-
	1104.
K2 Advisors Holdings, LLC	300 Atlantic Street, 12th Floor, Stamford, CT,
K2 Auvisors Holdings, LLC	06901, United States
K2 Advisors Subsidiary Holdings, LLC	300 Atlantic Street, 12th Floor, Stamford, CT,
K2 Auvisors Substatary Holdings, LLC	06901, United States
K2 Advisors LLC	300 Atlantic Street, 12th Floor, Stamford, CT,
K2 Advisors LLC	
V2/D&C Management Co. I. I. C.	06901, United States
K2/D&S Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT,
V2 Advisoms Limited	06901, United States
K2 Advisors Limited	100 Pall Mall, London, SW1Y 5NQ, England
K2 Advisors Japan Ltd.	Atago Green Hills MORI Tower 39F, 2-5-1
V2 Advisors Henry Venna Limited	Atago, Minato-ku, Tokyo, 100-6309, Japan
K2 Advisors Hong Kong Limited	20F, Workstation Building, 43 Lyndhurst
V2/Highland Management Co. L. L. C.	Terrace, Central, Hong Kong
K2/Highland Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT,
RIVA FINANCIAL SYSTEMS LIMITED	06901, United States Old Chapel, Union Mills, Main Road
KIVA FINANCIAL SYSTEMS LIMITED	
TEMPI ETONI A CCET MANIA CEMENT	Braddan, Isle Of Man Im4 4ad
TEMPLETON ASSET MANAGEMENT	Lot H, Level 7, Wisma Oceanic, Jalan Okk
(LABUAN) LIMITED	Awang Besar, 87007 Federal Territory Of
Tampleton Asset Management (Deland)	Labuan, Malaysia  Pondo 1, 26th Floor, Pondo ONZ 1, Warsay
Templeton Asset Management (Poland)	Rondo 1, 26th Floor, Rondo ONZ 1, Warsaw,
S.A.	00-124, Poland
TEMPLETON ASSET MANAGEMENT	7 Temasek Boulevard, #38-03 Suntec Tower
LTD.	One, Singapore, 038987
Templeton Asset Management Limited	Montes Urales, No. 770-401, Lomas de
Mexico, S. de R.L. de C.V.	Chapultepec, Ciudad de México, D.F.,
	Mexico,11000
TEMPLETON CHINA RESEARCH	701b Citigroup Tower, 33 Hua Yuan Shi Qiao
LIMITED	Road, Pudong Shanghai 200120 P.R. China
TEMPLETON DO BRASIL LTDA.	Rua Lauro Muller 116, Sala 2404, Rio De
	Janeiro, RJ, Brazil
TEMPLETON FRANKLIN GLOBAL	Appleby, Spurling & Kempe, 41 Cedar House
DISTRIBUTORS, LTD.	Avenue, P.O. Box Hm 1179, Hamilton Hm Ex,
,	Bermuda
TEMPLETON GLOBAL ADVISORS	P.O. Box N-7759, Lyford Cay, Nassau,
LIMITED	Bahamas
TEMPLETON GLOBAL HOLDINGS	P.O. Box N-7759, Lyford Cay, Nassau,
LTD.	Bahamas
TEMPLETON INTERNATIONAL, INC.	300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301
TEMPERATURE THE PROPERTY OF TH	500 S.E. 2 Street, 1 of Landerduie, 1 L 55501

TEMPLETON INVESTMENT	300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301
COUNSEL, LLC	
TEMPLETON RESTRUCTURED	300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301
INVESTMENTS, L.L.C.	
TEMPLETON RESTRUCTURED	300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301
INVESTMENTS, LTD.	
TEMPLETON RESTRUCTURED	300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301
INVESTMENTS III, LTD.	
TEMPLETON WORLDWIDE, INC.	300 S.E. 2 <sup>nd</sup> Street, Fort Lauderdale, FL 33301
TEMPLETON/FRANKLIN	26515 Carmel Rancho Blvd., Carmel, CA
INVESTMENT SERVICES, INC.	93923
TSEMF III (JERSEY) LIMITED	Whiteley Chambers, Don Street, St Helier,
	Jersey, JE4 9WG
TSEMF IV (Jersey) Limited	Whiteley Chambers, Don Street, St. Helier,
	Jersey (Channel Islands), JE4 9WG

This is the annexure of 6 pages marked Annexure A signed by me and dated June 5, 2013.

Lori A. Weber, Assistant Secretary
Franklin Resources, Inc.

# Annexure B Details of Entitlement and Relevant Interests

		1			1
				5. Class and	
				Number of	
			4.	Securities	
1. Date of		3. Nature of	Consideration in	affected -	6. Persons
Change	2. Person Whose Relevant Interest Changed	Change	AUD\$	Ordinary	votes effected
6/4/2013	Franklin Templeton Investments Corp.	Disposal	207,779	(917,753)	(917,753)
6/4/2013	Templeton Investment Counsel, LLC	Disposal	1,347,139	(5,950,388)	(5,950,388)

7. Holder of Relevant Interest	8. Perso	8. Person's votes		
Templeton Global Advisors Limited	18,463,334	votes		
Templeton Investment Counsel, LLC	6,335,943	votes		

9. Registered Holder of Securities	10. Class and Number of Shares		11. Person's votes	
HSBC BANK AUSTRALIA LIMITED, SYDNEY	9,180,966	Ordinary	9,180,966	votes
JPMORGAN CHASE BANK, N.A., SYDNEY	15,604,691	Ordinary	15,604,691	votes
NATIONAL AUSTRALIA BANK LIMITED, MELBOURNE	13,620	Ordinary	13,620	votes

This is the annexure of 1 page marked Annexure B referred to in the Form 604: Notice of change in interests or entitlements of substantial shareholder signed by me and dated June 5, 2013.

Lori A. Weber, Assistant Secretary