## **Form 604**

**Corporations Law** Section 671B

# Notice of change of interests of substantial holder

St Barbara Limited To Company Name/Scheme

ACN/ARSN

1. Details of substantial holder (1)

Name M&G Investment Funds (1)

M&G Investment Funds (12)

M&G Investment Management Limited

M&G Limited

M&G Group Limited M&G Securities Limited Curian Capital LLC Prudential plc

ACN/ARSN (if applicable)

There was a change in the interests

of the substantial holder on

14 February 2013

The previous notice was given to the

02 December 2010

company on The previous notice was dated

02 December 2010

## 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 Security (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
Ordinary	59,033,314	18.12%	93,372,398	19.13%

#### 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
	M&G Investment Funds (1) M&G Investment Funds (12)	PLEASE SE	E ANNEX 1 (Below	7)	
	Funds (12)  M&G Investment  Management Limited			, 	
	M&G Limited M&G Group Limited M&G Securities				
	Limited Curian Capital LLC				
	Prudential plc				

## 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	Nature of relevant interest	Class and number of securities
M&G Investment	Chase	Chase	Power to dispose	60,536,881
Management Limited,	Nominees Ltd	Nominees Ltd	of, or control the	
M&G Limited,			exercise of a	
M&G Group Limited,			power to dispose	
Prudential plc			of, the securities	
M&G Investment Funds (3)	State Street	State Street	Power to exercise	30,960,000
M&G Investment	Noms LTD A/C	Noms LTD A/C	or control the	
Management Limited	GMIQ	GMIQ	exercise of, a	
M&G Limited			right to vote	

M&G Group Limited M&G Securities Limited Prudential plc			attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities	
M&G Investment Funds (12) M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited, Prudential plc	State Street Noms LTD A/C GML2	State Street Noms LTD A/C GML2	Power to exercise or control the exercise of, a right to vote attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities	1,500,000
Curian Capital LLC Prudential PLC	Curian Capital LLC	Curian Capital LLC	Power to exercise or control the exercise of, a right to vote attached to the securities.  Power to dispose of, or control the exercise of a power to dispose of, the securities	375,517

## 5. Changes in association

The persons who have been 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 CAN/ARSN (if applicable)	Nature of association

## 6. Addresses

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

Name	Address
M&G Investment Funds (1) M&G Investment Funds (12)	Laurence Pountney Hill, London EC4R OHH, England
M&G Investment Management Limited	Laurence Pountney Hill, London EC4R OHH, England
M&G Limited	Laurence Pountney Hill, London EC4R OHH, England
M&G Group Limited	Laurence Pountney Hill, London EC4R OHH, England
M&G Securities Limited	Laurence Pountney Hill, London EC4R OHH, England
Prudential plc	Laurence Pountney Hill, London EC4R OHH, England
Chase Nominees Ltd	125 London Wall, London EC2Y 5AJ, England
State Street Nominees Limited	20 Churchill Place, Canary Wharf, London E14 5HJ, England
Curian Capital LLC	1 Corporate Way, Michigan, USA

# **Signature**

capacity Notifiables Administrator

sign here James Todd

Date: 15 February 2013

#### **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 Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 votes 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 Law.

- (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.

Annex 1: Transactions 02 December 2010 – 14 February 2013

	ate of cquisition	Consideration (9)	Class and number of securities
	1	Cash Non Cash	Ord NPV
AUST	15-Aug-11	Transfer	8,279,487
AUST	29-Jan-13	-11,881,064	-8,279,487
CURN	09-Feb-12	N/A	12,400
CURN	10-Jul-12	N/A	158,200
CURN	11-Sep-12	N/A	48,680
CURN	18-Oct-12	N/A	36,700
CURN	09-Nov-12	N/A	65,150
CURN	11-Feb-13	N/A	49,969
CURN	12-Feb-13	N/A	4,418
ISEF	12-Oct-12	249,496	108,000
ISEF	14-Feb-13	1,064,332	708,000
JBCS	07-Mar-11	38,644	17,324
JBCS	08-Mar-11	15,049	6,808
JBCS	16-Nov-11	98,998	39,557
JBCS	20-Feb-12	45,719	19,240
JBCS	22-Feb-12	60,113	24,752
JBCS	23-Aug-12	70,093	49,521
JBCS	11-Sep-12	-98,423	-57,343
JBCS	02-Oct-12	-76,010	-35,261
JBCS	29-Jan-13	-369,360	-257,394
KBAS	14-Mar-12	-3,149	-1,432
PPL35	12-Oct-12	-73,925	-32,000
PPLEP	12-Oct-12	-92,406	-40,000
TRAK	12-Oct-12	-83,165	-36,000
VANG	15-Aug-11	Transfer	51,000,000
VANG	23-Jan-13	1,083,921	685,000
VANG	24-Jan-13	490,680	315,000
VANG	29-Jan-13	12,250,424	8,536,881