

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Alumina Limited
Level 12, IBM Centre
60 City Road
SOUTHBANK VIC 3006

ACN/ARSN: 004 820 419

1. Details of substantial holder (1)

Name Lazard Asset Management Pacific Co
ACN/ARSN (if applicable) ACN 064 523 619

The holder became a substantial holder on: 18 April 2013

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 | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary | 149,808,500 | 149,808,500 | 5.34% |

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 |
|--|--|------------------------------------|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | Relevant interest under section 608(1) of the Corporations Act | Ordinary Securities 149,808,500 |

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 |
|-----------------------------|---------------------------------|--|--------------------------------|
| SEE ANNEXURE B | | | |

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 |
|-----------------------------|---------------------|-------------------|--------------------------------|
| SEE ANNEXURE C | | | |

6. Associates

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

| Name and ACN/ARSN (if applicable) | Nature of association |
|---------------------------------------|--|
| See Annexure A for list of Associates | In respect of each Associate: Related Body Corporate of Lazard Asset Management Pacific Co |

7. Addresses

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

| Name | Address |
|--|---|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | Level 39, Gateway 1 Macquarie Place SYDNEY NSW 2000 |

Signature

Print name **Apnavi Saddington**

Capacity: **Company Secretary**

Sign here

date 22 April 2013

Annexure 'A'

This is Annexure A of 1 page referred to in Form 603 Notice of initial substantial holder signed by me and dated 22 April 2013.

Apnavi Saddington
Company Secretary

22 April 2013
Dated

Associates of Lazard Asset Management Pacific Co. ACN 064 523 619

Lazard Ltd
Lazard Group LLC
Lazard Frères & Co LLC
Lazard Asset Management LLC
Lazard Brothers & Co., Ltd.
Lazard Asset Management (Canada), Inc.
Lazard Pension Management, Inc
Lazard Asset Management Limited, London
Lazard Japan Asset Management KK
Deutsche Lazard Asset Management Holding GmbH
Lazard Asset Management (Deutschland) GmbH
Lazard Funds Marketing GmbH, Frankfurt
Lazard Alternatives LLC
Lazard Investment Funds Limited, Dublin
Lazard Fund Managers (Ireland) Limited
Lazard Fund Managers Limited, London
Lazard Debt Recovery Management LLC
LAMP Administration Pty Ltd
Lazard Pty Ltd
LCW Private Equity Pty Ltd
Lazard Asset Management (Hong Kong) Limited
Lazard Korea Asset Management Co. Ltd
Lazard Asset Management Securities LLC
Lazard Asset Management (Singapore) Pte Ltd.

Annexure 'B'

This is Annexure B of 2 pages referred to in Form 603, Notice of initial substantial holder, signed by me and dated 22 April 2013.

Apnavi Saddington
Company Secretary

22 April 2013
Dated

Lazard Asset Management Pacific Co
ACN: 064 523 619

Form 603
Annexure B - Present Registered Holders

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities (Ordinary) |
|--|---------------------------------|--|---|
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | The Bank of New York Mellon | The Current Registered Holder | 43,933,644 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | BNP Paribas Ltd | The Current Registered Holder | 13,297,969 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | State Street Australia Ltd | The Current Registered Holder | 3,809,153 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | State Street Australia Ltd | The Current Registered Holder | 3,853,039 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | JP Morgan Chase Ltd | The Current Registered Holder | 45,410,775 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | National Australia Bank Ltd | The Current Registered Holder | 28,716,299 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | National Australia Bank Ltd | The Current Registered Holder | 2,883,893 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | National Australia Bank Ltd | The Current Registered Holder | 4,026,753 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | National Australia Bank Ltd | The Current Registered Holder | 1,524,729 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | National Australia Bank Ltd | The Current Registered Holder | 948,091 |
| Lazard Asset Management Pacific Co and each of its associates listed in Annexure A | National Australia Bank Ltd | The Current Registered Holder | 1,404,155 |

Annexure 'C'

This is Annexure C of 6 pages referred to in Form 603, Notice of initial substantial holder, signed by me and dated 22 April 2013.

Apnavi Saddington
Company Secretary

22 April 2013
Dated

Lazard Asset Management Pacific Co
ACN: 064 523 619

Form 603
Annexure C - Consideration

| Holder of Relevant Interest | Date of Acquisition | Consideration AUD | Class and number of securities (Ordinary) |
|--|---------------------|-------------------|---|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 2,534,512.39 | 2,630,629 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 228,550.36 | 237,194 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 2,694,970.72 | 2,796,893 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 1,707,182.33 | 1,771,747 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 170,952.67 | 177,418 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 160,733.17 | 166,812 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 90,372.18 | 93,790 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 37,718.51 | 39,145 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 83,224.49 | 86,372 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 781,301.61 | 812,316 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 70,461.59 | 73,244 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 830,848.21 | 863,657 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 526,317.61 | 547,101 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 52,703.82 | 54,785 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 49,553.23 | 51,510 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 27,861.78 | 28,962 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 11,628.80 | 12,088 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/04/2013 | \$ 25,657.81 | 26,671 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 407,450.20 | 411,035 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 36,746.10 | 37,062 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 433,289.08 | 437,014 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 274,475.40 | 276,835 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 27,485.71 | 27,722 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 25,841.85 | 26,064 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 14,530.09 | 14,655 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 6,064.86 | 6,117 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 16/04/2013 | \$ 13,380.96 | 13,496 |

Form 603
Annexure C - Consideration

| Holder of Relevant Interest | Date of Acquisition | Consideration AUD | Class and number of securities (Ordinary) |
|--|---------------------|-------------------|---|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 10/04/2013 | \$ 915,156.91 | 882,695 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 814,252.78 | 789,879 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 103,919.84 | 100,789 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 78,846.45 | 76,471 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 568,773.73 | 551,638 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 356,640.70 | 345,896 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 36,729.57 | 35,623 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 52,984.29 | 51,388 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 19,444.82 | 18,859 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 12,468.65 | 12,093 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 17,903.39 | 17,364 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 1,576,544.44 | 1,532,817 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 201,188.77 | 195,589 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 152,645.65 | 148,397 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 1,101,139.42 | 1,070,491 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 690,452.62 | 671,235 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 71,107.15 | 69,128 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 102,577.07 | 99,722 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 37,644.78 | 36,597 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 24,139.89 | 23,468 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 34,661.75 | 33,697 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 379,918.59 | 370,356 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 48,482.08 | 47,258 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 36,784.74 | 35,856 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 265,349.55 | 258,650 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 166,383.87 | 162,183 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 17,135.65 | 16,703 |

Form 603
Annexure C - Consideration

| Holder of Relevant Interest | Date of Acquisition | Consideration AUD | Class and number of securities (Ordinary) |
|--|---------------------|-------------------|---|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 24,719.12 | 24,095 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 9,071.03 | 8,842 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 5,816.87 | 5,670 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 04/04/2013 | \$ 8,352.90 | 8,142 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 28,866.13 | 27,601 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 3,683.43 | 3,522 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 2,794.47 | 2,672 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 20,161.14 | 19,276 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 12,642.03 | 12,087 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 1,302.07 | 1,245 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 1,878.32 | 1,796 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 689.21 | 659 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 442.39 | 423 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 634.83 | 607 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 529,378.31 | 505,571 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 67,562.31 | 64,511 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 51,261.10 | 48,946 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 369,782.42 | 353,082 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 231,866.77 | 221,395 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 23,879.47 | 22,801 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 34,446.71 | 32,891 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 12,641.95 | 12,071 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 8,107.15 | 7,741 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 03/04/2013 | \$ 11,639.68 | 11,114 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 1,136,998.69 | 978,357 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 708,913.34 | 610,001 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 74,238.22 | 63,880 |

Form 603
Annexure C - Consideration

| Holder of Relevant Interest | Date of Acquisition | Consideration AUD | Class and number of securities (Ordinary) |
|--|---------------------|-------------------|---|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 106,970.20 | 92,045 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 39,265.61 | 33,787 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 9,647.02 | 8,301 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 19/03/2013 | \$ 36,159.17 | 31,114 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 1,722,518.45 | 1,521,545 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 1,073,983.12 | 948,677 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 112,469.25 | 99,347 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 162,056.85 | 143,149 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 59,485.41 | 52,545 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 14,614.09 | 12,909 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 54,781.59 | 48,390 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 369,412.85 | 322,982 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 230,326.30 | 201,377 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 24,119.54 | 21,088 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 34,755.34 | 30,387 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 12,757.46 | 11,154 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 3,133.89 | 2,740 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 18/03/2013 | \$ 11,748.67 | 10,272 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 13/03/2013 | \$ 454,047.94 | 392,899 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 05/03/2013 | \$ 2,072,739.81 | 1,791,153 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 05/03/2013 | \$ 192,563.42 | 166,370 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 28/02/2013 | \$ 1,214,998.32 | 1,008,595 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 557,364.62 | 453,565 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 149,180.55 | 121,374 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 65,852.62 | 53,578 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 1,316,161.23 | 1,070,835 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 863,398.39 | 702,465 |

Form 603
Annexure C - Consideration

| Holder of Relevant Interest | Date of Acquisition | Consideration AUD | Class and number of securities (Ordinary) |
|--|---------------------|-------------------|---|
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 90,895.49 | 73,953 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 318,667.03 | 259,269 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 48,108.13 | 39,141 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 36,720.54 | 29,876 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 25/02/2013 | \$ 44,294.23 | 36,038 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 868,487.46 | 740,942 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 142,706.01 | 121,724 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 79,558.45 | 67,861 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 1,344,060.64 | 1,146,444 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 871,332.66 | 743,221 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 88,633.79 | 75,602 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 230,714.92 | 196,793 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 46,903.15 | 40,007 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 35,840.64 | 30,571 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 22/02/2013 | \$ 43,184.38 | 36,835 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 21/02/2013 | \$ 904,550.00 | 729,286 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 06/02/2013 | \$ 63,969.86 | 61,851 |
| Lazard Asset Management Pacific Co and its associates listed in Annexure A | 21/12/2012 | \$ 123,683.07 | 132,772 |