

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Bradken Limited**ACN/ARSN **(ACN) 108693009****1. Details of substantial holder (1)**Name **AustralianSuper Pty Ltd**ACN/ARSN (if applicable) **006 457 987**The holder became a substantial holder on **06 / 12 / 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)
<b>ORDINARY</b>	<b>9,164,192</b>	<b>9,164,192</b>	<b>5.41%</b>

**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
<b>AustralianSuper Pty Ltd</b>	<b>SHAREHOLDER</b>	<b>ORD 9,164,192</b>

**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
<b>AustralianSuper Pty Ltd.</b>	<b>JPMorgan Nominees Australia Ltd.</b>	<b>JPMorgan Nominees Australia Ltd.</b>	<b>ORD 9,164,192</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
		Cash	Non-cash	
<b>SEE ATTACHED SCHEDULE</b>				

**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
N/A	

**7. Addresses**

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

Name	Address
AustralianSuper Pty Ltd.	Level 33, 50 Lonsdale Street Melbourne VIC 3000

**Signature**

print name

*Tim KELLY*

capacity

sign here

*[Signature]*

date

*17 / 12 / 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 Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (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 Act 2001.
- (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.

**Bradken Limited**

Security	Currency	Transaction	Date	Units	Price
B013SX6	AUD	Share purchase	16/08/2013	1312	5.749855
B013SX6	AUD	Share sale	16/08/2013	17927	5.76
B013SX6	AUD	Share sale	16/08/2013	33121	5.7501
B013SX6	AUD	Share sale	19/08/2013	580	5.63
B013SX6	AUD	Share sale	19/08/2013	5322	5.65
B013SX6	AUD	Share sale	19/08/2013	12059	5.6378
B013SX6	AUD	Share sale	19/08/2013	51044	5.6824
B013SX6	AUD	Share sale	22/08/2013	1000	5.7052
B013SX6	AUD	Share purchase	27/08/2013	36743	5.83
B013SX6	AUD	Share sale	30/08/2013	1000	5.7219
B013SX6	AUD	Share sale	4/09/2013	190	6.025
B013SX6	AUD	Share purchase	6/09/2013	637	6.069702
B013SX6	AUD	Share purchase	10/09/2013	1500	6.06
B013SX6	AUD	Share sale	11/09/2013	42182	6.1667
B013SX6	AUD	Share sale	11/09/2013	1500	6.13
B013SX6	AUD	Share purchase	16/09/2013	657	5.96
B013SX6	AUD	Share sale	18/09/2013	637	5.735008
B013SX6	AUD	Share sale	19/09/2013	462	5.970996
B013SX6	AUD	Share sale	25/09/2013	838	5.67
B013SX6	AUD	Share sale	1/10/2013	750	5.7
B013SX6	AUD	Share purchase	3/10/2013	24248	5.677
B013SX6	AUD	Share sale	4/10/2013	650	5.89
B013SX6	AUD	Share purchase	7/10/2013	30104	5.6792
B013SX6	AUD	Share purchase	8/10/2013	27083	5.6521
B013SX6	AUD	Share sale	8/10/2013	766	5.605
B013SX6	AUD	Share purchase	8/10/2013	63571	5.685
B013SX6	AUD	Share purchase	9/10/2013	21101	5.6656
B013SX6	AUD	Share sale	9/10/2013	328	5.68
B013SX6	AUD	Share purchase	11/10/2013	1000	6.0094
B013SX6	AUD	Share sale	18/10/2013	1498	6.02
B013SX6	AUD	Share sale	21/10/2013	15246	6.1247
B013SX6	AUD	Share sale	24/10/2013	2000	6.65
B013SX6	AUD	Share sale	24/10/2013	24546	6.607
B013SX6	AUD	Share sale	28/10/2013	793	6.49
B013SX6	AUD	Share purchase	28/10/2013	610	6.562951
B013SX6	AUD	Share sale	28/10/2013	23167	6.5473
B013SX6	AUD	Share purchase	29/10/2013	800	6.5
B013SX6	AUD	Share sale	29/10/2013	23487	6.3425
B013SX6	AUD	Share purchase	31/10/2013	172193	6.1
B013SX6	AUD	Share sale	4/11/2013	1744	5.8209
B013SX6	AUD	Share purchase	4/11/2013	2000	5.91
B013SX6	AUD	Share purchase	5/11/2013	36165	5.9585
B013SX6	AUD	Share sale	6/11/2013	629	5.820397
B013SX6	AUD	Share purchase	6/11/2013	2000	5.82
B013SX6	AUD	Share purchase	6/11/2013	22037	5.8442
B013SX6	AUD	Share purchase	7/11/2013	26400	5.8174
B013SX6	AUD	Share purchase	8/11/2013	26333	5.9183

Security	Currency	Transaction	Date	Units	Price
B013SX6	AUD	Share sale	11/11/2013	2000	6.06
B013SX6	AUD	Share purchase	12/11/2013	3227	5.991401
B013SX6	AUD	Share purchase	13/11/2013	26592	6.0011
B013SX6	AUD	Share purchase	14/11/2013	56972	6.0798
B013SX6	AUD	Share sale	15/11/2013	29780	6.2005
B013SX6	AUD	Share purchase	15/11/2013	26662	6.2002
B013SX6	AUD	Share purchase	18/11/2013	79	6.09
B013SX6	AUD	Share purchase	19/11/2013	89397	6.0795
B013SX6	AUD	Share purchase	19/11/2013	7354	6.1058
B013SX6	AUD	Share purchase	19/11/2013	20906	6.0433
B013SX6	AUD	Share purchase	20/11/2013	162220	5.9689
B013SX6	AUD	Share purchase	20/11/2013	27680	5.9824
B013SX6	AUD	Share purchase	21/11/2013	1113	5.84
B013SX6	AUD	Share sale	21/11/2013	25431	5.8638
B013SX6	AUD	Share purchase	21/11/2013	109009	5.8614
B013SX6	AUD	Share purchase	21/11/2013	22070	5.86
B013SX6	AUD	Share purchase	21/11/2013	8946	5.85
B013SX6	AUD	Share purchase	22/11/2013	137078	5.9379
B013SX6	AUD	Share purchase	22/11/2013	1791	5.89
B013SX6	AUD	Share purchase	25/11/2013	167099	5.9935
B013SX6	AUD	Share purchase	26/11/2013	225673	5.928
B013SX6	AUD	Share purchase	27/11/2013	139524	5.7899
B013SX6	AUD	Share purchase	27/11/2013	16472	5.7656
B013SX6	AUD	Share purchase	28/11/2013	8644	5.6461
B013SX6	AUD	Share purchase	29/11/2013	15971	5.5668
B013SX6	AUD	Share purchase	2/12/2013	118696	5.439
B013SX6	AUD	Share purchase	3/12/2013	1030000	5.883256
B013SX6	AUD	Share purchase	3/12/2013	1287	5.38
B013SX6	AUD	Share sale	3/12/2013	1315	5.355095
B013SX6	AUD	Share purchase	3/12/2013	27889	5.3867
B013SX6	AUD	Share sale	3/12/2013	1030000	5.883256
B013SX6	AUD	Share purchase	3/12/2013	647771	5.396
B013SX6	AUD	Share purchase	4/12/2013	27791	5.4471
B013SX6	AUD	Share purchase	4/12/2013	98736	5.4616
B013SX6	AUD	Share purchase	5/12/2013	27627	5.3108
B013SX6	AUD	Share purchase	5/12/2013	158196	5.3692
B013SX6	AUD	Share sale	9/12/2013	939	5.33
B013SX6	AUD	Share purchase	10/12/2013	30287	5.3848
B013SX6	AUD	Share purchase	10/12/2013	21189	5.3875
B013SX6	AUD	Share sale	13/12/2013	163501	5.319