

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme Bradken Ltd.ACN/ARSN 33 108 693 009 (ABN)**1. Details of substantial holder (1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in AnnexuresACN/ARSN (if applicable) to this form)The holder became a substantial holder on 27 / 12 / 13**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)
ord	8,494,138	8,494,138	5.01

**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
see Annexure A (and D)		

**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 A			

**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	
see Annexure 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
see Annexure A	

**7. Addresses**

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

Name	Address
see Annexure C	

**Signature**

print name Belinda Plotkin

capacity Company Secretary

**sign here**

date 31 / 12 / 13

**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.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.**

## Signature

This form must be signed by either a director or a secretary of the substantial holder.

## Lodging period

Nil

## Lodging Fee

Nil

## Other forms to be completed

Nil

## Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

## Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure  
The annexure must be signed by the same person(s) who signed the form.

31-Dec-13

Date

**Belinda Plotkin,**  
Company Secretary

**3. Details of Relevant Interests**  
**4. Details of present registered holders**  
**6. Associates**

Holder of Relevant Interests	Nature of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as holder	Class and number of Securities	Nature of Association
Name and ACN / ARSN (Section 3, 4 and 6)	(Section 3)	(Section 4)	(Section 4)	(Sections 3 and 4)	(Section 6)
BlackRock Advisors (UK) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	NT-NORTHERN TRUST CO.		Ord 2,655	2,655
BlackRock Asset Management Canada Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET SACRAMENTO		Ord 115,208	115,208
BlackRock Asset Management North Asia Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.			Ord 103,130	103,130
BlackRock Fund Advisors	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET BANK, BOSTON		Ord 6,590,942	6,590,942
BlackRock Fund Advisors	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET SACRAMENTO		Ord 18,253	18,253
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNYM-MELLON TRUST		Ord 28,521	28,521
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	JPM-JP MORGAN CHASE		Ord 2,582	2,582
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-SSB NEW YORK INSTITUTIONAL		Ord 99,324	99,324
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET SACRAMENTO		Ord 768,383	768,383
BlackRock Investment Management (UK) Ltd	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNP-BNP PARIBAS		Ord 14,332	14,332
BlackRock Investment Management (UK) Ltd	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	CITI-CITIBANK INTERNATIONAL PLC (LUXEMBOURG BRANCH)		Ord 9,060	9,060
BlackRock Investment Management, LLC	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNYM-THE BANK OF NEW YORK		Ord 14,274	14,274
BlackRock Investment Management, LLC	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	JPM-JP MORGAN CHASE		Ord 5,143	5,143
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	JPM-JPM CHASE - SYDNEY		Ord 112,617	112,617

BKN

Holder of Relevant Interests		Nature of Relevant Interest (Section 3)	Registered Holder of Securities (Section 4)	Person entitled to be registered as holder (Section 4)	Class and number of Securities (Sections 3 and 4)	Nature of Association (Section 6)
Name and ACN / ARSN (Section 3, 4 and 6)						
BlackRock Investment Management (Australia) Limited		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	NAB-NATIONAL AUSTRALIA BANK LIMITED		Ord 100,448	100,448
BlackRock Investment Management (Australia) Limited		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as responsible entity.	JPM-JPM CHASE - SYDNEY		Ord 509,266	509,266

This is Annexure B of 3 pages referred to in form 603 Notice of initial substantial shareholder

31-Dec-13

Belinda Plotkin, Company Secretary

Date

## 5. Consideration

BRADKEN LTD. (BKN)						
Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration		Class and number of securities affected	
			Cash	Non-cash		
BlackRock Fund Advisors	29-Aug-13	No		in specie	ord	19,020
BlackRock Fund Advisors	30-Aug-13	No		in specie	ord	4,755
BlackRock Fund Advisors	03-Sep-13	No		in specie	ord	1,585
BlackRock Fund Advisors	04-Sep-13	No		in specie	ord	2,070
BlackRock Fund Advisors	04-Sep-13	No		in specie	ord	12,680
BlackRock Asset Management North Asia Limited	05-Sep-13	No		collateral transfer	ord	1,439
BlackRock Asset Management North Asia Limited	06-Sep-13	No		collateral transfer	ord	541
BlackRock Fund Advisors	06-Sep-13	No		in specie	ord	1,585
BlackRock Fund Advisors	06-Sep-13	No		in specie	ord	19,020
BlackRock Fund Advisors	10-Sep-13	No		in specie	ord	1,585
BlackRock Asset Management North Asia Limited	11-Sep-13	No		collateral transfer	ord	5
BlackRock Fund Advisors	11-Sep-13	No		in specie	ord	8,280
BlackRock Fund Advisors	11-Sep-13	No		in specie	ord	2,070
BlackRock Fund Advisors	11-Sep-13	No		in specie	ord	7,925
BlackRock Fund Advisors	11-Sep-13	No		in specie	ord	11,095
BlackRock Asset Management Australia Limited	11-Sep-13	Yes	6.16		ord	41,547
BlackRock Fund Advisors	12-Sep-13	No		in specie	ord	1,035
BlackRock Fund Advisors	12-Sep-13	No		in specie	ord	14,265
BlackRock Asset Management North Asia Limited	13-Sep-13	No		collateral transfer	ord	869
BlackRock Asset Management North Asia Limited	16-Sep-13	No		collateral transfer	ord	122,604
BlackRock Fund Advisors	17-Sep-13	No		in specie	ord	1,035
BlackRock Fund Advisors	18-Sep-13	No		in specie	ord	5,175
BlackRock Fund Advisors	18-Sep-13	No		in specie	ord	15,850
BlackRock Investment Management (Australia) Limited	23-Sep-13	No		in specie	ord	1,906
BlackRock Fund Advisors	24-Sep-13	No		in specie	ord	4,755
BlackRock Fund Advisors	25-Sep-13	No		in specie	ord	2,070
BlackRock Fund Advisors	25-Sep-13	No		in specie	ord	4,140
BlackRock Fund Advisors	25-Sep-13	No		in specie	ord	9,510
BlackRock Fund Advisors	26-Sep-13	No		in specie	ord	2,070
BlackRock Fund Advisors	30-Sep-13	No		in specie	ord	6,284
BlackRock Investment Management (Australia) Limited	30-Sep-13	Yes	5.65		ord	3,376
BlackRock Asset Management North Asia Limited	01-Oct-13	No		collateral transfer	ord	19,277
BlackRock Fund Advisors	01-Oct-13	No		in specie	ord	17,281
BlackRock Investment Management (UK) Ltd	01-Oct-13	Yes	5.80		ord	9,060
BlackRock Asset Management North Asia Limited	02-Oct-13	No		collateral transfer	ord	18,034
BlackRock Fund Advisors	02-Oct-13	No		in specie	ord	2,070
BlackRock Asset Management North Asia Limited	04-Oct-13	No		collateral transfer	ord	3,253
BlackRock Fund Advisors	04-Oct-13	No		in specie	ord	12,568
BlackRock Asset Management North Asia Limited	10-Oct-13	No		collateral transfer	ord	19,717
BlackRock Fund Advisors	10-Oct-13	No		in specie	ord	10,997
BlackRock Fund Advisors	10-Oct-13	No		in specie	ord	21,994

Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration		Class and number of securities affected	
			Cash	Non-cash		
BlackRock Asset Management North Asia Limited	11-Oct-13	No		collateral transfer	ord	155,627
BlackRock Fund Advisors	15-Oct-13	No		in specie	ord	1,035
BlackRock Fund Advisors	16-Oct-13	No		in specie	ord	15,710
BlackRock Fund Advisors	17-Oct-13	Yes	5.85		ord	1,661
BlackRock Institutional Trust Company, N.A.	18-Oct-13	Yes	5.96		ord	14,421
BlackRock Fund Advisors	21-Oct-13	No		in specie	ord	15,710
BlackRock Fund Advisors	22-Oct-13	No		in specie	ord	9,426
BlackRock Fund Advisors	24-Oct-13	No		in specie	ord	34,562
BlackRock Fund Advisors	24-Oct-13	No		in specie	ord	7,855
BlackRock Fund Advisors	25-Oct-13	No		in specie	ord	551
BlackRock Investment Management (Australia) Limited	25-Oct-13	No		in specie	ord	1,906
BlackRock Institutional Trust Company, N.A.	28-Oct-13	Yes	6.60		ord	35,711
BlackRock Asset Management Canada Limited	30-Oct-13	Yes	6.18		ord	46,994
BlackRock Asset Management North Asia Limited	31-Oct-13	No		collateral transfer	ord	46,189
BlackRock Fund Advisors	31-Oct-13	No		in specie	ord	25,136
BlackRock Fund Advisors	31-Oct-13	No		in specie	ord	12,568
BlackRock Institutional Trust Company, N.A.	31-Oct-13	Yes	6.24		ord	16,102
BlackRock Fund Advisors	01-Nov-13	No		in specie	ord	9,426
BlackRock Asset Management North Asia Limited	04-Nov-13	No		collateral transfer	ord	31,466
BlackRock Investment Management (Australia) Limited	07-Nov-13	No		in specie	ord	7,624
BlackRock Fund Advisors	08-Nov-13	No		in specie	ord	10,350
BlackRock Fund Advisors	08-Nov-13	No		in specie	ord	162
BlackRock Fund Advisors	08-Nov-13	No		in specie	ord	34,562
BlackRock Asset Management North Asia Limited	11-Nov-13	No		collateral transfer	ord	850
BlackRock Investment Management (Australia) Limited	11-Nov-13	No		in specie	ord	1,190
BlackRock Asset Management North Asia Limited	12-Nov-13	No		collateral transfer	ord	544
BlackRock Fund Advisors	14-Nov-13	No		in specie	ord	9,426
BlackRock Asset Management North Asia Limited	15-Nov-13	No		collateral transfer	ord	1,359
BlackRock Fund Advisors	18-Nov-13	Yes	6.12		ord	1,968
BlackRock Fund Advisors	18-Nov-13	Yes	6.20		ord	3,158
BlackRock Asset Management North Asia Limited	20-Nov-13	No		collateral transfer	ord	8,454
BlackRock Fund Advisors	21-Nov-13	No		in specie	ord	25,168
BlackRock Asset Management North Asia Limited	26-Nov-13	No		collateral transfer	ord	1,896
BlackRock Fund Advisors	27-Nov-13	No		in specie	ord	11,011
BlackRock Institutional Trust Company, N.A.	29-Nov-13	Yes	5.55		ord	10,932
BlackRock Investment Management (Australia) Limited	02-Dec-13	Yes	5.43		ord	7,628
BlackRock Fund Advisors	04-Dec-13	Yes	5.43		ord	6,408
BlackRock Fund Advisors	04-Dec-13	No		in specie	ord	9,462
BlackRock Fund Advisors	06-Dec-13	Yes	5.26		ord	2,519
BlackRock Fund Advisors	06-Dec-13	No		in specie	ord	4,731
BlackRock Fund Advisors	06-Dec-13	No		in specie	ord	6,308
BlackRock Investment Management (Australia) Limited	06-Dec-13	No		in specie	ord	476
BlackRock Fund Advisors	09-Dec-13	No		in specie	ord	9,462
BlackRock Asset Management North Asia Limited	10-Dec-13	No		collateral transfer	ord	157,501
BlackRock Fund Advisors	10-Dec-13	No		in specie	ord	284
BlackRock Institutional Trust Company, N.A.	12-Dec-13	Yes	5.29		ord	2,543
BlackRock Asset Management North Asia Limited	13-Dec-13	No		collateral transfer	ord	511
BlackRock Fund Advisors	13-Dec-13	No		in specie	ord	9,462
BlackRock Asset Management North Asia Limited	16-Dec-13	No		collateral transfer	ord	6,067
BlackRock Fund Advisors	16-Dec-13	No		in specie	ord	4,140
BlackRock Fund Advisors	16-Dec-13	No		in specie	ord	9,462

Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration		Class and number of securities affected	
			Cash	Non-cash		
BlackRock Fund Advisors	16-Dec-13	No		in specie	ord	6,308
BlackRock Asset Management North Asia Limited	17-Dec-13	No		collateral transfer	ord	17,159
BlackRock Institutional Trust Company, N.A.	17-Dec-13	No		in specie	ord	38,654
BlackRock Fund Advisors	18-Dec-13	No		in specie	ord	6,288
BlackRock Fund Advisors	18-Dec-13	No		in specie	ord	12,576
BlackRock Fund Advisors	19-Dec-13	Yes	5.37		ord	147,049
BlackRock Asset Management Canada Limited	20-Dec-13	Yes	5.46		ord	68,214
BlackRock Fund Advisors	20-Dec-13	Yes	5.46		ord	3,192,176
BlackRock Asset Management North Asia Limited	23-Dec-13	No		collateral transfer	ord	6,009
BlackRock Fund Advisors	23-Dec-13	Yes	5.54		ord	9,897
BlackRock Fund Advisors	24-Dec-13	Yes	5.73		ord	3,325
BlackRock Fund Advisors	24-Dec-13	Yes	5.73		ord	33,613
BlackRock Fund Advisors	26-Dec-13	No		in specie	ord	3,105
BlackRock Fund Advisors	26-Dec-13	No		in specie	ord	164,052
BlackRock Asset Management North Asia Limited	27-Dec-13	No		collateral transfer	ord	21,913
BlackRock Fund Advisors	27-Dec-13	Yes	5.81		ord	109,153
BlackRock Fund Advisors	27-Dec-13	Yes	5.81		ord	10,796



## Annexure C

This is Annexure C of 1 page referred to in form 603 Notice of initial substantial shareholder

31-Dec-13	Date
Belinda Plotkin,	
Company Secretary	

### 7. Addresses

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

Name	Address
<b>BlackRock Group</b>	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock Asset Management Australia Limited (ACN 001 804 566)	Level 43, Grosvenor Place 225 George Street Sydney NSW 2000 Australia
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1
BlackRock Asset Management North Asia Limited	16/F, 2 Queen's Road Cheung Kong Center Hong Kong
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105
BlackRock Institutional Trust Company, N.A.	400 Howard Street San Francisco, CA, 94105
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	Level 26, 101 Collins St Melbourne Australia
BlackRock Investment Management (UK) Ltd	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Advisors (UK) Ltd.	Murray House 1 Royal Mint Court London, EC3N 4HH, UK
BlackRock Investment Management, LLC	1 University Square Drive, Princeton, NJ 08540

## Annexure D

This is Annexure D of 1 page referred to in form 603 Notice of initial substantial shareholder.

.....31-Dec-13.....  
Belinda Plotkin, Company Secretary Date

<b>Type of agreement:</b>	Global Master Securities Lending Agreement
<b>Parties to agreement:</b>	Party A - Citigroup Global Markets Limited Party B - HSBC Institutional Trust Services (Asia) Limited
<b>Transfer date:</b>	Refer to Annexure B (transactions identified as collateral transfers)
<b>Holder of voting rights:</b>	BlackRock Asset Management North Asia Limited (as investment manager for the funds)
<b>Are there any restrictions on voting rights?</b> If yes, detail	Yes. Unless otherwise agreed between the parties, the Registered Owner will not exercise any voting rights.
<b>Scheduled return date (if any):</b>	Not applicable.
<b>Does the borrower have the right to return early?</b> If yes, detail	Yes.  Upon an Event of Default under the GMSLA, the GMSLA provides, broadly, that both parties payment and delivery obligations will be accelerated and replaced with an obligation of one party to pay a single cash sum to the other determined in accordance with the provisions of the GMSLA (as modified by the Annex). The GMSLA provides that the parties' right to terminate the Agreement upon notice will not affect the parties' existing obligations in respect of any outstanding loans of securities. The Annex amended and restricted the Borrower's termination rights – i.e. Borrower may not have the right to terminate and return the borrowed securities - as the Borrower was to borrow the securities issued by it (or its sister company) to provide protection against the insolvency of the issuer and so usual rights of termination in a GMSLA were restricted.  Subject to the terms of the relevant Loan, the Borrower, may early terminate a Loan and return Equivalent Securities at any time provided that it "shall cease to have such entitlement if an Act of Insolvency with respect to any Security Issuer or any of the Borrower's or any Security Issuer's affiliates has occurred, or any such person takes any steps preparatory to any of the matters which would constitute an Act of Insolvency
<b>Does the lender have the right to recall early?</b> If yes, detail	Yes, at notice.
<b>Will the securities be returned on settlement?</b> If yes, detail any exceptions	Yes.

A copy of this agreement will be provided to Bradken Ltd. or the Australian Securities and Investments Commission upon request.