

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

Company Name/Scheme Bradken Limited

ACN/ARSN 108 693 009

1. Details of Substantial Holder (1)

Name AustralianSuper Pty Ltd

ACN/ARSN (if applicable) 006 457 987

There was a change in the interests of the substantial holder on 09 / 05 / 2014

The previous notice was given to the company on 11 / 03 / 2014

The previous notice was dated 11 / 03 / 2014

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	10,858,660	6.42%	8,621,198	5.04%

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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
REFER ATTACHED					

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
AustralianSuper Pty Ltd	JPMorgan Nominees Australia Ltd	JPMorgan Nominees Australia Ltd	Shareholder	ORD 8,621,198	8,621,198

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/ARSN (if applicable)	Nature of association
N/A	

6. 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

SENIOR MANAGER

sign here

[Signature]

date

19 ' 5 ' 2014

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

BRADKEN LTD

Security	Currency	Transaction	Date	Units	Price
B013SX6	AUD	Share purchase	4/03/2014	431	4.17
B013SX6	AUD	Share purchase	11/03/2014	22195	4.2531
B013SX6	AUD	Share purchase	12/03/2014	15757	4.2526
B013SX6	AUD	Share purchase	13/03/2014	1500	4.35
B013SX6	AUD	Share purchase	14/03/2014	465	4.29
B013SX6	AUD	Share purchase	20/03/2014	4000	4.2
B013SX6	AUD	Share purchase	21/03/2014	30589	4.256432
B013SX6	AUD	Share purchase	21/03/2014	40165	4.256426
B013SX6	AUD	Share purchase	21/03/2014	25725	4.25656
B013SX6	AUD	Share purchase	21/03/2014	48194	4.256466
B013SX6	AUD	Share purchase	21/03/2014	1310	4.256794
B013SX6	AUD	Share purchase	21/03/2014	52549	4.25643
B013SX6	AUD	Share purchase	21/03/2014	2486	4.258045
B013SX6	AUD	Share purchase	21/03/2014	4641	4.256917
B013SX6	AUD	Share sale	28/03/2014	3000	4.25
B013SX6	AUD	Share purchase	31/03/2014	96800	4.3448
B013SX6	AUD	Share sale	31/03/2014	81	4.31
B013SX6	AUD	Share sale	4/04/2014	828	4.33
B013SX6	AUD	Share purchase	8/04/2014	71290	4.5448
B013SX6	AUD	Share purchase	11/04/2014	576	4.606406
B013SX6	AUD	Share sale	14/04/2014	3099	4.5494
B013SX6	AUD	Share sale	15/04/2014	27831	4.5778
B013SX6	AUD	Share sale	16/04/2014	93979	4.6199
B013SX6	AUD	Share sale	16/04/2014	26816	4.6204
B013SX6	AUD	Share sale	17/04/2014	196022	4.6263
B013SX6	AUD	Share purchase	17/04/2014	645	4.65
B013SX6	AUD	Share sale	28/04/2014	70215	4.4154
B013SX6	AUD	Share sale	29/04/2014	141277	4.323
B013SX6	AUD	Share purchase	29/04/2014	5000	4.36
B013SX6	AUD	Share sale	30/04/2014	170000	4.2463
B013SX6	AUD	Share sale	1/05/2014	400000	4.2721
B013SX6	AUD	Share purchase	1/05/2014	57608	4.2697
B013SX6	AUD	Share sale	2/05/2014	68969	4.1491
B013SX6	AUD	Share sale	2/05/2014	180063	4.1682
B013SX6	AUD	Share purchase	2/05/2014	1000	4.15
B013SX6	AUD	Share sale	5/05/2014	106678	4.1446
B013SX6	AUD	Share sale	5/05/2014	179937	4.1294
B013SX6	AUD	Share sale	6/05/2014	69319	4.1541
B013SX6	AUD	Share sale	6/05/2014	230000	4.1459
B013SX6	AUD	Share purchase	6/05/2014	1025	4.18
B013SX6	AUD	Share sale	7/05/2014	4828	4.106599
B013SX6	AUD	Share sale	7/05/2014	180000	4.0228
B013SX6	AUD	Share purchase	7/05/2014	4000	4.08
B013SX6	AUD	Share sale	8/05/2014	135397	3.9612
B013SX6	AUD	Share sale	8/05/2014	330000	3.9573
B013SX6	AUD	Share purchase	8/05/2014	3700	3.966216
B013SX6	AUD	Share sale	9/05/2014	91331	3.9822
B013SX6	AUD	Share purchase	9/05/2014	1000	3.99