

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of 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 Annexures
ACN/ARSN (if applicable) to this form)

There was a change in the interests of the substantial holder on 27 / 08 / 2014

The previous notice was given to the company on 15 / 05 / 2014

The previous notice was dated 13 / 05 / 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)
ord	10,299,873	6.02	12,029,373	7.03

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
	See Annexure A & D				

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
	See Annexure B				

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

6. Addresses

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

Name	Address
Annexure C	

Signature

print name Andrew Passias

capacity *Authorised Signatory

sign here

date 29 / 08 / 2014

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

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.

This is Annexure A of 2 pages referred to in form 604 Notice of change of interests of substantial shareholder

29-Aug-14

Andrew Passias, Authorised Signatory

Date

3. Changes in relevant interests

BRADKEN LTD. (BKN)

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
14-May-14	BlackRock Investment Management (Australia) Limited	on mkt buy	3.97	ord	21,049	21,049
14-May-14	BlackRock Investment Management (Australia) Limited	on mkt buy	3.97	ord	6,913	6,913
15-May-14	BlackRock Fund Advisors	on mkt buy	3.93	ord	43,252	43,252
15-May-14	BlackRock Fund Advisors	in specie	n/a	ord	65,856	65,856
15-May-14	BlackRock Investment Management (Australia) Limited	in specie	n/a	ord	474	474
15-May-14	BlackRock Investment Management (Australia) Limited	in specie	n/a	ord	948	948
20-May-14	BlackRock Fund Advisors	in specie	n/a	ord	82,320	82,320
22-May-14	BlackRock Fund Advisors	in specie	n/a	ord	(5,175)	(5,175)
23-May-14	BlackRock Fund Advisors	in specie	n/a	ord	1,125	1,125
23-May-14	BlackRock Fund Advisors	in specie	n/a	ord	49,392	49,392
27-May-14	BlackRock Fund Advisors	in specie	n/a	ord	37,044	37,044
27-May-14	BlackRock Fund Advisors	on mkt buy	3.36	ord	160	160
28-May-14	BlackRock Fund Advisors	in specie	n/a	ord	8,232	8,232
28-May-14	BlackRock Fund Advisors	in specie	n/a	ord	24,696	24,696
30-May-14	BlackRock Fund Advisors	in specie	n/a	ord	61,740	61,740
30-May-14	BlackRock Institutional Trust Company, N.A.	on mkt sell	3.57	ord	(9,656)	(9,656)
30-May-14	BlackRock Fund Advisors	on mkt sell	3.57	ord	(240)	(240)
30-May-14	BlackRock Fund Advisors	on mkt buy	3.57	ord	1,839	1,839
30-May-14	BlackRock Fund Advisors	on mkt buy	3.57	ord	5,263	5,263
02-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	(3,105)	(3,105)
02-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	45,276	45,276
03-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	(2,070)	(2,070)
03-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	37,044	37,044
04-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	16,464	16,464
05-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	20,580	20,580
05-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	37,044	37,044
06-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	37,044	37,044
09-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	4,116	4,116
09-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	16,464	16,464
09-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	365	365
10-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	8,232	8,232
10-Jun-14	BlackRock Investment Management (Australia) Limited	in specie	n/a	ord	474	474
10-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	458	458
12-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	8,232	8,232
12-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	28,812	28,812
13-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	16,464	16,464
13-Jun-14	BlackRock Investment Management (Australia) Limited	in specie	n/a	ord	5,169	5,169
16-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	16,464	16,464
16-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	20,580	20,580
16-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	74,088	74,088
17-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	12,348	12,348
18-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	12,348	12,348
20-Jun-14	BlackRock Investment Management (Australia) Limited	on mkt buy	3.59	ord	23,884	23,884
20-Jun-14	BlackRock Investment Management, LLC	on mkt buy	3.59	ord	1,797	1,797
20-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	12,348	12,348
20-Jun-14	BlackRock Investment Management (Australia) Limited	on mkt buy	3.59	ord	7,363	7,363
23-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	12,348	12,348
23-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	82,320	82,320
24-Jun-14	BlackRock Fund Advisors	on mkt sell	3.72	ord	(119,460)	(119,460)
24-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	12,183	12,183
25-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	32,488	32,488
25-Jun-14	BlackRock Fund Advisors	on mkt sell	3.67	ord	(32,131)	(32,131)
26-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	28,427	28,427

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
26-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,366	24,366
27-Jun-14	BlackRock Institutional Trust Company, N.A.	on mkt sell	3.88	ord	(1,676)	(1,676)
30-Jun-14	BlackRock Fund Advisors	in specie	n/a	ord	24,366	24,366
30-Jun-14	BlackRock Investment Management (Australia) Limited	on mkt sell	3.80	ord	(21,313)	(21,313)
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	8,192	8,192
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	16,244	16,244
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	28,427	28,427
02-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	32,488	32,488
04-Jul-14	BlackRock Fund Advisors	on mkt buy	4.13	ord	2,221	2,221
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	8,124	8,124
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	24,372	24,372
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	40,620	40,620
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	16,248	16,248
08-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	32,496	32,496
09-Jul-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.17	ord	20,127	20,127
09-Jul-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.17	ord	4,732	4,732
10-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	20,310	20,310
11-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	24,372	24,372
15-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	20,310	20,310
17-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	8,124	8,124
21-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	28,434	28,434
22-Jul-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.46	ord	474	474
23-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	12,186	12,186
23-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	44,682	44,682
23-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	24,372	24,372
23-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	28,434	28,434
24-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	(1,125)	(1,125)
25-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	24,372	24,372
28-Jul-14	BlackRock Investment Management (Australia) Limited	on mkt sell	4.50	ord	(4,740)	(4,740)
29-Jul-14	BlackRock Fund Advisors	in specie	n/a	ord	32,496	32,496
29-Jul-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	6,064	6,064
30-Jul-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.59	ord	13,942	13,942
01-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	(5,120)	(5,120)
01-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	32,496	32,496
04-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	32,496	32,496
04-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	1,342	1,342
05-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	(2,048)	(2,048)
06-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	(1,024)	(1,024)
07-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	32,496	32,496
07-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	(3,072)	(3,072)
11-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	(2,048)	(2,048)
11-Aug-14	BlackRock Fund Advisors	on mkt buy	4.45	ord	4,682	4,682
12-Aug-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.66	ord	474	474
13-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	24,384	24,384
14-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	40,640	40,640
18-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	28,448	28,448
18-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	4,351	4,351
18-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	36,576	36,576
19-Aug-14	BlackRock Fund Advisors	on mkt buy	4.83	ord	9,492	9,492
19-Aug-14	BlackRock Investment Management (Australia) Limited	on mkt buy	4.99	ord	474	474
20-Aug-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	1,002	1,002
21-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	12,204	12,204
21-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	20,340	20,340
21-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	20,340	20,340
21-Aug-14	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	(7,066)	(7,066)
22-Aug-14	BlackRock Investment Management (Australia) Limited	on mkt sell	4.83	ord	(17,860)	(17,860)
26-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	32,544	32,544
27-Aug-14	BlackRock Fund Advisors	on mkt buy	4.79	ord	19,152	19,152
27-Aug-14	BlackRock Fund Advisors	in specie	n/a	ord	1,374	1,374

29-Aug-14
Andrew Passias,
Authorised Signatory
Date

4. Present relevant interests

Holder of Relevant Interests	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
BlackRock Advisors (UK) Limited	BNYM-ABN AMRO MELLON - AMSTERDAM		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 15,522	15,522
BlackRock Advisors (UK) Limited	NT-NORTHERN TRUST CO. - CHICAGO		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 2,655	2,655
BlackRock Asset Management Canada Limited	SSB-STATE STREET SACRAMENTO		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 107,433	107,433
BlackRock Fund Advisors	SSB-STATE STREET BANK, BOSTON		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 6,183	6,183
BlackRock Fund Advisors	SSB-STATE STREET SACRAMENTO		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 10,166,047	10,166,047
BlackRock Institutional Trust Company, N.A.	BNYM-MELLON TRUST - NEW YORK		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 29,354	29,354
BlackRock Institutional Trust Company, N.A.	JPM-JP MORGAN CHASE - NEW YORK		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 13,610	13,610
BlackRock Institutional Trust Company, N.A.	SSB-SSB NEW YORK INSTITUTIONAL		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 84,072	84,072
BlackRock Institutional Trust Company, N.A.	SSB-STATE STREET BANK, BOSTON		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 19,684	19,684
BlackRock Institutional Trust Company, N.A.	SSB-STATE STREET SACRAMENTO		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 757,051	757,051
BlackRock Investment Management (Australia) Limited	JPM-JPM CHASE - SYDNEY		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.	ord 64,464	64,464
BlackRock Investment Management (Australia) Limited	JPM-JPM CHASE - SYDNEY		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.	ord 543,247	543,247
BlackRock Investment Management (Australia) Limited	NAB-NATIONAL AUSTRALIA BANK LIMITED - MELBOURNE		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.	ord 107,792	107,792
BlackRock Investment Management (Australia) Limited	NT-NORTHERN TRUST CO. - CHICAGO		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.	ord 67,653	67,653
BlackRock Investment Management (UK) Ltd	BNP-BNP PARIS		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 14,332	14,332
BlackRock Investment Management (UK) Ltd	CITI-CITIBANK INTERNATIONAL PLC (LUXEMBOURG BRANCH		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 9,060	9,060
BlackRock Investment Management, LLC	BNYM-THE BANK OF NEW YORK		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 16,071	16,071
BlackRock Investment Management, LLC	JPM-JP MORGAN CHASE - NEW YORK		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 5,143	5,143

Annexure C

This is Annexure C of 1 page referred to in form 604 Notice of change of interests of substantial shareholder

<u>Andrew Passias,</u> Authorised Signatory	<u>29-Aug-14</u> Date
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7. Addresses

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

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock Advisors (UK) Ltd.	Murray House 1Royal Mint Court London, EC3N 4HH, UK
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1
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	Level 26, 101 Collins St Melbourne Australia
BlackRock Investment Management (UK) Ltd	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Investment Management, LLC	1 University Square Drive, Princeton, NJ 08540
BlackRock Asset Management North Asia Limited	16/F, 2 Queen's Road Cheung Kong Center

Annexure D

This is Annexure D of 1 page referred to in 604 Notice of change of interests of substantial shareholder

.....(29-Aug-14).....
 Andrew Passias, Authorised Signatory Date

Type of agreement:	Global Master Securities Lending Agreement
Parties to agreement:	Party A - Citigroup Global Markets Limited Party B - HSBC Institutional Trust Services (Asia) Limited
Transfer date:	Refer to Annexure A (transactions identified as collateral transfers)
Holder of voting rights:	BlackRock Asset Management North Asia Limited (as investment manager for the funds)
Are there any restrictions on voting rights? If yes, detail	Yes. Unless otherwise agreed between the parties, the Registered Owner will not exercise any voting rights.
Scheduled return date (if any):	Not applicable.
Does the borrower have the right to return early? 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
Does the lender have the right to recall early? If yes, detail	Yes, at notice.
Will the securities be returned on settlement? 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.