



Fax

To Company Announcements Office

Company Australian Stock Exchange Ltd

Fax 1300 135 638

From Peter Denovan

Date 17/11/2015

Pages 5 (incl this page)

Subject ASIC Form 604 – APA Group

UniSuper Limited
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Adelaide SA 5000

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Administrator
UniSuper Management Pty Ltd
ABN 91 006 961 799
Australian Financial Services
Licence No. 235907

Trustee
UniSuper Limited
ABN 54 006 027 121

Fund
ABN 91 385 943 850

Dear Sir/Madam,

I attach the notice regarding our change in substantial shareholding, signed by our Company Secretary. Please note that the securities are held by BNP Paribas Nominees Pty Limited as custodian for UniSuper Limited. Please note that various fund managers hold the shares as investment manager for UniSuper Ltd. Details are attached

If you have any queries please contact me.

Yours sincerely,

A handwritten signature in black ink, appearing to be "Peter Denovan", written over a horizontal line.

Peter Denovan

Manager, Financial Reporting and Operations

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

To Company Name/Scheme

APA Group

ACN/ARSN

1. Details of substantial holder(1)

Name

BNP Paribas as custodian for UniSuper Limited

ACN/ARSN (if applicable)

084 150 023

There was a change in the interests of the substantial holder on

13/11/15

The previous notice was given to the company on

23/11/15

The previous notice was dated

23/11/15**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)
<u>Shaped securities</u>	<u>106,284,132</u>	<u>10.84%</u>	<u>132,064,865</u>	<u>11.85%</u>

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
<u>Refer Appendix A</u>					

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
<u>Refer Appendix B</u>					

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	N/A

6. Addresses

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

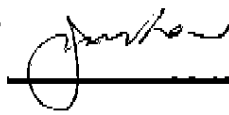
Name	Address
U.S. Super Limited	Level 35, 385 Bourke St, Melbourne, VIC 3000
BNP Paribas Nominees	60 Castlereagh St, Sydney, NSW, 2000

Signature

print name **Jane Panton**
Company Secretary

capacity

sign here



date 17 / 11 / 2015

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.

APPENDIX A

Date of Change	Persons whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class of securities	Number of securities	Persons' votes affected
22/01/2015	Quest A P Australian Equities	On-market Purchase	- 3,670,868	Fully paid stapled securities	459,615	459,615
28/01/2015	UniSuper Management Pty Ltd	Conversion	-	Fully paid stapled securities	3,000,000	3,000,000
28/01/2015	UniSuper Management Pty Ltd	Conversion	-	Fully paid stapled securities	13,200,000	13,200,000
28/01/2015	Quest A P Australian Equities	Conversion	-	Fully paid stapled securities	2,828,400	2,828,400
11/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 1,797,149	Fully paid stapled securities	200,000	200,000
11/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 4,464,936	Fully paid stapled securities	500,000	500,000
12/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 4,255,963	Fully paid stapled securities	476,500	476,500
18/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 482,163	Fully paid stapled securities	56,000	56,000
23/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 6,898,147	Fully paid stapled securities	779,437	779,437
24/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 1,024,259	Fully paid stapled securities	115,592	115,592
26/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 4,238,164	Fully paid stapled securities	479,015	479,015
30/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 4,430,641	Fully paid stapled securities	500,000	500,000
30/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 4,430,641	Fully paid stapled securities	500,000	500,000
30/03/2015	UniSuper Management Pty Ltd	On-market Purchase	- 185,962	Fully paid stapled securities	20,985	20,985
21/04/2015	Quest A P Australian Equities	Transfer	730,919	Fully paid stapled securities	95,492	95,492
21/04/2015	UniSuper Management Pty Ltd	Transfer	730,919	Fully paid stapled securities	95,492	95,492
22/04/2015	UniSuper Management Pty Ltd	Transfer	730,919	Fully paid stapled securities	95,492	95,492
22/04/2015	UniSuper Management Pty Ltd	Transfer	730,919	Fully paid stapled securities	95,492	95,492
12/05/2015	UniSuper Management Pty Ltd	On-market Purchase	- 225,388	Fully paid stapled securities	25,434	25,434
14/05/2015	UniSuper Management Pty Ltd	On-market Purchase	- 233,451	Fully paid stapled securities	26,368	26,368
27/05/2015	SSGM Passive Australian Equities	On-market Sale	801,377	Fully paid stapled securities	88,378	88,378
29/06/2015	UniSuper Management Pty Ltd	On-market Purchase	- 617,616	Fully paid stapled securities	75,228	75,228
30/06/2015	UniSuper Management Pty Ltd	On-market Purchase	- 1,231,791	Fully paid stapled securities	149,772	149,772
30/06/2015	UniSuper Management Pty Ltd	On-market Purchase	- 10,167,022	Fully paid stapled securities	1,236,196	1,236,196
1/07/2015	UniSuper Management Pty Ltd	On-market Purchase	- 1,552,216	Fully paid stapled securities	189,165	189,165
16/07/2015	Quest A P Australian Equities	Transfer	659,207	Fully paid stapled securities	86,123	86,123
16/07/2015	UniSuper Management Pty Ltd	Transfer	659,207	Fully paid stapled securities	86,123	86,123
17/07/2015	UniSuper Management Pty Ltd	Transfer	659,207	Fully paid stapled securities	86,123	86,123
17/07/2015	UniSuper Management Pty Ltd	Transfer	659,207	Fully paid stapled securities	86,123	86,123
8/09/2015	UniSuper Management Pty Ltd	On-market Purchase	- 2,274,011	Fully paid stapled securities	269,371	269,371
10/11/2015	UniSuper Management Pty Ltd	On-market Purchase	- 3,371,834	Fully paid stapled securities	383,067	383,067
13/11/2015	UniSuper Management Pty Ltd	On-market Purchase	- 3,503,910	Fully paid stapled securities	398,966	398,966
				TOTAL	25,780,733	25,780,733

Opening number of units

106,284,132

Closing number of units

132,064,865

APPENDIX B						
Holder of relevant interest	Registered Holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class of securities	Number of securities	Person's Votes
SS&M Passive Australian Equities	BNP Paribas Nominees Pty Limited	UnitSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	1,333,719	1,333,719
UnitSuper Management Pty Ltd	BNP Paribas Nominees Pty Limited	UnitSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	127,589,392	127,589,392
Quest A P Australian Equities	BNP Paribas Nominees Pty Limited	UnitSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	3,141,754	3,141,754
			TOTAL		132,064,865	132,064,865