

**NUVEEN INVESTMENTS  
2049 CENTURY PARK EAST, 17<sup>TH</sup> FLOOR  
LOS ANGELES, CA 90067**

**TO:**

**Australian Stock Exchange**

**FROM:**

**Nuveen Investments  
Sharon Castro  
Legal/Compliance  
Phone: 310.552.5114  
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sharon.castro@nuveen.com**

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**DATE:**

**4 NOVEMBER 2011**

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**REFERENCE:**

**FORM 604**

**Notice of change in interests of substantial  
shareholder pertaining to Tradewinds Global  
Investors, LLC position in St. Barbara Limited.**

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme St Barbara Limited

ACN/ARSN 009 165 086

This notice is given by Tradewinds Global Investors, LLC on behalf of itself and each of its related bodies corporate (Tradewinds Companies) named in the list of 2 pages annexed to this notice and marked A.

**1. Details of substantial holder (1)**

Name Tradewinds Global Investors, LLC and each of the Tradewinds Companies

ACN/ARSN (if applicable) n/a

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

3/11/2011

The previous notice was given to the company on

26/10/2011

The previous notice was dated

27/10/2011

**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 (6)
Ordinary shares, including ordinary shares represented by American Depositary Receipts (ADRs)	17,510,957	5.38%	16,240,544	4.99%

"Voting power" calculations based on 325,615,389 ordinary shares on issue

**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 list of 1 page annexed to this notice and marked B					

**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 (6)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tradewinds Global Investors, LLC	The registered holders of the ordinary shares / ADRs of St Barbara Limited to which this notice relates (Shares) are investment clients of Tradewinds Global Investors, LLC or custodians who retain custody of the Shares for the benefit of those clients (Clients).		The registered holders of the Shares are the Clients. In accordance with the authority and investment mandates granted to it under various investment advisory agreements (Agreements), the Shares were acquired in on-market transactions on behalf of the Clients at the direction of Tradewinds Global Investors, LLC.	16,240,544 ordinary shares comprised of: <ul style="list-style-type: none"> <li>• 1,078,054 ordinary shares; and</li> <li>• 3,032,496 ADRs, each of which relates to 5 ordinary shares.</li> </ul>	16,240,544



- (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 on 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.

## Annexure "A"

This is the Annexure of 2 pages marked "A" referred  
to in the form 803 Notice of Initial substantial holder  
Signed by me and dated 4 November 2011

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Robert De Leon  
Senior Vice President, General Counsel  
Tradewinds Global Investors, LLC

Name	Address
Windy City Investments Holdings, LLC	Three First National Plaza Chicago, IL 60602-5010 United States of America
Windy City Investments, Inc	Three First National Plaza Chicago, IL 60602-5010 United States of America
Nuveen Investments, Inc	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Investment Solutions, Inc.	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Asia Investments, Inc	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Asset Management, LLC	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Commodities Asset Management, LLC	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen HydePark Group, LLC	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Fund Advisors, Inc	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Securities, LLC	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Investments Advisers, Inc	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Investments Canada Co	TD Canada Trust Tower BCE Place, 27th Floor 161 Bay Street Toronto, Ontario M5J 2S1
Nuveen Alternative Investments, LLC	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen Investments Holdings, Inc	333 W. Wacker Dr. Chicago IL 60606 United States of America

Name	Address
Nuveen Investments Institutional Services Group, LLC	333 W. Wacker Dr. Chicago IL 60606 United States of America
Nuveen NWQ Holdings, LLC	2049 Century Park East, 16th Floor Los Angeles CA 90067 United States of America
NWQ Investment Management Company, LLC	2049 Century Park East, 16th Floor Los Angeles CA 90067 United States of America
Nuveen Affiliates Holdings, LLC	2049 Century Park East, 20th Floor Los Angeles CA 90067 United States of America
Rittenhouse Asset Management, Inc	333 W. Wacker Dr. Chicago IL 60606 United States of America
Santa Barbara Asset Management, LLC	820 State Street, 5 <sup>th</sup> Floor Santa Barbara CA 93101 United States of America
Symphony Asset Management, LLC	555 California Street, Suite 2975 San Francisco CA 94104 United States of America
Winslow Capital Management, Inc.	80 S 8th St Minneapolis, MN 55402-5304 United States of America

## Annexure "B"

This is the Annexure of 1 page marked "B" referred  
to in the form 603 Notice of Initial substantial holder  
Signed by me and dated 4 November 2011

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Robert De Leon  
Senior Vice President, General Counsel  
Tradewinds Global Investors, LLC

For the purposes of this table, the term Tradewinds Group comprises each of the relevant interest holders listed in paragraph 4 in the attached form 604.

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (USD) (7)	Class of securities affected	Number of securities affected	Person's votes affected
28/06/2011	Tradewinds Group	On market purchase	523,593	ORD	279,615	279,616
28/06/2011	Tradewinds Group	On market purchase	93,928	ORD	60,000	60,000
25/07/2011	Tradewinds Group	On market sale	-353,234	ADR	32,655	164,276
26/07/2011	Tradewinds Group	On market sale	-540,042	ADR	60,678	252,890
3/08/2011	Tradewinds Group	On market purchase	717,430	ADR	70,000	350,000
3/08/2011	Tradewinds Group	On market purchase	469,766	ORD	226,510	226,510
4/08/2011	Tradewinds Group	On market purchase	798,903	ADR	78,613	393,065
6/08/2011	Tradewinds Group	On market purchase	266,361	ADR	26,760	143,800
6/08/2011	Tradewinds Group	On market sale	-21,169	ADR	2,392	11,960
8/08/2011	Tradewinds Group	On market purchase	438,311	ORD	229,552	229,552
11/08/2011	Tradewinds Group	On market sale	-2,643	ADR	263	1,315
18/08/2011	Tradewinds Group	On market sale	-11,106	ADR	1,169	5,845
24/08/2011	Tradewinds Group	On market sale	-91,141	ADR	9,065	45,325
30/08/2011	Tradewinds Group	On market purchase	7,711	ADR	683	3,415
30/08/2011	Tradewinds Group	On market sale	-262,133	ADR	24,617	122,686
1/09/2011	Tradewinds Group	On market purchase	799,253	ADR	69,245	346,225
2/09/2011	Tradewinds Group	On market purchase	5,093	ADR	463	2,315
15/09/2011	Tradewinds Group	On market sale	-13,619	ADR	1,261	6,305
23/09/2011	Tradewinds Group	On market sale	-5,463	ADR	555	2,775
23/09/2011	Tradewinds Group	On market sale	-216,372	ADR	21,900	109,500
23/09/2011	Tradewinds Group	On market purchase	9,247	ORD	4,382	4,382
26/09/2011	Tradewinds Group	On market sale	-80,714	ADR	9,172	45,860
5/10/2011	Tradewinds Group	On market sale	-15,565	ADR	1,635	8,175
5/10/2011	Tradewinds Group	On market sale	-33,311	ADR	3,525	17,625
7/10/2011	Tradewinds Group	On market sale	-761,281	ORD	373,636	373,635

12/10/2011	Tradewinds Group	On market sale	-1,005,021	ADR	92,280	481,400
13/10/2011	Tradewinds Group	On market sale	-840,881	ADR	73,408	387,045
13/10/2011	Tradewinds Group	On market sale	-19,385	ADR	1,737	8,685
13/10/2011	Tradewinds Group	On market sale	-9,553	ADR	856	4,280
14/10/2011	Tradewinds Group	On market sale	-378,898	ADR	34,134	170,670
14/10/2011	Tradewinds Group	On market sale	-37,841	ADR	3,437	17,165
17/10/2011	Tradewinds Group	On market sale	-451,054	ADR	39,869	199,345
17/10/2011	Tradewinds Group	On market sale	-35,221	ADR	3,364	18,820
18/10/2011	Tradewinds Group	On market sale	-91,117	ADR	8,205	41,025
19/10/2011	Tradewinds Group	On market purchase	73,919	ADR	6,594	32,970
19/10/2011	Tradewinds Group	On market sale	-309,943	ADR	27,441	137,205
19/10/2011	Tradewinds Group	On market sale	-555,288	ADR	49,108	245,540
19/10/2011	Tradewinds Group	On market sale	-26,882	ADR	2,503	12,515
19/10/2011	Tradewinds Group	On market sale	-618,813	ORD	230,000	230,000
26/10/2011	Tradewinds Group	On market sale	-14,888	ADR	1,287	6,435
25/10/2011	Tradewinds Group	On market sale	-1,077,324	ADR	94,527	472,635
26/10/2011	Tradewinds Group	On market sale	-728,188	ADR	63,353	318,785
26/10/2011	Tradewinds Group	On market sale	-1,249,070	ORD	537,602	537,602
27/10/2011	Tradewinds Group	On market sale	-2,428,462	ORD	1,025,000	1,025,000
28/10/2011	Tradewinds Group	On market sale	-854,668	ORD	271,985	271,985
28/10/2011	Tradewinds Group	On market sale	-152,877	ORD	64,473	64,473
31/10/2011	Tradewinds Group	On market sale	-459,437	ORD	197,895	197,895
1/11/2011	Tradewinds Group	On market sale	-281,787	ORD	115,000	115,000
1/11/2011	Tradewinds Group	On market sale	-324,470	ORD	142,789	142,789
2/11/2011	Tradewinds Group	On market sale	-230,997	ORD	100,000	100,000
2/11/2011	Tradewinds Group	On market sale	-616,914	ORD	266,956	266,956
3/11/2011	Tradewinds Group	On market sale	-6,004	ADR	538	2,890
3/11/2011	Tradewinds Group	On market sale	-242,987	ADR	21,773	108,865

"Person's votes affected" calculations based on 325,615,389 ordinary shares on issue