

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme **UGL Limited**ACN/ARSN **009 180 287****1. Details of substantial holder (1)**Name **Janus Capital Management LLC ("JCM")**ACN/ARSN (if applicable) **N/A**

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

7/February/2014

The previous notice was given to the company on

30/January/2013

The previous notice was dated

29/January/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)
<b>Ordinary</b>	<b>13,565,510</b>	<b>13,565,510</b>	<b>15,058,345</b>	<b>15,058,345</b>

**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
<b>7/February/2014</b>	<b>Janus Capital Management LLC</b>	<b>Increase in shares owned by investment manager</b>	<b>6.99 AUD</b>	<b>Ordinary Shares 1,492,835</b>	<b>Janus Capital Management LLC</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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<b>N/A</b>					

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### 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:

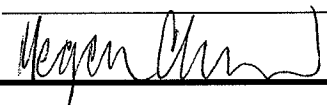
Name and ACN/ARSN (if applicable)	Nature of association
N/A	

### 6. Addresses

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

Name	Address
Janus Capital Management LLC	151 Detroit St., Denver, CO 80206, USA

### Signature

print name	<b>Megan Chused</b>	capacity	<b>Senior Compliance Analyst / Janus Capital Management LLC</b>
sign here		date	<b>10/February/2014</b>

### 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

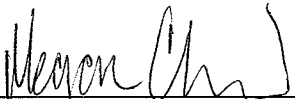
## Transaction History for the Period between 1 October 2013 and 29 January 2014

Company	Trade Date	Transaction Type	Shares	Net Amount	Currency
UGL Limited	1/29/2014	Buy	43,791.00	\$ 273,077.18	USD
UGL Limited	1/29/2014	Buy	41,010.00	\$ 257,613.53	USD
UGL Limited	1/29/2014	Buy	322,427.00	\$ 2,013,881.75	USD
UGL Limited	1/29/2014	Buy	53,160.00	\$ 332,035.63	USD
UGL Limited	1/29/2014	Buy	42,959.00	\$ 269,358.63	USD
UGL Limited	1/29/2014	Buy	16,840.00	\$ 105,182.09	USD
UGL Limited	1/29/2014	Buy	13,608.00	\$ 85,323.97	USD
UGL Limited	1/29/2014	Buy	12,990.00	\$ 81,599.61	USD
UGL Limited	1/29/2014	Buy	102,135.00	\$ 637,936.07	USD
UGL Limited	1/29/2014	Buy	13,872.00	\$ 86,504.68	USD
UGL Limited	1/30/2014	Buy	87,128.00	\$ 540,038.99	USD
UGL Limited	1/30/2014	Buy	4,861.00	\$ 29,987.65	USD
UGL Limited	1/30/2014	Buy	32,470.00	\$ 201,800.72	USD
UGL Limited	1/30/2014	Buy	28,739.00	\$ 177,494.06	USD
UGL Limited	1/30/2014	Buy	27,599.00	\$ 171,064.82	USD
UGL Limited	1/30/2014	Buy	1,540.00	\$ 9,500.31	USD
UGL Limited	1/30/2014	Buy	9,104.00	\$ 56,226.94	USD
UGL Limited	1/30/2014	Buy	10,286.00	\$ 63,927.39	USD
UGL Limited	1/30/2014	Sell	2,709.00	\$ 16,896.40	USD
UGL Limited	1/31/2014	Buy	661.00	\$ 3,993.75	USD
UGL Limited	1/31/2014	Buy	22,719.00	\$ 138,655.59	USD
UGL Limited	1/31/2014	Buy	34,182.00	\$ 208,282.97	USD
UGL Limited	1/31/2014	Buy	21,417.00	\$ 129,400.99	USD
UGL Limited	1/31/2014	Buy	36,179.00	\$ 220,037.00	USD
UGL Limited	1/31/2014	Buy	6,784.00	\$ 40,988.76	USD
UGL Limited	1/31/2014	Buy	11,461.00	\$ 69,704.64	USD
UGL Limited	1/31/2014	Buy	7,196.00	\$ 43,917.68	USD
UGL Limited	1/31/2014	Buy	10,828.00	\$ 65,978.81	USD
UGL Limited	1/31/2014	Buy	1074	\$ 6,489.09	USD
UGL Limited	1/31/2014	Buy	64.00	\$ 386.68	USD
UGL Limited	2/3/2014	Buy	56,440.00	\$ 352,632.61	USD
UGL Limited	2/3/2014	Buy	35444	\$ 220,498.45	USD
UGL Limited	2/3/2014	Buy	17,879.00	\$ 111,706.57	USD
UGL Limited	2/3/2014	Buy	11,227.00	\$ 69,843.59	USD
UGL Limited	2/4/2014	Buy	390.00	\$ 2,395.08	USD
UGL Limited	2/4/2014	Buy	2,181.00	\$ 13,409.18	USD
UGL Limited	2/4/2014	Buy	80,031.00	\$ 497,067.15	USD
UGL Limited	2/4/2014	Buy	133,422.00	\$ 823,702.17	USD
UGL Limited	2/4/2014	Buy	59,291.00	\$ 366,000.26	USD
UGL Limited	2/4/2014	Buy	42,264.00	\$ 260,923.60	USD
UGL Limited	2/4/2014	Buy	25,352.00	\$ 157,459.56	USD
UGL Limited	2/4/2014	Buy	18,781.00	\$ 115,934.14	USD
UGL Limited	2/4/2014	Buy	3,543.00	\$ 21,782.99	USD
UGL Limited	2/4/2014	Buy	635.00	\$ 3,899.69	USD
UGL Limited	2/4/2014	Buy	211.00	\$ 1,297.27	USD
UGL Limited	2/4/2014	Buy	38.00	\$ 233.36	USD
UGL Limited	2/5/2014	Buy	2,127.00	\$ 13,039.89	USD
UGL Limited	2/5/2014	Buy	3,079.00	\$ 18,804.95	USD
UGL Limited	2/5/2014	Buy	63,205.00	\$ 389,159.55	USD
UGL Limited	2/5/2014	Buy	83,089.00	\$ 513,185.95	USD

APPENDIX

Transaction History for the Period between 1 October 2013 and 29 January 2014

UGL Limited	2/5/2014	Buy	26,320.00	\$	162,561.28	USD
UGL Limited	2/5/2014	Buy	20,021.00	\$	123,271.31	USD
UGL Limited	2/5/2014	Buy	3,458.00	\$	21,199.77	USD
UGL Limited	2/5/2014	Buy	5,004.00	\$	30,561.87	USD
UGL Limited	2/5/2014	Buy	206.00	\$	1,262.91	USD
UGL Limited	2/5/2014	Buy	299.00	\$	1,826.13	USD
UGL Limited	2/6/2014	Buy	3,922.00	\$	24,265.28	USD
UGL Limited	2/6/2014	Buy	1,144.00	\$	7,081.89	USD
UGL Limited	2/6/2014	Buy	3,733.00	\$	23,035.25	USD
UGL Limited	2/6/2014	Buy	199,603.00	\$	1,247,272.79	USD
UGL Limited	2/6/2014	Buy	59,338.00	\$	369,472.41	USD
UGL Limited	2/6/2014	Buy	1182	\$	7,293.78	USD
UGL Limited	2/6/2014	Buy	18,797.00	\$	117,040.90	USD
UGL Limited	2/6/2014	Buy	63,228.00	\$	395,097.08	USD
UGL Limited	2/6/2014	Buy	1,860.00	\$	11,514.26	USD
UGL Limited	2/6/2014	Buy	6,373.00	\$	39,429.51	USD
UGL Limited	2/6/2014	Buy	111.00	\$	687.14	USD
UGL Limited	2/6/2014	Buy	381.00	\$	2,357.23	USD
UGL Limited	2/7/2014	Buy	11,535.00	\$	71,816.32	USD
UGL Limited	2/7/2014	Buy	55,024.00	\$	344,573.40	USD
UGL Limited	2/7/2014	Buy	17,430.00	\$	109,150.81	USD
UGL Limited	2/7/2014	Buy	3,654.00	\$	22,749.62	USD
<b>Total Purchases</b>			<b>2,161,045.00</b>		<b>13,423,783.33</b>	<b>USD</b>

  
 Senior Compliance Analyst/Janus Capital Management LLC

10-Feb-14  
 Date