

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

Notice of Change of Interests of Substantial Holder

To: **Austal Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL Limited
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 10 May 2013
The previous notice was given to the company on 02 April 2013
The previous notice was dated 02 April 2013

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	17,341,706	5.01%	22,756,134	6.58%

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
			AU \$		
04/02/2013	FMR LLC & FIL	BUY	0.67	22,193	22,193
04/02/2013	FMR LLC & FIL	BUY	0.67	7,247	7,247
04/03/2013	FMR LLC & FIL	BUY	0.67	21,900	21,900
04/03/2013	FMR LLC & FIL	BUY	0.67	7,500	7,500
04/04/2013	FMR LLC & FIL	BUY	0.66	22,500	22,500
04/04/2013	FMR LLC & FIL	BUY	0.66	7,500	7,500
04/05/2013	FMR LLC & FIL	BUY	0.66	15,614	15,614
04/08/2013	FMR LLC & FIL	BUY	0.67	15,937	15,937
04/08/2013	FMR LLC & FIL	BUY	0.67	8,000	8,000
04/10/2013	FMR LLC & FIL	BUY	0.69	10,472	10,472
04/10/2013	FMR LLC & FIL	BUY	0.69	7,000	7,000
04/11/2013	FMR LLC & FIL	BUY	0.68	67,995	67,995

04/11/2013	FMR LLC & FIL	BUY	0.68	7,005	7,005
04/12/2013	FMR LLC & FIL	BUY	0.68	53,927	53,927
04/12/2013	FMR LLC & FIL	BUY	0.68	6,972	6,972
04/15/2013	FMR LLC & FIL	BUY	0.67	47,114	47,114
04/15/2013	FMR LLC & FIL	BUY	0.67	4,686	4,686
04/16/2013	FMR LLC & FIL	BUY	0.67	19,894	19,894
04/17/2013	FMR LLC & FIL	BUY	0.69	50,785	50,785
05/08/2013	FMR LLC & FIL	BUY	0.65	82,551	82,551
05/09/2013	FMR LLC & FIL	BUY	0.65	36,216	36,216
05/10/2013	FMR LLC & FIL	BUY	0.63	4,891,420	4,891,420
			Market Buy	5,414,428	5,414,428

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	Number of securities
FMR LLC & FIL	FID FDS - PACIFIC POOL	14,583,498
FMR LLC & FIL	FID PACIFIC BASIN FUND	5,264,299
FMR LLC & FIL	FIJ IT JPN ASIA GROWTH MOTHER	679,168
FMR LLC & FIL	FA INT SOUTH EAST ASIA SUB	2,072,224
FMR LLC & FIL	FID FDS-ASIAN SMALLER COS PL	156,945
Total	6.58%	22,756,134

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
FIL	No change
FMR LLC	No change

6. Addresses

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

Name	Address
FMR LLC	245 Summer Street, Boston, MA 02210
FIL	PO Box HM 670, Hamilton HMCX, Bermuda

Sign Here 
Dated: 13 May 2013

Philip Alexander

Regulatory Reporting Assistant Manager

Duly authorized under Powers of Attorney dated 11 May 2012 by Scott Goebel by and on behalf of FMR LLC, and their respective direct and indirect subsidiaries.

Duly authorized under Powers of Attorney dated 8 October 2012 by Allan Pelvang by and on behalf of FIL Limited and their respective direct and indirect subsidiaries.