



Investment  
Management

19 June 2015

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

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

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Arena REIT comprising Arena REIT Limited, Arena REIT No. 1 and Arena REIT No. 2.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard  
Company Secretary

{00008695.DOC}BT Investment  
Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 2001  
Australia

The Chifley Tower  
Level 15, 2 Chifley Square  
Sydney NSW 2000  
Australia  
Tel 612 8253 2999

[www.btim.com.au](http://www.btim.com.au)

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme ARENA REIT (ARF) comprising Arena REIT Limited, Arena REIT No. 1 and Arena REIT No. 2

ACN/ARSN Arena REIT Limited ACN 602 365 186  
Arena REIT No. 1 ARSN 106 891 641  
Arena REIT No. 2 ARSN 101 067 878

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 17/06/2015

The previous notice was given to the company on 08/01/2015

The previous notice was dated 06/01/2015

#### 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 in 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)
ORDINARY SHARES	17,702,659	8.37%	16,476,549	7.22%

#### 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
17/06/2015	WBC & its Associates, Westpac Financial Services Limited, Advance Asset Management Limited, Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management Limited, Westpac Financial Services	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	Group Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) Limited				
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#### 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
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	59,305, Ordinary	59,305
Asgard Capital Management Limited	Asgard Capital Management Limited	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). ACML is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	60,214, Ordinary	60,214
BT Funds Management Limited	Asgard Capital Management Limited  BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	448,622, Ordinary	448,622
BT Investment Management (Fund Services) Limited	Citicorp Nominees Pty Limited  HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the	12,101,558, Ordinary	12,101,558

		Citicorp Nominees Pty Limited	power to vote or dispose of the shares.		
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited  Citicorp Nominees Pty Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	2,821,314, Ordinary	2,821,314
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited  Citicorp Nominees Pty Limited	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	657,184, Ordinary	657,184
Westpac Financial Services Limited	BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited  Citicorp Nominees Pty Limited	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	451, Ordinary	451
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	327,901, Ordinary	327,901

## 5. Changes in association

The persons who have become associates (2) of, or 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
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Limited	Level 20, 275 Kent Street Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
ARENA REIT (ARF)	The Company Secretary, ARENA REIT (ARF) 77 Flinders Lane MELBOURNE VIC 3000  Tel: +61 3 9093 9000 Fax: +61 3 9093 9093

Signature

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 19/06/2015

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

## ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation 17/06/2015

### TRANSACTION HISTORY

Sales & Purchases for the period : 7/01/2015 to 17/06/2015

SECURITY: ARF

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#### Advance Asset Management Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	853	1,339.21	Ordinary	853
26/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,060	6,496.00	Ordinary	4,060
11/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,910	0	Ordinary	1,910
11/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,087	-5,309.64	Ordinary	3,087
14/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	964	1,561.68	Ordinary	964
	<b>Total</b>		<b>4,700</b>	<b>4,087.25</b>		
	<b>Advance Asset Management Limited Total :</b>		<b>4,700</b>	<b>4,087.25</b>		

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#### Asgard Capital Management Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/02/2015	Asgard Capital Management Limited	Purchase	487	0	Ordinary	487
12/02/2015	Asgard Capital Management Limited	Purchase	283	0	Ordinary	283
16/02/2015	Asgard Capital Management Limited	Purchase	487	764.59	Ordinary	487
16/02/2015	Asgard Capital Management Limited	Purchase	283	444.31	Ordinary	283
16/02/2015	Asgard Capital Management Limited	Sale	-487	0	Ordinary	487
16/02/2015	Asgard Capital Management Limited	Sale	-283	0	Ordinary	283
17/04/2015	Asgard Capital Management Limited	Purchase	906	1,494.90	Ordinary	906
21/04/2015	Asgard Capital Management Limited	Purchase	4,208	6,859.04	Ordinary	4,208
22/04/2015	Asgard Capital Management Limited	Purchase	4,276	6,969.88	Ordinary	4,276
14/05/2015	Asgard Capital Management Limited	Purchase	497	0	Ordinary	497
14/05/2015	Asgard Capital Management Limited	Purchase	288	0	Ordinary	288
18/05/2015	Asgard Capital Management Limited	Purchase	497	805.14	Ordinary	497
18/05/2015	Asgard Capital Management Limited	Purchase	288	466.56	Ordinary	288
18/05/2015	Asgard Capital Management Limited	Sale	-497	0	Ordinary	497
18/05/2015	Asgard Capital Management Limited	Sale	-288	0	Ordinary	288
	<b>Total</b>		<b>10,945</b>	<b>17,804.42</b>		
	<b>Asgard Capital Management Limited Total :</b>		<b>10,945</b>	<b>17,804.42</b>		

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**BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
1/02/2015	Asgard Capital Management Limited	Sale	-43,100	-68,960.00	Ordinary	43,100
19/02/2015	Asgard Capital Management Limited	Sale	-8,810	-15,153.20	Ordinary	8,810
	<b>Total</b>		<b>-51,910</b>	<b>-84,113.20</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
9/01/2015	BT Portfolio Services Limited	Sale	-11,150	-17,914.71	Ordinary	11,150
6/02/2015	BT Portfolio Services Limited	Sale	-8,695	-13,745.06	Ordinary	8,695
12/02/2015	BT Portfolio Services Limited	Sale	-4,200	-7,019.46	Ordinary	4,200
19/02/2015	BT Portfolio Services Limited	Sale	-14,000	-24,507.00	Ordinary	14,000
27/02/2015	BT Portfolio Services Limited	Purchase	3,700	6,275.20	Ordinary	3,700
3/03/2015	BT Portfolio Services Limited	Purchase	4,000	6,957.20	Ordinary	4,000
3/03/2015	BT Portfolio Services Limited	Purchase	5,000	8,786.50	Ordinary	5,000
3/03/2015	BT Portfolio Services Limited	Purchase	10,000	17,486.00	Ordinary	10,000
3/03/2015	BT Portfolio Services Limited	Purchase	10,000	17,512.00	Ordinary	10,000
3/03/2015	BT Portfolio Services Limited	Purchase	5,000	8,711.50	Ordinary	5,000
3/03/2015	BT Portfolio Services Limited	Purchase	4,000	7,014.80	Ordinary	4,000
23/04/2015	BT Portfolio Services Limited	Sale	-20,345	-33,329.18	Ordinary	20,345
7/05/2015	BT Portfolio Services Limited	Sale	-4,500	-7,546.05	Ordinary	4,500
21/05/2015	BT Portfolio Services Limited	Purchase	3,500	6,126.75	Ordinary	3,500
	<b>Total</b>		<b>-17,690</b>	<b>-25,191.50</b>		

**BT Funds Management Limited Total :** **-69,600** **-109,304.70**

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**BT Investment Management (Fund Services) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
7/01/2015	Citicorp Nominees Pty Limited	Sale	-1,187	-1,934.81	Ordinary	1,187
8/01/2015	Citicorp Nominees Pty Limited	Sale	-39,422	-64,257.86	Ordinary	39,422
9/01/2015	Citicorp Nominees Pty Limited	Sale	-83,655	-136,357.65	Ordinary	83,655
12/01/2015	Citicorp Nominees Pty Limited	Sale	-21,687	-35,349.81	Ordinary	21,687
13/01/2015	Citicorp Nominees Pty Limited	Sale	-6,372	-10,386.36	Ordinary	6,372
3/02/2015	Citicorp Nominees Pty Limited	Sale	-116,559	-189,991.17	Ordinary	116,559
26/02/2015	Citicorp Nominees Pty Limited	Purchase	639,435	1,023,096.00	Ordinary	639,435
23/03/2015	Citicorp Nominees Pty Limited	Sale	-548,937	-916,724.79	Ordinary	548,937
22/04/2015	Citicorp Nominees Pty Limited	Sale	-13,470	-21,956.10	Ordinary	13,470
19/05/2015	Citicorp Nominees Pty Limited	Sale	-2,571	-4,576.38	Ordinary	2,571
15/06/2015	Citicorp Nominees Pty Limited	Sale	-80,455	-129,532.55	Ordinary	80,455
17/06/2015	Citicorp Nominees Pty Limited	Sale	-238,088	-380,940.80	Ordinary	238,088



**Total** **-512,968** **-868,912.28**

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,777	-2,896.51	Ordinary	1,777
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-599	-976.37	Ordinary	599
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,796	-35,527.48	Ordinary	21,796
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,785	-22,469.55	Ordinary	13,785
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-23,462	-38,243.06	Ordinary	23,462
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,569	-9,077.47	Ordinary	5,569
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,152	-6,767.76	Ordinary	4,152
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,619	-2,638.97	Ordinary	1,619
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,571	-13,970.73	Ordinary	8,571
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-76,101	-124,044.63	Ordinary	76,101
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,277	-36,311.51	Ordinary	22,277
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,434	-28,417.42	Ordinary	17,434
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,479	-15,450.77	Ordinary	9,479
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-42,252	-68,870.76	Ordinary	42,252
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,025	-14,710.75	Ordinary	9,025
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,422	-12,097.86	Ordinary	7,422
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,034	-26,135.42	Ordinary	16,034
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,469	-7,284.47	Ordinary	4,469
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,485	-10,570.55	Ordinary	6,485
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,512	-10,614.56	Ordinary	6,512
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,032	-4,942.16	Ordinary	3,032
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,219	-5,246.97	Ordinary	3,219
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,585	-12,363.55	Ordinary	7,585
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,854	-14,432.02	Ordinary	8,854
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-140,632	-229,230.16	Ordinary	140,632
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,918	-27,576.34	Ordinary	16,918
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-583	-950.29	Ordinary	583
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-48,993	-79,858.59	Ordinary	48,993
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,876	-16,097.88	Ordinary	9,876
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-280	-478.8	Ordinary	280
17/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-149,720	-256,021.20	Ordinary	149,720
18/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,389	-4,300.20	Ordinary	2,389
26/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,104,041	1,766,465.60	Ordinary	1,104,041
11/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,100,000	0	Ordinary	1,100,000
23/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-851,063	-1,421,275.21	Ordinary	851,063
27/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-34,974	-58,756.32	Ordinary	34,974
31/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-149,342	-246,414.30	Ordinary	149,342
22/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,013	-35,881.19	Ordinary	22,013
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,500.00	Ordinary	10,000
14/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	70,601	114,373.62	Ordinary	70,601
27/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-27,000	-43,740.00	Ordinary	27,000
4/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-314,399	-512,470.37	Ordinary	314,399

4/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-70,601	-115,079.63	Ordinary	70,601
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-19,587	-31,535.07	Ordinary	19,587
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-55,165	-88,815.65	Ordinary	55,165
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,838	-28,719.18	Ordinary	17,838
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-26,955	-43,397.55	Ordinary	26,955
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-177,448	-283,916.80	Ordinary	177,448
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,373	-22,996.80	Ordinary	14,373
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,066	-6,505.60	Ordinary	4,066
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,545	-32,872.00	Ordinary	20,545
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-44,823	-71,716.80	Ordinary	44,823
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-42,547	-68,075.20	Ordinary	42,547
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-26,094	-41,750.40	Ordinary	26,094
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-23,870	-38,192.00	Ordinary	23,870
	<b>Total</b>		<b>-368,962</b>	<b>-2,466,345.61</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>-881,930</b>	<b>-3,335,257.89</b>		

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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,249	-26,045.99	Ordinary	17,249
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,717	-49,478.52	Ordinary	31,717
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,375	-15,977.50	Ordinary	10,375
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,976	-10,743.04	Ordinary	6,976
27/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-36,500	-56,940.00	Ordinary	36,500
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,800	-19,968.00	Ordinary	12,800
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,051	-6,400.58	Ordinary	4,051
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,949	-40,999.42	Ordinary	25,949
13/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35,361	-59,052.87	Ordinary	35,361
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-460	-782	Ordinary	460
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-30,205	-51,348.50	Ordinary	30,205
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,335	-10,769.50	Ordinary	6,335
23/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,410	-5,933.40	Ordinary	3,410
26/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	480,703	769,124.80	Ordinary	480,703
18/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,259	14,040.30	Ordinary	8,259
24/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,259	-13,875.12	Ordinary	8,259
24/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,991	-35,264.88	Ordinary	20,991
22/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,707	-19,082.41	Ordinary	11,707
7/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,336	5,604.48	Ordinary	3,336
18/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,336	-5,838.00	Ordinary	3,336
18/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-37,164	-65,037.00	Ordinary	37,164
2/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-28,500	-46,455.00	Ordinary	28,500
	<b>Total</b>		<b>160,953</b>	<b>248,777.85</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>160,953</b>	<b>248,777.85</b>		

**Westpac RE Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
16/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,050	-4,849.50	Ordinary	3,050
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,711	2,669.16	Ordinary	1,711
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-711	-1,109.16	Ordinary	711
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,000	-1,560.00	Ordinary	1,000
22/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-7,500.00	Ordinary	5,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,000	-23,550.00	Ordinary	15,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	-4,680.00	Ordinary	3,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-7,850.00	Ordinary	5,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-7,850.00	Ordinary	5,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-7,800.00	Ordinary	5,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	-4,710.00	Ordinary	3,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,140.00	Ordinary	2,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-15,700.00	Ordinary	10,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-7,800.00	Ordinary	5,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,120.00	Ordinary	2,000
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-7,800.00	Ordinary	5,000
30/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,900	-7,791.00	Ordinary	4,900
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-289	-450.84	Ordinary	289
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-18,750	-30,375.00	Ordinary	18,750
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,750	-27,135.00	Ordinary	16,750
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,550	-18,711.00	Ordinary	11,550
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,100	-22,842.00	Ordinary	14,100
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,100	-21,222.00	Ordinary	13,100
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,400	-7,084.00	Ordinary	4,400
9/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,260.00	Ordinary	2,000
9/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,000	-1,630.00	Ordinary	1,000
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,250	-7,182.50	Ordinary	4,250
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,050	-3,464.50	Ordinary	2,050
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,350	-7,351.50	Ordinary	4,350
18/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-33,300	-57,942.00	Ordinary	33,300
18/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,700	-55,158.00	Ordinary	31,700
4/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-88	-151.36	Ordinary	88
5/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,650	-9,718.00	Ordinary	5,650
13/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,800.00	Ordinary	10,000
17/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,950	-8,365.50	Ordinary	4,950
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	0	Ordinary	3,000
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	0	Ordinary	4,000
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	0	Ordinary	4,000
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,000	0	Ordinary	4,000
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	0	Ordinary	4,000
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	0	Ordinary	4,000

24/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,000	0	Ordinary	4,000
7/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,400	-20,708.00	Ordinary	12,400
7/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-8,350.00	Ordinary	5,000
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,000	-35,000.00	Ordinary	20,000
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,800	-8,400.00	Ordinary	4,800
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,100	-5,425.00	Ordinary	3,100
20/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,000	-14,240.00	Ordinary	8,000
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,650	-5,949.50	Ordinary	3,650
2/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	-4,890.00	Ordinary	3,000
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	-8,000.00	Ordinary	5,000
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-500	-800	Ordinary	500
15/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,200.00	Ordinary	2,000
	<b>Total</b>		<b>-329,677</b>	<b>-527,946.20</b>		
	<b>Westpac RE Limited Total :</b>		<b>-329,677</b>	<b>-527,946.20</b>		

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#### Westpac Financial Services Group Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	-4,890.00	Ordinary	3,000
26/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	113,321	181,313.60	Ordinary	113,321
18/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,259	-14,040.30	Ordinary	8,259
21/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,200	-16,626.00	Ordinary	10,200
22/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,706	-4,410.78	Ordinary	2,706
7/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,336	-5,604.48	Ordinary	3,336
21/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,600	-11,220.00	Ordinary	6,600
	<b>Total</b>		<b>79,220</b>	<b>124,522.04</b>		
	<b>Westpac Financial Services Group Limited Total :</b>		<b>79,220</b>	<b>124,522.04</b>		

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#### Westpac Financial Services Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/03/2015	BT Portfolio Services Limited	Purchase	242	411.4	Ordinary	242
17/03/2015	BT Portfolio Services Limited	Purchase	201	341.7	Ordinary	201
19/03/2015	BT Portfolio Services Limited	Purchase	43	72.67	Ordinary	43
20/03/2015	BT Portfolio Services Limited	Sale	-13	-21.71	Ordinary	13
20/03/2015	BT Portfolio Services Limited	Sale	-20	-33.4	Ordinary	20
30/03/2015	BT Portfolio Services Limited	Purchase	19	31.92	Ordinary	19
30/03/2015	BT Portfolio Services Limited	Sale	-40	-66.8	Ordinary	40
31/03/2015	BT Portfolio Services Limited	Purchase	19	31.54	Ordinary	19
	<b>Total</b>		<b>451</b>	<b>767.32</b>		
	<b>Westpac Financial Services Limited Total :</b>		<b>451</b>	<b>767.32</b>		

## ANNEXURE B – ASSOCIATED COMPANIES

This is annexure 'B' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin - Company Secretary, Westpac Banking Corporation – 17/06/2015

<b>Westpac Banking Corporation</b>	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2008-1M WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2009-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2011-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2011-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-3 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2012-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2013-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2013-2 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2014-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2014-2 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2015-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bella Trust No. 2	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Belliston Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Holdings Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Funds Management Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Institutional) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W2 Investments Pty Limited	Australia
BTIM UK Limited	UK	Waratah Receivables Corp Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Securities Australia Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance (NZ) Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia

Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Rent Group Limited	New Zealand	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
			Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Management Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 2 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Europe Limited	UK
Crusade Management Limited	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade 2P Trust of 2008	Australia	Westpac Financial Consultants Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Data Republic Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Europe Infrastructure Debt LP	UK	Westpac Financial Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Advisers LLC	USA	Westpac General Insurance Services Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Capital Corporation	USA
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia

Hastings Infrastructure 2 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management (Europe) Ltd	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Notice saver PIE Fund	Australia
Hickory Trust	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Operations Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Securitisation No. 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Properties Limited	Australia
JOHCM (USA) Inc	USA	Westpac RE Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Administration Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Singapore Limited	Singapore
Oniston Pty Limited	Australia	Westpac Structured Products Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Securities Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Qvalent Pty Limited	Australia	Westpac TPS Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Unit Trust	Australia
Reinventure Fund ILP	Australia	Westpac USA Inc.	USA

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia