
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 WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 30/06/2015

The previous notice was given to the company on 19/06/2015

The previous notice was dated 17/06/2015

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	16,476,549	7.22%	13,753,759	6.02%

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
30/06/2015	WBC & its Associates, Westpac Financial Services Limited, Advance Asset Management Limited, Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management Limited,	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	Westpac Financial Services 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). Asgard Capital Management Limited 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	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital	BT Investment Management (Fund Services) Limited is the responsible entity of various	9,513,539, Ordinary	9,513,539

		Management Limited BT Portfolio Services Limited	managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Institutional) Limited	Citicorp Nominees Pty 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.	2,799,165, Ordinary	2,799,165
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	601,062, Ordinary	601,062
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	271,401, Ordinary	271,401

			exercise the power to vote or dispose of the shares.		
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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 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 Square Sydney NSW 2000
ARENA REIT (ARF)	The Company Secretary, ARENA REIT (ARF) 71 Flinders Lane MELBOURNE VIC 3000 Tel: +61 3 9093 9000 Fax: +61 3 9093 9093

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 02/07/2015

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 – 02/07/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 18/06/2015 to 30/06/2015

SECURITY: ARF

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/06/2015	BT Portfolio Services Limited	Purchase	16,000	26,000.00	Ordinary	16,000
24/06/2015	BT Portfolio Services Limited	Sale	-16,000	-26,000.00	Ordinary	16,000
	Total			.00		
	BT Funds Management Limited Total :			.00		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,389	-18,222.40	Ordinary	11,389
19/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,389	-18,222.40	Ordinary	11,389
19/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,389	18,222.40	Ordinary	11,389
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-43,554	-70,121.94	Ordinary	43,554
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-89,166	-144,448.92	Ordinary	89,166
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,471	-33,163.02	Ordinary	20,471
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-61,592	-99,779.04	Ordinary	61,592
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,255	-3,653.10	Ordinary	2,255
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-165,667	-268,380.54	Ordinary	165,667
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-43,554	-70,121.94	Ordinary	43,554
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	89,166	144,448.92	Ordinary	89,166
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-89,166	-144,448.92	Ordinary	89,166
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	43,554	70,121.94	Ordinary	43,554
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	20,471	33,163.02	Ordinary	20,471
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-61,592	-99,779.04	Ordinary	61,592
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,255	-3,653.10	Ordinary	2,255
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	61,592	99,779.04	Ordinary	61,592
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,255	3,653.10	Ordinary	2,255
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,471	-33,163.02	Ordinary	20,471
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	165,667	268,380.54	Ordinary	165,667

22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-165,667	-268,380.54	Ordinary	165,667
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-58,565	-94,875.30	Ordinary	58,565
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,712	-33,553.44	Ordinary	20,712
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,475	-26,689.50	Ordinary	16,475
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-34,669	-56,163.78	Ordinary	34,669
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,920	-9,590.40	Ordinary	5,920
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-81,873	-132,634.26	Ordinary	81,873
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-117,374	-190,145.88	Ordinary	117,374
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,770	-2,867.40	Ordinary	1,770
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,016	-1,645.92	Ordinary	1,016
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-108,813	-176,277.06	Ordinary	108,813
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-332,357	-538,418.34	Ordinary	332,357
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	58,565	94,875.30	Ordinary	58,565
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-58,565	-94,875.30	Ordinary	58,565
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-117,374	-190,145.88	Ordinary	117,374
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	81,873	132,634.26	Ordinary	81,873
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	34,669	56,163.78	Ordinary	34,669
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,920	9,590.40	Ordinary	5,920
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,475	26,689.50	Ordinary	16,475
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	117,374	190,145.88	Ordinary	117,374
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,770	-2,867.40	Ordinary	1,770
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,920	-9,590.40	Ordinary	5,920
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,770	2,867.40	Ordinary	1,770
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,016	1,645.92	Ordinary	1,016
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-34,669	-56,163.78	Ordinary	34,669
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,712	-33,553.44	Ordinary	20,712
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,475	-26,689.50	Ordinary	16,475
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,016	-1,645.92	Ordinary	1,016
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	20,712	33,553.44	Ordinary	20,712
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-81,873	-132,634.26	Ordinary	81,873
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-332,357	-538,418.34	Ordinary	332,357
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	332,357	538,418.34	Ordinary	332,357
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	108,813	176,277.06	Ordinary	108,813
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-108,813	-176,277.06	Ordinary	108,813
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,830	-7,824.60	Ordinary	4,830
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-179,667	-291,060.54	Ordinary	179,667
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53,437	-86,567.94	Ordinary	53,437
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-77,270	-125,177.40	Ordinary	77,270
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,520	-41,342.40	Ordinary	25,520
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,799	-14,254.38	Ordinary	8,799

24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-135,010	-218,716.20	Ordinary	135,010
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,830	7,824.60	Ordinary	4,830
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	179,667	291,060.54	Ordinary	179,667
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,830	-7,824.60	Ordinary	4,830
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-179,667	-291,060.54	Ordinary	179,667
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	25,520	41,342.40	Ordinary	25,520
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53,437	-86,567.94	Ordinary	53,437
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	135,010	218,716.20	Ordinary	135,010
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,799	14,254.38	Ordinary	8,799
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	53,437	86,567.94	Ordinary	53,437
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	77,270	125,177.40	Ordinary	77,270
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,799	-14,254.38	Ordinary	8,799
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,520	-41,342.40	Ordinary	25,520
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-135,010	-218,716.20	Ordinary	135,010
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-77,270	-125,177.40	Ordinary	77,270
25/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-409	-670.76	Ordinary	409
25/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-315	-516.60	Ordinary	315
25/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-185	-303.40	Ordinary	185
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,215	-21,322.50	Ordinary	14,215
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-23,253	-34,879.50	Ordinary	23,253
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-40,407	-60,610.50	Ordinary	40,407
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-152,596	-228,894.00	Ordinary	152,596
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,236	-9,354.00	Ordinary	6,236
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,060	-13,590.00	Ordinary	9,060
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,794	-5,691.00	Ordinary	3,794
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,018	-15,027.00	Ordinary	10,018
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,869	-14,803.50	Ordinary	9,869
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,490	-18,735.00	Ordinary	12,490
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,897	-5,845.50	Ordinary	3,897
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-178,764	-268,146.00	Ordinary	178,764
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-27,756	-41,634.00	Ordinary	27,756
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,000.00	Ordinary	2,000
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-60,740	-91,110.00	Ordinary	60,740
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-194,905	-292,357.50	Ordinary	194,905
	Total		-2,409,080	-3,812,064.46		
	BT Investment Management (Fund Services) Limited Total :		-2,409,080	-3,812,064.46		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes
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affected

22/06/2015	Citicorp Nominees Pty Limited	Sale	-56,548	-91,607.76	Ordinary	56,548
22/06/2015	Citicorp Nominees Pty Limited	Sale	-56,548	-91,607.76	Ordinary	56,548
22/06/2015	Citicorp Nominees Pty Limited	Purchase	56,548	91,607.76	Ordinary	56,548
23/06/2015	Citicorp Nominees Pty Limited	Sale	-15,616	-25,297.92	Ordinary	15,616
23/06/2015	Citicorp Nominees Pty Limited	Sale	-84,649	-137,131.38	Ordinary	84,649
23/06/2015	Citicorp Nominees Pty Limited	Sale	-21,526	-34,872.12	Ordinary	21,526
23/06/2015	Citicorp Nominees Pty Limited	Sale	-22,566	-36,556.92	Ordinary	22,566
23/06/2015	Citicorp Nominees Pty Limited	Sale	-21,526	-34,872.12	Ordinary	21,526
23/06/2015	Citicorp Nominees Pty Limited	Purchase	15,616	25,297.92	Ordinary	15,616
23/06/2015	Citicorp Nominees Pty Limited	Purchase	84,649	137,131.38	Ordinary	84,649
23/06/2015	Citicorp Nominees Pty Limited	Sale	-84,649	-137,131.38	Ordinary	84,649
23/06/2015	Citicorp Nominees Pty Limited	Sale	-15,616	-25,297.92	Ordinary	15,616
23/06/2015	Citicorp Nominees Pty Limited	Purchase	21,526	34,872.12	Ordinary	21,526
23/06/2015	Citicorp Nominees Pty Limited	Sale	-22,566	-36,556.92	Ordinary	22,566
23/06/2015	Citicorp Nominees Pty Limited	Purchase	22,566	36,556.92	Ordinary	22,566
25/06/2015	Citicorp Nominees Pty Limited	Sale	-183	-300.12	Ordinary	183
	Total		-201,088	-325,766.22		
	BT Investment Management (Institutional) Limited Total :		-201,088	-325,766.22		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,240.00	Ordinary	2,000
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	3,240.00	Ordinary	2,000
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-3,240.00	Ordinary	2,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,000	-11,340.00	Ordinary	7,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,000	-11,340.00	Ordinary	7,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	-4,860.00	Ordinary	3,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	-6,480.00	Ordinary	4,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,500	-5,670.00	Ordinary	3,500
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,000	16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,000	16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,000	-11,340.00	Ordinary	7,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,000	11,340.00	Ordinary	7,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,000	11,340.00	Ordinary	7,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,000	-11,340.00	Ordinary	7,000

24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,000	16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-16,200.00	Ordinary	10,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,000	-4,860.00	Ordinary	3,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,000	4,860.00	Ordinary	3,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	-6,480.00	Ordinary	4,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,000	6,480.00	Ordinary	4,000
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,500	5,670.00	Ordinary	3,500
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,500	-5,670.00	Ordinary	3,500
	Total		-56,500	-91,530.00		
	Westpac RE Limited Total :		-56,500	-91,530.00		

Westpac Financial Services Group Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,988	-37,240.56	Ordinary	22,988
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	22,988	37,240.56	Ordinary	22,988
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,988	-37,240.56	Ordinary	22,988
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,099	-24,460.38	Ordinary	15,099
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,099	24,460.38	Ordinary	15,099
23/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,099	-24,460.38	Ordinary	15,099
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,952	-29,082.24	Ordinary	17,952
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	17,952	29,082.24	Ordinary	17,952
24/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,952	-29,082.24	Ordinary	17,952
25/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-83	-136.12	Ordinary	83
	Total		-56,122	-90,919.30		
	Westpac Financial Services Group Limited Total :		-56,122	-90,919.30		

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 – 02/07/2015

Westpac Banking Corporation	Australia	Series 2008-1M WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-3 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2015-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Life Limited	Australia
BT Australia Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Long Term Income Fund	Australia	The Mortgage Company Pty Limited	Australia
BT Portfolio Services Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Private Nominees Pty Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W2 Investments Pty Limited	Australia
BT Short Term Income Fund	Australia	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
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
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
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Overseas Holdings Pty Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Properties Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac RE Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Administration Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Singapore Limited	Singapore
Qvalent Pty Limited	Australia	Westpac Structured Products Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Reinventure Fund ILP	Australia	Westpac Syndications Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Term PIE Fund	New Zealand
Sallmoor Pty Limited	Australia	Westpac TPS Trust	Australia
Securitor Financial Group Limited	Australia	Westpac Unit Trust	Australia
Seed Pool Trust No. 2	Australia	Westpac USA Inc.	USA

Note: Westpac retains 40.3% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (40.3%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia