
Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX)

ACN/ARSN ACN 009 558 865

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 19/08/2015

The previous notice was given to the company on 12/05/2015

The previous notice was dated 8/05/2015

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	4,920,953	7.10%	5,613,491	8.15%

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
19/08/2015	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

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 responsible entity of various managed investment schemes and also acts as a fund manager.	768,767, Ordinary	768,767
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.	18,132, Ordinary	18,132
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.	207,668, Ordinary	207,668
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Funds Management No 2 Limited is or may be 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.	515,410, Ordinary	515,410

BT Investment Management (Fund Services) 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 power to vote or dispose of the shares.	2,664,320, Ordinary	2,664,320
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank 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.	1,439,194, Ordinary	1,439,194

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
Asgard Capital Management 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
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management 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
SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX)	The Company Secretary, SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX) Level 41, 140 Williams Street MELBOURNE VIC 3000 Tel: 1300 842 767 Fax: 1300 329 767

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 21/08/2015

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 – 21/08/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 9/05/2015 to 19/08/2015

SECURITY: SMX

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,000	19,440.00	Ordinary	6,000
26/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	40,000	138,800.00	Ordinary	40,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	51,000	180,030.00	Ordinary	51,000
	Total		97,000	338,270.00		
	Advance Asset Management Limited Total :		97,000	338,270.00		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/06/2015	Asgard Capital Management Limited	Purchase	1,343	4,552.77	Ordinary	1,343
2/07/2015	Asgard Capital Management Limited	Purchase	2,219	7,677.74	Ordinary	2,219
14/07/2015	Asgard Capital Management Limited	Purchase	1,509	5,100.42	Ordinary	1,509
	Total		5,071	17,330.93		
	Asgard Capital Management Limited Total :		5,071	17,330.93		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/05/2015	BT Portfolio Services Limited	Purchase	1,400	4,516.40	Ordinary	1,400
9/06/2015	BT Portfolio Services Limited	Sale	-1,000	-3,213.70	Ordinary	1,000
9/07/2015	BT Portfolio Services Limited	Purchase	1,100	3,718.00	Ordinary	1,100
9/07/2015	BT Portfolio Services Limited	Sale	-1,100	-3,718.00	Ordinary	1,100
15/07/2015	BT Portfolio Services Limited	Purchase	20,000	68,200.00	Ordinary	20,000
15/07/2015	BT Portfolio Services Limited	Sale	-10,000	-34,100.00	Ordinary	10,000
15/07/2015	BT Portfolio Services Limited	Sale	-5,000	-17,050.00	Ordinary	5,000
15/07/2015	BT Portfolio Services Limited	Sale	-5,000	-17,050.00	Ordinary	5,000
20/07/2015	BT Portfolio Services Limited	Purchase	4,500	15,766.65	Ordinary	4,500
4/08/2015	BT Portfolio Services Limited	Sale	-2,950	-10,672.22	Ordinary	2,950
19/08/2015	BT Portfolio Services Limited	Sale	-1,710	-7,060.76	Ordinary	1,710

Total	240	-663.63
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BT Funds Management Limited Total :	240	-663.63
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BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,729	9,114.86	Ordinary	2,729
18/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,421	11,460.35	Ordinary	3,421
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,645	12,393.00	Ordinary	3,645
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,914	-17,395.56	Ordinary	4,914
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,547	-19,636.38	Ordinary	5,547
19/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,573	18,566.38	Ordinary	4,573
19/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	38,905	156,787.15	Ordinary	38,905
	Total		42,812	171,289.80		
	BT Funds Management No.2 Limited Total :		42,812	171,289.80		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,546	15,001.80	Ordinary	4,546
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,911	12,906.30	Ordinary	3,911
17/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,053	53,617.02	Ordinary	16,053
18/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	17,240	57,754.00	Ordinary	17,240
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,438	72,889.20	Ordinary	21,438
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-18,895	-66,888.30	Ordinary	18,895
19/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	24,202	98,260.12	Ordinary	24,202
19/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	205,928	829,889.84	Ordinary	205,928
	Total		274,423	1,073,429.98		
	BT Investment Management (Fund Services) Limited Total :		274,423	1,073,429.98		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/06/2015	Australia and New Zealand Banking Group Limited	Purchase	805	2,656.50	Ordinary	805
16/06/2015	Australia and New Zealand Banking Group Limited	Purchase	693	2,286.90	Ordinary	693
17/06/2015	Australia and New Zealand Banking Group Limited	Purchase	667	2,227.78	Ordinary	667
18/06/2015	Australia and New Zealand Banking Group Limited	Purchase	325	1,088.75	Ordinary	325
22/06/2015	Australia and New Zealand Banking Group Limited	Purchase	631	2,145.40	Ordinary	631

19/08/2015	Australia and New Zealand Banking Group Limited	Purchase	6,141	24,748.23	Ordinary	6,141
19/08/2015	Australia and New Zealand Banking Group Limited	Purchase	722	2,931.32	Ordinary	722
	Total		9,984	38,084.88		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/06/2015	National Australia Bank Limited	Purchase	4,389	14,483.70	Ordinary	4,389
16/06/2015	National Australia Bank Limited	Purchase	3,777	12,464.10	Ordinary	3,777
17/06/2015	National Australia Bank Limited	Purchase	6,550	21,877.00	Ordinary	6,550
18/06/2015	National Australia Bank Limited	Purchase	5,430	18,190.50	Ordinary	5,430
22/06/2015	National Australia Bank Limited	Purchase	8,747	29,739.80	Ordinary	8,747
19/08/2015	National Australia Bank Limited	Purchase	9,372	38,050.32	Ordinary	9,372
19/08/2015	National Australia Bank Limited	Purchase	79,746	321,376.38	Ordinary	79,746
	Total		118,011	456,181.80		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/06/2015	National Australian Custodian Services	Purchase	9,700	31,428.00	Ordinary	9,700
9/06/2015	National Australian Custodian Services	Purchase	22,088	71,565.12	Ordinary	22,088
10/06/2015	National Australian Custodian Services	Purchase	3,639	11,826.75	Ordinary	3,639
12/06/2015	National Australian Custodian Services	Purchase	967	3,142.75	Ordinary	967
16/06/2015	National Australian Custodian Services	Purchase	29,293	96,666.90	Ordinary	29,293
16/06/2015	National Australian Custodian Services	Purchase	25,203	83,169.90	Ordinary	25,203
17/06/2015	National Australian Custodian Services	Purchase	14,001	46,763.34	Ordinary	14,001
19/08/2015	National Australian Custodian Services	Purchase	35,888	144,628.64	Ordinary	35,888
19/08/2015	National Australian Custodian Services	Purchase	4,218	17,125.08	Ordinary	4,218
	Total		144,997	506,316.48		

**BT Investment Management
(Institutional) Limited Total :**

272,992 1,000,583.16

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 – 21/08/2015

Westpac Banking Corporation	Australia	Securitor Financial Group Limited	Australia
1925 (Commercial) Pty Limited	Australia	Seed Pool Trust No. 2	Australia
1925 (Industrial) Pty Limited	Australia	Series 2008-1M WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2009-1 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-1 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2011-2 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2011-3 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2012-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2013-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2013-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2014-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2014-2 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2015-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Australian Loan Processing Security Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Business Finance Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Funds Management Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management No.2 Limited	Australia	Tavarua Funding Trust IV	USA
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
Canning Park Capital Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Waratah Securities Australia Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance Australia Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA

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

Hastings Korea Company Limited	Korea	Westpac Notice Saver PIE Fund	Australia
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Operations Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Singapore Limited	Singapore
Partnership Pacific Securities Pty Limited	Australia	Westpac Structured Products Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Qvalent Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Reinventure Fund ILP	Australia	Westpac TPS Trust	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Unit Trust	Australia
Sallmoor Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.4% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.4%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia