
Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme SUPER RETAIL GROUP LIMITED (SUL)

ACN/ARSN ACN 108 676 204

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

The holder became a substantial holder on 24/08/2015

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	9,879,250	9,879,250	
Total	9,879,250	9,879,250	5.01%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	346,547	Ordinary
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,	10,774	Ordinary

	Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.		
BT Funds Management 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.	168,057	Ordinary
BT Funds Management No.2 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.	841,321	Ordinary
BT Investment Management (Fund 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.	5,035,600	Ordinary
BT Investment Management (Institutional) 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.	3,067,623	Ordinary
Westpac Financial Services 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.	240,388	Ordinary
Westpac RE Limited	Westpac RE Limited is the manager of various superannuation funds,	168,940	Ordinary

	institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.		
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4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	10,774 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	See Annexure 'A'	168,057 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	168,940 Ordinary
Westpac Financial Services Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	240,388 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	346,547 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	841,321 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited Citicorp Nominees Pty Limited JP Morgan Chase Bank National Australian Custodian Services National Australia Bank Limited	See Annexure 'A'	3,067,623 Ordinary
BT Investment Management (Fund Services) Limited	BNP Fund Services Australasia Pty Limited HSBC Custody	See Annexure 'A'	5,035,600 Ordinary

	Nominees (Australia) Limited.		
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5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. 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
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Financial Services 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 Funds Management No.2 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
SUPER RETAIL GROUP LIMITED (SUL)	The Company Secretary, SUPER RETAIL GROUP LIMITED (SUL) 751 Gympie Road LAWNTON QLD Tel: +61 7 3482 7500 Fax: +61 7 3205 8533

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 26/08/2015

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with 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.
- (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) 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.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 26/08/2015

Sales & Purchases for the period : 24/04/2015 to 24/08/2015

SECURITY: SUL

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
11/05/2015	HSBC Custody Nominees (Australia) Limited.	-520	-5,174.00	Ordinary
12/05/2015	HSBC Custody Nominees (Australia) Limited.	-2,200	-21,648.00	Ordinary
25/05/2015	HSBC Custody Nominees (Australia) Limited.	-900	-9,675.00	Ordinary
3/06/2015	HSBC Custody Nominees (Australia) Limited.	-2,233	-22,888.25	Ordinary
4/06/2015	HSBC Custody Nominees (Australia) Limited.	-28,934	-289,629.34	Ordinary
23/06/2015	HSBC Custody Nominees (Australia) Limited.	-1,417	-13,815.75	Ordinary
24/06/2015	HSBC Custody Nominees (Australia) Limited.	-1,991	-19,491.89	Ordinary
25/06/2015	HSBC Custody Nominees (Australia) Limited.	-1,992	-19,222.80	Ordinary
1/07/2015	HSBC Custody Nominees (Australia) Limited.	-1,911	-17,542.98	Ordinary
2/07/2015	HSBC Custody Nominees (Australia) Limited.	-417	-3,848.91	Ordinary
2/07/2015	HSBC Custody Nominees (Australia) Limited.	-972	-8,971.56	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	-800	-7,528.00	Ordinary
6/08/2015	HSBC Custody Nominees (Australia) Limited.	1,123	10,443.90	Ordinary
7/08/2015	HSBC Custody Nominees (Australia) Limited.	717	6,610.74	Ordinary
	Total	-42,447	-422,381.84	Ordinary
	Advance Asset Management Limited Total :	-42,447	-422,381.84	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
24/04/2015	Asgard Capital Management Limited	504	5,014.80	Ordinary
	Total	504	5,014.80	Ordinary
Date	Registered Company	Quantity	Consideration	Class of Securities
24/04/2015	BT Portfolio Services Limited	-1,150	-11,371.66	Ordinary
27/04/2015	BT Portfolio Services Limited	2,461	24,240.85	Ordinary
27/04/2015	BT Portfolio Services Limited	-2,461	-24,240.85	Ordinary
11/05/2015	BT Portfolio Services Limited	1,296	13,027.91	Ordinary
11/05/2015	BT Portfolio Services Limited	490	4,990.50	Ordinary
15/05/2015	BT Portfolio Services Limited	1,787	18,674.15	Ordinary
15/05/2015	BT Portfolio Services Limited	-1,787	-18,674.15	Ordinary
18/05/2015	BT Portfolio Services Limited	475	4,991.73	Ordinary
18/05/2015	BT Portfolio Services Limited	282	2,998.79	Ordinary
21/05/2015	BT Portfolio Services Limited	-1,956	-20,518.44	Ordinary
21/05/2015	BT Portfolio Services Limited	-2,787	-29,235.63	Ordinary
21/05/2015	BT Portfolio Services Limited	1,956	20,518.44	Ordinary
21/05/2015	BT Portfolio Services Limited	2,787	29,235.63	Ordinary
22/05/2015	BT Portfolio Services Limited	459	4,998.14	Ordinary
3/06/2015	BT Portfolio Services Limited	-1,429	-14,875.89	Ordinary
3/06/2015	BT Portfolio Services Limited	1,429	14,875.89	Ordinary
5/06/2015	BT Portfolio Services Limited	301	3,076.43	Ordinary
9/06/2015	BT Portfolio Services Limited	-1,495	-14,967.94	Ordinary

10/06/2015	BT Portfolio Services Limited	-2,142	-20,933.77	Ordinary
25/06/2015	BT Portfolio Services Limited	-1,034	-9,996.30	Ordinary
25/06/2015	BT Portfolio Services Limited	778	7,573.13	Ordinary
29/06/2015	BT Portfolio Services Limited	-249	-2,264.73	Ordinary
30/06/2015	BT Portfolio Services Limited	548	5,065.55	Ordinary
30/06/2015	BT Portfolio Services Limited	558	5,156.98	Ordinary
30/06/2015	BT Portfolio Services Limited	342	3,182.00	Ordinary
30/06/2015	BT Portfolio Services Limited	372	3,456.33	Ordinary
30/06/2015	BT Portfolio Services Limited	407	3,776.31	Ordinary
30/06/2015	BT Portfolio Services Limited	395	3,666.59	Ordinary
30/06/2015	BT Portfolio Services Limited	709	6,537.62	Ordinary
30/06/2015	BT Portfolio Services Limited	333	3,099.73	Ordinary
30/06/2015	BT Portfolio Services Limited	1,536	14,099.10	Ordinary
1/07/2015	BT Portfolio Services Limited	322	2,995.53	Ordinary
8/07/2015	BT Portfolio Services Limited	-1,930	-17,871.80	Ordinary
8/07/2015	BT Portfolio Services Limited	1,930	17,871.80	Ordinary
14/07/2015	BT Portfolio Services Limited	403	3,738.99	Ordinary
14/07/2015	BT Portfolio Services Limited	346	3,217.90	Ordinary
14/07/2015	BT Portfolio Services Limited	347	3,227.07	Ordinary
14/07/2015	BT Portfolio Services Limited	411	3,812.11	Ordinary
14/07/2015	BT Portfolio Services Limited	690	6,362.56	Ordinary
14/07/2015	BT Portfolio Services Limited	351	3,263.63	Ordinary
14/07/2015	BT Portfolio Services Limited	674	6,216.30	Ordinary
14/07/2015	BT Portfolio Services Limited	361	3,355.06	Ordinary
14/07/2015	BT Portfolio Services Limited	365	3,391.62	Ordinary
14/07/2015	BT Portfolio Services Limited	520	4,808.54	Ordinary
14/07/2015	BT Portfolio Services Limited	723	6,664.25	Ordinary
14/07/2015	BT Portfolio Services Limited	534	4,936.51	Ordinary
14/07/2015	BT Portfolio Services Limited	402	3,729.84	Ordinary
14/07/2015	BT Portfolio Services Limited	-2,650	-23,532.00	Ordinary
14/07/2015	BT Portfolio Services Limited	-800	-7,344.00	Ordinary
14/07/2015	BT Portfolio Services Limited	2,650	23,532.00	Ordinary
14/07/2015	BT Portfolio Services Limited	800	7,344.00	Ordinary
15/07/2015	BT Portfolio Services Limited	-152	-1,404.13	Ordinary
15/07/2015	BT Portfolio Services Limited	-490	-4,572.73	Ordinary
15/07/2015	BT Portfolio Services Limited	-5,000	-46,850.00	Ordinary
15/07/2015	BT Portfolio Services Limited	5,000	46,850.00	Ordinary
16/07/2015	BT Portfolio Services Limited	-1,209	-11,521.65	Ordinary
16/07/2015	BT Portfolio Services Limited	212	2,031.26	Ordinary
31/07/2015	BT Portfolio Services Limited	-800	-7,307.20	Ordinary
6/08/2015	BT Portfolio Services Limited	380	3,577.59	Ordinary
13/08/2015	BT Portfolio Services Limited	331	3,166.41	Ordinary
13/08/2015	BT Portfolio Services Limited	729	6,907.57	Ordinary
19/08/2015	BT Portfolio Services Limited	-1,071	-10,124.70	Ordinary
24/08/2015	BT Portfolio Services Limited	-1,801	-16,712.92	Ordinary
	Total	5,789	53,921.85	Ordinary
	BT Funds Management Limited Total :	6,293	58,936.65	

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
30/04/2015	HSBC Custody Nominees (Australia) Limited.	9,397	93,218.24	Ordinary
30/04/2015	HSBC Custody Nominees (Australia) Limited.	1,750	17,307.50	Ordinary

8/05/2015	HSBC Custody Nominees (Australia) Limited.	-4,707	-46,693.44	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-845	-8,323.25	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-11,825	-115,885.00	Ordinary
3/07/2015	HSBC Custody Nominees (Australia) Limited.	5,433	50,146.59	Ordinary
3/07/2015	HSBC Custody Nominees (Australia) Limited.	2,136	19,608.48	Ordinary
6/07/2015	HSBC Custody Nominees (Australia) Limited.	2,584	23,436.88	Ordinary
9/07/2015	HSBC Custody Nominees (Australia) Limited.	15,988	139,415.36	Ordinary
29/07/2015	HSBC Custody Nominees (Australia) Limited.	-10,428	-94,164.84	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	7,923	76,219.26	Ordinary
	Total	17,406	154,285.78	Ordinary
	BT Funds Management No.2 Limited Total :	17,406	154,285.78	

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
29/04/2015	BNP Fund Services Australasia Pty Limited	-1,213	-12,202.78	Ordinary
4/06/2015	BNP Fund Services Australasia Pty Limited	-03	-30.03	Ordinary
	Total	-1,216	-12,232.81	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
30/04/2015	HSBC Custody Nominees (Australia) Limited.	58,769	582,988.48	Ordinary
30/04/2015	HSBC Custody Nominees (Australia) Limited.	10,940	108,196.60	Ordinary
30/04/2015	HSBC Custody Nominees (Australia) Limited.	2,186	21,619.54	Ordinary
1/05/2015	HSBC Custody Nominees (Australia) Limited.	44,007	429,068.25	Ordinary
4/05/2015	HSBC Custody Nominees (Australia) Limited.	31,040	305,744.00	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-59,920	-587,216.00	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-4,280	-42,158.00	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-23,851	-236,601.92	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-3,195	-31,694.40	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-5,680	-56,345.60	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-10,507	-102,968.60	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-2,481	-24,313.80	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-864	-8,510.40	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-729	-7,180.65	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-1,522	-14,915.60	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-6,923	-67,845.40	Ordinary
8/05/2015	HSBC Custody Nominees (Australia) Limited.	-861	-8,437.80	Ordinary
30/06/2015	HSBC Custody Nominees (Australia) Limited.	18,790	171,740.60	Ordinary
3/07/2015	HSBC Custody Nominees (Australia) Limited.	22,624	207,688.32	Ordinary
3/07/2015	HSBC Custody Nominees (Australia) Limited.	57,529	530,992.67	Ordinary
6/07/2015	HSBC Custody Nominees (Australia) Limited.	13,203	119,751.21	Ordinary
9/07/2015	HSBC Custody Nominees (Australia) Limited.	86,544	754,663.68	Ordinary
27/07/2015	HSBC Custody Nominees (Australia) Limited.	7,893	72,694.53	Ordinary
29/07/2015	HSBC Custody Nominees (Australia) Limited.	-18,370	-165,881.10	Ordinary
4/08/2015	HSBC Custody Nominees (Australia) Limited.	43,163	401,415.90	Ordinary
10/08/2015	HSBC Custody Nominees (Australia) Limited.	66,073	623,068.39	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	52,125	501,442.50	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	35,963	351,358.51	Ordinary
	Total	411,666	3,828,363.91	Ordinary
	BT Investment Management (Fund Services) Limited Total :	410,450	3,816,131.10	

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
30/04/2015	Australia and New Zealand Banking Group Limited	1,620	16,070.40	Ordinary
30/04/2015	Australia and New Zealand Banking Group Limited	302	2,986.78	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-52	-509.60	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-668	-6,546.40	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-322	-3,155.60	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-299	-2,930.20	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-74	-725.20	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-101	-994.85	Ordinary
8/05/2015	Australia and New Zealand Banking Group Limited	-563	-5,584.96	Ordinary
3/07/2015	Australia and New Zealand Banking Group Limited	3,390	31,289.70	Ordinary
3/07/2015	Australia and New Zealand Banking Group Limited	1,333	12,236.94	Ordinary
6/07/2015	Australia and New Zealand Banking Group Limited	326	2,956.82	Ordinary
9/07/2015	Australia and New Zealand Banking Group Limited	2,244	19,567.68	Ordinary
21/08/2015	Australia and New Zealand Banking Group Limited	1,789	17,210.18	Ordinary
	Total	8,925	81,871.69	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
3/06/2015	Citicorp Nominees Pty Limited	-1,627	-16,676.75	Ordinary
4/06/2015	Citicorp Nominees Pty Limited	-15,228	-152,432.28	Ordinary
	Total	-16,855	-169,109.03	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
3/06/2015	JP Morgan Chase Bank	-3,760	-38,540.00	Ordinary
3/06/2015	JP Morgan Chase Bank	-3,421	-35,065.25	Ordinary
3/06/2015	JP Morgan Chase Bank	-3,445	-35,311.25	Ordinary
4/06/2015	JP Morgan Chase Bank	-27,838	-278,658.38	Ordinary
4/06/2015	JP Morgan Chase Bank	-14,191	-142,051.91	Ordinary
5/06/2015	JP Morgan Chase Bank	17,442	173,722.32	Ordinary
30/06/2015	JP Morgan Chase Bank	4,254	39,009.18	Ordinary
21/08/2015	JP Morgan Chase Bank	31,098	300,717.66	Ordinary
	Total	139	-16,177.63	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
30/04/2015	National Australia Bank Limited	21,950	217,744.00	Ordinary
30/04/2015	National Australia Bank Limited	4,087	40,420.43	Ordinary
8/05/2015	National Australia Bank Limited	-19,734	-193,393.20	Ordinary
8/05/2015	National Australia Bank Limited	-1,410	-13,888.50	Ordinary
8/05/2015	National Australia Bank Limited	-7,855	-77,921.60	Ordinary
3/06/2015	National Australia Bank Limited	-519	-5,319.75	Ordinary
4/06/2015	National Australia Bank Limited	-3,635	-36,386.35	Ordinary
3/07/2015	National Australia Bank Limited	41,980	387,475.40	Ordinary
3/07/2015	National Australia Bank Limited	16,509	151,552.62	Ordinary
6/07/2015	National Australia Bank Limited	4,520	40,996.40	Ordinary
9/07/2015	National Australia Bank Limited	30,246	263,745.12	Ordinary
21/08/2015	National Australia Bank Limited	25,604	246,310.48	Ordinary
	Total	111,743	1,021,335.05	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
30/04/2015	National Australian Custodian Services	8,264	81,978.88	Ordinary
30/04/2015	National Australian Custodian Services	1,539	15,220.71	Ordinary
8/05/2015	National Australian Custodian Services	21,068	208,573.20	Ordinary
11/05/2015	National Australian Custodian Services	15,740	155,983.40	Ordinary

12/05/2015	National Australian Custodian Services	105,000	1,034,250.00	Ordinary
3/07/2015	National Australian Custodian Services	7,398	67,913.64	Ordinary
3/07/2015	National Australian Custodian Services	18,813	173,643.99	Ordinary
6/07/2015	National Australian Custodian Services	2,222	20,153.54	Ordinary
9/07/2015	National Australian Custodian Services	14,978	130,608.16	Ordinary
21/08/2015	National Australian Custodian Services	12,559	120,817.58	Ordinary
	Total	207,581	2,009,143.10	Ordinary
	BT Investment Management (Institutional) Limited			
	Total :	311,533	2,927,063.18	

Westpac RE Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
23/06/2015	HSBC Custody Nominees (Australia) Limited.	-10,134	-98,806.50	Ordinary
24/06/2015	HSBC Custody Nominees (Australia) Limited.	-14,238	-139,390.02	Ordinary
25/06/2015	HSBC Custody Nominees (Australia) Limited.	-14,239	-137,406.35	Ordinary
1/07/2015	HSBC Custody Nominees (Australia) Limited.	-13,639	-125,206.02	Ordinary
2/07/2015	HSBC Custody Nominees (Australia) Limited.	-9,910	-91,469.30	Ordinary
6/08/2015	HSBC Custody Nominees (Australia) Limited.	9,163	85,215.90	Ordinary
7/08/2015	HSBC Custody Nominees (Australia) Limited.	5,853	53,964.66	Ordinary
	Total	-47,144	-453,097.63	Ordinary
	Westpac RE Limited Total :	-47,144	-453,097.63	

Westpac Financial Services Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
4/05/2015	BT Portfolio Services Limited	187	1,834.47	Ordinary
20/05/2015	BT Portfolio Services Limited	111	1,166.61	Ordinary
27/05/2015	BT Portfolio Services Limited	184	1,992.72	Ordinary
15/06/2015	BT Portfolio Services Limited	195	1,953.90	Ordinary
16/06/2015	BT Portfolio Services Limited	97	966.12	Ordinary
17/06/2015	BT Portfolio Services Limited	192	1,920.00	Ordinary
19/06/2015	BT Portfolio Services Limited	93	909.54	Ordinary
29/06/2015	BT Portfolio Services Limited	49	450.31	Ordinary
30/06/2015	BT Portfolio Services Limited	29	264.77	Ordinary
30/06/2015	BT Portfolio Services Limited	50	456.50	Ordinary
30/06/2015	BT Portfolio Services Limited	49	447.37	Ordinary
30/06/2015	BT Portfolio Services Limited	49	447.37	Ordinary
30/06/2015	BT Portfolio Services Limited	49	447.37	Ordinary
30/06/2015	BT Portfolio Services Limited	24	219.12	Ordinary
30/06/2015	BT Portfolio Services Limited	13	118.69	Ordinary
30/06/2015	BT Portfolio Services Limited	169	1,542.97	Ordinary
2/07/2015	BT Portfolio Services Limited	122	1,133.38	Ordinary
14/07/2015	BT Portfolio Services Limited	74	676.36	Ordinary
14/07/2015	BT Portfolio Services Limited	169	1,544.66	Ordinary
14/07/2015	BT Portfolio Services Limited	51	466.14	Ordinary
14/07/2015	BT Portfolio Services Limited	30	274.20	Ordinary
14/07/2015	BT Portfolio Services Limited	50	457.00	Ordinary
14/07/2015	BT Portfolio Services Limited	52	475.28	Ordinary
14/07/2015	BT Portfolio Services Limited	27	246.78	Ordinary
14/07/2015	BT Portfolio Services Limited	52	475.28	Ordinary
14/07/2015	BT Portfolio Services Limited	14	127.96	Ordinary

14/07/2015	BT Portfolio Services Limited	25	228.50	Ordinary
15/07/2015	BT Portfolio Services Limited	03	28.14	Ordinary
20/07/2015	BT Portfolio Services Limited	292	2,715.60	Ordinary
20/07/2015	BT Portfolio Services Limited	03	27.90	Ordinary
21/07/2015	BT Portfolio Services Limited	323	3,036.20	Ordinary
22/07/2015	BT Portfolio Services Limited	204	1,917.60	Ordinary
22/07/2015	BT Portfolio Services Limited	289	2,716.60	Ordinary
23/07/2015	BT Portfolio Services Limited	581	5,473.02	Ordinary
24/07/2015	BT Portfolio Services Limited	431	4,016.92	Ordinary
3/08/2015	BT Portfolio Services Limited	86	798.08	Ordinary
10/08/2015	BT Portfolio Services Limited	03	28.38	Ordinary
11/08/2015	BT Portfolio Services Limited	74	702.26	Ordinary
11/08/2015	BT Portfolio Services Limited	-15	-142.35	Ordinary
11/08/2015	BT Portfolio Services Limited	-61	-578.89	Ordinary
12/08/2015	BT Portfolio Services Limited	299	2,834.52	Ordinary
13/08/2015	BT Portfolio Services Limited	116	1,092.72	Ordinary
14/08/2015	BT Portfolio Services Limited	1,027	9,879.74	Ordinary
14/08/2015	BT Portfolio Services Limited	1,314	12,640.68	Ordinary
18/08/2015	BT Portfolio Services Limited	61	580.11	Ordinary
20/08/2015	BT Portfolio Services Limited	256	2,472.96	Ordinary
20/08/2015	BT Portfolio Services Limited	456	4,404.96	Ordinary
20/08/2015	BT Portfolio Services Limited	269	2,598.54	Ordinary
21/08/2015	BT Portfolio Services Limited	229	2,214.43	Ordinary
	Total	8,446	80,701.49	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
27/04/2015	HSBC Custody Nominees (Australia) Limited.	-1,292	-12,894.16	Ordinary
3/06/2015	HSBC Custody Nominees (Australia) Limited.	122	1,248.06	Ordinary
5/06/2015	HSBC Custody Nominees (Australia) Limited.	25,832	257,286.72	Ordinary
30/06/2015	HSBC Custody Nominees (Australia) Limited.	7,239	66,381.63	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	33,772	326,575.24	Ordinary
24/08/2015	HSBC Custody Nominees (Australia) Limited.	24,962	232,895.46	Ordinary
	Total	90,635	871,492.95	Ordinary
	Westpac Financial Services Limited Total :	99,081	952,194.44	

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 26/08/2015

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