

6 November 2015

Market Announcements Office
 ASX Limited
 Exchange Centre, 20 Bridge Street
 SYDNEY NSW 2000

Dear Sir / Madam

Notice of change of interests of substantial holder

In accordance with section 671B of the *Corporations Act 2001* (Cth), we attach a notice of change of interests of substantial holder (Form 604) by Westpac Group (Westpac) in respect of BT Investment Management Limited (BTT).

The change follows completion of the retail component of Westpac's partial sell down of its proprietary shareholding in BTT. This has reduced Westpac's proprietary holding in BTT to 31.0%. For further information see the prospectus dated 22 June 2015 which was lodged with ASIC and ASX on that date.

The 41.64% voting power referenced in the Form 604 includes various technical relevant interests in BTT shares arising as a result of the operation of the various BTT share plans, in respect of which Westpac has no economic or voting interest.

Accordingly, in terms of better informing the market, Westpac wishes to note the following components of its voting power in BTT as detailed in the attached Form 604:

Type of Interest	Number of Ordinary Shares	% of total ordinary Shares (rounded to one decimal place)
Interest other than BTT share plan		
WBC Group proprietary holding	90,814,493	30.4%
WBC Group fiduciary holdings	1,905,135	0.6%
WBC total voting power absent BTT share plan	92,719,628	31.0%
BTT share plan related interest		
Unallocated	16,805,109	5.6%
Allocated but unvested	7,339,181	2.5%
Allocated but vested	7,415,023	2.5%
Voting power attributable to BTT share plan	31,559,313	10.6%

Yours sincerely,



Tim Hartin
 Group Company Secretary

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN ACN 126 385 822

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 04/11/2015

The previous notice was given to the company on 20/07/2015

The previous notice was dated 16/07/2015

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	Person's votes	Voting Power (5)
ORDINARY SHARES	126,346,704	43.19%	124,278,941	41.64%

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
04/11/2015	WBC & its Associates, Asgard Capital Management Limited, Advance Asset Management Limited, Westpac RE Limited, BT Funds Management Limited, BT Investment Management Limited, Employee Equity Plan Trust, Westpac Financial Services Group Limited	See Schedule	See Schedule	See Schedule	See Schedule

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	Nature of relevant interest (6)	Number of securities
Westpac Financial Services Group Limited	Westpac Financial Services Group Limited	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	90,814,493
Asgard Capital Management 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.	43,335
Advance Asset Management 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.	974,570
BT Funds 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.	603,947
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE 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.	283,283
BT Investment Management (BTIM) Group Employee Equity Plans	Pacific Custodians Pty Limited and Equiniti Trust (Jersey) Limited	Unallocated shares: <ul style="list-style-type: none"> • Pacific Custodians Pty Limited is the trustee of the BTIM Employee Equity Plan Trust • Equiniti Trust (Jersey) Limited is the trustee of the BTIM Employee Benefit Trust (Trustees) • Shares have been acquired by the Trustees for future allocation to various BTIM Group employees under the rules of the employee equity plans. 	16,805,109
	Various employees of the BTIM Group, with no employee having a shareholding of 5% or more	Unvested shares: <ul style="list-style-type: none"> • Shares have been allocated to various BTIM Group employees but are unvested • Shares remain subject to certain conditions under the rules of the BTIM employee equity plans • BTIM Group employees become the registered holders of the shares upon 	7,339,181

		allocation <ul style="list-style-type: none"> • BTIM Group employees are entitled to exercise any voting rights in relation to the shares • BTIM Group employees are entitled to receive dividends in relation to the shares 	
	Various employees of the BTIM Group, with no employee having a shareholding of 5% or more	Vested shares, subject to a holding lock: <ul style="list-style-type: none"> • Shares have been allocated to various employees of BTIM and have vested • Shares are subject to a holding lock applied under the rules of the BTIM Employee Equity Plan • Employees are the registered holder of these shares • Employees are entitled to exercise any voting rights in relation to the shares • Employees are entitled to receive dividends in relation to the shares 	7,415,023

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 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
Advance Asset 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
BT Investment Management Limited Employee Equity Plan Trust	Level 14, 2 Chifley Square, Sydney NSW 2000
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT INVESTMENT MANAGEMENT LIMITED (BTT)	The Company Secretary, BT INVESTMENT MANAGEMENT LIMITED (BTT) The Chifley Tower Level 14, 2 Chifley Square SYDNEY NSW 2000 Tel: +612 9220 2000 Fax: +612 9220 2306

Signature

Print name Tim Hartin capacity Company Secretary

Sign here _____ date 06/11/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 6of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B (7) of the Corporations Law.
- (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 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).
- (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 (eg. 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 – 06/11/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 17/07/2015 to 4/11/2015

SECURITY: BTT

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	689	6,641.96	Ordinary	689
20/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,251	41,362.23	Ordinary	4,251
20/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	20,700	201,204.00	Ordinary	20,700
21/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	12,777	125,470.14	Ordinary	12,777
21/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,000	147,750.00	Ordinary	15,000
21/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,109	9,093.80	Ordinary	1,109
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	23,000	227,470.00	Ordinary	23,000
23/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	28,000	278,880.00	Ordinary	28,000
23/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,000	-9,870.00	Ordinary	1,000
24/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,000	157,600.00	Ordinary	16,000
27/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	23,000	227,240.00	Ordinary	23,000
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	14,290	139,327.50	Ordinary	14,290
3/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,843	77,331.98	Ordinary	7,843
13/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	18,000	167,940.00	Ordinary	18,000
20/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	28,881	283,033.80	Ordinary	28,881
20/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	32,000	313,600.00	Ordinary	32,000
24/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44,972	411,044.08	Ordinary	44,972
24/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,000	144,960.00	Ordinary	16,000
24/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,787	98,377.44	Ordinary	10,787
24/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,079	18,960.48	Ordinary	2,079
24/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,480	22,617.60	Ordinary	2,480
25/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	30,276	270,667.44	Ordinary	30,276
26/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	26,000	243,620.00	Ordinary	26,000
27/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	32,598	307,399.14	Ordinary	32,598
27/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,000	151,680.00	Ordinary	16,000
31/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	27,140	259,458.40	Ordinary	27,140
1/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,400	-13,384.00	Ordinary	1,400
14/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,313	160,193.66	Ordinary	16,313
14/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	32,000	314,240.00	Ordinary	32,000
15/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,313	156,441.67	Ordinary	16,313
25/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,000	97,200.00	Ordinary	10,000

28/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	14,341	141,258.85	Ordinary	14,341
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39	355.68	Ordinary	39
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	24,384	200,436.48	Ordinary	24,384
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-24,384	-200,436.48	Ordinary	24,384
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-39	-355.68	Ordinary	39
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-24,384	-200,436.48	Ordinary	24,384
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-39	-355.68	Ordinary	39
29/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,478	-197,501.40	Ordinary	17,478
30/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-619	-6,932.80	Ordinary	619
	Total		497,919	4,773,583.81		
	Advance Asset Management Limited Total :		497,919	4,773,583.81		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,524.41	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Purchase	1,109	9,093.80	Ordinary	1,109

20/07/2015	Asgard Capital Management Limited	Purchase	600	4,920.00	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-1,109	0	Ordinary	1,109
20/07/2015	Asgard Capital Management Limited	Sale	-600	0	Ordinary	600
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,868.20	Ordinary	1,109
23/07/2015	Asgard Capital Management Limited	Sale	-600	-5,940.00	Ordinary	600
23/07/2015	Asgard Capital Management Limited	Sale	-1,109	-11,045.64	Ordinary	1,109
23/07/2015	Asgard Capital Management Limited	Sale	-1,109	-11,012.37	Ordinary	1,109
23/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,990.19	Ordinary	1,109
23/07/2015	Asgard Capital Management Limited	Sale	-600	-5,958.00	Ordinary	600
24/07/2015	Asgard Capital Management Limited	Sale	-756	-7,416.36	Ordinary	756
14/08/2015	Asgard Capital Management Limited	Sale	-1,724	-16,274.56	Ordinary	1,724
19/08/2015	Asgard Capital Management Limited	Purchase	912	8,892.00	Ordinary	912
26/08/2015	Asgard Capital Management Limited	Sale	-600	-5,430.00	Ordinary	600
3/09/2015	Asgard Capital Management Limited	Sale	-1,030	-9,383.30	Ordinary	1,030
10/09/2015	Asgard Capital Management Limited	Sale	-912	-8,609.28	Ordinary	912
6/10/2015	Asgard Capital Management Limited	Sale	-1,109	-10,945.83	Ordinary	1,109
22/10/2015	Asgard Capital Management Limited	Sale	-480	-4,704.00	Ordinary	480
	Total		-12,444	101,772.06		
	Asgard Capital Management Limited Total :		-12,444	101,772.06		

21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,879.29	Ordinary	1,109
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,890.38	Ordinary	1,109
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,879.29	Ordinary	1,109
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,857.11	Ordinary	1,109
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,890.38	Ordinary	1,109
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,879.29	Ordinary	1,109
21/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,879.29	Ordinary	1,109
23/07/2015	Asgard Capital Management Limited	Sale	-1,109	-10,990.19	Ordinary	1,109
23/07/2015	Asgard Capital Management Limited	Sale	-600	-5,958.00	Ordinary	600
6/08/2015	Asgard Capital Management Limited	Purchase	822	7,940.52	Ordinary	822
6/08/2015	Asgard Capital Management Limited	Sale	-822	-7,940.52	Ordinary	822
10/08/2015	Asgard Capital Management Limited	Sale	-600	-5,682.00	Ordinary	600
24/08/2015	Asgard Capital Management Limited	Purchase	613	5,553.78	Ordinary	613
26/08/2015	Asgard Capital Management Limited	Sale	-600	-5,436.00	Ordinary	600
16/09/2015	Asgard Capital Management Limited	Sale	-102	-991.44	Ordinary	102
	Total		-13,488	187,080.21		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/07/2015	BT Portfolio Services Limited	Purchase	1,560	15,030.29	Ordinary	1,560
20/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,665.47	Ordinary	1,109
20/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,687.65	Ordinary	1,109
20/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,687.65	Ordinary	1,109
20/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,665.47	Ordinary	1,109
20/07/2015	BT Portfolio Services Limited	Sale	-109	-1,018.78	Ordinary	109
20/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,656.27	Ordinary	1,109
20/07/2015	BT Portfolio Services Limited	Sale	-600	-5,715.00	Ordinary	600
21/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,820.73	Ordinary	1,109
21/07/2015	BT Portfolio Services Limited	Sale	-1,117	-10,880.59	Ordinary	1,117
21/07/2015	BT Portfolio Services Limited	Sale	-1,099	-10,704.37	Ordinary	1,099
21/07/2015	BT Portfolio Services Limited	Sale	-1,137	-11,076.31	Ordinary	1,137
21/07/2015	BT Portfolio Services Limited	Sale	-1,097	-10,684.78	Ordinary	1,097
21/07/2015	BT Portfolio Services Limited	Sale	-1,124	-10,949.11	Ordinary	1,124
21/07/2015	BT Portfolio Services Limited	Sale	-1,128	-10,988.19	Ordinary	1,128
21/07/2015	BT Portfolio Services Limited	Sale	-1,110	-10,811.96	Ordinary	1,110
21/07/2015	BT Portfolio Services Limited	Sale	-1,136	-11,066.57	Ordinary	1,136
21/07/2015	BT Portfolio Services Limited	Sale	-1,127	-10,978.45	Ordinary	1,127
21/07/2015	BT Portfolio Services Limited	Sale	-1,122	-10,929.51	Ordinary	1,122
22/07/2015	BT Portfolio Services Limited	Purchase	1,514	14,996.78	Ordinary	1,514
22/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,776.37	Ordinary	1,109
23/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,931.63	Ordinary	1,109
23/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,942.72	Ordinary	1,109
24/07/2015	BT Portfolio Services Limited	Sale	-709	-6,961.46	Ordinary	709
28/07/2015	BT Portfolio Services Limited	Sale	-1,500	-14,395.05	Ordinary	1,500
29/07/2015	BT Portfolio Services Limited	Sale	-1,197	-11,702.95	Ordinary	1,197
29/07/2015	BT Portfolio Services Limited	Sale	-1,109	-10,682.89	Ordinary	1,109

6/08/2015	BT Portfolio Services Limited	Purchase	510	4,977.60	Ordinary	510
10/08/2015	BT Portfolio Services Limited	Purchase	1,000	9,450.00	Ordinary	1,000
10/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,375.69	Ordinary	1,109
11/08/2015	BT Portfolio Services Limited	Purchase	3,125	30,465.31	Ordinary	3,125
11/08/2015	BT Portfolio Services Limited	Sale	-522	-5,006.19	Ordinary	522
12/08/2015	BT Portfolio Services Limited	Purchase	1,550	15,037.48	Ordinary	1,550
17/08/2015	BT Portfolio Services Limited	Purchase	3,100	30,048.61	Ordinary	3,100
17/08/2015	BT Portfolio Services Limited	Purchase	1,109	10,590.95	Ordinary	1,109
17/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,590.95	Ordinary	1,109
18/08/2015	BT Portfolio Services Limited	Purchase	1,591	15,194.05	Ordinary	1,591
18/08/2015	BT Portfolio Services Limited	Purchase	1,109	10,568.77	Ordinary	1,109
18/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,568.77	Ordinary	1,109
19/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,675.23	Ordinary	1,109
19/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,675.23	Ordinary	1,109
19/08/2015	BT Portfolio Services Limited	Purchase	1,109	10,675.23	Ordinary	1,109
20/08/2015	BT Portfolio Services Limited	Purchase	1,020	10,008.65	Ordinary	1,020
20/08/2015	BT Portfolio Services Limited	Purchase	300	2,937.00	Ordinary	300
20/08/2015	BT Portfolio Services Limited	Sale	-600	-5,831.64	Ordinary	600
21/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,645.96	Ordinary	1,109
24/08/2015	BT Portfolio Services Limited	Purchase	1,000	9,260.00	Ordinary	1,000
24/08/2015	BT Portfolio Services Limited	Purchase	400	3,628.36	Ordinary	400
24/08/2015	BT Portfolio Services Limited	Sale	-1,560	-14,163.24	Ordinary	1,560
24/08/2015	BT Portfolio Services Limited	Sale	-2,130	-18,959.13	Ordinary	2,130
25/08/2015	BT Portfolio Services Limited	Purchase	1,650	15,100.80	Ordinary	1,650
25/08/2015	BT Portfolio Services Limited	Purchase	1,750	15,468.78	Ordinary	1,750
25/08/2015	BT Portfolio Services Limited	Sale	-1,500	-13,610.25	Ordinary	1,500
27/08/2015	BT Portfolio Services Limited	Sale	-1,055	-9,860.14	Ordinary	1,055
27/08/2015	BT Portfolio Services Limited	Sale	-1,650	-15,452.09	Ordinary	1,650
27/08/2015	BT Portfolio Services Limited	Sale	-783	-7,303.82	Ordinary	783
27/08/2015	BT Portfolio Services Limited	Sale	-769	-7,172.23	Ordinary	769
27/08/2015	BT Portfolio Services Limited	Sale	-421	-3,901.66	Ordinary	421
27/08/2015	BT Portfolio Services Limited	Sale	-441	-4,089.61	Ordinary	441
27/08/2015	BT Portfolio Services Limited	Sale	-393	-3,643.50	Ordinary	393
27/08/2015	BT Portfolio Services Limited	Sale	-367	-3,394.13	Ordinary	367
27/08/2015	BT Portfolio Services Limited	Sale	-484	-4,493.75	Ordinary	484
27/08/2015	BT Portfolio Services Limited	Sale	-355	-3,286.38	Ordinary	355
27/08/2015	BT Portfolio Services Limited	Sale	-1,315	-12,303.67	Ordinary	1,315
27/08/2015	BT Portfolio Services Limited	Sale	-803	-7,491.75	Ordinary	803
27/08/2015	BT Portfolio Services Limited	Sale	-386	-3,572.70	Ordinary	386
27/08/2015	BT Portfolio Services Limited	Sale	-492	-4,568.91	Ordinary	492
27/08/2015	BT Portfolio Services Limited	Sale	-1,707	-15,987.76	Ordinary	1,707
27/08/2015	BT Portfolio Services Limited	Sale	-1,065	-9,954.13	Ordinary	1,065
27/08/2015	BT Portfolio Services Limited	Sale	-1,292	-12,087.44	Ordinary	1,292
27/08/2015	BT Portfolio Services Limited	Sale	-1,263	-11,814.99	Ordinary	1,263
27/08/2015	BT Portfolio Services Limited	Sale	-455	-4,221.17	Ordinary	455
27/08/2015	BT Portfolio Services Limited	Sale	-721	-6,721.09	Ordinary	721

27/08/2015	BT Portfolio Services Limited	Sale	-2,298	-21,537.78	Ordinary	2,298
27/08/2015	BT Portfolio Services Limited	Sale	-731	-6,815.11	Ordinary	731
27/08/2015	BT Portfolio Services Limited	Sale	-375	-3,469.31	Ordinary	375
27/08/2015	BT Portfolio Services Limited	Sale	-1,481	-13,863.79	Ordinary	1,481
27/08/2015	BT Portfolio Services Limited	Sale	-1,361	-12,735.97	Ordinary	1,361
27/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,367.60	Ordinary	1,109
27/08/2015	BT Portfolio Services Limited	Sale	-583	-5,424.17	Ordinary	583
27/08/2015	BT Portfolio Services Limited	Sale	-455	-4,221.17	Ordinary	455
28/08/2015	BT Portfolio Services Limited	Sale	-4,109	-40,435.85	Ordinary	4,109
28/08/2015	BT Portfolio Services Limited	Sale	-1,109	-10,876.18	Ordinary	1,109
1/09/2015	BT Portfolio Services Limited	Sale	-1,750	-16,789.85	Ordinary	1,750
2/09/2015	BT Portfolio Services Limited	Purchase	5,755	53,924.35	Ordinary	5,755
2/09/2015	BT Portfolio Services Limited	Purchase	5,755	53,924.35	Ordinary	5,755
2/09/2015	BT Portfolio Services Limited	Sale	-5,755	-53,924.35	Ordinary	5,755
3/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,388.22	Ordinary	1,109
4/09/2015	BT Portfolio Services Limited	Purchase	1,200	10,860.36	Ordinary	1,200
4/09/2015	BT Portfolio Services Limited	Purchase	1,300	11,933.87	Ordinary	1,300
7/09/2015	BT Portfolio Services Limited	Purchase	1,622	14,982.74	Ordinary	1,622
7/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,180.62	Ordinary	1,109
7/09/2015	BT Portfolio Services Limited	Sale	-500	-4,559.30	Ordinary	500
7/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,180.62	Ordinary	1,109
8/09/2015	BT Portfolio Services Limited	Sale	-630	-5,888.80	Ordinary	630
8/09/2015	BT Portfolio Services Limited	Sale	-697	-6,518.97	Ordinary	697
9/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,890.38	Ordinary	1,109
9/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,765.28	Ordinary	1,109
9/09/2015	BT Portfolio Services Limited	Sale	-1,609	-15,614.54	Ordinary	1,609
10/09/2015	BT Portfolio Services Limited	Sale	-1,200	-11,747.64	Ordinary	1,200
11/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,735.12	Ordinary	1,109
14/09/2015	BT Portfolio Services Limited	Purchase	1,600	15,688.80	Ordinary	1,600
15/09/2015	BT Portfolio Services Limited	Purchase	210	2,011.80	Ordinary	210
17/09/2015	BT Portfolio Services Limited	Purchase	400	3,951.76	Ordinary	400
17/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,835.93	Ordinary	1,109
17/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,835.93	Ordinary	1,109
18/09/2015	BT Portfolio Services Limited	Sale	-17,900	-177,403.32	Ordinary	17,900
18/09/2015	BT Portfolio Services Limited	Sale	-300	-2,855.01	Ordinary	300
21/09/2015	BT Portfolio Services Limited	Sale	-1,550	-14,749.96	Ordinary	1,550
24/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,779.48	Ordinary	1,109
25/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,779.48	Ordinary	1,109
25/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,779.48	Ordinary	1,109
25/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,779.48	Ordinary	1,109
25/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,779.48	Ordinary	1,109
29/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,901.47	Ordinary	1,109
29/09/2015	BT Portfolio Services Limited	Purchase	1,109	10,901.47	Ordinary	1,109
29/09/2015	BT Portfolio Services Limited	Sale	-600	-5,789.64	Ordinary	600
29/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,353.85	Ordinary	1,109
29/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,901.47	Ordinary	1,109

29/09/2015	BT Portfolio Services Limited	Sale	-1,109	-10,901.47	Ordinary	1,109
30/09/2015	BT Portfolio Services Limited	Purchase	50	504.84	Ordinary	50
8/10/2015	BT Portfolio Services Limited	Purchase	1,109	10,679.67	Ordinary	1,109
8/10/2015	BT Portfolio Services Limited	Sale	-1,109	-10,679.67	Ordinary	1,109
12/10/2015	BT Portfolio Services Limited	Purchase	1,020	10,014.16	Ordinary	1,020
16/10/2015	BT Portfolio Services Limited	Sale	-2,218	-21,921.82	Ordinary	2,218
16/10/2015	BT Portfolio Services Limited	Sale	-1,109	-10,879.29	Ordinary	1,109
20/10/2015	BT Portfolio Services Limited	Sale	-1,041	-10,248.85	Ordinary	1,041
21/10/2015	BT Portfolio Services Limited	Purchase	1,015	10,003.64	Ordinary	1,015
22/10/2015	BT Portfolio Services Limited	Purchase	1,014	10,034.34	Ordinary	1,014
22/10/2015	BT Portfolio Services Limited	Sale	-1,109	-10,920.54	Ordinary	1,109
23/10/2015	BT Portfolio Services Limited	Sale	-2,604	-26,888.90	Ordinary	2,604
23/10/2015	BT Portfolio Services Limited	Sale	-500	-5,238.65	Ordinary	500
23/10/2015	BT Portfolio Services Limited	Sale	-2,000	-21,010.00	Ordinary	2,000
26/10/2015	BT Portfolio Services Limited	Purchase	2,050	21,707.86	Ordinary	2,050
26/10/2015	BT Portfolio Services Limited	Purchase	512	5,494.27	Ordinary	512
26/10/2015	BT Portfolio Services Limited	Sale	-1,109	-11,619.21	Ordinary	1,109
27/10/2015	BT Portfolio Services Limited	Purchase	1,900	19,887.87	Ordinary	1,900
27/10/2015	BT Portfolio Services Limited	Purchase	1,900	19,975.46	Ordinary	1,900
29/10/2015	BT Portfolio Services Limited	Purchase	889	10,002.05	Ordinary	889
29/10/2015	BT Portfolio Services Limited	Sale	-500	-5,573.65	Ordinary	500
30/10/2015	BT Portfolio Services Limited	Purchase	600	6,810.00	Ordinary	600
30/10/2015	BT Portfolio Services Limited	Sale	-816	-9,029.45	Ordinary	816
30/10/2015	BT Portfolio Services Limited	Sale	-600	-6,810.00	Ordinary	600
2/11/2015	BT Portfolio Services Limited	Sale	-1,000	-11,680.70	Ordinary	1,000
3/11/2015	BT Portfolio Services Limited	Sale	-509	-6,000.40	Ordinary	509
	Total		-69,049	-669,306.22		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39	355.68	Ordinary	39
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	24,384	200,436.48	Ordinary	24,384
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-24,384	-235,305.60	Ordinary	24,384
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-39	-376.35	Ordinary	39
	Total			-34,889.79		

BT Funds Management Limited Total : -82,537 -517,115.80

BT Funds Management (NZ) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/07/2015	NZ Guardian Nominees Ltd	Sale	-1,109	-12,067.58	Ordinary	1,109
24/07/2015	NZ Guardian Nominees Ltd	Sale	-1,109	-12,067.58	Ordinary	1,109
	Total		-2,218	-24,135.17		
	BT Funds Management (NZ) Limited Total :		-2,218	-24,135.17		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,101	49,173.64	Ordinary	5,101
25/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,400	99,944.00	Ordinary	10,400
29/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,240	70,155.60	Ordinary	7,240
19/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,650	76,041.00	Ordinary	7,650
20/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,380	72,988.20	Ordinary	7,380
30/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,266	-58,979.20	Ordinary	5,266
	Total		32,505	309,323.24		
	Westpac RE Limited Total :		32,505	309,323.24		

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/07/2015	BT Portfolio Services Limited	Purchase	221	2,143.70	Ordinary	221
20/07/2015	BT Portfolio Services Limited	Purchase	3	29.1	Ordinary	3
22/07/2015	BT Portfolio Services Limited	Purchase	154	1,516.90	Ordinary	154
22/07/2015	BT Portfolio Services Limited	Purchase	217	2,137.45	Ordinary	217
23/07/2015	BT Portfolio Services Limited	Purchase	437	4,335.04	Ordinary	437
24/07/2015	BT Portfolio Services Limited	Purchase	325	3,194.75	Ordinary	325
28/07/2015	BT Portfolio Services Limited	Sale	-25	-242.75	Ordinary	25
28/07/2015	BT Portfolio Services Limited	Sale	-14	-135.94	Ordinary	14
28/07/2015	BT Portfolio Services Limited	Sale	-24	-233.04	Ordinary	24
28/07/2015	BT Portfolio Services Limited	Sale	-25	-242.75	Ordinary	25
28/07/2015	BT Portfolio Services Limited	Sale	-12	-116.52	Ordinary	12
28/07/2015	BT Portfolio Services Limited	Sale	-25	-242.75	Ordinary	25
28/07/2015	BT Portfolio Services Limited	Sale	-34	-330.14	Ordinary	34
28/07/2015	BT Portfolio Services Limited	Sale	-6	-58.26	Ordinary	6
28/07/2015	BT Portfolio Services Limited	Sale	-13	-126.23	Ordinary	13
28/07/2015	BT Portfolio Services Limited	Sale	-6	-58.26	Ordinary	6
28/07/2015	BT Portfolio Services Limited	Sale	-25	-242.75	Ordinary	25
28/07/2015	BT Portfolio Services Limited	Sale	-16	-155.36	Ordinary	16
28/07/2015	BT Portfolio Services Limited	Sale	-89	-864.19	Ordinary	89
28/07/2015	BT Portfolio Services Limited	Sale	-23	-223.33	Ordinary	23
28/07/2015	BT Portfolio Services Limited	Sale	-48	-466.08	Ordinary	48
3/08/2015	BT Portfolio Services Limited	Purchase	57	560.88	Ordinary	57
11/08/2015	BT Portfolio Services Limited	Purchase	50	482.5	Ordinary	50
12/08/2015	BT Portfolio Services Limited	Purchase	201	1,915.53	Ordinary	201
13/08/2015	BT Portfolio Services Limited	Purchase	78	723.84	Ordinary	78
14/08/2015	BT Portfolio Services Limited	Purchase	685	6,500.65	Ordinary	685

14/08/2015	BT Portfolio Services Limited	Purchase	877	8,322.73	Ordinary	877
20/08/2015	BT Portfolio Services Limited	Purchase	304	2,970.08	Ordinary	304
21/08/2015	BT Portfolio Services Limited	Purchase	154	1,498.42	Ordinary	154
26/08/2015	BT Portfolio Services Limited	Purchase	74	690.42	Ordinary	74
27/08/2015	BT Portfolio Services Limited	Sale	-194	-1,833.30	Ordinary	194
27/08/2015	BT Portfolio Services Limited	Sale	-115	-1,086.75	Ordinary	115
27/08/2015	BT Portfolio Services Limited	Sale	-191	-1,804.95	Ordinary	191
27/08/2015	BT Portfolio Services Limited	Sale	-200	-1,890.00	Ordinary	200
27/08/2015	BT Portfolio Services Limited	Sale	-100	-945	Ordinary	100
27/08/2015	BT Portfolio Services Limited	Sale	-198	-1,871.10	Ordinary	198
27/08/2015	BT Portfolio Services Limited	Sale	-291	-2,749.95	Ordinary	291
27/08/2015	BT Portfolio Services Limited	Sale	-56	-529.2	Ordinary	56
27/08/2015	BT Portfolio Services Limited	Sale	-50	-472.5	Ordinary	50
27/08/2015	BT Portfolio Services Limited	Sale	-196	-1,852.20	Ordinary	196
27/08/2015	BT Portfolio Services Limited	Sale	-138	-1,304.10	Ordinary	138
27/08/2015	BT Portfolio Services Limited	Sale	-50	-472.5	Ordinary	50
27/08/2015	BT Portfolio Services Limited	Sale	-78	-737.1	Ordinary	78
27/08/2015	BT Portfolio Services Limited	Sale	-154	-1,455.30	Ordinary	154
27/08/2015	BT Portfolio Services Limited	Sale	-74	-699.3	Ordinary	74
27/08/2015	BT Portfolio Services Limited	Sale	-100	-945	Ordinary	100
27/08/2015	BT Portfolio Services Limited	Sale	-201	-1,899.45	Ordinary	201
27/08/2015	BT Portfolio Services Limited	Sale	-877	-8,287.65	Ordinary	877
27/08/2015	BT Portfolio Services Limited	Sale	-304	-2,872.80	Ordinary	304
27/08/2015	BT Portfolio Services Limited	Sale	-389	-3,676.05	Ordinary	389
27/08/2015	BT Portfolio Services Limited	Sale	-57	-538.65	Ordinary	57
27/08/2015	BT Portfolio Services Limited	Sale	-685	-6,473.25	Ordinary	685
27/08/2015	BT Portfolio Services Limited	Sale	-643	-6,076.35	Ordinary	643
27/08/2015	BT Portfolio Services Limited	Sale	-194	-1,833.30	Ordinary	194
	Total		-2,083	-19,022.11		
	Westpac Financial Services Limited Total :		-2,083	-19,022.11		

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 06/11/2015

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	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W2 Investments Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
Canning Park Capital Pte. Ltd	Australia	Westpac Administration Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Americas Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Bank-PNG-Limited	Papua New Guinea
Castlereagh Trust	Australia	Westpac Capital Holdings Inc.	USA

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

HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage 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 31.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia