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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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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 02/02/2016

The previous notice was given to the company on 21/08/2015

The previous notice was dated 19/08/2015

#### 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	5,613,491	8.15%	6,616,034	9.61%

#### 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
02/02/2016	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.	761,000, Ordinary	761,000
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.	28,053, Ordinary	28,053
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.	144,016, Ordinary	144,016
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.	614,674, Ordinary	614,674

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.	3,263,076, Ordinary	3,263,076
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Australia Bank 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.	1,805,215, Ordinary	1,805,215

#### 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 Square, 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

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 04/02/2016

## 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 – 04/02/2016

**TRANSACTION HISTORY**

Sales & Purchases for the period : 20/08/2015 to 2/02/2016

SECURITY: SMX

**Advance Asset Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/08/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-43,400.00	Ordinary	10,000
20/08/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,000	-60,760.00	Ordinary	14,000
15/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,000	-30,960.00	Ordinary	6,000
15/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-10,320.00	Ordinary	2,000
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,223	-60,716.43	Ordinary	11,223
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,223	-60,716.43	Ordinary	11,223
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,223	60,716.43	Ordinary	11,223
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,223	-60,716.43	Ordinary	11,223
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,223	60,716.43	Ordinary	11,223
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,087	-15,718.83	Ordinary	5,087
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-56	-173.04	Ordinary	56
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-92	-284.28	Ordinary	92
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-65	-200.85	Ordinary	65
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-64	-197.76	Ordinary	64
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53	-163.77	Ordinary	53
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,026	-3,170.34	Ordinary	1,026
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-330	-1,019.70	Ordinary	330
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53	-163.77	Ordinary	53
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-89	-275.01	Ordinary	89
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-371	-1,146.39	Ordinary	371
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-258	-797.22	Ordinary	258
7/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	28,000	87,360.00	Ordinary	28,000
8/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,000	12,520.00	Ordinary	4,000
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	15,550.00	Ordinary	5,000
15/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,000	17,340.00	Ordinary	6,000
	<b>Total</b>		<b>-7,767</b>	<b>-96,697.39</b>		
	<b>Advance Asset Management Limited Total</b>		<b>-7,767</b>	<b>-96,697.39</b>		
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**Asgard Capital Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/08/2015	Asgard Capital Management Limited	Sale	-1,111	-4,943.95	Ordinary	1,111

9/09/2015	Asgard Capital Management Limited	Purchase	1,779	7,898.76	Ordinary	1,779
9/09/2015	Asgard Capital Management Limited	Purchase	763	3,387.72	Ordinary	763
25/09/2015	Asgard Capital Management Limited	Purchase	228	1,142.28	Ordinary	228
25/09/2015	Asgard Capital Management Limited	Purchase	243	1,215.00	Ordinary	243
25/09/2015	Asgard Capital Management Limited	Purchase	954	4,770.00	Ordinary	954
25/09/2015	Asgard Capital Management Limited	Purchase	628	3,140.00	Ordinary	628
29/09/2015	Asgard Capital Management Limited	Purchase	521	2,605.00	Ordinary	521
1/10/2015	Asgard Capital Management Limited	Purchase	779	4,120.91	Ordinary	779
2/10/2015	Asgard Capital Management Limited	Purchase	201	1,073.34	Ordinary	201
2/10/2015	Asgard Capital Management Limited	Purchase	926	4,972.62	Ordinary	926
16/10/2015	Asgard Capital Management Limited	Purchase	566	2,773.40	Ordinary	566
20/10/2015	Asgard Capital Management Limited	Purchase	464	2,199.36	Ordinary	464
3/11/2015	Asgard Capital Management Limited	Purchase	392	1,897.28	Ordinary	392
17/11/2015	Asgard Capital Management Limited	Purchase	762	2,682.24	Ordinary	762
17/11/2015	Asgard Capital Management Limited	Purchase	751	2,651.03	Ordinary	751
19/11/2015	Asgard Capital Management Limited	Purchase	1,075	3,579.75	Ordinary	1,075
	<b>Total</b>		<b>9,921</b>	<b>45,164.74</b>		
	<b>Asgard Capital Management Limited Total</b>		<b>9,921</b>	<b>45,164.74</b>		

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#### BT Funds Management Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/09/2015	Asgard Capital Management Limited	Sale	-1,381	-6,062.59	Ordinary	1,381
9/09/2015	Asgard Capital Management Limited	Purchase	2,047	9,129.62	Ordinary	2,047
7/10/2015	Asgard Capital Management Limited	Purchase	1,300	6,565.00	Ordinary	1,300
7/10/2015	Asgard Capital Management Limited	Sale	-1,300	-6,565.00	Ordinary	1,300
24/11/2015	Asgard Capital Management Limited	Sale	-4,376	-14,222.00	Ordinary	4,376
	<b>Total</b>		<b>-3,710</b>	<b>-11,154.97</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/08/2015	BT Portfolio Services Limited	Sale	-1,200	-5,135.64	Ordinary	1,200
20/08/2015	BT Portfolio Services Limited	Sale	-1,100	-4,704.70	Ordinary	1,100
25/08/2015	BT Portfolio Services Limited	Sale	-2,250	-9,773.55	Ordinary	2,250
25/08/2015	BT Portfolio Services Limited	Sale	-1,799	-7,789.31	Ordinary	1,799
25/08/2015	BT Portfolio Services Limited	Sale	-2,275	-9,859.85	Ordinary	2,275
1/09/2015	BT Portfolio Services Limited	Sale	-1,750	-7,735.18	Ordinary	1,750
2/09/2015	BT Portfolio Services Limited	Sale	-1,650	-7,223.70	Ordinary	1,650
3/09/2015	BT Portfolio Services Limited	Sale	-900	-3,926.97	Ordinary	900
3/09/2015	BT Portfolio Services Limited	Sale	-950	-4,153.40	Ordinary	950
3/09/2015	BT Portfolio Services Limited	Sale	-1,235	-5,397.69	Ordinary	1,235
3/09/2015	BT Portfolio Services Limited	Sale	-1,400	-6,151.46	Ordinary	1,400
3/09/2015	BT Portfolio Services Limited	Sale	-700	-3,045.84	Ordinary	700
4/09/2015	BT Portfolio Services Limited	Purchase	3,248	14,388.64	Ordinary	3,248
4/09/2015	BT Portfolio Services Limited	Sale	-3,248	-14,388.64	Ordinary	3,248

8/09/2015	BT Portfolio Services Limited	Sale	-800	-3,483.68	Ordinary	800
14/09/2015	BT Portfolio Services Limited	Sale	-4,500	-22,483.35	Ordinary	4,500
14/09/2015	BT Portfolio Services Limited	Sale	-2,500	-12,663.75	Ordinary	2,500
15/09/2015	BT Portfolio Services Limited	Sale	-2,000	-10,423.60	Ordinary	2,000
15/09/2015	BT Portfolio Services Limited	Sale	-1,950	-10,103.73	Ordinary	1,950
15/09/2015	BT Portfolio Services Limited	Sale	-550	-2,840.15	Ordinary	550
15/09/2015	BT Portfolio Services Limited	Sale	-2,300	-11,693.66	Ordinary	2,300
16/09/2015	BT Portfolio Services Limited	Purchase	2,000	10,492.80	Ordinary	2,000
16/09/2015	BT Portfolio Services Limited	Sale	-615	-3,210.85	Ordinary	615
17/09/2015	BT Portfolio Services Limited	Sale	-2,162	-11,379.04	Ordinary	2,162
18/09/2015	BT Portfolio Services Limited	Sale	-1,235	-6,385.69	Ordinary	1,235
18/09/2015	BT Portfolio Services Limited	Sale	-3,338	-17,321.22	Ordinary	3,338
29/09/2015	BT Portfolio Services Limited	Sale	-1,400	-7,201.60	Ordinary	1,400
30/09/2015	BT Portfolio Services Limited	Sale	-500	-2,563.65	Ordinary	500
19/10/2015	BT Portfolio Services Limited	Sale	-5,500	-26,220.15	Ordinary	5,500
21/10/2015	BT Portfolio Services Limited	Sale	-862	-4,006.40	Ordinary	862
10/11/2015	BT Portfolio Services Limited	Purchase	2,500	11,850.00	Ordinary	2,500
10/11/2015	BT Portfolio Services Limited	Sale	-1,700	-8,058.00	Ordinary	1,700
10/11/2015	BT Portfolio Services Limited	Sale	-800	-3,792.00	Ordinary	800
12/11/2015	BT Portfolio Services Limited	Sale	-3,248	-14,644.91	Ordinary	3,248
18/11/2015	BT Portfolio Services Limited	Sale	-1,600	-5,339.68	Ordinary	1,600
24/11/2015	BT Portfolio Services Limited	Sale	-861	-2,693.04	Ordinary	861
24/11/2015	BT Portfolio Services Limited	Sale	-577	-1,815.82	Ordinary	577
26/11/2015	BT Portfolio Services Limited	Sale	-1,035	-3,161.82	Ordinary	1,035
26/11/2015	BT Portfolio Services Limited	Sale	-1,187	-3,619.64	Ordinary	1,187
11/12/2015	BT Portfolio Services Limited	Purchase	6,500	19,464.25	Ordinary	6,500
11/12/2015	BT Portfolio Services Limited	Sale	-2,000	-5,873.60	Ordinary	2,000
6/01/2016	BT Portfolio Services Limited	Purchase	4,025	11,645.53	Ordinary	4,025
7/01/2016	BT Portfolio Services Limited	Purchase	975	2,898.97	Ordinary	975
28/01/2016	BT Portfolio Services Limited	Sale	-1,370	-3,484.60	Ordinary	1,370
29/01/2016	BT Portfolio Services Limited	Purchase	1,498	3,587.26	Ordinary	1,498
1/02/2016	BT Portfolio Services Limited	Purchase	1,502	3,695.37	Ordinary	1,502
1/02/2016	BT Portfolio Services Limited	Sale	-17,143	-41,798.06	Ordinary	17,143
	<b>Total</b>		<b>-59,942</b>	<b>-257,524.78</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,223	60,716.43	Ordinary	11,223
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,223	-57,573.99	Ordinary	11,223
	<b>Total</b>			<b>3,142.44</b>		
	<b>BT Funds Management Limited Total :</b>		<b>-63,652</b>	<b>-265,537.31</b>		

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#### BT Funds Management No.2 Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,992	12,925.44	Ordinary	2,992



25/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	324	1,364.04	Ordinary	324
15/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,246	-42,879.20	Ordinary	8,246
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,793	-56,231.53	Ordinary	10,793
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,053	-21,116.13	Ordinary	4,053
17/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,398	25,153.20	Ordinary	7,398
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44,315	148,455.25	Ordinary	44,315
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,112	16,562.88	Ordinary	5,112
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,956	19,416.56	Ordinary	5,956
24/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	14,798	47,945.52	Ordinary	14,798
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	657	2,135.25	Ordinary	657
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-337	-1,091.88	Ordinary	337
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,946	-35,246.12	Ordinary	10,946
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,547	-8,201.34	Ordinary	2,547
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,652	-5,302.92	Ordinary	1,652
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,112	-35,447.28	Ordinary	11,112
27/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,316	-28,879.60	Ordinary	9,316
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-951	-2,948.10	Ordinary	951
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,605	-14,275.50	Ordinary	4,605
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,556	-17,279.16	Ordinary	5,556
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,333	-25,915.63	Ordinary	8,333
4/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,556	-17,223.60	Ordinary	5,556
7/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,556	-17,279.16	Ordinary	5,556
23/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,160	-12,771.20	Ordinary	4,160
24/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,221	-9,759.63	Ordinary	3,221
29/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,010	-9,120.30	Ordinary	3,010
29/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,266	-3,835.98	Ordinary	1,266
30/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,627	-19,814.73	Ordinary	6,627
30/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,695	-11,048.05	Ordinary	3,695
31/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-312	-932.88	Ordinary	312
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,301	-18,839.99	Ordinary	6,301
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-509	-1,521.91	Ordinary	509
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,505	-10,479.95	Ordinary	3,505
15/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	26,165	70,645.50	Ordinary	26,165
18/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	690	1,794.00	Ordinary	690
20/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,431	8,817.67	Ordinary	3,431
21/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	249	634.95	Ordinary	249
22/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	982	2,533.56	Ordinary	982
25/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,355	8,588.80	Ordinary	3,355
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,187	5,576.85	Ordinary	2,187
2/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	102,818	235,453.22	Ordinary	102,818
	<b>Total</b>		<b>99,264</b>	<b>180,560.92</b>		
	<b>BT Funds Management No.2 Limited Total</b>		<b>99,264</b>	<b>180,560.92</b>		
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**BT Investment Management (Fund Services) Limited**

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes
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						<b>affected</b>
20/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,631	67,525.92	Ordinary	15,631
25/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,692	7,123.32	Ordinary	1,692
15/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-40,866	-212,503.20	Ordinary	40,866
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,844	-56,497.24	Ordinary	10,844
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-37,836	-197,125.56	Ordinary	37,836
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-24,901	-129,734.21	Ordinary	24,901
17/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	55,424	188,441.60	Ordinary	55,424
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	233,020	780,617.00	Ordinary	233,020
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	35,473	114,932.52	Ordinary	35,473
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	31,320	102,103.20	Ordinary	31,320
24/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	80,819	261,853.56	Ordinary	80,819
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,331	10,825.75	Ordinary	3,331
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,418	-4,594.32	Ordinary	1,418
25/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-56,690	-182,541.80	Ordinary	56,690
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,569	-27,506.49	Ordinary	8,569
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-57,618	-183,801.42	Ordinary	57,618
27/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-49,106	-152,228.60	Ordinary	49,106
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,320	-78,492.00	Ordinary	25,320
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,489	-10,815.90	Ordinary	3,489
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-28,809	-89,595.99	Ordinary	28,809
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-43,214	-134,395.54	Ordinary	43,214
4/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-28,809	-89,307.90	Ordinary	28,809
7/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-28,809	-89,595.99	Ordinary	28,809
23/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,570	-66,219.90	Ordinary	21,570
24/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-155	-469.65	Ordinary	155
24/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,548	-50,140.44	Ordinary	16,548
29/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,784	-38,735.52	Ordinary	12,784
29/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,392	-28,457.76	Ordinary	9,392
30/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-26,158	-78,212.42	Ordinary	26,158
30/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-28,602	-85,519.98	Ordinary	28,602
31/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,658	-4,957.42	Ordinary	1,658
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,689	-8,040.11	Ordinary	2,689
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-52,033	-155,578.67	Ordinary	52,033
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	620	1,661.60	Ordinary	620
15/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	140,309	378,834.30	Ordinary	140,309
18/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	5,792	15,059.20	Ordinary	5,792
20/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	18,808	48,336.56	Ordinary	18,808
21/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,364	3,478.20	Ordinary	1,364
22/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	5,385	13,893.30	Ordinary	5,385
25/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	18,389	47,075.84	Ordinary	18,389
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,971	25,426.05	Ordinary	9,971
2/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	559,295	1,280,785.55	Ordinary	559,295
	<b>Total</b>		<b>598,756</b>	<b>1,192,905.44</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>598,756</b>	<b>1,192,905.44</b>		

**BT Investment Management (Institutional) Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
20/08/2015	Australia and New Zealand Banking Group Limited	Purchase	423	1,827.36	Ordinary	423
25/08/2015	Australia and New Zealand Banking Group Limited	Purchase	46	193.66	Ordinary	46
15/09/2015	Australia and New Zealand Banking Group Limited	Sale	-1,093	-5,683.60	Ordinary	1,093
16/09/2015	Australia and New Zealand Banking Group Limited	Sale	-778	-4,053.38	Ordinary	778
16/09/2015	Australia and New Zealand Banking Group Limited	Sale	-779	-4,058.59	Ordinary	779
16/09/2015	Australia and New Zealand Banking Group Limited	Sale	-412	-2,146.52	Ordinary	412
13/11/2015	Australia and New Zealand Banking Group Limited	Purchase	4,941	22,432.14	Ordinary	4,941
17/11/2015	Australia and New Zealand Banking Group Limited	Purchase	1,805	6,137.00	Ordinary	1,805
18/11/2015	Australia and New Zealand Banking Group Limited	Purchase	6,258	20,964.30	Ordinary	6,258
19/11/2015	Australia and New Zealand Banking Group Limited	Purchase	1,218	3,946.32	Ordinary	1,218
20/11/2015	Australia and New Zealand Banking Group Limited	Purchase	842	2,744.92	Ordinary	842
24/11/2015	Australia and New Zealand Banking Group Limited	Purchase	2,265	7,338.60	Ordinary	2,265
25/11/2015	Australia and New Zealand Banking Group Limited	Purchase	86	279.50	Ordinary	86
25/11/2015	Australia and New Zealand Banking Group Limited	Sale	-55	-178.20	Ordinary	55
25/11/2015	Australia and New Zealand Banking Group Limited	Sale	-2,220	-7,148.40	Ordinary	2,220
26/11/2015	Australia and New Zealand Banking Group Limited	Sale	-236	-757.56	Ordinary	236
26/11/2015	Australia and New Zealand Banking Group Limited	Sale	-805	-2,567.95	Ordinary	805
26/11/2015	Australia and New Zealand Banking Group Limited	Sale	-785	-2,504.15	Ordinary	785
27/11/2015	Australia and New Zealand Banking Group Limited	Sale	-1,315	-4,076.50	Ordinary	1,315
30/11/2015	Australia and New Zealand Banking Group Limited	Sale	-795	-2,464.50	Ordinary	795
1/12/2015	Australia and New Zealand Banking Group Limited	Sale	-713	-2,217.43	Ordinary	713
1/12/2015	Australia and New Zealand Banking Group Limited	Sale	-82	-255.02	Ordinary	82
3/12/2015	Australia and New Zealand Banking Group Limited	Sale	-630	-1,959.30	Ordinary	630
3/12/2015	Australia and New Zealand Banking Group Limited	Sale	-562	-1,747.82	Ordinary	562
4/12/2015	Australia and New Zealand Banking Group Limited	Sale	-553	-1,714.30	Ordinary	553
4/12/2015	Australia and New Zealand Banking Group Limited	Sale	-242	-750.20	Ordinary	242
7/12/2015	Australia and New Zealand Banking Group Limited	Sale	-167	-519.37	Ordinary	167
7/12/2015	Australia and New Zealand Banking Group Limited	Sale	-628	-1,953.08	Ordinary	628
23/12/2015	Australia and New Zealand Banking Group Limited	Sale	-142	-435.94	Ordinary	142
23/12/2015	Australia and New Zealand Banking Group Limited	Sale	-453	-1,390.71	Ordinary	453
24/12/2015	Australia and New Zealand Banking Group Limited	Sale	-461	-1,396.83	Ordinary	461
29/12/2015	Australia and New Zealand Banking Group Limited	Sale	-312	-945.36	Ordinary	312
29/12/2015	Australia and New Zealand Banking Group Limited	Sale	-300	-909.00	Ordinary	300
30/12/2015	Australia and New Zealand Banking Group Limited	Sale	-1,450	-4,335.50	Ordinary	1,450
31/12/2015	Australia and New Zealand Banking Group Limited	Sale	-44	-131.56	Ordinary	44
4/01/2016	Australia and New Zealand Banking Group Limited	Sale	-1,449	-4,332.51	Ordinary	1,449
14/01/2016	Australia and New Zealand Banking Group Limited	Purchase	773	2,071.64	Ordinary	773

15/01/2016	Australia and New Zealand Banking Group Limited	Purchase	4,569	12,336.30	Ordinary	4,569
20/01/2016	Australia and New Zealand Banking Group Limited	Purchase	422	1,084.54	Ordinary	422
21/01/2016	Australia and New Zealand Banking Group Limited	Purchase	31	79.05	Ordinary	31
22/01/2016	Australia and New Zealand Banking Group Limited	Purchase	121	312.18	Ordinary	121
25/01/2016	Australia and New Zealand Banking Group Limited	Purchase	413	1,057.28	Ordinary	413
27/01/2016	Australia and New Zealand Banking Group Limited	Purchase	354	902.70	Ordinary	354
2/02/2016	Australia and New Zealand Banking Group Limited	Purchase	15,974	36,580.46	Ordinary	15,974
	<b>Total</b>		<b>23,080</b>	<b>59,654.67</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
20/08/2015	National Australia Bank Limited	Purchase	5,685	24,559.20	Ordinary	5,685
25/08/2015	National Australia Bank Limited	Purchase	616	2,593.36	Ordinary	616
15/09/2015	National Australia Bank Limited	Sale	-14,229	-73,990.80	Ordinary	14,229
16/09/2015	National Australia Bank Limited	Sale	-25,620	-133,480.20	Ordinary	25,620
17/11/2015	National Australia Bank Limited	Purchase	20,976	71,318.40	Ordinary	20,976
18/11/2015	National Australia Bank Limited	Purchase	80,739	270,475.65	Ordinary	80,739
19/11/2015	National Australia Bank Limited	Purchase	13,317	43,147.08	Ordinary	13,317
20/11/2015	National Australia Bank Limited	Purchase	10,855	35,387.30	Ordinary	10,855
24/11/2015	National Australia Bank Limited	Purchase	28,369	91,915.56	Ordinary	28,369
25/11/2015	National Australia Bank Limited	Purchase	1,140	3,705.00	Ordinary	1,140
25/11/2015	National Australia Bank Limited	Sale	-463	-1,500.12	Ordinary	463
25/11/2015	National Australia Bank Limited	Sale	-18,519	-59,631.18	Ordinary	18,519
26/11/2015	National Australia Bank Limited	Sale	-2,959	-9,498.39	Ordinary	2,959
26/11/2015	National Australia Bank Limited	Sale	-269	-858.11	Ordinary	269
26/11/2015	National Australia Bank Limited	Sale	-19,629	-62,616.51	Ordinary	19,629
27/11/2015	National Australia Bank Limited	Sale	-17,022	-52,768.20	Ordinary	17,022
30/11/2015	National Australia Bank Limited	Sale	-9,949	-30,841.90	Ordinary	9,949
1/12/2015	National Australia Bank Limited	Sale	-9,949	-30,941.39	Ordinary	9,949
3/12/2015	National Australia Bank Limited	Sale	-6,669	-20,740.59	Ordinary	6,669
3/12/2015	National Australia Bank Limited	Sale	-8,255	-25,673.05	Ordinary	8,255
4/12/2015	National Australia Bank Limited	Sale	-9,949	-30,841.90	Ordinary	9,949
7/12/2015	National Australia Bank Limited	Sale	-9,949	-30,941.39	Ordinary	9,949
23/12/2015	National Australia Bank Limited	Sale	-1,111	-3,410.77	Ordinary	1,111
23/12/2015	National Australia Bank Limited	Sale	-6,338	-19,457.66	Ordinary	6,338
24/12/2015	National Australia Bank Limited	Sale	-5,768	-17,477.04	Ordinary	5,768
29/12/2015	National Australia Bank Limited	Sale	-4,148	-12,568.44	Ordinary	4,148
29/12/2015	National Australia Bank Limited	Sale	-3,510	-10,635.30	Ordinary	3,510
30/12/2015	National Australia Bank Limited	Sale	-12,801	-38,274.99	Ordinary	12,801
30/12/2015	National Australia Bank Limited	Sale	-6,209	-18,564.91	Ordinary	6,209
31/12/2015	National Australia Bank Limited	Sale	-576	-1,722.24	Ordinary	576
4/01/2016	National Australia Bank Limited	Sale	-13,156	-39,336.44	Ordinary	13,156
4/01/2016	National Australia Bank Limited	Sale	-2,172	-6,494.28	Ordinary	2,172
4/01/2016	National Australia Bank Limited	Sale	-3,668	-10,967.32	Ordinary	3,668
14/01/2016	National Australia Bank Limited	Purchase	6,498	17,414.64	Ordinary	6,498
15/01/2016	National Australia Bank Limited	Purchase	55,558	150,006.60	Ordinary	55,558

20/01/2016	National Australia Bank Limited	Purchase	5,920	15,214.40	Ordinary	5,920
21/01/2016	National Australia Bank Limited	Purchase	429	1,093.95	Ordinary	429
22/01/2016	National Australia Bank Limited	Purchase	1,695	4,373.10	Ordinary	1,695
25/01/2016	National Australia Bank Limited	Purchase	5,788	14,817.28	Ordinary	5,788
27/01/2016	National Australia Bank Limited	Purchase	4,963	12,655.65	Ordinary	4,963
2/02/2016	National Australia Bank Limited	Purchase	200,207	458,474.03	Ordinary	200,207
	<b>Total</b>		<b>229,868</b>	<b>473,918.08</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/08/2015	National Australian Custodian Services	Purchase	2,683	11,590.56	Ordinary	2,683
25/08/2015	National Australian Custodian Services	Purchase	291	1,225.11	Ordinary	291
15/09/2015	National Australian Custodian Services	Sale	-6,981	-36,301.20	Ordinary	6,981
16/09/2015	National Australian Custodian Services	Sale	-12,569	-65,484.49	Ordinary	12,569
17/11/2015	National Australian Custodian Services	Purchase	10,363	35,234.20	Ordinary	10,363
18/11/2015	National Australian Custodian Services	Purchase	39,702	133,001.70	Ordinary	39,702
19/11/2015	National Australian Custodian Services	Purchase	6,573	21,296.52	Ordinary	6,573
20/11/2015	National Australian Custodian Services	Purchase	5,338	17,401.88	Ordinary	5,338
24/11/2015	National Australian Custodian Services	Purchase	13,959	45,227.16	Ordinary	13,959
25/11/2015	National Australian Custodian Services	Purchase	560	1,820.00	Ordinary	560
25/11/2015	National Australian Custodian Services	Sale	-9,078	-29,231.16	Ordinary	9,078
25/11/2015	National Australian Custodian Services	Sale	-227	-735.48	Ordinary	227
26/11/2015	National Australian Custodian Services	Sale	-1,455	-4,670.55	Ordinary	1,455
26/11/2015	National Australian Custodian Services	Sale	-9,782	-31,204.58	Ordinary	9,782
27/11/2015	National Australian Custodian Services	Sale	-8,370	-25,947.00	Ordinary	8,370
30/11/2015	National Australian Custodian Services	Sale	-4,891	-15,162.10	Ordinary	4,891
1/12/2015	National Australian Custodian Services	Sale	-4,891	-15,211.01	Ordinary	4,891
3/12/2015	National Australian Custodian Services	Sale	-7,337	-22,818.07	Ordinary	7,337
4/12/2015	National Australian Custodian Services	Sale	-4,891	-15,162.10	Ordinary	4,891
7/12/2015	National Australian Custodian Services	Sale	-4,891	-15,211.01	Ordinary	4,891
23/12/2015	National Australian Custodian Services	Sale	-3,662	-11,242.34	Ordinary	3,662
24/12/2015	National Australian Custodian Services	Sale	-2,836	-8,593.08	Ordinary	2,836
29/12/2015	National Australian Custodian Services	Sale	-3,765	-11,407.95	Ordinary	3,765
30/12/2015	National Australian Custodian Services	Sale	-9,349	-27,953.51	Ordinary	9,349
31/12/2015	National Australian Custodian Services	Sale	-283	-846.17	Ordinary	283
4/01/2016	National Australian Custodian Services	Sale	-9,342	-27,932.58	Ordinary	9,342
14/01/2016	National Australian Custodian Services	Purchase	3,192	8,554.56	Ordinary	3,192
15/01/2016	National Australian Custodian Services	Purchase	27,316	73,753.20	Ordinary	27,316
20/01/2016	National Australian Custodian Services	Purchase	2,917	7,496.69	Ordinary	2,917
21/01/2016	National Australian Custodian Services	Purchase	212	540.60	Ordinary	212
22/01/2016	National Australian Custodian Services	Purchase	835	2,154.30	Ordinary	835
25/01/2016	National Australian Custodian Services	Purchase	2,852	7,301.12	Ordinary	2,852
27/01/2016	National Australian Custodian Services	Purchase	2,445	6,234.75	Ordinary	2,445
2/02/2016	National Australian Custodian Services	Purchase	98,435	225,416.15	Ordinary	98,435
	<b>Total</b>		<b>113,073</b>	<b>233,134.12</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>366,021</b>	<b>766,706.87</b>		

## ANNEXURE B – ASSOCIATED COMPANIES

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 04/02/2016

<b>Westpac Banking Corporation</b>	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