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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 COVER-MORE GROUP LIMITED (CVO)

ACN/ARSN ACN 166 776 334

#### 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 04/02/2016

The previous notice was given to the company on 17/11/2015

The previous notice was dated 13/11/2015

#### 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	23,822,372	7.50%	27,213,091	8.56%

#### 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
04/02/2016	WBC & its Associates, BT Funds Management Limited, BT Funds Management No.2 Limited, Westpac Financial Services Limited, BT Investment Management (Institutional) Limited, Advance Asset Management 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.	7,163,044, Ordinary	7,163,044
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited	HSBC Custody Nominees (Australia) 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.	122,434, Ordinary	122,434
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	1,413,027, Ordinary	1,413,027
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	11,536,008, Ordinary	11,536,008
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  JP Morgan Chase Bank  National	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager	5,269,702, Ordinary	5,269,702

	Australian Custodian Services  National Australia Bank Limited	Australia and New Zealand Banking Group Limited  JP Morgan Chase Bank  National Australian Custodian Services  National Australia Bank Limited	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.		
Westpac Financial Services Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	1,708,876, Ordinary	1,708,876

#### 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
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
Westpac Financial Services 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
COVER-MORE GROUP LIMITED (CVO)	The Company Secretary, COVER-MORE GROUP LIMITED (CVO) Level 2, 60 Miller Street NORTH SYDNEY NSW 2060  Tel: +61 2 8907 5301

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 08/02/2016

## **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 – 08/02/2016

**TRANSACTION HISTORY**

Sales & Purchases for the period : 14/11/2015 to 04/02/2016

SECURITY: CVO

**Advance Asset Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	42,416	88,225.28	Ordinary	42,416
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	213,676	459,403.40	Ordinary	213,676
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,271	-5,041.62	Ordinary	2,271
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,122	-24,690.84	Ordinary	11,122
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-19,984	-44,364.48	Ordinary	19,984
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	81,914	172,838.54	Ordinary	81,914
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	100,000	217,000.00	Ordinary	100,000
4/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	94,000	205,860.00	Ordinary	94,000
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	541	1,087.41	Ordinary	541
	<b>Total</b>		<b>499,170</b>	<b>1,070,317.69</b>		
	<b>Advance Asset Management Limited Total</b>		<b>499,170</b>	<b>1,070,317.69</b>		

**BT Funds Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/11/2015	BT Portfolio Services Limited	Purchase	9,000	19,845.00	Ordinary	9,000
24/11/2015	BT Portfolio Services Limited	Purchase	10,500	22,959.30	Ordinary	10,500
2/12/2015	BT Portfolio Services Limited	Purchase	3,000	6,747.60	Ordinary	3,000
8/12/2015	BT Portfolio Services Limited	Purchase	6,518	15,018.12	Ordinary	6,518
16/12/2015	BT Portfolio Services Limited	Purchase	3,500	7,506.10	Ordinary	3,500
16/12/2015	BT Portfolio Services Limited	Purchase	3,300	7,051.11	Ordinary	3,300
21/12/2015	BT Portfolio Services Limited	Sale	-8,000	-16,824.00	Ordinary	8,000
13/01/2016	BT Portfolio Services Limited	Sale	-6,518	-13,335.18	Ordinary	6,518
	<b>Total</b>		<b>21,300</b>	<b>48,968.06</b>		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,272	-9,013.92	Ordinary	4,272
	<b>Total</b>		<b>-4,272</b>	<b>-9,013.92</b>		
	<b>BT Funds Management Limited Total :</b>		<b>17,028</b>	<b>39,954.14</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
19/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	40,413	79,613.61	Ordinary	40,413
20/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	26,936	52,525.20	Ordinary	26,936
4/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	24,444	51,576.84	Ordinary	24,444
	<b>Total</b>		<b>91,793</b>	<b>183,715.65</b>		
	<b>BT Funds Management No.2 Limited Total</b>		<b>91,793</b>	<b>183,715.65</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 affected
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	237,681	501,506.91	Ordinary	237,681
5/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	35,000	74,900.00	Ordinary	35,000
6/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	333,652	697,332.68	Ordinary	333,652
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,847	3,712.47	Ordinary	1,847
19/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	264,383	520,834.51	Ordinary	264,383
20/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	143,479	279,784.05	Ordinary	143,479
2/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	117,381	240,631.05	Ordinary	117,381
4/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	133,671	282,045.81	Ordinary	133,671
4/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	89,173	183,696.38	Ordinary	89,173
4/02/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	48,453	102,235.83	Ordinary	48,453
	<b>Total</b>		<b>1,404,720</b>	<b>2,886,679.69</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>1,404,720</b>	<b>2,886,679.69</b>		

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**BT Investment Management (Institutional) Limited**

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/01/2016	Australia and New Zealand Banking Group Limited	Purchase	4,790	9,436.30	Ordinary	4,790
20/01/2016	Australia and New Zealand Banking Group Limited	Purchase	4,413	8,605.35	Ordinary	4,413
4/02/2016	Australia and New Zealand Banking Group Limited	Purchase	2,964	6,254.04	Ordinary	2,964
	<b>Total</b>		<b>12,167</b>	<b>24,295.69</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/12/2015	JP Morgan Chase Bank	Purchase	222,700	469,897.00	Ordinary	222,700
14/01/2016	JP Morgan Chase Bank	Purchase	17,493	35,160.93	Ordinary	17,493
	<b>Total</b>		<b>240,193</b>	<b>505,057.93</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/01/2016	National Australia Bank Limited	Purchase	128,019	252,197.43	Ordinary	128,019

20/01/2016	National Australia Bank Limited	Purchase	50,389	98,258.55	Ordinary	50,389
4/02/2016	National Australia Bank Limited	Purchase	47,369	99,948.59	Ordinary	47,369
4/02/2016	National Australia Bank Limited	Purchase	189,509	399,863.99	Ordinary	189,509
4/02/2016	National Australia Bank Limited	Purchase	348,773	718,472.38	Ordinary	348,773
	<b>Total</b>		<b>764,059</b>	<b>1,568,740.94</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>
19/01/2016	National Australian Custodian Services	Purchase	62,395	122,918.15	Ordinary	62,395
20/01/2016	National Australian Custodian Services	Purchase	24,783	48,326.85	Ordinary	24,783
4/02/2016	National Australian Custodian Services	Purchase	23,289	49,139.79	Ordinary	23,289
	<b>Total</b>		<b>110,467</b>	<b>220,384.79</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>1,126,886</b>	<b>2,318,479.35</b>		

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**Westpac Financial Services Limited**

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<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>
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	101,710	218,676.50	Ordinary	101,710
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	127,194	272,195.16	Ordinary	127,194
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	13,070	26,270.70	Ordinary	13,070
18/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,148	18,204.52	Ordinary	9,148
	<b>Total</b>		<b>251,122</b>	<b>535,346.88</b>		
	<b>Westpac Financial Services Limited Total :</b>		<b>251,122</b>	<b>535,346.88</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 – 08/02/2016

<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