

05 May 2016

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 30.0%. For further information see the prospectus dated 22 June 2015 which was lodged with ASIC and ASX on that date.

The 40.59% 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)
<b>Interest other than BTT share plan</b>		
WBC Group proprietary holding	90,814,493	29.6%
WBC Group fiduciary holdings	1,179,901	0.4%
<b>WBC total voting power absent BTT share plan</b>	<b>91,994,394</b>	<b>30.0%</b>
<b>BTT share plan related interest</b>		
Unallocated	17,321,470	5.7%
Allocated but unvested	8,078,227	2.6%
Allocated but vested	7,144,894	2.3%
<b>Voting power attributable to BTT share plan</b>	<b>32,544,591</b>	<b>10.6%</b>

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 02/05/2016

The previous notice was given to the company on 06/11/2015

The previous notice was dated 04/11/2015

#### 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	Person's votes	Voting Power (5)
ORDINARY SHARES	124,278,941	41.64%	124,538,985	40.59%

#### 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
02/05/2016	WBC & its Associates, Asgard Capital Management Limited, Advance Asset Management Limited, Westpac RE Limited, BT Funds Management Limited, BT Investment Management Limited Group Employee Equity Plan Trust, Westpac Financial Services Group Limited, Westpac Financial Services 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.	40,354
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.	308,525
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.	592,473
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.	236,765
Westpac Financial Services Limited	BT Portfolio Services Limited	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	1,784
BT Investment Management (BTIM) Group Employee Equity Plans	Pacific Custodians Pty Limited and Equiniti Trust (Jersey) Limited	<b>Unallocated shares:</b> <ul style="list-style-type: none"> <li>• Pacific Custodians Pty Limited is the trustee of the BTIM Employee Equity Plan Trust</li> <li>• Equiniti Trust (Jersey) Limited is the trustee of the BYIM Employee Benefit Trust (<b>Trustees</b>)</li> <li>• Shares have been acquired by the Trustees for future allocation to various BTIM Group employees under the rules of the employee equity plans.</li> </ul>	17,321,470
	Various employees of the BTIM Group, with no employee having a shareholding	<b>Unvested shares:</b> <ul style="list-style-type: none"> <li>• Shares have been allocated to various BTIM Group employees but are unvested</li> <li>• Shares remain subject to certain conditions under the rules of the BTIM employee equity plans</li> </ul>	8,078,227

	of 5% or more	<ul style="list-style-type: none"> <li>• BTIM Group employees become the registered holders of the shares upon allocation</li> <li>• BTIM Group employees are entitled to exercise any voting rights in relation to the shares</li> <li>• BTIM Group employees are entitled to receive dividends in relation to the shares</li> </ul>	
	Various employees of the BTIM Group, with no employee having a shareholding of 5% or more	<b>Vested shares, subject to a holding lock:</b> <ul style="list-style-type: none"> <li>• Shares have been allocated to various employees of BTIM and have vested</li> <li>• Shares are subject to a holding lock applied under the rules of the BTIM Employee Equity Plan</li> <li>• Employees are the registered holder of these shares</li> <li>• Employees are entitled to exercise any voting rights in relation to the shares</li> <li>• Employees are entitled to receive dividends in relation to the shares</li> </ul>	7,144,894

#### 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
Westpac Financial Services 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 05/05/2016

### **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 6 of 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 – 05/05/2016

### TRANSACTION HISTORY

Sales & Purchases for the period : 05/11/2015 to 02/05/2016

SECURITY: BTT

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#### Advance Asset Management Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-37,542	-451,254.84	Ordinary	-37,542
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,079	-26,528.04	Ordinary	-2,079
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,748	-137,144.48	Ordinary	-10,748
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,480	-31,644.80	Ordinary	-2,480
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,109	-14,150.84	Ordinary	-1,109
16/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,000	-12,560.00	Ordinary	-1,000
16/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-39,000	-489,840.00	Ordinary	-39,000
12/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,494	-16,553.52	Ordinary	-1,494
19/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	1,294	13,470.54	Ordinary	1,294
4/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22,787	-218,983.07	Ordinary	-22,787
4/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-65,000	-624,000.00	Ordinary	-65,000
6/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	30,000	280,500.00	Ordinary	30,000
15/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-200	-2,014.00	Ordinary	-200
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,625	-154,531.25	Ordinary	-15,625
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,251	-42,042.39	Ordinary	-4,251
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-44,887	-443,932.43	Ordinary	-44,887
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-55,288	-546,798.32	Ordinary	-55,288
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,290	-141,328.10	Ordinary	-14,290
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,777	-126,364.53	Ordinary	-12,777
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-51,949	-513,775.61	Ordinary	-51,949
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-43,109	-426,348.01	Ordinary	-43,109
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,843	-77,567.27	Ordinary	-7,843
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,881	-285,633.09	Ordinary	-28,881
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,000	-118,680.00	Ordinary	-12,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-13,500	-133,515.00	Ordinary	-13,500
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-16,000	-158,240.00	Ordinary	-16,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-20,700	-204,723.00	Ordinary	-20,700
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,000	-276,920.00	Ordinary	-28,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,000	-227,470.00	Ordinary	-23,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,000	-148,350.00	Ordinary	-15,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,000	-227,470.00	Ordinary	-23,000

29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	-39,560.00	Ordinary	-4,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-27,800	-274,942.00	Ordinary	-27,800
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-18,000	-178,020.00	Ordinary	-18,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22,000	-217,580.00	Ordinary	-22,000
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,000	-118,680.00	Ordinary	-12,000
	<b>Total</b>		<b>-666,045</b>	<b>-6,813,174.05</b>		
	<b>Advance Asset Management Limited Total :</b>		<b>-666,045</b>	<b>-6,813,174.05</b>		

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**Asgard Capital Management Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/12/2015	Asgard Capital Management Limited	Sale	-191	-2,439.07	Ordinary	-191
17/12/2015	Asgard Capital Management Limited	Purchase	1586	20,316.66	Ordinary	1586
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17
7/01/2016	Asgard Capital Management Limited	Sale	-1109	-12,720.23	Ordinary	-1109
10/02/2016	Asgard Capital Management Limited	Sale	-1126	-9,863.76	Ordinary	-1126
11/02/2016	Asgard Capital Management Limited	Purchase	564	4,980.12	Ordinary	564
12/02/2016	Asgard Capital Management Limited	Sale	-1109	-9,027.26	Ordinary	-1109
2/03/2016	Asgard Capital Management Limited	Sale	-1126	-10,460.54	Ordinary	-1126
1/04/2016	Asgard Capital Management Limited	Purchase	1031	9,866.67	Ordinary	1031
2/05/2016	Asgard Capital Management Limited	Sale	-1586	-15,558.66	Ordinary	-1586
	<b>Total</b>		<b>-2,981</b>	<b>-23,822.32</b>		
	<b>Asgard Capital Management Limited Total :</b>		<b>-2,981</b>	<b>-23,822.32</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
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
18/12/2015	Asgard Capital Management Limited	Purchase	9	0.00	Ordinary	9
18/12/2015	Asgard Capital Management Limited	Purchase	17	0.00	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17

22/12/2015	Asgard Capital Management Limited	Sale	-9	0.00	Ordinary	-9
22/12/2015	Asgard Capital Management Limited	Purchase	9	114.75	Ordinary	9
22/12/2015	Asgard Capital Management Limited	Sale	-17	0.00	Ordinary	-17
22/12/2015	Asgard Capital Management Limited	Purchase	17	216.75	Ordinary	17
22/12/2015	Asgard Capital Management Limited	Sale	-318	-4,009.98	Ordinary	-318
22/12/2015	Asgard Capital Management Limited	Sale	-350	-4,420.50	Ordinary	-350
6/01/2016	Asgard Capital Management Limited	Sale	-86	-995.02	Ordinary	-86
14/01/2016	Asgard Capital Management Limited	Sale	-1,789	-19,267.53	Ordinary	-1,789
9/02/2016	Asgard Capital Management Limited	Sale	-1,328	-12,137.92	Ordinary	-1,328
9/02/2016	Asgard Capital Management Limited	Sale	-614	-5,611.96	Ordinary	-614
11/02/2016	Asgard Capital Management Limited	Purchase	1,131	9,975.42	Ordinary	1,131
16/02/2016	Asgard Capital Management Limited	Purchase	1,000	8,950.00	Ordinary	1,000
1/03/2016	Asgard Capital Management Limited	Sale	-1,109	-10,136.26	Ordinary	-1,109
10/03/2016	Asgard Capital Management Limited	Sale	-978	-9,036.72	Ordinary	-978
10/03/2016	Asgard Capital Management Limited	Purchase	978	9,036.72	Ordinary	978
15/03/2016	Asgard Capital Management Limited	Purchase	1,109	10,413.51	Ordinary	1,109
15/03/2016	Asgard Capital Management Limited	Sale	-1,109	-10,413.51	Ordinary	-1,109
23/03/2016	Asgard Capital Management Limited	Sale	-200	-2,002.00	Ordinary	-200
29/03/2016	Asgard Capital Management Limited	Sale	-1,109	-10,801.66	Ordinary	-1,109
1/04/2016	Asgard Capital Management Limited	Sale	-1,126	-10,742.04	Ordinary	-1,126
13/04/2016	Asgard Capital Management Limited	Sale	-822	-7,965.18	Ordinary	-822
19/04/2016	Asgard Capital Management Limited	Sale	-1,291	-12,755.08	Ordinary	-1,291
27/04/2016	Asgard Capital Management Limited	Sale	-600	-5,946.00	Ordinary	-600
2/05/2016	Asgard Capital Management Limited	Purchase	1,586	15,558.66	Ordinary	1,586
	<b>Total</b>		<b>-6,982</b>	<b>-71,758.80</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>
5/11/2015	BT Portfolio Services Limited	Sale	-2910	-34912.725	Ordinary	-2910
5/11/2015	BT Portfolio Services Limited	Sale	-2920	-35032.992	Ordinary	-2920
6/11/2015	BT Portfolio Services Limited	Sale	-1109	-13474.35	Ordinary	-1109
6/11/2015	BT Portfolio Services Limited	Purchase	500	6110	Ordinary	500
6/11/2015	BT Portfolio Services Limited	Sale	-600	-7332	Ordinary	-600
9/11/2015	BT Portfolio Services Limited	Sale	-1900	-22939.08	Ordinary	-1900
10/11/2015	BT Portfolio Services Limited	Purchase	840	10047.156	Ordinary	840
12/11/2015	BT Portfolio Services Limited	Sale	-1109	-13181.2413	Ordinary	-1109
12/11/2015	BT Portfolio Services Limited	Sale	-1109	-13181.2413	Ordinary	-1109
13/11/2015	BT Portfolio Services Limited	Sale	-600	-7134.66	Ordinary	-600
13/11/2015	BT Portfolio Services Limited	Sale	-1109	-13251.8846	Ordinary	-1109
13/11/2015	BT Portfolio Services Limited	Sale	-1109	-13264.4163	Ordinary	-1109
13/11/2015	BT Portfolio Services Limited	Sale	-1109	-13452.17	Ordinary	-1109
16/11/2015	BT Portfolio Services Limited	Sale	-1709	-20267.3728	Ordinary	-1709
17/11/2015	BT Portfolio Services Limited	Sale	-609	-7253.9817	Ordinary	-609
17/11/2015	BT Portfolio Services Limited	Purchase	820	10111.174	Ordinary	820
18/11/2015	BT Portfolio Services Limited	Sale	-1109	-13571.0548	Ordinary	-1109
19/11/2015	BT Portfolio Services Limited	Purchase	3500	44316.3	Ordinary	3500
25/11/2015	BT Portfolio Services Limited	Sale	-1109	-14361.55	Ordinary	-1109
25/11/2015	BT Portfolio Services Limited	Purchase	3100	40145	Ordinary	3100
25/11/2015	BT Portfolio Services Limited	Purchase	1109	14361.55	Ordinary	1109
25/11/2015	BT Portfolio Services Limited	Sale	-3100	-40145	Ordinary	-3100
26/11/2015	BT Portfolio Services Limited	Purchase	1109	141691.9395	Ordinary	1109



26/11/2015	BT Portfolio Services Limited	Sale	-1109	-141691.9395	Ordinary	-1109
26/11/2015	BT Portfolio Services Limited	Sale	-1109	-141691.9395	Ordinary	-1109
26/11/2015	BT Portfolio Services Limited	Purchase	1109	141691.9395	Ordinary	1109
26/11/2015	BT Portfolio Services Limited	Sale	-1109	-14161.93	Ordinary	-1109
26/11/2015	BT Portfolio Services Limited	Purchase	1109	14161.93	Ordinary	1109
30/11/2015	BT Portfolio Services Limited	Sale	-600	-7680	Ordinary	-600
30/11/2015	BT Portfolio Services Limited	Purchase	600	7680	Ordinary	600
30/11/2015	BT Portfolio Services Limited	Purchase	1109	14195.2	Ordinary	1109
30/11/2015	BT Portfolio Services Limited	Sale	-889	-11379.2	Ordinary	-889
30/11/2015	BT Portfolio Services Limited	Sale	-1109	-14195.2	Ordinary	-1109
30/11/2015	BT Portfolio Services Limited	Purchase	889	11379.2	Ordinary	889
1/12/2015	BT Portfolio Services Limited	Sale	-1200	-15529.92	Ordinary	-1200
2/12/2015	BT Portfolio Services Limited	Sale	-1109	-14583.35	Ordinary	-1109
2/12/2015	BT Portfolio Services Limited	Purchase	1109	14583.35	Ordinary	1109
3/12/2015	BT Portfolio Services Limited	Purchase	488	6261.9672	Ordinary	488
7/12/2015	BT Portfolio Services Limited	Purchase	60	805.242	Ordinary	60
9/12/2015	BT Portfolio Services Limited	Purchase	200	2542	Ordinary	200
9/12/2015	BT Portfolio Services Limited	Purchase	315	4009.95	Ordinary	315
10/12/2015	BT Portfolio Services Limited	Sale	-1109	-14036.8348	Ordinary	-1109
15/12/2015	BT Portfolio Services Limited	Sale	-325	-4013.49	Ordinary	-325
15/12/2015	BT Portfolio Services Limited	Sale	-1109	-13750.2692	Ordinary	-1109
16/12/2015	BT Portfolio Services Limited	Sale	-1000	-12459	Ordinary	-1000
17/12/2015	BT Portfolio Services Limited	Sale	-600	-7566	Ordinary	-600
17/12/2015	BT Portfolio Services Limited	Purchase	600	7566	Ordinary	600
18/12/2015	BT Portfolio Services Limited	Sale	-1109	-14070.1048	Ordinary	-1109
18/12/2015	BT Portfolio Services Limited	Sale	-1100	-13827	Ordinary	-1100
18/12/2015	BT Portfolio Services Limited	Purchase	1100	13827	Ordinary	1100
18/12/2015	BT Portfolio Services Limited	Purchase	1109	13940.13	Ordinary	1109
21/12/2015	BT Portfolio Services Limited	Sale	-889	-11121.39	Ordinary	-889
22/12/2015	BT Portfolio Services Limited	Sale	-889	-11034.1791	Ordinary	-889
4/01/2016	BT Portfolio Services Limited	Sale	-781	-10015.1535	Ordinary	-781
5/01/2016	BT Portfolio Services Limited	Sale	-3500	-41009.15	Ordinary	-3500
7/01/2016	BT Portfolio Services Limited	Sale	-1354	-15070.02	Ordinary	-1354
7/01/2016	BT Portfolio Services Limited	Purchase	1354	15070.02	Ordinary	1354
8/01/2016	BT Portfolio Services Limited	Sale	-512	-5585.408	Ordinary	-512
8/01/2016	BT Portfolio Services Limited	Sale	-800	-8904	Ordinary	-800
8/01/2016	BT Portfolio Services Limited	Sale	-624	-6945.12	Ordinary	-624
8/01/2016	BT Portfolio Services Limited	Purchase	1424	15849.12	Ordinary	1424
8/01/2016	BT Portfolio Services Limited	Purchase	450	5080.5	Ordinary	450
12/01/2016	BT Portfolio Services Limited	Purchase	1342	15120.4482	Ordinary	1342
13/01/2016	BT Portfolio Services Limited	Purchase	2000	22676.4	Ordinary	2000
13/01/2016	BT Portfolio Services Limited	Purchase	1574	17991.4496	Ordinary	1574
13/01/2016	BT Portfolio Services Limited	Purchase	875	10022.775	Ordinary	875
15/01/2016	BT Portfolio Services Limited	Sale	-600	-6420.12	Ordinary	-600
15/01/2016	BT Portfolio Services Limited	Sale	-600	-6419.64	Ordinary	-600
19/01/2016	BT Portfolio Services Limited	Purchase	1102	11582.02	Ordinary	1102
20/01/2016	BT Portfolio Services Limited	Sale	-1109	-11552.6748	Ordinary	-1109
21/01/2016	BT Portfolio Services Limited	Sale	-1109	-11522.51	Ordinary	-1109
21/01/2016	BT Portfolio Services Limited	Sale	-1900	-19444.22	Ordinary	-1900
25/01/2016	BT Portfolio Services Limited	Purchase	917	10004.1032	Ordinary	917
25/01/2016	BT Portfolio Services Limited	Purchase	1350	14781.285	Ordinary	1350

28/01/2016	BT Portfolio Services Limited	Purchase	1391	14629.9816	Ordinary	1391
28/01/2016	BT Portfolio Services Limited	Sale	-1109	-11766.49	Ordinary	-1109
28/01/2016	BT Portfolio Services Limited	Purchase	1109	11766.49	Ordinary	1109
28/01/2016	BT Portfolio Services Limited	Sale	-1109	-11641.3948	Ordinary	-1109
29/01/2016	BT Portfolio Services Limited	Sale	1102	11596.5664	Ordinary	1102
29/01/2016	BT Portfolio Services Limited	Sale	-1102	-11596.5664	Ordinary	-1102
1/02/2016	BT Portfolio Services Limited	Purchase	909	10008.09	Ordinary	909
1/02/2016	BT Portfolio Services Limited	Sale	-270	-2928.258	Ordinary	-270
3/02/2016	BT Portfolio Services Limited	Purchase	2500	25065.5	Ordinary	2500
4/02/2016	BT Portfolio Services Limited	Sale	-2000	-19343.6	Ordinary	-2000
4/02/2016	BT Portfolio Services Limited	Purchase	1000	9956.3	Ordinary	1000
10/02/2016	BT Portfolio Services Limited	Sale	-1109	-9650.8507	Ordinary	-1109
11/02/2016	BT Portfolio Services Limited	Purchase	1250	11189	Ordinary	1250
12/02/2016	BT Portfolio Services Limited	Purchase	1000	8216.3	Ordinary	1000
15/02/2016	BT Portfolio Services Limited	Purchase	10729	95458.0588	Ordinary	10729
16/02/2016	BT Portfolio Services Limited	Purchase	700	6433.49	Ordinary	700
18/02/2016	BT Portfolio Services Limited	Purchase	902	8361.8106	Ordinary	902
18/02/2016	BT Portfolio Services Limited	Purchase	683	6395.0656	Ordinary	683
18/02/2016	BT Portfolio Services Limited	Purchase	1287	12005.3934	Ordinary	1287
18/02/2016	BT Portfolio Services Limited	Purchase	1061	9988.0418	Ordinary	1061
18/02/2016	BT Portfolio Services Limited	Purchase	900	8370.36	Ordinary	900
18/02/2016	BT Portfolio Services Limited	Sale	-1234	-11300.355	Ordinary	-1234
19/02/2016	BT Portfolio Services Limited	Sale	-600	-5525.64	Ordinary	-600
19/02/2016	BT Portfolio Services Limited	Purchase	1270	11669.522	Ordinary	1270
19/02/2016	BT Portfolio Services Limited	Sale	-1118	-10335.351	Ordinary	-1118
22/02/2016	BT Portfolio Services Limited	Sale	-2915	-26876.3	Ordinary	-2915
22/02/2016	BT Portfolio Services Limited	Purchase	2915	26876.3	Ordinary	2915
23/02/2016	BT Portfolio Services Limited	Sale	-600	-5573.64	Ordinary	-600
24/02/2016	BT Portfolio Services Limited	Purchase	485	4474.9495	Ordinary	485
29/02/2016	BT Portfolio Services Limited	Purchase	15000	135736.5	Ordinary	15000
1/03/2016	BT Portfolio Services Limited	Sale	-1109	-10058.63	Ordinary	-1109
2/03/2016	BT Portfolio Services Limited	Purchase	500	4626.35	Ordinary	500
4/03/2016	BT Portfolio Services Limited	Purchase	75	732.3375	Ordinary	75
4/03/2016	BT Portfolio Services Limited	Purchase	3200	29925.76	Ordinary	3200
7/03/2016	BT Portfolio Services Limited	Sale	-1287	-12265.11	Ordinary	-1287
7/03/2016	BT Portfolio Services Limited	Purchase	2204	21004.12	Ordinary	2204
7/03/2016	BT Portfolio Services Limited	Sale	-917	-8739.01	Ordinary	-917
9/03/2016	BT Portfolio Services Limited	Purchase	1100	10334.5	Ordinary	1100
11/03/2016	BT Portfolio Services Limited	Purchase	378	3483.6858	Ordinary	378
11/03/2016	BT Portfolio Services Limited	Purchase	382	3495.3382	Ordinary	382
15/03/2016	BT Portfolio Services Limited	Purchase	1500	14166.3	Ordinary	1500
15/03/2016	BT Portfolio Services Limited	Purchase	700	6573	Ordinary	700
16/03/2016	BT Portfolio Services Limited	Purchase	240	2264.544	Ordinary	240
16/03/2016	BT Portfolio Services Limited	Purchase	789	7507.1772	Ordinary	789
16/03/2016	BT Portfolio Services Limited	Purchase	1189	11152.82	Ordinary	1189
21/03/2016	BT Portfolio Services Limited	Sale	-600	-5873.64	Ordinary	-600
21/03/2016	BT Portfolio Services Limited	Sale	-909	-8917.29	Ordinary	-909
21/03/2016	BT Portfolio Services Limited	Sale	-2909	-28431.6933	Ordinary	-2909
21/03/2016	BT Portfolio Services Limited	Sale	-1350	-13311	Ordinary	-1350
21/03/2016	BT Portfolio Services Limited	Purchase	1350	13311	Ordinary	1350
22/03/2016	BT Portfolio Services Limited	Sale	-1184	-11674.24	Ordinary	-1184

22/03/2016	BT Portfolio Services Limited	Purchase	1184	11674.24	Ordinary	1184
22/03/2016	BT Portfolio Services Limited	Sale	-1109	-11123.27	Ordinary	-1109
22/03/2016	BT Portfolio Services Limited	Purchase	1109	11123.27	Ordinary	1109
29/03/2016	BT Portfolio Services Limited	Purchase	1109	10790.57	Ordinary	1109
30/03/2016	BT Portfolio Services Limited	Purchase	2000	19148.4	Ordinary	2000
31/03/2016	BT Portfolio Services Limited	Purchase	536	5251.5136	Ordinary	536
31/03/2016	BT Portfolio Services Limited	Sale	-10729	-102510.2305	Ordinary	-10729
1/04/2016	BT Portfolio Services Limited	Purchase	415	3996.45	Ordinary	415
4/04/2016	BT Portfolio Services Limited	Sale	-1500	-14291.55	Ordinary	-1500
6/04/2016	BT Portfolio Services Limited	Sale	-677	-6215.6047	Ordinary	-677
6/04/2016	BT Portfolio Services Limited	Sale	-1109	-10324.79	Ordinary	-1109
6/04/2016	BT Portfolio Services Limited	Sale	-911	-8481.41	Ordinary	-911
8/04/2016	BT Portfolio Services Limited	Sale	-1109	-10346.97	Ordinary	-1109
8/04/2016	BT Portfolio Services Limited	Purchase	1109	10346.97	Ordinary	1109
11/04/2016	BT Portfolio Services Limited	Sale	-2050	-19312.64	Ordinary	-2050
11/04/2016	BT Portfolio Services Limited	Purchase	300	2823.72	Ordinary	300
18/04/2016	BT Portfolio Services Limited	Sale	-2494	-24970.1774	Ordinary	-2494
18/04/2016	BT Portfolio Services Limited	Sale	-1501	-14987.7852	Ordinary	-1501
19/04/2016	BT Portfolio Services Limited	Sale	-600	-6011.64	Ordinary	-600
19/04/2016	BT Portfolio Services Limited	Purchase	300	2984.46	Ordinary	300
20/04/2016	BT Portfolio Services Limited	Purchase	701	6941.302	Ordinary	701
20/04/2016	BT Portfolio Services Limited	Sale	-600	-5922	Ordinary	-600
20/04/2016	BT Portfolio Services Limited	Purchase	600	5922	Ordinary	600
21/04/2016	BT Portfolio Services Limited	Sale	-1109	-11164.5248	Ordinary	-1109
21/04/2016	BT Portfolio Services Limited	Sale	-1109	-11164.5248	Ordinary	-1109
21/04/2016	BT Portfolio Services Limited	Purchase	1109	11178.72	Ordinary	1109
22/04/2016	BT Portfolio Services Limited	Sale	-60	-564.858	Ordinary	-60
27/04/2016	BT Portfolio Services Limited	Sale	-3200	-31514.56	Ordinary	-3200
28/04/2016	BT Portfolio Services Limited	Purchase	400	4032	Ordinary	400
29/04/2016	BT Portfolio Services Limited	Sale	-456	-4487.1768	Ordinary	-456
	<b>Total</b>		<b>-2,392</b>	<b>-87,044.84</b>		
	<b>BT Funds Management Limited Total :</b>		<b>-9,374</b>	<b>-158,803.64</b>		

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#### Westpac RE Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6460	81,266.80	Ordinary	6460
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6756	86,409.24	Ordinary	6756
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5399	69,647.10	Ordinary	5399
19/01/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	15534	161,708.94	Ordinary	15534
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-71658	-708,697.62	Ordinary	-71658
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14003	-138,489.67	Ordinary	-14003
	<b>Total</b>		<b>-51,512</b>	<b>-448,155.21</b>		
	<b>Westpac RE Limited Total :</b>		<b>-51,512</b>	<b>-448,155.21</b>		

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**Westpac Financial Services Limited**

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/04/2016	BT Portfolio Services Limited	Purchase	1,784	180,184.40	Ordinary	1,784
	<b>Total</b>		<b>1,784</b>	<b>180,184.40</b>		
	<b>Westpac Financial Services Limited Total :</b>		<b>1,784</b>	<b>180,184.70</b>		

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**BT Investment Management Limited Employee Equity Plan Trust (JO Hambro)**

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	Equiniti Trust (Jersey) Limited	Transfer	412,097	0.00	Ordinary	412,097
3/12/2015	Equiniti Trust (Jersey) Limited	Transfer	1,942,773	0.00	Ordinary	1,942,773
3/12/2015	Equiniti Trust (Jersey) Limited	Transfer	215,736	0.00	Ordinary	215,736
3/12/2015	Equiniti Trust (Jersey) Limited	Transfer	834,952	0.00	Ordinary	834,952
	<b>Total</b>		<b>3,405,558</b>	<b>0.00</b>		
	<b>BT Investment Management Limited Employee Equity Plan Trust (JO Hambro) Total:</b>		<b>3,405,558</b>	<b>0.00</b>		

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**BT Investment Management Limited Employee Equity Plan Trust (Pacific Custodian Proprietary)**

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	Pacific Custodian Proprietary Limited	Transfer	-2,196,812	0.00	Ordinary	-2,196,812
10/12/2015	Pacific Custodian Proprietary Limited	Transfer	-321,442	0.00	Ordinary	-321,442
24/12/2015	Pacific Custodian Proprietary Limited	Transfer	-764	0.00	Ordinary	-764
18/01/2016	Pacific Custodian Proprietary Limited	Transfer	-279,523	0.00	Ordinary	-279,523
18/01/2016	Pacific Custodian Proprietary Limited	Transfer	321,442	0.00	Ordinary	321,442
10/03/2016	Pacific Custodian Proprietary Limited	Transfer	20,682	0.00	Ordinary	20,682
	<b>Total</b>		<b>-2,456,417</b>	<b>0.00</b>		
	<b>BT Investment Management Limited Employee Equity Plan Trust (Pacific Custodian Proprietary) Total:</b>		<b>-2,456,417</b>	<b>0.00</b>		

## 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 – 05/05/2016

<b>Westpac Banking Corporation</b>	Australia	Series 2011-2 WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2011-3 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2012-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2013-1 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2013-2 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2014-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2014-2 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2015-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	SIE-Lease (Australia) Pty Limited	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	SIE-Lease (New Zealand) Pty Limited	New Zealand
Ascalon Capital Managers Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Business Finance Pty Limited	Australia
Asgard Capital Management Limited	Australia	St.George Custodial Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Finance Holdings Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Life Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Financial Group Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management (NZ) Limited	New Zealand	The Mortgage Company Pty Limited	Australia
BT Funds Management Limited	Australia	Value Nominees Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	W2 Investments Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Portfolio Services Limited	Australia	Waratah Securities Australia Limited	Australia
BT Private Nominees Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Securities Limited	Australia	Westpac Administration Pty Limited	Australia
BT Short Term Income Fund	Australia	Westpac Administration 2 Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Administration 3 Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance Australia Limited	Australia	Westpac Americas Inc.	USA
Capital Finance New Zealand Limited	Australia	Westpac Asian Lending Pty Limited	Australia Papua New Guinea
Capital Fleetlease Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Motor Finance Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Capital Markets Holding Corp.	USA
Castlereagh Trust	Australia	Westpac Capital Markets LLC	USA
CBA Limited	Australia	Westpac Capital Trust IV	USA

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

Mortgage Management Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Properties Limited	Australia
Oniston Pty Limited	Australia	Westpac RE Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securities Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Planwise AU Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Singapore Limited	Singapore
Reinventure Fund ILP	Australia	Westpac Structured Products Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Sallmoor Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Securitor Financial Group Limited	Australia	Westpac Term PIE Fund	New Zealand
Seed Pool Trust No. 2	Australia	Westpac TPS Trust	Australia
Series 2008-1M WST Trust	Australia	Westpac Unit Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac USA Inc.	USA
Series 2011-1 WST Trust	Australia		

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (30.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia