
Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme THE REJECT SHOP LIMITED (TRS)

ACN/ARSN ACN 006 122 676

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 1/06/2016

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	1,466,593	1,466,593	
Total	1,466,593	1,466,593	5.08%

3. Details of relevant interests

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

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	5,626	Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment,	2,027	Ordinary

	Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.		
BT Funds Management Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	27,846	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	146,203	Ordinary
BT Investment Management (Fund Services) Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	775,912	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	442,202	Ordinary
Westpac RE 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.	66,777	Ordinary

4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	2,027 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,626 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited	See Annexure 'A'	27,846 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	66,777 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	146,203 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank Limited	See Annexure 'A'	442,202 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	775,912 Ordinary

5. Consideration

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

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

6. Associates

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

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

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
THE REJECT SHOP LIMITED (TRS)	The Company Secretary, THE REJECT SHOP LIMITED (TRS) 245 Racecourse Road KENSINGTON VIC 3031 Tel: +61 3 9371 5555

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 3/6/2016

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 7 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 3/06/2016

Sales & Purchases for the period : 1/02/2016 to 1/06/2016

SECURITY: TRS

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
11/05/2016	HSBC Custody Nominees (Australia) Limited.	-100	-1,275.00	Ordinary
12/05/2016	HSBC Custody Nominees (Australia) Limited.	-2,019	-26,024.91	Ordinary
12/05/2016	HSBC Custody Nominees (Australia) Limited.	-127	-1,637.03	Ordinary
12/05/2016	HSBC Custody Nominees (Australia) Limited.	-224	-2,887.36	Ordinary
12/05/2016	HSBC Custody Nominees (Australia) Limited.	-330	-4,253.70	Ordinary
13/05/2016	HSBC Custody Nominees (Australia) Limited.	-200	-2,546.00	Ordinary
25/05/2016	HSBC Custody Nominees (Australia) Limited.	-136	-1,634.72	Ordinary
26/05/2016	HSBC Custody Nominees (Australia) Limited.	-164	-1,969.64	Ordinary
	Total	-3,300	-42,228.36	Ordinary
	Advance Asset Management Limited Total :	-3,300	-42,228.36	

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
19/02/2016	Asgard Capital Management Limited	-100	-1,362.00	Ordinary
22/02/2016	Asgard Capital Management Limited	-100	-1,372.00	Ordinary
15/04/2016	Asgard Capital Management Limited	-543	-6,993.84	Ordinary
	Total	-743	-9,727.84	Ordinary
	Asgard Capital Management Limited Total :	-743	-9,727.84	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
22/02/2016	BT Portfolio Services Limited	360	4,925.12	Ordinary
3/03/2016	BT Portfolio Services Limited	-750	-10,522.58	Ordinary
4/04/2016	BT Portfolio Services Limited	-2,000	-27,383.60	Ordinary
11/04/2016	BT Portfolio Services Limited	3,750	49,775.25	Ordinary
14/04/2016	BT Portfolio Services Limited	-3,750	-48,517.13	Ordinary
	Total	-2,390	-31,722.93	Ordinary
	BT Funds Management Limited Total :	1,621	17,131.05	

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
18/03/2016	HSBC Custody Nominees (Australia) Limited.	8,577	113,731.02	Ordinary
21/03/2016	HSBC Custody Nominees (Australia) Limited.	6,298	84,960.02	Ordinary

22/03/2016	HSBC Custody Nominees (Australia) Limited.	4,015	54,282.80	Ordinary
23/03/2016	HSBC Custody Nominees (Australia) Limited.	2,311	31,175.39	Ordinary
24/03/2016	HSBC Custody Nominees (Australia) Limited.	1,958	26,472.16	Ordinary
29/03/2016	HSBC Custody Nominees (Australia) Limited.	19,929	269,440.08	Ordinary
30/03/2016	HSBC Custody Nominees (Australia) Limited.	18,147	245,347.44	Ordinary
31/03/2016	HSBC Custody Nominees (Australia) Limited.	149	2,001.07	Ordinary
1/04/2016	HSBC Custody Nominees (Australia) Limited.	1,001	13,513.50	Ordinary
5/04/2016	HSBC Custody Nominees (Australia) Limited.	1,830	24,686.70	Ordinary
6/04/2016	HSBC Custody Nominees (Australia) Limited.	10,297	139,215.44	Ordinary
7/04/2016	HSBC Custody Nominees (Australia) Limited.	3,643	49,253.36	Ordinary
8/04/2016	HSBC Custody Nominees (Australia) Limited.	11,212	151,698.36	Ordinary
12/04/2016	HSBC Custody Nominees (Australia) Limited.	5,133	66,267.03	Ordinary
13/04/2016	HSBC Custody Nominees (Australia) Limited.	2,739	35,579.61	Ordinary
13/04/2016	HSBC Custody Nominees (Australia) Limited.	1,077	13,979.46	Ordinary
14/04/2016	HSBC Custody Nominees (Australia) Limited.	4,295	55,706.15	Ordinary
14/04/2016	HSBC Custody Nominees (Australia) Limited.	3,663	47,509.11	Ordinary
15/04/2016	HSBC Custody Nominees (Australia) Limited.	3,264	42,138.24	Ordinary
15/04/2016	HSBC Custody Nominees (Australia) Limited.	5,220	67,599.00	Ordinary
18/04/2016	HSBC Custody Nominees (Australia) Limited.	1,673	21,380.94	Ordinary
20/04/2016	HSBC Custody Nominees (Australia) Limited.	1,560	19,032.00	Ordinary
21/04/2016	HSBC Custody Nominees (Australia) Limited.	2,758	34,254.36	Ordinary
22/04/2016	HSBC Custody Nominees (Australia) Limited.	2,881	35,205.82	Ordinary
26/04/2016	HSBC Custody Nominees (Australia) Limited.	3,634	43,862.38	Ordinary
27/04/2016	HSBC Custody Nominees (Australia) Limited.	3,208	39,137.60	Ordinary
28/04/2016	HSBC Custody Nominees (Australia) Limited.	1,353	16,804.26	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	817	10,130.80	Ordinary
2/05/2016	HSBC Custody Nominees (Australia) Limited.	1,196	14,842.36	Ordinary
3/05/2016	HSBC Custody Nominees (Australia) Limited.	1,599	20,003.49	Ordinary
30/05/2016	HSBC Custody Nominees (Australia) Limited.	492	5,997.48	Ordinary
31/05/2016	HSBC Custody Nominees (Australia) Limited.	5,677	69,827.10	Ordinary
1/06/2016	HSBC Custody Nominees (Australia) Limited.	4,597	56,175.34	Ordinary
	Total	146,203	1,921,209.87	Ordinary

BT Funds Management No.2 Limited Total : 146,203 1,921,209.87

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
18/03/2016	HSBC Custody Nominees (Australia) Limited.	45,707	606,074.82	Ordinary
21/03/2016	HSBC Custody Nominees (Australia) Limited.	33,564	452,778.36	Ordinary
22/03/2016	HSBC Custody Nominees (Australia) Limited.	21,399	289,314.48	Ordinary
23/03/2016	HSBC Custody Nominees (Australia) Limited.	12,315	166,129.35	Ordinary
24/03/2016	HSBC Custody Nominees (Australia) Limited.	10,438	141,121.76	Ordinary
29/03/2016	HSBC Custody Nominees (Australia) Limited.	106,210	1,435,959.20	Ordinary
30/03/2016	HSBC Custody Nominees (Australia) Limited.	96,252	1,301,327.04	Ordinary
31/03/2016	HSBC Custody Nominees (Australia) Limited.	792	10,636.56	Ordinary
1/04/2016	HSBC Custody Nominees (Australia) Limited.	5,315	71,752.50	Ordinary
5/04/2016	HSBC Custody Nominees (Australia) Limited.	9,723	131,163.27	Ordinary
6/04/2016	HSBC Custody Nominees (Australia) Limited.	54,699	739,530.48	Ordinary
7/04/2016	HSBC Custody Nominees (Australia) Limited.	19,354	261,666.08	Ordinary
8/04/2016	HSBC Custody Nominees (Australia) Limited.	58,037	785,240.61	Ordinary
12/04/2016	HSBC Custody Nominees (Australia) Limited.	27,380	353,475.80	Ordinary
13/04/2016	HSBC Custody Nominees (Australia) Limited.	14,543	188,913.57	Ordinary
13/04/2016	HSBC Custody Nominees (Australia) Limited.	5,721	74,258.58	Ordinary

14/04/2016	HSBC Custody Nominees (Australia) Limited.	19,449	252,253.53	Ordinary
14/04/2016	HSBC Custody Nominees (Australia) Limited.	22,803	295,754.91	Ordinary
15/04/2016	HSBC Custody Nominees (Australia) Limited.	17,328	223,704.48	Ordinary
15/04/2016	HSBC Custody Nominees (Australia) Limited.	27,716	358,922.20	Ordinary
18/04/2016	HSBC Custody Nominees (Australia) Limited.	8,883	113,524.74	Ordinary
20/04/2016	HSBC Custody Nominees (Australia) Limited.	8,980	109,556.00	Ordinary
21/04/2016	HSBC Custody Nominees (Australia) Limited.	14,827	184,151.34	Ordinary
22/04/2016	HSBC Custody Nominees (Australia) Limited.	15,488	189,263.36	Ordinary
26/04/2016	HSBC Custody Nominees (Australia) Limited.	17,929	216,403.03	Ordinary
27/04/2016	HSBC Custody Nominees (Australia) Limited.	18,625	227,225.00	Ordinary
28/04/2016	HSBC Custody Nominees (Australia) Limited.	7,427	92,243.34	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	4,485	55,614.00	Ordinary
2/05/2016	HSBC Custody Nominees (Australia) Limited.	6,564	81,459.24	Ordinary
3/05/2016	HSBC Custody Nominees (Australia) Limited.	8,773	109,750.23	Ordinary
30/05/2016	HSBC Custody Nominees (Australia) Limited.	2,521	30,730.99	Ordinary
31/05/2016	HSBC Custody Nominees (Australia) Limited.	29,101	357,942.30	Ordinary
1/06/2016	HSBC Custody Nominees (Australia) Limited.	23,564	287,952.08	Ordinary
	Total	775,912	10,195,793.23	Ordinary
	BT Investment Management (Fund Services)			
	Limited Total :	775,912	10,195,793.23	

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
18/03/2016	Australia and New Zealand Banking Group Limited	1,330	17,635.80	Ordinary
21/03/2016	Australia and New Zealand Banking Group Limited	977	13,179.73	Ordinary
22/03/2016	Australia and New Zealand Banking Group Limited	623	8,422.96	Ordinary
23/03/2016	Australia and New Zealand Banking Group Limited	358	4,829.42	Ordinary
24/03/2016	Australia and New Zealand Banking Group Limited	304	4,110.08	Ordinary
29/03/2016	Australia and New Zealand Banking Group Limited	3,091	41,790.32	Ordinary
30/03/2016	Australia and New Zealand Banking Group Limited	3,039	41,087.28	Ordinary
31/03/2016	Australia and New Zealand Banking Group Limited	24	322.32	Ordinary
1/04/2016	Australia and New Zealand Banking Group Limited	162	2,187.00	Ordinary
5/04/2016	Australia and New Zealand Banking Group Limited	296	3,993.04	Ordinary
6/04/2016	Australia and New Zealand Banking Group Limited	1,665	22,510.80	Ordinary
7/04/2016	Australia and New Zealand Banking Group Limited	589	7,963.28	Ordinary
8/04/2016	Australia and New Zealand Banking Group Limited	1,914	25,896.42	Ordinary
12/04/2016	Australia and New Zealand Banking Group Limited	817	10,547.47	Ordinary
13/04/2016	Australia and New Zealand Banking Group Limited	168	2,180.64	Ordinary
13/04/2016	Australia and New Zealand Banking Group Limited	428	5,559.72	Ordinary
14/04/2016	Australia and New Zealand Banking Group Limited	572	7,418.84	Ordinary
14/04/2016	Australia and New Zealand Banking Group Limited	671	8,702.87	Ordinary
15/04/2016	Australia and New Zealand Banking Group Limited	510	6,584.10	Ordinary
15/04/2016	Australia and New Zealand Banking Group Limited	815	10,554.25	Ordinary
18/04/2016	Australia and New Zealand Banking Group Limited	261	3,335.58	Ordinary
20/04/2016	Australia and New Zealand Banking Group Limited	314	3,830.80	Ordinary
21/04/2016	Australia and New Zealand Banking Group Limited	448	5,564.16	Ordinary
22/04/2016	Australia and New Zealand Banking Group Limited	468	5,718.96	Ordinary
26/04/2016	Australia and New Zealand Banking Group Limited	2,212	26,698.84	Ordinary
12/05/2016	Australia and New Zealand Banking Group Limited	962	12,303.98	Ordinary
19/05/2016	Australia and New Zealand Banking Group Limited	746	9,071.36	Ordinary
30/05/2016	Australia and New Zealand Banking Group Limited	85	1,036.15	Ordinary
31/05/2016	Australia and New Zealand Banking Group Limited	986	12,127.80	Ordinary
1/06/2016	Australia and New Zealand Banking Group Limited	798	9,751.56	Ordinary

	Total	25,633	334,915.53	Ordinary
Date	Registered Company	Quantity	Consideration	Class of Securities
18/03/2016	National Australia Bank Limited	16,091	213,366.66	Ordinary
21/03/2016	National Australia Bank Limited	11,816	159,397.84	Ordinary
22/03/2016	National Australia Bank Limited	7,533	101,846.16	Ordinary
23/03/2016	National Australia Bank Limited	4,336	58,492.64	Ordinary
24/03/2016	National Australia Bank Limited	3,675	49,686.00	Ordinary
29/03/2016	National Australia Bank Limited	37,391	505,526.32	Ordinary
30/03/2016	National Australia Bank Limited	33,977	459,369.04	Ordinary
31/03/2016	National Australia Bank Limited	280	3,760.40	Ordinary
1/04/2016	National Australia Bank Limited	1,875	25,312.50	Ordinary
5/04/2016	National Australia Bank Limited	3,429	46,257.21	Ordinary
6/04/2016	National Australia Bank Limited	19,292	260,827.84	Ordinary
7/04/2016	National Australia Bank Limited	6,826	92,287.52	Ordinary
8/04/2016	National Australia Bank Limited	21,822	295,251.66	Ordinary
12/04/2016	National Australia Bank Limited	9,761	126,014.51	Ordinary
13/04/2016	National Australia Bank Limited	2,034	26,401.32	Ordinary
13/04/2016	National Australia Bank Limited	5,171	67,171.29	Ordinary
14/04/2016	National Australia Bank Limited	6,916	89,700.52	Ordinary
14/04/2016	National Australia Bank Limited	8,108	105,160.76	Ordinary
15/04/2016	National Australia Bank Limited	9,856	127,635.20	Ordinary
15/04/2016	National Australia Bank Limited	6,161	79,538.51	Ordinary
18/04/2016	National Australia Bank Limited	3,158	40,359.24	Ordinary
20/04/2016	National Australia Bank Limited	3,451	42,102.20	Ordinary
21/04/2016	National Australia Bank Limited	5,341	66,335.22	Ordinary
22/04/2016	National Australia Bank Limited	5,580	68,187.60	Ordinary
26/04/2016	National Australia Bank Limited	6,747	81,436.29	Ordinary
27/04/2016	National Australia Bank Limited	6,145	74,969.00	Ordinary
28/04/2016	National Australia Bank Limited	2,571	31,931.82	Ordinary
29/04/2016	National Australia Bank Limited	1,553	19,257.20	Ordinary
2/05/2016	National Australia Bank Limited	2,272	28,195.52	Ordinary
3/05/2016	National Australia Bank Limited	3,037	37,992.87	Ordinary
27/05/2016	National Australia Bank Limited	1,482	17,872.92	Ordinary
30/05/2016	National Australia Bank Limited	1,007	12,275.33	Ordinary
31/05/2016	National Australia Bank Limited	11,144	137,071.20	Ordinary
1/06/2016	National Australia Bank Limited	9,411	115,002.42	Ordinary
	Total	279,249	3,665,992.73	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
18/03/2016	National Australian Custodian Services	7,913	104,926.38	Ordinary
21/03/2016	National Australian Custodian Services	5,811	78,390.39	Ordinary
22/03/2016	National Australian Custodian Services	3,704	50,078.08	Ordinary
23/03/2016	National Australian Custodian Services	2,132	28,760.68	Ordinary
24/03/2016	National Australian Custodian Services	1,807	24,430.64	Ordinary
29/03/2016	National Australian Custodian Services	18,387	248,592.24	Ordinary
30/03/2016	National Australian Custodian Services	16,707	225,878.64	Ordinary
31/03/2016	National Australian Custodian Services	137	1,839.91	Ordinary
1/04/2016	National Australian Custodian Services	922	12,447.00	Ordinary
5/04/2016	National Australian Custodian Services	1,686	22,744.14	Ordinary
6/04/2016	National Australian Custodian Services	9,486	128,250.72	Ordinary
7/04/2016	National Australian Custodian Services	3,356	45,373.12	Ordinary
8/04/2016	National Australian Custodian Services	10,727	145,136.31	Ordinary
12/04/2016	National Australian Custodian Services	4,800	61,968.00	Ordinary

13/04/2016	National Australian Custodian Services	2,543	33,033.57	Ordinary
13/04/2016	National Australian Custodian Services	1,000	12,980.00	Ordinary
14/04/2016	National Australian Custodian Services	3,987	51,711.39	Ordinary
14/04/2016	National Australian Custodian Services	3,400	44,098.00	Ordinary
15/04/2016	National Australian Custodian Services	4,846	62,755.70	Ordinary
15/04/2016	National Australian Custodian Services	3,030	39,117.30	Ordinary
18/04/2016	National Australian Custodian Services	1,553	19,847.34	Ordinary
20/04/2016	National Australian Custodian Services	1,695	20,679.00	Ordinary
21/04/2016	National Australian Custodian Services	2,626	32,614.92	Ordinary
22/04/2016	National Australian Custodian Services	2,743	33,519.46	Ordinary
26/04/2016	National Australian Custodian Services	3,318	40,048.26	Ordinary
27/04/2016	National Australian Custodian Services	3,022	36,868.40	Ordinary
28/04/2016	National Australian Custodian Services	1,264	15,698.88	Ordinary
29/04/2016	National Australian Custodian Services	763	9,461.20	Ordinary
2/05/2016	National Australian Custodian Services	1,117	13,861.97	Ordinary
3/05/2016	National Australian Custodian Services	1,494	18,689.94	Ordinary
27/05/2016	National Australian Custodian Services	739	8,912.34	Ordinary
30/05/2016	National Australian Custodian Services	495	6,034.05	Ordinary
31/05/2016	National Australian Custodian Services	5,480	67,404.00	Ordinary
1/06/2016	National Australian Custodian Services	4,630	56,578.60	Ordinary
	Total	137,320	1,802,730.57	Ordinary
	BT Investment Management (Institutional) Limited			
	Total :	442,202	5,803,638.83	

Westpac RE Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-1,671	-20,753.82	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-4,567	-56,722.14	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-18,966	-235,557.72	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-944	-11,724.48	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-972	-12,072.24	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-975	-12,109.50	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-4,425	-54,958.50	Ordinary
29/04/2016	HSBC Custody Nominees (Australia) Limited.	-5,984	-74,321.28	Ordinary
	Total	-38,504	-478,219.68	Ordinary
	Westpac RE Limited Total :	-38,504	-478,219.68	

ANNEXURE B

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 3/06/2016

Westpac Banking Corporation	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
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
CBA Limited	Australia	Westpac Capital Markets LLC	USA
Challenge Limited	Australia	Westpac Capital Trust IV	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand

Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2016 - 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