

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of 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

There was a change in the interests of the substantial holder on 24/08/2016

The previous notice was given to the company on 06/06/2016

The previous notice was dated 01/06/2016

#### 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	1,466,593	5.08%	1,786,382	6.19%

#### 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
24/08/2016	WBC & its Associates, Asgard Capital Management Limited, Advance Asset Management Limited, BT Funds Management Limited, Westpac RE Limited, BT Funds Management No.2 Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	5,903, Ordinary	5,903
Asgard Capital Management Limited	Asgard Capital Management Limited	HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	2,027, Ordinary	2,027
BT Funds Management Limited	BT Portfolio Services 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.	28,146, Ordinary	28,146
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	168,693, Ordinary	168,693

BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	976,381, Ordinary	976,381
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  State Street Australia Limited	Australia and New Zealand Banking Group Limited  State Street Australia 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.	531,780, Ordinary	531,780
Westpac RE Limited	HSBC Custody Nominees (Australia) 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.	73,452, Ordinary	73,452

**5. Changes in association**

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

## 6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
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 26/08/2016

## **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 – 26/08/2016

### TRANSACTION HISTORY

Sales & Purchases for the period : 2/06/2016 to 24/08/2016

SECURITY: TRS

#### Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-278	-3,391.60	Ordinary	278
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22	-268.40	Ordinary	22
20/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	108	1,308.96	Ordinary	108
21/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	162	1,987.74	Ordinary	162
22/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	48	597.12	Ordinary	48
10/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	110	1,447.60	Ordinary	110
12/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	11	154.33	Ordinary	11
18/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	42	599.76	Ordinary	42
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	96	1,408.32	Ordinary	96
	<b>Total</b>		<b>277</b>	<b>3,843.83</b>		
	<b>Advance Asset Management Limited Total :</b>		<b>277</b>	<b>3,843.83</b>		

#### BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/06/2016	BT Portfolio Services Limited	Purchase	200	2,474.34	Ordinary	200
29/07/2016	BT Portfolio Services Limited	Sale	-500	-6,440.00	Ordinary	500
3/08/2016	BT Portfolio Services Limited	Purchase	1,600	20,110.08	Ordinary	1,600
8/08/2016	BT Portfolio Services Limited	Sale	-1,000	-12,831.40	Ordinary	1,000
	<b>Total</b>		<b>300</b>	<b>3,313.02</b>		
	<b>BT Funds Management Limited Total :</b>		<b>300</b>	<b>3,313.02</b>		

#### BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,220	39,348.40	Ordinary	3,220
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,188	26,956.16	Ordinary	2,188
6/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,838	22,405.22	Ordinary	1,838
29/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	436	5,240.72	Ordinary	436
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	351	4,212.00	Ordinary	351
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,863	22,356.00	Ordinary	1,863
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	978	11,745.78	Ordinary	978
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	468	5,620.68	Ordinary	468
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,899	22,806.99	Ordinary	1,899
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	177	2,127.54	Ordinary	177

14/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	635	7,632.70	Ordinary	635
15/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,716	20,626.32	Ordinary	1,716
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-140	-2,137.80	Ordinary	140
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	5,146	62,575.36	Ordinary	5,146
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,715	20,905.85	Ordinary	1,715
	<b>Total</b>		<b>22,490</b>	<b>272,421.92</b>		

**BT Funds Management No.2 Limited Total :** **22,490** **272,421.92**

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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
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	16,509	201,739.98	Ordinary	16,509
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	11,217	138,193.44	Ordinary	11,217
6/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,425	114,890.75	Ordinary	9,425
9/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	7,522	91,091.42	Ordinary	7,522
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	19,317	236,246.91	Ordinary	19,317
14/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	17,000	209,440.00	Ordinary	17,000
29/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,880	118,757.60	Ordinary	9,880
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,255	27,060.00	Ordinary	2,255
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	11,983	143,796.00	Ordinary	11,983
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	6,286	75,494.86	Ordinary	6,286
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,012	36,174.12	Ordinary	3,012
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	12,215	146,702.15	Ordinary	12,215
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,135	13,642.70	Ordinary	1,135
14/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,085	49,101.70	Ordinary	4,085
15/07/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	11,037	132,664.74	Ordinary	11,037
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	14,398	175,511.62	Ordinary	14,398
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	43,193	525,226.88	Ordinary	43,193
	<b>Total</b>		<b>200,469</b>	<b>2,435,734.87</b>		

**BT Investment Management (Fund Services) Limited Total :** **200,469** **2,435,734.87**

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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
2/06/2016	Australia and New Zealand Banking Group Limited	Purchase	559	6,830.98	Ordinary	559
3/06/2016	Australia and New Zealand Banking Group Limited	Purchase	380	4,681.60	Ordinary	380
6/06/2016	Australia and New Zealand Banking Group Limited	Purchase	319	3,888.61	Ordinary	319
29/06/2016	Australia and New Zealand Banking Group Limited	Purchase	506	6,082.12	Ordinary	506
30/06/2016	Australia and New Zealand Banking Group Limited	Purchase	1,047	12,783.87	Ordinary	1,047
5/07/2016	Australia and New Zealand Banking Group Limited	Purchase	77	924.00	Ordinary	77
6/07/2016	Australia and New Zealand Banking Group Limited	Purchase	407	4,884.00	Ordinary	407
7/07/2016	Australia and New Zealand Banking Group Limited	Purchase	214	2,570.14	Ordinary	214
8/07/2016	Australia and New Zealand Banking Group Limited	Purchase	102	1,225.02	Ordinary	102
11/07/2016	Australia and New Zealand Banking Group Limited	Purchase	415	4,984.15	Ordinary	415
13/07/2016	Australia and New Zealand Banking Group Limited	Purchase	39	468.78	Ordinary	39
14/07/2016	Australia and New Zealand Banking Group Limited	Purchase	139	1,670.78	Ordinary	139
15/07/2016	Australia and New Zealand Banking Group Limited	Purchase	375	4,507.50	Ordinary	375
24/08/2016	Australia and New Zealand Banking Group Limited	Purchase	1,655	20,124.80	Ordinary	1,655
24/08/2016	Australia and New Zealand Banking Group Limited	Purchase	552	6,728.88	Ordinary	552
	<b>Total</b>		<b>6,786</b>	<b>82,355.23</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/06/2016	State Street Australia Limited	Purchase	6,593	80,566.46	Ordinary	6,593
2/06/2016	State Street Australia Limited	Purchase	3,244	39,641.68	Ordinary	3,244
3/06/2016	State Street Australia Limited	Purchase	4,479	55,181.28	Ordinary	4,479
3/06/2016	State Street Australia Limited	Purchase	2,204	27,153.28	Ordinary	2,204
6/06/2016	State Street Australia Limited	Purchase	3,764	45,883.16	Ordinary	3,764
6/06/2016	State Street Australia Limited	Purchase	1,852	22,575.88	Ordinary	1,852
29/06/2016	State Street Australia Limited	Purchase	1,869	22,465.38	Ordinary	1,869
29/06/2016	State Street Australia Limited	Purchase	913	10,974.26	Ordinary	913
5/07/2016	State Street Australia Limited	Purchase	713	8,556.00	Ordinary	713
5/07/2016	State Street Australia Limited	Purchase	351	4,212.00	Ordinary	351
6/07/2016	State Street Australia Limited	Purchase	3,790	45,480.00	Ordinary	3,790
6/07/2016	State Street Australia Limited	Purchase	1,863	22,356.00	Ordinary	1,863
7/07/2016	State Street Australia Limited	Purchase	1,988	23,875.88	Ordinary	1,988
7/07/2016	State Street Australia Limited	Purchase	977	11,733.77	Ordinary	977
8/07/2016	State Street Australia Limited	Purchase	953	11,445.53	Ordinary	953
8/07/2016	State Street Australia Limited	Purchase	468	5,620.68	Ordinary	468
11/07/2016	State Street Australia Limited	Purchase	3,864	46,406.64	Ordinary	3,864
11/07/2016	State Street Australia Limited	Purchase	1,898	22,794.98	Ordinary	1,898
13/07/2016	State Street Australia Limited	Purchase	359	4,315.18	Ordinary	359
13/07/2016	State Street Australia Limited	Purchase	176	2,115.52	Ordinary	176
14/07/2016	State Street Australia Limited	Purchase	1,292	15,529.84	Ordinary	1,292
14/07/2016	State Street Australia Limited	Purchase	635	7,632.70	Ordinary	635
15/07/2016	State Street Australia Limited	Purchase	3,491	41,961.82	Ordinary	3,491
15/07/2016	State Street Australia Limited	Purchase	1,715	20,614.30	Ordinary	1,715
24/08/2016	State Street Australia Limited	Purchase	15,805	192,188.80	Ordinary	15,805
24/08/2016	State Street Australia Limited	Purchase	5,268	64,216.92	Ordinary	5,268
24/08/2016	State Street Australia Limited	Purchase	3,067	37,386.73	Ordinary	3,067
24/08/2016	State Street Australia Limited	Purchase	9,201	111,884.16	Ordinary	9,201
	<b>Total</b>		<b>82,792</b>	<b>1,004,768.83</b>		
	<b>BT Investment Management (Institutional) Limited</b>					
	<b>Total :</b>		<b>89,578</b>	<b>1,087,124.06</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
20/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,097	13,295.64	Ordinary	1,097
21/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,646	20,196.42	Ordinary	1,646
22/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	500	6,220.00	Ordinary	500
10/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,455	19,147.80	Ordinary	1,455
12/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	135	1,894.05	Ordinary	135
18/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	561	8,011.08	Ordinary	561
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,281	18,792.27	Ordinary	1,281
	<b>Total</b>		<b>6,675</b>	<b>87,557.26</b>		
	<b>Westpac RE Limited Total :</b>		<b>6,675</b>	<b>87,557.26</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 – 26/08/2016

<b>Westpac Banking Corporation</b>	Australia	Series 2011-3 WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2012-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2013-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2013-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2014-1 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2014-2 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2015-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	SIE-Lease (New Zealand) Pty Limited	New Zealand
Ascalon Capital Managers (Asia) Limited	Hong Kong	Sixty Martin Place (Holdings) Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Business Finance Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Custodial Pty Limited	Australia
Asgard Capital Management Limited	Australia	St.George Equity Finance Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Finance Holdings Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Life Limited	Australia
Belliston Pty Limited	Australia	St.George Motor Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Australia Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Financial Group (NZ) Limited	New Zealand	The Home Mortgage Company Limited	New Zealand
BT Financial Group Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Value Nominees Pty Limited	Australia
BT Funds Management Limited	Australia	W2 Investments Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BT Portfolio Services Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Private Nominees Pty Limited	Australia	Westpac Administration Pty Limited	Australia
BT Securities Limited	Australia	Westpac Administration 2 Limited	Australia
BT Short Term Income Fund	Australia	Westpac Administration 3 Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Administration 4 Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance (NZ) Limited	Australia	Westpac Americas Inc.	USA
Capital Finance Australia Limited	Australia	Westpac Asian Lending Pty Limited	Australia Papua New Guinea
Capital Finance New Zealand Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Fleetlease Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Capital Rent Group Limited	New Zealand	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 ABS Series 2016 - 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 Databank 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
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Financial Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Funds Financing Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac General Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac Investment Capital Corporation	USA
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Investment Management (Europe) Ltd	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life Insurance Services Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hickory Trust	Australia	Westpac New Zealand Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand

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

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