

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 22/09/2016

The previous notice was given to the company on 02/09/2016

The previous notice was dated 31/08/2016

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	2,485,632	8.61%	2,775,205	9.62%

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
22/09/2016	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	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.	26,839, Ordinary	26,839
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.	267,172, Ordinary	267,172

BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	HSBC Custody Nominees (Australia) Limited. State Street 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.	1,554,496 Ordinary	1,554,496
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.	845,316, Ordinary	845,316
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
BT Investment Management (Fund Services) 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
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 26/09/2016

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 – 26/09/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 1/09/2016 to 22/09/2016

SECURITY: TRS

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	BT Portfolio Services Limited	Sale	-812	-8,733.22	Ordinary	812
7/09/2016	BT Portfolio Services Limited	Sale	-1,600	-17,169.12	Ordinary	1,600
16/09/2016	BT Portfolio Services Limited	Purchase	455	5,000.40	Ordinary	455
21/09/2016	BT Portfolio Services Limited	Purchase	1,400	15,012.62	Ordinary	1,400
	Total		-557	-5,889.32		
	BT Funds Management Limited Total :		-557	-5,889.32		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	458	4,905.18	Ordinary	458
7/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	804	8,610.84	Ordinary	804
8/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	752	8,053.92	Ordinary	752
9/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,626	28,098.20	Ordinary	2,626
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,007	10,029.72	Ordinary	1,007
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,507	27,100.67	Ordinary	2,507
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	721	7,721.91	Ordinary	721
16/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	8,223	90,699.69	Ordinary	8,223
16/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	300	3,237.00	Ordinary	300
20/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,191	12,827.07	Ordinary	1,191
21/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,763	51,154.62	Ordinary	4,763
21/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,623	28,144.79	Ordinary	2,623
22/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,103	22,523.13	Ordinary	2,103
	Total		28,078	303,106.74		
	BT Funds Management No.2 Limited Total :		28,078	303,106.74		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,915	31,219.65	Ordinary	2,915

7/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	5,111	54,738.81	Ordinary	5,111
8/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,781	51,204.51	Ordinary	4,781
9/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	16,698	178,668.60	Ordinary	16,698
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,453	94,151.88	Ordinary	9,453
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	14,578	157,588.18	Ordinary	14,578
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,191	44,885.61	Ordinary	4,191
16/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	48,415	534,017.45	Ordinary	48,415
16/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,769	19,087.51	Ordinary	1,769
20/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	7,015	75,551.55	Ordinary	7,015
21/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	15,203	163,128.19	Ordinary	15,203
21/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	27,599	296,413.26	Ordinary	27,599
22/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	12,379	132,579.09	Ordinary	12,379
	Total		170,107	1,833,234.29		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	11	118.54	Ordinary	11
1/09/2016	State Street Australia Limited	Sell	-917	-9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Sell	-917	-9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Sell	-917	-9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Sell	-917	-9,889.16	Ordinary	917
1/09/2016	State Street Australia Limited	Sell	-917	-9,889.16	Ordinary	917
1/09/2016	State Street Australia Limited	Sell	-469	-5,054.13	Ordinary	469
1/09/2016	State Street Australia Limited	Sell	-917	-9,889.16	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
1/09/2016	State Street Australia Limited	Buy	917	9,881.96	Ordinary	917
	Total		459	4,924.77		
	BT Investment Management (Fund Services) Limited		170,566	1,838,159.06		
	Total :					

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/09/2016	Australia and New Zealand Banking Group Limited	Purchase	114	1,220.94	Ordinary	114
7/09/2016	Australia and New Zealand Banking Group Limited	Purchase	200	2,142.00	Ordinary	200
8/09/2016	Australia and New Zealand Banking Group Limited	Purchase	187	2,002.77	Ordinary	187
9/09/2016	Australia and New Zealand Banking Group Limited	Purchase	651	6,965.70	Ordinary	651
14/09/2016	Australia and New Zealand Banking Group Limited	Purchase	430	4,282.80	Ordinary	430
15/09/2016	Australia and New Zealand Banking Group Limited	Purchase	135	1,445.85	Ordinary	135
15/09/2016	Australia and New Zealand Banking Group Limited	Purchase	468	5,059.08	Ordinary	468
16/09/2016	Australia and New Zealand Banking Group	Purchase	58	625.82	Ordinary	58

	Limited					
16/09/2016	Australia and New Zealand Banking Group Limited	Purchase	1,575	17,372.25	Ordinary	1,575
20/09/2016	Australia and New Zealand Banking Group Limited	Purchase	228	2,455.56	Ordinary	228
21/09/2016	Australia and New Zealand Banking Group Limited	Purchase	486	5,214.78	Ordinary	486
21/09/2016	Australia and New Zealand Banking Group Limited	Purchase	883	9,483.42	Ordinary	883
22/09/2016	Australia and New Zealand Banking Group Limited	Purchase	403	4,316.13	Ordinary	403
	Total		5,818	62,587.10		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/09/2016	State Street Australia Limited	Purchase	970	10,388.70	Ordinary	970
2/09/2016	State Street Australia Limited	Purchase	483	5,172.93	Ordinary	483
7/09/2016	State Street Australia Limited	Purchase	1,701	18,217.71	Ordinary	1,701
7/09/2016	State Street Australia Limited	Purchase	846	9,060.66	Ordinary	846
8/09/2016	State Street Australia Limited	Purchase	1,591	17,039.61	Ordinary	1,591
8/09/2016	State Street Australia Limited	Purchase	791	8,471.61	Ordinary	791
9/09/2016	State Street Australia Limited	Purchase	5,557	59,459.90	Ordinary	5,557
9/09/2016	State Street Australia Limited	Purchase	2,764	29,574.80	Ordinary	2,764
14/09/2016	State Street Australia Limited	Purchase	2,749	27,380.04	Ordinary	2,749
14/09/2016	State Street Australia Limited	Purchase	1,361	13,555.56	Ordinary	1,361
15/09/2016	State Street Australia Limited	Purchase	1,430	15,315.30	Ordinary	1,430
15/09/2016	State Street Australia Limited	Purchase	4,973	53,758.13	Ordinary	4,973
15/09/2016	State Street Australia Limited	Purchase	711	7,614.81	Ordinary	711
15/09/2016	State Street Australia Limited	Purchase	2,474	26,743.94	Ordinary	2,474
16/09/2016	State Street Australia Limited	Purchase	16,438	181,311.14	Ordinary	16,438
16/09/2016	State Street Australia Limited	Purchase	601	6,484.79	Ordinary	601
16/09/2016	State Street Australia Limited	Purchase	8,175	90,170.25	Ordinary	8,175
16/09/2016	State Street Australia Limited	Purchase	299	3,226.21	Ordinary	299
20/09/2016	State Street Australia Limited	Purchase	2,382	25,654.14	Ordinary	2,382
20/09/2016	State Street Australia Limited	Purchase	1,184	12,751.68	Ordinary	1,184
21/09/2016	State Street Australia Limited	Purchase	9,429	101,267.46	Ordinary	9,429
21/09/2016	State Street Australia Limited	Purchase	5,193	55,720.89	Ordinary	5,193
21/09/2016	State Street Australia Limited	Purchase	2,583	27,715.59	Ordinary	2,583
21/09/2016	State Street Australia Limited	Purchase	4,690	50,370.60	Ordinary	4,690
22/09/2016	State Street Australia Limited	Purchase	4,203	45,014.13	Ordinary	4,203
22/09/2016	State Street Australia Limited	Purchase	2,090	22,383.90	Ordinary	2,090
	Total		85,668	923,824.48		
	BT Investment Management (Institutional) Limited Total		91,486	986,411.58		
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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 – 26/09/2016

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	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
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-NZ-Limited	New Zealand

Challenge Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Databank Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 2 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Management Limited	Australia	Westpac Financial Consultants Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Holdings Pty Limited	Australia
Danaby 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 New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Operations Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
MIF Custodian Trust	New Zealand	Westpac NZ Securitisation Limited	New Zealand

Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Net Nominees Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Overseas Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Properties Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac RE Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Qvalent Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Singapore Limited	Singapore
Reinventure Fund II 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