
Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme UGL LIMITED (UGL)

ACN/ARSN ACN 009 180 287

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 06/09/2016

The previous notice was dated 02/09/2016

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	8,656,476	5.20%	10,377,342	6.23%

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 , Westpac RE Limited, Equity Desk - (WIB) Westpac Institutional Bank, Asgard Capital Management Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) 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
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.	58,896, Ordinary	58,896
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	Asgard Capital 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.	431,751, Ordinary	431,751
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.	454,384, Ordinary	454,384
BT Investment Management (Fund Services) Limited	UBS Wealth Management HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. UBS Wealth Management	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment	4,279,669, Ordinary	4,279,669

			schemes and, in that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited State Street Australia Limited National Australia Bank Limited	Australia and New Zealand Banking Group Limited National Nominees Limited State Street Australia Limited National Australia Bank 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.	5,130,113, Ordinary	5,130,113
Equity Desk - (WIB) Westpac Institutional Bank *	Equity Desk - (WIB) Westpac Institutional Bank	Equity Desk - (WIB) Westpac Institutional Bank	Westpac Institutional Bank (WIB): provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for companies and institutions in Australia and New Zealand. In this capacity, can exercise the power to vote or dispose of the shares. * WIB is a business name of the Westpac Banking Corporation.	15,940, Ordinary	15,940
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.	6,589, Ordinary	6,589

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
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Equity Desk - (WIB) Westpac Institutional Bank	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Asgard Capital 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
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
UGL LIMITED (UGL)	The Company Secretary UGL LIMITED (UGL) Level 10, 40 Miller Street North Sydney NSW 2060 Tel No: 61 2 8925 8925

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 : 3/09/2016 to 22/09/2016

SECURITY: UGL

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/09/2016	Asgard Capital Management Limited	Sale	-573	-1,346.55	Ordinary	573
21/09/2016	Asgard Capital Management Limited	Sale	-100	-211.00	Ordinary	100
	Total		-673	-1,557.55		
	Asgard Capital Management Limited Total :		-673	-1,557.55		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/09/2016	Asgard Capital Management Limited	Sale	-931	-2,234.40	Ordinary	931
12/09/2016	Asgard Capital Management Limited	Sale	-1,511	-3,293.98	Ordinary	1,511
13/09/2016	Asgard Capital Management Limited	Sale	-1,120	-2,363.20	Ordinary	1,120
	Total		-3,562	-7,891.58		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	BT Portfolio Services Limited	Sale	-517	-1,167.95	Ordinary	517
7/09/2016	BT Portfolio Services Limited	Purchase	315	759.15	Ordinary	315
7/09/2016	BT Portfolio Services Limited	Sale	-315	-759.15	Ordinary	315
7/09/2016	BT Portfolio Services Limited	Sale	-630	-1,475.52	Ordinary	630
14/09/2016	BT Portfolio Services Limited	Sale	-370	-751.77	Ordinary	370
14/09/2016	BT Portfolio Services Limited	Sale	-2,000	-4,272.60	Ordinary	2,000
15/09/2016	BT Portfolio Services Limited	Sale	-410	-820.57	Ordinary	410
	Total		-3,927	-8,488.42		
	BT Funds Management Limited Total :		-7,489	-16,380.00		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	28,619	66,682.27	Ordinary	28,619
6/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	41,440	98,212.80	Ordinary	41,440
7/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	18,045	43,308.00	Ordinary	18,045
20/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,884	10,305.24	Ordinary	4,884
20/09/2016	HSBC Custody Nominees (Australia)	Purchase	7,326	15,311.34	Ordinary	7,326

	Limited.					
21/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	23,186	50,313.62	Ordinary	23,186
22/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	7,966	17,684.52	Ordinary	7,966
	Total		131,466	301,817.79		
	BT Funds Management No.2 Limited Total :		131,466	301,817.79		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	166,170	387,176.10	Ordinary	166,170
6/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	240,608	570,240.96	Ordinary	240,608
7/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	104,770	251,448.00	Ordinary	104,770
20/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	29,011	61,213.21	Ordinary	29,011
20/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	43,518	90,952.62	Ordinary	43,518
21/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	134,753	292,414.01	Ordinary	134,753
22/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	46,420	103,052.40	Ordinary	46,420
	Total		765,250	1,756,497.30		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	UBS Wealth Management	Purchase	190,261	437,600.30	Ordinary	190,261
	Total		190,261	437,600.30		

BT Investment Management (Fund Services) Limited Total : **955,511** **2,194,097.60**

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	Australia and New Zealand Banking Group Limited	Purchase	5,349	12,463.17	Ordinary	5,349
6/09/2016	Australia and New Zealand Banking Group Limited	Purchase	7,746	18,358.02	Ordinary	7,746
7/09/2016	Australia and New Zealand Banking Group Limited	Purchase	3,373	8,095.20	Ordinary	3,373
20/09/2016	Australia and New Zealand Banking Group Limited	Purchase	1,025	2,162.75	Ordinary	1,025
20/09/2016	Australia and New Zealand Banking Group Limited	Purchase	1,538	3,214.42	Ordinary	1,538
21/09/2016	Australia and New Zealand Banking Group Limited	Purchase	4,333	9,402.61	Ordinary	4,333
22/09/2016	Australia and New Zealand Banking Group Limited	Purchase	1,511	3,354.42	Ordinary	1,511
	Total		24,875	57,050.59		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/09/2016	National Nominees Limited	Purchase	246,234	566,338.20	Ordinary	246,234
16/09/2016	National Nominees Limited	Sale	-24,023	-49,967.84	Ordinary	24,023
	Total		222,211	516,370.36		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
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5/09/2016	State Street Australia Limited	Purchase	56,737	132,197.21	Ordinary	56,737
5/09/2016	State Street Australia Limited	Purchase	28,223	65,759.59	Ordinary	28,223
6/09/2016	State Street Australia Limited	Purchase	82,153	194,702.61	Ordinary	82,153
6/09/2016	State Street Australia Limited	Purchase	40,866	96,852.42	Ordinary	40,866
7/09/2016	State Street Australia Limited	Purchase	35,772	85,852.80	Ordinary	35,772
7/09/2016	State Street Australia Limited	Purchase	17,795	42,708.00	Ordinary	17,795
20/09/2016	State Street Australia Limited	Purchase	10,078	21,264.58	Ordinary	10,078
20/09/2016	State Street Australia Limited	Purchase	15,116	31,592.44	Ordinary	15,116
20/09/2016	State Street Australia Limited	Purchase	7,502	15,679.18	Ordinary	7,502
20/09/2016	State Street Australia Limited	Purchase	5,002	10,554.22	Ordinary	5,002
21/09/2016	State Street Australia Limited	Purchase	46,034	99,893.78	Ordinary	46,034
21/09/2016	State Street Australia Limited	Purchase	22,896	49,684.32	Ordinary	22,896
22/09/2016	State Street Australia Limited	Purchase	15,890	35,275.80	Ordinary	15,890
22/09/2016	State Street Australia Limited	Purchase	7,901	17,540.22	Ordinary	7,901
	Total		391,965	899,557.17		
	BT Investment Management (Institutional) Limited Total :		639,051	1,472,978.12		

Equity Desk - (WIB) Westpac Institutional Bank *

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,000	4,470.00	Ordinary	2,000
9/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	1,000	2,235.00	Ordinary	1,000
	Total		3,000	6,705.00		
	Equity Desk - (WIB) Westpac Institutional Bank * Total :		3,000	6,705.00		

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