
Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a 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

The holder ceased to be a substantial holder on 10/10/2016

The previous notice was given to the company on 26/09/2016

The previous notice was dated 22/09/2016

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
10/10/2016	WBC & its Associates, Westpac RE Limited, Equity Desk - (WIB) Westpac Institutional Bank, Asgard Capital Management Limited, BT Funds Management Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

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

4. 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
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 12/10/2016

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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (4) 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 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 12/10/2016

Sales & Purchases for the period : 23/09/2016 to 10/10/2016

SECURITY: UGL

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	BT Portfolio Services Limited	Sale	-370	-783.22	Ordinary	370
26/09/2016	BT Portfolio Services Limited	Purchase	3,652	8,107.44	Ordinary	3,652
26/09/2016	BT Portfolio Services Limited	Sale	-3,652	-8,107.44	Ordinary	3,652
28/09/2016	BT Portfolio Services Limited	Sale	-864	-1,821.23	Ordinary	864
28/09/2016	BT Portfolio Services Limited	Sale	-397	-829.13	Ordinary	397
30/09/2016	BT Portfolio Services Limited	Sale	-435	-890.27	Ordinary	435
7/10/2016	BT Portfolio Services Limited	Sale	-282	-569.95	Ordinary	282
10/10/2016	BT Portfolio Services Limited	Sale	-1,000	-3,128.70	Ordinary	1,000
10/10/2016	BT Portfolio Services Limited	Sale	-450	-1,385.64	Ordinary	450
	Total		-3,798	-9,408.14		
	BT Funds Management Limited Total :		-3,798	-9,408.14		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	10,033	22,273.26	Ordinary	10,033
28/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,865	10,313.80	Ordinary	4,865
29/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	12,811	27,159.32	Ordinary	12,811
30/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,672	5,664.64	Ordinary	2,672
3/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	17	35.87	Ordinary	17
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,966	-25,013.24	Ordinary	7,966
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-10,033	-31,503.62	Ordinary	10,033
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-39,543	-124,165.02	Ordinary	39,543
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-24,723	-77,630.22	Ordinary	24,723
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-51,311	-161,116.54	Ordinary	51,311
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-16,840	-52,877.60	Ordinary	16,840
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,811	-40,226.54	Ordinary	12,811
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,672	-8,390.08	Ordinary	2,672
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-41,440	-130,121.60	Ordinary	41,440
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-30,477	-95,697.78	Ordinary	30,477
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-17	-53.38	Ordinary	17
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-33,902	-106,452.28	Ordinary	33,902
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,186	-72,804.04	Ordinary	23,186
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,455	-7,708.70	Ordinary	2,455
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-18,045	-56,661.30	Ordinary	18,045
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,865	-15,276.10	Ordinary	4,865
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-31,290	-98,250.60	Ordinary	31,290

	Limited.					
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,326	-23,003.64	Ordinary	7,326
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,619	-89,863.66	Ordinary	28,619
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,868	-24,705.52	Ordinary	7,868
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,884	-15,335.76	Ordinary	4,884
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-30,315	-95,189.10	Ordinary	30,315
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-48,253	-151,514.42	Ordinary	48,253
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,941	-18,654.74	Ordinary	5,941
	Total		-454,384	-1,456,768.59		
	BT Funds Management No.2 Limited		-454,384	-1,456,768.59		
	Total :		-454,384	-1,456,768.59		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	58,288	129,399.36	Ordinary	58,288
28/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	28,261	59,913.32	Ordinary	28,261
29/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	74,426	157,783.12	Ordinary	74,426
30/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	15,521	32,904.52	Ordinary	15,521
3/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	100	211.00	Ordinary	100
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-134,753	-423,124.42	Ordinary	134,753
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-233,474	-733,108.36	Ordinary	233,474
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-240,608	-755,509.12	Ordinary	240,608
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-34,419	-108,075.66	Ordinary	34,419
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-279,576	-877,868.64	Ordinary	279,576
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-143,076	-449,258.64	Ordinary	143,076
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-104,770	-328,977.80	Ordinary	104,770
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-46,420	-145,758.80	Ordinary	46,420
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-45,533	-142,973.62	Ordinary	45,533
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,261	-88,739.54	Ordinary	28,261
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-58,288	-183,024.32	Ordinary	58,288
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-97,406	-305,854.84	Ordinary	97,406
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-43,518	-136,646.52	Ordinary	43,518
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-74,426	-233,697.64	Ordinary	74,426
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-166,170	-521,773.80	Ordinary	166,170
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-196,429	-616,787.06	Ordinary	196,429
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-176,587	-554,483.18	Ordinary	176,587
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-297,295	-933,506.30	Ordinary	297,295
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-100	-314.00	Ordinary	100
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,492	-45,504.88	Ordinary	14,492
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-181,009	-568,368.26	Ordinary	181,009
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,521	-48,735.94	Ordinary	15,521
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-176,312	-553,619.68	Ordinary	176,312
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-29,011	-91,094.54	Ordinary	29,011

	Limited.					
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-42,033	-131,983.62	Ordinary	42,033
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-37,081	-116,434.34	Ordinary	37,081
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-108,966	-342,153.24	Ordinary	108,966
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-49,585	-155,696.90	Ordinary	49,585
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-40,725	-127,876.50	Ordinary	40,725
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-64,956	-203,961.84	Ordinary	64,956
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,816	-11,982.24	Ordinary	3,816
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-27,482	-86,293.48	Ordinary	27,482
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-17,568	-55,163.52	Ordinary	17,568
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-24,944	-78,324.16	Ordinary	24,944
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-53,826	-169,013.64	Ordinary	53,826
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-49,707	-156,079.98	Ordinary	49,707
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-203,627	-639,388.78	Ordinary	203,627
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-13,377	-42,003.78	Ordinary	13,377
10/10/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-29,898	-93,879.72	Ordinary	29,898
	Total		-3,408,449	-10,876,829.98		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/10/2016	UBS Wealth Management	Sale	-54,569	-171,346.66	Ordinary	54,569
10/10/2016	UBS Wealth Management	Sale	-15,004	-47,112.56	Ordinary	15,004
10/10/2016	UBS Wealth Management	Sale	-40,146	-126,058.44	Ordinary	40,146
10/10/2016	UBS Wealth Management	Sale	-190,261	-597,419.54	Ordinary	190,261
10/10/2016	UBS Wealth Management	Sale	-227,063	-712,977.82	Ordinary	227,063
10/10/2016	UBS Wealth Management	Sale	-75,021	-235,565.94	Ordinary	75,021
10/10/2016	UBS Wealth Management	Sale	-91,198	-286,361.72	Ordinary	91,198
10/10/2016	UBS Wealth Management	Sale	-38,585	-121,156.90	Ordinary	38,585
10/10/2016	UBS Wealth Management	Sale	-1,406	-4,414.84	Ordinary	1,406
10/10/2016	UBS Wealth Management	Sale	-119,699	-375,854.86	Ordinary	119,699
10/10/2016	UBS Wealth Management	Sale	-18,268	-57,361.52	Ordinary	18,268
	Total		-871,220	-2,735,630.80		
	BT Investment Management (Fund Services) Limited Total :		-4,279,669	-13,612,460.78		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	Australia and New Zealand Banking Group Limited	Purchase	1,871	4,153.62	Ordinary	1,871
28/09/2016	Australia and New Zealand Banking Group Limited	Purchase	907	1,922.84	Ordinary	907
29/09/2016	Australia and New Zealand Banking Group Limited	Purchase	2,389	5,064.68	Ordinary	2,389
30/09/2016	Australia and New Zealand Banking Group Limited	Purchase	498	1,055.76	Ordinary	498
3/10/2016	Australia and New Zealand Banking Group Limited	Purchase	03	6.33	Ordinary	03
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-7,746	-24,322.44	Ordinary	7,746
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-907	-2,847.98	Ordinary	907
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-4,111	-12,908.54	Ordinary	4,111
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-473	-1,485.22	Ordinary	473
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-2,389	-7,501.46	Ordinary	2,389

	Group Limited					
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-1,106	-3,472.84	Ordinary	1,106
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-1,538	-4,829.32	Ordinary	1,538
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-7,612	-23,901.68	Ordinary	7,612
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-4,603	-14,453.42	Ordinary	4,603
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-1,025	-3,218.50	Ordinary	1,025
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-1,465	-4,600.10	Ordinary	1,465
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-6,313	-19,822.82	Ordinary	6,313
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-3,373	-10,591.22	Ordinary	3,373
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-1,511	-4,744.54	Ordinary	1,511
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-5,349	-16,795.86	Ordinary	5,349
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-9,554	-29,999.56	Ordinary	9,554
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-6,001	-18,843.14	Ordinary	6,001
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-498	-1,563.72	Ordinary	498
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-8,985	-28,212.90	Ordinary	8,985
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-1,871	-5,874.94	Ordinary	1,871
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-6,079	-19,088.06	Ordinary	6,079
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-5,675	-17,819.50	Ordinary	5,675
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-03	-9.42	Ordinary	03
10/10/2016	Australia and New Zealand Banking Group Limited	Sale	-4,333	-13,605.62	Ordinary	4,333
	Total		-86,852	-278,309.57		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/10/2016	JP Morgan Chase Bank	Sale	-19,536	-61,343.04	Ordinary	19,536
10/10/2016	JP Morgan Chase Bank	Sale	-43,000	-135,020.00	Ordinary	43,000
10/10/2016	JP Morgan Chase Bank	Sale	-4,037	-12,676.18	Ordinary	4,037
10/10/2016	JP Morgan Chase Bank	Sale	-36,237	-113,784.18	Ordinary	36,237
10/10/2016	JP Morgan Chase Bank	Sale	-12,684	-39,827.76	Ordinary	12,684
10/10/2016	JP Morgan Chase Bank	Sale	-15,207	-47,749.98	Ordinary	15,207
10/10/2016	JP Morgan Chase Bank	Sale	-95,000	-298,300.00	Ordinary	95,000
10/10/2016	JP Morgan Chase Bank	Sale	-10,851	-34,072.14	Ordinary	10,851
10/10/2016	JP Morgan Chase Bank	Sale	-11,344	-35,620.16	Ordinary	11,344
	Total		-247,896	-778,393.44		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/10/2016	National Australia Bank Limited	Sale	-124,413	-390,656.82	Ordinary	124,413
10/10/2016	National Australia Bank Limited	Sale	-94,925	-298,064.50	Ordinary	94,925
10/10/2016	National Australia Bank Limited	Sale	-170,899	-536,622.86	Ordinary	170,899
10/10/2016	National Australia Bank Limited	Sale	-82,386	-258,692.04	Ordinary	82,386
10/10/2016	National Australia Bank Limited	Sale	-622,059	-1,953,265.26	Ordinary	622,059
10/10/2016	National Australia Bank Limited	Sale	-131,254	-412,137.56	Ordinary	131,254
10/10/2016	National Australia Bank Limited	Sale	-39,342	-123,533.88	Ordinary	39,342
10/10/2016	National Australia Bank Limited	Sale	-151,476	-475,634.64	Ordinary	151,476
10/10/2016	National Australia Bank Limited	Sale	-97,912	-307,443.68	Ordinary	97,912
10/10/2016	National Australia Bank Limited	Sale	-34,589	-108,609.46	Ordinary	34,589
10/10/2016	National Australia Bank Limited	Sale	-332,882	-1,045,249.48	Ordinary	332,882
10/10/2016	National Australia Bank Limited	Sale	-70,132	-220,214.48	Ordinary	70,132
10/10/2016	National Australia Bank Limited	Sale	-108,684	-341,267.76	Ordinary	108,684

10/10/2016	National Australia Bank Limited	Sale	-194,722	-611,427.08	Ordinary	194,722
10/10/2016	National Australia Bank Limited	Sale	-11,656	-36,599.84	Ordinary	11,656
	Total		-2,267,331	-7,119,419.34		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/10/2016	National Nominees Limited	Sale	-19,858	-62,354.12	Ordinary	19,858
10/10/2016	National Nominees Limited	Sale	-158,697	-498,308.58	Ordinary	158,697
10/10/2016	National Nominees Limited	Sale	-1,861	-5,843.54	Ordinary	1,861
10/10/2016	National Nominees Limited	Sale	-276,782	-869,095.48	Ordinary	276,782
10/10/2016	National Nominees Limited	Sale	-119,930	-376,580.20	Ordinary	119,930
10/10/2016	National Nominees Limited	Sale	-99,293	-311,780.02	Ordinary	99,293
10/10/2016	National Nominees Limited	Sale	-50,741	-159,326.74	Ordinary	50,741
10/10/2016	National Nominees Limited	Sale	-54,051	-169,720.14	Ordinary	54,051
10/10/2016	National Nominees Limited	Sale	-72,347	-227,169.58	Ordinary	72,347
10/10/2016	National Nominees Limited	Sale	-246,234	-773,174.76	Ordinary	246,234
10/10/2016	National Nominees Limited	Sale	-53,134	-166,840.76	Ordinary	53,134
10/10/2016	National Nominees Limited	Sale	-24,179	-75,922.06	Ordinary	24,179
	Total		-1,177,107	-3,696,115.98		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	State Street Australia Limited	Purchase	19,907	44,193.54	Ordinary	19,907
23/09/2016	State Street Australia Limited	Purchase	9,901	21,980.22	Ordinary	9,901
28/09/2016	State Street Australia Limited	Purchase	9,652	20,462.24	Ordinary	9,652
28/09/2016	State Street Australia Limited	Purchase	4,801	10,178.12	Ordinary	4,801
29/09/2016	State Street Australia Limited	Purchase	25,418	53,886.16	Ordinary	25,418
29/09/2016	State Street Australia Limited	Purchase	12,643	26,803.16	Ordinary	12,643
30/09/2016	State Street Australia Limited	Purchase	5,301	11,238.12	Ordinary	5,301
30/09/2016	State Street Australia Limited	Purchase	2,636	5,588.32	Ordinary	2,636
3/10/2016	State Street Australia Limited	Purchase	34	71.74	Ordinary	34
3/10/2016	State Street Australia Limited	Purchase	17	35.87	Ordinary	17
10/10/2016	State Street Australia Limited	Sale	-10,078	-31,644.92	Ordinary	10,078
10/10/2016	State Street Australia Limited	Sale	-5,301	-16,645.14	Ordinary	5,301
10/10/2016	State Street Australia Limited	Sale	-79,730	-250,352.20	Ordinary	79,730
10/10/2016	State Street Australia Limited	Sale	-48,872	-153,458.08	Ordinary	48,872
10/10/2016	State Street Australia Limited	Sale	-95,457	-299,734.98	Ordinary	95,457
10/10/2016	State Street Australia Limited	Sale	-25,418	-79,812.52	Ordinary	25,418
10/10/2016	State Street Australia Limited	Sale	-33,274	-104,480.36	Ordinary	33,274
10/10/2016	State Street Australia Limited	Sale	-19,907	-62,507.98	Ordinary	19,907
10/10/2016	State Street Australia Limited	Sale	-35,772	-112,324.08	Ordinary	35,772
10/10/2016	State Street Australia Limited	Sale	-60,128	-188,801.92	Ordinary	60,128
10/10/2016	State Street Australia Limited	Sale	-46,034	-144,546.76	Ordinary	46,034
10/10/2016	State Street Australia Limited	Sale	-11,752	-36,901.28	Ordinary	11,752
10/10/2016	State Street Australia Limited	Sale	-4,949	-15,539.86	Ordinary	4,949
10/10/2016	State Street Australia Limited	Sale	-82,153	-257,960.42	Ordinary	82,153
10/10/2016	State Street Australia Limited	Sale	-56,737	-178,154.18	Ordinary	56,737
10/10/2016	State Street Australia Limited	Sale	-67,069	-210,596.66	Ordinary	67,069
10/10/2016	State Street Australia Limited	Sale	-101,508	-318,735.12	Ordinary	101,508
10/10/2016	State Street Australia Limited	Sale	-15,554	-48,839.56	Ordinary	15,554
10/10/2016	State Street Australia Limited	Sale	-60,294	-189,323.16	Ordinary	60,294
10/10/2016	State Street Australia Limited	Sale	-9,652	-30,307.28	Ordinary	9,652
10/10/2016	State Street Australia Limited	Sale	-15,890	-49,894.60	Ordinary	15,890
10/10/2016	State Street Australia Limited	Sale	-61,833	-194,155.62	Ordinary	61,833
10/10/2016	State Street Australia Limited	Sale	-34	-106.76	Ordinary	34
10/10/2016	State Street Australia Limited	Sale	-15,116	-47,464.24	Ordinary	15,116
10/10/2016	State Street Australia Limited	Sale	-29,915	-93,933.10	Ordinary	29,915

10/10/2016	State Street Australia Limited	Sale	-29,991	-94,171.74	Ordinary	29,991
10/10/2016	State Street Australia Limited	Sale	-17,795	-55,876.30	Ordinary	17,795
10/10/2016	State Street Australia Limited	Sale	-7,901	-24,809.14	Ordinary	7,901
10/10/2016	State Street Australia Limited	Sale	-47,483	-149,096.62	Ordinary	47,483
10/10/2016	State Street Australia Limited	Sale	-50,493	-158,548.02	Ordinary	50,493
10/10/2016	State Street Australia Limited	Sale	-4,801	-15,075.14	Ordinary	4,801
10/10/2016	State Street Australia Limited	Sale	-39,641	-124,472.74	Ordinary	39,641
10/10/2016	State Street Australia Limited	Sale	-22,896	-71,893.44	Ordinary	22,896
10/10/2016	State Street Australia Limited	Sale	-16,551	-51,970.14	Ordinary	16,551
10/10/2016	State Street Australia Limited	Sale	-7,736	-24,291.04	Ordinary	7,736
10/10/2016	State Street Australia Limited	Sale	-28,223	-88,620.22	Ordinary	28,223
10/10/2016	State Street Australia Limited	Sale	-2,461	-7,727.54	Ordinary	2,461
10/10/2016	State Street Australia Limited	Sale	-30,756	-96,573.84	Ordinary	30,756
10/10/2016	State Street Australia Limited	Sale	-17	-53.38	Ordinary	17
10/10/2016	State Street Australia Limited	Sale	-9,901	-31,089.14	Ordinary	9,901
10/10/2016	State Street Australia Limited	Sale	-24,307	-76,323.98	Ordinary	24,307
10/10/2016	State Street Australia Limited	Sale	-2,636	-8,277.04	Ordinary	2,636
10/10/2016	State Street Australia Limited	Sale	-7,502	-23,556.28	Ordinary	7,502
10/10/2016	State Street Australia Limited	Sale	-33,362	-104,756.68	Ordinary	33,362
10/10/2016	State Street Australia Limited	Sale	-12,643	-39,699.02	Ordinary	12,643
10/10/2016	State Street Australia Limited	Sale	-5,846	-18,356.44	Ordinary	5,846
10/10/2016	State Street Australia Limited	Sale	-40,866	-128,319.24	Ordinary	40,866
10/10/2016	State Street Australia Limited	Sale	-5,002	-15,706.28	Ordinary	5,002
	Total		-1,350,927	-4,331,046.69		
	BT Investment Management (Institutional) Limited Total :		-5,130,113	-16,203,285.02		

Equity Desk - (WIB) Westpac Institutional Bank

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	41	87.54	Ordinary	41
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	18	38.43	Ordinary	18
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	40	85.60	Ordinary	40
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	280	599.20	Ordinary	280
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	1,589	3,400.46	Ordinary	1,589
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	239	511.46	Ordinary	239
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	567	1,213.38	Ordinary	567
29/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	226	483.64	Ordinary	226
30/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-74	-159.10	Ordinary	74
30/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-27	-58.05	Ordinary	27
30/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-40	-86.00	Ordinary	40
30/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-25	-53.75	Ordinary	25
30/09/2016	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-2,834	-6,064.76	Ordinary	2,834
10/10/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,500	7,900.00	Ordinary	2,500
10/10/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	1,149	3,630.84	Ordinary	1,149
10/10/2016	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	1,351	4,269.16	Ordinary	1,351
10/10/2016	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-3,000	-9,510.00	Ordinary	3,000
	Total		2,000	6,288.05		
	Equity Desk - (WIB) Westpac Institutional Bank Total :		2,000	6,288.05		

ANNEXURE B

This is annexure 'B' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary Westpac Banking Corporation – 12/10/2016

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

Challenge Limited	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Databank Pty Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Delta LLC	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Europe Limited	UK
Crusade 2P Trust of 2008	Australia	Westpac Finance (HK) Limited	Hong Kong
Danaby Pty Limited	Australia	Westpac Financial Consultants Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group Limited	Australia
General Credits Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Halcyon Securities Pty Limited	Australia	Westpac Financial Services Limited	Australia
Hastings Advisers LLC	USA	Westpac Funding Holdings Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac General Insurance Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac General Insurance Services Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac Holdings-NZ-Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac Investment Capital Corporation	USA
Hastings Investment Capital LP	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Investment Management (Europe) Ltd	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hickory Trust	Australia	Westpac New Zealand Group Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Holdings Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
MIF Custodian Trust	New Zealand	Westpac NZ Operations Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Number 120 Limited	New Zealand	Westpac NZ Securitisation No. 2 Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia

Partnership Pacific Securities Pty Limited	Australia	Westpac Properties Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac RE Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Reinventure Fund ILP	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Reinventure Fund II 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
Series 2011-3 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
BT Investment Management (Fund Services) Limited (Subsidiary of BT Investment Management Limited)	Australia