

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme RCR TOMLINSON LIMITED (RCR)

ACN/ARSN ACN 008 898 486

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 18/05/2017

The previous notice was given to the company on 9/05/2017

The previous notice was dated 5/05/2017

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	7,003,503	5.00%	8,404,981	6.01%

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
18/05/2017	WBC & its Associates , Asgard Capital Management Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, Westpac RE Limited, BT Investment Management (Institutional) Limited, Advance Asset Management 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.	1,186,540, Ordinary	1,186,540
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.	3,745, Ordinary	3,745
BT Funds Management Limited	Asgard Capital Management Limited HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited	Asgard Capital Management Limited HSBC Custody Nominees (Australia) 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.	96,459, Ordinary	96,459
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.	230,746, Ordinary	230,746

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.	5,624,939, Ordinary	5,624,939
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.	777,403, Ordinary	777,403
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.	485,149, Ordinary	485,149

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
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
Westpac RE 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
Advance Asset Management 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
RCR TOMLINSON LIMITED (RCR)	The Company Secretary RCR TOMLINSON LIMITED (RCR) Level 39, 50 Bridge Street Sydney NSW 2000 Tel No: 9355 8100

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 22/05/2017

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 – 22/05/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 6/05/2017 to 18/05/2017

SECURITY: RCR

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/05/2017	BT Portfolio Services Limited	Purchase	2,950	10,030.89	Ordinary	2,950
	Total		2,950	10,030.89		
	BT Funds Management Limited Total :		2,950	10,030.89		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	28,338	92,665.26	Ordinary	28,338
9/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,544	4,987.12	Ordinary	1,544
9/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,905	6,172.20	Ordinary	1,905
10/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	79	260.70	Ordinary	79
10/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	950	3,116.00	Ordinary	950
11/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	4,240	14,246.40	Ordinary	4,240
12/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	9,622	32,618.58	Ordinary	9,622
15/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	2,246	7,591.48	Ordinary	2,246
15/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	30,336	102,535.68	Ordinary	30,336
17/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	7,282	24,540.34	Ordinary	7,282
18/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	30,103	98,737.84	Ordinary	30,103
18/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	19,464	64,620.48	Ordinary	19,464
	Total		136,109	452,092.08		
	BT Funds Management No.2 Limited Total :		136,109	452,092.08		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	167,811	548,741.97	Ordinary	167,811
9/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	11,280	36,547.20	Ordinary	11,280
9/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	9,142	29,528.66	Ordinary	9,142
10/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	471	1,554.30	Ordinary	471
10/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	5,623	18,443.44	Ordinary	5,623

11/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	25,105	84,352.80	Ordinary	25,105
12/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	56,980	193,162.20	Ordinary	56,980
15/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	13,302	44,960.76	Ordinary	13,302
15/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	179,637	607,173.06	Ordinary	179,637
17/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	43,120	145,314.40	Ordinary	43,120
18/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	178,260	584,692.80	Ordinary	178,260
18/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	115,263	382,673.16	Ordinary	115,263
	Total		805,994	2,677,144.75		
	BT Investment Management (Fund Services) Limited Total :		805,994	2,677,144.75		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/05/2017	Australia and New Zealand Banking Group Limited	Purchase	5,465	17,870.55	Ordinary	5,465
9/05/2017	Australia and New Zealand Banking Group Limited	Purchase	367	1,189.08	Ordinary	367
9/05/2017	Australia and New Zealand Banking Group Limited	Purchase	298	962.54	Ordinary	298
10/05/2017	Australia and New Zealand Banking Group Limited	Purchase	183	600.24	Ordinary	183
10/05/2017	Australia and New Zealand Banking Group Limited	Purchase	15	49.50	Ordinary	15
11/05/2017	Australia and New Zealand Banking Group Limited	Purchase	818	2,748.48	Ordinary	818
12/05/2017	Australia and New Zealand Banking Group Limited	Purchase	1,856	6,291.84	Ordinary	1,856
15/05/2017	Australia and New Zealand Banking Group Limited	Purchase	433	1,463.54	Ordinary	433
15/05/2017	Australia and New Zealand Banking Group Limited	Purchase	5,851	19,776.38	Ordinary	5,851
17/05/2017	Australia and New Zealand Banking Group Limited	Purchase	1,404	4,731.48	Ordinary	1,404
18/05/2017	Australia and New Zealand Banking Group Limited	Purchase	5,805	19,040.40	Ordinary	5,805
18/05/2017	Australia and New Zealand Banking Group Limited	Purchase	3,754	12,463.28	Ordinary	3,754
	Total		26,249	87,187.31		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/05/2017	State Street Australia Limited	Purchase	59,810	195,578.70	Ordinary	59,810
8/05/2017	State Street Australia Limited	Purchase	29,754	97,295.58	Ordinary	29,754
9/05/2017	State Street Australia Limited	Purchase	3,259	10,526.57	Ordinary	3,259
9/05/2017	State Street Australia Limited	Purchase	4,020	13,024.80	Ordinary	4,020
9/05/2017	State Street Australia Limited	Purchase	1,621	5,235.83	Ordinary	1,621
9/05/2017	State Street Australia Limited	Purchase	2,000	6,480.00	Ordinary	2,000
10/05/2017	State Street Australia Limited	Purchase	168	554.40	Ordinary	168
10/05/2017	State Street Australia Limited	Purchase	2,004	6,573.12	Ordinary	2,004
10/05/2017	State Street Australia Limited	Purchase	84	277.20	Ordinary	84
10/05/2017	State Street Australia Limited	Purchase	997	3,270.16	Ordinary	997
11/05/2017	State Street Australia Limited	Purchase	8,948	30,065.28	Ordinary	8,948
11/05/2017	State Street Australia Limited	Purchase	4,451	14,955.36	Ordinary	4,451
12/05/2017	State Street Australia Limited	Purchase	20,308	68,844.12	Ordinary	20,308
12/05/2017	State Street Australia Limited	Purchase	10,103	34,249.17	Ordinary	10,103
15/05/2017	State Street Australia Limited	Purchase	4,741	16,024.58	Ordinary	4,741
15/05/2017	State Street Australia Limited	Purchase	2,358	7,970.04	Ordinary	2,358
15/05/2017	State Street Australia Limited	Purchase	31,851	107,656.38	Ordinary	31,851
15/05/2017	State Street Australia Limited	Purchase	64,025	216,404.50	Ordinary	64,025

17/05/2017	State Street Australia Limited	Purchase	7,645	25,763.65	Ordinary	7,645
17/05/2017	State Street Australia Limited	Purchase	15,369	51,793.53	Ordinary	15,369
18/05/2017	State Street Australia Limited	Purchase	63,534	208,391.52	Ordinary	63,534
18/05/2017	State Street Australia Limited	Purchase	41,082	136,392.24	Ordinary	41,082
18/05/2017	State Street Australia Limited	Purchase	31,607	103,670.96	Ordinary	31,607
18/05/2017	State Street Australia Limited	Purchase	20,437	67,850.84	Ordinary	20,437
	Total		430,176	1,428,848.53		
	BT Investment Management (Institutional) Limited Total :		456,425	1,516,035.84		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/05/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	7,704	25,962.48	Ordinary	7,704
17/05/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-7,704	-25,962.48	Ordinary	7,704
	Total		0	0.00		
	Westpac RE Limited Total :		0	0.00		

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 – 22/05/2017

Westpac Banking Corporation	Australia	Series 2013-1 WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2013-2 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2014-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2014-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2015-1 WST Trust	Australia
Advance Asset Management Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Altitude Administration Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Altitude Rewards Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Business Finance Pty Limited	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	St.George Custodial Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Equity Finance Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Finance Holdings Limited	Australia
Asgard Capital Management Limited	Australia	St.George Finance Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Life Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Motor Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Security Holdings Pty Limited	Australia
Belliston Pty Limited	Australia	Sydney Capital Corp Inc.	USA
Bill Acceptance Corporation Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT (Queensland) Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Australia Pty Limited	Australia	Value Nominees Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	W2 Investments Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Waratah Securities Australia Limited	Australia
BT Funds Management Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Funds Management No.2 Limited	Australia	Westpac Administration Pty Limited	Australia
BT Long Term Income Fund	Australia	Westpac Administration 2 Limited	Australia
BT Portfolio Services Limited	Australia	Westpac Administration 3 Limited	Australia
BT Private Nominees Pty Limited	Australia	Westpac Administration 4 Limited	Australia
BT Securities Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Short Term Income Fund	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
Core Infrastructure Income Feeder 1 LP 2016	Partnership(Scotland)	Westpac Covered Bond Trust	Australia

Core Infrastructure Income Feeder 2 LP 2016	Partnership(Scotland)	Westpac Custodian Nominees Pty Limited	Australia
Core Infrastructure Income Master LP 2016	Partnership(England)	Westpac Databank Pty Limited	Australia
Core Infrastructure Income Holdings Limited 2016	Partnership(England)	Westpac Debt Securities Pty Limited	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Delta LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Equipment Finance Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade ABS Series 2017 - 1 Trust	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Management Pty Limited	Australia	Westpac Equity Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Europe Limited	UK
Crusade Euro Trust 1E of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
eQR Securities Pty. Limited	Australia	Westpac Financial Services Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits 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 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
Hitton Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Infrastructure GP LLP	UK	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Notice Saver PIE Fund	Australia
Magnitude Group Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Operations Limited	New Zealand
Number 120 Limited	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Oniston Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Partnership Pacific Securities Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia

Planwise AU Pty Limited	Australia	Westpac Properties Limited	Australia
Qvalent Pty Limited	Australia	Westpac RE Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securities Limited	Australia
Reinventure Fund II ILP	Australia	Westpac Securities NZ Limited	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Securitor Financial Group Limited	Australia	Westpac Singapore Limited	Singapore
Series 2009-1 WST Trust	Australia	Westpac Structured Products Limited	Australia
Series 2011-1 WST Trust	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Series 2011-2 WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
Seed Pool Trust No. 2	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2011-3 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2012-1 WST Trust	Australia	Westpac USA Inc.	USA

Note: Westpac retains 29.3% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (29.3%)	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
JO Hambro Capital Management Limited (Subsidiary of BT Investment Management Limited)	UK