

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 06 122 676

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 9/03/2017

The previous notice was given to the company on 24/10/2016

The previous notice was dated 20/10/2016

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	3,140,227	10.88%	2,797,558	9.69%

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
9/03/2017	WBC & its Associates , Asgard Capital Management Limited, BT Funds Management Limited, Westpac RE Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Investment Management (Institutional) Limited, BT	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	Investment Management (Fund Services) Limited				
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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.	130,568, Ordinary	130,568
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.	25,362, Ordinary	25,362
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	249,161, Ordinary	249,161

			exercise the power to vote or dispose of the shares.		
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.	1,460,511, Ordinary	1,460,511
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.	830,828, Ordinary	830,828
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.	99,101, Ordinary	99,101

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
Westpac RE 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 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 13/3/2017

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 13/03/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 21/10/2016 to 9/03/2017

SECURITY: TRS

Advance Asset Management Limited						
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	8,000	57,360.00	Ordinary	8,000
16/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	11,000	84,150.00	Ordinary	11,000
16/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-315	-2,397.15	Ordinary	315
16/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-702	-5,342.22	Ordinary	702
22/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-91	-726.18	Ordinary	91
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-78	-627.9	Ordinary	78
28/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-47	-389.63	Ordinary	47
28/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-156	-1,293.24	Ordinary	156
2/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-151	-1,230.65	Ordinary	151
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-148	-1,194.36	Ordinary	148
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-89	-728.02	Ordinary	89
8/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-39	-321.36	Ordinary	39
9/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-153	-1,251.54	Ordinary	153
12/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-179	-1,467.80	Ordinary	179
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	24,598	204,409.38	Ordinary	24,598
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-252	-2,079.00	Ordinary	252
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-24,598	0	Ordinary	24,598
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,000	-50,760.00	Ordinary	6,000
28/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-16,920.00	Ordinary	2,000
28/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,000	-8,460.00	Ordinary	1,000
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-16,920.00	Ordinary	2,000
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-16,920.00	Ordinary	2,000
3/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-16,920.00	Ordinary	2,000
11/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	163	1,372.46	Ordinary	163
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-4,000	-34,320.00	Ordinary	4,000
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	250	2,155.00	Ordinary	250
13/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	195	1,735.50	Ordinary	195
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	308	2,907.52	Ordinary	308
17/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	284	2,598.60	Ordinary	284
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-135	-1,127.25	Ordinary	135
22/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	58,000	440,220.00	Ordinary	58,000
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	6,000	45,720.00	Ordinary	6,000
1/03/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	17,000	130,390.00	Ordinary	17,000
3/03/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	45,000	345,150.00	Ordinary	45,000

Total	124,665	1,136,772.16
Advance Asset Management Limited Total :	124,665	1,136,772.16

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/12/2016	Asgard Capital Management Limited	Purchase	305	2,497.95	Ordinary	305
27/02/2017	Asgard Capital Management Limited	Sale	-305	-2,391.20	Ordinary	305
Total				106.75		
Asgard Capital Management Limited Total :				106.75		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/10/2016	BT Portfolio Services Limited	Purchase	1,525	10,903.75	Ordinary	1,525
26/10/2016	BT Portfolio Services Limited	Sale	-1,525	-10,929.22	Ordinary	1,525
4/11/2016	BT Portfolio Services Limited	Purchase	1,000	7,426.30	Ordinary	1,000
17/11/2016	BT Portfolio Services Limited	Sale	-538	-4,025.59	Ordinary	538
18/11/2016	BT Portfolio Services Limited	Sale	-1,000	-7,678.90	Ordinary	1,000
22/11/2016	BT Portfolio Services Limited	Sale	-800	-6,419.68	Ordinary	800
13/01/2017	BT Portfolio Services Limited	Purchase	1,138	9,936.90	Ordinary	1,138
20/01/2017	BT Portfolio Services Limited	Sale	-1,400	-12,143.74	Ordinary	1,400
1/02/2017	BT Portfolio Services Limited	Sale	-1,022	-8,548.42	Ordinary	1,022
22/02/2017	BT Portfolio Services Limited	Purchase	800	5,900.32	Ordinary	800
Total			-1,822	-15,578.27		
BT Funds Management Limited Total :			-1,822	-15,578.27		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,437	-71,545.76	Ordinary	8,437
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,650	-47,912.00	Ordinary	5,650
15/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-164	-1,390.72	Ordinary	164
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-118	-1,000.64	Ordinary	118
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-338	-2,866.24	Ordinary	338
23/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-146	-1,238.08	Ordinary	146
23/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28	-237.44	Ordinary	28
23/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,015	-34,047.20	Ordinary	4,015
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-843	-7,148.64	Ordinary	843
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-820	-6,953.60	Ordinary	820
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-217	-1,939.98	Ordinary	217
24/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,301	-11,604.92	Ordinary	1,301

24/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-285	-2,542.20	Ordinary	285
25/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-973	-8,727.81	Ordinary	973
25/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-657	-5,893.29	Ordinary	657
27/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-43	-381.84	Ordinary	43
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-593	-5,170.96	Ordinary	593
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-3	-26.07	Ordinary	3
7/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-30	-258.9	Ordinary	30
8/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-21	-181.23	Ordinary	21
13/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-4,128	-34,964.16	Ordinary	4,128
14/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,105	-9,326.20	Ordinary	1,105
15/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-282	-2,377.26	Ordinary	282
16/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-640	-5,414.40	Ordinary	640
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,485	-12,399.75	Ordinary	1,485
20/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-820	-6,789.60	Ordinary	820
21/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-120	-964.8	Ordinary	120
9/03/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-11,246	-90,980.14	Ordinary	11,246
9/03/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-9,686	-78,359.74	Ordinary	9,686
Total			-54,194	-452,643.57		
BT Funds Management No.2 Limited Total :			-54,194	-452,643.57		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-45,707	-387,595.36	Ordinary	45,707
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-33,564	-284,622.72	Ordinary	33,564
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,357	-53,907.36	Ordinary	6,357
15/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-982	-8,327.36	Ordinary	982
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-684	-5,800.32	Ordinary	684
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,959	-16,612.32	Ordinary	1,959
23/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,417	-96,816.16	Ordinary	11,417
23/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,315	-104,431.20	Ordinary	12,315
23/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-566	-4,799.68	Ordinary	566
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,039	-42,730.72	Ordinary	5,039
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,710	-39,940.80	Ordinary	4,710
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-123	-1,099.62	Ordinary	123
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,039	-9,288.66	Ordinary	1,039
24/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-8,493	-75,757.56	Ordinary	8,493
25/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-8,726	-78,272.22	Ordinary	8,726
27/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-229	-2,033.52	Ordinary	229
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-3,174	-27,677.28	Ordinary	3,174
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-17	-147.56	Ordinary	17
7/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-162	-1,398.06	Ordinary	162
8/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-111	-957.93	Ordinary	111
13/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-21,178	-179,377.66	Ordinary	21,178
14/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-6,309	-53,247.96	Ordinary	6,309
15/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,642	-13,842.06	Ordinary	1,642

16/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-3,727	-31,530.42	Ordinary	3,727
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-8,654	-72,260.90	Ordinary	8,654
20/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-4,682	-38,766.96	Ordinary	4,682
21/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-682	-5,483.28	Ordinary	682
9/03/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-37,385	-302,444.65	Ordinary	37,385
9/03/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-74,142	-599,808.78	Ordinary	74,142
Total			-303,775	-2,538,979.08		
BT Investment Management (Fund Services) Limited Total :			-303,775	-2,538,979.08		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/12/2016	Australia and New Zealand Banking Group Limited	Sale	-430	-3,646.40	Ordinary	430
14/12/2016	Australia and New Zealand Banking Group Limited	Sale	-1,330	-11,278.40	Ordinary	1,330
15/12/2016	Australia and New Zealand Banking Group Limited	Sale	-25	-212	Ordinary	25
21/12/2016	Australia and New Zealand Banking Group Limited	Sale	-23	-195.04	Ordinary	23
22/12/2016	Australia and New Zealand Banking Group Limited	Sale	-65	-551.2	Ordinary	65
23/12/2016	Australia and New Zealand Banking Group Limited	Sale	-434	-3,680.32	Ordinary	434
23/12/2016	Australia and New Zealand Banking Group Limited	Sale	-371	-3,146.08	Ordinary	371
29/12/2016	Australia and New Zealand Banking Group Limited	Sale	-126	-1,068.48	Ordinary	126
30/12/2016	Australia and New Zealand Banking Group Limited	Sale	-126	-1,068.48	Ordinary	126
30/12/2016	Australia and New Zealand Banking Group Limited	Sale	-43	-364.64	Ordinary	43
23/01/2017	Australia and New Zealand Banking Group Limited	Sale	-38	-339.72	Ordinary	38
24/01/2017	Australia and New Zealand Banking Group Limited	Sale	-277	-2,470.84	Ordinary	277
24/01/2017	Australia and New Zealand Banking Group Limited	Sale	-4	-35.72	Ordinary	4
25/01/2017	Australia and New Zealand Banking Group Limited	Sale	-289	-2,592.33	Ordinary	289
27/01/2017	Australia and New Zealand Banking Group Limited	Sale	-8	-71.04	Ordinary	8
30/01/2017	Australia and New Zealand Banking Group Limited	Sale	-102	-889.44	Ordinary	102
30/01/2017	Australia and New Zealand Banking Group Limited	Sale	-3	-26.16	Ordinary	3
31/01/2017	Australia and New Zealand Banking Group Limited	Sale	-1	-8.68	Ordinary	1
7/02/2017	Australia and New Zealand Banking Group Limited	Sale	-5	-43.15	Ordinary	5
8/02/2017	Australia and New Zealand Banking Group Limited	Sale	-4	-34.56	Ordinary	4
13/02/2017	Australia and New Zealand Banking Group Limited	Sale	-341	-2,888.27	Ordinary	341
14/02/2017	Australia and New Zealand Banking Group Limited	Sale	-194	-1,637.36	Ordinary	194
15/02/2017	Australia and New Zealand Banking Group Limited	Sale	-55	-463.65	Ordinary	55
16/02/2017	Australia and New Zealand Banking Group Limited	Sale	-124	-1,049.04	Ordinary	124
17/02/2017	Australia and New Zealand Banking Group Limited	Sale	-289	-2,413.15	Ordinary	289
20/02/2017	Australia and New Zealand Banking Group Limited	Sale	-144	-1,192.32	Ordinary	144
21/02/2017	Australia and New Zealand Banking Group Limited	Sale	-21	-168.84	Ordinary	21
9/03/2017	Australia and New Zealand Banking Group Limited	Sale	-1,811	-14,650.99	Ordinary	1,811
9/03/2017	Australia and New Zealand Banking Group Limited	Sale	-1,994	-16,131.46	Ordinary	1,994
Total			-8,677	-72,317.76		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/11/2016	State Street Australia Limited	Sale	-5,888	43,446.37	Ordinary	5,888

4/11/2016	State Street Australia Limited	Sale	-4,651	34,318.80	Ordinary	4,651
4/11/2016	State Street Australia Limited	Buy	5,888	43,446.37	Ordinary	5,888
4/11/2016	State Street Australia Limited	Buy	2,632	19,421.00	Ordinary	2,632
4/11/2016	State Street Australia Limited	Sale	-5,888	43,446.37	Ordinary	5,888
4/11/2016	State Street Australia Limited	Buy	4,019	29,655.40	Ordinary	4,019
4/11/2016	State Street Australia Limited	Sale	-5,888	43,446.37	Ordinary	5,888
4/11/2016	State Street Australia Limited	Buy	5,888	43,446.37	Ordinary	5,888
4/11/2016	State Street Australia Limited	Buy	5,888	43,446.37	Ordinary	5,888
14/12/2016	State Street Australia Limited	Sale	-7,913	-67,102.24	Ordinary	7,913
14/12/2016	State Street Australia Limited	Sale	-548	-4,647.04	Ordinary	548
14/12/2016	State Street Australia Limited	Sale	-16,091	-136,451.68	Ordinary	16,091
14/12/2016	State Street Australia Limited	Sale	-1,019	-8,641.12	Ordinary	1,019
15/12/2016	State Street Australia Limited	Sale	-249	-2,111.52	Ordinary	249
15/12/2016	State Street Australia Limited	Sale	-124	-1,051.52	Ordinary	124
21/12/2016	State Street Australia Limited	Sale	-120	-1,017.60	Ordinary	120
21/12/2016	State Street Australia Limited	Sale	-241	-2,043.68	Ordinary	241
22/12/2016	State Street Australia Limited	Sale	-689	-5,842.72	Ordinary	689
22/12/2016	State Street Australia Limited	Sale	-343	-2,908.64	Ordinary	343
23/12/2016	State Street Australia Limited	Sale	-4,251	-36,048.48	Ordinary	4,251
23/12/2016	State Street Australia Limited	Sale	-8,546	-72,470.08	Ordinary	8,546
29/12/2016	State Street Australia Limited	Sale	-1,072	-9,090.56	Ordinary	1,072
29/12/2016	State Street Australia Limited	Sale	-205	-1,738.40	Ordinary	205
29/12/2016	State Street Australia Limited	Sale	-425	-3,604.00	Ordinary	425
29/12/2016	State Street Australia Limited	Sale	-208	-1,763.84	Ordinary	208
30/12/2016	State Street Australia Limited	Sale	-903	-7,657.44	Ordinary	903
30/12/2016	State Street Australia Limited	Sale	-1,815	-15,391.20	Ordinary	1,815
23/01/2017	State Street Australia Limited	Sale	-383	-3,424.02	Ordinary	383
23/01/2017	State Street Australia Limited	Sale	-191	-1,707.54	Ordinary	191
24/01/2017	State Street Australia Limited	Sale	-1,393	-12,425.56	Ordinary	1,393
24/01/2017	State Street Australia Limited	Sale	-2,801	-24,984.92	Ordinary	2,801
25/01/2017	State Street Australia Limited	Sale	-1,009	-9,050.73	Ordinary	1,009
25/01/2017	State Street Australia Limited	Sale	-422	-3,785.34	Ordinary	422
25/01/2017	State Street Australia Limited	Sale	-2,329	-20,891.13	Ordinary	2,329
25/01/2017	State Street Australia Limited	Sale	-548	-4,915.56	Ordinary	548
27/01/2017	State Street Australia Limited	Sale	-76	-674.88	Ordinary	76
27/01/2017	State Street Australia Limited	Sale	-38	-337.44	Ordinary	38
30/01/2017	State Street Australia Limited	Sale	-521	-4,543.12	Ordinary	521
30/01/2017	State Street Australia Limited	Sale	-1,047	-9,129.84	Ordinary	1,047
31/01/2017	State Street Australia Limited	Sale	-6	-52.08	Ordinary	6
31/01/2017	State Street Australia Limited	Sale	-3	-26.04	Ordinary	3
3/02/2017	State Street Australia Limited	Sale	-5,317	44,941.94	Ordinary	5,317
3/02/2017	State Street Australia Limited	Buy	6,526	55,161.02	Ordinary	6,526
3/02/2017	State Street Australia Limited	Buy	3,950	33,387.38	Ordinary	3,950
3/02/2017	State Street Australia Limited	Sale	-6,526	55,161.02	Ordinary	6,526
3/02/2017	State Street Australia Limited	Buy	2,657	22,458.29	Ordinary	2,657
7/02/2017	State Street Australia Limited	Sale	-27	-233.01	Ordinary	27
7/02/2017	State Street Australia Limited	Sale	-54	-466.02	Ordinary	54
8/02/2017	State Street Australia Limited	Sale	-18	-155.34	Ordinary	18

8/02/2017	State Street Australia Limited	Sale	-36	-310.68	Ordinary	36
13/02/2017	State Street Australia Limited	Sale	-2,569	-21,759.43	Ordinary	2,569
13/02/2017	State Street Australia Limited	Sale	-498	-4,218.06	Ordinary	498
13/02/2017	State Street Australia Limited	Sale	-408	-3,455.76	Ordinary	408
13/02/2017	State Street Australia Limited	Sale	-1,103	-9,342.41	Ordinary	1,103
14/02/2017	State Street Australia Limited	Sale	-1,013	-8,549.72	Ordinary	1,013
14/02/2017	State Street Australia Limited	Sale	-2,037	-17,192.28	Ordinary	2,037
15/02/2017	State Street Australia Limited	Sale	-582	-4,906.26	Ordinary	582
15/02/2017	State Street Australia Limited	Sale	-289	-2,436.27	Ordinary	289
16/02/2017	State Street Australia Limited	Sale	-97	-820.62	Ordinary	97
16/02/2017	State Street Australia Limited	Sale	-560	-4,737.60	Ordinary	560
16/02/2017	State Street Australia Limited	Sale	-558	-4,720.68	Ordinary	558
16/02/2017	State Street Australia Limited	Sale	-763	-6,454.98	Ordinary	763
17/02/2017	State Street Australia Limited	Sale	-3,068	-25,617.80	Ordinary	3,068
17/02/2017	State Street Australia Limited	Sale	-1,526	-12,742.10	Ordinary	1,526
20/02/2017	State Street Australia Limited	Sale	-752	-6,226.56	Ordinary	752
20/02/2017	State Street Australia Limited	Sale	-1,512	-12,519.36	Ordinary	1,512
21/02/2017	State Street Australia Limited	Sale	-220	-1,768.80	Ordinary	220
21/02/2017	State Street Australia Limited	Sale	-110	-884.4	Ordinary	110
28/02/2017	State Street Australia Limited	Buy	5,007	38,818.77	Ordinary	5,007
28/02/2017	State Street Australia Limited	Buy	8,559	66,357.07	Ordinary	8,559
28/02/2017	State Street Australia Limited	Sale	-8,559	66,357.07	Ordinary	8,559
28/02/2017	State Street Australia Limited	Buy	3,400	26,359.86	Ordinary	3,400
28/02/2017	State Street Australia Limited	Sale	-6,744	52,285.56	Ordinary	6,744
8/03/2017	State Street Australia Limited	Buy	2	15.64	Ordinary	2
9/03/2017	State Street Australia Limited	Sale	-15,439	-124,901.51	Ordinary	15,439
9/03/2017	State Street Australia Limited	Sale	-3,548	-28,703.32	Ordinary	3,548
9/03/2017	State Street Australia Limited	Sale	-31,828	-257,488.52	Ordinary	31,828
9/03/2017	State Street Australia Limited	Sale	-6,324	-51,161.16	Ordinary	6,324
Total			-125,513	-281,925.57		
BT Investment Management (Institutional) Limited Total :			-134,190	-354,243.00		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-10,713	-81,525.93	Ordinary	10,713
16/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,512	-26,726.32	Ordinary	3,512
22/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12	-95.76	Ordinary	12
22/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,252	-9,990.96	Ordinary	1,252
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,092	-8,790.60	Ordinary	1,092
28/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,846	-23,593.34	Ordinary	2,846
2/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-829	-6,756.35	Ordinary	829
2/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,285	-10,472.75	Ordinary	1,285
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,065	-16,664.55	Ordinary	2,065
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-16	-130.88	Ordinary	16
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,231	-10,069.58	Ordinary	1,231

8/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-545	-4,490.80	Ordinary	545
9/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,137	-17,480.66	Ordinary	2,137
12/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,468	-12,037.60	Ordinary	1,468
12/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,044	-8,560.80	Ordinary	1,044
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,553	-29,312.25	Ordinary	3,553
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	24,598	0	Ordinary	24,598
11/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,413	11,897.46	Ordinary	1,413
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	2,159	18,610.58	Ordinary	2,159
13/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,686	15,005.40	Ordinary	1,686
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	2,672	25,223.68	Ordinary	2,672
17/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	2,470	22,600.50	Ordinary	2,470
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-963	-8,705.52	Ordinary	963
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-499	-4,510.96	Ordinary	499
25/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	57	503.31	Ordinary	57
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	296	2,616.64	Ordinary	296
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	13,534	0	Ordinary	13,534
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	11,714	0	Ordinary	11,714
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	465	0	Ordinary	465
13/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-353	-3,000.50	Ordinary	353
Total			25,649	-186,458.54		
Westpac RE Limited Total :			25,649	-186,458.54		

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 – 13/03/2017

Westpac Banking Corporation	Australia	Seed Pool Trust No. 2	Australia
1925 (Commercial) Pty Limited	Australia	Series 2008-1M WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-3 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2012-1 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2013-1 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2013-2 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2014-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2014-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2015-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	SIE-Lease (Australia) Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Ascalon Funds Seed Pool Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Capital Management Limited	Australia	St.George Business Finance Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Life Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Sydney Capital Corp Inc.	USA
BT Financial Group Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management (NZ) Limited	New Zealand	The Mortgage Company Pty Limited	Australia
BT Funds Management Limited	Australia	Value Nominees Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	W2 Investments Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Portfolio Services Limited	Australia	Waratah Securities Australia Limited	Australia
BT Private Nominees Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Securities Limited	Australia	Westpac Administration Pty Limited	Australia
BT Short Term Income Fund	Australia	Westpac Administration 2 Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Administration 3 Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance Australia Limited	Australia	Westpac Americas Inc.	USA
Capital Finance New Zealand Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Motor Finance Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Capital Markets Holding Corp.	USA
CBA Limited	Australia	Westpac Capital Markets LLC	USA

Challenge Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Core Infrastructure Income Feeder 1 LP 2016	Partnership(Scotland)	Westpac Cash PIE Fund	Australia
Core Infrastructure Income Feeder 2 LP 2016	Partnership(Scotland)	Westpac Cook Cove Trust I	Australia
Core Infrastructure Income Master LP 2016	Partnership(England)	Westpac Cook Cove Trust II	Australia
Core Infrastructure Income Holdings Limited 2016	Partnership(England)	Westpac Covered Bond Trust	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Databank Pty Limited	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Delta LLC	USA
Crusade ABS Series 2017 - 1 Trust	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP No.1 Pty Limited	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 Infrastructure 3 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 4 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Life Insurance Services Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Group Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	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
Neo Investment GP Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Properties Limited	Australia
Oniston Pty Limited	Australia	Westpac RE Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securities Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Planwise AU Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Singapore Limited	Singapore
Reinventure Fund ILP	Australia	Westpac Structured Products Limited	Australia
Reinventure Fund II ILP	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac Syndications Management Pty Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Securitor Financial Group Limited	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Series 2011-2 WST Trust	Australia		

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