

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme COVER-MORE GROUP LIMITED (CVO)

ACN/ARSN ACN 166 776 334

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 03/04/2017

The previous notice was given to the company on 04/10/2016

The previous notice was dated 29/09/2016

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
3/04/2017	WBC & its Associates, Westpac RE 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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
COVER-MORE GROUP LIMITED (CVO)	The Company Secretary, COVER-MORE GROUP LIMITED (CVO) Level 10, 60 Miller Street NORTH SYDNEY NSW 2060 Tel: +61 2 8907 5301

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 05/04/2017

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 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 - 05/04/2017

Sales & Purchases for the period : 30/09/2016 to 3/04/2017

SECURITY: CVO

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	164,067	.00	Ordinary	164,067
24/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	134,427	169,378.02	Ordinary	134,427
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-213,676	-403,847.64	Ordinary	213,676
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,993	-54,796.77	Ordinary	28,993
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-164,067	-310,086.63	Ordinary	164,067
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-106,816	-201,882.24	Ordinary	106,816
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,300	-6,237.00	Ordinary	3,300
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-52,357	-98,954.73	Ordinary	52,357
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-44,968	-84,989.52	Ordinary	44,968
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-51,930	-98,147.70	Ordinary	51,930
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-51,930	-98,147.70	Ordinary	51,930
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-197,023	-372,373.47	Ordinary	197,023
14/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-71,607	-135,337.23	Ordinary	71,607
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-134,427	-262,132.65	Ordinary	134,427
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-274,043	-534,383.85	Ordinary	274,043
	Total		-1,096,643	-2,491,939.11		
	Advance Asset Management Limited Total :		-1,096,643	-2,491,939.11		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/10/2016	Asgard Capital Management Limited	Purchase	2,000	2,840.00	Ordinary	2,000
24/10/2016	Asgard Capital Management Limited	Purchase	289	.00	Ordinary	289
26/10/2016	Asgard Capital Management Limited	Purchase	289	346.80	Ordinary	289
26/10/2016	Asgard Capital Management Limited	Sale	-289	.00	Ordinary	289
29/12/2016	Asgard Capital Management Limited	Sale	-3,789	-7,274.88	Ordinary	3,789
	Total		-1,500	-4,088.08		
	Asgard Capital Management Limited Total :		-1,500	-4,088.08		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/10/2016	Asgard Capital Management Limited	Purchase	443	.00	Ordinary	443
26/10/2016	Asgard Capital Management Limited	Purchase	443	531.60	Ordinary	443

26/10/2016	Asgard Capital Management Limited	Sale	-443	.00	Ordinary	443
29/11/2016	Asgard Capital Management Limited	Purchase	7,600	9,956.00	Ordinary	7,600
Total			8,043	10,487.60		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/10/2016	BT Portfolio Services Limited	Sale	-10,500	-15,383.55	Ordinary	10,500
11/10/2016	BT Portfolio Services Limited	Sale	-11,561	-15,892.91	Ordinary	11,561
24/10/2016	BT Portfolio Services Limited	Purchase	1,924	2,308.80	Ordinary	1,924
24/10/2016	BT Portfolio Services Limited	Purchase	1,827	2,192.40	Ordinary	1,827
24/10/2016	BT Portfolio Services Limited	Purchase	1,347	1,616.40	Ordinary	1,347
24/10/2016	BT Portfolio Services Limited	Purchase	2,788	3,345.60	Ordinary	2,788
24/10/2016	BT Portfolio Services Limited	Purchase	241	289.20	Ordinary	241
24/10/2016	BT Portfolio Services Limited	Purchase	1,202	1,442.40	Ordinary	1,202
24/10/2016	BT Portfolio Services Limited	Purchase	2,116	2,539.20	Ordinary	2,116
21/11/2016	BT Portfolio Services Limited	Sale	-7,452	-9,395.48	Ordinary	7,452
22/11/2016	BT Portfolio Services Limited	Purchase	4,000	5,106.40	Ordinary	4,000
28/11/2016	BT Portfolio Services Limited	Purchase	2,800	3,718.40	Ordinary	2,800
12/12/2016	BT Portfolio Services Limited	Sale	-6,800	-12,747.96	Ordinary	6,800
20/12/2016	BT Portfolio Services Limited	Sale	-1,491	-2,847.96	Ordinary	1,491
24/01/2017	BT Portfolio Services Limited	Sale	-11,924	-22,953.70	Ordinary	11,924
24/01/2017	BT Portfolio Services Limited	Sale	-8,347	-16,026.24	Ordinary	8,347
Total			-39,830	-72,689.00		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
15/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,297	12,365.01	Ordinary	9,297
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-44,263	-86,312.85	Ordinary	44,263
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-9,297	-18,129.15	Ordinary	9,297
Total			-44,263	-92,076.99		
BT Funds Management Limited Total :			-76,050	-154,278.39		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	401,132	.00	Ordinary	401,132
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	147,489	200,585.04	Ordinary	147,489
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,579	-5,029.05	Ordinary	2,579
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-40,413	-78,805.35	Ordinary	40,413
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-18,488	-36,051.60	Ordinary	18,488
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-170,778	-333,017.10	Ordinary	170,778
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-21,317	-41,568.15	Ordinary	21,317
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-19,432	-37,892.40	Ordinary	19,432
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-24,897	-48,549.15	Ordinary	24,897
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-3,991	-7,782.45	Ordinary	3,991
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-17,681	-34,477.95	Ordinary	17,681
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-11,113	-21,670.35	Ordinary	11,113
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-533	-1,039.35	Ordinary	533

3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-3,390	-6,610.50	Ordinary	3,390
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-24,444	-47,665.80	Ordinary	24,444
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-26,936	-52,525.20	Ordinary	26,936
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-61,693	-120,301.35	Ordinary	61,693
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-161,994	-315,888.30	Ordinary	161,994
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-73,713	-143,740.35	Ordinary	73,713
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-78,816	-153,691.20	Ordinary	78,816
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-101,982	-198,864.90	Ordinary	101,982
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-26,646	-51,959.70	Ordinary	26,646
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-5,863	-11,432.85	Ordinary	5,863
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-13,394	-26,118.30	Ordinary	13,394
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-33,129	-64,601.55	Ordinary	33,129
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-94,276	-183,838.20	Ordinary	94,276
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-37,414	-72,957.30	Ordinary	37,414
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-48,637	-94,842.15	Ordinary	48,637
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-24,877	-48,510.15	Ordinary	24,877
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-84,794	-165,348.30	Ordinary	84,794
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-4,040	-7,878.00	Ordinary	4,040
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-24,877	-48,510.15	Ordinary	24,877
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-5,900	-11,505.00	Ordinary	5,900
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-31,974	-62,349.30	Ordinary	31,974
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-147,489	-287,603.55	Ordinary	147,489
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-7,777	-15,165.15	Ordinary	7,777
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-35,945	-70,092.75	Ordinary	35,945
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-51,022	-99,492.90	Ordinary	51,022
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-54,015	-105,329.25	Ordinary	54,015
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-6,678	-13,022.10	Ordinary	6,678
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-13,828	-26,964.60	Ordinary	13,828
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-34,586	-67,442.70	Ordinary	34,586
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-27,567	-53,755.65	Ordinary	27,567
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-13,105	-25,554.75	Ordinary	13,105
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-401,132	-782,207.40	Ordinary	401,132
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-54,833	-106,924.35	Ordinary	54,833
	Total		-1,599,367	-3,987,991.56		
	BT Funds Management No.2 Limited Total :		-1,599,367	-3,987,991.56		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,331,857	.00	Ordinary	2,331,857
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	723,723	.00	Ordinary	723,723
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	199,038	.00	Ordinary	199,038

	Limited.					
3/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	265,210	379,250.30	Ordinary	265,210
4/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	41,871	60,294.24	Ordinary	41,871
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	891,964	1,213,071.04	Ordinary	891,964
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	232,595	314,003.25	Ordinary	232,595
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-61,719	-77,148.75	Ordinary	61,719
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-192,161	-242,122.86	Ordinary	192,161
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-280,000	-352,800.00	Ordinary	280,000
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,883	-5,621.85	Ordinary	2,883
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-42,498	-82,871.10	Ordinary	42,498
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-423,362	-825,555.90	Ordinary	423,362
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-29,454	-57,435.30	Ordinary	29,454
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-16,927	-33,007.65	Ordinary	16,927
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-135,804	-264,817.80	Ordinary	135,804
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-282,734	-551,331.30	Ordinary	282,734
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-223,078	-435,002.10	Ordinary	223,078
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-941,708	-1,836,330.60	Ordinary	941,708
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-430,844	-840,145.80	Ordinary	430,844
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-508,905	-992,364.75	Ordinary	508,905
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-31,455	-61,337.25	Ordinary	31,455
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-133,671	-260,658.45	Ordinary	133,671
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-111,376	-217,183.20	Ordinary	111,376
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-143,479	-279,784.05	Ordinary	143,479
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-21,756	-42,424.20	Ordinary	21,756
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-140,620	-274,209.00	Ordinary	140,620
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-429,913	-838,330.35	Ordinary	429,913
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,331,857	-4,547,121.15	Ordinary	2,331,857
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,259,921	-2,456,845.95	Ordinary	1,259,921
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-172,998	-337,346.10	Ordinary	172,998
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-160,254	-312,495.30	Ordinary	160,254
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-115,331	-224,895.45	Ordinary	115,331
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-179,465	-349,956.75	Ordinary	179,465
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-264,383	-515,546.85	Ordinary	264,383
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-315,519	-615,262.05	Ordinary	315,519
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-181,163	-353,267.85	Ordinary	181,163
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-140,619	-274,207.05	Ordinary	140,619
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-25,535	-49,793.25	Ordinary	25,535
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-14,992	-29,234.40	Ordinary	14,992
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-117,061	-228,268.95	Ordinary	117,061
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-144,164	-281,119.80	Ordinary	144,164
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-102,781	-200,422.95	Ordinary	102,781
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-83,305	-162,444.75	Ordinary	83,305

3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-50,115	-97,724.25	Ordinary	50,115
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-891,964	-1,739,329.80	Ordinary	891,964
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-15,262	-29,760.90	Ordinary	15,262
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-293,449	-572,225.55	Ordinary	293,449
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-73,244	-142,825.80	Ordinary	73,244
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-550,506	-1,073,486.70	Ordinary	550,506
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-241,317	-470,568.15	Ordinary	241,317
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-118,736	-231,535.20	Ordinary	118,736
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-294,634	-574,536.30	Ordinary	294,634
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-46,848	-91,353.60	Ordinary	46,848
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-285,360	-556,452.00	Ordinary	285,360
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-117,381	-228,892.95	Ordinary	117,381
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-436,986	-852,122.70	Ordinary	436,986
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-41,871	-81,648.45	Ordinary	41,871
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-535,000	-1,043,250.00	Ordinary	535,000
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-505,000	-984,750.00	Ordinary	505,000
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-723,723	-1,411,259.85	Ordinary	723,723
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-333,652	-650,621.40	Ordinary	333,652
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-20,679	-40,324.05	Ordinary	20,679
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-67,448	-131,523.60	Ordinary	67,448
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-232,595	-453,560.25	Ordinary	232,595
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-265,210	-517,159.50	Ordinary	265,210
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,000,000	-1,950,000.00	Ordinary	1,000,000
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-35,000	-68,250.00	Ordinary	35,000
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-199,038	-388,124.10	Ordinary	199,038
	Total		-12,882,455	-31,923,377.13		
	BT Investment Management (Fund Services) Limited Total :		-12,882,455	-31,923,377.13		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2016	Australia and New Zealand Banking Group Limited	Purchase	77,146	.00	Ordinary	77,146
9/11/2016	Australia and New Zealand Banking Group Limited	Purchase	28,939	39,357.04	Ordinary	28,939
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-581	-1,132.95	Ordinary	581
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-7,773	-15,157.35	Ordinary	7,773
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-891	-1,737.45	Ordinary	891
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-7,495	-14,615.25	Ordinary	7,495
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-8,108	-15,810.60	Ordinary	8,108
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-709	-1,382.55	Ordinary	709
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-543	-1,058.85	Ordinary	543
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-5,147	-10,036.65	Ordinary	5,147
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-4,413	-8,605.35	Ordinary	4,413

	Group Limited					
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-9,081	-17,707.95	Ordinary	9,081
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-15,683	-30,581.85	Ordinary	15,683
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-13,099	-25,543.05	Ordinary	13,099
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-7,681	-14,977.95	Ordinary	7,681
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-4,599	-8,968.05	Ordinary	4,599
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-3,853	-7,513.35	Ordinary	3,853
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-944	-1,840.80	Ordinary	944
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-2,519	-4,912.05	Ordinary	2,519
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-7,773	-15,157.35	Ordinary	7,773
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-1,974	-3,849.30	Ordinary	1,974
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-1,624	-3,166.80	Ordinary	1,624
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-77	-150.15	Ordinary	77
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-2,964	-5,779.80	Ordinary	2,964
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-2,328	-4,539.60	Ordinary	2,328
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-15,367	-29,965.65	Ordinary	15,367
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-1,542	-3,006.90	Ordinary	1,542
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-28,939	-56,431.05	Ordinary	28,939
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-3,000	-5,850.00	Ordinary	3,000
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-10,060	-19,617.00	Ordinary	10,060
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-8,153	-15,898.35	Ordinary	8,153
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-5,755	-11,222.25	Ordinary	5,755
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-30,246	-58,979.70	Ordinary	30,246
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-2,742	-5,346.90	Ordinary	2,742
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-4,017	-7,833.15	Ordinary	4,017
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-14,497	-28,269.15	Ordinary	14,497
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-4,138	-8,069.10	Ordinary	4,138
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-3,833	-7,474.35	Ordinary	3,833
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-3,301	-6,436.95	Ordinary	3,301
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-33,080	-64,506.00	Ordinary	33,080
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-3,666	-7,148.70	Ordinary	3,666
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-8,978	-17,507.10	Ordinary	8,978
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-1,186	-2,312.70	Ordinary	1,186
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-3,066	-5,978.70	Ordinary	3,066
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-482	-939.90	Ordinary	482
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-4,790	-9,340.50	Ordinary	4,790
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-11,691	-22,797.45	Ordinary	11,691
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-13,576	-26,473.20	Ordinary	13,576
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-10,564	-20,599.80	Ordinary	10,564
3/04/2017	Australia and New Zealand Banking Group Limited	Sale	-77,146	-150,434.70	Ordinary	77,146
	Total		-307,589	-767,307.26		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes
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affected

11/10/2016	State Street Australia Limited	Purchase	795,662	.00	Ordinary	795,662
11/10/2016	State Street Australia Limited	Purchase	395,748	.00	Ordinary	395,748
9/11/2016	State Street Australia Limited	Purchase	354,966	482,753.76	Ordinary	354,966
9/11/2016	State Street Australia Limited	Purchase	176,642	240,233.12	Ordinary	176,642
3/04/2017	State Street Australia Limited	Sale	-11,699	-22,813.05	Ordinary	11,699
3/04/2017	State Street Australia Limited	Sale	-103,146	-201,134.70	Ordinary	103,146
3/04/2017	State Street Australia Limited	Sale	-54,681	-106,627.95	Ordinary	54,681
3/04/2017	State Street Australia Limited	Sale	-5,115	-9,974.25	Ordinary	5,115
3/04/2017	State Street Australia Limited	Sale	-6,724	-13,111.80	Ordinary	6,724
3/04/2017	State Street Australia Limited	Sale	-1,010	-1,969.50	Ordinary	1,010
3/04/2017	State Street Australia Limited	Sale	-152,977	-298,305.15	Ordinary	152,977
3/04/2017	State Street Australia Limited	Sale	-25,956	-50,614.20	Ordinary	25,956
3/04/2017	State Street Australia Limited	Sale	-359,401	-700,831.95	Ordinary	359,401
3/04/2017	State Street Australia Limited	Sale	-47,369	-92,369.55	Ordinary	47,369
3/04/2017	State Street Australia Limited	Sale	-15,762	-30,735.90	Ordinary	15,762
3/04/2017	State Street Australia Limited	Sale	-354,966	-692,183.70	Ordinary	354,966
3/04/2017	State Street Australia Limited	Sale	-11,079	-21,604.05	Ordinary	11,079
3/04/2017	State Street Australia Limited	Sale	-51,434	-100,296.30	Ordinary	51,434
3/04/2017	State Street Australia Limited	Sale	-107,183	-209,006.85	Ordinary	107,183
3/04/2017	State Street Australia Limited	Sale	-15,218	-29,675.10	Ordinary	15,218
3/04/2017	State Street Australia Limited	Sale	-38,027	-74,152.65	Ordinary	38,027
3/04/2017	State Street Australia Limited	Sale	-64,200	-125,190.00	Ordinary	64,200
3/04/2017	State Street Australia Limited	Sale	-71,286	-139,007.70	Ordinary	71,286
3/04/2017	State Street Australia Limited	Sale	-128,019	-249,637.05	Ordinary	128,019
3/04/2017	State Street Australia Limited	Sale	-70,919	-138,292.05	Ordinary	70,919
3/04/2017	State Street Australia Limited	Sale	-35,070	-68,386.50	Ordinary	35,070
3/04/2017	State Street Australia Limited	Sale	-126,396	-246,472.20	Ordinary	126,396
3/04/2017	State Street Australia Limited	Sale	-50,516	-98,506.20	Ordinary	50,516
3/04/2017	State Street Australia Limited	Sale	-194,030	-378,358.50	Ordinary	194,030
3/04/2017	State Street Australia Limited	Sale	-27,061	-52,768.95	Ordinary	27,061
3/04/2017	State Street Australia Limited	Sale	-104,840	-204,438.00	Ordinary	104,840
3/04/2017	State Street Australia Limited	Sale	-48,324	-94,231.80	Ordinary	48,324
3/04/2017	State Street Australia Limited	Sale	-60,619	-118,207.05	Ordinary	60,619
3/04/2017	State Street Australia Limited	Sale	-321,323	-626,579.85	Ordinary	321,323
3/04/2017	State Street Australia Limited	Sale	-100,837	-196,632.15	Ordinary	100,837
3/04/2017	State Street Australia Limited	Sale	-36,181	-70,552.95	Ordinary	36,181
3/04/2017	State Street Australia Limited	Sale	-26,231	-51,150.45	Ordinary	26,231
3/04/2017	State Street Australia Limited	Sale	-7,626	-14,870.70	Ordinary	7,626
3/04/2017	State Street Australia Limited	Sale	-51,434	-100,296.30	Ordinary	51,434
3/04/2017	State Street Australia Limited	Sale	-65,558	-127,838.10	Ordinary	65,558
3/04/2017	State Street Australia Limited	Sale	-96,473	-188,122.35	Ordinary	96,473
3/04/2017	State Street Australia Limited	Sale	-30,933	-60,319.35	Ordinary	30,933
3/04/2017	State Street Australia Limited	Sale	-179,367	-349,765.65	Ordinary	179,367
3/04/2017	State Street Australia Limited	Sale	-795,662	-1,551,540.90	Ordinary	795,662
3/04/2017	State Street Australia Limited	Sale	-40,413	-78,805.35	Ordinary	40,413
3/04/2017	State Street Australia Limited	Sale	-9,420	-18,369.00	Ordinary	9,420
3/04/2017	State Street Australia Limited	Sale	-50,389	-98,258.55	Ordinary	50,389
3/04/2017	State Street Australia Limited	Sale	-168,165	-327,921.75	Ordinary	168,165
3/04/2017	State Street Australia Limited	Sale	-29,810	-58,129.50	Ordinary	29,810
3/04/2017	State Street Australia Limited	Sale	-7,948	-15,498.60	Ordinary	7,948
3/04/2017	State Street Australia Limited	Sale	-5,448	-10,623.60	Ordinary	5,448
3/04/2017	State Street Australia Limited	Sale	-23,289	-45,413.55	Ordinary	23,289
3/04/2017	State Street Australia Limited	Sale	-95,431	-186,090.45	Ordinary	95,431
3/04/2017	State Street Australia Limited	Sale	-19,860	-38,727.00	Ordinary	19,860
3/04/2017	State Street Australia Limited	Sale	-62,395	-121,670.25	Ordinary	62,395
3/04/2017	State Street Australia Limited	Sale	-14,133	-27,559.35	Ordinary	14,133

3/04/2017	State Street Australia Limited	Sale	-51,533	-100,489.35	Ordinary	51,533
3/04/2017	State Street Australia Limited	Sale	-4,618	-9,005.10	Ordinary	4,618
3/04/2017	State Street Australia Limited	Sale	-24,841	-48,439.95	Ordinary	24,841
3/04/2017	State Street Australia Limited	Sale	-88,219	-172,027.05	Ordinary	88,219
3/04/2017	State Street Australia Limited	Sale	-50,747	-98,956.65	Ordinary	50,747
3/04/2017	State Street Australia Limited	Sale	-52,679	-102,724.05	Ordinary	52,679
3/04/2017	State Street Australia Limited	Sale	-15,166	-29,573.70	Ordinary	15,166
3/04/2017	State Street Australia Limited	Sale	-82,626	-161,120.70	Ordinary	82,626
3/04/2017	State Street Australia Limited	Sale	-395,748	-771,708.60	Ordinary	395,748
3/04/2017	State Street Australia Limited	Sale	-159,820	-311,649.00	Ordinary	159,820
3/04/2017	State Street Australia Limited	Sale	-176,820	-344,799.00	Ordinary	176,820
3/04/2017	State Street Australia Limited	Sale	-497	-969.15	Ordinary	497
3/04/2017	State Street Australia Limited	Sale	-25,297	-49,329.15	Ordinary	25,297
3/04/2017	State Street Australia Limited	Sale	-40,823	-79,604.85	Ordinary	40,823
3/04/2017	State Street Australia Limited	Sale	-31,563	-61,547.85	Ordinary	31,563
3/04/2017	State Street Australia Limited	Sale	-2,544	-4,960.80	Ordinary	2,544
3/04/2017	State Street Australia Limited	Sale	-75,195	-146,630.25	Ordinary	75,195
3/04/2017	State Street Australia Limited	Sale	-47,984	-93,568.80	Ordinary	47,984
3/04/2017	State Street Australia Limited	Sale	-12,761	-24,883.95	Ordinary	12,761
3/04/2017	State Street Australia Limited	Sale	-25,296	-49,327.20	Ordinary	25,296
3/04/2017	State Street Australia Limited	Sale	-17,443	-34,013.85	Ordinary	17,443
3/04/2017	State Street Australia Limited	Sale	-18,896	-36,847.20	Ordinary	18,896
3/04/2017	State Street Australia Limited	Sale	-50,150	-97,792.50	Ordinary	50,150
3/04/2017	State Street Australia Limited	Sale	-37,737	-73,587.15	Ordinary	37,737
3/04/2017	State Street Australia Limited	Sale	-12,860	-25,077.00	Ordinary	12,860
3/04/2017	State Street Australia Limited	Sale	-3,750	-7,312.50	Ordinary	3,750
3/04/2017	State Street Australia Limited	Sale	-23,753	-46,318.35	Ordinary	23,753
3/04/2017	State Street Australia Limited	Sale	-7,727	-15,067.65	Ordinary	7,727
3/04/2017	State Street Australia Limited	Sale	-5,748	-11,208.60	Ordinary	5,748
3/04/2017	State Street Australia Limited	Sale	-24,783	-48,326.85	Ordinary	24,783
3/04/2017	State Street Australia Limited	Sale	-19,873	-38,752.35	Ordinary	19,873
3/04/2017	State Street Australia Limited	Sale	-35,026	-68,300.70	Ordinary	35,026
3/04/2017	State Street Australia Limited	Sale	-27,197	-53,034.15	Ordinary	27,197
3/04/2017	State Street Australia Limited	Sale	-3,304	-6,442.80	Ordinary	3,304
3/04/2017	State Street Australia Limited	Sale	-176,642	-344,451.90	Ordinary	176,642
3/04/2017	State Street Australia Limited	Sale	-62,310	-121,504.50	Ordinary	62,310
Total			-4,750,311	-11,900,004.67		
BT Investment Management (Institutional) Limited Total :			-5,057,900	-12,667,311.93		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	102,009	197,897.46	Ordinary	102,009
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	104,702	.00	Ordinary	104,702
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,930	.00	Ordinary	1,930
14/03/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	500	970.00	Ordinary	500
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,930	-3,763.50	Ordinary	1,930
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-104,702	-204,168.90	Ordinary	104,702
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-102,009	-198,917.55	Ordinary	102,009
Total			500	-207,982.49		
Westpac RE Limited Total :			500	-207,982.49		

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	144,173	.00	Ordinary	144,173
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-144,173	-281,137.35	Ordinary	144,173
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-125,000	-243,750.00	Ordinary	125,000
3/04/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-624,700	-1,218,165.00	Ordinary	624,700
	Total		-749,700	-1,743,052.35		
	Westpac Financial Services Limited Total :		-749,700	-1,743,052.35		

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 – 05/04/2017

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
	Australia		
Hastings Investments GP LLC		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
		Westpac New Zealand Staff Superannuation Scheme	
Hastings Private Equity Fund IIA Pty Limited	Australia	Trustee Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Neo Investment GP Limited	UK	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Number 120 Limited	New Zealand	Westpac Overseas Holdings No. 2 Pty Limited	Australia

Oniston Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Properties Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac RE Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securitisation Management Pty Limited	Australia
Reinventure Fund II ILP	Australia	Westpac Singapore Limited	Singapore
RMS Warehouse Trust 2007-1	Australia	Westpac Structured Products Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Securitor Financial Group Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2009-1 WST Trust	Australia	Westpac Term PIE Fund	New Zealand
Series 2011-1 WST Trust	Australia	Westpac TPS Trust	Australia
Series 2011-2 WST Trust	Australia	Westpac Unit 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