

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme MCP MASTER INCOME TRUST (MXT)

ACN/ARSN ACN 620 465 090

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 became a substantial holder on 14/12/2018

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Unit	18,210,826	18,210,826	
Total	18,210,826	18,210,826	5.01%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
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.	668,816	Unit
BT Funds Management Limited	BT Funds Management Limited is the manager	12,409,898	Unit

	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.		
Westpac RE 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.	5,132,112	Unit

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	668,816 Unit
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,132,112 Unit
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	See Annexure 'A'	12,409,898 Unit

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with 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.
- (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) 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.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin– Company Secretary, Westpac Banking Corporation 18/12/2018

Sales & Purchases for the period : 14/08/2018 to 14/12/2018

SECURITY: MXT

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
14/08/2018	Asgard Capital Management Limited	24,154	49,998.78	Unit
17/08/2018	Asgard Capital Management Limited	24,154	49,998.78	Unit
22/08/2018	Asgard Capital Management Limited	32,367	66,999.69	Unit
30/08/2018	Asgard Capital Management Limited	13,043	26,999.01	Unit
30/08/2018	Asgard Capital Management Limited	24,154	49,998.78	Unit
4/09/2018	Asgard Capital Management Limited	4,854	9,999.24	Unit
5/09/2018	Asgard Capital Management Limited	24,154	49,998.78	Unit
5/09/2018	Asgard Capital Management Limited	23,188	47,999.16	Unit
10/09/2018	Asgard Capital Management Limited	62	.00	Unit
10/09/2018	Asgard Capital Management Limited	115	.00	Unit
11/09/2018	Asgard Capital Management Limited	14,492	29,998.44	Unit
12/09/2018	Asgard Capital Management Limited	62	124.00	Unit
12/09/2018	Asgard Capital Management Limited	115	230.00	Unit
12/09/2018	Asgard Capital Management Limited	-62	.00	Unit
12/09/2018	Asgard Capital Management Limited	-115	.00	Unit
13/09/2018	Asgard Capital Management Limited	21,739	44,999.73	Unit
13/09/2018	Asgard Capital Management Limited	9,661	19,998.27	Unit
18/09/2018	Asgard Capital Management Limited	11,594	23,999.58	Unit
21/09/2018	Asgard Capital Management Limited	19,323	39,998.61	Unit
27/09/2018	Asgard Capital Management Limited	-9,478	-19,714.24	Unit
11/10/2018	Asgard Capital Management Limited	-12,500	-25,875.00	Unit
23/10/2018	Asgard Capital Management Limited	16,346	33,999.68	Unit
24/10/2018	Asgard Capital Management Limited	3,713	7,723.04	Unit
29/10/2018	Asgard Capital Management Limited	35,507	73,499.49	Unit
5/11/2018	Asgard Capital Management Limited	16,346	33,999.68	Unit
8/11/2018	Asgard Capital Management Limited	16	.00	Unit
8/11/2018	Asgard Capital Management Limited	159	.00	Unit
8/11/2018	Asgard Capital Management Limited	-5,000	-10,350.00	Unit
12/11/2018	Asgard Capital Management Limited	16	32.00	Unit
12/11/2018	Asgard Capital Management Limited	159	318.00	Unit
12/11/2018	Asgard Capital Management Limited	-16	.00	Unit
12/11/2018	Asgard Capital Management Limited	-159	.00	Unit
3/12/2018	Asgard Capital Management Limited	14,354	29,999.86	Unit
6/12/2018	Asgard Capital Management Limited	-50,000	-103,500.00	Unit
10/12/2018	Asgard Capital Management Limited	23	.00	Unit
12/12/2018	Asgard Capital Management Limited	23	46.00	Unit
12/12/2018	Asgard Capital Management Limited	3,975	8,307.75	Unit
12/12/2018	Asgard Capital Management Limited	16,746	34,999.14	Unit
12/12/2018	Asgard Capital Management Limited	-23	.00	Unit
13/12/2018	Asgard Capital Management Limited	11,004	22,998.36	Unit
13/12/2018	Asgard Capital Management Limited	9,086	18,989.74	Unit
	Total	297,351	616,814.35	Unit

Asgard Capital Management Limited Total : 297,351 616,814.35

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
14/08/2018	Asgard Capital Management Limited	36,231	74,998.17	Unit
14/08/2018	Asgard Capital Management Limited	-15,000	-30,900.00	Unit
14/08/2018	Asgard Capital Management Limited	-7,000	-14,420.00	Unit
16/08/2018	Asgard Capital Management Limited	9,661	19,998.27	Unit
16/08/2018	Asgard Capital Management Limited	6,280	12,999.60	Unit
17/08/2018	Asgard Capital Management Limited	1,207	2,498.49	Unit
21/08/2018	Asgard Capital Management Limited	33,816	69,999.12	Unit
21/08/2018	Asgard Capital Management Limited	18,357	37,998.99	Unit
21/08/2018	Asgard Capital Management Limited	18,357	37,998.99	Unit
22/08/2018	Asgard Capital Management Limited	8,695	17,998.65	Unit
24/08/2018	Asgard Capital Management Limited	7,246	14,999.22	Unit
30/08/2018	Asgard Capital Management Limited	25,603	52,998.21	Unit
4/09/2018	Asgard Capital Management Limited	19,417	39,999.02	Unit
4/09/2018	Asgard Capital Management Limited	9,708	19,998.48	Unit
4/09/2018	Asgard Capital Management Limited	7,485	15,419.10	Unit
4/09/2018	Asgard Capital Management Limited	33,980	69,998.80	Unit
5/09/2018	Asgard Capital Management Limited	8,169	16,909.83	Unit
5/09/2018	Asgard Capital Management Limited	9,903	20,499.21	Unit
5/09/2018	Asgard Capital Management Limited	11,594	23,999.58	Unit
7/09/2018	Asgard Capital Management Limited	9,708	19,998.48	Unit
10/09/2018	Asgard Capital Management Limited	122	.00	Unit
11/09/2018	Asgard Capital Management Limited	9,661	19,998.27	Unit
11/09/2018	Asgard Capital Management Limited	18,115	37,498.05	Unit
11/09/2018	Asgard Capital Management Limited	24,154	49,998.78	Unit
12/09/2018	Asgard Capital Management Limited	122	244.00	Unit
12/09/2018	Asgard Capital Management Limited	-122	.00	Unit
13/09/2018	Asgard Capital Management Limited	22,222	45,999.54	Unit
13/09/2018	Asgard Capital Management Limited	33,816	69,999.12	Unit
13/09/2018	Asgard Capital Management Limited	38,647	79,999.29	Unit
13/09/2018	Asgard Capital Management Limited	28,019	57,999.33	Unit
13/09/2018	Asgard Capital Management Limited	21,739	44,999.73	Unit
13/09/2018	Asgard Capital Management Limited	7,246	14,999.22	Unit
13/09/2018	Asgard Capital Management Limited	18,357	37,998.99	Unit
13/09/2018	Asgard Capital Management Limited	28,985	59,998.95	Unit
17/09/2018	Asgard Capital Management Limited	5,000	10,350.00	Unit
17/09/2018	Asgard Capital Management Limited	14,492	29,998.44	Unit
18/09/2018	Asgard Capital Management Limited	53,140	109,999.80	Unit
19/09/2018	Asgard Capital Management Limited	18,454	38,199.78	Unit
19/09/2018	Asgard Capital Management Limited	20,772	42,998.04	Unit
19/09/2018	Asgard Capital Management Limited	7,571	15,671.97	Unit
19/09/2018	Asgard Capital Management Limited	15,942	32,999.94	Unit
27/09/2018	Asgard Capital Management Limited	9,478	19,714.24	Unit
2/10/2018	Asgard Capital Management Limited	24,154	49,998.78	Unit
4/10/2018	Asgard Capital Management Limited	14,423	29,999.84	Unit
8/10/2018	Asgard Capital Management Limited	37	.00	Unit
9/10/2018	Asgard Capital Management Limited	37	74.00	Unit
9/10/2018	Asgard Capital Management Limited	24,038	49,999.04	Unit
9/10/2018	Asgard Capital Management Limited	-37	.00	Unit
19/10/2018	Asgard Capital Management Limited	10,336	21,498.88	Unit

29/10/2018	Asgard Capital Management Limited	12,077	24,999.39	Unit
2/11/2018	Asgard Capital Management Limited	12,500	26,000.00	Unit
8/11/2018	Asgard Capital Management Limited	54	.00	Unit
12/11/2018	Asgard Capital Management Limited	54	108.00	Unit
12/11/2018	Asgard Capital Management Limited	-54	.00	Unit
13/11/2018	Asgard Capital Management Limited	-9,515	-19,791.20	Unit
22/11/2018	Asgard Capital Management Limited	84,134	174,998.72	Unit
29/11/2018	Asgard Capital Management Limited	13,397	27,999.73	Unit
29/11/2018	Asgard Capital Management Limited	55,023	114,998.07	Unit
29/11/2018	Asgard Capital Management Limited	40,669	84,998.21	Unit
29/11/2018	Asgard Capital Management Limited	38,277	79,998.93	Unit
30/11/2018	Asgard Capital Management Limited	5,000	10,450.00	Unit
30/11/2018	Asgard Capital Management Limited	-5,000	-10,450.00	Unit
10/12/2018	Asgard Capital Management Limited	29	.00	Unit
10/12/2018	Asgard Capital Management Limited	4,807	9,998.56	Unit
10/12/2018	Asgard Capital Management Limited	80	.00	Unit
10/12/2018	Asgard Capital Management Limited	329	.00	Unit
10/12/2018	Asgard Capital Management Limited	243	.00	Unit
10/12/2018	Asgard Capital Management Limited	229	.00	Unit
12/12/2018	Asgard Capital Management Limited	243	486.00	Unit
12/12/2018	Asgard Capital Management Limited	329	658.00	Unit
12/12/2018	Asgard Capital Management Limited	80	160.00	Unit
12/12/2018	Asgard Capital Management Limited	29	58.00	Unit
12/12/2018	Asgard Capital Management Limited	229	458.00	Unit
12/12/2018	Asgard Capital Management Limited	-243	.00	Unit
12/12/2018	Asgard Capital Management Limited	-329	.00	Unit
12/12/2018	Asgard Capital Management Limited	-80	.00	Unit
12/12/2018	Asgard Capital Management Limited	-29	.00	Unit
12/12/2018	Asgard Capital Management Limited	-229	.00	Unit
14/12/2018	Asgard Capital Management Limited	9,090	18,998.10	Unit
14/12/2018	Asgard Capital Management Limited	9,569	19,999.21	Unit
14/12/2018	Asgard Capital Management Limited	14,354	29,999.86	Unit
	Total	1,007,683	2,090,351.81	Unit

Date	Registered Company	Quantity	Consideration	Class of Securities
14/08/2018	BT Portfolio Services Limited	1,830	3,824.52	Unit
14/08/2018	BT Portfolio Services Limited	4,878	10,084.78	Unit
15/08/2018	BT Portfolio Services Limited	24,130	50,236.25	Unit
15/08/2018	BT Portfolio Services Limited	24,130	50,236.25	Unit
15/08/2018	BT Portfolio Services Limited	14,473	30,140.02	Unit
15/08/2018	BT Portfolio Services Limited	19,398	40,334.26	Unit
16/08/2018	BT Portfolio Services Limited	38,608	79,991.92	Unit
20/08/2018	BT Portfolio Services Limited	-5,000	-10,288.50	Unit
21/08/2018	BT Portfolio Services Limited	2,385	4,997.05	Unit
22/08/2018	BT Portfolio Services Limited	3,203	6,625.73	Unit
23/08/2018	BT Portfolio Services Limited	19,304	39,995.96	Unit
23/08/2018	BT Portfolio Services Limited	19,304	39,995.96	Unit
23/08/2018	BT Portfolio Services Limited	24,567	50,608.02	Unit
23/08/2018	BT Portfolio Services Limited	6,797	14,001.82	Unit
23/08/2018	BT Portfolio Services Limited	-14,567	-30,008.02	Unit
23/08/2018	BT Portfolio Services Limited	-5,462	-11,251.72	Unit
23/08/2018	BT Portfolio Services Limited	-4,538	-9,348.28	Unit
24/08/2018	BT Portfolio Services Limited	-14,500	-30,015.00	Unit
27/08/2018	BT Portfolio Services Limited	2,396	5,008.12	Unit

29/08/2018	BT Portfolio Services Limited	19,304	39,995.96	Unit
29/08/2018	BT Portfolio Services Limited	4,835	10,044.71	Unit
29/08/2018	BT Portfolio Services Limited	1,192	2,486.04	Unit
29/08/2018	BT Portfolio Services Limited	500	1,053.60	Unit
29/08/2018	BT Portfolio Services Limited	618	1,297.86	Unit
29/08/2018	BT Portfolio Services Limited	-1,028	-2,109.35	Unit
29/08/2018	BT Portfolio Services Limited	-7,724	-15,970.14	Unit
29/08/2018	BT Portfolio Services Limited	-9,840	-20,251.70	Unit
29/08/2018	BT Portfolio Services Limited	-733	-1,491.36	Unit
29/08/2018	BT Portfolio Services Limited	-9,728	-20,003.69	Unit
30/08/2018	BT Portfolio Services Limited	9,642	19,995.58	Unit
30/08/2018	BT Portfolio Services Limited	-9,709	-19,964.62	Unit
31/08/2018	BT Portfolio Services Limited	1,434	2,987.02	Unit
31/08/2018	BT Portfolio Services Limited	2,771	5,754.54	Unit
31/08/2018	BT Portfolio Services Limited	952	1,989.20	Unit
31/08/2018	BT Portfolio Services Limited	1,828	3,802.61	Unit
31/08/2018	BT Portfolio Services Limited	713	1,494.52	Unit
31/08/2018	BT Portfolio Services Limited	1,160	2,419.76	Unit
31/08/2018	BT Portfolio Services Limited	1,083	2,260.44	Unit
31/08/2018	BT Portfolio Services Limited	3,411	7,079.53	Unit
31/08/2018	BT Portfolio Services Limited	10,000	20,600.00	Unit
31/08/2018	BT Portfolio Services Limited	2,000	4,120.00	Unit
4/09/2018	BT Portfolio Services Limited	-10,000	-20,600.00	Unit
4/09/2018	BT Portfolio Services Limited	-2,000	-4,120.00	Unit
4/09/2018	BT Portfolio Services Limited	-40,000	-81,492.00	Unit
5/09/2018	BT Portfolio Services Limited	4,812	9,997.41	Unit
5/09/2018	BT Portfolio Services Limited	-7,500	-15,525.00	Unit
7/09/2018	BT Portfolio Services Limited	-15,000	-30,906.00	Unit
10/09/2018	BT Portfolio Services Limited	92	184.20	Unit
11/09/2018	BT Portfolio Services Limited	9,642	19,995.58	Unit
11/09/2018	BT Portfolio Services Limited	36,200	75,002.78	Unit
11/09/2018	BT Portfolio Services Limited	7,246	15,164.43	Unit
11/09/2018	BT Portfolio Services Limited	-15,000	-30,730.50	Unit
13/09/2018	BT Portfolio Services Limited	-12,000	-24,684.00	Unit
17/09/2018	BT Portfolio Services Limited	12,116	24,995.31	Unit
17/09/2018	BT Portfolio Services Limited	6,750	13,941.45	Unit
17/09/2018	BT Portfolio Services Limited	12,116	25,116.47	Unit
17/09/2018	BT Portfolio Services Limited	-8,791	-18,197.37	Unit
18/09/2018	BT Portfolio Services Limited	550	1,157.09	Unit
18/09/2018	BT Portfolio Services Limited	19,398	40,190.72	Unit
18/09/2018	BT Portfolio Services Limited	4,812	9,997.41	Unit
19/09/2018	BT Portfolio Services Limited	14,473	29,995.29	Unit
20/09/2018	BT Portfolio Services Limited	7,005	14,536.78	Unit
20/09/2018	BT Portfolio Services Limited	-4,692	-9,676.31	Unit
21/09/2018	BT Portfolio Services Limited	1,040	2,189.10	Unit
21/09/2018	BT Portfolio Services Limited	4,476	9,284.12	Unit
21/09/2018	BT Portfolio Services Limited	9,642	19,995.58	Unit
21/09/2018	BT Portfolio Services Limited	700	1,485.33	Unit
24/09/2018	BT Portfolio Services Limited	-617	-1,258.62	Unit
24/09/2018	BT Portfolio Services Limited	-15,000	-31,050.00	Unit
25/09/2018	BT Portfolio Services Limited	4,810	10,041.36	Unit
26/09/2018	BT Portfolio Services Limited	-7,500	-15,526.50	Unit
27/09/2018	BT Portfolio Services Limited	16,808	34,997.62	Unit
27/09/2018	BT Portfolio Services Limited	-5,916	-12,226.01	Unit

27/09/2018	BT Portfolio Services Limited	-7,406	-15,404.48	Unit
2/10/2018	BT Portfolio Services Limited	19,304	40,189.00	Unit
2/10/2018	BT Portfolio Services Limited	12,000	24,756.00	Unit
4/10/2018	BT Portfolio Services Limited	9,550	19,995.79	Unit
4/10/2018	BT Portfolio Services Limited	14,335	29,995.99	Unit
4/10/2018	BT Portfolio Services Limited	14,400	29,988.00	Unit
4/10/2018	BT Portfolio Services Limited	-1,100	-2,251.70	Unit
5/10/2018	BT Portfolio Services Limited	9,596	19,996.14	Unit
8/10/2018	BT Portfolio Services Limited	66	132.17	Unit
8/10/2018	BT Portfolio Services Limited	46	92.12	Unit
9/10/2018	BT Portfolio Services Limited	9,619	19,995.98	Unit
10/10/2018	BT Portfolio Services Limited	4,700	9,812.19	Unit
11/10/2018	BT Portfolio Services Limited	9,660	20,032.91	Unit
11/10/2018	BT Portfolio Services Limited	7,245	15,033.38	Unit
11/10/2018	BT Portfolio Services Limited	-4,583	-9,404.77	Unit
11/10/2018	BT Portfolio Services Limited	-8,262	-17,102.34	Unit
11/10/2018	BT Portfolio Services Limited	-35,000	-72,450.00	Unit
15/10/2018	BT Portfolio Services Limited	4,835	10,041.33	Unit
15/10/2018	BT Portfolio Services Limited	30,077	62,259.39	Unit
15/10/2018	BT Portfolio Services Limited	-20,347	-42,118.29	Unit
15/10/2018	BT Portfolio Services Limited	-9,730	-20,141.10	Unit
16/10/2018	BT Portfolio Services Limited	3,531	7,310.23	Unit
16/10/2018	BT Portfolio Services Limited	30,066	61,993.09	Unit
17/10/2018	BT Portfolio Services Limited	13,271	27,772.22	Unit
18/10/2018	BT Portfolio Services Limited	12,500	26,000.00	Unit
18/10/2018	BT Portfolio Services Limited	-12,500	-26,000.00	Unit
18/10/2018	BT Portfolio Services Limited	-5,000	-10,315.00	Unit
19/10/2018	BT Portfolio Services Limited	17,845	37,153.29	Unit
19/10/2018	BT Portfolio Services Limited	6,000	12,516.60	Unit
19/10/2018	BT Portfolio Services Limited	30,320	63,065.60	Unit
19/10/2018	BT Portfolio Services Limited	-30,320	-63,065.60	Unit
22/10/2018	BT Portfolio Services Limited	16,808	34,997.62	Unit
22/10/2018	BT Portfolio Services Limited	27,020	55,682.82	Unit
22/10/2018	BT Portfolio Services Limited	19,211	39,995.38	Unit
22/10/2018	BT Portfolio Services Limited	-8,500	-17,595.00	Unit
22/10/2018	BT Portfolio Services Limited	-5,000	-10,350.00	Unit
22/10/2018	BT Portfolio Services Limited	-10,000	-20,800.00	Unit
22/10/2018	BT Portfolio Services Limited	-5,883	-12,236.64	Unit
23/10/2018	BT Portfolio Services Limited	12,058	24,996.23	Unit
23/10/2018	BT Portfolio Services Limited	2,020	4,263.82	Unit
23/10/2018	BT Portfolio Services Limited	115	320.55	Unit
24/10/2018	BT Portfolio Services Limited	-12,225	-25,269.08	Unit
25/10/2018	BT Portfolio Services Limited	11,519	23,996.38	Unit
29/10/2018	BT Portfolio Services Limited	4,812	10,021.47	Unit
29/10/2018	BT Portfolio Services Limited	24,130	49,994.95	Unit
29/10/2018	BT Portfolio Services Limited	-24,930	-51,390.70	Unit
30/10/2018	BT Portfolio Services Limited	4,831	10,036.40	Unit
30/10/2018	BT Portfolio Services Limited	25,000	51,750.00	Unit
30/10/2018	BT Portfolio Services Limited	-25,000	-51,750.00	Unit
31/10/2018	BT Portfolio Services Limited	9,642	20,008.11	Unit
6/11/2018	BT Portfolio Services Limited	10,000	20,800.00	Unit
6/11/2018	BT Portfolio Services Limited	10,000	20,800.00	Unit
6/11/2018	BT Portfolio Services Limited	-10,000	-20,800.00	Unit
6/11/2018	BT Portfolio Services Limited	-10,000	-20,800.00	Unit

8/11/2018	BT Portfolio Services Limited	112	224.45	Unit
8/11/2018	BT Portfolio Services Limited	108	216.43	Unit
8/11/2018	BT Portfolio Services Limited	21	42.08	Unit
9/11/2018	BT Portfolio Services Limited	24,000	49,965.60	Unit
9/11/2018	BT Portfolio Services Limited	9,615	20,035.74	Unit
9/11/2018	BT Portfolio Services Limited	2,404	5,055.37	Unit
13/11/2018	BT Portfolio Services Limited	24,020	50,007.24	Unit
14/11/2018	BT Portfolio Services Limited	7,200	15,012.00	Unit
14/11/2018	BT Portfolio Services Limited	14,473	30,140.02	Unit
14/11/2018	BT Portfolio Services Limited	-7,500	-15,600.00	Unit
15/11/2018	BT Portfolio Services Limited	14,404	29,996.33	Unit
15/11/2018	BT Portfolio Services Limited	-960	-1,978.18	Unit
19/11/2018	BT Portfolio Services Limited	12,000	25,096.80	Unit
20/11/2018	BT Portfolio Services Limited	14,473	30,067.66	Unit
20/11/2018	BT Portfolio Services Limited	10,000	20,700.00	Unit
20/11/2018	BT Portfolio Services Limited	-10,000	-20,700.00	Unit
21/11/2018	BT Portfolio Services Limited	-12,500	-25,875.00	Unit
22/11/2018	BT Portfolio Services Limited	-9,724	-20,106.31	Unit
23/11/2018	BT Portfolio Services Limited	8,875	18,496.39	Unit
26/11/2018	BT Portfolio Services Limited	14,404	29,996.33	Unit
26/11/2018	BT Portfolio Services Limited	769	1,635.89	Unit
26/11/2018	BT Portfolio Services Limited	4,788	9,995.43	Unit
26/11/2018	BT Portfolio Services Limited	14,404	29,996.33	Unit
26/11/2018	BT Portfolio Services Limited	-25,000	-52,000.00	Unit
26/11/2018	BT Portfolio Services Limited	-15,000	-31,200.00	Unit
27/11/2018	BT Portfolio Services Limited	2,400	5,028.24	Unit
27/11/2018	BT Portfolio Services Limited	11,397	23,705.76	Unit
27/11/2018	BT Portfolio Services Limited	20,034	41,670.72	Unit
27/11/2018	BT Portfolio Services Limited	-11,397	-23,705.76	Unit
27/11/2018	BT Portfolio Services Limited	-20,034	-41,670.72	Unit
28/11/2018	BT Portfolio Services Limited	9,550	19,948.04	Unit
28/11/2018	BT Portfolio Services Limited	4,831	10,048.48	Unit
28/11/2018	BT Portfolio Services Limited	-15,000	-31,164.00	Unit
28/11/2018	BT Portfolio Services Limited	-7,500	-15,600.00	Unit
28/11/2018	BT Portfolio Services Limited	-10,000	-20,800.00	Unit
28/11/2018	BT Portfolio Services Limited	-15,000	-31,200.00	Unit
28/11/2018	BT Portfolio Services Limited	-4,766	-9,913.28	Unit
28/11/2018	BT Portfolio Services Limited	-9,784	-20,350.72	Unit
28/11/2018	BT Portfolio Services Limited	-4,835	-10,056.80	Unit
29/11/2018	BT Portfolio Services Limited	11,943	24,996.70	Unit
29/11/2018	BT Portfolio Services Limited	-20,000	-41,800.00	Unit
29/11/2018	BT Portfolio Services Limited	-12,500	-26,125.00	Unit
3/12/2018	BT Portfolio Services Limited	9,550	19,995.79	Unit
3/12/2018	BT Portfolio Services Limited	14,335	29,995.99	Unit
5/12/2018	BT Portfolio Services Limited	12,000	24,996.00	Unit
6/12/2018	BT Portfolio Services Limited	4,788	10,043.31	Unit
6/12/2018	BT Portfolio Services Limited	12,058	25,056.52	Unit
7/12/2018	BT Portfolio Services Limited	6,950	14,492.14	Unit
7/12/2018	BT Portfolio Services Limited	-1,332	-2,720.88	Unit
7/12/2018	BT Portfolio Services Limited	-16,300	-33,705.14	Unit
7/12/2018	BT Portfolio Services Limited	-9,600	-19,835.52	Unit
10/12/2018	BT Portfolio Services Limited	9,596	19,996.14	Unit
10/12/2018	BT Portfolio Services Limited	28	56.04	Unit
10/12/2018	BT Portfolio Services Limited	71	142.11	Unit

10/12/2018	BT Portfolio Services Limited	-10,085	-20,839.64	Unit
10/12/2018	BT Portfolio Services Limited	-10,085	-20,845.70	Unit
10/12/2018	BT Portfolio Services Limited	-17,500	-36,400.00	Unit
11/12/2018	BT Portfolio Services Limited	3,572	7,466.19	Unit
11/12/2018	BT Portfolio Services Limited	4,805	10,078.97	Unit
11/12/2018	BT Portfolio Services Limited	-1,288	-2,660.49	Unit
12/12/2018	BT Portfolio Services Limited	10,000	21,000.00	Unit
12/12/2018	BT Portfolio Services Limited	-10,000	-21,000.00	Unit
13/12/2018	BT Portfolio Services Limited	14,335	29,995.99	Unit
13/12/2018	BT Portfolio Services Limited	25,000	52,000.00	Unit
13/12/2018	BT Portfolio Services Limited	-25,000	-52,000.00	Unit
	Total	453,658	949,125.84	Unit
	BT Funds Management Limited Total :	1,461,341	3,039,477.65	

Westpac RE Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
15/08/2018	HSBC Custody Nominees (Australia) Limited.	8,134	16,837.38	Unit
15/08/2018	HSBC Custody Nominees (Australia) Limited.	12,064	24,972.48	Unit
16/08/2018	HSBC Custody Nominees (Australia) Limited.	15,791	32,687.37	Unit
22/08/2018	HSBC Custody Nominees (Australia) Limited.	7,238	14,982.66	Unit
23/08/2018	HSBC Custody Nominees (Australia) Limited.	19,302	39,955.14	Unit
23/08/2018	HSBC Custody Nominees (Australia) Limited.	8,203	16,980.21	Unit
24/08/2018	HSBC Custody Nominees (Australia) Limited.	81,021	167,713.47	Unit
10/09/2018	HSBC Custody Nominees (Australia) Limited.	04	8.00	Unit
10/09/2018	HSBC Custody Nominees (Australia) Limited.	231	462.00	Unit
10/09/2018	HSBC Custody Nominees (Australia) Limited.	46	92.00	Unit
10/09/2018	HSBC Custody Nominees (Australia) Limited.	14	28.00	Unit
11/09/2018	HSBC Custody Nominees (Australia) Limited.	7,238	14,982.66	Unit
11/09/2018	HSBC Custody Nominees (Australia) Limited.	-02	-4.12	Unit
19/09/2018	HSBC Custody Nominees (Australia) Limited.	14,547	30,112.29	Unit
20/09/2018	HSBC Custody Nominees (Australia) Limited.	8,791	18,197.37	Unit
20/09/2018	HSBC Custody Nominees (Australia) Limited.	19,302	39,955.14	Unit
20/09/2018	HSBC Custody Nominees (Australia) Limited.	7,203	14,982.24	Unit
24/09/2018	HSBC Custody Nominees (Australia) Limited.	4,831	10,000.17	Unit
25/09/2018	HSBC Custody Nominees (Australia) Limited.	15,000	31,050.00	Unit
27/09/2018	HSBC Custody Nominees (Australia) Limited.	28,883	60,076.64	Unit
27/09/2018	HSBC Custody Nominees (Australia) Limited.	-250	-517.50	Unit
1/10/2018	HSBC Custody Nominees (Australia) Limited.	820	1,705.60	Unit
2/10/2018	HSBC Custody Nominees (Australia) Limited.	38,604	80,296.32	Unit
5/10/2018	HSBC Custody Nominees (Australia) Limited.	-200,000	-418,000.00	Unit
5/10/2018	HSBC Custody Nominees (Australia) Limited.	-156,999	-328,127.91	Unit
8/10/2018	HSBC Custody Nominees (Australia) Limited.	04	8.00	Unit
8/10/2018	HSBC Custody Nominees (Australia) Limited.	191	382.00	Unit
8/10/2018	HSBC Custody Nominees (Australia) Limited.	38	76.00	Unit
8/10/2018	HSBC Custody Nominees (Australia) Limited.	12	24.00	Unit
8/10/2018	HSBC Custody Nominees (Australia) Limited.	-43,001	-89,872.09	Unit
8/10/2018	HSBC Custody Nominees (Australia) Limited.	-15,741	-32,898.69	Unit
9/10/2018	HSBC Custody Nominees (Australia) Limited.	-01	-2.07	Unit
15/10/2018	HSBC Custody Nominees (Australia) Limited.	35,000	72,450.00	Unit
17/10/2018	HSBC Custody Nominees (Australia) Limited.	9,604	19,976.32	Unit
17/10/2018	HSBC Custody Nominees (Australia) Limited.	-60,433	-126,304.97	Unit
18/10/2018	HSBC Custody Nominees (Australia) Limited.	36,018	75,277.62	Unit

18/10/2018	HSBC Custody Nominees (Australia) Limited.	14,407	29,966.56	Unit
18/10/2018	HSBC Custody Nominees (Australia) Limited.	-23,826	-49,796.34	Unit
24/10/2018	HSBC Custody Nominees (Australia) Limited.	20,000	41,400.00	Unit
29/10/2018	HSBC Custody Nominees (Australia) Limited.	47,961	98,799.66	Unit
7/11/2018	HSBC Custody Nominees (Australia) Limited.	-21,821	-45,169.47	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	12,006	24,972.48	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	04	8.04	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	218	436.00	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	44	88.00	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	13	26.00	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	-75,000	-156,000.00	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	-35,463	-73,763.04	Unit
8/11/2018	HSBC Custody Nominees (Australia) Limited.	-62,132	-129,234.56	Unit
13/11/2018	HSBC Custody Nominees (Australia) Limited.	-75,000	-156,000.00	Unit
13/11/2018	HSBC Custody Nominees (Australia) Limited.	-02	-4.16	Unit
14/11/2018	HSBC Custody Nominees (Australia) Limited.	9,651	20,074.08	Unit
14/11/2018	HSBC Custody Nominees (Australia) Limited.	9,604	19,976.32	Unit
14/11/2018	HSBC Custody Nominees (Australia) Limited.	48,024	99,889.92	Unit
14/11/2018	HSBC Custody Nominees (Australia) Limited.	-18,814	-39,133.12	Unit
15/11/2018	HSBC Custody Nominees (Australia) Limited.	-41,186	-85,666.88	Unit
19/11/2018	HSBC Custody Nominees (Australia) Limited.	-20,000	-41,400.00	Unit
20/11/2018	HSBC Custody Nominees (Australia) Limited.	7,238	15,055.04	Unit
20/11/2018	HSBC Custody Nominees (Australia) Limited.	12,250	25,480.00	Unit
22/11/2018	HSBC Custody Nominees (Australia) Limited.	-33,616	-69,921.28	Unit
22/11/2018	HSBC Custody Nominees (Australia) Limited.	-15,000	-31,200.00	Unit
23/11/2018	HSBC Custody Nominees (Australia) Limited.	9,604	19,976.32	Unit
23/11/2018	HSBC Custody Nominees (Australia) Limited.	12,064	25,093.12	Unit
23/11/2018	HSBC Custody Nominees (Australia) Limited.	36,018	74,917.44	Unit
26/11/2018	HSBC Custody Nominees (Australia) Limited.	-50,000	-104,000.00	Unit
27/11/2018	HSBC Custody Nominees (Australia) Limited.	4,801	9,986.08	Unit
27/11/2018	HSBC Custody Nominees (Australia) Limited.	38,235	79,528.80	Unit
30/11/2018	HSBC Custody Nominees (Australia) Limited.	34,385	71,520.80	Unit
3/12/2018	HSBC Custody Nominees (Australia) Limited.	28,676	59,932.84	Unit
3/12/2018	HSBC Custody Nominees (Australia) Limited.	7,169	14,983.21	Unit
4/12/2018	HSBC Custody Nominees (Australia) Limited.	9,604	20,072.36	Unit
6/12/2018	HSBC Custody Nominees (Australia) Limited.	2,386	4,962.88	Unit
10/12/2018	HSBC Custody Nominees (Australia) Limited.	06	12.00	Unit
10/12/2018	HSBC Custody Nominees (Australia) Limited.	18	36.00	Unit
10/12/2018	HSBC Custody Nominees (Australia) Limited.	59	118.00	Unit
10/12/2018	HSBC Custody Nominees (Australia) Limited.	206	412.00	Unit
10/12/2018	HSBC Custody Nominees (Australia) Limited.	293	586.00	Unit
10/12/2018	HSBC Custody Nominees (Australia) Limited.	-37,500	-78,000.00	Unit
11/12/2018	HSBC Custody Nominees (Australia) Limited.	-20,725	-43,315.25	Unit
11/12/2018	HSBC Custody Nominees (Australia) Limited.	-30,000	-62,700.00	Unit
11/12/2018	HSBC Custody Nominees (Australia) Limited.	-25,000	-52,250.00	Unit
11/12/2018	HSBC Custody Nominees (Australia) Limited.	-01	-2.08	Unit
11/12/2018	HSBC Custody Nominees (Australia) Limited.	-9,558	-19,880.64	Unit
12/12/2018	HSBC Custody Nominees (Australia) Limited.	13,793	28,689.44	Unit
13/12/2018	HSBC Custody Nominees (Australia) Limited.	40,000	84,000.00	Unit
13/12/2018	HSBC Custody Nominees (Australia) Limited.	47,794	99,889.46	Unit
	Total	-226,406	-478,004.24	Unit
	Westpac RE Limited Total :	-226,406	-478,004.24	

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin– Company Secretary, Westpac Banking Corporation – 18/12/2018

Westpac Banking Corporation	Australia	St.George Business Finance Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Commercial Credit Corporation Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
1925 Advances Pty Limited	Australia	St.George Equity Finance Limited	Australia
Advance Asset Management Limited	Australia	St.George Finance Holdings Limited	Australia
Altitude Administration Pty Limited	Australia	St.George Finance Limited	Australia
Altitude Rewards Pty Limited	Australia	St.George Life Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Motor Finance Limited	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	St.George Security Holdings Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	Sydney Capital Corporation Inc.	USA
Ascalon Funds Seed Pool Trust	Australia	The Home Mortgage Company Limited	New Zealand
Asgard Capital Management Limited	Australia	Value Nominees Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	W2 Investments Pty Limited	Australia
Belliston Pty Limited	Australia	Waratah Receivables Corporation Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	Waratah Securities Australia Limited	Australia
BT (Queensland) Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Australia Pty Limited	Australia	Westpac Administration 2 Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Westpac Administration 3 Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Westpac Administration 4 Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Westpac Administration Pty Limited	Australia
BT Funds Management Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Funds Management No.2 Limited	Australia	Westpac Americas Inc.	USA
BT Portfolio Services Limited	Australia	Westpac Asian Lending Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
BT Securities Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Capital Corporate Finance Limited	Australia	Westpac Capital Markets LLC	USA
Capital Finance (NZ) Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Capital Finance Australia Limited	Australia	Westpac Cash PIE Fund	New Zealand
Capital Finance New Zealand Limited	New Zealand	Westpac Covered Bond Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Databank Pty Limited	Australia
Capital Rent Group Limited	Australia	Westpac Debt Securities Pty Limited	Australia
CBA Limited	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Challenge Limited	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade ABS Series 2015-1 Trust	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade ABS Series 2016-1 Trust	Australia	Westpac Europe Limited	UK
Crusade ABS Series 2017-1 Trust	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade ABS Series 2017-1P Trust	Australia	Westpac Financial Consultants Limited	Australia
Crusade ABS Series 2018-1P Trust	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade Trust No.2P of 2008	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Financial Services Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia

General Credits Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Investment Management Pty Ltd	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Investment Capital Corporation	USA
Magnitude Group Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Pashley Investments Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Pendal Short Term Income Fund	Australia	Westpac New Zealand Limited	New Zealand
Pendal Long Term Income Fund	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Planwise AU Pty Ltd	Australia	Westpac Nominees-NZ-Limited	New Zealand
Qvalent Pty Limited	Australia	Westpac Notice Saver PIE Fund	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Reinventure Fund, I.L.P.	Australia	Westpac NZ Covered Bond Limited	New Zealand
Reinventure Fund II I.L.P	Australia	Westpac NZ Operations Limited	New Zealand
Reinventure Fund III I.L.P	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Reinventure Special Purpose Investment Unit Trust	Australia	Westpac NZ Securitisation Limited	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac NZ Securitisation No.2 Limited	New Zealand
Sallmoor Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Securitor Financial Group Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Seed Pool Trust No. 2	Australia	Westpac Properties Limited	Australia
Series 2008-1M WST Trust	Australia	Westpac RE Limited	Australia
Series 2009-1 WST Trust	Australia	Westpac Securities Administration Limited	Australia
Series 2011-1 WST Trust	Australia	Westpac Securities Limited	Australia
Series 2011-2 WST Trust	Australia	Westpac Securities NZ Limited	New Zealand
Series 2011-3 WST Trust	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Series 2012-1 WST Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Series 2013-1 WST Trust	Australia	Westpac Singapore Limited	Singapore
Series 2013-2 WST Trust	Australia	Westpac Structured Products Limited	Australia
Series 2014-1 WST Trust	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Series 2014-2 WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2015-1 WST Trust	Australia	Westpac Term PIE Fund	New Zealand
SIE-LEASE (Australia) Limited	Australia	Westpac TPS Trust	Australia
SIE-LEASE (New Zealand) Pty Limited	New Zealand	Westpac Unit Trust	Australia
Sixty Martin Place (Holdings) Pty Limited	Australia	Westpac USA Inc.	USA