

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme COLLINS FOODS LIMITED (CKF)

ACN/ARSN ACN 151 420 781

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 07/02/2017

The previous notice was given to the company on 24/11/2016

The previous notice was dated 22/11/2016

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)
DEFERRED DELIVERY SHARES	4,911,559	5.12%	6,117,219	6.38%

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
7/02/2017	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	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	(Institutional) Limited, BT 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.	140,894, Deferred Delivery	140,894
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.	45,297, Deferred Delivery	45,297
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	Asgard Capital Management 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.	72,735, Deferred Delivery	72,735
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	571,952, Deferred Delivery	571,952

			that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	HSBC Custody Nominees (Australia) Limited. State Street 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.	3,339,120, Deferred Delivery	3,339,120
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.	1,869,555, Deferred Delivery	1,869,555
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.	77,666, Deferred Delivery	77,666

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
COLLINS FOODS LIMITED (CKF)	The Company Secretary COLLINS FOODS LIMITED (CKF) Level 3, KSD1, 485 Kingsford Smith Drive Hamilton QLD 4101 Tel: 61 7 3352 0800

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 09/02/2017

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 – 09/02/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 23/11/2016 to 7/02/2017

SECURITY: CKF

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	34,916	220,319.96	DEFERRED DELIVERY SHARES	34,916
16/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-38,123	-246,655.81	DEFERRED DELIVERY SHARES	38,123
16/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-53,779	-347,950.13	DEFERRED DELIVERY SHARES	53,779
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-34,916	0	DEFERRED DELIVERY SHARES	34,916
Total			-91,902	-374,285.98		
Advance Asset Management Limited Total :			-91,902	-374,285.98		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/11/2016	Asgard Capital Management Limited	Purchase	2,659	14,863.81	DEFERRED DELIVERY SHARES	2,659
2/12/2016	Asgard Capital Management Limited	Sale	-2,659	-15,741.28	DEFERRED DELIVERY SHARES	2,659
21/12/2016	Asgard Capital Management Limited	Sale	-2,159	-13,580.11	DEFERRED DELIVERY SHARES	2,159
Total			-2,159	-14,457.58		
Asgard Capital Management Limited Total :			-2,159	-14,457.58		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/11/2016	Asgard Capital Management Limited	Purchase	3,533	19,996.78	DEFERRED DELIVERY SHARES	3,533
Total			3,533	19,996.78		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/12/2016	BT Portfolio Services Limited	Purchase	1,996	12,770.81	DEFERRED DELIVERY SHARES	1,996
13/12/2016	BT Portfolio Services Limited	Sale	-6,000	-37,324.80	DEFERRED DELIVERY SHARES	6,000
23/12/2016	BT Portfolio Services Limited	Purchase	2,000	12,636.40	DEFERRED DELIVERY SHARES	2,000

3/01/2017	BT Portfolio Services Limited	Sale	-430	-2,771.57	DEFERRED DELIVERY SHARES	430
4/01/2017	BT Portfolio Services Limited	Purchase	3,681	23,962.57	DEFERRED DELIVERY SHARES	3,681
Total			1,247	9,273.42		
BT Funds Management Limited Total :			4,780	29,270.20		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	7,979	45,161.14	DEFERRED DELIVERY SHARES	7,979
30/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	49,858	288,677.82	DEFERRED DELIVERY SHARES	49,858
2/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	6,696	39,439.44	DEFERRED DELIVERY SHARES	6,696
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	9,966	59,696.34	DEFERRED DELIVERY SHARES	9,966
15/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-311	-2,052.60	DEFERRED DELIVERY SHARES	311
15/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,788	-18,400.80	DEFERRED DELIVERY SHARES	2,788
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,171	-73,952.02	DEFERRED DELIVERY SHARES	11,171
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,363	-48,743.06	DEFERRED DELIVERY SHARES	7,363
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,775	-44,850.50	DEFERRED DELIVERY SHARES	6,775
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,485	-23,035.85	DEFERRED DELIVERY SHARES	3,485
13/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	333	2,051.28	DEFERRED DELIVERY SHARES	333
17/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	4,692	28,902.72	DEFERRED DELIVERY SHARES	4,692
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,207	7,435.12	DEFERRED DELIVERY SHARES	1,207
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	10,113	62,296.08	DEFERRED DELIVERY SHARES	10,113
20/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	5,039	31,040.24	DEFERRED DELIVERY SHARES	5,039
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	5,059	31,112.85	DEFERRED DELIVERY SHARES	5,059
24/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	7,891	47,267.09	DEFERRED DELIVERY SHARES	7,891
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	6,582	39,557.82	DEFERRED DELIVERY SHARES	6,582
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	2,220	13,297.80	DEFERRED DELIVERY SHARES	2,220
1/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	5,942	35,592.58	DEFERRED DELIVERY SHARES	5,942
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	2,749	16,329.06	DEFERRED DELIVERY SHARES	2,749
3/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	4,275	25,650.00	DEFERRED DELIVERY SHARES	4,275
7/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	19,813	113,726.62	DEFERRED DELIVERY SHARES	19,813
Total			118,521	676,199.17		
BT Funds Management No.2 Limited Total :			118,521	676,199.17		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	46,375	262,482.50	DEFERRED DELIVERY SHARES	46,375
30/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	290,242	1,680,501.18	DEFERRED DELIVERY SHARES	290,242

2/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	38,919	229,232.91	DEFERRED DELIVERY SHARES	38,919
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	57,933	347,018.67	DEFERRED DELIVERY SHARES	57,933
15/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,339	-41,837.40	DEFERRED DELIVERY SHARES	6,339
15/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-16,122	-106,405.20	DEFERRED DELIVERY SHARES	16,122
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-46,072	-304,996.64	DEFERRED DELIVERY SHARES	46,072
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-34,644	-229,343.28	DEFERRED DELIVERY SHARES	34,644
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-64,604	-427,678.48	DEFERRED DELIVERY SHARES	64,604
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-20,238	-133,773.18	DEFERRED DELIVERY SHARES	20,238
13/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	1,935	11,919.60	DEFERRED DELIVERY SHARES	1,935
17/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	27,291	168,112.56	DEFERRED DELIVERY SHARES	27,291
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	7,019	43,237.04	DEFERRED DELIVERY SHARES	7,019
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	58,828	362,380.48	DEFERRED DELIVERY SHARES	58,828
20/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	29,310	180,549.60	DEFERRED DELIVERY SHARES	29,310
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	29,431	181,000.65	DEFERRED DELIVERY SHARES	29,431
24/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	45,903	274,958.97	DEFERRED DELIVERY SHARES	45,903
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	38,413	230,862.13	DEFERRED DELIVERY SHARES	38,413
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	12,959	77,624.41	DEFERRED DELIVERY SHARES	12,959
1/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	34,678	207,721.22	DEFERRED DELIVERY SHARES	34,678
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	16,044	95,301.36	DEFERRED DELIVERY SHARES	16,044
3/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	24,944	149,664.00	DEFERRED DELIVERY SHARES	24,944
7/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	119,689	687,014.86	DEFERRED DELIVERY SHARES	119,689
Total			691,894	3,945,547.96		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/02/2017	State Street Australia Limited	Sale	-12,293	-73,893.22	DEFERRED DELIVERY SHARES	12,293
3/02/2017	State Street Australia Limited	Purchase	15,094	90,730.03	DEFERRED DELIVERY SHARES	15,094
3/02/2017	State Street Australia Limited	Sale	-15,094	-90,730.03	DEFERRED DELIVERY SHARES	15,094
3/02/2017	State Street Australia Limited	Purchase	6,144	36,931.58	DEFERRED DELIVERY SHARES	6,144
3/02/2017	State Street Australia Limited	Purchase	9,134	54,904.47	DEFERRED DELIVERY SHARES	9,134
Total			2,985	17,942.83		
BT Investment Management (Fund Services) Limited Total :			694,879	3,963,490.79		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/11/2016	Australia and New Zealand Banking Group Limited	Purchase	1,519	8,597.54	DEFERRED DELIVERY SHARES	1,519
30/11/2016	Australia and New Zealand Banking Group Limited	Purchase	10,319	59,747.01	DEFERRED DELIVERY SHARES	10,319
2/12/2016	Australia and New Zealand Banking Group Limited	Purchase	1,276	7,515.64	DEFERRED DELIVERY SHARES	1,276
7/12/2016	Australia and New Zealand Banking Group Limited	Purchase	1,900	11,381.00	DEFERRED DELIVERY SHARES	1,900

19/12/2016	Australia and New Zealand Banking Group Limited	Sale	-1,358	-8,989.96	DEFERRED DELIVERY SHARES	1,358
19/12/2016	Australia and New Zealand Banking Group Limited	Sale	-534	-3,535.08	DEFERRED DELIVERY SHARES	534
19/12/2016	Australia and New Zealand Banking Group Limited	Sale	-674	-4,461.88	DEFERRED DELIVERY SHARES	674
19/12/2016	Australia and New Zealand Banking Group Limited	Sale	-2,142	-14,180.04	DEFERRED DELIVERY SHARES	2,142
20/12/2016	Australia and New Zealand Banking Group Limited	Sale	-668	-4,415.48	DEFERRED DELIVERY SHARES	668
13/01/2017	Australia and New Zealand Banking Group Limited	Purchase	66	406.56	DEFERRED DELIVERY SHARES	66
17/01/2017	Australia and New Zealand Banking Group Limited	Purchase	933	5,747.28	DEFERRED DELIVERY SHARES	933
18/01/2017	Australia and New Zealand Banking Group Limited	Purchase	240	1,478.40	DEFERRED DELIVERY SHARES	240
19/01/2017	Australia and New Zealand Banking Group Limited	Purchase	2,011	12,387.76	DEFERRED DELIVERY SHARES	2,011
20/01/2017	Australia and New Zealand Banking Group Limited	Purchase	1,002	6,172.32	DEFERRED DELIVERY SHARES	1,002
23/01/2017	Australia and New Zealand Banking Group Limited	Purchase	1,006	6,186.90	DEFERRED DELIVERY SHARES	1,006
24/01/2017	Australia and New Zealand Banking Group Limited	Purchase	1,569	9,398.31	DEFERRED DELIVERY SHARES	1,569
30/01/2017	Australia and New Zealand Banking Group Limited	Purchase	1,508	9,063.08	DEFERRED DELIVERY SHARES	1,508
31/01/2017	Australia and New Zealand Banking Group Limited	Purchase	509	3,048.91	DEFERRED DELIVERY SHARES	509
1/02/2017	Australia and New Zealand Banking Group Limited	Purchase	1,361	8,152.39	DEFERRED DELIVERY SHARES	1,361
2/02/2017	Australia and New Zealand Banking Group Limited	Purchase	630	3,742.20	DEFERRED DELIVERY SHARES	630
3/02/2017	Australia and New Zealand Banking Group Limited	Purchase	979	5,874.00	DEFERRED DELIVERY SHARES	979
7/02/2017	Australia and New Zealand Banking Group Limited	Purchase	3,781	21,702.94	DEFERRED DELIVERY SHARES	3,781
Total			25,233	145,019.80		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/11/2016	State Street Australia Limited	Purchase	16,112	91,193.92	DEFERRED DELIVERY SHARES	16,112
28/11/2016	State Street Australia Limited	Purchase	8,015	45,364.90	DEFERRED DELIVERY SHARES	8,015
30/11/2016	State Street Australia Limited	Purchase	103,174	597,377.46	DEFERRED DELIVERY SHARES	103,174
30/11/2016	State Street Australia Limited	Purchase	51,336	297,235.44	DEFERRED DELIVERY SHARES	51,336
2/12/2016	State Street Australia Limited	Purchase	13,548	79,797.72	DEFERRED DELIVERY SHARES	13,548
2/12/2016	State Street Australia Limited	Purchase	6,740	39,698.60	DEFERRED DELIVERY SHARES	6,740
7/12/2016	State Street Australia Limited	Purchase	20,168	120,806.32	DEFERRED DELIVERY SHARES	20,168
7/12/2016	State Street Australia Limited	Purchase	10,033	60,097.67	DEFERRED DELIVERY SHARES	10,033
15/12/2016	State Street Australia Limited	Sale	-3,111	-20,532.60	DEFERRED DELIVERY SHARES	3,111
15/12/2016	State Street Australia Limited	Sale	-1,540	-10,164.00	DEFERRED DELIVERY SHARES	1,540
19/12/2016	State Street Australia Limited	Sale	-13,990	-92,613.80	DEFERRED DELIVERY SHARES	13,990
19/12/2016	State Street Australia Limited	Sale	-11,423	-75,620.26	DEFERRED DELIVERY SHARES	11,423
19/12/2016	State Street Australia Limited	Sale	-2,393	-15,841.66	DEFERRED DELIVERY SHARES	2,393
19/12/2016	State Street Australia Limited	Sale	-22,053	-145,990.86	DEFERRED DELIVERY SHARES	22,053
19/12/2016	State Street Australia Limited	Sale	-5,676	-37,575.12	DEFERRED DELIVERY SHARES	5,676
19/12/2016	State Street Australia Limited	Sale	-1,198	-7,930.76	DEFERRED DELIVERY SHARES	1,198
19/12/2016	State Street Australia Limited	Sale	-10,971	-72,628.02	DEFERRED DELIVERY SHARES	10,971
19/12/2016	State Street Australia Limited	Sale	-6,959	-46,068.58	DEFERRED DELIVERY SHARES	6,959
20/12/2016	State Street Australia Limited	Sale	-7,085	-46,831.85	DEFERRED DELIVERY SHARES	7,085

20/12/2016	State Street Australia Limited	Sale	-3,524	-23,293.64	DEFERRED DELIVERY SHARES	3,524
13/01/2017	State Street Australia Limited	Purchase	681	4,194.96	DEFERRED DELIVERY SHARES	681
13/01/2017	State Street Australia Limited	Purchase	339	2,088.24	DEFERRED DELIVERY SHARES	339
17/01/2017	State Street Australia Limited	Purchase	9,602	59,148.32	DEFERRED DELIVERY SHARES	9,602
17/01/2017	State Street Australia Limited	Purchase	4,777	29,426.32	DEFERRED DELIVERY SHARES	4,777
18/01/2017	State Street Australia Limited	Purchase	2,470	15,215.20	DEFERRED DELIVERY SHARES	2,470
18/01/2017	State Street Australia Limited	Purchase	1,229	7,570.64	DEFERRED DELIVERY SHARES	1,229
19/01/2017	State Street Australia Limited	Purchase	20,697	127,493.52	DEFERRED DELIVERY SHARES	20,697
19/01/2017	State Street Australia Limited	Purchase	10,297	63,429.52	DEFERRED DELIVERY SHARES	10,297
20/01/2017	State Street Australia Limited	Purchase	10,312	63,521.92	DEFERRED DELIVERY SHARES	10,312
20/01/2017	State Street Australia Limited	Purchase	5,130	31,600.80	DEFERRED DELIVERY SHARES	5,130
23/01/2017	State Street Australia Limited	Purchase	10,354	63,677.10	DEFERRED DELIVERY SHARES	10,354
23/01/2017	State Street Australia Limited	Purchase	5,151	31,678.65	DEFERRED DELIVERY SHARES	5,151
24/01/2017	State Street Australia Limited	Purchase	16,150	96,738.50	DEFERRED DELIVERY SHARES	16,150
24/01/2017	State Street Australia Limited	Purchase	8,035	48,129.65	DEFERRED DELIVERY SHARES	8,035
30/01/2017	State Street Australia Limited	Purchase	16,906	101,605.06	DEFERRED DELIVERY SHARES	16,906
30/01/2017	State Street Australia Limited	Purchase	8,417	50,586.17	DEFERRED DELIVERY SHARES	8,417
31/01/2017	State Street Australia Limited	Purchase	5,703	34,160.97	DEFERRED DELIVERY SHARES	5,703
31/01/2017	State Street Australia Limited	Purchase	2,839	17,005.61	DEFERRED DELIVERY SHARES	2,839
1/02/2017	State Street Australia Limited	Purchase	15,263	91,425.37	DEFERRED DELIVERY SHARES	15,263
1/02/2017	State Street Australia Limited	Purchase	7,598	45,512.02	DEFERRED DELIVERY SHARES	7,598
2/02/2017	State Street Australia Limited	Purchase	7,061	41,942.34	DEFERRED DELIVERY SHARES	7,061
2/02/2017	State Street Australia Limited	Purchase	3,516	20,885.04	DEFERRED DELIVERY SHARES	3,516
3/02/2017	State Street Australia Limited	Purchase	10,979	65,874.00	DEFERRED DELIVERY SHARES	10,979
3/02/2017	State Street Australia Limited	Purchase	5,466	32,796.00	DEFERRED DELIVERY SHARES	5,466
7/02/2017	State Street Australia Limited	Purchase	37,842	217,213.08	DEFERRED DELIVERY SHARES	37,842
7/02/2017	State Street Australia Limited	Purchase	18,875	108,342.50	DEFERRED DELIVERY SHARES	18,875
Total			384,892	2,207,742.38		
BT Investment Management (Institutional) Limited Total :			410,125	2,352,762.18		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	34,916	0.00	DEFERRED DELIVERY SHARES	34,916
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	35,839	0.00	DEFERRED DELIVERY SHARES	35,839
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Purchase	661	0.00	DEFERRED DELIVERY SHARES	661
Total			71,416	0.00		
Westpac RE Limited Total :			71,416	0.00		

ANNEXURE B – ASSOCIATED COMPANIES

This is annexure ‘B ’ (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 09/02/2017

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

Challenge Limited	Australia	Westpac Cook Cove Trust I	Australia
Core Infrastructure Income Feeder 1 LP 2016	Partnership(Scotland)	Westpac Cook Cove Trust II	Australia
Core Infrastructure Income Feeder 2 LP 2016	Partnership(Scotland)	Westpac Covered Bond Trust	Australia
Core Infrastructure Income Master LP 2016	Partnership(England)	Westpac Custodian Nominees Pty Limited	Australia
Core Infrastructure Income Holdings Limited 2016	Partnership(England)	Westpac Databank Pty Limited	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Delta LLC	USA
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
eQR Securities Pty. Limited	Australia	Westpac Financial Services Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac General Insurance Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac General Insurance Services Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management (USA) Inc.	UK	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Capital Corporation	USA
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
HLT Custodian Trust	New Zealand	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
MIF Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Mortgage Management Pty Limited	Australia	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
Seed Pool Trust No. 2	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	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