

---

## Form 605

Corporations Act 2001  
Section 671B

### Notice of ceasing to be a substantial holder

---

To Company Name/Scheme BAPCOR LIMITED (BAP)

ACN/ARSN ACN 153 199 912

#### 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 26/05/2017

The previous notice was given to the company on 04/11/2016

The previous notice was dated 02/11/2016

#### 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
26/05/2017	WBC & its Associates, Asgard Capital Management Limited, Advance Asset Management Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, Westpac RE 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
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
BAPCOR LIMITED (BAP)	The Company Secretary, BAPCOR LIMITED (BAP) 61 Gower Street PRESTON VIC 3072  Tel: +61 3 9914 5555

#### Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 30/05/2017

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 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 – 30/05/2017

Sales & Purchases for the period : 03/11/2016 to 26/05/2017

SECURITY: BAP

---

**Advance Asset Management Limited**


---

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-11,906	-61,434.96	Ordinary	11,906
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-63,645	-328,408.20	Ordinary	63,645
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-36,000	-189,720.00	Ordinary	36,000
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	79,533	423,115.56	Ordinary	79,533
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-20,927	-120,539.52	Ordinary	20,927
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-63,706	-366,946.56	Ordinary	63,706
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-79,533	0.00	Ordinary	79,533
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	6,000	33,420.00	Ordinary	6,000
3/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	19,000	108,110.00	Ordinary	19,000
8/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	36,437	198,946.02	Ordinary	36,437
9/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	63,199	343,802.56	Ordinary	63,199
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-846	-4,915.26	Ordinary	846
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-41,272	-239,790.32	Ordinary	41,272
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-41,805	-242,887.05	Ordinary	41,805
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-41,804	-242,881.24	Ordinary	41,804
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-146,778	-852,780.18	Ordinary	146,778
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-63,199	-367,186.19	Ordinary	63,199
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-33,642	-195,460.02	Ordinary	33,642
31/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-5,363	-31,159.03	Ordinary	5,363
21/04/2017	HSBC Custody Nominees (Australia) Limited.	Buy	5,546	30,946.68	Ordinary	5,546
1/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	43,000	225,320.00	Ordinary	43,000
	<b>Total</b>		<b>-397,711</b>	<b>-1,880,447.71</b>		
	<b>Advance Asset Management Limited Total :</b>		<b>-397,711</b>	<b>-1,880,447.71</b>		

---

**Asgard Capital Management Limited**


---

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/01/2017	Asgard Capital Management Limited	Buy	1,272	6,957.84	Ordinary	1,272
14/03/2017	Asgard Capital Management Limited	Sell	-500	-2,740.00	Ordinary	500

19/04/2017	Asgard Capital Management Limited	Buy	1,879	10,015.07	Ordinary	1,879
	<b>Total</b>		<b>2,651</b>	<b>14,232.91</b>		
	<b>Asgard Capital Management Limited Total :</b>		<b>2,651</b>	<b>14,232.91</b>		

---

**BT Funds Management Limited**


---

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/11/2016	Asgard Capital Management Limited	Sell	-1,500	-8,055.00	Ordinary	1,500
21/12/2016	Asgard Capital Management Limited	Buy	474	2,744.46	Ordinary	474
22/05/2017	Asgard Capital Management Limited	Buy	1,400	7,504.00	Ordinary	1,400
	<b>Total</b>		<b>374</b>	<b>2,193.46</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/11/2016	BT Portfolio Services Limited	Sell	-4,761	-23,852.61	Ordinary	4,761
3/11/2016	BT Portfolio Services Limited	Buy	4,761	23,852.61	Ordinary	4,761
4/11/2016	BT Portfolio Services Limited	Sell	-2,000	-10,223.60	Ordinary	2,000
4/11/2016	BT Portfolio Services Limited	Buy	784	4,034.78	Ordinary	784
4/11/2016	BT Portfolio Services Limited	Buy	1,070	5,493.38	Ordinary	1,070
4/11/2016	BT Portfolio Services Limited	Buy	479	2,500.00	Ordinary	479
4/11/2016	BT Portfolio Services Limited	Buy	479	2,500.00	Ordinary	479
4/11/2016	BT Portfolio Services Limited	Buy	2,869	14,999.99	Ordinary	2,869
4/11/2016	BT Portfolio Services Limited	Buy	2,869	14,999.99	Ordinary	2,869
4/11/2016	BT Portfolio Services Limited	Buy	2,869	14,999.99	Ordinary	2,869
4/11/2016	BT Portfolio Services Limited	Buy	1,913	10,000.02	Ordinary	1,913
4/11/2016	BT Portfolio Services Limited	Buy	479	2,500.00	Ordinary	479
4/11/2016	BT Portfolio Services Limited	Buy	957	5,000.04	Ordinary	957
4/11/2016	BT Portfolio Services Limited	Buy	479	2,500.00	Ordinary	479
4/11/2016	BT Portfolio Services Limited	Buy	957	5,000.04	Ordinary	957
4/11/2016	BT Portfolio Services Limited	Buy	957	5,000.04	Ordinary	957
4/11/2016	BT Portfolio Services Limited	Buy	479	2,500.00	Ordinary	479
4/11/2016	BT Portfolio Services Limited	Buy	1,913	10,000.02	Ordinary	1,913
4/11/2016	BT Portfolio Services Limited	Buy	957	5,000.04	Ordinary	957
4/11/2016	BT Portfolio Services Limited	Buy	2,869	14,999.99	Ordinary	2,869
11/11/2016	BT Portfolio Services Limited	Buy	1,100	5,967.72	Ordinary	1,100
11/11/2016	BT Portfolio Services Limited	Buy	1,450	7,793.90	Ordinary	1,450
11/11/2016	BT Portfolio Services Limited	Buy	560	3,111.58	Ordinary	560
14/11/2016	BT Portfolio Services Limited	Buy	3,770	20,017.19	Ordinary	3,770
15/11/2016	BT Portfolio Services Limited	Buy	330	1,737.48	Ordinary	330
16/11/2016	BT Portfolio Services Limited	Sell	-2,450	-12,297.78	Ordinary	2,450
21/11/2016	BT Portfolio Services Limited	Buy	2,170	11,385.77	Ordinary	2,170
24/11/2016	BT Portfolio Services Limited	Sell	-1,800	-9,093.42	Ordinary	1,800
28/11/2016	BT Portfolio Services Limited	Sell	-750	-3,724.88	Ordinary	750
29/11/2016	BT Portfolio Services Limited	Sell	-3,196	-15,850.56	Ordinary	3,196
30/11/2016	BT Portfolio Services Limited	Sell	-5,619	-27,785.96	Ordinary	5,619
1/12/2016	BT Portfolio Services Limited	Buy	1,760	8,800.00	Ordinary	1,760
1/12/2016	BT Portfolio Services Limited	Sell	-1,100	-5,544.00	Ordinary	1,100
1/12/2016	BT Portfolio Services Limited	Sell	-690	-3,477.60	Ordinary	690

2/12/2016	BT Portfolio Services Limited	Sell	-4,000	-19,804.00	Ordinary	4,000
5/12/2016	BT Portfolio Services Limited	Buy	2,000	10,052.80	Ordinary	2,000
12/12/2016	BT Portfolio Services Limited	Sell	-1,380	-7,231.20	Ordinary	1,380
12/12/2016	BT Portfolio Services Limited	Sell	-2,000	-10,503.60	Ordinary	2,000
15/12/2016	BT Portfolio Services Limited	Buy	4,650	25,548.96	Ordinary	4,650
15/12/2016	BT Portfolio Services Limited	Buy	250	1,351.25	Ordinary	250
21/12/2016	BT Portfolio Services Limited	Buy	777	4,480.49	Ordinary	777
4/01/2017	BT Portfolio Services Limited	Buy	856	5,130.18	Ordinary	856
6/01/2017	BT Portfolio Services Limited	Buy	875	5,188.75	Ordinary	875
9/01/2017	BT Portfolio Services Limited	Sell	-2,845	-16,947.10	Ordinary	2,845
10/01/2017	BT Portfolio Services Limited	Sell	-3,330	-19,943.70	Ordinary	3,330
18/01/2017	BT Portfolio Services Limited	Sell	-3,000	-17,034.30	Ordinary	3,000
25/01/2017	BT Portfolio Services Limited	Sell	-1,500	-8,265.00	Ordinary	1,500
1/02/2017	BT Portfolio Services Limited	Buy	218	1,239.70	Ordinary	218
6/02/2017	BT Portfolio Services Limited	Sell	-1,470	-8,123.22	Ordinary	1,470
7/02/2017	BT Portfolio Services Limited	Buy	550	2,989.86	Ordinary	550
15/02/2017	BT Portfolio Services Limited	Buy	840	4,916.77	Ordinary	840
16/02/2017	BT Portfolio Services Limited	Buy	905	5,140.58	Ordinary	905
16/02/2017	BT Portfolio Services Limited	Buy	802	4,559.61	Ordinary	802
17/02/2017	BT Portfolio Services Limited	Sell	-525	-3,029.57	Ordinary	525
21/02/2017	BT Portfolio Services Limited	Buy	620	3,531.40	Ordinary	620
21/02/2017	BT Portfolio Services Limited	Buy	2,640	14,952.43	Ordinary	2,640
23/02/2017	BT Portfolio Services Limited	Buy	1,087	6,319.17	Ordinary	1,087
24/02/2017	BT Portfolio Services Limited	Buy	695	4,018.70	Ordinary	695
28/02/2017	BT Portfolio Services Limited	Buy	1,000	5,736.30	Ordinary	1,000
28/02/2017	BT Portfolio Services Limited	Sell	-3,770	-20,961.20	Ordinary	3,770
1/03/2017	BT Portfolio Services Limited	Sell	-4,680	-25,615.04	Ordinary	4,680
2/03/2017	BT Portfolio Services Limited	Buy	500	2,789.55	Ordinary	500
2/03/2017	BT Portfolio Services Limited	Buy	1,100	6,097.74	Ordinary	1,100
2/03/2017	BT Portfolio Services Limited	Buy	2,000	11,086.80	Ordinary	2,000
2/03/2017	BT Portfolio Services Limited	Buy	1,000	5,568.10	Ordinary	1,000
13/03/2017	BT Portfolio Services Limited	Buy	800	4,452.32	Ordinary	800
14/03/2017	BT Portfolio Services Limited	Buy	2,727	15,034.77	Ordinary	2,727
16/03/2017	BT Portfolio Services Limited	Sell	-1,143	-6,430.40	Ordinary	1,143
17/03/2017	BT Portfolio Services Limited	Sell	-1,794	-10,117.62	Ordinary	1,794
22/03/2017	BT Portfolio Services Limited	Sell	-1,000	-5,555.00	Ordinary	1,000
23/03/2017	BT Portfolio Services Limited	Sell	-1,000	-5,563.70	Ordinary	1,000
31/03/2017	BT Portfolio Services Limited	Buy	1,714	10,028.96	Ordinary	1,714
5/04/2017	BT Portfolio Services Limited	Sell	-3,500	-19,949.30	Ordinary	3,500
5/04/2017	BT Portfolio Services Limited	Buy	21	119.70	Ordinary	21
10/04/2017	BT Portfolio Services Limited	Buy	2,392	13,398.31	Ordinary	2,392
20/04/2017	BT Portfolio Services Limited	Sell	-3,400	-17,915.62	Ordinary	3,400
26/04/2017	BT Portfolio Services Limited	Buy	500	2,691.35	Ordinary	500
11/05/2017	BT Portfolio Services Limited	Buy	3,619	20,020.67	Ordinary	3,619
16/05/2017	BT Portfolio Services Limited	Buy	2,000	10,376.40	Ordinary	2,000
18/05/2017	BT Portfolio Services Limited	Sell	-5,000	-26,850.00	Ordinary	5,000
18/05/2017	BT Portfolio Services Limited	Sell	-3,000	-16,110.00	Ordinary	3,000
18/05/2017	BT Portfolio Services Limited	Buy	8,000	42,960.00	Ordinary	8,000
	<b>Total</b>		<b>13,715</b>	<b>76,676.19</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
15/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	4,478	23,240.82	Ordinary	4,478
	<b>Total</b>		<b>4,478</b>	<b>23,240.82</b>		
	<b>BT Funds Management Limited Total :</b>		<b>18,567</b>	<b>102,110.47</b>		

---

**BT Funds Management No.2 Limited**


---

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	11,835	59,885.10	Ordinary	11,835
4/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	376	1,898.80	Ordinary	376
18/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,869	15,004.87	Ordinary	2,869
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	8,508	42,625.08	Ordinary	8,508
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	18,818	94,090.00	Ordinary	18,818
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	28,227	141,135.00	Ordinary	28,227
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	61,058	306,511.16	Ordinary	61,058
10/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-6,069	-36,110.55	Ordinary	6,069
11/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-19,500	-114,075.00	Ordinary	19,500
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-15,653	-90,787.40	Ordinary	15,653
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-786	-4,543.08	Ordinary	786
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-10,804	-62,447.12	Ordinary	10,804
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	23,493	129,446.43	Ordinary	23,493
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	13,584	74,576.16	Ordinary	13,584
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-20,217	-117,056.43	Ordinary	20,217
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-36,459	-211,097.61	Ordinary	36,459
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-956	-5,544.80	Ordinary	956
21/04/2017	HSBC Custody Nominees (Australia) Limited.	Buy	14,812	82,650.96	Ordinary	14,812
	<b>Total</b>		<b>73,136</b>	<b>306,161.57</b>		
	<b>BT Funds Management No.2 Limited Total :</b>		<b>73,136</b>	<b>306,161.57</b>		

---

**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.	Buy	79,533	0.00	Ordinary	79,533
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	231	1,265.88	Ordinary	231
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	81,634	0.00	Ordinary	81,634
2/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	1,505	0.00	Ordinary	1,505
14/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	14,828	86,743.80	Ordinary	14,828
14/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	14,350	83,947.50	Ordinary	14,350
16/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	12,428	71,585.28	Ordinary	12,428

17/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	850	4,904.50	Ordinary	850
20/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	1,024	5,857.28	Ordinary	1,024
20/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	233	1,288.49	Ordinary	233
21/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	13,061	72,880.38	Ordinary	13,061
21/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	8,983	50,125.14	Ordinary	8,983
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	15,782	91,062.14	Ordinary	15,782
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	12,545	72,384.65	Ordinary	12,545
2/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	7,000	38,500.00	Ordinary	7,000
3/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	3,200	17,568.00	Ordinary	3,200
15/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	10,217	57,317.37	Ordinary	10,217
16/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	14,710	83,405.70	Ordinary	14,710
16/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	27,934	158,106.44	Ordinary	27,934
17/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	14,709	83,694.21	Ordinary	14,709
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	23,108	131,946.68	Ordinary	23,108
21/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	13,821	78,503.28	Ordinary	13,821
22/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	14,074	78,814.40	Ordinary	14,074
23/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	9,990	56,043.90	Ordinary	9,990
24/03/2017	HSBC Custody Nominees (Australia) Limited.	Buy	32,507	183,014.41	Ordinary	32,507
11/04/2017	HSBC Custody Nominees (Australia) Limited.	Buy	9,135	50,516.55	Ordinary	9,135
21/04/2017	HSBC Custody Nominees (Australia) Limited.	Buy	54,995	293,673.30	Ordinary	54,995
4/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	5,000	26,750.00	Ordinary	5,000
4/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-14,403	-76,335.90	Ordinary	14,403
4/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-14,739	-78,116.70	Ordinary	14,739
5/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	13,869	73,505.70	Ordinary	13,869
10/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-10,200	-56,406.00	Ordinary	10,200
10/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-26,957	-147,993.93	Ordinary	26,957
15/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-10,647	-54,193.23	Ordinary	10,647
17/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-15,680	-82,476.80	Ordinary	15,680
17/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	15,680	82,476.80	Ordinary	15,680
23/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	1,693	9,294.57	Ordinary	1,693
23/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-17,935	-99,897.95	Ordinary	17,935
25/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	94	486.92	Ordinary	94
25/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-6,033	-31,431.93	Ordinary	6,033
25/05/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-5,968	-31,093.28	Ordinary	5,968
26/05/2017	HSBC Custody Nominees (Australia) Limited.	Buy	3,652	18,625.20	Ordinary	3,652
	<b>Total</b>		<b>409,813</b>	<b>1,406,342.75</b>		
	<b>Westpac RE Limited Total :</b>		<b>409,813</b>	<b>1,406,342.75</b>		

**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 – 30/05/2017

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

Core Infrastructure Income Holdings Limited 2016	Partnership(England)	Westpac Debt Securities Pty Limited	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Delta LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Equipment Finance Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade ABS Series 2017 - 1 Trust	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Management Pty Limited	Australia	Westpac Equity Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Europe Limited	UK
Crusade Euro Trust 1E of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
eQR Securities Pty. Limited	Australia	Westpac Financial Services Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Funds Financing Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac General Insurance Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management Asia Pty. Limited	USA	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life Insurance Services Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Infrastructure GP LLP	UK	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Notice Saver PIE Fund	Australia
Magnitude Group Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Operations Limited	New Zealand
Number 120 Limited	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Oniston Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Partnership Pacific Securities Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Properties Limited	Australia
Qvalent Pty Limited	Australia	Westpac RE Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securities Limited	Australia

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