

22 January 2015

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Initial Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Village Roadshow Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard
Company Secretary

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme VILLAGE ROADSHOW LIMITED (VRL)

ACN/ARSN ACN 010 672 054

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 20/01/2015

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)
Ordinary Shares	8,039,266	8,039,266	
Total	8,039,266	8,039,266	5.04%

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
Advance Asset Management Limited	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	479,746	Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In	7,993	Ordinary

	those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.		
BT Funds Management 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.	10,116	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	895,050	Ordinary
BT Investment Management (Fund Services) 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.	666,834	Ordinary
BT Investment Management (Institutional) 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.	5,979,527	Ordinary

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'	7,993 Ordinary

BT Funds Management Limited	BT Portfolio Services Limited	See Annexure 'A'	10,116 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	479,746 Ordinary
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited	See Annexure 'A'	666,834 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	895,050 Ordinary
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,979,527 Ordinary

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

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, 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
VILLAGE ROADSHOW LIMITED (VRL)	The Company Secretary, VILLAGE ROADSHOW LIMITED (VRL) Level 1, 500 Chapel Street SOUTH YARRA VIC 3141 Tel: + 61 3 9281 1000 Fax: + 61 3 9660 1764

Signature

Print name Chris Millard Capacity Company Secretary

Sign here Date 22/01/2015

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 20/01/2015

Sales & Purchases for the period : 20/09/2014 to 20/01/2015

SECURITY: VRL

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
4/12/2014	HSBC Custody Nominees (Australia) Limited.	-2,754	-19,883.88	Ordinary
22/12/2014	HSBC Custody Nominees (Australia) Limited.	14,940	89,938.80	Ordinary
23/12/2014	HSBC Custody Nominees (Australia) Limited.	18,351	109,555.47	Ordinary
	Total	30,537	179,610.39	Ordinary
	Advance Asset Management Limited Total :	30,537	179,610.39	

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
20/10/2014	ASGARD Capital Management Limited	3,000	20,880.00	Ordinary
	Total	3,000	20,880.00	Ordinary
	Asgard Capital Management Limited Total :	3,000	20,880.00	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
5/11/2014	BT Portfolio Services Limited	-185	-1,275.32	Ordinary
23/12/2014	BT Portfolio Services Limited	-2,533	-14,984.47	Ordinary
	Total	-2,718	-16,259.78	Ordinary
	BT Funds Management Limited Total :	-2,718	-16,259.78	

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
22/09/2014	HSBC Custody Nominees (Australia) Limited.	817	5,686.32	Ordinary
26/09/2014	HSBC Custody Nominees (Australia) Limited.	4,459	30,990.05	Ordinary
30/09/2014	HSBC Custody Nominees (Australia) Limited.	983	6,831.85	Ordinary
2/10/2014	HSBC Custody Nominees (Australia) Limited.	691	4,795.54	Ordinary
8/10/2014	HSBC Custody Nominees (Australia) Limited.	4,591	31,172.89	Ordinary
9/10/2014	HSBC Custody Nominees (Australia) Limited.	3,843	26,708.85	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	8,656	60,592.00	Ordinary
13/10/2014	HSBC Custody Nominees (Australia) Limited.	7,316	50,919.36	Ordinary
14/10/2014	HSBC Custody Nominees (Australia) Limited.	8,157	56,935.86	Ordinary
15/10/2014	HSBC Custody Nominees (Australia) Limited.	11,443	80,215.43	Ordinary
16/10/2014	HSBC Custody Nominees (Australia) Limited.	23,737	166,159.00	Ordinary
17/10/2014	HSBC Custody Nominees (Australia) Limited.	2,570	18,015.70	Ordinary
5/12/2014	HSBC Custody Nominees (Australia) Limited.	1,651	10,979.15	Ordinary
8/12/2014	HSBC Custody Nominees (Australia) Limited.	1,620	10,854.00	Ordinary
9/12/2014	HSBC Custody Nominees (Australia) Limited.	10,927	67,856.67	Ordinary
10/12/2014	HSBC Custody Nominees (Australia) Limited.	12,019	74,998.56	Ordinary

11/12/2014	HSBC Custody Nominees (Australia) Limited.	9,362	58,138.02	Ordinary
12/12/2014	HSBC Custody Nominees (Australia) Limited.	5,790	35,840.10	Ordinary
15/12/2014	HSBC Custody Nominees (Australia) Limited.	1,872	11,325.60	Ordinary
16/12/2014	HSBC Custody Nominees (Australia) Limited.	4,370	25,651.90	Ordinary
16/12/2014	HSBC Custody Nominees (Australia) Limited.	4,864	28,989.44	Ordinary
17/12/2014	HSBC Custody Nominees (Australia) Limited.	5,826	34,373.40	Ordinary
17/12/2014	HSBC Custody Nominees (Australia) Limited.	5,298	31,735.02	Ordinary
18/12/2014	HSBC Custody Nominees (Australia) Limited.	3,866	23,157.34	Ordinary
15/01/2015	HSBC Custody Nominees (Australia) Limited.	3,900	21,918.00	Ordinary
16/01/2015	HSBC Custody Nominees (Australia) Limited.	3,983	23,061.57	Ordinary
19/01/2015	HSBC Custody Nominees (Australia) Limited.	11,407	68,556.07	Ordinary
20/01/2015	HSBC Custody Nominees (Australia) Limited.	8,915	52,687.65	Ordinary
Total		172,933	1,119,145.34	Ordinary
BT Funds Management No.2 Limited Total :		172,933	1,119,145.34	

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
22/09/2014	Australia and New Zealand Banking Group Limited	123	856.08	Ordinary
26/09/2014	Australia and New Zealand Banking Group Limited	672	4,670.40	Ordinary
30/09/2014	Australia and New Zealand Banking Group Limited	148	1,028.60	Ordinary
2/10/2014	Australia and New Zealand Banking Group Limited	71	492.74	Ordinary
9/10/2014	Australia and New Zealand Banking Group Limited	358	2,488.10	Ordinary
10/10/2014	Australia and New Zealand Banking Group Limited	807	5,649.00	Ordinary
13/10/2014	Australia and New Zealand Banking Group Limited	637	4,433.52	Ordinary
14/10/2014	Australia and New Zealand Banking Group Limited	769	5,367.62	Ordinary
15/10/2014	Australia and New Zealand Banking Group Limited	997	6,988.97	Ordinary
16/10/2014	Australia and New Zealand Banking Group Limited	2,068	14,476.00	Ordinary
17/10/2014	Australia and New Zealand Banking Group Limited	224	1,570.24	Ordinary
5/12/2014	Australia and New Zealand Banking Group Limited	1,567	10,420.55	Ordinary
8/12/2014	Australia and New Zealand Banking Group Limited	1,538	10,304.60	Ordinary
9/12/2014	Australia and New Zealand Banking Group Limited	1,362	8,458.02	Ordinary
10/12/2014	Australia and New Zealand Banking Group Limited	2,513	15,681.12	Ordinary
11/12/2014	Australia and New Zealand Banking Group Limited	1,453	9,023.13	Ordinary
12/12/2014	Australia and New Zealand Banking Group Limited	423	2,618.37	Ordinary
15/12/2014	Australia and New Zealand Banking Group Limited	291	1,760.55	Ordinary
16/12/2014	Australia and New Zealand Banking Group Limited	475	2,788.25	Ordinary
16/12/2014	Australia and New Zealand Banking Group Limited	529	3,152.84	Ordinary
17/12/2014	Australia and New Zealand Banking Group Limited	576	3,450.24	Ordinary
17/12/2014	Australia and New Zealand Banking Group Limited	633	3,734.70	Ordinary
18/12/2014	Australia and New Zealand Banking Group Limited	420	2,515.80	Ordinary
15/01/2015	Australia and New Zealand Banking Group Limited	516	2,899.92	Ordinary
16/01/2015	Australia and New Zealand Banking Group Limited	527	3,051.33	Ordinary
19/01/2015	Australia and New Zealand Banking Group Limited	1,510	9,075.10	Ordinary
20/01/2015	Australia and New Zealand Banking Group Limited	1,180	6,973.80	Ordinary
Total		22,387	143,929.59	Ordinary
Date	Registered Company	Quantity	Consideration	Class of Securities
22/09/2014	National Australian Custodian Services	292	2,032.32	Ordinary
26/09/2014	National Australian Custodian Services	1,591	11,057.45	Ordinary
30/09/2014	National Australian Custodian Services	351	2,442.96	Ordinary
2/10/2014	National Australian Custodian Services	246	1,709.70	Ordinary
8/10/2014	National Australian Custodian Services	2,476	16,812.04	Ordinary

9/10/2014	National Australian Custodian Services	1,116	7,756.20	Ordinary
10/10/2014	National Australian Custodian Services	2,515	17,605.00	Ordinary
13/10/2014	National Australian Custodian Services	2,245	15,625.20	Ordinary
14/10/2014	National Australian Custodian Services	2,348	16,389.04	Ordinary
15/10/2014	National Australian Custodian Services	3,512	24,619.12	Ordinary
16/10/2014	National Australian Custodian Services	7,285	50,995.00	Ordinary
17/10/2014	National Australian Custodian Services	789	5,530.89	Ordinary
5/12/2014	National Australian Custodian Services	2,564	17,050.60	Ordinary
8/12/2014	National Australian Custodian Services	2,515	16,850.50	Ordinary
9/12/2014	National Australian Custodian Services	3,492	21,685.32	Ordinary
10/12/2014	National Australian Custodian Services	3,728	23,262.72	Ordinary
11/12/2014	National Australian Custodian Services	2,833	17,592.93	Ordinary
12/12/2014	National Australian Custodian Services	1,752	10,844.88	Ordinary
15/12/2014	National Australian Custodian Services	567	3,430.35	Ordinary
16/12/2014	National Australian Custodian Services	1,507	8,981.72	Ordinary
16/12/2014	National Australian Custodian Services	1,353	7,942.11	Ordinary
17/12/2014	National Australian Custodian Services	1,805	10,649.50	Ordinary
17/12/2014	National Australian Custodian Services	1,641	9,829.59	Ordinary
18/12/2014	National Australian Custodian Services	1,198	7,176.02	Ordinary
15/01/2015	National Australian Custodian Services	1,289	7,244.18	Ordinary
16/01/2015	National Australian Custodian Services	1,316	7,619.64	Ordinary
19/01/2015	National Australian Custodian Services	3,769	22,651.69	Ordinary
20/01/2015	National Australian Custodian Services	2,946	17,410.86	Ordinary
Total		59,041	382,797.53	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
22/09/2014	National Nominees Limited	320	2,227.20	Ordinary
26/09/2014	National Nominees Limited	1,746	12,134.70	Ordinary
30/09/2014	National Nominees Limited	385	2,679.60	Ordinary
2/10/2014	National Nominees Limited	270	1,876.50	Ordinary
8/10/2014	National Nominees Limited	2,722	18,482.38	Ordinary
9/10/2014	National Nominees Limited	1,227	8,527.65	Ordinary
10/10/2014	National Nominees Limited	2,763	19,341.00	Ordinary
13/10/2014	National Nominees Limited	2,467	17,170.32	Ordinary
14/10/2014	National Nominees Limited	2,580	18,008.40	Ordinary
15/10/2014	National Nominees Limited	3,859	27,051.59	Ordinary
16/10/2014	National Nominees Limited	8,005	56,035.00	Ordinary
17/10/2014	National Nominees Limited	866	6,070.66	Ordinary
5/12/2014	National Nominees Limited	2,817	18,733.05	Ordinary
8/12/2014	National Nominees Limited	2,763	18,512.10	Ordinary
9/12/2014	National Nominees Limited	3,837	23,827.77	Ordinary
10/12/2014	National Nominees Limited	4,096	25,559.04	Ordinary
11/12/2014	National Nominees Limited	3,113	19,331.73	Ordinary
12/12/2014	National Nominees Limited	1,925	11,915.75	Ordinary
15/12/2014	National Nominees Limited	623	3,769.15	Ordinary
16/12/2014	National Nominees Limited	1,666	9,929.36	Ordinary
16/12/2014	National Nominees Limited	1,496	8,781.52	Ordinary
17/12/2014	National Nominees Limited	1,814	10,865.86	Ordinary
17/12/2014	National Nominees Limited	1,995	11,770.50	Ordinary
18/12/2014	National Nominees Limited	1,324	7,930.76	Ordinary
15/01/2015	National Nominees Limited	1,413	7,941.06	Ordinary
16/01/2015	National Nominees Limited	1,443	8,354.97	Ordinary
19/01/2015	National Nominees Limited	4,134	24,845.34	Ordinary
20/01/2015	National Nominees Limited	3,231	19,095.21	Ordinary

Total	64,900	420,768.17	Ordinary
BT Investment Management (Fund Services) Limited Total :	146,328	947,495.29	

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
22/09/2014	HSBC Custody Nominees (Australia) Limited.	4,646	32,336.16	Ordinary
26/09/2014	HSBC Custody Nominees (Australia) Limited.	25,346	176,154.70	Ordinary
30/09/2014	HSBC Custody Nominees (Australia) Limited.	5,587	38,829.65	Ordinary
2/10/2014	HSBC Custody Nominees (Australia) Limited.	3,927	27,253.38	Ordinary
8/10/2014	HSBC Custody Nominees (Australia) Limited.	10,122	68,728.38	Ordinary
9/10/2014	HSBC Custody Nominees (Australia) Limited.	19,033	132,279.35	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	42,870	300,090.00	Ordinary
13/10/2014	HSBC Custody Nominees (Australia) Limited.	34,909	242,966.64	Ordinary
14/10/2014	HSBC Custody Nominees (Australia) Limited.	40,636	283,639.28	Ordinary
15/10/2014	HSBC Custody Nominees (Australia) Limited.	54,601	382,753.01	Ordinary
16/10/2014	HSBC Custody Nominees (Australia) Limited.	113,261	792,827.00	Ordinary
17/10/2014	HSBC Custody Nominees (Australia) Limited.	12,260	85,942.60	Ordinary
5/12/2014	HSBC Custody Nominees (Australia) Limited.	53,092	353,061.80	Ordinary
8/12/2014	HSBC Custody Nominees (Australia) Limited.	52,078	348,922.60	Ordinary
9/12/2014	HSBC Custody Nominees (Australia) Limited.	49,511	307,463.31	Ordinary
10/12/2014	HSBC Custody Nominees (Australia) Limited.	62,351	389,070.24	Ordinary
11/12/2014	HSBC Custody Nominees (Australia) Limited.	47,817	296,943.57	Ordinary
12/12/2014	HSBC Custody Nominees (Australia) Limited.	29,572	183,050.68	Ordinary
15/12/2014	HSBC Custody Nominees (Australia) Limited.	9,563	57,856.15	Ordinary
16/12/2014	HSBC Custody Nominees (Australia) Limited.	23,526	140,214.96	Ordinary
16/12/2014	HSBC Custody Nominees (Australia) Limited.	21,136	124,068.32	Ordinary
17/12/2014	HSBC Custody Nominees (Australia) Limited.	25,627	153,505.73	Ordinary
17/12/2014	HSBC Custody Nominees (Australia) Limited.	28,180	166,262.00	Ordinary
18/12/2014	HSBC Custody Nominees (Australia) Limited.	18,700	112,013.00	Ordinary
15/01/2015	HSBC Custody Nominees (Australia) Limited.	21,153	118,879.86	Ordinary
16/01/2015	HSBC Custody Nominees (Australia) Limited.	21,605	125,092.95	Ordinary
19/01/2015	HSBC Custody Nominees (Australia) Limited.	61,875	371,868.75	Ordinary
20/01/2015	HSBC Custody Nominees (Australia) Limited.	48,357	285,789.87	Ordinary
Total		941,341	6,097,863.94	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
22/09/2014	National Australia Bank Limited	1,587	11,045.52	Ordinary
26/09/2014	National Australia Bank Limited	8,657	60,166.15	Ordinary
30/09/2014	National Australia Bank Limited	1,908	13,260.60	Ordinary
2/10/2014	National Australia Bank Limited	1,341	9,306.54	Ordinary
8/10/2014	National Australia Bank Limited	13,457	91,373.03	Ordinary
9/10/2014	National Australia Bank Limited	6,077	42,235.15	Ordinary
10/10/2014	National Australia Bank Limited	13,689	95,823.00	Ordinary
13/10/2014	National Australia Bank Limited	12,219	85,044.24	Ordinary
14/10/2014	National Australia Bank Limited	12,782	89,218.36	Ordinary
15/10/2014	National Australia Bank Limited	19,112	133,975.12	Ordinary
16/10/2014	National Australia Bank Limited	39,644	277,508.00	Ordinary
17/10/2014	National Australia Bank Limited	4,291	30,079.91	Ordinary
5/12/2014	National Australia Bank Limited	14,032	93,312.80	Ordinary
8/12/2014	National Australia Bank Limited	13,763	92,212.10	Ordinary
9/12/2014	National Australia Bank Limited	19,007	118,033.47	Ordinary
10/12/2014	National Australia Bank Limited	20,293	126,628.32	Ordinary

11/12/2014	National Australia Bank Limited	15,422	95,770.62	Ordinary
12/12/2014	National Australia Bank Limited	9,538	59,040.22	Ordinary
15/12/2014	National Australia Bank Limited	3,084	18,658.20	Ordinary
16/12/2014	National Australia Bank Limited	7,303	42,868.61	Ordinary
16/12/2014	National Australia Bank Limited	8,128	48,442.88	Ordinary
17/12/2014	National Australia Bank Limited	8,855	53,041.45	Ordinary
17/12/2014	National Australia Bank Limited	9,736	57,442.40	Ordinary
18/12/2014	National Australia Bank Limited	6,461	38,701.39	Ordinary
15/01/2015	National Australia Bank Limited	7,035	39,536.70	Ordinary
16/01/2015	National Australia Bank Limited	7,186	41,606.94	Ordinary
19/01/2015	National Australia Bank Limited	20,579	123,679.79	Ordinary
20/01/2015	National Australia Bank Limited	16,083	95,050.53	Ordinary
	Total	321,269	2,083,062.04	Ordinary
	BT Investment Management (Institutional) Limited			
	Total :	1,262,610	8,180,925.98	

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 – 20/01/2015

Westpac Banking Corporation	Australia	Pashley Investments Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Qvalent Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 Advances Pty Limited	Australia	Reinventure Fund ILP	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	RMS Warehouse Trust 2007-1	Australia
Advance Asset Management Limited	Australia	Sallmoor Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Rewards Pty Limited	Australia	Seed Pool Trust No. 2	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2007-1G WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2009-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2011-2 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2011-3 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2012-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2	Australia	Series 2013-2 WST Trust	Australia
Bella Trust	Australia	Series 2014-1 WST Trust	Australia
Belliston Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
BLE Capital Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Equity Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Life Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Motor Finance Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Investment Management (Institutional) Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management Limited	Australia	Sydney Capital Corp Inc.	USA
BT Long Term Income Fund	Australia	Tavarua Funding Trust IV	USA
BT Portfolio Services Limited	Australia	Teuton Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Securities Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Short Term Income Fund	Australia	The Warehouse Financial Services Limited	New Zealand
BTIM UK Limited	UK	Value Nominees Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia

Capital Corporate Finance Limited	Australia	Waratah Securities Australia Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance Australia Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank Samoa Limited	Samoa
Core Infrastructure Income Feeder 2 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Master L P	UK	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Trust IV	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 52	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 55	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 56	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2007	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Management Limited	Australia	Westpac Equity Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Europe Limited	UK
Crusade 2P Trust of 2008	Australia	Westpac Finance (HK) Limited	Hong Kong
Danaby Pty Limited	Australia	Westpac Financial Consultants Limited	Australia
Data Republic Holdings Pty Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Financial Services Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Advisers LLC	USA	Westpac General Insurance Services Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Group Investments Australia Pty Limited	Australia
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 Group Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management (Europe) Ltd	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Pacific Limited Partnership	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Properties Limited	Australia
JOHCM (USA) Inc	USA	Westpac RE Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Administration Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
North Ryde Office Trust	Australia	Westpac Singapore Limited	Singapore
Number 120 Limited	New Zealand	Westpac Structured Products Limited	Australia
Oniston Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 1 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Pty Limited	Australia	Westpac Unit Trust	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia