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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme ATLAS IRON LIMITED (AGO)

ACN/ARSN ACN 110 396 168

#### 1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 25/08/2014

#### 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	46,331,208	46,331,208	
Total	46,331,208	46,331,208	5.06%

#### 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.	3,416,467	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	460,081	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.	2,647,877	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.	4,569,152	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.	3,318,161	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.	31,459,570	Ordinary
Equity Desk - (WIB) Westpac Institutional Bank*	Westpac Institutional Bank (WIB)* provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for	205,349	Ordinary

	companies and institutions in Australia and New Zealand. In this capacity, can exercise the power to vote or dispose of the shares.  <i>* WIB is a business name of Westpac Banking Corporation.</i>		
Westpac RE Limited	Westpac RE Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	254,551	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
Equity Desk - (WIB) Westpac Institutional Bank*	HSBC Custody Nominees (Australia) Limited.  Equity Desk - (WIB) Westpac Institutional Bank*	See Annexure 'A'	205,349 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	254,551 Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	460,081 Ordinary
BT Funds Management Limited	BT Portfolio Services Limited  HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	2,647,877 Ordinary
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Nominees Limited	See Annexure 'A'	3,318,161 Ordinary

Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	3,416,467 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	4,569,152 Ordinary
BT Investment Management (Institutional) Limited	National Australia Bank Limited  HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	31,459,570 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
Equity Desk - (WIB) Westpac Institutional Bank*	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital 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 Funds 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
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

ATLAS IRON LIMITED (AGO)

The Company Secretary,  
ATLAS IRON LIMITED (AGO)  
Level 18, Raine Square  
300 Murray Street  
PERTH WA 6000

Tel: +61 8 6228 8000  
Fax: +61 8 6228 8999

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here  Date 27/08/2014

## **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 - 25/08/2014

Sales & Purchases for the period : 25/04/2014to 25/08/2014

SECURITY: AGO

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### Advance Asset Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-240,000	-208,800.00	Ordinary
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-84,671	-73,663.77	Ordinary
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-228,123	-198,467.01	Ordinary
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-60,576	-52,701.12	Ordinary
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-102,294	-88,995.78	Ordinary
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-12,117	-10,541.79	Ordinary
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-325,739	-276,878.15	Ordinary
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-106,544	-90,562.40	Ordinary
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-123,494	-104,969.90	Ordinary
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-172,219	-146,386.15	Ordinary
29/05/2014	HSBC Custody Nominees (Australia) Limited.	-104,000	-75,920.00	Ordinary
29/05/2014	HSBC Custody Nominees (Australia) Limited.	-48,000	-35,040.00	Ordinary
30/05/2014	HSBC Custody Nominees (Australia) Limited.	-114,000	-79,800.00	Ordinary
30/05/2014	HSBC Custody Nominees (Australia) Limited.	-94,000	-65,800.00	Ordinary
2/06/2014	HSBC Custody Nominees (Australia) Limited.	-105,500	-71,740.00	Ordinary
2/06/2014	HSBC Custody Nominees (Australia) Limited.	-31,500	-21,420.00	Ordinary
3/06/2014	HSBC Custody Nominees (Australia) Limited.	-140,906	-97,225.14	Ordinary
3/06/2014	HSBC Custody Nominees (Australia) Limited.	-39,094	-26,974.86	Ordinary
4/06/2014	HSBC Custody Nominees (Australia) Limited.	-106,906	-71,627.02	Ordinary
4/06/2014	HSBC Custody Nominees (Australia) Limited.	-19,094	-12,792.98	Ordinary
4/06/2014	HSBC Custody Nominees (Australia) Limited.	-89,000	-59,630.00	Ordinary
5/06/2014	HSBC Custody Nominees (Australia) Limited.	-45,094	-30,663.92	Ordinary
5/06/2014	HSBC Custody Nominees (Australia) Limited.	-121,906	-82,896.08	Ordinary
6/06/2014	HSBC Custody Nominees (Australia) Limited.	-70,000	-46,900.00	Ordinary
10/06/2014	HSBC Custody Nominees (Australia) Limited.	-10,094	-6,762.98	Ordinary
10/06/2014	HSBC Custody Nominees (Australia) Limited.	-145,906	-97,757.02	Ordinary
11/06/2014	HSBC Custody Nominees (Australia) Limited.	-2,906	-1,888.90	Ordinary
11/06/2014	HSBC Custody Nominees (Australia) Limited.	-9,094	-5,911.10	Ordinary
11/06/2014	HSBC Custody Nominees (Australia) Limited.	-66,000	-42,900.00	Ordinary
13/06/2014	HSBC Custody Nominees (Australia) Limited.	-97,000	-57,230.00	Ordinary
13/06/2014	HSBC Custody Nominees (Australia) Limited.	-128,906	-76,054.54	Ordinary
13/06/2014	HSBC Custody Nominees (Australia) Limited.	-94,094	-55,515.46	Ordinary
16/06/2014	HSBC Custody Nominees (Australia) Limited.	-49,000	-27,930.00	Ordinary
16/06/2014	HSBC Custody Nominees (Australia) Limited.	-35,094	-20,003.58	Ordinary
16/06/2014	HSBC Custody Nominees (Australia) Limited.	-61,906	-35,286.42	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	-100,000	-57,000.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	-90,000	-51,300.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	-20,000	-11,400.00	Ordinary
4/07/2014	HSBC Custody Nominees (Australia) Limited.	1,239,943	843,161.24	Ordinary
4/07/2014	HSBC Custody Nominees (Australia) Limited.	1,126,390	765,945.20	Ordinary
4/07/2014	HSBC Custody Nominees (Australia) Limited.	-1,239,943	-843,161.24	Ordinary
16/07/2014	HSBC Custody Nominees (Australia) Limited.	69,602	41,761.20	Ordinary
31/07/2014	HSBC Custody Nominees (Australia) Limited.	113,641	72,730.24	Ordinary

20/08/2014	HSBC Custody Nominees (Australia) Limited.	36,885	25,450.65	Ordinary
	<b>Total</b>	<b>-2,148,259</b>	<b>-1,671,448.78</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>-2,148,259</b>	<b>-1,671,448.78</b>	

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**Asgard Capital Management Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
30/04/2014	ASGARD Capital Management Limited	-5,590	-5,086.90	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
19/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
20/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
20/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
20/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
20/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
20/05/2014	ASGARD Capital Management Limited	7,500	5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
21/05/2014	ASGARD Capital Management Limited	-7,500	-5,550.00	Ordinary
23/05/2014	ASGARD Capital Management Limited	13,245	10,066.20	Ordinary
2/06/2014	ASGARD Capital Management Limited	8,000	5,520.00	Ordinary
13/06/2014	ASGARD Capital Management Limited	5,000	3,000.00	Ordinary
17/06/2014	ASGARD Capital Management Limited	8,474	4,830.18	Ordinary
25/06/2014	ASGARD Capital Management Limited	9,769	6,056.78	Ordinary
25/06/2014	ASGARD Capital Management Limited	-9,769	-6,056.78	Ordinary
27/06/2014	ASGARD Capital Management Limited	24,278	15,780.70	Ordinary
27/06/2014	ASGARD Capital Management Limited	-24,278	-15,780.70	Ordinary
30/06/2014	ASGARD Capital Management Limited	24,278	15,295.14	Ordinary
30/06/2014	ASGARD Capital Management Limited	-24,278	-15,295.14	Ordinary
2/07/2014	ASGARD Capital Management Limited	5,510	3,526.40	Ordinary
3/07/2014	ASGARD Capital Management Limited	24,278	16,023.48	Ordinary
3/07/2014	ASGARD Capital Management Limited	-24,278	-16,023.48	Ordinary
28/07/2014	ASGARD Capital Management Limited	8,000	4,560.00	Ordinary
28/07/2014	ASGARD Capital Management Limited	-8,000	-4,560.00	Ordinary
29/07/2014	ASGARD Capital Management Limited	8,333	4,916.47	Ordinary
31/07/2014	ASGARD Capital Management Limited	-8,000	-5,200.00	Ordinary
1/08/2014	ASGARD Capital Management Limited	-9,660	-6,182.40	Ordinary
7/08/2014	ASGARD Capital Management Limited	10,000	6,600.00	Ordinary
7/08/2014	ASGARD Capital Management Limited	6,628	4,374.48	Ordinary
7/08/2014	ASGARD Capital Management Limited	-10,000	-6,600.00	Ordinary
11/08/2014	ASGARD Capital Management Limited	18,000	11,700.00	Ordinary



11/08/2014	ASGARD Capital Management Limited	-18,000	-11,700.00	Ordinary
13/08/2014	ASGARD Capital Management Limited	6,628	4,109.36	Ordinary
13/08/2014	ASGARD Capital Management Limited	-6,628	-4,374.48	Ordinary
15/08/2014	ASGARD Capital Management Limited	18,000	12,600.00	Ordinary
15/08/2014	ASGARD Capital Management Limited	-18,000	-12,600.00	Ordinary
21/08/2014	ASGARD Capital Management Limited	6,036	4,164.84	Ordinary
21/08/2014	ASGARD Capital Management Limited	-6,036	-4,164.84	Ordinary
25/08/2014	ASGARD Capital Management Limited	5,333	3,199.80	Ordinary
	<b>Total</b>	<b>44,773</b>	<b>28,249.11</b>	<b>Ordinary</b>
<b>Asgard Capital Management Limited Total :</b>		<b>44,773</b>	<b>28,249.11</b>	

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**BT Funds Management Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
2/05/2014	BT Portfolio Services Limited	5,000	4,900.00	Ordinary
5/05/2014	BT Portfolio Services Limited	-12,070	-10,346.40	Ordinary
6/05/2014	BT Portfolio Services Limited	2,000	1,740.00	Ordinary
8/05/2014	BT Portfolio Services Limited	-1,040	-837.30	Ordinary
12/05/2014	BT Portfolio Services Limited	50,000	41,040.00	Ordinary
12/05/2014	BT Portfolio Services Limited	5,000	4,111.50	Ordinary
12/05/2014	BT Portfolio Services Limited	6,000	5,040.00	Ordinary
12/05/2014	BT Portfolio Services Limited	50,000	41,040.00	Ordinary
12/05/2014	BT Portfolio Services Limited	-1,000	-840.00	Ordinary
12/05/2014	BT Portfolio Services Limited	-1,600	-1,344.00	Ordinary
12/05/2014	BT Portfolio Services Limited	-2,000	-1,680.00	Ordinary
12/05/2014	BT Portfolio Services Limited	-1,400	-1,176.00	Ordinary
14/05/2014	BT Portfolio Services Limited	-4,200	-3,344.46	Ordinary
27/05/2014	BT Portfolio Services Limited	-4,000	-2,857.60	Ordinary
30/05/2014	BT Portfolio Services Limited	30,000	21,036.00	Ordinary
5/06/2014	BT Portfolio Services Limited	5,000	3,425.00	Ordinary
10/06/2014	BT Portfolio Services Limited	30,000	19,836.00	Ordinary
10/06/2014	BT Portfolio Services Limited	20,000	13,236.00	Ordinary
11/06/2014	BT Portfolio Services Limited	20,000	13,036.00	Ordinary
11/06/2014	BT Portfolio Services Limited	30,000	19,536.00	Ordinary
11/06/2014	BT Portfolio Services Limited	-15,000	-9,564.00	Ordinary
11/06/2014	BT Portfolio Services Limited	-1,658	-1,033.10	Ordinary
23/06/2014	BT Portfolio Services Limited	100,000	68,560.00	Ordinary
3/07/2014	BT Portfolio Services Limited	10,000	6,710.00	Ordinary
3/07/2014	BT Portfolio Services Limited	76,000	50,205.60	Ordinary
4/07/2014	BT Portfolio Services Limited	10,000	6,894.00	Ordinary
10/07/2014	BT Portfolio Services Limited	7,500	4,742.25	Ordinary
14/07/2014	BT Portfolio Services Limited	3,350	2,012.68	Ordinary
14/07/2014	BT Portfolio Services Limited	-10,000	-5,840.00	Ordinary
17/07/2014	BT Portfolio Services Limited	6,000	3,666.60	Ordinary
17/07/2014	BT Portfolio Services Limited	36,500	22,027.75	Ordinary
17/07/2014	BT Portfolio Services Limited	30,000	18,036.00	Ordinary
18/07/2014	BT Portfolio Services Limited	-18,133	-10,616.87	Ordinary
23/07/2014	BT Portfolio Services Limited	-4,500	-2,509.65	Ordinary
24/07/2014	BT Portfolio Services Limited	-1,000	-590.00	Ordinary
5/08/2014	BT Portfolio Services Limited	2,500	1,811.25	Ordinary
5/08/2014	BT Portfolio Services Limited	-1,501	-1,036.89	Ordinary
15/08/2014	BT Portfolio Services Limited	36,000	24,876.00	Ordinary
19/08/2014	BT Portfolio Services Limited	-90,000	-62,937.00	Ordinary

20/08/2014	BT Portfolio Services Limited	10,000	6,936.00	Ordinary
25/08/2014	BT Portfolio Services Limited	1,523	959.49	Ordinary
25/08/2014	BT Portfolio Services Limited	-1,000	-568.70	Ordinary
25/08/2014	BT Portfolio Services Limited	-1,523	-959.49	Ordinary
<b>Total</b>		<b>410,748</b>	<b>287,332.65</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
19/06/2014	HSBC Custody Nominees (Australia) Limited.	100,000	64,000.00	Ordinary
30/07/2014	HSBC Custody Nominees (Australia) Limited.	786,058	479,495.38	Ordinary
30/07/2014	HSBC Custody Nominees (Australia) Limited.	553,092	337,386.12	Ordinary
1/08/2014	HSBC Custody Nominees (Australia) Limited.	56,834	35,237.08	Ordinary
<b>Total</b>		<b>1,495,984</b>	<b>916,118.58</b>	<b>Ordinary</b>

**BT Funds Management Limited Total :** **1,906,732** **1,203,451.23**

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**BT Funds Management No.2 Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
23/06/2014	HSBC Custody Nominees (Australia) Limited.	170,507	115,944.76	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	247,653	165,927.51	Ordinary
25/06/2014	HSBC Custody Nominees (Australia) Limited.	123,792	76,751.04	Ordinary
29/07/2014	HSBC Custody Nominees (Australia) Limited.	332,672	196,276.48	Ordinary
30/07/2014	HSBC Custody Nominees (Australia) Limited.	17,758	10,832.38	Ordinary
30/07/2014	HSBC Custody Nominees (Australia) Limited.	25,238	15,395.18	Ordinary
7/08/2014	HSBC Custody Nominees (Australia) Limited.	118,170	77,992.20	Ordinary
14/08/2014	HSBC Custody Nominees (Australia) Limited.	-91,115	-62,869.35	Ordinary
15/08/2014	HSBC Custody Nominees (Australia) Limited.	-87,990	-60,713.10	Ordinary
25/08/2014	HSBC Custody Nominees (Australia) Limited.	17,495	10,497.00	Ordinary
25/08/2014	HSBC Custody Nominees (Australia) Limited.	88,093	52,855.80	Ordinary
<b>Total</b>		<b>962,273</b>	<b>598,889.90</b>	<b>Ordinary</b>

**BT Funds Management No.2 Limited Total :** **962,273** **598,889.90**

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**BT Investment Management (Fund Services) Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
23/06/2014	Australia and New Zealand Banking Group Limited	10,835	7,367.80	Ordinary
23/06/2014	Australia and New Zealand Banking Group Limited	31,111	21,155.48	Ordinary
24/06/2014	Australia and New Zealand Banking Group Limited	19,434	13,020.78	Ordinary
25/06/2014	Australia and New Zealand Banking Group Limited	13,264	8,223.68	Ordinary
29/07/2014	Australia and New Zealand Banking Group Limited	61,493	36,280.87	Ordinary
30/07/2014	Australia and New Zealand Banking Group Limited	1,970	1,201.70	Ordinary
30/07/2014	Australia and New Zealand Banking Group Limited	2,799	1,707.39	Ordinary
7/08/2014	Australia and New Zealand Banking Group Limited	19,607	12,940.62	Ordinary
25/08/2014	Australia and New Zealand Banking Group Limited	7,561	4,536.60	Ordinary
25/08/2014	Australia and New Zealand Banking Group Limited	1,502	901.20	Ordinary
<b>Total</b>		<b>169,576</b>	<b>107,336.12</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
23/06/2014	National Australian Custodian Services	73,448	49,944.64	Ordinary
24/06/2014	National Australian Custodian Services	67,550	45,258.50	Ordinary
25/06/2014	National Australian Custodian Services	33,631	20,851.22	Ordinary
29/07/2014	National Australian Custodian Services	143,528	84,681.52	Ordinary
30/07/2014	National Australian Custodian Services	5,041	3,075.01	Ordinary

30/07/2014	National Australian Custodian Services	7,164	4,370.04	Ordinary
7/08/2014	National Australian Custodian Services	42,797	28,246.02	Ordinary
25/08/2014	National Australian Custodian Services	26,584	15,950.40	Ordinary
25/08/2014	National Australian Custodian Services	5,280	3,168.00	Ordinary
<b>Total</b>		<b>405,023</b>	<b>255,545.35</b>	<b>Ordinary</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
23/06/2014	National Nominees Limited	80,733	54,898.44	Ordinary
24/06/2014	National Nominees Limited	74,261	49,754.87	Ordinary
25/06/2014	National Nominees Limited	36,913	22,886.06	Ordinary
29/07/2014	National Nominees Limited	157,736	93,064.24	Ordinary
30/07/2014	National Nominees Limited	7,871	4,801.31	Ordinary
30/07/2014	National Nominees Limited	5,539	3,378.79	Ordinary
7/08/2014	National Nominees Limited	47,045	31,049.70	Ordinary
25/08/2014	National Nominees Limited	5,801	3,480.60	Ordinary
25/08/2014	National Nominees Limited	29,208	17,524.80	Ordinary
<b>Total</b>		<b>445,107</b>	<b>280,838.81</b>	<b>Ordinary</b>

**BT Investment Management (Fund Services)  
Limited Total :**

**1,019,706      643,720.28**

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**BT Investment Management (Institutional) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
23/06/2014	HSBC Custody Nominees (Australia) Limited.	1,118,441	760,539.88	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	1,223,253	819,579.51	Ordinary
25/06/2014	HSBC Custody Nominees (Australia) Limited.	609,349	377,796.38	Ordinary
26/06/2014	HSBC Custody Nominees (Australia) Limited.	450,102	283,564.26	Ordinary
30/06/2014	HSBC Custody Nominees (Australia) Limited.	365,445	230,230.35	Ordinary
1/07/2014	HSBC Custody Nominees (Australia) Limited.	184,453	116,205.39	Ordinary
17/07/2014	HSBC Custody Nominees (Australia) Limited.	260,162	158,698.82	Ordinary
29/07/2014	HSBC Custody Nominees (Australia) Limited.	1,988,537	1,173,236.83	Ordinary
30/07/2014	HSBC Custody Nominees (Australia) Limited.	89,167	54,391.87	Ordinary
30/07/2014	HSBC Custody Nominees (Australia) Limited.	126,725	77,302.25	Ordinary
7/08/2014	HSBC Custody Nominees (Australia) Limited.	-460,847	-304,159.02	Ordinary
25/08/2014	HSBC Custody Nominees (Australia) Limited.	1,003,874	602,324.40	Ordinary
25/08/2014	HSBC Custody Nominees (Australia) Limited.	199,370	119,622.00	Ordinary
<b>Total</b>		<b>7,158,031</b>	<b>4,469,332.92</b>	<b>Ordinary</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
23/06/2014	National Australia Bank Limited	525,760	357,516.80	Ordinary
24/06/2014	National Australia Bank Limited	367,849	246,458.83	Ordinary
25/06/2014	National Australia Bank Limited	183,051	113,491.62	Ordinary
29/07/2014	National Australia Bank Limited	781,034	460,810.06	Ordinary
30/07/2014	National Australia Bank Limited	38,989	23,783.29	Ordinary
30/07/2014	National Australia Bank Limited	27,433	16,734.13	Ordinary
7/08/2014	National Australia Bank Limited	233,228	153,930.48	Ordinary
25/08/2014	National Australia Bank Limited	28,734	17,240.40	Ordinary
25/08/2014	National Australia Bank Limited	144,680	86,808.00	Ordinary
<b>Total</b>		<b>2,330,758</b>	<b>1,476,773.61</b>	<b>Ordinary</b>

**BT Investment Management (Institutional) Limited  
Total :**

**9,488,789      5,946,106.53**

**Westpac RE Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
17/06/2014	HSBC Custody Nominees (Australia) Limited.	1,592	919.54	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	4,830	2,777.25	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	2,863.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	2,000	1,150.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	25,606	14,662.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	2,297	1,320.78	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	3,774	2,179.86	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	12,840	7,352.18	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	661	383.38	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	9,257	5,322.78	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	3,368	1,953.44	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	971	563.18	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	2,863.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	1,816	1,053.28	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	1,226	708.14	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	2,850.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	2,850.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	2,850.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	3,000	1,725.00	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	1,592	919.54	Ordinary
17/06/2014	HSBC Custody Nominees (Australia) Limited.	170	97.75	Ordinary
18/06/2014	HSBC Custody Nominees (Australia) Limited.	10,000	6,275.00	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	1,500	937.50	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	4,291	2,681.88	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	7,321	4,686.17	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	2,000	1,270.20	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	5,709	3,568.13	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	2,500	1,562.50	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	787	491.88	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	3,113.00	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	3,125.00	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	213	133.13	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	4,875	3,071.74	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	7,679	4,915.33	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	2,793	1,773.83	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	125	78.76	Ordinary
19/06/2014	HSBC Custody Nominees (Australia) Limited.	207	131.47	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	10,000	6,525.00	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	2,760	1,780.48	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	3,262.50	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	2,240	1,445.02	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	3,175.50	Ordinary
24/06/2014	HSBC Custody Nominees (Australia) Limited.	5,000	3,262.50	Ordinary
5/08/2014	HSBC Custody Nominees (Australia) Limited.	2,901	1,958.47	Ordinary
5/08/2014	HSBC Custody Nominees (Australia) Limited.	742	500.92	Ordinary
5/08/2014	HSBC Custody Nominees (Australia) Limited.	1,000	670.10	Ordinary
5/08/2014	HSBC Custody Nominees (Australia) Limited.	2,000	1,360.20	Ordinary
5/08/2014	HSBC Custody Nominees (Australia) Limited.	3,357	2,266.31	Ordinary
<b>Total</b>		<b>200,000</b>	<b>121,386.59</b>	<b>Ordinary</b>
<b>Westpac RE Limited Total :</b>		<b>200,000</b>	<b>121,386.59</b>	

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**Equity Desk - (WIB) Westpac Institutional Bank \***


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Date	Registered Company	Quantity	Consideration	Class of Securities
26/05/2014	Equity Desk - (WIB) Westpac Institutional Bank	2,500	1,787.50	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-5,000	-2,850.00	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-4,847	-2,762.79	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-141	-80.74	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-3,000	-1,717.80	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-308	-176.36	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-1,994	-1,141.76	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-67	-38.36	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-3,000	-1,732.80	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-18,590	-10,596.30	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-382	-218.73	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-1,156	-661.93	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-12,563	-7,160.91	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-146	-83.60	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-2,745	-1,571.79	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-6,000	-3,420.00	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-542	-310.35	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-5,000	-2,875.00	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-9,336	-5,321.52	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-203	-116.24	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-50	-28.63	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-95	-54.40	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-835	-478.12	Ordinary
17/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-2,000	-1,145.20	Ordinary
18/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-351	-218.53	Ordinary
18/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-6,067	-3,761.54	Ordinary
18/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-19,082	-11,830.84	Ordinary
18/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-4,500	-2,790.00	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-1,000	-637.50	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-259	-161.25	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-7,900	-5,036.25	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-1,522	-955.06	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-823	-510.26	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-6,498	-4,045.65	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-3,478	-2,182.45	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-3,000	-1,912.50	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-100	-63.75	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-5,516	-3,419.92	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-9,904	-6,140.48	Ordinary
19/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-5,000	-3,162.50	Ordinary
20/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	78,000	48,750.00	Ordinary
23/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	30,000	19,350.00	Ordinary
24/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	45,000	30,825.00	Ordinary
24/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-23,000	-14,492.30	Ordinary
25/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	-14,500	-8,917.50	Ordinary
27/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	23,000	14,950.00	Ordinary
30/06/2014	Equity Desk - (WIB) Westpac Institutional Bank	14,500	9,207.50	Ordinary
20/08/2014	Equity Desk - (WIB) Westpac Institutional Bank	-11,662	-7,989.64	Ordinary

25/08/2014	Equity Desk - (WIB) Westpac Institutional Bank	1,964	1,168.58	Ordinary
25/08/2014	Equity Desk - (WIB) Westpac Institutional Bank	11,662	7,347.06	Ordinary
	<b>Total</b>	<b>4,464</b>	<b>10,614.40</b>	<b>Ordinary</b>
	<b>Equity Desk - (WIB) Westpac Institutional Bank *</b>			
	<b>Total :</b>	<b>4,464</b>	<b>10,614.40</b>	

## 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 – 25/08/2014

Westpac Banking Corporation	Australia	Packaging Properties 1 Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Packaging Properties 2 Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Packaging Properties 3 Pty Limited	Australia
1925 Advances Pty Limited	Australia	Partnership Pacific Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Partnership Pacific Securities Pty Limited	Australia
Advance Asset Management Limited	Australia	Pashley Investments Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Qvalent Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Reinventure Fund ILP	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	RMS Warehouse Trust 2007-1	Australia
Ascalon Capital Managers Limited	Australia	Sallmoor Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	Securitor Financial Group Limited	Australia
Asgard Capital Management Limited	Australia	Seed Pool Trust No. 2	Australia
Asgard Wealth Solutions Limited	Australia	Series 2007-1G WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2008-1M WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2009-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 1	Australia	Series 2011-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 2	Australia	Series 2011-2 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 3	Australia	Series 2011-3 WST Trust	Australia
Bella Trust No. 2 Series 2012 - 1	Australia	Series 2012-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 1	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 2	Australia	Series 2013-2 WST Trust	Australia
Belliston Pty Limited	Australia	Series 2014-1 WST Trust	Australia
Bill Acceptance Corporation Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
BLE Capital Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Life Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Institutional) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia

BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W1 Investments Pty Limited	Australia
BTIM UK Limited	UK	Waratah Receivables Corp Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Securities Australia Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance (NZ) Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Rent Group Limited	New Zealand	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
			Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP No.1 Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 41	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 44	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 48	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 49	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 50	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 52	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 53	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 58	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Europe Limited	UK
Crusade Euro Trust 1E of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac General Insurance Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Services Limited	Australia



eQR Securities Pty. Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Halcyon Securities Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	Singapore	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac New Zealand Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd	USA	Westpac NZ Covered Bond Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac NZ Leasing Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac NZ Operations Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac NZ Securitisation Holdings Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Hastings Management Pty Limited	India	Westpac NZ Securitisation No. 2 Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Hickory Trust	Australia	Westpac Overseas Holdings Pty Limited	Australia
Hitton Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
HLT Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Infrastructure GP LLP	UK	Westpac RE Limited	Australia
Infrastructure GP 2 LLP	UK	Westpac Securities Administration Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Securities Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Securities NZ Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Securitisation Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Securitisation Management Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Singapore Limited	Singapore
MIF Custodian Trust	New Zealand	Westpac Structured Products Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Term PIE Fund	New Zealand
North Ryde Office Trust	Australia	Westpac TPS Trust	Australia
Number 120 Limited	New Zealand	Westpac Unit Trust	Australia
Oniston Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 62.1% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (62.1%) Australia

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