

15 January 2015

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

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Aspen Group.

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 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ASPEN GROUP (APZ)

ACN/ARSN ACN 004 160 927

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 13/01/2015

The previous notice was given to the company on 12/01/2015

The previous notice was dated 08/01/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	12,720,775	11.24%	10,665,317	9.42%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
13/01/2015	WBC & its Associates, BT Funds Management Limited, Asgard Capital Management Limited, Westpac Financial Services Group Limited, BT Funds Management (NZ) Limited, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Asgard Capital Management Limited	ASGARD Capital Management Limited	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 those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	125,416, Ordinary	125,416
BT Funds Management (NZ) Limited	HSBC Custody Nominees (Australia) Limited.	ASGARD Capital Management Limited HSBC Custody Nominees (Australia) Limited.	BT Funds Management (NZ) 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.	1,222,426, Ordinary	1,222,426
BT Funds Management Limited	BT Portfolio Services Limited	ASGARD Capital Management Limited HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	121,729, Ordinary	121,729
BT Investment Management (Fund Services) Limited	Citicorp Nominees Pty Limited	ASGARD Capital Management Limited HSBC Custody Nominees	BT Investment Management (Fund Services) Limited is the responsible entity of various managed	2,068,734, Ordinary	2,068,734

		(Australia) Limited. BT Portfolio Services Limited Citicorp Nominees Pty Limited	investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	ASGARD Capital Management Limited HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	6,336,050, Ordinary	6,336,050
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	790,962, Ordinary	790,962

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
BT Funds Management 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
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand

BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
ASPEN GROUP (APZ)	<p>The Company Secretary, ASPEN GROUP (APZ) Level 3, Newspaper House 129 St George's Terrace PERTH WA 6000</p> <p>Tel: +61 8 9220 8400 Fax: +61 8 9220 8401</p>

Signature

Print name Chris Millard Capacity Company Secretary

Sign here Date 15/01/2015

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 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin– Company Secretary, Westpac Banking Corporation 13/01/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 9/01/2015 to 13/01/2015

SECURITY: APZ

BT Funds Management (NZ) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-100,000	-130,840.00	Ordinary	100,000
	Total		-100,000	-130,840.00		
	BT Funds Management (NZ) Limited Total :		-100,000	-130,840.00		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/01/2015	Citicorp Nominees Pty Limited	Purchase	24,757	30,946.25	Ordinary	24,757
13/01/2015	Citicorp Nominees Pty Limited	Sale	-1,090	-1,362.50	Ordinary	1,090
13/01/2015	Citicorp Nominees Pty Limited	Sale	-199,666	-249,582.50	Ordinary	199,666
	Total		-175,999	-219,998.75		
	BT Investment Management (Fund Services) Limited Total :		-175,999	-219,998.75		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,777	27,221.25	Ordinary	21,777
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-160,830	-201,037.50	Ordinary	160,830
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,100	-1,375.00	Ordinary	1,100
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-56,585	-70,731.25	Ordinary	56,585
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-100,000	-125,000.00	Ordinary	100,000
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-305	-381.25	Ordinary	305
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35,247	-44,058.75	Ordinary	35,247
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,128	-16,410.00	Ordinary	13,128
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,591	-4,488.75	Ordinary	3,591
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-225,000	-281,250.00	Ordinary	225,000
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,026	-21,282.50	Ordinary	17,026
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-48,472	-60,590.00	Ordinary	48,472
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,255	-20,318.75	Ordinary	16,255
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,779	-39,723.75	Ordinary	31,779

13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,380	-7,975.00	Ordinary	6,380
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,651	-2,063.75	Ordinary	1,651
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,194	-5,242.50	Ordinary	4,194
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,757	-7,196.25	Ordinary	5,757
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35,951	-44,938.75	Ordinary	35,951
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-175,782	-219,727.50	Ordinary	175,782
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,539	-25,673.75	Ordinary	20,539
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-19,494	-24,367.50	Ordinary	19,494
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,621	-20,776.25	Ordinary	16,621
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,837	-19,796.25	Ordinary	15,837
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-76,368	-95,460.00	Ordinary	76,368
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-124,592	-155,740.00	Ordinary	124,592
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-26,286	-32,857.50	Ordinary	26,286
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,727	-10,908.75	Ordinary	8,727
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-42,273	-52,841.25	Ordinary	42,273
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-55,977	-69,971.25	Ordinary	55,977
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,101	-10,126.25	Ordinary	8,101
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,541	-1,926.25	Ordinary	1,541
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-155,548	-194,435.00	Ordinary	155,548
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-38,633	-48,291.25	Ordinary	38,633
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,379	-5,473.75	Ordinary	4,379
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,380	-7,975.00	Ordinary	6,380
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-95,300	-119,125.00	Ordinary	95,300
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-65,577	-81,971.25	Ordinary	65,577
Total			-1,699,429	-2,124,286.25		
BT Investment Management (Institutional) Limited Total :			-1,699,429	-2,124,286.25		

Westpac Financial Services Group Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,929	11,161.25	Ordinary	8,929
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-483	-603.75	Ordinary	483
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,274	-31,592.50	Ordinary	25,274
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-63,202	-79,002.50	Ordinary	63,202
Total			-80,030	-100,037.50		
Westpac Financial Services Group Limited Total :			-80,030	-100,037.50		

ANNEXURE B – ASSOCIATED COMPANIES

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 13/01/2015

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