

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme FANTASTIC HOLDINGS LIMITED (FAN)

ACN/ARSN ACN 004 000 775

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

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

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 04/08/2014

The previous notice was given to the company on 19/07/2012

The previous notice was dated 17/07/2012

#### 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	9,218,303	8.97%	10,291,394	9.99%

#### 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
4/08/2014	WBC & its Associates, BT Funds Management Limited, BT Investment Management (Fund Services) Limited, BT Funds Management No.2 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
BT Funds Management Limited	BT Portfolio Services 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.	21,026, Ordinary	21,026
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Portfolio Services Limited  HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,278,363, Ordinary	1,278,363
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Nominees Limited	BT Portfolio Services Limited  HSBC Custody Nominees (Australia) Limited.  Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Nominees 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.	854,523, Ordinary	854,523
BT Investment Management (Institutional) Limited	National Australia Bank Limited  HSBC Custody Nominees (Australia) Limited.	National Australia Bank 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	8,137,482, Ordinary	8,137,482

			funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.		
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#### 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
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
FANTASTIC HOLDINGS LIMITED	The Company Secretary, Fantastic Holdings Limited (FAN) 62 Hume Highway CHULLORA NSW 2190  Tel: +61 2 8717 2600 Fax: +61 2 8717 2660

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 06/08/2014

## **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 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 4/08/2014

**TRANSACTION HISTORY**

Sales & Purchases for the period : 18/07/2012 to 4/08/2014

SECURITY: FAN

**BT Funds Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/02/2013	BT Portfolio Services Limited	Sale	-3,662	-12,621.08	Ordinary	3,662
11/02/2013	BT Portfolio Services Limited	Purchase	8,650	30,051.83	Ordinary	8,650
25/02/2013	BT Portfolio Services Limited	Purchase	3,162	10,320.14	Ordinary	3,162
23/04/2013	BT Portfolio Services Limited	Purchase	689	2,025.59	Ordinary	689
3/05/2013	BT Portfolio Services Limited	Sale	-538	-1,657.04	Ordinary	538
3/05/2013	BT Portfolio Services Limited	Sale	-2,700	-8,316.00	Ordinary	2,700
17/05/2013	BT Portfolio Services Limited	Purchase	2,461	6,927.22	Ordinary	2,461
21/05/2013	BT Portfolio Services Limited	Purchase	2,492	5,007.92	Ordinary	2,492
21/05/2013	BT Portfolio Services Limited	Purchase	9,980	19,995.93	Ordinary	9,980
21/05/2013	BT Portfolio Services Limited	Purchase	425	882.09	Ordinary	425
23/05/2013	BT Portfolio Services Limited	Purchase	5,082	10,180.26	Ordinary	5,082
4/06/2013	BT Portfolio Services Limited	Purchase	5,108	10,150.11	Ordinary	5,108
16/07/2013	BT Portfolio Services Limited	Sale	-425	-911.41	Ordinary	425
18/07/2013	BT Portfolio Services Limited	Purchase	2,111	4,997.16	Ordinary	2,111
22/07/2013	BT Portfolio Services Limited	Purchase	2,111	4,997.16	Ordinary	2,111
28/11/2013	BT Portfolio Services Limited	Purchase	4,611	10,180.63	Ordinary	4,611
18/12/2013	BT Portfolio Services Limited	Sale	-9,980	-19,521.88	Ordinary	9,980
6/02/2014	BT Portfolio Services Limited	Sale	-10,190	-19,085.87	Ordinary	10,190
17/02/2014	BT Portfolio Services Limited	Sale	-4,572	-9,016.44	Ordinary	4,572
5/06/2014	BT Portfolio Services Limited	Sale	-689	-964.74	Ordinary	689
	<b>Total</b>		<b>14,126</b>	<b>43,621.57</b>		
	<b>BT Funds Management Limited</b>					
	<b>Total :</b>		<b>14,126</b>	<b>43,621.57</b>		

**BT Funds Management No.2 Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/10/2012	HSBC Custody Nominees (Australia) Limited.	Sale	-40,000	-114,800.00	Ordinary	40,000
24/12/2012	HSBC Custody Nominees (Australia) Limited.	Sale	-7,982	-25,382.76	Ordinary	7,982
10/01/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-4,199	-13,646.75	Ordinary	4,199

16/01/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-5,605	-18,104.15	Ordinary	5,605
23/04/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-60,046	-173,532.94	Ordinary	60,046
21/05/2013	HSBC Custody Nominees (Australia) Limited.	Purchase	149,861	290,730.34	Ordinary	149,861
18/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-50,535	-120,273.30	Ordinary	50,535
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-86,330	-205,465.40	Ordinary	86,330
5/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-07	-16.66	Ordinary	07
7/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-384	-921.60	Ordinary	384
12/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-124	-295.12	Ordinary	124
13/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-2,054	-4,888.52	Ordinary	2,054
14/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-565	-1,344.70	Ordinary	565
21/01/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	4,671	9,295.29	Ordinary	4,671
22/01/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	18,140	36,098.60	Ordinary	18,140
24/02/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	40,607	80,807.93	Ordinary	40,607
2/05/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	20,502	37,518.66	Ordinary	20,502
13/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	52,682	76,388.90	Ordinary	52,682
19/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	6,017	8,905.16	Ordinary	6,017
25/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	651	956.97	Ordinary	651
1/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,539	2,262.33	Ordinary	1,539
2/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	257	377.79	Ordinary	257
4/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,796	2,765.84	Ordinary	1,796
31/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,380	2,208.00	Ordinary	1,380
1/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,278	2,044.80	Ordinary	1,278
<b>Total</b>			<b>41,550</b>	<b>-128,311.29</b>		
<b>BT Funds Management No.2 Limited Total :</b>			<b>41,550</b>	<b>-128,311.29</b>		

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

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/10/2012	Australia and New Zealand Banking Group Limited	Sale	-3,302	-9,344.66	Ordinary	3,302
20/12/2012	Australia and New Zealand Banking Group Limited	Sale	-2,246	-7,187.20	Ordinary	2,246
24/12/2012	Australia and New Zealand Banking Group Limited	Sale	-3,217	-10,165.72	Ordinary	3,217
21/05/2013	Australia and New Zealand Banking Group Limited	Purchase	15,500	30,070.00	Ordinary	15,500
18/07/2013	Australia and New Zealand Banking Group Limited	Sale	-1,658	-3,946.04	Ordinary	1,658

22/07/2013	Australia and New Zealand Banking Group Limited	Sale	-7,341	-17,471.58	Ordinary	7,341
5/08/2013	Australia and New Zealand Banking Group Limited	Sale	-01	-2.38	Ordinary	01
7/08/2013	Australia and New Zealand Banking Group Limited	Sale	-33	-79.20	Ordinary	33
12/08/2013	Australia and New Zealand Banking Group Limited	Sale	-11	-26.18	Ordinary	11
13/08/2013	Australia and New Zealand Banking Group Limited	Sale	-175	-416.50	Ordinary	175
14/08/2013	Australia and New Zealand Banking Group Limited	Sale	-48	-114.24	Ordinary	48
21/01/2014	Australia and New Zealand Banking Group Limited	Purchase	1,454	2,893.46	Ordinary	1,454
22/01/2014	Australia and New Zealand Banking Group Limited	Purchase	1,944	3,868.56	Ordinary	1,944
24/02/2014	Australia and New Zealand Banking Group Limited	Purchase	5,206	10,359.94	Ordinary	5,206
2/05/2014	Australia and New Zealand Banking Group Limited	Purchase	4,933	9,027.39	Ordinary	4,933
13/06/2014	Australia and New Zealand Banking Group Limited	Purchase	5,870	8,511.50	Ordinary	5,870
19/06/2014	Australia and New Zealand Banking Group Limited	Purchase	660	976.80	Ordinary	660
25/06/2014	Australia and New Zealand Banking Group Limited	Purchase	81	119.07	Ordinary	81
1/07/2014	Australia and New Zealand Banking Group Limited	Purchase	169	248.43	Ordinary	169
2/07/2014	Australia and New Zealand Banking Group Limited	Purchase	28	41.16	Ordinary	28
4/07/2014	Australia and New Zealand Banking Group Limited	Purchase	197	303.38	Ordinary	197
30/07/2014	Australia and New Zealand Banking Group Limited	Purchase	134	213.06	Ordinary	134
31/07/2014	Australia and New Zealand Banking Group Limited	Purchase	247	395.20	Ordinary	247
1/08/2014	Australia and New Zealand Banking Group Limited	Purchase	229	366.40	Ordinary	229
<b>Total</b>			<b>18,620</b>	<b>18,640.65</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
21/05/2013	National Australian Custodian Services	Purchase	143,595	278,574.30	Ordinary	143,595
21/05/2013	National Australian Custodian Services	Purchase	74,564	144,654.16	Ordinary	74,564
21/05/2013	National Australian Custodian Services	Purchase	39,300	76,242.00	Ordinary	39,300
18/07/2013	National Australian Custodian Services	Sale	-1,554	-3,682.98	Ordinary	1,554
18/07/2013	National Australian Custodian Services	Sale	-1,880	-4,455.60	Ordinary	1,880
18/07/2013	National Australian Custodian Services	Sale	-204	-483.48	Ordinary	204
18/07/2013	National Australian Custodian Services	Sale	-2,080	-4,929.60	Ordinary	2,080
18/07/2013	National Australian Custodian Services	Sale	-3,210	-7,607.70	Ordinary	3,210
18/07/2013	National Australian Custodian Services	Sale	-382	-905.34	Ordinary	382
18/07/2013	National Australian Custodian Services	Sale	-2,890	-6,849.30	Ordinary	2,890
18/07/2013	National Australian Custodian Services	Sale	-265	-628.05	Ordinary	265
18/07/2013	National Australian Custodian Services	Sale	-790	-1,872.30	Ordinary	790
18/07/2013	National Australian Custodian Services	Sale	-6,688	-15,917.44	Ordinary	6,688
18/07/2013	National Australian Custodian Services	Sale	-3,642	-8,631.54	Ordinary	3,642
22/07/2013	National Australian Custodian Services	Sale	-14,310	-33,914.70	Ordinary	14,310

22/07/2013	National Australian Custodian Services	Sale	-4,227	-10,017.99	Ordinary	4,227
22/07/2013	National Australian Custodian Services	Sale	-8,710	-20,642.70	Ordinary	8,710
22/07/2013	National Australian Custodian Services	Sale	-1,080	-2,559.60	Ordinary	1,080
22/07/2013	National Australian Custodian Services	Sale	-35,485	-84,099.45	Ordinary	35,485
22/07/2013	National Australian Custodian Services	Sale	-1,830	-4,337.10	Ordinary	1,830
22/07/2013	National Australian Custodian Services	Sale	-34,035	-81,003.30	Ordinary	34,035
22/07/2013	National Australian Custodian Services	Sale	-8,320	-19,718.40	Ordinary	8,320
22/07/2013	National Australian Custodian Services	Sale	-1,080	-2,559.60	Ordinary	1,080
22/07/2013	National Australian Custodian Services	Sale	-580	-1,374.60	Ordinary	580
22/07/2013	National Australian Custodian Services	Sale	-300	-711.00	Ordinary	300
22/07/2013	National Australian Custodian Services	Sale	-710	-1,682.70	Ordinary	710
22/07/2013	National Australian Custodian Services	Sale	-790	-1,872.30	Ordinary	790
22/07/2013	National Australian Custodian Services	Sale	-6,063	-14,369.31	Ordinary	6,063
22/07/2013	National Australian Custodian Services	Sale	-93	-220.41	Ordinary	93
22/07/2013	National Australian Custodian Services	Sale	-148	-350.76	Ordinary	148
5/08/2013	National Australian Custodian Services	Sale	-08	-19.04	Ordinary	08
5/08/2013	National Australian Custodian Services	Sale	-04	-9.52	Ordinary	04
5/08/2013	National Australian Custodian Services	Sale	-02	-4.76	Ordinary	02
7/08/2013	National Australian Custodian Services	Sale	-292	-697.88	Ordinary	292
7/08/2013	National Australian Custodian Services	Sale	-152	-364.80	Ordinary	152
7/08/2013	National Australian Custodian Services	Sale	-81	-193.59	Ordinary	81
12/08/2013	National Australian Custodian Services	Sale	-94	-222.78	Ordinary	94
12/08/2013	National Australian Custodian Services	Sale	-49	-116.62	Ordinary	49
12/08/2013	National Australian Custodian Services	Sale	-26	-61.88	Ordinary	26
13/08/2013	National Australian Custodian Services	Sale	-1,561	-3,699.57	Ordinary	1,561
13/08/2013	National Australian Custodian Services	Sale	-810	-1,927.80	Ordinary	810
13/08/2013	National Australian Custodian Services	Sale	-430	-1,019.10	Ordinary	430
14/08/2013	National Australian Custodian Services	Sale	-430	-1,019.10	Ordinary	430
14/08/2013	National Australian Custodian Services	Sale	-223	-530.74	Ordinary	223
14/08/2013	National Australian Custodian Services	Sale	-118	-279.66	Ordinary	118
4/09/2013	National Australian Custodian Services	Sale	-74,997	-164,993.40	Ordinary	74,997
4/09/2013	National Australian Custodian Services	Sale	-2,530	-5,566.00	Ordinary	2,530
4/09/2013	National Australian Custodian Services	Sale	-20,525	-45,155.00	Ordinary	20,525
4/09/2013	National Australian Custodian Services	Sale	-910	-2,002.00	Ordinary	910
4/09/2013	National Australian Custodian Services	Sale	-3,166	-6,965.20	Ordinary	3,166
4/09/2013	National Australian Custodian Services	Sale	-17,970	-39,534.00	Ordinary	17,970
4/09/2013	National Australian Custodian Services	Sale	-2,470	-5,434.00	Ordinary	2,470
4/09/2013	National Australian Custodian	Sale	-21,780	-47,916.00	Ordinary	21,780



	Services					
4/09/2013	National Australian Custodian Services	Sale	-10,071	-22,156.20	Ordinary	10,071
4/09/2013	National Australian Custodian Services	Sale	-16,981	-37,358.20	Ordinary	16,981
13/12/2013	National Australian Custodian Services	Sale	-351	-702.00	Ordinary	351
13/12/2013	National Australian Custodian Services	Sale	-128	-256.00	Ordinary	128
13/12/2013	National Australian Custodian Services	Sale	-2,397	-4,794.00	Ordinary	2,397
13/12/2013	National Australian Custodian Services	Sale	-967	-1,934.00	Ordinary	967
13/12/2013	National Australian Custodian Services	Sale	-1,187	-2,374.00	Ordinary	1,187
13/12/2013	National Australian Custodian Services	Sale	-10,771	-21,542.00	Ordinary	10,771
13/12/2013	National Australian Custodian Services	Sale	-645	-1,290.00	Ordinary	645
13/12/2013	National Australian Custodian Services	Sale	-687	-1,374.00	Ordinary	687
13/12/2013	National Australian Custodian Services	Sale	-811	-1,622.00	Ordinary	811
13/12/2013	National Australian Custodian Services	Sale	-2,503	-5,006.00	Ordinary	2,503
13/12/2013	National Australian Custodian Services	Sale	-789	-1,578.00	Ordinary	789
13/12/2013	National Australian Custodian Services	Sale	-359	-718.00	Ordinary	359
13/12/2013	National Australian Custodian Services	Sale	-8,628	-17,256.00	Ordinary	8,628
13/12/2013	National Australian Custodian Services	Sale	-634	-1,268.00	Ordinary	634
13/12/2013	National Australian Custodian Services	Sale	-583	-1,166.00	Ordinary	583
13/12/2013	National Australian Custodian Services	Sale	-6,974	-13,948.00	Ordinary	6,974
13/12/2013	National Australian Custodian Services	Sale	-11,659	-23,318.00	Ordinary	11,659
13/12/2013	National Australian Custodian Services	Sale	-803	-1,606.00	Ordinary	803
13/12/2013	National Australian Custodian Services	Sale	-133	-266.00	Ordinary	133
13/12/2013	National Australian Custodian Services	Sale	-11,028	-22,056.00	Ordinary	11,028
13/12/2013	National Australian Custodian Services	Sale	-64	-128.00	Ordinary	64
13/12/2013	National Australian Custodian Services	Sale	-14,150	-28,300.00	Ordinary	14,150
13/12/2013	National Australian Custodian Services	Sale	-12,826	-25,652.00	Ordinary	12,826
13/12/2013	National Australian Custodian Services	Sale	-66,367	-132,734.00	Ordinary	66,367
13/12/2013	National Australian Custodian Services	Sale	-1,183	-2,366.00	Ordinary	1,183
13/12/2013	National Australian Custodian Services	Sale	-11,778	-23,556.00	Ordinary	11,778
13/12/2013	National Australian Custodian Services	Sale	-2,096	-4,192.00	Ordinary	2,096
13/12/2013	National Australian Custodian Services	Sale	-482	-964.00	Ordinary	482
13/12/2013	National Australian Custodian Services	Sale	-16,917	-33,834.00	Ordinary	16,917
13/12/2013	National Australian Custodian Services	Sale	-373	-746.00	Ordinary	373
13/12/2013	National Australian Custodian Services	Sale	-427	-854.00	Ordinary	427
13/12/2013	National Australian Custodian Services	Sale	-466	-932.00	Ordinary	466
13/12/2013	National Australian Custodian Services	Sale	-233	-466.00	Ordinary	233
13/12/2013	National Australian Custodian Services	Sale	-7,051	-14,102.00	Ordinary	7,051
13/12/2013	National Australian Custodian Services	Sale	-123	-246.00	Ordinary	123

13/12/2013	National Australian Custodian Services	Sale	-4,546	-9,092.00	Ordinary	4,546
13/12/2013	National Australian Custodian Services	Sale	-1,355	-2,710.00	Ordinary	1,355
13/12/2013	National Australian Custodian Services	Sale	-1,970	-3,940.00	Ordinary	1,970
13/12/2013	National Australian Custodian Services	Sale	-88	-176.00	Ordinary	88
13/12/2013	National Australian Custodian Services	Sale	-842	-1,684.00	Ordinary	842
13/12/2013	National Australian Custodian Services	Sale	-4,673	-9,346.00	Ordinary	4,673
13/12/2013	National Australian Custodian Services	Sale	-1,410	-2,820.00	Ordinary	1,410
13/12/2013	National Australian Custodian Services	Sale	-966	-1,932.00	Ordinary	966
13/12/2013	National Australian Custodian Services	Sale	-670	-1,340.00	Ordinary	670
13/12/2013	National Australian Custodian Services	Sale	-4,989	-9,978.00	Ordinary	4,989
13/12/2013	National Australian Custodian Services	Sale	-31	-62.00	Ordinary	31
13/12/2013	National Australian Custodian Services	Sale	-7,427	-14,854.00	Ordinary	7,427
13/12/2013	National Australian Custodian Services	Sale	-289	-578.00	Ordinary	289
13/12/2013	National Australian Custodian Services	Sale	-3,744	-7,488.00	Ordinary	3,744
13/12/2013	National Australian Custodian Services	Sale	-77	-154.00	Ordinary	77
13/12/2013	National Australian Custodian Services	Sale	-04	-8.00	Ordinary	04
13/12/2013	National Australian Custodian Services	Sale	-824	-1,648.00	Ordinary	824
13/12/2013	National Australian Custodian Services	Sale	-114	-228.00	Ordinary	114
13/12/2013	National Australian Custodian Services	Sale	-117	-234.00	Ordinary	117
13/12/2013	National Australian Custodian Services	Sale	-8,971	-17,942.00	Ordinary	8,971
13/12/2013	National Australian Custodian Services	Sale	-16,853	-33,706.00	Ordinary	16,853
13/12/2013	National Australian Custodian Services	Sale	-134	-268.00	Ordinary	134
13/12/2013	National Australian Custodian Services	Sale	-11,986	-23,972.00	Ordinary	11,986
13/12/2013	National Australian Custodian Services	Sale	-21,491	-42,982.00	Ordinary	21,491
13/12/2013	National Australian Custodian Services	Sale	-6,876	-13,752.00	Ordinary	6,876
13/12/2013	National Australian Custodian Services	Sale	-1,102	-2,204.00	Ordinary	1,102
13/12/2013	National Australian Custodian Services	Sale	-237	-474.00	Ordinary	237
13/12/2013	National Australian Custodian Services	Sale	-59	-118.00	Ordinary	59
13/12/2013	National Australian Custodian Services	Sale	-2,060	-4,120.00	Ordinary	2,060
13/12/2013	National Australian Custodian Services	Sale	-123	-246.00	Ordinary	123
13/12/2013	National Australian Custodian Services	Sale	-9,980	-19,960.00	Ordinary	9,980
13/12/2013	National Australian Custodian Services	Sale	-684	-1,368.00	Ordinary	684
13/12/2013	National Australian Custodian Services	Sale	-22,271	-44,542.00	Ordinary	22,271
13/12/2013	National Australian Custodian Services	Sale	-10,872	-21,744.00	Ordinary	10,872
13/12/2013	National Australian Custodian Services	Sale	-17,252	-34,504.00	Ordinary	17,252
13/12/2013	National Australian Custodian Services	Sale	-258	-516.00	Ordinary	258
13/12/2013	National Australian Custodian Services	Sale	-21,223	-42,446.00	Ordinary	21,223
13/12/2013	National Australian Custodian	Sale	-247	-494.00	Ordinary	247

	Services					
13/12/2013	National Australian Custodian Services	Sale	-2,278	-4,556.00	Ordinary	2,278
13/12/2013	National Australian Custodian Services	Sale	-4,607	-9,214.00	Ordinary	4,607
13/12/2013	National Australian Custodian Services	Sale	-1,306	-2,612.00	Ordinary	1,306
13/12/2013	National Australian Custodian Services	Sale	-3,691	-7,382.00	Ordinary	3,691
13/12/2013	National Australian Custodian Services	Sale	-13,605	-27,210.00	Ordinary	13,605
13/12/2013	National Australian Custodian Services	Sale	-46,333	-92,666.00	Ordinary	46,333
13/12/2013	National Australian Custodian Services	Sale	-1,621	-3,242.00	Ordinary	1,621
13/12/2013	National Australian Custodian Services	Sale	-997	-1,994.00	Ordinary	997
13/12/2013	National Australian Custodian Services	Sale	-1,289	-2,578.00	Ordinary	1,289
13/12/2013	National Australian Custodian Services	Sale	-224	-448.00	Ordinary	224
13/12/2013	National Australian Custodian Services	Sale	-101	-202.00	Ordinary	101
13/12/2013	National Australian Custodian Services	Sale	-11,817	-23,634.00	Ordinary	11,817
13/12/2013	National Australian Custodian Services	Sale	-41,354	-82,708.00	Ordinary	41,354
13/12/2013	National Australian Custodian Services	Sale	-923	-1,846.00	Ordinary	923
13/12/2013	National Australian Custodian Services	Sale	-13,950	-27,900.00	Ordinary	13,950
13/12/2013	National Australian Custodian Services	Sale	-13,434	-26,868.00	Ordinary	13,434
13/12/2013	National Australian Custodian Services	Sale	-127,788	-255,576.00	Ordinary	127,788
13/12/2013	National Australian Custodian Services	Sale	-1,136	-2,272.00	Ordinary	1,136
13/12/2013	National Australian Custodian Services	Sale	-257	-514.00	Ordinary	257
13/12/2013	National Australian Custodian Services	Sale	-600	-1,200.00	Ordinary	600
13/12/2013	National Australian Custodian Services	Sale	-256	-512.00	Ordinary	256
13/12/2013	National Australian Custodian Services	Sale	-690	-1,380.00	Ordinary	690
13/12/2013	National Australian Custodian Services	Sale	-2,815	-5,630.00	Ordinary	2,815
13/12/2013	National Australian Custodian Services	Sale	-4,821	-9,642.00	Ordinary	4,821
13/12/2013	National Australian Custodian Services	Sale	-557	-1,114.00	Ordinary	557
13/12/2013	National Australian Custodian Services	Sale	-1,537	-3,074.00	Ordinary	1,537
13/12/2013	National Australian Custodian Services	Sale	-1,507	-3,014.00	Ordinary	1,507
13/12/2013	National Australian Custodian Services	Sale	-1,221	-2,442.00	Ordinary	1,221
13/12/2013	National Australian Custodian Services	Sale	-1,336	-2,672.00	Ordinary	1,336
13/12/2013	National Australian Custodian Services	Sale	-130	-260.00	Ordinary	130
13/12/2013	National Australian Custodian Services	Sale	-295	-590.00	Ordinary	295
13/12/2013	National Australian Custodian Services	Sale	-80	-160.00	Ordinary	80
13/12/2013	National Australian Custodian Services	Sale	-4,541	-9,082.00	Ordinary	4,541
13/12/2013	National Australian Custodian Services	Sale	-24,069	-48,138.00	Ordinary	24,069
13/12/2013	National Australian Custodian Services	Sale	-485	-970.00	Ordinary	485
13/12/2013	National Australian Custodian Services	Sale	-1,153	-2,306.00	Ordinary	1,153
13/12/2013	National Australian Custodian Services	Sale	-22,684	-45,368.00	Ordinary	22,684

13/12/2013	National Australian Custodian Services	Sale	-51	-102.00	Ordinary	51
13/12/2013	National Australian Custodian Services	Sale	-1,117	-2,234.00	Ordinary	1,117
13/12/2013	National Australian Custodian Services	Sale	-788	-1,576.00	Ordinary	788
13/12/2013	National Australian Custodian Services	Sale	-2,044	-4,088.00	Ordinary	2,044
13/12/2013	National Australian Custodian Services	Sale	-69	-138.00	Ordinary	69
13/12/2013	National Australian Custodian Services	Sale	-2,855	-5,710.00	Ordinary	2,855
13/12/2013	National Australian Custodian Services	Sale	-5,076	-10,152.00	Ordinary	5,076
13/12/2013	National Australian Custodian Services	Sale	-937	-1,874.00	Ordinary	937
13/12/2013	National Australian Custodian Services	Sale	-1,519	-3,038.00	Ordinary	1,519
13/12/2013	National Australian Custodian Services	Sale	-22,591	-45,182.00	Ordinary	22,591
13/12/2013	National Australian Custodian Services	Sale	-881	-1,762.00	Ordinary	881
13/12/2013	National Australian Custodian Services	Sale	-1,712	-3,424.00	Ordinary	1,712
13/12/2013	National Australian Custodian Services	Sale	-1,580	-3,160.00	Ordinary	1,580
13/12/2013	National Australian Custodian Services	Sale	-3,475	-6,950.00	Ordinary	3,475
13/12/2013	National Australian Custodian Services	Sale	-347	-694.00	Ordinary	347
13/12/2013	National Australian Custodian Services	Sale	-825	-1,650.00	Ordinary	825
13/12/2013	National Australian Custodian Services	Sale	-1,122	-2,244.00	Ordinary	1,122
13/12/2013	National Australian Custodian Services	Sale	-5,184	-10,368.00	Ordinary	5,184
13/12/2013	National Australian Custodian Services	Sale	-6,829	-13,658.00	Ordinary	6,829
13/12/2013	National Australian Custodian Services	Sale	-2,636	-5,272.00	Ordinary	2,636
13/12/2013	National Australian Custodian Services	Sale	-842	-1,684.00	Ordinary	842
13/12/2013	National Australian Custodian Services	Sale	-74,564	-149,128.00	Ordinary	74,564
13/12/2013	National Australian Custodian Services	Sale	-1,324	-2,648.00	Ordinary	1,324
13/12/2013	National Australian Custodian Services	Sale	-16,614	-33,228.00	Ordinary	16,614
13/12/2013	National Australian Custodian Services	Sale	-1,241	-2,482.00	Ordinary	1,241
13/12/2013	National Australian Custodian Services	Sale	-2,611	-5,222.00	Ordinary	2,611
13/12/2013	National Australian Custodian Services	Sale	-4,195	-8,390.00	Ordinary	4,195
13/12/2013	National Australian Custodian Services	Sale	-2,363	-4,726.00	Ordinary	2,363
13/12/2013	National Australian Custodian Services	Sale	-132	-264.00	Ordinary	132
13/12/2013	National Australian Custodian Services	Sale	-2,992	-5,984.00	Ordinary	2,992
13/12/2013	National Australian Custodian Services	Sale	-822	-1,644.00	Ordinary	822
13/12/2013	National Australian Custodian Services	Sale	-933	-1,866.00	Ordinary	933
13/12/2013	National Australian Custodian Services	Sale	-143,595	-287,190.00	Ordinary	143,595
13/12/2013	National Australian Custodian Services	Sale	-3,788	-7,576.00	Ordinary	3,788
13/12/2013	National Australian Custodian Services	Sale	-5,073	-10,146.00	Ordinary	5,073
13/12/2013	National Australian Custodian Services	Sale	-3,953	-7,906.00	Ordinary	3,953
13/12/2013	National Australian Custodian Services	Sale	-12,645	-25,290.00	Ordinary	12,645
13/12/2013	National Australian Custodian	Sale	-795	-1,590.00	Ordinary	795

Services

13/12/2013	National Australian Custodian Services	Sale	-787	-1,574.00	Ordinary	787
13/12/2013	National Australian Custodian Services	Sale	-20,778	-41,556.00	Ordinary	20,778
13/12/2013	National Australian Custodian Services	Sale	-1,122	-2,244.00	Ordinary	1,122
13/12/2013	National Australian Custodian Services	Sale	-43,661	-87,322.00	Ordinary	43,661
13/12/2013	National Australian Custodian Services	Sale	-33,089	-66,178.00	Ordinary	33,089
13/12/2013	National Australian Custodian Services	Sale	-850	-1,700.00	Ordinary	850
13/12/2013	National Australian Custodian Services	Sale	-60	-120.00	Ordinary	60
13/12/2013	National Australian Custodian Services	Sale	-449	-898.00	Ordinary	449
13/12/2013	National Australian Custodian Services	Sale	-953	-1,906.00	Ordinary	953
13/12/2013	National Australian Custodian Services	Sale	-898	-1,796.00	Ordinary	898
13/12/2013	National Australian Custodian Services	Sale	-2,620	-5,240.00	Ordinary	2,620
13/12/2013	National Australian Custodian Services	Sale	-1,220	-2,440.00	Ordinary	1,220
13/12/2013	National Australian Custodian Services	Sale	-8,744	-17,488.00	Ordinary	8,744
13/12/2013	National Australian Custodian Services	Sale	-32,343	-64,686.00	Ordinary	32,343
13/12/2013	National Australian Custodian Services	Sale	-1,585	-3,170.00	Ordinary	1,585
13/12/2013	National Australian Custodian Services	Sale	-870	-1,740.00	Ordinary	870
13/12/2013	National Australian Custodian Services	Sale	-1,334	-2,668.00	Ordinary	1,334
13/12/2013	National Australian Custodian Services	Sale	-2,929	-5,858.00	Ordinary	2,929
13/12/2013	National Australian Custodian Services	Sale	-9,762	-19,524.00	Ordinary	9,762
13/12/2013	National Australian Custodian Services	Sale	-1,688	-3,376.00	Ordinary	1,688
13/12/2013	National Australian Custodian Services	Sale	-1,585	-3,170.00	Ordinary	1,585
13/12/2013	National Australian Custodian Services	Sale	-154	-308.00	Ordinary	154
13/12/2013	National Australian Custodian Services	Sale	-2,285	-4,570.00	Ordinary	2,285
13/12/2013	National Australian Custodian Services	Sale	-1,414	-2,828.00	Ordinary	1,414
13/12/2013	National Australian Custodian Services	Sale	-16,607	-33,214.00	Ordinary	16,607
13/12/2013	National Australian Custodian Services	Sale	-7,321	-14,642.00	Ordinary	7,321
13/12/2013	National Australian Custodian Services	Sale	-9,929	-19,858.00	Ordinary	9,929
13/12/2013	National Australian Custodian Services	Sale	-170	-340.00	Ordinary	170
13/12/2013	National Australian Custodian Services	Sale	-718	-1,436.00	Ordinary	718
13/12/2013	National Australian Custodian Services	Sale	-1,390	-2,780.00	Ordinary	1,390
13/12/2013	National Australian Custodian Services	Sale	-3,042	-6,084.00	Ordinary	3,042
13/12/2013	National Australian Custodian Services	Sale	-1,697	-3,394.00	Ordinary	1,697
13/12/2013	National Australian Custodian Services	Sale	-22,465	-44,930.00	Ordinary	22,465
13/12/2013	National Australian Custodian Services	Sale	-28,060	-56,120.00	Ordinary	28,060
13/12/2013	National Australian Custodian Services	Sale	-6,671	-13,342.00	Ordinary	6,671
13/12/2013	National Australian Custodian Services	Sale	-218	-436.00	Ordinary	218
13/12/2013	National Australian Custodian Services	Sale	-831	-1,662.00	Ordinary	831

13/12/2013	National Australian Custodian Services	Sale	-581	-1,162.00	Ordinary	581
13/12/2013	National Australian Custodian Services	Sale	-666	-1,332.00	Ordinary	666
13/12/2013	National Australian Custodian Services	Sale	-4,918	-9,836.00	Ordinary	4,918
13/12/2013	National Australian Custodian Services	Sale	-1,140	-2,280.00	Ordinary	1,140
13/12/2013	National Australian Custodian Services	Sale	-22,683	-45,366.00	Ordinary	22,683
13/12/2013	National Australian Custodian Services	Sale	-1,495	-2,990.00	Ordinary	1,495
21/01/2014	National Australian Custodian Services	Purchase	10,489	20,873.11	Ordinary	10,489
22/01/2014	National Australian Custodian Services	Purchase	5,721	11,384.79	Ordinary	5,721
24/02/2014	National Australian Custodian Services	Purchase	12,114	24,106.86	Ordinary	12,114
2/05/2014	National Australian Custodian Services	Purchase	13,573	24,838.59	Ordinary	13,573
13/06/2014	National Australian Custodian Services	Purchase	15,292	22,173.40	Ordinary	15,292
19/06/2014	National Australian Custodian Services	Purchase	1,707	2,526.36	Ordinary	1,707
25/06/2014	National Australian Custodian Services	Purchase	216	317.52	Ordinary	216
1/07/2014	National Australian Custodian Services	Purchase	437	642.39	Ordinary	437
2/07/2014	National Australian Custodian Services	Purchase	73	107.31	Ordinary	73
4/07/2014	National Australian Custodian Services	Purchase	510	785.40	Ordinary	510
30/07/2014	National Australian Custodian Services	Purchase	379	602.61	Ordinary	379
31/07/2014	National Australian Custodian Services	Purchase	637	1,019.20	Ordinary	637
1/08/2014	National Australian Custodian Services	Purchase	591	945.60	Ordinary	591
<b>Total</b>			<b>-1,378,606</b>	<b>-2,874,406.49</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
21/05/2013	National Nominees Limited	Purchase	43,130	83,672.20	Ordinary	43,130
18/07/2013	National Nominees Limited	Sale	-3,999	-9,477.63	Ordinary	3,999
22/07/2013	National Nominees Limited	Sale	-19,868	-47,087.16	Ordinary	19,868
5/08/2013	National Nominees Limited	Sale	-02	-4.76	Ordinary	02
7/08/2013	National Nominees Limited	Sale	-88	-210.32	Ordinary	88
12/08/2013	National Nominees Limited	Sale	-29	-68.73	Ordinary	29
13/08/2013	National Nominees Limited	Sale	-473	-1,121.01	Ordinary	473
14/08/2013	National Nominees Limited	Sale	-130	-308.10	Ordinary	130
21/01/2014	National Nominees Limited	Purchase	11,551	22,986.49	Ordinary	11,551
22/01/2014	National Nominees Limited	Purchase	6,289	12,515.11	Ordinary	6,289
24/02/2014	National Nominees Limited	Purchase	13,308	26,482.92	Ordinary	13,308
2/05/2014	National Nominees Limited	Purchase	14,909	27,283.47	Ordinary	14,909
13/06/2014	National Nominees Limited	Purchase	16,801	24,361.45	Ordinary	16,801
19/06/2014	National Nominees Limited	Purchase	1,873	2,772.04	Ordinary	1,873
25/06/2014	National Nominees Limited	Purchase	237	348.39	Ordinary	237
1/07/2014	National Nominees Limited	Purchase	480	705.60	Ordinary	480
2/07/2014	National Nominees Limited	Purchase	80	117.60	Ordinary	80
4/07/2014	National Nominees Limited	Purchase	560	862.40	Ordinary	560
30/07/2014	National Nominees Limited	Purchase	416	661.44	Ordinary	416

31/07/2014	National Nominees Limited	Purchase	700	1,120.00	Ordinary	700
1/08/2014	National Nominees Limited	Purchase	649	1,038.40	Ordinary	649
<b>Total</b>			<b>86,394</b>	<b>146,649.80</b>		
<b>BT Investment Management (Fund Services) Limited Total :</b>			<b>-1,273,592</b>	<b>-2,709,116.04</b>		

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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/10/2012	HSBC Custody Nominees (Australia) Limited.	Sale	-40,000	-114,800.00	Ordinary	40,000
9/11/2012	HSBC Custody Nominees (Australia) Limited.	Sale	-25,000	-71,250.00	Ordinary	25,000
10/01/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-25,801	-83,853.25	Ordinary	25,801
16/01/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-34,438	-111,234.74	Ordinary	34,438
23/04/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-326,859	-944,622.51	Ordinary	326,859
21/05/2013	HSBC Custody Nominees (Australia) Limited.	Purchase	784,050	1,521,057.00	Ordinary	784,050
18/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-154,436	-367,557.68	Ordinary	154,436
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-4,004	-9,529.52	Ordinary	4,004
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-5,770	-13,732.60	Ordinary	5,770
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-124,031	-295,193.78	Ordinary	124,031
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-1,252	-2,979.76	Ordinary	1,252
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-6,620	-15,755.60	Ordinary	6,620
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-7,465	-17,766.70	Ordinary	7,465
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-9,918	-23,604.84	Ordinary	9,918
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-213,608	-508,387.04	Ordinary	213,608
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-10,260	-24,418.80	Ordinary	10,260
22/07/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-9,404	-22,381.52	Ordinary	9,404
5/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-40	-95.20	Ordinary	40
7/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-1,746	-4,190.40	Ordinary	1,746
12/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-563	-1,339.94	Ordinary	563
13/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-9,332	-22,210.16	Ordinary	9,332
14/08/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-2,567	-6,109.46	Ordinary	2,567
21/01/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	20,619	41,031.81	Ordinary	20,619
22/01/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	89,931	178,962.69	Ordinary	89,931
24/02/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	194,320	386,696.80	Ordinary	194,320
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-28,925	-54,379.00	Ordinary	28,925
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-56,881	-106,367.47	Ordinary	56,881
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,325	-9,957.75	Ordinary	5,325
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-2,199	-4,134.12	Ordinary	2,199
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,588	-8,625.44	Ordinary	4,588

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11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-3,790	-7,125.20	Ordinary	3,790
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-49,260	-92,608.80	Ordinary	49,260
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,006	-7,531.28	Ordinary	4,006
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,850	-20,398.00	Ordinary	10,850
2/05/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	171,731	314,267.73	Ordinary	171,731
13/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	272,415	395,001.75	Ordinary	272,415
19/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	30,459	45,079.32	Ordinary	30,459
25/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,706	5,447.82	Ordinary	3,706
1/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	7,850	11,539.50	Ordinary	7,850
2/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,312	1,928.64	Ordinary	1,312
4/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	9,161	14,107.94	Ordinary	9,161
31/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	8,677	13,883.20	Ordinary	8,677
1/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	8,038	12,860.80	Ordinary	8,038
	<b>Total</b>		<b>423,331</b>	<b>-30,275.56</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
13/12/2013	National Australia Bank Limited	Purchase	481,949	963,898.00	Ordinary	481,949
13/12/2013	National Australia Bank Limited	Purchase	898,829	1,797,658.00	Ordinary	898,829
21/01/2014	National Australia Bank Limited	Purchase	51,164	101,816.36	Ordinary	51,164
22/01/2014	National Australia Bank Limited	Purchase	28,027	55,773.73	Ordinary	28,027
24/02/2014	National Australia Bank Limited	Purchase	59,445	118,295.55	Ordinary	59,445
11/04/2014	National Australia Bank Limited	Purchase	165,824	311,749.12	Ordinary	165,824
2/05/2014	National Australia Bank Limited	Purchase	74,352	136,064.16	Ordinary	74,352
13/06/2014	National Australia Bank Limited	Purchase	83,318	120,811.10	Ordinary	83,318
19/06/2014	National Australia Bank Limited	Purchase	9,284	13,740.32	Ordinary	9,284
25/06/2014	National Australia Bank Limited	Purchase	1,177	1,730.19	Ordinary	1,177
1/07/2014	National Australia Bank Limited	Purchase	2,378	3,495.66	Ordinary	2,378
2/07/2014	National Australia Bank Limited	Purchase	397	583.59	Ordinary	397
4/07/2014	National Australia Bank Limited	Purchase	2,776	4,275.04	Ordinary	2,776
30/07/2014	National Australia Bank Limited	Purchase	2,071	3,292.89	Ordinary	2,071
31/07/2014	National Australia Bank Limited	Purchase	3,470	5,552.00	Ordinary	3,470
1/08/2014	National Australia Bank Limited	Purchase	3,215	5,144.00	Ordinary	3,215
	<b>Total</b>		<b>1,867,676</b>	<b>3,643,879.71</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>2,291,007</b>	<b>3,613,604.15</b>		



## 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 – 4/08/2014

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
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
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 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 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