

7 October 2014

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 Cover-More Group Limited.

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

Yours faithfully,

Chris Millard
Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme COVER-MORE GROUP LIMITED (CVO)

ACN/ARSN ACN 166 776 334

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 2/10/2014

The previous notice was given to the company on 09/05/2014

The previous notice was dated 07/05/2014

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	19,293,818	6.07%	22,576,207	7.11%

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
2/10/2014	WBC ,Westpac RE Limited, BT Funds Management Limited, BT Investment Management (Fund Services) Limited, BT Funds Management No.2 Limited, Advance Asset Management 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
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	2,508,512, Ordinary	2,508,512
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited HSBC Custody Nominees (Australia) 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.	1,430,261, Ordinary	1,430,261
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited HSBC Custody Nominees (Australia) 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.	2,068,356, Ordinary	2,068,356
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited. Australia and New Zealand Banking Group 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.	1,497,725, Ordinary	1,497,725

		National Australian Custodian Services National Nominees Limited			
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited. Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees 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 funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	14,539,503, Ordinary	14,539,503
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty 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.	531,850, Ordinary	531,850

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
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac RE 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
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
COVER-MORE GROUP LIMITED (CVO)	The Company Secretary, Cover-More Group Limited (CVO) Level 2, 60 Miller Street NORTH SYDNEY NSW 2060 Tel: +61 2 8907 5125 Fax: +61 2 9202 8001

Signature

Print name Chris Millard Capacity Company Secretary

Sign here Date 07/10/2014

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 02/10/2014

TRANSACTION HISTORY

Sales & Purchases for the period : 8/05/2014 to 2/10/2014

SECURITY: CVO

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	51,959	95,604.56	Ordinary	51,959
6/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	22,722	41,581.26	Ordinary	22,722
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-302,015	-543,627.00	Ordinary	302,015
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	302,015	543,627.00	Ordinary	302,015
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	302,015	543,627.00	Ordinary	302,015
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	43,402	78,123.60	Ordinary	43,402
12/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	13,139	23,912.98	Ordinary	13,139
26/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,202	4,668.24	Ordinary	2,202
27/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	5,230	11,558.30	Ordinary	5,230
28/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	987	2,201.01	Ordinary	987
29/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	5,504	12,659.20	Ordinary	5,504
1/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,523	8,067.67	Ordinary	3,523
8/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,729	8,539.41	Ordinary	3,729
9/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	267	630.12	Ordinary	267
10/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	16,513	38,970.68	Ordinary	16,513
10/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	5,504	12,989.44	Ordinary	5,504
10/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,977	7,025.72	Ordinary	2,977
11/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	21,467	51,735.47	Ordinary	21,467
12/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	9,124	21,988.84	Ordinary	9,124
15/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,828	4,387.20	Ordinary	1,828
15/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,752	6,467.20	Ordinary	2,752
16/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	180,849	428,612.13	Ordinary	180,849
16/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	8,807	21,048.73	Ordinary	8,807
16/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	550	1,314.50	Ordinary	550
17/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,177	2,777.72	Ordinary	1,177
18/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	661	1,533.52	Ordinary	661
18/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	661	1,533.52	Ordinary	661
18/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-661	-1,533.52	Ordinary	661
19/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	589	1,325.25	Ordinary	589
19/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,271	5,064.33	Ordinary	2,271
1/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	5,395	11,761.10	Ordinary	5,395
2/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	101,879	228,208.96	Ordinary	101,879
Total			817,022	1,676,384.14		

Advance Asset Management Limited Total
:

817,022

1,676,384.14

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/09/2014	BT Portfolio Services Limited	Sale	-7,200	-15,808.32	Ordinary	7,200
	Total		-7,200	-15,808.32		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/05/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	45,381	109,822.02	Ordinary	45,381
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,811	-10,401.69	Ordinary	5,811
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-16,134	-29,041.20	Ordinary	16,134
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,006	-18,010.80	Ordinary	10,006
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-141,780	-255,204.00	Ordinary	141,780
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,122	-18,219.60	Ordinary	10,122
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,708	-3,074.40	Ordinary	1,708
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-21,606	-38,890.80	Ordinary	21,606
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-9,019	-16,234.20	Ordinary	9,019
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-57,695	-103,851.00	Ordinary	57,695
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,711	-19,279.80	Ordinary	10,711
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,128	-9,230.40	Ordinary	5,128
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-12,295	-22,008.05	Ordinary	12,295
12/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	4,941	8,992.62	Ordinary	4,941
11/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-121,550	-291,720.00	Ordinary	121,550
12/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-126,150	-305,283.00	Ordinary	126,150
	Total		-499,393	-1,021,634.30		

BT Funds Management Limited Total :

-506,593

-1,037,442.62

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-12,174	-29,217.60	Ordinary	12,174
14/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-17,364	-41,673.60	Ordinary	17,364
25/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	15,301	29,071.90	Ordinary	15,301
25/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	6,371	12,104.90	Ordinary	6,371
30/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	4,568	8,679.20	Ordinary	4,568
8/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	31,322	59,511.80	Ordinary	31,322
9/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	29,336	54,564.96	Ordinary	29,336
10/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	6,088	11,201.92	Ordinary	6,088
1/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	136,076	244,936.80	Ordinary	136,076
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	63,496	114,292.80	Ordinary	63,496
15/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-71,052	-133,577.76	Ordinary	71,052
15/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	71,052	133,577.76	Ordinary	71,052
15/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-71,052	-133,577.76	Ordinary	71,052

24/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	46,834	98,351.40	Ordinary	46,834
Total			238,802	428,246.72		
BT Funds Management No.2 Limited Total			238,802	428,246.72		
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BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/05/2014	Australia and New Zealand Banking Group Limited	Sale	-454	-1,089.60	Ordinary	454
14/05/2014	Australia and New Zealand Banking Group Limited	Sale	-1,480	-3,552.00	Ordinary	1,480
23/06/2014	Australia and New Zealand Banking Group Limited	Purchase	5,608	11,216.00	Ordinary	5,608
25/06/2014	Australia and New Zealand Banking Group Limited	Purchase	715	1,358.50	Ordinary	715
25/06/2014	Australia and New Zealand Banking Group Limited	Purchase	1,716	3,260.40	Ordinary	1,716
30/06/2014	Australia and New Zealand Banking Group Limited	Purchase	708	1,345.20	Ordinary	708
1/07/2014	Australia and New Zealand Banking Group Limited	Purchase	2,308	4,362.12	Ordinary	2,308
8/07/2014	Australia and New Zealand Banking Group Limited	Purchase	3,593	6,826.70	Ordinary	3,593
9/07/2014	Australia and New Zealand Banking Group Limited	Purchase	4,736	8,808.96	Ordinary	4,736
10/07/2014	Australia and New Zealand Banking Group Limited	Purchase	859	1,580.56	Ordinary	859
1/08/2014	Australia and New Zealand Banking Group Limited	Purchase	25,095	45,171.00	Ordinary	25,095
7/08/2014	Australia and New Zealand Banking Group Limited	Purchase	7,329	13,192.20	Ordinary	7,329
15/08/2014	Australia and New Zealand Banking Group Limited	Purchase	1,157	2,175.16	Ordinary	1,157
15/08/2014	Australia and New Zealand Banking Group Limited	Purchase	1,157	2,175.16	Ordinary	1,157
15/08/2014	Australia and New Zealand Banking Group Limited	Sale	-1,157	-2,175.16	Ordinary	1,157
24/09/2014	Australia and New Zealand Banking Group Limited	Purchase	1,146	2,406.60	Ordinary	1,146
Total			53,036	97,061.80		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/05/2014	National Australian Custodian Services	Sale	-1,052	-2,524.80	Ordinary	1,052
14/05/2014	National Australian Custodian Services	Sale	-3,737	-8,968.80	Ordinary	3,737
25/06/2014	National Australian Custodian Services	Purchase	1,836	3,488.40	Ordinary	1,836
25/06/2014	National Australian Custodian Services	Purchase	4,410	8,379.00	Ordinary	4,410
30/06/2014	National Australian Custodian Services	Purchase	1,806	3,431.40	Ordinary	1,806
1/07/2014	National Australian Custodian Services	Purchase	5,904	11,158.56	Ordinary	5,904
8/07/2014	National Australian Custodian Services	Purchase	9,202	17,483.80	Ordinary	9,202
9/07/2014	National Australian Custodian Services	Purchase	12,127	22,556.22	Ordinary	12,127
10/07/2014	National Australian Custodian Services	Purchase	2,188	4,025.92	Ordinary	2,188
1/08/2014	National Australian Custodian Services	Purchase	62,149	111,868.20	Ordinary	62,149
7/08/2014	National Australian Custodian Services	Purchase	18,633	33,539.40	Ordinary	18,633
15/08/2014	National Australian Custodian Services	Purchase	2,876	5,406.88	Ordinary	2,876
15/08/2014	National Australian Custodian Services	Purchase	2,876	5,406.88	Ordinary	2,876
15/08/2014	National Australian Custodian Services	Sale	-2,876	-5,406.88	Ordinary	2,876
Total			116,342	209,844.18		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/05/2014	National Nominees Limited	Sale	-1,226	-2,942.40	Ordinary	1,226
14/05/2014	National Nominees Limited	Sale	-4,134	-9,921.60	Ordinary	4,134
25/06/2014	National Nominees Limited	Purchase	4,845	9,205.50	Ordinary	4,845
25/06/2014	National Nominees Limited	Purchase	2,018	3,834.20	Ordinary	2,018
30/06/2014	National Nominees Limited	Purchase	1,985	3,771.50	Ordinary	1,985
1/07/2014	National Nominees Limited	Purchase	6,482	12,250.98	Ordinary	6,482
8/07/2014	National Nominees Limited	Purchase	10,110	19,209.00	Ordinary	10,110
9/07/2014	National Nominees Limited	Purchase	13,320	24,775.20	Ordinary	13,320
10/07/2014	National Nominees Limited	Purchase	2,405	4,425.20	Ordinary	2,405
1/08/2014	National Nominees Limited	Purchase	68,343	123,017.40	Ordinary	68,343
7/08/2014	National Nominees Limited	Purchase	20,474	36,853.20	Ordinary	20,474
15/08/2014	National Nominees Limited	Purchase	3,160	5,940.80	Ordinary	3,160
15/08/2014	National Nominees Limited	Sale	-3,160	-5,940.80	Ordinary	3,160
15/08/2014	National Nominees Limited	Purchase	3,160	5,940.80	Ordinary	3,160
Total			127,782	230,418.98		
BT Investment Management (Fund Services) Limited Total :			297,160	537,324.96		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-39,032	-93,676.80	Ordinary	39,032
14/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-76,604	-183,849.60	Ordinary	76,604
25/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	32,590	61,921.00	Ordinary	32,590
25/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	78,273	148,718.70	Ordinary	78,273
30/06/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	26,067	49,527.30	Ordinary	26,067
1/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	31,311	59,177.79	Ordinary	31,311
8/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	163,023	309,743.70	Ordinary	163,023
9/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	171,288	318,595.68	Ordinary	171,288
10/07/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	33,572	61,772.48	Ordinary	33,572
1/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	876,209	1,577,176.20	Ordinary	876,209
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-211,343	-380,417.40	Ordinary	211,343
15/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	48,208	90,631.04	Ordinary	48,208
15/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-48,208	-90,631.04	Ordinary	48,208
15/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	48,208	90,631.04	Ordinary	48,208
24/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	252,020	529,242.00	Ordinary	252,020
Total			1,385,582	2,548,562.09		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/05/2014	National Australia Bank Limited	Sale	-4,841	-11,618.40	Ordinary	4,841
14/05/2014	National Australia Bank Limited	Sale	-19,973	-47,935.20	Ordinary	19,973
25/06/2014	National Australia Bank Limited	Purchase	10,013	19,024.70	Ordinary	10,013
25/06/2014	National Australia Bank Limited	Purchase	24,050	45,695.00	Ordinary	24,050
30/06/2014	National Australia Bank Limited	Purchase	9,866	18,745.40	Ordinary	9,866

1/07/2014	National Australia Bank Limited	Purchase	32,558	61,534.62	Ordinary	32,558
8/07/2014	National Australia Bank Limited	Purchase	50,083	95,157.70	Ordinary	50,083
9/07/2014	National Australia Bank Limited	Purchase	66,251	123,226.86	Ordinary	66,251
10/07/2014	National Australia Bank Limited	Purchase	11,934	21,958.56	Ordinary	11,934
1/08/2014	National Australia Bank Limited	Purchase	339,492	611,085.60	Ordinary	339,492
7/08/2014	National Australia Bank Limited	Purchase	101,411	182,539.80	Ordinary	101,411
15/08/2014	National Australia Bank Limited	Purchase	15,651	29,423.88	Ordinary	15,651
15/08/2014	National Australia Bank Limited	Sale	-15,651	-29,423.88	Ordinary	15,651
15/08/2014	National Australia Bank Limited	Purchase	15,651	29,423.88	Ordinary	15,651
Total			636,495	1,148,838.52		
BT Investment Management (Institutional) Limited Total :			2,022,077	3,697,400.61		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	12,539	26,582.68	Ordinary	12,539
27/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	29,784	65,822.64	Ordinary	29,784
28/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	5,621	12,534.83	Ordinary	5,621
29/08/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	31,347	72,098.10	Ordinary	31,347
1/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	20,062	45,941.98	Ordinary	20,062
8/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	21,238	48,635.02	Ordinary	21,238
9/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,520	3,587.20	Ordinary	1,520
10/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	16,953	40,009.08	Ordinary	16,953
10/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	31,347	73,978.92	Ordinary	31,347
10/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	94,040	221,934.40	Ordinary	94,040
11/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	122,252	294,627.32	Ordinary	122,252
12/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	51,958	125,218.78	Ordinary	51,958
15/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	10,409	24,981.60	Ordinary	10,409
15/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	15,673	36,831.55	Ordinary	15,673
16/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,135	7,492.65	Ordinary	3,135
16/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	50,154	119,868.06	Ordinary	50,154
17/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	6,700	15,812.00	Ordinary	6,700
18/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,762	8,727.84	Ordinary	3,762
18/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,762	8,727.84	Ordinary	3,762
18/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-3,762	-8,727.84	Ordinary	3,762
19/09/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,356	7,551.00	Ordinary	3,356
Total			531,850	1,252,235.65		
Westpac RE Limited Total :			531,850	1,252,235.65		

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 – 2/10/2014

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

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

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