

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 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 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 | 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 | 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 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. | 1,497,725, Ordinary | 1,497,725 |

| | | | | | |
|--|---|--|---|----------------------|------------|
| BT Investment Management (Institutional) Limited | National Australia Bank Limited HSBC Custody Nominees (Australia) Limited. | HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited National Australia Bank 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 Tim Hartin 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 | | |
| : | | | | | | |

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 |

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| 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 |