

5 November 2014

Market Announcements Platform
ASX 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 Interest of Substantial Holder (form 604) in respect of BT Investment Management Limited (BTT).

The 70.1% voting power referenced in the Form 604 includes various technical relevant interests in BTT shares arising as a result of the operation of the various BTT share plans, in respect of which Westpac Banking Corporation (Westpac) has no economic or voting interest.

Accordingly, in terms of better informing the market, Westpac wishes to note the following components of its voting power in BTT as detailed in the attached Form 604:

Type of Interest	Number of Ordinary Shares	% of total ordinary Shares
Interest other than BTT share plan		
Westpac group principal holding	172,800,001	59.4%
Westpac group fiduciary holdings	443,269	0.2%
WBC total voting power absent BTT share plan	173,243,270	59.6%
BTT share plan related interest		
Unallocated	15,219,316	5.2%
Allocated but unvested	7,481,781	2.6%
Allocated but vested	7,744,773	2.7%
Voting power attributable to BTT share plan	30,445,870	10.5%

Yours faithfully

**Tim Hartin**
Group Company Secretary
Westpac Banking Corporation

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN ABN 28 126 385 822

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

There was a change in the interests of the substantial holder on 03/11/2014

The previous notice was given to the company on 03/04/2014

The previous notice was dated 01/04/2014

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	Person's votes	Voting Power (5)
ORDINARY SHARES	206,307,324	72.97%	203,689,140	70.07%

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
01/11/2014	WBC & its Associates, Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management Limited, BT Investment Management Limited Employee Equity Plan Trust, Westpac Financial Services Group Limited	See Schedule	See Schedule	See Schedule	See Schedule

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	Nature of relevant interest (6)	Number of securities
Westpac Financial Services Group Limited	Westpac Financial Services Group Limited	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	172,800,001
Asgard Capital Management Limited	Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	36,120
BT Funds Management 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.	322,308
Westpac RE 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.	84,841
BT Investment Management (BTIM) Group Employee Equity Plans	Pacific Custodians Pty Limited and Equiniti Trust (Jersey) Limited	Unallocated shares: <ul style="list-style-type: none"> • Pacific Custodians Pty Limited is the trustee of the BTIM Employee Equity Plan Trust • Equiniti Trust (Jersey) Limited is the trustee of the BYIM Employee Benefit Trust (Trustees) • Shares have been acquired on-market by the Trustee for future allocation to various BTIM Group employees under the rules of the employee equity plans. 	15,219,316
	Various employees of the BTIM Group, with no employee having a shareholding of 5% or more	Unvested shares: <ul style="list-style-type: none"> • Shares have been allocated to various BTIM Group employees but are unvested • Shares remain subject to certain conditions under the rules of the BTIM employee equity plans • BTIM Group employees become the registered holders of the shares upon allocation • BTIM Group employees are entitled to exercise any voting rights in relation to the shares • BTIM Group employees are entitled to receive dividends in relation to the shares 	7,481,781
	Various	Vested shares, subject to a holding	7,744,773

	employees of the BTIM Group, with no employee having a shareholding of 5% or more	lock: <ul style="list-style-type: none"> • Shares have been allocated to various employees of BTIM and have vested • Shares are subject to a holding lock applied under the rules of the BTIM Employee Equity Plan • Employees are the registered holder of these shares • Employees are entitled to exercise any voting rights in relation to the shares • Employees are entitled to receive dividends in relation to 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 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
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, 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 Limited Employee Equity Plan Trust	(ACN 009 682 866).
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT INVESTMENT MANAGEMENT LIMITED (BTT)	The Company Secretary, BT Investment Management Limited (BTT) The Chifley Tower Level 14, 2 Chifley Square SYDNEY NSW 2000 Tel: +612 9220 2000 Fax: +612 9220 2306

Signature

print name Tim Hartin capacity Company Secretary

sign here _____ date 03/11/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B (7) of the Corporations Law.
- (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 with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (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 (eg. 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 - 3/11/2014

TRANSACTION HISTORY

Sales & Purchases for the period : 2/04/2014 to 3/11/2014

SECURITY: BTT

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/04/2014	ASGARD Capital Management Limited	Purchase	1,789	12,773.46	Ordinary	1,789
9/04/2014	ASGARD Capital Management Limited	Sale	-1,041	-6,985.11	Ordinary	1,041
30/04/2014	ASGARD Capital Management Limited	Purchase	809	5,420.30	Ordinary	809
6/05/2014	ASGARD Capital Management Limited	Purchase	1,080	7,430.40	Ordinary	1,080
6/05/2014	ASGARD Capital Management Limited	Purchase	875	5,993.75	Ordinary	875
12/05/2014	ASGARD Capital Management Limited	Purchase	248	1,664.08	Ordinary	248
14/05/2014	ASGARD Capital Management Limited	Sale	-1,722	-11,657.94	Ordinary	1,722
23/05/2014	ASGARD Capital Management Limited	Purchase	600	4,020.00	Ordinary	600
23/05/2014	ASGARD Capital Management Limited	Sale	-600	-4,020.00	Ordinary	600
27/05/2014	ASGARD Capital Management Limited	Purchase	600	4,092.00	Ordinary	600
27/05/2014	ASGARD Capital Management Limited	Sale	-600	-4,092.00	Ordinary	600
2/06/2014	ASGARD Capital Management Limited	Purchase	600	4,050.00	Ordinary	600
2/06/2014	ASGARD Capital Management Limited	Sale	-600	-4,050.00	Ordinary	600
13/06/2014	ASGARD Capital Management Limited	Purchase	263	1,741.06	Ordinary	263
18/06/2014	ASGARD Capital Management Limited	Sale	-437	-2,744.36	Ordinary	437
3/07/2014	ASGARD Capital Management Limited	Purchase	378	2,491.02	Ordinary	378
29/07/2014	ASGARD Capital Management Limited	Purchase	600	4,056.00	Ordinary	600
29/07/2014	ASGARD Capital Management Limited	Sale	-600	-4,056.00	Ordinary	600
7/08/2014	ASGARD Capital Management Limited	Sale	-378	-2,411.64	Ordinary	378
7/08/2014	ASGARD Capital Management Limited	Sale	-993	-6,325.41	Ordinary	993
7/08/2014	ASGARD Capital Management Limited	Sale	-3,727	-23,740.99	Ordinary	3,727
7/08/2014	ASGARD Capital Management Limited	Sale	-1,242	-7,923.96	Ordinary	1,242
7/08/2014	ASGARD Capital Management Limited	Sale	-1,458	-9,287.46	Ordinary	1,458
19/08/2014	ASGARD Capital Management Limited	Sale	-331	-2,141.57	Ordinary	331
21/08/2014	ASGARD Capital Management Limited	Sale	-521	-3,370.87	Ordinary	521
22/08/2014	ASGARD Capital Management Limited	Sale	-2,667	-17,148.81	Ordinary	2,667
3/09/2014	ASGARD Capital Management Limited	Sale	-509	-3,288.14	Ordinary	509
3/09/2014	ASGARD Capital Management Limited	Sale	-248	-1,604.56	Ordinary	248
11/09/2014	ASGARD Capital Management Limited	Sale	-831	-5,310.09	Ordinary	831
16/09/2014	ASGARD Capital Management Limited	Purchase	508	3,215.64	Ordinary	508
16/09/2014	ASGARD Capital Management Limited	Purchase	645	4,057.05	Ordinary	645

2/10/2014	ASGARD Capital Management Limited	Purchase	587	3,463.30	Ordinary	587
24/10/2014	ASGARD Capital Management Limited	Purchase	1,263	7,603.26	Ordinary	1,263
24/10/2014	ASGARD Capital Management Limited	Sale	-1,263	-7,603.26	Ordinary	1,263
Total			-8,923	-55,690.85		
Asgard Capital Management Limited Total :			-8,923	-55,690.85		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/04/2014	BT Portfolio Services Limited	Sale	-1,041	-7,115.34	Ordinary	1,041
15/04/2014	BT Portfolio Services Limited	Purchase	250	1,604.95	Ordinary	250
16/04/2014	BT Portfolio Services Limited	Sale	-1,560	-9,916.45	Ordinary	1,560
17/04/2014	BT Portfolio Services Limited	Purchase	1,500	9,994.20	Ordinary	1,500
22/04/2014	BT Portfolio Services Limited	Sale	-1,041	-6,511.56	Ordinary	1,041
23/04/2014	BT Portfolio Services Limited	Purchase	2,000	13,090.00	Ordinary	2,000
24/04/2014	BT Portfolio Services Limited	Purchase	1,000	6,566.30	Ordinary	1,000
28/04/2014	BT Portfolio Services Limited	Purchase	10,000	65,500.00	Ordinary	10,000
28/04/2014	BT Portfolio Services Limited	Sale	-10,000	-65,500.00	Ordinary	10,000
29/04/2014	BT Portfolio Services Limited	Purchase	2,175	14,246.25	Ordinary	2,175
29/04/2014	BT Portfolio Services Limited	Purchase	1,800	12,082.68	Ordinary	1,800
29/04/2014	BT Portfolio Services Limited	Purchase	250	1,642.88	Ordinary	250
29/04/2014	BT Portfolio Services Limited	Sale	-2,175	-14,246.25	Ordinary	2,175
30/04/2014	BT Portfolio Services Limited	Purchase	1,500	10,234.95	Ordinary	1,500
2/05/2014	BT Portfolio Services Limited	Purchase	2,250	15,603.53	Ordinary	2,250
5/05/2014	BT Portfolio Services Limited	Sale	-3,500	-24,003.70	Ordinary	3,500
6/05/2014	BT Portfolio Services Limited	Sale	-600	-4,121.64	Ordinary	600
12/05/2014	BT Portfolio Services Limited	Sale	-2,250	-15,039.23	Ordinary	2,250
13/05/2014	BT Portfolio Services Limited	Sale	-2,000	-13,401.20	Ordinary	2,000
16/05/2014	BT Portfolio Services Limited	Purchase	3,500	23,102.80	Ordinary	3,500
21/05/2014	BT Portfolio Services Limited	Purchase	2,349	15,057.09	Ordinary	2,349
21/05/2014	BT Portfolio Services Limited	Sale	-1,041	-6,563.61	Ordinary	1,041
21/05/2014	BT Portfolio Services Limited	Sale	-2,349	-15,057.09	Ordinary	2,349
22/05/2014	BT Portfolio Services Limited	Sale	-1,354	-8,886.57	Ordinary	1,354
26/05/2014	BT Portfolio Services Limited	Sale	-1,041	-6,896.73	Ordinary	1,041
27/05/2014	BT Portfolio Services Limited	Purchase	2,617	17,935.87	Ordinary	2,617
28/05/2014	BT Portfolio Services Limited	Purchase	1,000	6,836.30	Ordinary	1,000
28/05/2014	BT Portfolio Services Limited	Purchase	2,920	20,066.82	Ordinary	2,920
28/05/2014	BT Portfolio Services Limited	Purchase	2,910	19,998.10	Ordinary	2,910
10/06/2014	BT Portfolio Services Limited	Sale	-1,197	-8,178.50	Ordinary	1,197
16/06/2014	BT Portfolio Services Limited	Sale	-3,500	-22,915.20	Ordinary	3,500
20/06/2014	BT Portfolio Services Limited	Purchase	1,200	7,609.32	Ordinary	1,200
24/06/2014	BT Portfolio Services Limited	Sale	-1,569	-10,005.67	Ordinary	1,569
25/06/2014	BT Portfolio Services Limited	Purchase	1,550	10,094.38	Ordinary	1,550

25/06/2014	BT Portfolio Services Limited	Sale	-2,617	-16,742.78	Ordinary	2,617
1/07/2014	BT Portfolio Services Limited	Purchase	1,197	7,780.50	Ordinary	1,197
2/07/2014	BT Portfolio Services Limited	Sale	-1,300	-8,400.60	Ordinary	1,300
15/07/2014	BT Portfolio Services Limited	Purchase	1,000	7,016.30	Ordinary	1,000
15/07/2014	BT Portfolio Services Limited	Purchase	450	3,177.36	Ordinary	450
17/07/2014	BT Portfolio Services Limited	Purchase	3,674	25,578.02	Ordinary	3,674
22/07/2014	BT Portfolio Services Limited	Purchase	2,915	20,246.42	Ordinary	2,915
22/07/2014	BT Portfolio Services Limited	Sale	-3,500	-24,040.10	Ordinary	3,500
23/07/2014	BT Portfolio Services Limited	Purchase	6,000	41,460.00	Ordinary	6,000
23/07/2014	BT Portfolio Services Limited	Sale	-1,000	-6,910.00	Ordinary	1,000
23/07/2014	BT Portfolio Services Limited	Sale	-5,000	-34,550.00	Ordinary	5,000
24/07/2014	BT Portfolio Services Limited	Purchase	425	2,990.09	Ordinary	425
24/07/2014	BT Portfolio Services Limited	Purchase	750	5,248.88	Ordinary	750
28/07/2014	BT Portfolio Services Limited	Purchase	2,000	13,616.40	Ordinary	2,000
28/07/2014	BT Portfolio Services Limited	Sale	-3,195	-21,566.25	Ordinary	3,195
28/07/2014	BT Portfolio Services Limited	Sale	-5,201	-35,106.75	Ordinary	5,201
28/07/2014	BT Portfolio Services Limited	Sale	-2,039	-13,763.25	Ordinary	2,039
29/07/2014	BT Portfolio Services Limited	Purchase	5,000	33,796.00	Ordinary	5,000
8/08/2014	BT Portfolio Services Limited	Sale	-6,700	-42,505.47	Ordinary	6,700
21/08/2014	BT Portfolio Services Limited	Purchase	17,900	115,920.40	Ordinary	17,900
21/08/2014	BT Portfolio Services Limited	Purchase	3,000	19,536.30	Ordinary	3,000
22/08/2014	BT Portfolio Services Limited	Purchase	3,500	22,689.80	Ordinary	3,500
27/08/2014	BT Portfolio Services Limited	Purchase	2,500	16,681.50	Ordinary	2,500
28/08/2014	BT Portfolio Services Limited	Purchase	2,300	15,207.37	Ordinary	2,300
29/08/2014	BT Portfolio Services Limited	Purchase	555	3,717.50	Ordinary	555
1/09/2014	BT Portfolio Services Limited	Purchase	1,245	8,111.18	Ordinary	1,245
2/09/2014	BT Portfolio Services Limited	Sale	-469	-3,002.77	Ordinary	469
5/09/2014	BT Portfolio Services Limited	Sale	-1,850	-11,497.20	Ordinary	1,850
9/09/2014	BT Portfolio Services Limited	Sale	-793	-4,999.23	Ordinary	793
12/09/2014	BT Portfolio Services Limited	Purchase	800	5,076.32	Ordinary	800
16/09/2014	BT Portfolio Services Limited	Purchase	2,443	15,033.00	Ordinary	2,443
17/09/2014	BT Portfolio Services Limited	Purchase	7,500	45,722.25	Ordinary	7,500
23/09/2014	BT Portfolio Services Limited	Purchase	2,337	14,536.14	Ordinary	2,337
23/09/2014	BT Portfolio Services Limited	Sale	-2,337	-14,536.14	Ordinary	2,337
26/09/2014	BT Portfolio Services Limited	Purchase	1,000	6,199.00	Ordinary	1,000
29/09/2014	BT Portfolio Services Limited	Sale	-2,500	-14,909.25	Ordinary	2,500
30/09/2014	BT Portfolio Services Limited	Sale	-1,255	-7,481.06	Ordinary	1,255
10/10/2014	BT Portfolio Services Limited	Purchase	2,000	11,675.20	Ordinary	2,000
14/10/2014	BT Portfolio Services Limited	Purchase	1,000	5,726.30	Ordinary	1,000
14/10/2014	BT Portfolio Services Limited	Purchase	1,197	6,858.81	Ordinary	1,197
14/10/2014	BT Portfolio Services Limited	Sale	-1,197	-6,858.81	Ordinary	1,197
16/10/2014	BT Portfolio Services Limited	Sale	-2,000	-11,700.00	Ordinary	2,000
27/10/2014	BT Portfolio Services Limited	Sale	-2,235	-13,713.96	Ordinary	2,235
27/10/2014	BT Portfolio Services Limited	Sale	-5,000	-30,362.50	Ordinary	5,000
31/10/2014	BT Portfolio Services Limited	Sale	-1,354	-8,412.67	Ordinary	1,354
31/10/2014	BT Portfolio Services Limited	Sale	-1,354	-8,412.67	Ordinary	1,354

Total	24,345	167,037.25
BT Funds Management Limited Total :	24,345	167,037.25

BT Investment Management Limited Employee Equity Plan Trust

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/09/2014	Pacific Custodian Proprietary Limited	Purchase	6242	0	Ordinary	6242
11/07/2014	Pacific Custodian Proprietary Limited	Purchase	461	0	Ordinary	461
11/07/2014	Pacific Custodian Proprietary Limited	Purchase	11,796	0	Ordinary	11,796
9/07/2014	Pacific Custodian Proprietary Limited	Sale	-84,617	0	Ordinary	84,617
9/07/2014	Pacific Custodian Proprietary Limited	Purchase	424,615	0	Ordinary	424,615
28/05/2014	Pacific Custodian Proprietary Limited	Purchase	36,884	0	Ordinary	36,884
19/06/2014	Pacific Custodian Proprietary Limited	Purchase	2,000	0	Ordinary	2,000
3/06/2014	Pacific Custodian Proprietary Limited	Purchase	6,486	0	Ordinary	6,486
8/05/2014	Pacific Custodian Proprietary Limited	Purchase	23,718	0	Ordinary	23,718
13/05/2014	Pacific Custodian Proprietary Limited	Sale	-36,631	0	Ordinary	36,631
9/05/2014	Pacific Custodian Proprietary Limited	Purchase	50,400	0	Ordinary	50,400
5/05/2014	Pacific Custodian Proprietary Limited	Purchase	50,000	0	Ordinary	50,000
	Total		491,354	0.00		
	BT Investment Management Limited Employee Equity Plan Trust Total:		491,354	0.00		

BT Investment Management Limited Employee Equity Plan Trust (JO Hambro)

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/05/2014	Equiniti Trust (Jersey) Limited	Purchase	200,000	0	Ordinary	200,000
8/05/2014	Equiniti Trust (Jersey) Limited	Purchase	94,871	0	Ordinary	94,871
3/06/2014	Equiniti Trust (Jersey) Limited	Purchase	25,943	0	Ordinary	25,943
9/07/2014	Equiniti Trust (Jersey) Limited	Purchase	1,113,846	0	Ordinary	1,113,846
26/09/2014	Equiniti Trust (Jersey) Limited	Sale	-2,049,230	0	Ordinary	2,049,230
	Total		-614,570	0.00		
	BT Investment Management Limited Employee Equity Plan Trust (JO Hambro) Total:		-614,570	0.00		

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 03/11/2014

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

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

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

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