

24 December 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 22/12/2014

The previous notice was given to the company on 3/10/2014

The previous notice was dated 2/10/2014

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	22,576,207	7.11%	25,853,488	8.14%

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
22/12/2014	WBC & its Associates Westpac Financial Services Group Limited (WFSG), 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	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	(Institutional) Limited				
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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.	4,058,967, Ordinary	4,058,967
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.	1,442,507, Ordinary	1,442,507
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.	2,169,571, Ordinary	2,169,571
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.	1,575,753, Ordinary	1,575,753

		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.	15,952,800, Ordinary	15,952,800
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.	653,890, Ordinary	653,890

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
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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)	Level 2, 60 Miller Street, NORTH SYDNEY, NSW, AUSTRALIA, 2060

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 24/12/2014

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 22/12/2014

TRANSACTION HISTORY

Sales & Purchases for the period : 3/10/2014 to
22/12/2014
SECURITY: CVO

Advance Asset Management Limited						
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	47,414	105,259.08	Ordinary	47,414
6/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	55,653	126,888.84	Ordinary	55,653
7/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	143,945	333,952.40	Ordinary	143,945
8/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	74,673	168,760.98	Ordinary	74,673
8/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	164	364.08	Ordinary	164
9/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,187	4,942.62	Ordinary	2,187
9/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	37,268	84,225.68	Ordinary	37,268
10/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,312	2,873.28	Ordinary	1,312
10/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	60,939	132,847.02	Ordinary	60,939
13/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,749	3,742.86	Ordinary	1,749
13/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	63,386	135,012.18	Ordinary	63,386
16/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,312	2,847.04	Ordinary	1,312
17/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	171,528	365,354.64	Ordinary	171,528
5/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	52,677	115,889.40	Ordinary	52,677
6/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	71,564	157,440.80	Ordinary	71,564
7/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	91,178	200,591.60	Ordinary	91,178
7/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	11,122	24,468.40	Ordinary	11,122
10/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,230	-11,401.40	Ordinary	5,230
10/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-168	-366.24	Ordinary	168
10/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-2,202	-4,800.36	Ordinary	2,202
14/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	23,336	51,105.84	Ordinary	23,336

17/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,916	6,502.68	Ordinary	2,916
18/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	120,000	270,000.00	Ordinary	120,000
19/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	240,000	542,400.00	Ordinary	240,000
19/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	8,748	19,770.48	Ordinary	8,748
20/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	256	568.32	Ordinary	256
24/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	05	11.00	Ordinary	05
25/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	415	904.70	Ordinary	415
26/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,560	5,657.60	Ordinary	2,560
17/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	43,000	84,710.00	Ordinary	43,000
19/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	75,138	150,276.00	Ordinary	75,138
22/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	107,000	214,000.00	Ordinary	107,000
22/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	46,610	93,220.00	Ordinary	46,610
Total			1,550,455	3,388,019.52		
Advance Asset Management Limited Total			1,550,455			
:				3,388,019.52		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/11/2014	BT Portfolio Services Limited	Purchase	8,951	19,997.43	Ordinary	8,951
Total			8,951	19,997.43		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,295	7,018.35	Ordinary	3,295
Total			3,295	7,018.35		
BT Funds Management Limited Total :			12,246	27,015.78		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	13,827	28,898.43	Ordinary	13,827
17/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	14,717	30,905.70	Ordinary	14,717
20/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	4,180	8,778.00	Ordinary	4,180

21/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	15,254	32,033.40	Ordinary	15,254
1/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	3,825	8,032.50	Ordinary	3,825
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	27,365	56,098.25	Ordinary	27,365
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	22,047	46,298.70	Ordinary	22,047
	Total		101,215	211,044.98		
	BT Funds Management No.2 Limited Total :		101,215	211,044.98		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2014	Australia and New Zealand Banking Group Limited	Purchase	1,465	3,061.85	Ordinary	1,465
17/10/2014	Australia and New Zealand Banking Group Limited	Purchase	2,056	4,317.60	Ordinary	2,056
20/10/2014	Australia and New Zealand Banking Group Limited	Purchase	504	1,058.40	Ordinary	504
21/10/2014	Australia and New Zealand Banking Group Limited	Purchase	1,838	3,859.80	Ordinary	1,838
1/12/2014	Australia and New Zealand Banking Group Limited	Purchase	419	879.90	Ordinary	419
2/12/2014	Australia and New Zealand Banking Group Limited	Purchase	2,416	5,073.60	Ordinary	2,416
2/12/2014	Australia and New Zealand Banking Group Limited	Purchase	3,406	6,982.30	Ordinary	3,406
	Total		12,104	25,233.45		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2014	National Australian Custodian Services	Purchase	3,678	7,687.02	Ordinary	3,678
17/10/2014	National Australian Custodian Services	Purchase	5,371	11,279.10	Ordinary	5,371
20/10/2014	National Australian Custodian Services	Purchase	1,297	2,723.70	Ordinary	1,297
21/10/2014	National Australian Custodian Services	Purchase	4,733	9,939.30	Ordinary	4,733
1/12/2014	National Australian Custodian Services	Purchase	1,068	2,242.80	Ordinary	1,068
2/12/2014	National Australian Custodian Services	Purchase	9,111	18,677.55	Ordinary	9,111
2/12/2014	National Australian Custodian Services	Purchase	6,155	12,925.50	Ordinary	6,155
	Total		31,413	65,474.97		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2014	National Nominees Limited	Purchase	4,042	8,447.78	Ordinary	4,042
17/10/2014	National Nominees Limited	Purchase	5,902	12,394.20	Ordinary	5,902

20/10/2014	National Nominees Limited	Purchase	1,425	2,992.50	Ordinary	1,425
21/10/2014	National Nominees Limited	Purchase	5,200	10,920.00	Ordinary	5,200
1/12/2014	National Nominees Limited	Purchase	1,173	2,463.30	Ordinary	1,173
2/12/2014	National Nominees Limited	Purchase	10,006	20,512.30	Ordinary	10,006
2/12/2014	National Nominees Limited	Purchase	6,763	14,202.30	Ordinary	6,763
	Total		34,511	71,932.38		
	BT Investment Management (Fund Services) Limited Total :		78,028			
				162,640.80		

**BT Investment Management
(Institutional) Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	69,192	144,611.28	Ordinary	69,192
17/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	70,273	147,573.30	Ordinary	70,273
17/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	281,690	599,999.70	Ordinary	281,690
20/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	20,552	43,159.20	Ordinary	20,552
21/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	75,001	157,502.10	Ordinary	75,001
21/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,817	6,000.21	Ordinary	2,817
27/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	58,021	124,745.15	Ordinary	58,021
1/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	32,467	68,180.70	Ordinary	32,467
1/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	19,117	40,145.70	Ordinary	19,117
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	110,184	231,386.40	Ordinary	110,184
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	150,171	307,850.55	Ordinary	150,171
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	187,128	392,968.80	Ordinary	187,128
10/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	156,317	304,818.15	Ordinary	156,317
17/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	11,855	23,354.35	Ordinary	11,855
	Total		1,244,785	2,592,295.59		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/10/2014	National Australia Bank Limited	Purchase	20,041	41,885.69	Ordinary	20,041
17/10/2014	National Australia Bank Limited	Purchase	26,742	56,158.20	Ordinary	26,742
20/10/2014	National Australia Bank Limited	Purchase	6,861	14,408.10	Ordinary	6,861
21/10/2014	National Australia Bank Limited	Purchase	25,039	52,581.90	Ordinary	25,039
1/12/2014	National Australia Bank	Purchase	5,898	12,385.80	Ordinary	5,898

2/12/2014	Limited National Australia Bank Limited	Purchase	33,990	71,379.00	Ordinary	33,990
2/12/2014	National Australia Bank Limited	Purchase	49,941	102,379.05	Ordinary	49,941
	Total		168,512	351,177.74		
	BT Investment Management (Institutional) Limited Total :		1,413,297	2,943,473.33		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,173	2,604.06	Ordinary	1,173
9/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	15,641	35,348.66	Ordinary	15,641
10/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	9,384	20,550.96	Ordinary	9,384
13/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	12,512	26,775.68	Ordinary	12,512
16/10/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	9,384	20,363.28	Ordinary	9,384
17/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	14,472	32,272.56	Ordinary	14,472
19/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	43,415	98,117.90	Ordinary	43,415
20/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	1,270	2,819.40	Ordinary	1,270
24/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	23	50.60	Ordinary	23
25/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	2,058	4,486.44	Ordinary	2,058
26/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	12,708	28,084.68	Ordinary	12,708
	Total		122,040	271,474.22		
	Westpac RE Limited Total :		122,040	271,474.22		

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

Chris Millard– Company Secretary, Westpac Banking Corporation – 22/12/2014

Westpac Banking Corporation	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2005-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-3 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2012-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Southern Cross Inc.	USA
Athena Finance Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Insurance Australia Pty Limited	Australia
BLE Capital Limited	Australia	St.George Life Limited	Australia
BLE Development Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Financial Group (NZ) Limited	New Zealand	Tasman LLC	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 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
Castlereagh Trust	Australia	Westpac Altitude Rewards Trust	Australia
CBA Limited	Australia	Westpac Americas Inc.	USA
Challenge Finance Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
			Papua New Guinea
Crusade ABS Series 2008-2	Australia	Westpac Bank-PNG-Limited	
Crusade CP Management Pty Limited	Australia	Westpac Capital Corporation	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 50	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 54	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2004	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 2004	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Gemini Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia

Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Leasing 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
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Pacific Limited Partnership	Australia
JOHCMG Share Trustee Limited	UK	Westpac Private Equity Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Administration Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Inc.	USA
Net Nominees Limited	Australia	Westpac Securities Limited	Australia
Number 120 Limited1	New Zealand	Westpac Securities NZ Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Orion Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 2 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
Phoenix Trust	Australia	Westpac Unit Trust	Australia
Qvalent Pty Limited	Australia	Westpac USA Inc.	USA
RAMS Financial Group Pty Limited	Australia	WFAL No.1 Loan Trust	Hong Kong

Note: Westpac banking Corporation retains 60.8% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60.8%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia