

## 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 02/03/2015

The previous notice was given to the company on 24/12/2014

The previous notice was dated 22/12/2014

#### 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	25,853,488	8.14%	21,669,184	6.82%

#### 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
2/03/2015	WBC & its Associates, BT Investment Management (Fund Services) Limited, BT Funds Management No.2 Limited, BT Funds Management 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.	4,164,034, Ordinary	4,164,034
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.	1,729,707, Ordinary	1,729,707
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.	1,656,645, Ordinary	1,656,645
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.	1,269,781, Ordinary	1,269,781

BT Investment Management (Institutional) Limited	National Australia Bank Limited  HSBC Custody Nominees (Australia) 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.	12,849,017, Ordinary	12,849,017
--	---	--	---	----------------------	------------

**5. Changes in association**

**6.**

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

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management 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 5192 Fax: +61 2 9202 8001

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 04/03/2015

## **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 – 04/03/2015

### TRANSACTION HISTORY

Sales & Purchases for the period : 23/12/2014 to 2/03/2015

SECURITY: CVO

#### Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	212,482	410,090.26	Ordinary	212,482
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-819	-1,531.53	Ordinary	819
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,504	-10,292.48	Ordinary	5,504
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-77	-143.99	Ordinary	77
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,446	-6,960.92	Ordinary	3,446
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,254	-2,533.08	Ordinary	1,254
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,407	-10,057.02	Ordinary	5,407
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,475	-4,603.50	Ordinary	2,475
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,504	-10,237.44	Ordinary	5,504
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,513	-30,714.18	Ordinary	16,513
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,977	-5,537.22	Ordinary	2,977
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-267	-496.62	Ordinary	267
23/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,411	-2,638.57	Ordinary	1,411
23/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,060	-30,032.20	Ordinary	16,060
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,857	-3,379.74	Ordinary	1,857
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,312	-2,387.84	Ordinary	1,312
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,916	-5,307.12	Ordinary	2,916
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,177	-2,142.14	Ordinary	1,177
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-589	-1,071.98	Ordinary	589
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,187	-3,980.34	Ordinary	2,187
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,749	-3,183.18	Ordinary	1,749
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,713	-14,037.66	Ordinary	7,713
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,312	-2,387.84	Ordinary	1,312
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,807	-16,028.74	Ordinary	8,807
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,828	-3,326.96	Ordinary	1,828
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-550	-1,001.00	Ordinary	550
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,752	-5,008.64	Ordinary	2,752
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-164	-298.48	Ordinary	164
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-661	-1,203.02	Ordinary	661
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-05	-9.05	Ordinary	05
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-256	-463.36	Ordinary	256
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,560	-4,633.60	Ordinary	2,560
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-415	-751.15	Ordinary	415

25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,891	-12,472.71	Ordinary	6,891
<b>Total</b>			<b>105,067</b>	<b>211,236.96</b>		
<b>Advance Asset Management Limited Total :</b>			<b>105,067</b>	<b>211,236.96</b>		

#### BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/02/2015	BT Portfolio Services Limited	Purchase	2,500	4,780.00	Ordinary	2,500
<b>Total</b>			<b>2,500</b>	<b>4,780.00</b>		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/12/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	92,920	179,335.60	Ordinary	92,920
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	191,780	349,039.60	Ordinary	191,780
<b>Total</b>			<b>284,700</b>	<b>528,375.20</b>		
<b>BT Funds Management Limited Total :</b>			<b>287,200</b>	<b>533,155.20</b>		

#### BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-97,044	-183,413.16	Ordinary	97,044
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,038	-32,201.82	Ordinary	17,038
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-52,921	-100,020.69	Ordinary	52,921
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-58,771	-111,077.19	Ordinary	58,771
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-95,080	-178,750.40	Ordinary	95,080
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-28,679	-53,629.73	Ordinary	28,679
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-701	-1,409.01	Ordinary	701
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-113,378	-227,889.78	Ordinary	113,378
2/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,574	-43,148.00	Ordinary	21,574
2/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-27,740	-55,757.40	Ordinary	27,740
<b>Total</b>			<b>-512,926</b>	<b>-987,297.18</b>		
<b>BT Funds Management No.2 Limited Total :</b>			<b>-512,926</b>	<b>-987,297.18</b>		

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/01/2015	Australia and New Zealand Banking Group Limited	Sale	-5,178	-9,786.42	Ordinary	5,178
2/02/2015	Australia and New Zealand Banking Group Limited	Sale	-1,666	-3,148.74	Ordinary	1,666
3/02/2015	Australia and New Zealand Banking Group Limited	Sale	-5,176	-9,782.64	Ordinary	5,176

4/02/2015	Australia and New Zealand Banking Group Limited	Sale	-7,396	-13,978.44	Ordinary	7,396
5/02/2015	Australia and New Zealand Banking Group Limited	Sale	-11,965	-22,494.20	Ordinary	11,965
20/02/2015	Australia and New Zealand Banking Group Limited	Sale	-2,096	-3,919.52	Ordinary	2,096
27/02/2015	Australia and New Zealand Banking Group Limited	Sale	-51	-102.51	Ordinary	51
27/02/2015	Australia and New Zealand Banking Group Limited	Sale	-8,182	-16,445.82	Ordinary	8,182
2/03/2015	Australia and New Zealand Banking Group Limited	Sale	-5,352	-10,704.00	Ordinary	5,352
2/03/2015	Australia and New Zealand Banking Group Limited	Sale	-2,002	-4,024.02	Ordinary	2,002
<b>Total</b>			<b>-49,064</b>	<b>-94,386.31</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/01/2015	National Australian Custodian Services	Sale	-4,868	-9,200.52	Ordinary	4,868
2/02/2015	National Australian Custodian Services	Sale	-3,842	-7,261.38	Ordinary	3,842
3/02/2015	National Australian Custodian Services	Sale	-11,935	-22,557.15	Ordinary	11,935
4/02/2015	National Australian Custodian Services	Sale	-19,750	-37,327.50	Ordinary	19,750
5/02/2015	National Australian Custodian Services	Sale	-31,952	-60,069.76	Ordinary	31,952
20/02/2015	National Australian Custodian Services	Sale	-7,011	-13,110.57	Ordinary	7,011
27/02/2015	National Australian Custodian Services	Sale	-166	-333.66	Ordinary	166
27/02/2015	National Australian Custodian Services	Sale	-26,884	-54,036.84	Ordinary	26,884
2/03/2015	National Australian Custodian Services	Sale	-6,578	-13,221.78	Ordinary	6,578
2/03/2015	National Australian Custodian Services	Sale	-9,429	-18,858.00	Ordinary	9,429
<b>Total</b>			<b>-122,415</b>	<b>-235,977.16</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/01/2015	National Nominees Limited	Sale	-5,339	-10,090.71	Ordinary	5,339
2/02/2015	National Nominees Limited	Sale	-4,221	-7,977.69	Ordinary	4,221
3/02/2015	National Nominees Limited	Sale	-13,112	-24,781.68	Ordinary	13,112
4/02/2015	National Nominees Limited	Sale	-21,702	-41,016.78	Ordinary	21,702
5/02/2015	National Nominees Limited	Sale	-35,109	-66,004.92	Ordinary	35,109
20/02/2015	National Nominees Limited	Sale	-7,705	-14,408.35	Ordinary	7,705
27/02/2015	National Nominees Limited	Sale	-183	-367.83	Ordinary	183
27/02/2015	National Nominees Limited	Sale	-29,533	-59,361.33	Ordinary	29,533
2/03/2015	National Nominees Limited	Sale	-10,363	-20,726.00	Ordinary	10,363
2/03/2015	National Nominees Limited	Sale	-7,226	-14,524.26	Ordinary	7,226
<b>Total</b>			<b>-134,493</b>	<b>-259,259.55</b>		
<b>BT Investment Management (Fund Services) Limited Total :</b>			<b>-305,972</b>	<b>-589,623.02</b>		

---

**BT Investment Management (Institutional) Limited**


---

Date	Registered Company	Nature of	Quantity	Consideration	Class of	Person's
------	--------------------	-----------	----------	---------------	----------	----------

		Change			Securities	votes affected
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,303	13,875.70	Ordinary	7,303
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,303	13,802.67	Ordinary	7,303
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,303	13,802.67	Ordinary	7,303
30/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-316,181	-597,582.09	Ordinary	316,181
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-76,895	-145,331.55	Ordinary	76,895
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-238,847	-451,420.83	Ordinary	238,847
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-311,748	-589,203.72	Ordinary	311,748
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-504,340	-948,159.20	Ordinary	504,340
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-120,461	-225,262.07	Ordinary	120,461
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-142,888	-267,200.56	Ordinary	142,888
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,964	-5,957.64	Ordinary	2,964
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-479,199	-963,189.99	Ordinary	479,199
2/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-151,910	-303,820.00	Ordinary	151,910
2/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-117,248	-235,668.48	Ordinary	117,248
<b>Total</b>			<b>-2,440,772</b>	<b>-4,691,315.09</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/01/2015	National Australia Bank Limited	Sale	-23,177	-43,804.53	Ordinary	23,177
2/02/2015	National Australia Bank Limited	Sale	-20,741	-39,200.49	Ordinary	20,741
3/02/2015	National Australia Bank Limited	Sale	-64,425	-121,763.25	Ordinary	64,425
4/02/2015	National Australia Bank Limited	Sale	-107,796	-203,734.44	Ordinary	107,796
5/02/2015	National Australia Bank Limited	Sale	-174,391	-327,855.08	Ordinary	174,391
20/02/2015	National Australia Bank Limited	Sale	-38,174	-71,385.38	Ordinary	38,174
27/02/2015	National Australia Bank Limited	Sale	-905	-1,819.05	Ordinary	905
27/02/2015	National Australia Bank Limited	Sale	-146,247	-293,956.47	Ordinary	146,247
2/03/2015	National Australia Bank Limited	Sale	-51,372	-102,744.00	Ordinary	51,372
2/03/2015	National Australia Bank Limited	Sale	-35,783	-71,923.83	Ordinary	35,783
<b>Total</b>			<b>-663,011</b>	<b>-1,278,186.52</b>		
<b>BT Investment Management (Institutional) Limited Total :</b>			<b>-3,103,783</b>	<b>-5,969,501.61</b>		

#### Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-85,947	-159,861.42	Ordinary	85,947
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,520	-2,827.20	Ordinary	1,520
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,539	-23,322.54	Ordinary	12,539
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-29,784	-55,398.24	Ordinary	29,784
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,062	-37,315.32	Ordinary	20,062
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,238	-39,502.68	Ordinary	21,238
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,621	-10,455.06	Ordinary	5,621
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,347	-58,305.42	Ordinary	31,347
20/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,953	-31,532.58	Ordinary	16,953



23/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-79,175	-148,057.25	Ordinary	79,175
23/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,347	-58,618.89	Ordinary	31,347
23/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,093	-15,133.91	Ordinary	8,093
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,384	-17,078.88	Ordinary	9,384
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,762	-6,846.84	Ordinary	3,762
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,173	-2,134.86	Ordinary	1,173
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,512	-22,771.84	Ordinary	12,512
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,198	-9,460.36	Ordinary	5,198
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,356	-6,107.92	Ordinary	3,356
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,641	-28,466.62	Ordinary	15,641
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-50,154	-91,280.28	Ordinary	50,154
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-51,958	-94,563.56	Ordinary	51,958
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,384	-17,078.88	Ordinary	9,384
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,135	-5,705.70	Ordinary	3,135
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,700	-12,194.00	Ordinary	6,700
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,673	-28,524.86	Ordinary	15,673
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-43,077	-78,400.14	Ordinary	43,077
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,409	-18,944.38	Ordinary	10,409
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-23	-41.63	Ordinary	23
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-43,415	-78,581.15	Ordinary	43,415
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,058	-3,724.98	Ordinary	2,058
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,270	-2,298.70	Ordinary	1,270
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,274	-16,785.94	Ordinary	9,274
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,708	-23,001.48	Ordinary	12,708
<b>Total</b>			<b>-653,890</b>	<b>-1,204,323.51</b>		
<b>Westpac RE Limited Total :</b>			<b>-653,890</b>	<b>-1,204,323.51</b>		

## ANNEXURE B – ASSOCIATED COMPANIES

This is annexure 'B' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 04/03/2015

Westpac Banking Corporation	Australia	Reinventure Fund ILP	Australia
1925 (Commercial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Industrial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 Advances Pty Limited	Australia	Securitor Financial Group Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Seed Pool Trust No. 2	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	Series 2013-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2013-2 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2014-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bella Trust No. 2	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Bella Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Life Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Institutional) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W2 Investments Pty Limited	Australia
BTIM UK Limited	UK	Waratah Receivables Corp Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Securities Australia Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac (NZ) Investments Limited	New Zealand

Capital Finance (NZ) Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Rent Group Limited	New Zealand	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP No.1 Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 55	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 56	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2006	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Europe Limited	UK
Crusade Trust 1A of 2005	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade 2P Trust of 2008	Australia	Westpac Financial Consultants Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Data Republic Holdings Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Europe Infrastructure Debt LP	UK	Westpac Financial Services 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 Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
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
Partnership Pacific Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
Qvalent Pty Limited	Australia	Westpac Unit Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia