

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme CENTURIA METROPOLITAN REIT (CMA) as responsible entity for CENURTIA METROPOLITAN REIT NO. 1 and CENTRURIA METROPOLITTAN REIT NO.2 (together, CENTURIA METROPOLITAN REIT) (CMA)

ACN/ARSN CENTURIA PROPERTY FUNDS LIMITED – ACN 086 553 639  
CENURTIA METROPOLITAN REIT NO. 1 – ACN 124 364 718  
CENTRURIA METROPOLITTAN REIT NO.2 – ACN 124 364 656

#### 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 26/03/2015

The previous notice was given to the company on 15/12/2014

The previous notice was dated 11/12/2014

#### 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)
STAPLED SECURITIES	5,425,000	7.59%	6,275,247	8.78%

#### 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
25/03/2015	WBC & its Associates , Westpac RE Limited, BT Funds Management Limited, BT Funds Management (NZ) Limited, BT Investment Management (Fund Services)	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	Limited, BT Investment Management (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
BT Funds Management (NZ) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	BT Funds Management (NZ) 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.	300,000, Stapled Securities	300,000
BT Funds Management Limited	BT Portfolio Services 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.	168,670, Stapled Securities	168,670
BT Investment Management (Fund Services) Limited	Citicorp Nominees Pty Limited	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  Citicorp Nominees Pty 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.	1,891,886, Stapled Securities	1,891,886
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  Citicorp Nominees Pty 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	3,849,067, Stapled Securities	3,849,067

			that capacity, can exercise the power to vote or dispose of the shares.		
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.	65,624, Stapled Securities	65,624

#### 5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

#### 6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac 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 Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
CENTURIA METROPOLITAN REIT (CMA)	The Company Secretary, CENTURIA METROPOLITAN REIT (CMA) Level 39, 100 Miller Street NORTH SYDNEY NSW 2060  Tel: +61 28923 8923

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 27/03/2015

## **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 – 27/03/2015

**TRANSACTION HISTORY**

Sales & Purchases for the period : 12/12/2014 to 25/03/2015

SECURITY: CMA

<b>BT Funds Management Limited</b>						
<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
19/01/2015	BT Portfolio Services Limited	Purchase	5,800	12,274.54	STAPLED SECURITIES	5,800
21/01/2015	BT Portfolio Services Limited	Purchase	23,585	49,879.92	STAPLED SECURITIES	23,585
21/01/2015	BT Portfolio Services Limited	Purchase	9,430	20,028.38	STAPLED SECURITIES	9,430
21/01/2015	BT Portfolio Services Limited	Purchase	11,790	25,031.35	STAPLED SECURITIES	11,790
21/01/2015	BT Portfolio Services Limited	Purchase	4,715	10,032.11	STAPLED SECURITIES	4,715
21/01/2015	BT Portfolio Services Limited	Purchase	11,790	25,031.35	STAPLED SECURITIES	11,790
22/01/2015	BT Portfolio Services Limited	Purchase	7,075	15,035.08	STAPLED SECURITIES	7,075
22/01/2015	BT Portfolio Services Limited	Purchase	4,717	10,036.36	STAPLED SECURITIES	4,717
22/01/2015	BT Portfolio Services Limited	Purchase	23,585	50,047.37	STAPLED SECURITIES	23,585
22/01/2015	BT Portfolio Services Limited	Purchase	7,075	15,035.08	STAPLED SECURITIES	7,075
4/02/2015	BT Portfolio Services Limited	Purchase	15,910	35,038.59	STAPLED SECURITIES	15,910
16/02/2015	BT Portfolio Services Limited	Purchase	4,444	10,657.60	STAPLED SECURITIES	4,444
2/03/2015	BT Portfolio Services Limited	Purchase	6,679	15,397.77	STAPLED SECURITIES	6,679
11/03/2015	BT Portfolio Services Limited	Purchase	7,075	16,131.00	STAPLED SECURITIES	7,075
<b>Total</b>			<b>143,670</b>	<b>309,656.49</b>		
<b>BT Funds Management Limited Total :</b>			<b>143,670</b>	<b>309,656.49</b>		
<b>BT Funds Management (NZ) Limited</b>						
<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-100,000	-221,910.00	STAPLED SECURITIES	100,000
<b>Total</b>			<b>-100,000</b>	<b>-221,910.00</b>		
<b>BT Funds Management (NZ) Limited Total :</b>			<b>-100,000</b>	<b>-221,910.00</b>		
<b>BT Investment Management (Fund Services) Limited</b>						
<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
18/02/2015	Citicorp Nominees Pty Limited	Purchase	3,988	9,252.16	STAPLED SECURITIES	3,988
19/02/2015	Citicorp Nominees Pty Limited	Purchase	1,523	3,563.82	STAPLED SECURITIES	1,523
25/02/2015	Citicorp Nominees Pty Limited	Purchase	2,003	4,606.90	STAPLED SECURITIES	2,003
26/02/2015	Citicorp Nominees Pty Limited	Purchase	20,836	47,089.36	STAPLED SECURITIES	20,836

27/02/2015	Citicorp Nominees Pty Limited	Purchase	8,783	19,761.75	STAPLED SECURITIES	8,783
2/03/2015	Citicorp Nominees Pty Limited	Purchase	3,194	7,154.56	STAPLED SECURITIES	3,194
3/03/2015	Citicorp Nominees Pty Limited	Purchase	746	1,678.50	STAPLED SECURITIES	746
4/03/2015	Citicorp Nominees Pty Limited	Purchase	6,644	14,949.00	STAPLED SECURITIES	6,644
5/03/2015	Citicorp Nominees Pty Limited	Purchase	10,285	23,141.25	STAPLED SECURITIES	10,285
9/03/2015	Citicorp Nominees Pty Limited	Purchase	246	553.50	STAPLED SECURITIES	246
11/03/2015	Citicorp Nominees Pty Limited	Purchase	1,236	2,781.00	STAPLED SECURITIES	1,236
13/03/2015	Citicorp Nominees Pty Limited	Purchase	13,839	31,137.75	STAPLED SECURITIES	13,839
16/03/2015	Citicorp Nominees Pty Limited	Purchase	25,957	58,143.68	STAPLED SECURITIES	25,957
17/03/2015	Citicorp Nominees Pty Limited	Purchase	103,604	232,072.96	STAPLED SECURITIES	103,604
17/03/2015	Citicorp Nominees Pty Limited	Purchase	14,789	33,127.36	STAPLED SECURITIES	14,789
18/03/2015	Citicorp Nominees Pty Limited	Purchase	7,782	17,509.50	STAPLED SECURITIES	7,782
19/03/2015	Citicorp Nominees Pty Limited	Purchase	11,410	25,558.40	STAPLED SECURITIES	11,410
24/03/2015	Citicorp Nominees Pty Limited	Purchase	59,201	133,202.25	STAPLED SECURITIES	59,201
<b>Total</b>			<b>296,066</b>	<b>665,283.70</b>		
<b>BT Investment Management (Fund Services) Limited Total :</b>			<b>296,066</b>	<b>665,283.70</b>		

**BT Investment Management  
(Institutional) Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,012	13,947.84	STAPLED SECURITIES	6,012
19/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,277	5,328.18	STAPLED SECURITIES	2,277
25/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,997	6,893.10	STAPLED SECURITIES	2,997
26/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	31,164	70,430.64	STAPLED SECURITIES	31,164
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,217	29,738.25	STAPLED SECURITIES	13,217
2/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,806	10,765.44	STAPLED SECURITIES	4,806
3/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,123	2,526.75	STAPLED SECURITIES	1,123
4/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,998	22,495.50	STAPLED SECURITIES	9,998
5/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,477	34,823.25	STAPLED SECURITIES	15,477
9/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	372	837.00	STAPLED SECURITIES	372
11/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,871	4,209.75	STAPLED SECURITIES	1,871
13/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	20,935	47,103.75	STAPLED SECURITIES	20,935
16/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39,269	87,962.56	STAPLED SECURITIES	39,269
17/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	22,373	50,115.52	STAPLED SECURITIES	22,373
17/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	156,734	351,084.16	STAPLED SECURITIES	156,734
18/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,542	25,969.50	STAPLED SECURITIES	11,542
19/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,921	37,903.04	STAPLED SECURITIES	16,921
24/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	87,799	197,547.75	STAPLED SECURITIES	87,799
<b>Total</b>			<b>444,887</b>	<b>999,681.98</b>		

**BT Investment  
Management (Institutional)  
Limited Total :**

**444,887**

**999,681.98**

**Westpac RE Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	215	455.80	STAPLED SECURITIES	215
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	278	589.36	STAPLED SECURITIES	278
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	175	371.00	STAPLED SECURITIES	175
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	240	508.80	STAPLED SECURITIES	240
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	117	248.04	STAPLED SECURITIES	117
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	296	627.52	STAPLED SECURITIES	296
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	229	485.48	STAPLED SECURITIES	229
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	180	381.60	STAPLED SECURITIES	180
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	168	356.16	STAPLED SECURITIES	168
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	82	173.84	STAPLED SECURITIES	82
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	115	243.80	STAPLED SECURITIES	115
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	66	139.92	STAPLED SECURITIES	66
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	215	455.80	STAPLED SECURITIES	215
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	239	506.68	STAPLED SECURITIES	239
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	111	235.32	STAPLED SECURITIES	111
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	68	144.16	STAPLED SECURITIES	68
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	66	139.92	STAPLED SECURITIES	66
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	200	424.00	STAPLED SECURITIES	200
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	128	271.36	STAPLED SECURITIES	128
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	127	269.24	STAPLED SECURITIES	127
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	177	375.24	STAPLED SECURITIES	177
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	84	178.08	STAPLED SECURITIES	84
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	195	413.40	STAPLED SECURITIES	195
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	103	218.36	STAPLED SECURITIES	103
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	53	112.36	STAPLED SECURITIES	53
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	48	101.76	STAPLED SECURITIES	48
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	93	197.16	STAPLED SECURITIES	93
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	35	74.20	STAPLED SECURITIES	35
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	50	106.00	STAPLED SECURITIES	50
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	649	1,375.88	STAPLED SECURITIES	649
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	665	1,409.80	STAPLED SECURITIES	665
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	454	962.48	STAPLED SECURITIES	454
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	579	1,227.48	STAPLED SECURITIES	579
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	394	835.28	STAPLED SECURITIES	394

6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	163	345.56	STAPLED SECURITIES	163
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	286	606.32	STAPLED SECURITIES	286
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	237	502.44	STAPLED SECURITIES	237
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	172	364.64	STAPLED SECURITIES	172
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	346	733.52	STAPLED SECURITIES	346
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	215	455.80	STAPLED SECURITIES	215
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	199	421.88	STAPLED SECURITIES	199
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,500	5,300.00	STAPLED SECURITIES	2,500
16/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-115	-241.50	STAPLED SECURITIES	115
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,000	8,920.00	STAPLED SECURITIES	4,000
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,800	21,854.00	STAPLED SECURITIES	9,800
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,300	7,359.00	STAPLED SECURITIES	3,300
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,500	16,725.00	STAPLED SECURITIES	7,500
9/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-50	-110.50	STAPLED SECURITIES	50
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-68	-150.28	STAPLED SECURITIES	68
17/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	17,750	42,067.50	STAPLED SECURITIES	17,750
17/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	11,850.00	STAPLED SECURITIES	5,000
5/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,000	2,280.00	STAPLED SECURITIES	1,000
10/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,400	7,752.00	STAPLED SECURITIES	3,400
12/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,000	2,280.00	STAPLED SECURITIES	1,000
12/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	4,560.00	STAPLED SECURITIES	2,000
16/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	263	599.64	STAPLED SECURITIES	263
25/03/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-168	-372.96	STAPLED SECURITIES	168
<b>Total</b>			<b>65,624</b>	<b>148,717.34</b>		
<b>Westpac RE Limited Total :</b>			<b>65,624</b>	<b>148,717.34</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 – 27/03/2015

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
			Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	
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 ABS Series 2015 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Management Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Pty 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 Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 2 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Europe Limited	UK
Crusade Management Limited	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Trust 1A of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Holdings Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
Data Republic 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 Funds Financing Holdco Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac General Insurance Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investments Australia Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Capital Corporation	USA
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia

Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Notice saver PIE Fund	Australia
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