

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme METCASH LIMITED (MTS)

ACN/ARSN ACN 112 073 480

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 10/08/2015

The previous notice was given to the company on 23/06/2015

The previous notice was dated 19/06/2015

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	49,906,543	5.38%	60,587,756	6.53%

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
10/08/2015	WBC & its Associates , Westpac RE Limited, Asgard Capital Management Limited, Equity Desk - (WIB) Westpac Institutional Bank, BT Funds Management Limited, Westpac Financial Services Limited, Advance Asset Management Limited, BT Investment Management	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	(Fund Services) 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
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	11,924,501, Ordinary	11,924,501
Asgard Capital Management Limited	Asgard Capital Management Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	272,821, Ordinary	272,821
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	2,230,047, Ordinary	2,230,047
BT Investment Management (Fund Services) Limited	BNP Fund Services Australasia Pty Limited UBS Wealth Management HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services 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	14,464,917, Ordinary	14,464,917

		BNP Fund Services Australasia Pty Limited UBS Wealth Management	dispose of the shares.		
BT Investment Management (Institutional) Limited	National Nominees Limited Citicorp Nominees Pty Limited JP Morgan Chase Bank National Australia Bank Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited BNP Fund Services Australasia Pty Limited UBS Wealth Management National Nominees Limited Citicorp Nominees Pty Limited JP Morgan Chase Bank 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.	27,379,333, Ordinary	27,379,333
Equity Desk - (WIB) Westpac Institutional Bank	Equity Desk - (WIB) Westpac Institutional Bank HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited BNP Fund Services Australasia Pty Limited UBS Wealth Management National Nominees Limited Citicorp Nominees Pty Limited JP Morgan Chase Bank	Westpac Institutional Bank (WIB): provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for companies and institutions in Australia and New Zealand. In this capacity, can exercise the power to vote or dispose of the shares. * WIB is a business name of the Westpac Banking Corporation.	325,138, Ordinary	325,138

		National Australia Bank Limited Equity Desk - (WIB) Westpac Institutional Bank			
Westpac Financial Services Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited BNP Fund Services Australasia Pty Limited UBS Wealth Management National Nominees Limited Citicorp Nominees Pty Limited JP Morgan Chase Bank National Australia Bank Limited Equity Desk - (WIB) Westpac Institutional Bank	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	3,985,145, Ordinary	3,985,145
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Westpac RE 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.	5,854, Ordinary	5,854

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 Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Equity Desk - (WIB) Westpac Institutional Bank	Level 20, Westpac Place, 275 Kent Street Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Financial Services 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 (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
METCASH LIMITED	The Company Secretary, METCASH LIMITED (MTS) 50 Waterloo Park MACQUARIE PARK NSW 2113 Tel: 02 9751 8200 Fax: 02 9741 3027

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 12/08/2015

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 – 12/08/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 20/06/2015 to 10/08/2015

SECURITY: MTS

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	137,183	148,157.64	Ordinary	137,183
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	151,603	162,215.21	Ordinary	151,603
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	88,381	94,567.67	Ordinary	88,381
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	73,491	79,370.28	Ordinary	73,491
7/08/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,925,643	0	Ordinary	3,925,643
Total			4,376,301	484,310.80		
Advance Asset Management Limited Total :			4,376,301	484,310.80		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/06/2015	Asgard Capital Management Limited	Sale	-4,154	-4,860.18	Ordinary	4,154
26/06/2015	Asgard Capital Management Limited	Sale	-1,038	-1,172.94	Ordinary	1,038
15/07/2015	Asgard Capital Management Limited	Sale	-1,558	-1,667.06	Ordinary	1,558
20/07/2015	Asgard Capital Management Limited	Sale	-548	-635.68	Ordinary	548
20/07/2015	Asgard Capital Management Limited	Sale	-352	-401.28	Ordinary	352
29/07/2015	Asgard Capital Management Limited	Sale	-2,000	-2,140.00	Ordinary	2,000
6/08/2015	Asgard Capital Management Limited	Sale	-3,081	-3,697.20	Ordinary	3,081
Total			-12,731	-14,574.34		
Asgard Capital Management Limited Total :			-12,731	-14,574.34		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/07/2015	Asgard Capital Management Limited	Sale	-2,617	-2,957.21	Ordinary	2,617
7/07/2015	Asgard Capital Management Limited	Sale	-10,000	-10,800.00	Ordinary	10,000
7/07/2015	Asgard Capital Management Limited	Sale	-2,683	-2,843.98	Ordinary	2,683
10/07/2015	Asgard Capital Management Limited	Sale	-5,555	-5,888.30	Ordinary	5,555
15/07/2015	Asgard Capital Management Limited	Sale	-3,423	-3,628.38	Ordinary	3,423
16/07/2015	Asgard Capital Management Limited	Sale	-5,807	-6,155.42	Ordinary	5,807
22/07/2015	Asgard Capital Management Limited	Purchase	3,424	3,766.40	Ordinary	3,424
22/07/2015	Asgard Capital Management Limited	Sale	-3,424	-3,766.40	Ordinary	3,424

28/07/2015	Asgard Capital Management Limited	Sale	-2,462	-2,585.10	Ordinary	2,462
4/08/2015	Asgard Capital Management Limited	Sale	-4,000	-4,760.00	Ordinary	4,000
5/08/2015	Asgard Capital Management Limited	Sale	-3,200	-3,776.00	Ordinary	3,200
Total			-39,747	-43,394.39		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/06/2015	BT Portfolio Services Limited	Sale	-2,599	-3,017.44	Ordinary	2,599
22/06/2015	BT Portfolio Services Limited	Sale	-6,450	-7,542.63	Ordinary	6,450
22/06/2015	BT Portfolio Services Limited	Sale	-8,071	-9,447.11	Ordinary	8,071
22/06/2015	BT Portfolio Services Limited	Sale	-2,385	-2,772.09	Ordinary	2,385
22/06/2015	BT Portfolio Services Limited	Sale	-7,080	-8,318.29	Ordinary	7,080
22/06/2015	BT Portfolio Services Limited	Sale	-11,800	-13,946.42	Ordinary	11,800
23/06/2015	BT Portfolio Services Limited	Sale	-5,514	-6,525.27	Ordinary	5,514
23/06/2015	BT Portfolio Services Limited	Purchase	3,518	4,099.53	Ordinary	3,518
23/06/2015	BT Portfolio Services Limited	Sale	-3,300	-3,923.70	Ordinary	3,300
23/06/2015	BT Portfolio Services Limited	Sale	-6,425	-7,673.38	Ordinary	6,425
23/06/2015	BT Portfolio Services Limited	Sale	-1,600	-1,904.00	Ordinary	1,600
24/06/2015	BT Portfolio Services Limited	Sale	-6,906	-7,905.30	Ordinary	6,906
24/06/2015	BT Portfolio Services Limited	Purchase	12,950	15,042.72	Ordinary	12,950
25/06/2015	BT Portfolio Services Limited	Sale	-2,120	-2,380.55	Ordinary	2,120
25/06/2015	BT Portfolio Services Limited	Sale	-900	-983.97	Ordinary	900
26/06/2015	BT Portfolio Services Limited	Sale	-2,561	-2,819.15	Ordinary	2,561
29/06/2015	BT Portfolio Services Limited	Sale	-5,000	-5,338.50	Ordinary	5,000
29/06/2015	BT Portfolio Services Limited	Sale	-1,886	-1,972.19	Ordinary	1,886
29/06/2015	BT Portfolio Services Limited	Sale	-4,076	-4,365.80	Ordinary	4,076
1/07/2015	BT Portfolio Services Limited	Sale	-1,291	-1,396.73	Ordinary	1,291
1/07/2015	BT Portfolio Services Limited	Sale	-5,380	-5,935.22	Ordinary	5,380
3/07/2015	BT Portfolio Services Limited	Sale	-3,445	-3,908.35	Ordinary	3,445
6/07/2015	BT Portfolio Services Limited	Sale	-1,000	-1,037.00	Ordinary	1,000
6/07/2015	BT Portfolio Services Limited	Sale	-2,500	-2,800.00	Ordinary	2,500
6/07/2015	BT Portfolio Services Limited	Purchase	2,500	2,800.00	Ordinary	2,500
8/07/2015	BT Portfolio Services Limited	Sale	-1,495	-1,534.77	Ordinary	1,495
8/07/2015	BT Portfolio Services Limited	Sale	-2,132	-2,249.26	Ordinary	2,132
8/07/2015	BT Portfolio Services Limited	Sale	-4,710	-4,932.78	Ordinary	4,710
8/07/2015	BT Portfolio Services Limited	Purchase	23,625	24,484.95	Ordinary	23,625
8/07/2015	BT Portfolio Services Limited	Sale	-1,942	-1,973.65	Ordinary	1,942
8/07/2015	BT Portfolio Services Limited	Purchase	2,132	2,249.26	Ordinary	2,132
9/07/2015	BT Portfolio Services Limited	Purchase	1,493	1,560.19	Ordinary	1,493
9/07/2015	BT Portfolio Services Limited	Sale	-760	-794.2	Ordinary	760
9/07/2015	BT Portfolio Services Limited	Sale	-500	-522.5	Ordinary	500
9/07/2015	BT Portfolio Services Limited	Sale	-233	-243.49	Ordinary	233
10/07/2015	BT Portfolio Services Limited	Sale	-2,663	-2,786.56	Ordinary	2,663
10/07/2015	BT Portfolio Services Limited	Sale	-2,530	-2,632.72	Ordinary	2,530
10/07/2015	BT Portfolio Services Limited	Purchase	4,198	4,496.90	Ordinary	4,198
13/07/2015	BT Portfolio Services Limited	Purchase	10,000	10,550.00	Ordinary	10,000
13/07/2015	BT Portfolio Services Limited	Sale	-5,000	-5,275.00	Ordinary	5,000
13/07/2015	BT Portfolio Services Limited	Sale	-1,060	-1,118.30	Ordinary	1,060
13/07/2015	BT Portfolio Services Limited	Sale	-2,000	-2,110.00	Ordinary	2,000
13/07/2015	BT Portfolio Services Limited	Sale	-1,940	-2,046.70	Ordinary	1,940
14/07/2015	BT Portfolio Services Limited	Sale	-813	-825.44	Ordinary	813
16/07/2015	BT Portfolio Services Limited	Sale	-2,725	-2,859.07	Ordinary	2,725
22/07/2015	BT Portfolio Services Limited	Sale	-3,410	-3,825.34	Ordinary	3,410
22/07/2015	BT Portfolio Services Limited	Sale	-1,420	-1,570.80	Ordinary	1,420

22/07/2015	BT Portfolio Services Limited	Sale	-8,520	-9,548.36	Ordinary	8,520
27/07/2015	BT Portfolio Services Limited	Sale	-10,000	-10,550.00	Ordinary	10,000
27/07/2015	BT Portfolio Services Limited	Purchase	10,000	10,550.00	Ordinary	10,000
30/07/2015	BT Portfolio Services Limited	Sale	-3,725	-4,135.50	Ordinary	3,725
30/07/2015	BT Portfolio Services Limited	Sale	-3,161	-3,543.48	Ordinary	3,161
30/07/2015	BT Portfolio Services Limited	Sale	-2,366	-2,697.24	Ordinary	2,366
30/07/2015	BT Portfolio Services Limited	Purchase	2,366	2,697.24	Ordinary	2,366
31/07/2015	BT Portfolio Services Limited	Sale	-4,320	-4,846.61	Ordinary	4,320
31/07/2015	BT Portfolio Services Limited	Sale	-2,482	-2,774.63	Ordinary	2,482
3/08/2015	BT Portfolio Services Limited	Sale	-2,188	-2,490.82	Ordinary	2,188
3/08/2015	BT Portfolio Services Limited	Sale	-3,546	-4,059.46	Ordinary	3,546
4/08/2015	BT Portfolio Services Limited	Sale	-6,250	-7,276.25	Ordinary	6,250
4/08/2015	BT Portfolio Services Limited	Sale	-2,380	-2,807.69	Ordinary	2,380
4/08/2015	BT Portfolio Services Limited	Sale	-1,600	-1,875.68	Ordinary	1,600
4/08/2015	BT Portfolio Services Limited	Sale	-1,918	-2,236.58	Ordinary	1,918
Total			-107,296	-123,525.17		
BT Funds Management Limited Total :			-147,043	-166,919.56		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	BNP Fund Services Australasia Pty Limited	Purchase	36,090	38,616.30	Ordinary	36,090
6/07/2015	BNP Fund Services Australasia Pty Limited	Purchase	17,495	18,894.60	Ordinary	17,495
6/07/2015	BNP Fund Services Australasia Pty Limited	Purchase	21,040	22,512.80	Ordinary	21,040
6/07/2015	BNP Fund Services Australasia Pty Limited	Purchase	32,658	35,270.64	Ordinary	32,658
Total			107,283	115,294.34		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	186,038	202,781.42	Ordinary	186,038
2/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	250,774	288,390.10	Ordinary	250,774
3/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	118,094	134,627.16	Ordinary	118,094
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	41,820	45,165.60	Ordinary	41,820
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	22,404	24,196.32	Ordinary	22,404
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	26,943	28,829.01	Ordinary	26,943
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	46,215	49,450.05	Ordinary	46,215
17/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	277,015	307,486.65	Ordinary	277,015
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	20,716	22,787.60	Ordinary	20,716
23/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	241,033	255,494.98	Ordinary	241,033
27/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	70,636	73,461.44	Ordinary	70,636
30/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	235,762	268,768.68	Ordinary	235,762
Total			1,537,450	1,701,439.01		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	UBS Wealth Management	Purchase	60,972	65,849.76	Ordinary	60,972
6/07/2015	UBS Wealth Management	Purchase	32,664	35,277.12	Ordinary	32,664
6/07/2015	UBS Wealth Management	Purchase	67,382	72,098.74	Ordinary	67,382
6/07/2015	UBS Wealth Management	Purchase	39,282	42,031.74	Ordinary	39,282
Total			200,300	215,257.36		

BT Investment Management (Fund Services) Limited Total : **1,845,033** **2,031,990.71**

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	Citicorp Nominees Pty Limited	Purchase	68,435	73,225.45	Ordinary	68,435
6/07/2015	Citicorp Nominees Pty Limited	Purchase	33,174	35,827.92	Ordinary	33,174
6/07/2015	Citicorp Nominees Pty Limited	Purchase	39,896	42,688.72	Ordinary	39,896
6/07/2015	Citicorp Nominees Pty Limited	Purchase	61,926	66,880.08	Ordinary	61,926
Total			203,431	218,622.17		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	JP Morgan Chase Bank	Purchase	77,385	82,801.95	Ordinary	77,385
6/07/2015	JP Morgan Chase Bank	Purchase	45,115	48,273.05	Ordinary	45,115
6/07/2015	JP Morgan Chase Bank	Purchase	39,504	42,269.28	Ordinary	39,504
6/07/2015	JP Morgan Chase Bank	Purchase	23,031	24,643.17	Ordinary	23,031
6/07/2015	JP Morgan Chase Bank	Purchase	37,514	40,515.12	Ordinary	37,514
6/07/2015	JP Morgan Chase Bank	Purchase	70,026	75,628.08	Ordinary	70,026
6/07/2015	JP Morgan Chase Bank	Purchase	19,151	20,683.08	Ordinary	19,151
6/07/2015	JP Morgan Chase Bank	Purchase	35,748	38,607.84	Ordinary	35,748
Total			347,474	373,421.57		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/06/2015	National Australia Bank Limited	Purchase	805,170	877,635.30	Ordinary	805,170
2/07/2015	National Australia Bank Limited	Purchase	1,076,425	1,237,888.75	Ordinary	1,076,425
3/07/2015	National Australia Bank Limited	Purchase	506,906	577,872.84	Ordinary	506,906
6/07/2015	National Australia Bank Limited	Purchase	11,444	12,245.08	Ordinary	11,444
6/07/2015	National Australia Bank Limited	Purchase	9,516	10,277.28	Ordinary	9,516
6/07/2015	National Australia Bank Limited	Purchase	17,763	19,184.04	Ordinary	17,763
6/07/2015	National Australia Bank Limited	Purchase	19,630	21,004.10	Ordinary	19,630
6/07/2015	National Australia Bank Limited	Purchase	191,516	204,922.12	Ordinary	191,516
6/07/2015	National Australia Bank Limited	Purchase	111,649	119,464.43	Ordinary	111,649
6/07/2015	National Australia Bank Limited	Purchase	92,839	100,266.12	Ordinary	92,839
6/07/2015	National Australia Bank Limited	Purchase	173,299	187,162.92	Ordinary	173,299
27/07/2015	National Australia Bank Limited	Purchase	659,597	685,980.88	Ordinary	659,597
Total			3,675,754	4,053,903.86		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	National Nominees Limited	Purchase	28,489	30,768.12	Ordinary	28,489
6/07/2015	National Nominees Limited	Purchase	53,180	57,434.40	Ordinary	53,180
6/07/2015	National Nominees Limited	Purchase	58,770	62,883.90	Ordinary	58,770
6/07/2015	National Nominees Limited	Purchase	34,261	36,659.27	Ordinary	34,261
20/07/2015	National Nominees Limited	Purchase	170,539	194,414.46	Ordinary	170,539
Total			345,239	382,160.15		

BT Investment Management (Institutional) Limited Total : **4,571,898** **5,028,107.75**

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	613	1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	103	181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	81	247.86	Ordinary	81
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	91	242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-81	-247.86	Ordinary	81
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	613	1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	81	247.86	Ordinary	81
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	91	242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	103	181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-81	-247.86	Ordinary	81
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-103	-181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	103	181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-613	-1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-613	-1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-91	-242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-103	-181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	613	1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-613	-1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	81	247.86	Ordinary	81
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	91	242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-91	-242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	10,280.00	Ordinary	2,000
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	613	1,857.39	Ordinary	613
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	91	242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-91	-242.06	Ordinary	91
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-103	-181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-81	-247.86	Ordinary	81
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	103	181.28	Ordinary	103
22/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	81	247.86	Ordinary	81
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,000	-2,180.00	Ordinary	2,000
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-81	-88.29	Ordinary	81
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-613	-668.17	Ordinary	613
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-91	-99.19	Ordinary	91
29/07/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-103	-112.27	Ordinary	103
Total				9,660.67		
Westpac RE Limited Total :				9,660.67		

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,425	16,659.00	Ordinary	15,425
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	17,046	18,239.22	Ordinary	17,046
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,938	10,633.66	Ordinary	9,938
6/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,263	8,924.04	Ordinary	8,263

Total	50,672	54,455.92
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Westpac Financial Services Limited Total :	50,672	54,455.92
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Equity Desk - (WIB) Westpac Institutional Bank *

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/06/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-50,184	-56,707.92	Ordinary	50,184
25/06/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-37,916	-42,845.08	Ordinary	37,916
25/06/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	88,100	96,918.81	Ordinary	88,100
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	7,208	8,361.28	Ordinary	7,208
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	20,000	23,200.00	Ordinary	20,000
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,258	2,619.28	Ordinary	2,258
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	718	832.88	Ordinary	718
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,058	2,387.28	Ordinary	2,058
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	9,000	10,440.00	Ordinary	9,000
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	4,706	5,458.96	Ordinary	4,706
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	27	31.25	Ordinary	27
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	4,294	4,981.04	Ordinary	4,294
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,258	2,619.28	Ordinary	2,258
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,258	2,619.28	Ordinary	2,258
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	7,176	8,324.16	Ordinary	7,176
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	5,000	5,800.00	Ordinary	5,000
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	9,000	10,440.00	Ordinary	9,000
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,258	2,619.28	Ordinary	2,258
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-103,221	-119,736.36	Ordinary	103,221
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	8,000	9,280.00	Ordinary	8,000
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,258	2,619.28	Ordinary	2,258
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	2,258	2,619.28	Ordinary	2,258
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	3,454	4,006.64	Ordinary	3,454
2/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	9,032	10,477.12	Ordinary	9,032
10/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	54,498	57,495.39	Ordinary	54,498
10/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	502	529.61	Ordinary	502
16/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	11,033	11,639.82	Ordinary	11,033
16/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	967	1,020.19	Ordinary	967
20/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	39,000	44,268.90	Ordinary	39,000
24/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	59,081	62,040.96	Ordinary	59,081
24/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	4,431	4,652.99	Ordinary	4,431
24/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	17,786	18,677.08	Ordinary	17,786
24/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	15,091	15,847.06	Ordinary	15,091
24/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	3,611	3,791.91	Ordinary	3,611
27/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Purchase	8,000	8,440.00	Ordinary	8,000
29/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-22,000	-24,422.20	Ordinary	22,000
30/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-17,000	-19,380.00	Ordinary	17,000
31/07/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-2,900	-3,335.00	Ordinary	2,900
7/08/2015	Equity Desk - (WIB) Westpac Institutional Bank	Sale	-12,000	-13,981.20	Ordinary	12,000
Total			160,100	164,651.24		
Equity Desk - (WIB) Westpac Institutional Bank * Total :			160,100	164,651.24		

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 – 12/08/2015

Westpac Banking Corporation	Australia	Seed Pool Trust No. 2	Australia
1925 (Commercial) Pty Limited	Australia	Series 2008-1M WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-1 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-2 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2011-3 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2013-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2014-2 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2015-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Australian Loan Processing Security Company Pty Ltd	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Business Finance Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Custodial Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Equity Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Life Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Sydney Capital Corp Inc.	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management No.2 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
Canning Park Capital Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Waratah Securities Australia Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance Australia Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Altitude Rewards Trust	Australia

Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Markets Holding Corp.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets LLC	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Management Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 2 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Management Limited	Australia	Westpac Financial Consultants Limited	Australia
Crusade 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 Funding Holdings 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 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
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities NZ Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Singapore Limited	Singapore
Pashley Investments Pty Limited	Australia	Westpac Structured Products Limited	Australia
Qvalent Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Term PIE Fund	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac TPS Trust	Australia
Sallmoor Pty Limited	Australia	Westpac Unit Trust	Australia
Securitor Financial Group Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.4% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.4%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia