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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme 3P LEARNING LIMITED (3PL)

ACN/ARSN ACN 103 827 836

#### 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

The holder became a substantial holder on 30/09/2015

#### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	6,838,127	6,838,127	
Total	6,838,127	6,838,127	5.07%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	1,699,884	Ordinary
BT Funds Management (NZ) 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.	4,647,580	Ordinary
BT Funds Management Limited	BT Funds Management Limited is the manager of various	6,000	Ordinary

	superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.		
Westpac RE 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.	484,663	Ordinary

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
BT Funds Management Limited	BT Portfolio Services Limited	See Annexure 'A'	6,000 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	484,663 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,699,884 Ordinary
BT Funds Management (NZ) Limited	NZ Guardian Nominees Ltd	See Annexure 'A'	4,647,580 Ordinary

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

#### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder 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 Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset 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
3P LEARNING LIMITED (3PL)	The Company Secretary, 3P Learning Limited (3PL) Level 18, 124 Walker Street North Sydney NSW 2060  Tel: +61 2 9019 2800 Fax: +61 2 8214 5869

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 2/10/2015

## **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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (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) 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.

**ANNEXURE A**

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 02/10/2015

Sales & Purchases for the period : 30/05/2015 to 30/09/2015

SECURITY: 3PL

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**Advance Asset Management Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
1/06/2015	HSBC Custody Nominees (Australia) Limited.	-948	-2,322.60	Ordinary
1/06/2015	HSBC Custody Nominees (Australia) Limited.	-989	-2,423.05	Ordinary
2/06/2015	HSBC Custody Nominees (Australia) Limited.	-461	-1,129.45	Ordinary
9/06/2015	HSBC Custody Nominees (Australia) Limited.	36,000	86,760.00	Ordinary
11/06/2015	HSBC Custody Nominees (Australia) Limited.	45,000	106,650.00	Ordinary
26/06/2015	HSBC Custody Nominees (Australia) Limited.	47,000	105,280.00	Ordinary
20/07/2015	HSBC Custody Nominees (Australia) Limited.	60,000	129,000.00	Ordinary
21/07/2015	HSBC Custody Nominees (Australia) Limited.	45,000	96,750.00	Ordinary
22/07/2015	HSBC Custody Nominees (Australia) Limited.	25,547	57,480.75	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	36,153	81,705.78	Ordinary
24/07/2015	HSBC Custody Nominees (Australia) Limited.	123,300	284,823.00	Ordinary
27/07/2015	HSBC Custody Nominees (Australia) Limited.	65,000	150,800.00	Ordinary
3/08/2015	HSBC Custody Nominees (Australia) Limited.	-15,353	-34,083.66	Ordinary
3/08/2015	HSBC Custody Nominees (Australia) Limited.	-37,663	-83,611.86	Ordinary
4/08/2015	HSBC Custody Nominees (Australia) Limited.	-12,046	-26,621.66	Ordinary
4/08/2015	HSBC Custody Nominees (Australia) Limited.	-2,873	-6,291.87	Ordinary
5/08/2015	HSBC Custody Nominees (Australia) Limited.	-1,915	-4,193.85	Ordinary
5/08/2015	HSBC Custody Nominees (Australia) Limited.	-5,406	-11,731.02	Ordinary
6/08/2015	HSBC Custody Nominees (Australia) Limited.	-20,595	-44,279.25	Ordinary
7/08/2015	HSBC Custody Nominees (Australia) Limited.	-2,860	-6,177.60	Ordinary
7/08/2015	HSBC Custody Nominees (Australia) Limited.	-3,733	-8,063.28	Ordinary
7/08/2015	HSBC Custody Nominees (Australia) Limited.	-6,531	-14,106.96	Ordinary
10/08/2015	HSBC Custody Nominees (Australia) Limited.	-5,930	-12,808.80	Ordinary
10/08/2015	HSBC Custody Nominees (Australia) Limited.	-13,265	-28,652.40	Ordinary
10/08/2015	HSBC Custody Nominees (Australia) Limited.	-81,282	-174,756.30	Ordinary
10/08/2015	HSBC Custody Nominees (Australia) Limited.	-15,370	-33,045.50	Ordinary
10/08/2015	HSBC Custody Nominees (Australia) Limited.	-37,948	-81,588.20	Ordinary

11/08/2015	HSBC Custody Nominees (Australia) Limited.	-5,754	-12,198.48	Ordinary
11/08/2015	HSBC Custody Nominees (Australia) Limited.	-12,000	-25,680.00	Ordinary
12/08/2015	HSBC Custody Nominees (Australia) Limited.	-12,401	-25,794.08	Ordinary
12/08/2015	HSBC Custody Nominees (Australia) Limited.	-17,107	-35,582.56	Ordinary
13/08/2015	HSBC Custody Nominees (Australia) Limited.	-22,000	-45,320.00	Ordinary
13/08/2015	HSBC Custody Nominees (Australia) Limited.	-17,341	-36,069.28	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	-19,013	-38,026.00	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	-17,000	-34,000.00	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	-12,282	-24,564.00	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	-7,311	-14,622.00	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	-24,303	-48,606.00	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	-796	-1,584.04	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-2,329	-4,425.10	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-471	-894.90	Ordinary
1/09/2015	HSBC Custody Nominees (Australia) Limited.	-953	-1,906.00	Ordinary
1/09/2015	HSBC Custody Nominees (Australia) Limited.	-1,905	-3,810.00	Ordinary
1/09/2015	HSBC Custody Nominees (Australia) Limited.	-515	-1,030.00	Ordinary
1/09/2015	HSBC Custody Nominees (Australia) Limited.	-1,027	-2,054.00	Ordinary
2/09/2015	HSBC Custody Nominees (Australia) Limited.	500,000	955,000.00	Ordinary
7/09/2015	HSBC Custody Nominees (Australia) Limited.	6,140	11,788.80	Ordinary
8/09/2015	HSBC Custody Nominees (Australia) Limited.	423,938	830,918.48	Ordinary
8/09/2015	HSBC Custody Nominees (Australia) Limited.	100,000	197,000.00	Ordinary
14/09/2015	HSBC Custody Nominees (Australia) Limited.	105,635	205,988.25	Ordinary
25/09/2015	HSBC Custody Nominees (Australia) Limited.	44,365	82,075.25	Ordinary
	<b>Total</b>	<b>1,223,402</b>	<b>2,449,966.56</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited</b>			
	<b>Total :</b>	<b>1,223,402</b>	<b>2,449,966.56</b>	

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**BT Funds Management (NZ) Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
2/06/2015	NZ Guardian Nominees Ltd	16,802	44,542.10	Ordinary
2/06/2015	NZ Guardian Nominees Ltd	4,201	11,136.85	Ordinary
5/06/2015	NZ Guardian Nominees Ltd	2,066	5,413.13	Ordinary
5/06/2015	NZ Guardian Nominees Ltd	8,264	21,652.51	Ordinary
9/06/2015	NZ Guardian Nominees Ltd	5,043	12,996.32	Ordinary
25/06/2015	NZ Guardian Nominees Ltd	87,835	221,352.98	Ordinary
26/06/2015	NZ Guardian Nominees Ltd	5,071	12,478.72	Ordinary
26/06/2015	NZ Guardian Nominees Ltd	5,071	12,478.72	Ordinary

30/06/2015	NZ Guardian Nominees Ltd	9,660	23,962.60	Ordinary
30/06/2015	NZ Guardian Nominees Ltd	9,660	23,962.60	Ordinary
1/07/2015	NZ Guardian Nominees Ltd	-1,302,867	-3,450,903.82	Ordinary
1/07/2015	NZ Guardian Nominees Ltd	1,302,867	3,450,903.82	Ordinary
1/07/2015	NZ Guardian Nominees Ltd	503,620	1,345,521.55	Ordinary
1/07/2015	NZ Guardian Nominees Ltd	18,000	44,602.20	Ordinary
1/07/2015	NZ Guardian Nominees Ltd	-503,620	-1,345,521.55	Ordinary
2/07/2015	NZ Guardian Nominees Ltd	6,000	14,749.80	Ordinary
6/07/2015	NZ Guardian Nominees Ltd	10,000	23,610.00	Ordinary
7/07/2015	NZ Guardian Nominees Ltd	8,159	19,497.56	Ordinary
17/07/2015	NZ Guardian Nominees Ltd	27,274	65,746.70	Ordinary
29/07/2015	NZ Guardian Nominees Ltd	19,541	48,371.79	Ordinary
30/07/2015	NZ Guardian Nominees Ltd	55,354	137,455.05	Ordinary
31/07/2015	NZ Guardian Nominees Ltd	25,000	61,905.00	Ordinary
6/08/2015	NZ Guardian Nominees Ltd	7,516	18,239.08	Ordinary
6/08/2015	NZ Guardian Nominees Ltd	37,581	91,197.81	Ordinary
12/08/2015	NZ Guardian Nominees Ltd	7,800	18,124.86	Ordinary
12/08/2015	NZ Guardian Nominees Ltd	39,000	90,624.30	Ordinary
14/08/2015	NZ Guardian Nominees Ltd	7,285	16,382.51	Ordinary
14/08/2015	NZ Guardian Nominees Ltd	36,424	81,910.29	Ordinary
17/08/2015	NZ Guardian Nominees Ltd	4,721	10,382.90	Ordinary
17/08/2015	NZ Guardian Nominees Ltd	23,607	51,918.88	Ordinary
18/08/2015	NZ Guardian Nominees Ltd	9,879	20,617.47	Ordinary
18/08/2015	NZ Guardian Nominees Ltd	42,810	89,344.47	Ordinary
19/08/2015	NZ Guardian Nominees Ltd	5,576	12,085.98	Ordinary
21/08/2015	NZ Guardian Nominees Ltd	27,946	59,673.09	Ordinary
24/08/2015	NZ Guardian Nominees Ltd	8,251	17,549.05	Ordinary
25/08/2015	NZ Guardian Nominees Ltd	24,097	49,649.46	Ordinary
27/08/2015	NZ Guardian Nominees Ltd	33,500	74,152.25	Ordinary
27/08/2015	NZ Guardian Nominees Ltd	47,337	110,839.59	Ordinary
27/08/2015	NZ Guardian Nominees Ltd	155,000	343,092.50	Ordinary
27/08/2015	NZ Guardian Nominees Ltd	206,254	482,943.74	Ordinary
3/09/2015	NZ Guardian Nominees Ltd	108,000	237,740.40	Ordinary
3/09/2015	NZ Guardian Nominees Ltd	792,000	1,743,429.60	Ordinary
9/09/2015	NZ Guardian Nominees Ltd	7,181	14,746.90	Ordinary
23/09/2015	NZ Guardian Nominees Ltd	10,000	20,239.00	Ordinary
23/09/2015	NZ Guardian Nominees Ltd	30,000	60,717.00	Ordinary
29/09/2015	NZ Guardian Nominees Ltd	176,000	361,134.40	Ordinary
29/09/2015	NZ Guardian Nominees Ltd	824,000	1,690,765.60	Ordinary
	<b>Total</b>	<b>2,994,766</b>	<b>6,573,415.75</b>	<b>Ordinary</b>

**BT Funds Management (NZ) Limited Total**

**:** **2,994,766** **6,573,415.75**

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**Westpac RE Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
25/09/2015	HSBC Custody Nominees (Australia) Limited.	25,500	46,920.00	Ordinary
29/09/2015	HSBC Custody Nominees (Australia) Limited.	31,800	59,466.00	Ordinary
	<b>Total</b>	<b>57,300</b>	<b>106,386.00</b>	<b>Ordinary</b>
	<b>Westpac RE Limited Total :</b>	<b>57,300</b>	<b>106,386.00</b>	

## ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 30/09/2015

Westpac Banking Corporation	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2005-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-3 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2012-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Southern Cross Inc.	USA
Athena Finance Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Insurance Australia Pty Limited	Australia
BLE Capital Limited	Australia	St.George Life Limited	Australia
BLE Development Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Financial Group (NZ) Limited	New Zealand	Tasman LLC	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
BTIM UK Limited	UK	Westpac Administration Pty Limited	Australia



Castlereagh Trust	Australia	Westpac Altitude Rewards Trust	Australia
CBA Limited	Australia	Westpac Americas Inc.	USA
Challenge Finance Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
Crusade ABS Series 2008-2	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Management Pty Limited	Australia	Westpac Capital Corporation	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 50	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 54	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2004	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Gemini Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia

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

Note: Westpac 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 (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia