# **Form 604**

#### Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

<u>To</u> 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 24/12/2015

The previous notice was given to the company on 03/11/2015

The previous notice was dated 30/10/2015

#### 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                | 72,191,795      | 7.78%            | 81,615,910     | 8.79%            |  |
| SHARES                  |                 |                  |                |                  |  |

## 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<br>given in<br>relation to<br>change (7) | Class and<br>number of<br>securities<br>affected | Person's<br>votes<br>affected |
|----------------|---|------------------------|--|--|-------------------------------|
| 24/12/2015     | WBC & its Associates Asgard Capital Management Limited, Equity Desk - (WIB) Westpac Institutional Bank *, Westpac RE Limited, BT Funds Management Limited, Westpac Financial Services Limited, Advance Asset Management Limited, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited | See<br>Annexure<br>'A' | See<br>Annexure<br>'A'                                 | See<br>Annexure<br>'A'                           | See<br>Annexure<br>'A'        |

## 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest                            | Registered<br>holder of<br>securities  | Person entitled<br>to be registered<br>as holder (8)   | Nature of relevant interest (6)  | Class and<br>Number of<br>securities | Person's votes |
|--|--|--|--|--------------------------------------|----------------|
| Advance Asset<br>Management<br>Limited                 | HSBC Custody<br>Nominees<br>(Australia)<br>Limited.  | HSBC Custody<br>Nominees<br>(Australia)<br>Limited.  | Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.  | 12,170,611,<br>Ordinary              | 12,170,611     |
| Asgard Capital<br>Management<br>Limited                | Asgard Capital<br>Management<br>Limited  | HSBC Custody<br>Nominees<br>(Australia)<br>Limited.<br>Asgard Capital<br>Management<br>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. | 224,062,<br>Ordinary                 | 224,062        |
| BT Funds<br>Management<br>Limited                      | Asgard Capital<br>Management<br>Limited<br>BT Portfolio<br>Services Limited                                  | HSBC Custody<br>Nominees<br>(Australia)<br>Limited.<br>Asgard Capital<br>Management<br>Limited<br>BT Portfolio<br>Services Limited   | BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.  | 1,739,494,<br>Ordinary               | 1,739,494      |
| BT Investment<br>Management (Fund<br>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  BNP Fund Services Australasia Pty Limited  UBS Wealth Management | 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.   | 24,841,881,<br>Ordinary              | 24,841,881     |

| BT Investment Management (Institutional)         | Permanent<br>Trustee Australia<br>Limited   | HSBC Custody<br>Nominees<br>(Australia)   | BT Investment<br>Management<br>(Institutional)  | 35,966,623,<br>Ordinary | 35,966,623 |
|--|---|---|---|-------------------------|------------|
| (Institutional) Limited                          | Citicorp Nominees Pty Limited  National Nominees Limited  JP Morgan Chase Bank  National Australia Bank Limited | Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited  BNP Fund Services Australasia Pty Limited  UBS Wealth Management  Permanent Trustee Australia Limited  Citicorp Nominees Pty Limited  National Nominees Limited  JP Morgan Chase Bank  National Australia Bank Limited                | 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.  |                         |            |
| Equity Desk - (WIB) Westpac Institutional Bank * | Equity Desk - (WIB) Westpac Institutional Bank  | HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited  BNP Fund Services Australasia Pty Limited  UBS Wealth Management Trustee Australia Limited  Citicorp Nominees Pty Limited  National Nominees Limited  JP Morgan Chase Bank  National Australia 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. | 691,277,<br>Ordinary    | 691,277    |

|                                       |   | Limited   |  |                        |           |
|---------------------------------------|---|---|--|------------------------|-----------|
|                                       |   | Equity Desk -<br>(WIB) Westpac<br>Institutional<br>Bank   |  |                        |           |
| Westpac Financial<br>Services Limited | BT Portfolio<br>Services Limited<br>HSBC Custody<br>Nominees<br>(Australia)<br>Limited. | HSBC Custody Nominees (Australia) Limited.  Asgard Capital Management Limited  BT Portfolio Services Limited  BNP Fund Services Australasia Pty Limited  UBS Wealth Management Trustee Australia Limited  Citicorp Nominees Pty Limited  National Nominees 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.                       | 5,061,699,<br>Ordinary | 5,061,699 |
| Westpac RE Limited                    | HSBC Custody<br>Nominees<br>(Australia)<br>Limited.                                     | HSBC Custody<br>Nominees<br>(Australia)<br>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. | 920,263,<br>Ordinary   | 920,263   |

## 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:

| 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   |
| 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 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   |
| 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)                    | Level 14, Chifley Tower, 2 Chifley Square,       |
| Limited   | Sydney NSW 2000                                  |
| BT Investment Management (Institutional)                    | Level 14, Chifley Tower, 2 Chifley Square,       |
| Limited   | Sydney NSW 2000                                  |
| METCASH LIMITED   | The Company Secretary,                           |
|   | METCASH LIMITED (MTS)                            |
|   | 50 Waterloo Road,                                |
|   | MACQUARIE PARK NSW 2113                          |
|   | Tel: 02 9751 8200                                |
|   | Fax: 02 9741 3027                                |
|   | 144. 02 // 11 302/                               |

# **Signature**

| Print name | Tim Hartin | Capacity | Company Secretary |
|------------|------------|----------|-------------------|
|            |            |          |                   |
|            |            |          |                   |
| Sign here  |            | Date     | 30/12/2015        |

#### 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.
- $(3) \quad \text{See the definition of "relevant interest" in sections 608 and 671B (7) of the Corporations Act 2001.$
- (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

Page 6 of 17

#### 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 30/12/2015

# TRANSACTION HISTORY

Sales & Purchases for the period : 31/10/2015 to 24/12/2015

SECURITY: MTS

## Advance Asset Management Limited

| Date       | Registered Company                            | Nature of<br>Change | Quantity | Consideration | Class of<br>Securities | Person's<br>votes<br>affected |
|------------|---|---------------------|----------|---------------|------------------------|-------------------------------|
| 16/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Purchase            | 195,833  | 244,791.25    | Ordinary               | 195,833                       |
| 16/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Purchase            | 16,285   | 20,193.40     | Ordinary               | 16,285                        |
| 16/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -4,500   | -5,625.00     | Ordinary               | 4,500                         |
|            | HSBC Custody Nominees (Australia)             | Purchase            | 219,243  | 289,400.76    | ·                      | •                             |
| 24/11/2015 | Limited. HSBC Custody Nominees (Australia)    |                     | -741     | -985.53       | Ordinary               | 219,243                       |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -1,051   | -1,408.34     | Ordinary               | 741                           |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -35,833  | -48,016.22    | Ordinary               | 1,051                         |
| 26/11/2015 | Limited.<br>HSBC Custody Nominees (Australia) | Sale                | -3,816   | -5,113.44     | Ordinary               | 35,833                        |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -1,028   | -1,377.52     | Ordinary               | 3,816                         |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -6,321   | -8,470.14     | Ordinary               | 1,028                         |
| 26/11/2015 | Limited.<br>HSBC Custody Nominees (Australia) | Sale                | -836     | -1,120.24     | Ordinary               | 6,321                         |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -2,627   | -3,493.91     | Ordinary               | 836                           |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -10,832  | -14,514.88    | Ordinary               | 2,627                         |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -1,511   |               | Ordinary               | 10,832                        |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -2,988   | -2,024.74     | Ordinary               | 1,511                         |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -648     | -4,003.92     | Ordinary               | 2,988                         |
| 26/11/2015 | Limited. HSBC Custody Nominees (Australia)    | Sale                | -5,555   | -868.32       | Ordinary               | 648                           |
| 26/11/2015 | Limited.                                      | Sale                |          | -7,388.15     | Ordinary               | 5,555                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -3,124   | -4,186.16     | Ordinary               | 3,124                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -8,128   | -10,891.52    | Ordinary               | 8,128                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -1,576   | -2,111.84     | Ordinary               | 1,576                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -1,576   | -2,111.84     | Ordinary               | 1,576                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -967     | -1,286.11     | Ordinary               | 967                           |
| 26/11/2015 | HSBC Custody Nominees (Australia)<br>Limited. | Sale                | -2,104   | -2,819.36     | Ordinary               | 2,104                         |
| 26/11/2015 | HSBC Custody Nominees (Australia)<br>Limited. | Sale                | -1,732   | -2,320.88     | Ordinary               | 1,732                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -1,483   | -1,987.22     | Ordinary               | 1,483                         |
| 26/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -584     | -782.56       | Ordinary               | 584                           |
| 27/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -21,515  | -28,830.10    | Ordinary               | 21,515                        |
| 27/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -5,701   | -7,639.34     | Ordinary               | 5,701                         |
| 27/11/2015 | HSBC Custody Nominees (Australia) Limited.    | Sale                | -10,677  | -14,307.18    | Ordinary               | 10,677                        |
|            |   |                     |          |               | •                      |                               |

| HSBC Custody Nominees (Australia) 261,322 389,369.78  | Ordinary             | 2,222           |
|---|----------------------|-----------------|
| HSBC Custody Nominees (Australia) 35,379 57,667.77  1/12/2015 Limited. Purchase  HSBC Custody Nominees (Australia) 9,008 14,502.88  2/12/2015 Limited. Purchase | Ordinary<br>Ordinary | 35,379<br>9,008 |

# Asgard Capital Management Limited

| Date       | Registered Company                        | Nature of<br>Change | Quantity | Consideration | Class of<br>Securities | Person's<br>votes<br>affected |
|------------|---|---------------------|----------|---------------|------------------------|-------------------------------|
|            |   | •                   | 40       | 54.00         |                        |                               |
| 11/11/2015 | Asgard Capital Management Limited         | Purchase            | 15       | 20.25         | Ordinary               | 40                            |
| 11/11/2015 | Asgard Capital Management Limited         | Purchase            | 700      | 000.00        | Ordinary               | 15                            |
| 13/11/2015 | Asgard Capital Management Limited         | Sale                | -739     | -990.26       | Ordinary               | 739                           |
| 18/11/2015 | Asgard Capital Management Limited         | Sale                | -40      | -54.00        | Ordinary               | 40                            |
| 18/11/2015 |   | Purchase            | 40       | 42.00         | ,                      | 40                            |
|            | Asgard Capital Management Limited         |                     | 15       | 15.75         | Ordinary               |                               |
| 18/11/2015 | Asgard Capital Management Limited         | Purchase            | 45       |               | Ordinary               | 15                            |
| 18/11/2015 | Asgard Capital Management Limited         | Sale                | -15      | -20.25        | Ordinary               | 15                            |
| 19/11/2015 | Asgard Capital Management Limited         | Sale                | -2,918   | -4,026.84     | Ordinary               | 2,918                         |
| 14/12/2015 |   | Sale                | -2,777   | -4,193.27     | ,                      | ,                             |
|            | Asgard Capital Management Limited         |                     | -3,164   | -4,714.36     | Ordinary               | 2,777                         |
| 22/12/2015 | Asgard Capital Management Limited         | Sale                | -623     | -940.73       | Ordinary               | 3,164                         |
| 22/12/2015 | Asgard Capital Management Limited         | Sale                |          |               | Ordinary               | 623                           |
|            | Total                                     |                     | -10,166  | -14,807.71    |                        |                               |
|            | Asgard Capital Management Limited Total : |                     | -10,166  | -14,807.71    |                        |                               |

# BT Funds Management Limited

| Date       | Registered Company                | Nature of<br>Change | Quantity | Consideration | Class of<br>Securities | Person's<br>votes<br>affected |
|------------|-----------------------------------|---------------------|----------|---------------|------------------------|-------------------------------|
| 12/11/2015 | Asgard Capital Management Limited | Sale                | -5,000   | -6,750.00     | Ordinary               | 5,000                         |
| 13/11/2015 | Asgard Capital Management Limited | Sale                | -8,056   | -10,392.24    | Ordinary               | 8,056                         |
| 17/11/2015 | Asgard Capital Management Limited | Sale                | -2,233   | -2,858.24     | Ordinary               | 2,233                         |
| 1/12/2015  | Asgard Capital Management Limited | Sale                | -5,000   | -8,200.00     | Ordinary               | 5,000                         |
| 8/12/2015  | Asgard Capital Management Limited | Sale                | -2,120   | -3,349.60     | Ordinary               | 2,120                         |
| 18/12/2015 | Asgard Capital Management Limited | Sale                | -5,950   | -8,746.50     | Ordinary               | 5,950                         |
| 21/12/2015 | Asgard Capital Management Limited | Sale                | -1,000   | -1,480.00     | Ordinary               | 1.000                         |
| 21/12/2015 | Asgard Capital Management Limited | Sale                | -4,800   | -7,200.00     | Ordinary               | 4,800                         |
| 21/12/2010 | Total                             | Gaio                | -34,159  | -48,976.58    | Oramary                | 1,000                         |
|            |                                   |                     | 0        |               |                        | Dama anda                     |
| Date       | Registered Company                | Nature of<br>Change | Quantity | Consideration | Class of<br>Securities | Person's votes affected       |
| 2/11/2015  | BT Portfolio Services Limited     | Sale                | -4,850   | -5,674.50     | Ordinary               | 4,850                         |
| 4/11/2015  | BT Portfolio Services Limited     | Sale                | -3,050   | -3,715.21     | Ordinary               | 3,050                         |
| 4/11/2015  | BT Portfolio Services Limited     | Sale                | -2,000   | -2,483.60     | Ordinary               | 2,000                         |
| 4/11/2015  | BT Portfolio Services Limited     | Sale                | -2,673   | -3,331.63     | Ordinary               | 2,673                         |
| 5/11/2015  | BT Portfolio Services Limited     | Sale                | -2,622   | -3,372.15     | Ordinary               | 2,622                         |
| 6/11/2015  | BT Portfolio Services Limited     | Purchase            | 2,100    | 2,751.00      | Ordinary               | 2,100                         |
|            |                                   |                     |          |               |                        |                               |

| <b>Date</b><br>6/11/2015 | Registered Company<br>BNP Fund Services Australasia Pty<br>Limited | <b>Change</b> Purchase | 1,440           | 1,785.60      | Securities Ordinary | affected |
|--------------------------|--|------------------------|-----------------|---------------|---------------------|----------|
|                          | <u> </u>   | Nature of              | Quantity        | Consideration | Class of            | Person's |
| 3T Investmen             | Total :  t Management (Fund Services) Limited                      |                        |                 |               |                     |          |
|                          | BT Funds Management Limited  |                        | -185,839        | -264,679.20   |                     |          |
|                          | Total  |                        | -151,680        | -215,702.62   |                     |          |
| 2/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -9,518          | -14,193.24    | Ordinary            | 9,518    |
| 2/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -13,500         | -20,275.65    | Ordinary            | 13,500   |
| 1/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,436          | -2,088.95     | Ordinary            | 1,436    |
| 6/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -4,850          | -7,150.84     | Ordinary            | 4,850    |
| 5/12/2015                | BT Portfolio Services Limited                                      | Purchase               | 7,550           | 11,211.75     | Ordinary            | 7,550    |
| 5/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -7,550<br>7,550 | -11,211.75    | Ordinary            | 7,550    |
| 4/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -12,347         | -18,566.18    | Ordinary            | 12,347   |
| 0/12/2015                | BT Portfolio Services Limited                                      | Purchase               | 4,662           | 7,296.03      | Ordinary            | 4,662    |
| 0/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -4,662          | -7,296.03     | Ordinary            | 4,662    |
| 0/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -6,062          | -9,431.87     | Ordinary            | 6,062    |
| 0/12/2015                | BT Portfolio Services Limited                                      | Sale                   | -6,886          | -10,636.80    | Ordinary            | 6,886    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -1,307          | -1,977.49     | Ordinary            | 1,307    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -9,754          | -14,989.95    | Ordinary            | 9,754    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -3,953          | -5,952.43     | Ordinary            | 3,953    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -4,150          | -6,354.48     | Ordinary            | 4,150    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -1,142          | -1,779.46     | Ordinary            | 1,142    |
| /12/2015                 | BT Portfolio Services Limited                                      | Purchase               | 641             | 1,003.17      | Ordinary            | 641      |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -1,990          | -3,185.39     | Ordinary            | 1,990    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -4,500          | -7,142.40     | Ordinary            | 4,500    |
| /12/2015                 | BT Portfolio Services Limited                                      | Sale                   | -4,588          | -7,304.55     | Ordinary            | 4,588    |
| 0/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,621          | -2,407.35     | Ordinary            | 1,621    |
| 7/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -5,000          | -6,588.50     | Ordinary            | 5,000    |
| 7/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,525          | -1,999.58     | Ordinary            | 1,525    |
| 7/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -3,853          | -5,107.54     | Ordinary            | 3,853    |
| 5/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -2,100          | -2,718.03     | Ordinary            | 2,100    |
| 5/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -5,000          | -6,526.00     | Ordinary            | 5,000    |
| 4/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,199          | -1,540.36     | Ordinary            | 1,199    |
| 0/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,555          | -2,051.20     | Ordinary            | 1,555    |
| 0/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,356          | -1,784.09     | Ordinary            | 1,356    |
| 7/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,247          | -1,553.64     | Ordinary            | 1,247    |
| 6/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,661          | -2,039.87     | Ordinary            | 1,661    |
| 3/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -1,208          | -1,500.22     | Ordinary            | 1,208    |
| 3/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -9,796          | -12,493.82    | Ordinary            | 9,796    |
| 2/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -7,656          | -10,299.62    | Ordinary            | 7,656    |
| 1/11/2015                | BT Portfolio Services Limited                                      | Sale                   | -2,606          | -3,449.30     | Ordinary            | 2,606    |
| /11/2015                 | BT Portfolio Services Limited                                      | Sale                   | -3,760          | -5,039.90     | Ordinary            | 3,760    |
| /11/2015                 | BT Portfolio Services Limited                                      | Purchase               | 2,606           | 3,413.86      | Ordinary            | 2,606    |
| /11/2015                 | BT Portfolio Services Limited                                      | Sale<br>Sale           | -2,100          | -2,751.00     | Ordinary            | 2,100    |
| /11/2015                 | BT Portfolio Services Limited                                      |                        |                 |               | Ordinary            | 2,606    |

| 16/11/2015  | BNP Fund Services Australasia Pty<br>Limited  | Purchase  | 17,312  | 21,640.00  | Ordinary   | 17,312  |
|---|---|---|---|--|--|---|
| 16/12/2015  | BNP Fund Services Australasia Pty<br>Limited  | Sale  | -32,237   | -48,033.13   | ,  |   |
| 10/12/2013  | Total   | Sale  | -13,485   | -24,607.53   | Ordinary   | 32,237  |
|   |   |   | Quantity  |  |  | Person'   |
| Date  | Registered Company  | Nature of<br>Change   |   | Consideration  | Class of<br>Securities   | votes<br>affecte  |
| 6/11/2015   | HSBC Custody Nominees (Australia)<br>Limited.   | Purchase  | 3,505   | 4,346.20   | Ordinary   | 3,505   |
|   | HSBC Custody Nominees (Australia)   |   | 42,155  | 52,693.75  | ,  | •   |
| 16/11/2015  | Limited. HSBC Custody Nominees (Australia)  | Purchase  | 37,609  | 47,011.25  | Ordinary   | 42,155  |
| 16/11/2015  | Limited. HSBC Custody Nominees (Australia)  | Purchase  | 3,128   |  | Ordinary   | 37,609  |
| 16/11/2015  | Limited.  | Purchase  | 19,581  | 3,878.72   | Ordinary   | 3,128   |
| 1/12/2015   | HSBC Custody Nominees (Australia) Limited.  | Purchase  | ,   | 31,133.79  | Ordinary   | 19,581  |
| 3/12/2015   | HSBC Custody Nominees (Australia) Limited.  | Purchase  | 359,956   | 572,330.04   | Ordinary   | 359,956   |
| 11/12/2015  | HSBC Custody Nominees (Australia)<br>Limited.   | Purchase  | 760,010   | 1,155,215.20   | ,  | •   |
|   | HSBC Custody Nominees (Australia)   |   | 116,919   | 173,040.12   | Ordinary   | 760,010   |
| 21/12/2015  | Limited. HSBC Custody Nominees (Australia)  | Purchase  | 39,683  | 59,524.50  | Ordinary   | 116,919   |
| 22/12/2015  | Limited.  | Purchase  | ,   | ,  | Ordinary   | 39,683  |
| 22/12/2015  | HSBC Custody Nominees (Australia) Limited.  | Purchase  | 75,327  | 115,250.31   | Ordinary   | 75,327  |
| 24/12/2015  | HSBC Custody Nominees (Australia) Limited.  | Purchase  | 300,815   | 475,287.70   | Ordinary   | 300,81  |
|   | HSBC Custody Nominees (Australia)   |   | 137,387   | 217,071.46   |  | •   |
| 24/12/2015  | Limited.  Total   | Purchase  | 1,896,075   | 2,906,783.04   | Ordinary   | 137,38  |
|   | Total   |   |   |  |  |   |
|   |   |   | Quantity  |  |  | Person  |
| Date  | Registered Company  | Nature of<br>Change   |   | Consideration  | Class of<br>Securities   | votes<br>affecte  |
| 30/11/2015  | UBS Wealth Management   | Purchase  | 235,183   | 336,311.69   | Ordinary   | 235,18  |
|   | Total   |   | 235,183   | 336,311.69   | ,  | ,   |
|   | BT Investment Management (Fund Services) Limited Total :  |   | 2,117,773   | 3,218,487.20   |  |   |
|   | •   |   |   |  |  |   |
| 3T Investmen  | t Management (Institutional) Limited  |   |   |  |  |   |
| BT Investmen  | t Management (Institutional) Limited  |   |   |  |  |   |
| BT Investmen  | t Management (Institutional) Limited  | Nature of   | Quantity  |  | Class of   |   |
|   | t Management (Institutional) Limited  Registered Company  | Nature of<br>Change   | •   | Consideration  | Class of<br>Securities   | votes   |
| Date  | <b>y</b> , , ,  |   | 4,217   | 5,229.08   |  | votes<br>affecte  |
| <b>Date</b><br>16/11/2015   | Registered Company  | Change  | 4,217<br>50,710   | 5,229.08<br>63,387.50  | Securities   | Person'<br>votes<br>affected<br>4,217<br>50,710   |
| Date 16/11/2015 16/11/2015 24/11/2015   | Registered Company Citicorp Nominees Pty Limited  | <b>Change</b> Purchase  | 4,217<br>50,710<br>47,996   | 5,229.08<br>63,387.50<br>63,354.72   | Securities<br>Ordinary   | votes<br>affecte<br>4,217<br>50,710   |
| <b>Date</b><br>16/11/2015<br>16/11/2015<br>24/11/2015                                   | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited  | Change Purchase Purchase  | 4,217<br>50,710<br>47,996<br>26,738   | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62  | Securities Ordinary Ordinary   | votes<br>affecte<br>4,217<br>50,710<br>47,996   |
| <b>Date</b><br>16/11/2015<br>16/11/2015<br>24/11/2015                                   | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited  | Change Purchase Purchase Purchase   | 4,217<br>50,710<br>47,996   | 5,229.08<br>63,387.50<br>63,354.72   | Securities Ordinary Ordinary Ordinary  | votes<br>affected<br>4,217  |
| <b>Date</b><br>16/11/2015<br>16/11/2015   | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited  | Change Purchase Purchase Purchase   | 4,217<br>50,710<br>47,996<br>26,738<br><b>129,661</b>                           | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62  | Securities Ordinary Ordinary Ordinary  | votes<br>affecte<br>4,217<br>50,710<br>47,996<br>26,738   |
| Date<br>16/11/2015<br>16/11/2015<br>24/11/2015<br>16/12/2015                            | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  | Change Purchase Purchase Purchase Purchase  | 4,217<br>50,710<br>47,996<br>26,738   | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br><b>171,810.92</b>   | Securities Ordinary Ordinary Ordinary Ordinary Ordinary  | votes<br>affected<br>4,217<br>50,710<br>47,996<br>26,738<br>Personi<br>votes  |
| Date<br>16/11/2015<br>16/11/2015<br>24/11/2015<br>16/12/2015                            | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  Registered Company  | Change Purchase Purchase Purchase Purchase Nature of Change   | 4,217<br>50,710<br>47,996<br>26,738<br>129,661<br>Quantity                      | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92  | Securities Ordinary Ordinary Ordinary Ordinary Crainary  | votes<br>affecte<br>4,217<br>50,710<br>47,996<br>26,738<br>Person<br>votes<br>affecte   |
| Date<br>16/11/2015<br>16/11/2015<br>24/11/2015<br>16/12/2015                            | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  | Change Purchase Purchase Purchase Purchase  | 4,217 50,710 47,996 26,738 129,661  Quantity 9,207                              | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92<br>Consideration<br>11,416.68  | Securities Ordinary Ordinary Ordinary Ordinary Class of Securities Ordinary                                      | votes<br>affecte<br>4,217<br>50,710<br>47,996<br>26,738<br>Person<br>votes<br>affecte   |
| Date 16/11/2015 16/11/2015 24/11/2015 16/12/2015  Date 16/11/2015                       | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  Registered Company  | Change Purchase Purchase Purchase Purchase Nature of Change   | 4,217 50,710 47,996 26,738 129,661  Quantity 9,207 110,717                      | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92<br>Consideration<br>11,416.68<br>138,396.25  | Securities Ordinary Ordinary Ordinary Ordinary Crainary  | votes<br>affected<br>4,217<br>50,710<br>47,996  |
| Date 16/11/2015 16/11/2015 24/11/2015 16/12/2015  Date 16/11/2015                       | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  Registered Company JP Morgan Chase Bank   | Change Purchase Purchase Purchase Purchase Purchase   | 4,217 50,710 47,996 26,738 129,661  Quantity 9,207 110,717 56,483               | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92<br>Consideration<br>11,416.68<br>138,396.25<br>70,603.75                           | Securities Ordinary Ordinary Ordinary Ordinary Class of Securities Ordinary                                      | votes<br>affected<br>4,217<br>50,710<br>47,996<br>26,738<br>Person'<br>votes<br>affected<br>9,207                               |
| Date 16/11/2015 16/11/2015 24/11/2015 16/12/2015  Date 16/11/2015 16/11/2015            | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  Registered Company JP Morgan Chase Bank JP Morgan Chase Bank  | Change Purchase Purchase Purchase Purchase Purchase  Nature of Change Purchase Purchase                   | 4,217 50,710 47,996 26,738 129,661  Quantity 9,207 110,717 56,483 4,697         | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92<br>Consideration<br>11,416.68<br>138,396.25<br>70,603.75<br>5,824.28               | Securities Ordinary Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary                            | votes<br>affecte<br>4,217<br>50,710<br>47,996<br>26,738<br>Person<br>votes<br>affecte<br>9,207<br>110,717<br>56,483             |
| Date 16/11/2015 16/11/2015 24/11/2015 16/12/2015  Date 16/11/2015 16/11/2015 16/11/2015 | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  Registered Company JP Morgan Chase Bank JP Morgan Chase Bank JP Morgan Chase Bank   | Change Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase                   | 4,217 50,710 47,996 26,738 129,661  Quantity 9,207 110,717 56,483 4,697 513,644 | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92<br>Consideration<br>11,416.68<br>138,396.25<br>70,603.75<br>5,824.28<br>683,146.52 | Securities Ordinary Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary Ordinary                   | votes<br>affected<br>4,217<br>50,710<br>47,996<br>26,738<br>Person'<br>votes<br>affected<br>9,207<br>110,717                    |
| <b>Date</b><br>16/11/2015<br>16/11/2015<br>24/11/2015                                   | Registered Company Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Citicorp Nominees Pty Limited Total  Registered Company JP Morgan Chase Bank | Change Purchase Purchase Purchase Purchase  Nature of Change Purchase Purchase Purchase Purchase Purchase | 4,217 50,710 47,996 26,738 129,661  Quantity 9,207 110,717 56,483 4,697         | 5,229.08<br>63,387.50<br>63,354.72<br>39,839.62<br>171,810.92<br>Consideration<br>11,416.68<br>138,396.25<br>70,603.75<br>5,824.28               | Securities Ordinary Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary Ordinary Ordinary Ordinary | votes<br>affected<br>4,217<br>50,710<br>47,996<br>26,738<br>Person'<br>votes<br>affected<br>9,207<br>110,717<br>56,483<br>4,697 |

| 24/11/2015  | JP Morgan Chase Bank  | Purchase   | 62,106   | 81,979.92   | Ordinary  | 62,106   |
|---|---|--|--|---|---|--|
| 16/12/2015  | JP Morgan Chase Bank  | Purchase   | 69,341   | 103,318.09  | Ordinary  | 69,341   |
| 16/12/2015  | JP Morgan Chase Bank  | Purchase   | 78,387   | 116,796.63  | Ordinary  | 78,387   |
| 16/12/2015  | JP Morgan Chase Bank  | Purchase   | 153,858  | 229,248.42  | Ordinary  | 153,858  |
|   | Total   |  | 1,538,169  | 2,073,972.82  |   |  |
|   |   | Nature of  | Quantity   | Consideration   | Class of  | Person'<br>votes   |
| Date  | Registered Company  | Change   | 14,320   | 17,900.00   | Securities  | affecte  |
| 16/11/2015  | National Australia Bank Limited   | Purchase   | 1,191  | 1,476.84  | Ordinary  | 14,320   |
| 16/11/2015  | National Australia Bank Limited   | Purchase   | 112,972  | 141,215.00  | Ordinary  | 1,191  |
| 16/11/2015  | National Australia Bank Limited   | Purchase   | 9,394  | 11,648.56   | Ordinary  | 112,972  |
| 16/11/2015  | National Australia Bank Limited   | Purchase   | 15,299   | 20,194.68   | Ordinary  | 9,394  |
| 24/11/2015  | National Australia Bank Limited   | Purchase   | 15,924   | 23,726.76   | Ordinary  | 15,299   |
| 16/12/2015  | National Australia Bank Limited   | Purchase   | 375,438  | 555,648.24  | Ordinary  | 15,924   |
| 21/12/2015  | National Australia Bank Limited   | Purchase   | 127,427  | 191,140.50  | Ordinary  | 375,438  |
| 22/12/2015  | National Australia Bank Limited   | Purchase   | 310,234  | 474.658.02  | Ordinary  | 127,427  |
| 22/12/2015  | National Australia Bank Limited   | Purchase   | 982,199  | 1,437,608.60  | Ordinary  | 310,234  |
|   | Total   |  | JJ2,1JJ  | 1,-01,000.00  |   |  |
|   |   |  | Quantity   |   |   | Person   |
| Date  | Registered Company  | Nature of<br>Change  |  | Consideration   | Class of<br>Securities  | votes<br>affecte   |
| 17/11/2015  | National Nominees Limited   | Purchase   | 64,274   | 82,913.46   | Ordinary  | 64,274   |
| 30/11/2015  | National Nominees Limited   | Purchase   | 159,144  | 227,575.92  | Ordinary  | 159,14   |
| 8/12/2015   | National Nominees Limited   | Purchase   | 368,329  | 574,593.24  | Ordinary  | 368,32   |
| 15/12/2015  | National Nominees Limited   | Purchase   | 1,914,622  | 2,852,786.78  | Ordinary  | 1,914,62   |
| 15/12/2015  | National Nominees Limited   | Purchase   | 335,835  | 500,394.15  | Ordinary  | 335,83   |
| . 6, 12, 20 . 6   | Total   | . uremade  | 2,842,204  | 4,238,263.55  | o.aa.y  | 000,000  |
|   |   |  | Quantity   |   |   | Person'  |
|   |   | Nature of  |  | Consideration   | Class of<br>Securities  | votes  |
| Data  | Deviatered Comment  |  |  |   | Securities  |  |
|   | Registered Company  | Change   | 69,257   | 92,111.81   |   |  |
| 18/11/2015  | Permanent Trustee Australia Limited   | Purchase   | 69,257<br>46,179   | 92,111.81<br>60,956.28  | Ordinary  | 69,257   |
| 18/11/2015<br>24/11/2015  | Permanent Trustee Australia Limited Permanent Trustee Australia Limited   | Purchase<br>Purchase   | ·  | •   | Ordinary<br>Ordinary  | 69,257<br>46,179   |
| <b>Date</b> 18/11/2015 24/11/2015 16/12/2015  | Permanent Trustee Australia Limited   | Purchase   | 46,179   | 60,956.28   | Ordinary  | 69,257<br>46,179<br>8,596  |
| 18/11/2015<br>24/11/2015  | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management   | Purchase<br>Purchase   | 46,179<br>8,596  | 60,956.28<br>12,808.04  | Ordinary<br>Ordinary  | 69,257<br>46,179   |
| 18/11/2015<br>24/11/2015  | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  | Purchase<br>Purchase   | 46,179<br>8,596<br><b>124,032</b>  | 60,956.28<br>12,808.04<br>165,876.13  | Ordinary<br>Ordinary  | 69,257<br>46,179   |
| 18/11/2015<br>24/11/2015<br>16/12/2015<br>Westpac RE Li                               | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company  | Purchase<br>Purchase   | 46,179<br>8,596<br><b>124,032</b><br><b>5,616,265</b><br>Quantity                                    | 60,956.28<br>12,808.04<br>165,876.13  | Ordinary<br>Ordinary  | 69,257<br>46,179<br>8,596<br>Person<br>votes                     |
| 18/11/2015<br>24/11/2015<br>16/12/2015<br>Westpac RE Li                               | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  | Purchase Purchase Purchase   | 46,179<br>8,596<br><b>124,032</b><br><b>5,616,265</b>  | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02  | Ordinary Ordinary Ordinary  | 69,257<br>46,179<br>8,596<br>Person'<br>votes                    |
| 18/11/2015<br>24/11/2015<br>16/12/2015<br>Westpac RE Li                               | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia)   | Purchase Purchase Purchase  Nature of Change Sale                        | 46,179<br>8,596<br><b>124,032</b><br><b>5,616,265</b><br>Quantity                                    | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02  | Ordinary Ordinary Ordinary  Class of Securities Ordinary                            | 69,257<br>46,179<br>8,596<br>Person<br>votes<br>affecte<br>5,000 |
| 18/11/2015 24/11/2015 16/12/2015  Westpac RE Li  Date 6/11/2015                       | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia)  | Purchase Purchase Purchase  Nature of Change Sale Purchase               | 46,179<br>8,596<br><b>124,032</b><br><b>5,616,265</b><br>Quantity                                    | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02<br>Consideration<br>-6,600.00  | Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary                   | 69,257 46,179 8,596  Person votes affecte 5,000 5,000            |
| 18/11/2015 24/11/2015 16/12/2015  Westpac RE Li  Date 6/11/2015                       | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited.  | Purchase Purchase Purchase  Nature of Change Sale                        | 46,179<br>8,596<br>124,032<br>5,616,265<br>Quantity<br>-5,000<br>5,000                               | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02<br>Consideration<br>-6,600.00<br>24,450.00<br>36,582.00              | Ordinary Ordinary Ordinary  Class of Securities Ordinary                            | 69,257 46,179 8,596  Person votes affecte 5,000 5,000            |
| 18/11/2015 24/11/2015 16/12/2015  Westpac RE Li  Date 6/11/2015 18/11/2015            | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company HSBC Custody Nominees (Australia) Limited.  | Purchase Purchase Purchase  Nature of Change Sale Purchase               | 46,179<br>8,596<br>124,032<br>5,616,265<br>Quantity<br>-5,000<br>5,000<br>27,300<br>-1,000           | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02<br>Consideration<br>-6,600.00<br>24,450.00<br>36,582.00<br>-1,310.00 | Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary                   | Person votes affecte 5,000 27,300                                |
| 18/11/2015 24/11/2015 16/12/2015  Westpac RE Li  Date 6/11/2015 18/11/2015 20/11/2015 | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company HSBC Custody Nominees (Australia) Limited. | Purchase Purchase Purchase  Nature of Change Sale Purchase Purchase      | 46,179<br>8,596<br>124,032<br>5,616,265<br>Quantity<br>-5,000<br>5,000<br>27,300<br>-1,000<br>13,870 | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02<br>Consideration<br>-6,600.00<br>24,450.00<br>36,582.00              | Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary Ordinary          | Person votes affecte 5,000 27,300 1,000                          |
| 18/11/2015<br>24/11/2015<br>16/12/2015  | Permanent Trustee Australia Limited Permanent Trustee Australia Limited Permanent Trustee Australia Limited Total  BT Investment Management (Institutional) Limited Total:  imited  Registered Company HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia)          | Purchase Purchase Purchase  Nature of Change Sale Purchase Purchase Sale | 46,179<br>8,596<br>124,032<br>5,616,265<br>Quantity<br>-5,000<br>5,000<br>27,300<br>-1,000           | 60,956.28<br>12,808.04<br>165,876.13<br>8,087,532.02<br>Consideration<br>-6,600.00<br>24,450.00<br>36,582.00<br>-1,310.00 | Ordinary Ordinary Ordinary  Class of Securities Ordinary Ordinary Ordinary Ordinary | 69,257<br>46,179<br>8,596<br>Person<br>votes<br>affected         |

|               | HSBC Custody Nominees (Australia)                 |                     | -46,047   | -61 702 09    |                        |                   |
|---------------|---|---------------------|-----------|---------------|------------------------|-------------------|
| 27/11/2015    | Limited.  | Sale                |           | -61,702.98    | Ordinary               | 46,047            |
| 1/12/2015     | HSBC Custody Nominees (Australia)<br>Limited.     | Purchase            | 430,755   | 702,130.65    | Ordinary               | 430,755           |
| 2/12/2015     | HSBC Custody Nominees (Australia) Limited.        | Purchase            | 109,685   | 176,592.85    | Ordinary               | 109,685           |
|               | HSBC Custody Nominees (Australia)                 |                     | -2,000    | -2,960.00     | ·                      | •                 |
| 15/12/2015    | Limited. HSBC Custody Nominees (Australia)        | Sale                | -3,000    | -4,440.00     | Ordinary               | 2,000             |
| 21/12/2015    | Limited.  | Sale                | 179,887   | 412,623.78    | Ordinary               | 3,000             |
|               | Total   |                     | ·         | ·             |                        |                   |
|               | Westpac RE Limited Total :                        |                     | 179,887   | 412,623.78    |                        |                   |
| Nestpac Fina  | ncial Services Limited                            |                     |           |               |                        |                   |
|               |   |                     | Quantity  |               |                        | Person's          |
| Data          | Designation of Community                          | Nature of           | <b>,</b>  | Consideration | Class of               | votes             |
| Date          | Registered Company                                | Change              | 339       | 444.09        | Securities             |                   |
| 5/11/2015     | BT Portfolio Services Limited                     | Purchase            | 82        | 107.42        | Ordinary               | 339               |
| 5/11/2015     | BT Portfolio Services Limited                     | Purchase            | 133       | 198.17        | Ordinary               | 82                |
| 16/12/2015    | BT Portfolio Services Limited                     | Purchase            | 165       | 247.50        | Ordinary               | 133               |
| 22/12/2015    | BT Portfolio Services Limited                     | Purchase            | 72        | 108.00        | Ordinary               | 165               |
| 22/12/2015    | BT Portfolio Services Limited                     | Purchase            | 72<br>791 | 1,105.18      | Ordinary               | 72                |
|               | Total   |                     | 791       | 1,103.10      |                        |                   |
|               |   |                     | Quantity  |               |                        | Person's          |
| Date          | Registered Company                                | Nature of<br>Change |           | Consideration | Class of<br>Securities | votes<br>affected |
|               | HSBC Custody Nominees (Australia)                 | •                   | 2,272     | 2,817.28      |                        |                   |
| 16/11/2015    | Limited. HSBC Custody Nominees (Australia)        | Purchase            | 27,322    |               | Ordinary               | 2,272             |
| 16/11/2015    | Limited.  | Purchase            | •         | 34,152.50     | Ordinary               | 27,322            |
| 24/11/2015    | HSBC Custody Nominees (Australia) Limited.        | Purchase            | 29,448    | 38,871.36     | Ordinary               | 29,448            |
| 11/12/2015    | HSBC Custody Nominees (Australia) Limited.        | Purchase            | 791,310   | 1,202,791.20  | Ordinary               | 791,310           |
|               | HSBC Custody Nominees (Australia)                 |                     | 29,796    | 44,396.04     | ·                      | •                 |
| 16/12/2015    | Limited.  Total                                   | Purchase            | 880,148   | 1,323,028.38  | Ordinary               | 29,796            |
|               |   |                     |           |               |                        |                   |
|               | Westpac Financial Services Limited<br>Total :     |                     | 880,939   | 1,324,133.56  |                        |                   |
| Equity Desk - | (WIB) Westpac Institutional Bank *                |                     |           |               |                        |                   |
|               |   |                     | Quantity  |               |                        | Person's          |
| Date          | Registered Company                                | Nature of<br>Change |           | Consideration | Class of<br>Securities | votes<br>affected |
|               | Equity Desk - (WIB) Westpac                       | J                   | -3,000    | -3,795.00     |                        |                   |
| 1/11/2015     | Institutional Bank Equity Desk - (WIB) Westpac    | Sale                | 2,000     | 2,720.20      | Ordinary               | 3,000             |
| 12/11/2015    | Institutional Bank Equity Desk - (WIB) Westpac    | Purchase            | -7,000    |               | Ordinary               | 2,000             |
| 13/11/2015    | Institutional Bank                                | Sale                |           | -9,030.70     | Ordinary               | 7,000             |
| 16/11/2015    | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale                | -2,949    | -3,738.15     | Ordinary               | 2,949             |
| 16/11/2015    | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale                | -3,110    | -3,934.15     | ·                      | 3,110             |
|               | Equity Desk - (WIB) Westpac                       |                     | -3,738    | -4,710.25     | Ordinary               | •                 |
| 16/11/2015    | Institutional Bank<br>Equity Desk - (WIB) Westpac | Sale                | -16,913   |               | Ordinary               | 3,738             |
| 16/11/2015    | Institutional Bank                                | Sale                |           | -21,312.07    | Ordinary               | 16,913            |
| 16/11/2015    | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale                | -771      | -977.32       | Ordinary               | 771               |
|               | Equity Desk - (WIB) Westpac                       |                     | -271      | -343 52       | •                      |                   |

Sale

Sale

-68

16/11/2015

16/11/2015

Equity Desk - (WIB) Westpac Institutional Bank Equity Desk - (WIB) Westpac Institutional Bank

Ordinary

Ordinary

271

68

-343.52

-86.20

| 16/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -3,000  | -3,795.00  | Ordinary | 3,000  |
|------------|---|----------|---------|------------|----------|--------|
| 16/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -3,000  | -3,795.00  | Ordinary | 3,000  |
| 16/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -262    | -331.43    | Ordinary | 262    |
| 16/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -1,737  | -2,197.31  | Ordinary | 1,737  |
| 16/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -2,921  | -3,680.75  | Ordinary | 2,921  |
| 16/11/2015 | Equity Desk - (WIB) Westpac                       | Sale     | -10,166 | -12,810.18 | Ordinary |        |
|            | Institutional Bank Equity Desk - (WIB) Westpac    |          | -135    | -171.13    | ·        | 10,166 |
| 16/11/2015 | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -5,755  | -7,295.04  | Ordinary | 135    |
| 16/11/2015 | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -1,313  | -1,664.36  | Ordinary | 5,755  |
| 16/11/2015 | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -861    | -1,089.17  | Ordinary | 1,313  |
| 16/11/2015 | Institutional Bank<br>Equity Desk - (WIB) Westpac | Sale     | -3,030  | ·          | Ordinary | 861    |
| 16/11/2015 | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -4,334  | -3,832.95  | Ordinary | 3,030  |
| 23/11/2015 | Institutional Bank                                | Sale     |         | -5,742.55  | Ordinary | 4,334  |
| 23/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -7,922  | -10,496.65 | Ordinary | 7,922  |
| 23/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -744    | -985.80    | Ordinary | 744    |
| 24/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Purchase | 9,000   | 11,880.90  | Ordinary | 9,000  |
| 26/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Purchase | 13,000  | 16,965.00  | Ordinary | 13,000 |
| 27/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -12,000 | -15,841.20 | Ordinary | 12,000 |
| 30/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Purchase | 23,967  | 35,471.16  | Ordinary | 23,967 |
| 30/11/2015 | Equity Desk - (WIB) Westpac<br>Institutional Bank | Purchase | 6,033   | 8,928.84   | Ordinary | 6,033  |
| 1/12/2015  | Equity Desk - (WIB) Westpac                       |          | 15,000  | 25,200.00  | ·        |        |
|            | Institutional Bank Equity Desk - (WIB) Westpac    | Purchase | -22     | -34.93     | Ordinary | 15,000 |
| 1/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -2,545  | -4,033.83  | Ordinary | 22     |
| 1/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -2,186  | -3,464.81  | Ordinary | 2,545  |
| 1/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -1,365  | -2,163.53  | Ordinary | 2,186  |
| 1/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -1,591  | -2,521.74  | Ordinary | 1,365  |
| 1/12/2015  | Institutional Bank<br>Equity Desk - (WIB) Westpac | Sale     | -3,860  | -6,118.10  | Ordinary | 1,591  |
| 1/12/2015  | Institutional Bank<br>Equity Desk - (WIB) Westpac | Sale     | -80     |            | Ordinary | 3,860  |
| 1/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -1,997  | -126.80    | Ordinary | 80     |
| 1/12/2015  | Institutional Bank                                | Sale     |         | -3,165.25  | Ordinary | 1,997  |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -300    | -475.50    | Ordinary | 300    |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -2,300  | -3,645.50  | Ordinary | 2,300  |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -1,000  | -1,585.00  | Ordinary | 1,000  |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -6,281  | -9,955.39  | Ordinary | 6,281  |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -2,590  | -4,105.15  | Ordinary | 2,590  |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -883    | -1,399.56  | Ordinary | 883    |
| 1/12/2015  | Equity Desk - (WIB) Westpac<br>Institutional Bank | Sale     | -2,900  | -4,611.29  | Ordinary | 2,900  |
|            | Equity Desk - (WIB) Westpac Institutional Bank    |          | -2,363  | -3,686.52  | ·        |        |
| 2/12/2015  | Equity Desk - (WIB) Westpac                       | Sale     | -18,906 | -29,495.25 | Ordinary | 2,363  |
| 2/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | -1,731  | -2,700.53  | Ordinary | 18,906 |
| 2/12/2015  | Institutional Bank Equity Desk - (WIB) Westpac    | Sale     | 12,000  | 20,160.00  | Ordinary | 1,731  |
| 2/12/2015  | Institutional Bank<br>Equity Desk - (WIB) Westpac | Purchase | 14,900  | 23,616.50  | Ordinary | 12,000 |
| 4/12/2015  | Institutional Bank                                | Purchase | -52,000 | -60,001.91 | Ordinary | 14,900 |
|            | Total   |          | •       | •          |          |        |

Equity Desk - (WIB) Westpac Institutional Bank \* Total :

-52,000

-60,001.91

Equity Desk - (WIB) Westpac Institutional Bank \*

|               |   | Nature of | Quantity | Consideration | Class of    | Person's votes |
|---------------|---|-----------|----------|---------------|-------------|----------------|
| Date          | Registered Company  | Change    |          | Consideration | Securities  | affected       |
|               | Equity Desk - (WIB) Westpac                                 | •         | 2,106    | 3,116.88      |             |                |
| 18/12/2015    | Institutional Bank  | Purchase  |          | 0,110.00      | Ordinary    | 2,106          |
|               | Equity Desk - (WIB) Westpac                                 |           | 1,894    | 2,803.12      |             |                |
| 18/12/2015    | Institutional Bank  | Purchase  |          | _,            | Ordinary    | 1,894          |
|               | Equity Desk - (WIB) Westpac                                 |           | -6,880   | -10,165.20    | <b>-</b>    |                |
| 18/12/2015    | Institutional Bank  | Sale      | 07       |               | Ordinary    | 6,880          |
| 0.4/4.0/004.5 | Equity Desk - (WIB) Westpac                                 | Durch     | 87       | 138.33        | Onellin and | 07             |
| 24/12/2015    | Institutional Bank  | Purchase  | 240      |               | Ordinary    | 87             |
| 24/12/2015    | Equity Desk - (WIB) Westpac<br>Institutional Bank           | Purchase  | 210      | 333.90        | Ordinary    | 210            |
| 24/12/2013    | Equity Desk - (WIB) Westpac                                 | Fulcilase | 1,513    |               | Ordinary    | 210            |
| 24/12/2015    | Institutional Bank  | Purchase  | 1,515    | 2,405.67      | Ordinary    | 1,513          |
| 21/12/2010    | Equity Desk - (WIB) Westpac                                 | i dionacc | 188      | 298.92        | Ordinary    | 1,010          |
| 24/12/2015    | Institutional Bank  | Purchase  |          | 290.92        | Ordinary    | 188            |
|               | Equity Desk - (WIB) Westpac                                 |           | 1,000    | 1,590.00      | ,           |                |
| 24/12/2015    | Institutional Bank  | Purchase  |          | 1,000.00      | Ordinary    | 1,000          |
|               | Equity Desk - (WIB) Westpac                                 |           | 17,002   | 27,033.18     |             |                |
| 24/12/2015    | Institutional Bank  | Purchase  |          | •             | Ordinary    | 17,002         |
|               | Total   |           | 17,120   | 27,554.80     |             |                |
|               | Equity Desk - (WIB) Westpac<br>Institutional Bank * Total : |           | 17,120   | 27,554.80     |             |                |

## 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

 $Tim\ Hartin-\ Company\ Secretary,\ Westpac\ Banking\ Corporation-30/12/2015$ 

| Westpac Banking Corporation                         | Australia           | Series 2008-1M WST Trust                  | Australia           |
|---|---------------------|---|---------------------|
| 1925 (Commercial) Pty Limited                       | Australia           | Series 2009-1 WST Trust                   | Australia           |
| 1925 (Industrial) Pty Limited                       | Australia           | Series 2011-1 WST Trust                   | Australia           |
| 1925 Advances Pty Limited                           | Australia           | Series 2011-2 WST Trust                   | Australia           |
| A.G.C. (Pacific) Limited                            | Papua New<br>Guinea | Series 2011-3 WST Trust                   | Australia           |
| Advance Asset Management Limited                    | Australia           | Series 2012-1 WST Trust                   | Australia           |
| Altitude Administration Pty Limited                 | Australia           | Series 2013-1 WST Trust                   | Australia           |
| Altitude Rewards Pty Limited                        | Australia           | Series 2013-2 WST Trust                   | Australia           |
| Aotearoa Financial Services Limited                 | New Zealand         | Series 2014-1 WST Trust                   | Australia           |
| Ascalon Capital Managers (Asia) Limited             | Hong Kong           | Series 2014-2 WST Trust                   | Australia           |
| Ascalon Capital Managers Limited                    | Australia           | Series 2015-1 WST Trust                   | Australia           |
| Ascalon Funds Seed Pool Trust                       | Australia           | SIE-Lease (Australia) Pty Limited         | Australia           |
| Asgard Capital Management Limited                   | Australia           | SIE-Lease (New Zealand) Pty Limited       | New Zealand         |
| Asgard Wealth Solutions Limited                     | Australia           | Sixty Martin Place (Holdings) Pty Limited | Australia           |
| Australian Loan Processing Security Company Pty Ltd | Australia           | St.George Business Finance Pty Limited    | Australia           |
| Australian Loan Processing Security Trust           | Australia           | St.George Custodial Pty Limited           | Australia           |
| Bella Trust No. 2                                   | Australia           | St.George Equity Finance Limited          | Australia           |
| Belliston Pty Limited                               | Australia           | St.George Finance Holdings Limited        | Australia           |
| Bill Acceptance Corporation Pty Limited             | Australia           | St.George Finance Limited                 | Australia           |
| BT (Queensland) Pty Limited                         | Australia           | St.George Life Limited                    | Australia           |
| BT Australia Pty Limited                            | Australia           | St.George Motor Finance Limited           | Australia           |
| BT Financial Group (NZ) Limited                     | New Zealand         | St.George Security Holdings Pty Limited   | Australia           |
| BT Financial Group Pty Limited                      | Australia           | Sydney Capital Corp Inc.                  | USA                 |
| BT Funds Management (NZ) Limited                    | New Zealand         | Tavarua Funding Trust IV                  | USA                 |
| BT Funds Management Limited                         | Australia           | The Home Mortgage Company Limited         | New Zealand         |
| BT Funds Management No.2 Limited                    | Australia           | The Mortgage Company Pty Limited          | Australia           |
| BT Long Term Income Fund                            | Australia           | Value Nominees Pty Limited                | Australia           |
| BT Portfolio Services Limited                       | Australia           | W2 Investments Pty Limited                | Australia           |
| BT Private Nominees Pty 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         |
| Canning Park Capital Pte. Ltd                       | Australia           | Westpac Administration Pty Limited        | Australia           |
| Capital Corporate Finance Limited                   | Australia           | Westpac Administration 2 Limited          | Australia           |
| Capital Finance (NZ) Limited                        | Australia           | Westpac Administration 3 Limited          | Australia           |
| Capital Finance Australia Limited                   | Australia           | Westpac Administration 4 Limited          | Australia           |
| Capital Finance New Zealand Limited                 | Australia           | Westpac Altitude Rewards Trust            | Australia           |
| Capital Fleetlease Limited                          | Australia           | Westpac Americas Inc.                     | USA                 |
| Capital Motor Finance Limited                       | Australia           | Westpac Asian Lending Pty Limited         | Australia           |
| Capital Rent Group Limited                          | New Zealand         | Westpac Bank-PNG-Limited                  | Papua New<br>Guinea |
| Castlereagh Trust                                   | Australia           | Westpac Capital Holdings Inc.             | USA                 |
|   |                     |   |                     |

| CBA Limited                                  | Australia   | Westpac Capital Markets Holding Corp.         | USA         |
|--|-------------|---|-------------|
| Challenge Limited                            | Australia   | Westpac Capital Markets LLC                   | USA         |
| Core Infrastructure Income Feeder 1 L P      | UK          | Westpac Capital Trust IV                      | USA         |
| Core Infrastructure Income Feeder 2 L P      | UK          | Westpac Capital-NZ-Limited                    | New Zealand |
| Core Infrastructure Income Master L P        | UK          | Westpac Cash PIE Fund                         | Australia   |
| Crusade ABS Series 2012 - 1 Trust            | Australia   | Westpac Cook Cove Trust I                     | Australia   |
| Crusade ABS Series 2013 - 1 Trust            | Australia   | Westpac Cook Cove Trust II                    | Australia   |
| Crusade ABS Series 2015 - 1 Trust            | Australia   | Westpac Covered Bond Trust                    | Australia   |
| Crusade CP Management Pty Limited            | Australia   | Westpac Custodian Nominees Pty Limited        | Australia   |
| Crusade CP No.1 Pty Limited                  | Australia   | Westpac Debt Securities Pty Limited           | Australia   |
| Crusade CP Trust No. 53                      | Australia   | Westpac Delta LLC                             | USA         |
| Crusade CP Trust No. 56                      | Australia   | Westpac Direct Equity Investments Pty Limited | Australia   |
| Crusade CP Trust No. 57                      | Australia   | Westpac Equipment Finance Limited             | Australia   |
| Crusade CP Trust No. 58                      | Australia   | Westpac Equity Holdings Pty Limited           | Australia   |
| Crusade Euro Trust 1E of 2006                | Australia   | Westpac Equity Investments NZ Limited         | New Zealand |
| Crusade Euro Trust 1E of 2007                | Australia   | Westpac Equity Pty Limited                    | Australia   |
| Crusade Global Trust 1 of 2006               | Australia   | Westpac Europe Limited                        | UK          |
| Crusade Global Trust 1 of 2007               | Australia   | Westpac Finance (HK) Limited                  | Hong Kong   |
| Crusade Global Trust 2 of 2005               | Australia   | Westpac Financial Consultants Limited         | Australia   |
| Crusade Global Trust 2 of 2006               | Australia   | Westpac Financial Holdings Pty Limited        | Australia   |
| Crusade Management Limited                   | Australia   | Westpac Financial Services Group Limited      | Australia   |
| Crusade 2P Trust of 2008                     | Australia   | Westpac Financial Services Group-NZ-Limited   | New Zealand |
| Danaby Pty Limited                           | Australia   | Westpac Financial Services Limited            | Australia   |
| Data Republic Pty Limited                    | Australia   | Westpac Funds Financing Holdco Pty Limited    | Australia   |
| eQR Securities Pty. Limited                  | Australia   | Westpac Funds Financing Pty Limited           | Australia   |
| Europe Infrastructure Debt LP                | UK          | 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-VicPty 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   |
| Net Nominees Limited  | Australia   | Westpac Securities Administration Limited     | Australia   |
| Number 120 Limited  | New Zealand | Westpac Securities Limited                    | Australia   |
| Oniston Pty Limited   | Australia   | Westpac Securities NZ Limited                 | New Zealand |
| Partnership Pacific Pty Limited                               | Australia   | Westpac Securitisation Holdings Pty Limited   | Australia   |
| Partnership Pacific Securities Pty Limited                    | Australia   | Westpac Securitisation Management Pty Limited | Australia   |
| Pashley Investments Pty Limited                               | Australia   | Westpac Singapore Limited                     | Singapore   |
| Qvalent Pty Limited   | Australia   | Westpac Structured Products Limited           | Australia   |
| RAMS Financial Group Pty Limited                              | Australia   | Westpac Superannuation Nominees-NZ-Limited    | New Zealand |
| Reinventure Fund ILP  | Australia   | Westpac Syndications Management Pty Limited   | Australia   |
| RMS Warehouse Trust 2007-1                                    | Australia   | Westpac Term PIE Fund                         | New Zealand |
| Sallmoor Pty Limited  | Australia   | Westpac TPS Trust                             | Australia   |
| Securitor Financial Group Limited                             | Australia   | Westpac Unit Trust                            | Australia   |
| Seed Pool Trust No. 2   | Australia   | Westpac USA Inc.                              | USA         |
|   |             |   |             |

Note: Westpac retains 31.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.0%)

Australia

BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)

Australia