

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme COVER-MORE GROUP LIMITED (CVO)

ACN/ARSN ACN 166 776 334

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 11/07/2016

The previous notice was given to the company on 14/03/2016

The previous notice was dated 10/03/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	31,288,209	9.85%	27,822,675	8.75%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11/07/2016	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management Limited, Westpac Financial Services Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	2,186,443, Ordinary	2,186,443
Asgard Capital Management Limited	Asgard Capital Management Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	4,500, Ordinary	4,500
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	171,438, Ordinary	171,438
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	2,053,190, Ordinary	2,053,190

BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	15,419,493, Ordinary	15,419,493
BT Investment Management (Institutional) Limited	JP Morgan Chase Bank Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited JP Morgan Chase Bank Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	6,675,694, Ordinary	6,675,694
Westpac Financial Services Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	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.	1,311,917, Ordinary	1,311,917

5. Changes in association

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

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

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000

Asgard Capital Management 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
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
COVER-MORE GROUP LIMITED (CVO)	The Company Secretary, COVER-MORE GROUP LIMITED (CVO) Level 2, 60 Miller Street NORTH SYDNEY NSW 2060 Tel: +61 2 8907 5301

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 13/07/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 13/07/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 11/03/2016 to 11/07/2016

SECURITY: CVO

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-64,377	-97,209.27	Ordinary	64,377
4/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,256	-42,666.56	Ordinary	28,256
26/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	29,903	44,854.50	Ordinary	29,903
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-37,268	-52,175.20	Ordinary	37,268
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,731	-22,023.40	Ordinary	15,731
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-91,178	-127,649.20	Ordinary	91,178
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-55,653	-77,914.20	Ordinary	55,653
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-74,673	-104,542.20	Ordinary	74,673
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-60,939	-85,314.60	Ordinary	60,939
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-63,386	-88,740.40	Ordinary	63,386
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,336	-32,670.40	Ordinary	23,336
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-46,610	-65,254.00	Ordinary	46,610
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-44,314	-62,039.60	Ordinary	44,314
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-52,677	-73,747.80	Ordinary	52,677
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-75,138	-105,193.20	Ordinary	75,138
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-71,564	-100,189.60	Ordinary	71,564
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-19,158	-26,821.20	Ordinary	19,158
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-143,945	-201,523.00	Ordinary	143,945
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	968,604	1,423,847.88	Ordinary	968,604
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	219,154	322,156.38	Ordinary	219,154
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-814,595	-1,189,308.70	Ordinary	814,595
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-154,009	-226,393.23	Ordinary	154,009
23/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	45,631	65,252.33	Ordinary	45,631
23/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	186,857	269,074.08	Ordinary	186,857
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,193	-7,789.50	Ordinary	5,193
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-16,862	-24,955.76	Ordinary	16,862
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,312	-7,861.76	Ordinary	5,312
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	12,963	18,666.72	Ordinary	12,963
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,901	-2,756.45	Ordinary	1,901
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,488	-6,507.60	Ordinary	4,488
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-235	-352.50	Ordinary	235
6/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	229,549	330,550.56	Ordinary	229,549
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,497	-12,490.59	Ordinary	8,497
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-47,923	-70,446.81	Ordinary	47,923
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-541	-795.27	Ordinary	541
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-29,903	-43,957.41	Ordinary	29,903

15/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	75,000	106,500.00	Ordinary	75,000
15/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	215,000	303,150.00	Ordinary	215,000
24/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-45,631	-56,126.13	Ordinary	45,631
24/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-154,369	-189,873.87	Ordinary	154,369
27/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,963	-15,814.86	Ordinary	12,963
27/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-32,488	-39,635.36	Ordinary	32,488
27/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-25,000	-30,500.00	Ordinary	25,000
27/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-229,549	-280,049.78	Ordinary	229,549
28/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-50,000	-59,500.00	Ordinary	50,000
28/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-215,000	-255,850.00	Ordinary	215,000
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-181,953	-225,621.72	Ordinary	181,953
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,549	-3,160.76	Ordinary	2,549
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-58,941	-73,086.84	Ordinary	58,941
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-136,912	-169,770.88	Ordinary	136,912
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-42,996	-53,315.04	Ordinary	42,996
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,660	-8,258.40	Ordinary	6,660
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-45,515	-60,990.10	Ordinary	45,515
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-81,426	-108,296.58	Ordinary	81,426
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22,722	-30,220.26	Ordinary	22,722
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-226,787	-301,626.71	Ordinary	226,787
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-51,959	-69,105.47	Ordinary	51,959
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-62,047	-82,522.51	Ordinary	62,047
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-25,882	-34,423.06	Ordinary	25,882
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-50,499	-67,668.66	Ordinary	50,499
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-51,172	-68,570.48	Ordinary	51,172
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-57,866	-76,961.78	Ordinary	57,866
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-26,775	-35,878.50	Ordinary	26,775
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-43,402	-57,724.66	Ordinary	43,402
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,621	-11,552.14	Ordinary	8,621
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-164,759	-219,129.47	Ordinary	164,759
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-38,994	-51,862.02	Ordinary	38,994
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-127,460	-170,796.40	Ordinary	127,460
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-42,416	-56,413.28	Ordinary	42,416
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,466	-16,704.44	Ordinary	12,466
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-192,267	-255,715.11	Ordinary	192,267
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,786	-11,509.66	Ordinary	8,786
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,734	-8,821.54	Ordinary	6,734
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-66,442	-86,374.60	Ordinary	66,442
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-13,139	-17,080.70	Ordinary	13,139
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-73,814	-95,958.20	Ordinary	73,814
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-49,366	-64,175.80	Ordinary	49,366
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-117,557	-152,824.10	Ordinary	117,557
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-37,833	-49,182.90	Ordinary	37,833
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,102	-6,632.60	Ordinary	5,102
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-121,722	-158,238.60	Ordinary	121,722
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-57,669	-74,969.70	Ordinary	57,669
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-93,284	-121,269.20	Ordinary	93,284
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-48,106	-62,537.80	Ordinary	48,106

Total	-3,302,601	-4,221,537.63
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Advance Asset Management Limited Total :	-3,302,601	-4,221,537.63
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Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/03/2016	Asgard Capital Management Limited	Purchase	1,500	2,400.00	Ordinary	1,500
23/06/2016	Asgard Capital Management Limited	Purchase	3,000	3,630.00	Ordinary	3,000
	Total		4,500	6,030.00		
	Asgard Capital Management Limited Total :		4,500	6,030.00		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/03/2016	BT Portfolio Services Limited	Purchase	11,561	17,999.32	Ordinary	11,561
4/04/2016	BT Portfolio Services Limited	Sale	-3,500	-5,372.50	Ordinary	3,500
9/05/2016	BT Portfolio Services Limited	Purchase	14,493	20,109.04	Ordinary	14,493
9/05/2016	BT Portfolio Services Limited	Purchase	6,000	8,340.00	Ordinary	6,000
	Total		28,554	41,075.86		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	44,263	65,066.61	Ordinary	44,263
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,595	-5,697.80	Ordinary	4,595
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-10,797	-14,360.01	Ordinary	10,797
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,446	-4,617.64	Ordinary	3,446
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-166	-217.46	Ordinary	166
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-932	-1,211.60	Ordinary	932
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,895	-3,763.50	Ordinary	2,895
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,297	-2,986.10	Ordinary	2,297
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,185	-1,540.50	Ordinary	1,185
	Total		17,950	30,672.00		
	BT Funds Management Limited Total :		46,504	71,747.86		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/03/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	5,863	8,325.46	Ordinary	5,863
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	11,113	15,558.20	Ordinary	11,113
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	13,105	18,347.00	Ordinary	13,105
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,991	5,427.76	Ordinary	3,991
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	6,678	9,282.42	Ordinary	6,678
11/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	5,900	8,260.00	Ordinary	5,900

11/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,390	4,746.00	Ordinary	3,390
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	35,945	50,323.00	Ordinary	35,945
2/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	84,794	117,863.66	Ordinary	84,794
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,428	-6,642.00	Ordinary	4,428
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-4,530	-6,704.40	Ordinary	4,530
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,379	-21,280.92	Ordinary	14,379
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,621	-2,350.45	Ordinary	1,621
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-200	-300.00	Ordinary	200
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,827	-5,549.15	Ordinary	3,827
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-89,860	-132,094.20	Ordinary	89,860
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,636	-18,574.92	Ordinary	12,636
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,881	-4,235.07	Ordinary	2,881
24/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	170,778	215,180.28	Ordinary	170,778
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-26,463	-36,518.94	Ordinary	26,463
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-72,258	-99,716.04	Ordinary	72,258
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,084	-4,255.92	Ordinary	3,084
Total			105,390	115,091.77		
BT Funds Management No.2 Limited Total :			105,390	115,091.77		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/03/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	31,455	44,666.10	Ordinary	31,455
7/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	113,520	160,063.20	Ordinary	113,520
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	15,262	20,756.32	Ordinary	15,262
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	42,498	59,497.20	Ordinary	42,498
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	50,115	70,161.00	Ordinary	50,115
8/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	25,535	35,493.65	Ordinary	25,535
11/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	29,454	41,235.60	Ordinary	29,454
11/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	16,927	23,697.80	Ordinary	16,927
15/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-17,316	-27,532.44	Ordinary	17,316
15/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-48,453	-77,040.27	Ordinary	48,453
15/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-89,173	-141,785.07	Ordinary	89,173
18/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,911	-24,343.83	Ordinary	15,911
18/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-48,352	-73,978.56	Ordinary	48,352
18/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-26,550	-40,621.50	Ordinary	26,550
19/04/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-97,609	-149,341.77	Ordinary	97,609
29/04/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	179,465	251,251.00	Ordinary	179,465
2/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	423,362	588,473.18	Ordinary	423,362
3/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	535,000	732,950.00	Ordinary	535,000
4/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	505,000	621,150.00	Ordinary	505,000
4/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	436,986	546,232.50	Ordinary	436,986
5/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	118,736	161,480.96	Ordinary	118,736
18/05/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	20,679	29,984.55	Ordinary	20,679
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-36,510	-53,304.60	Ordinary	36,510
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,689	-21,445.94	Ordinary	14,689

19/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-35,547	-51,898.62	Ordinary	35,547
19/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-219,154	-322,156.38	Ordinary	219,154
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-557	-824.36	Ordinary	557
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,757	-10,000.36	Ordinary	6,757
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-59,896	-88,646.08	Ordinary	59,896
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-58,021	-85,871.08	Ordinary	58,021
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-32,467	-48,051.16	Ordinary	32,467
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-156,317	-231,349.16	Ordinary	156,317
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-33,507	-49,590.36	Ordinary	33,507
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,706	-35,084.88	Ordinary	23,706
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,303	-10,808.44	Ordinary	7,303
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-98,416	-145,655.68	Ordinary	98,416
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,817	-4,169.16	Ordinary	2,817
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,303	-10,808.44	Ordinary	7,303
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-187,128	-276,949.44	Ordinary	187,128
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,855	-17,545.40	Ordinary	11,855
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-138,802	-205,426.96	Ordinary	138,802
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,093	-9,017.64	Ordinary	6,093
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,303	-10,808.44	Ordinary	7,303
26/05/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-9,155	-13,549.40	Ordinary	9,155
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-79,876	-118,216.48	Ordinary	79,876
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-24,599	-36,898.50	Ordinary	24,599
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-25,164	-37,242.72	Ordinary	25,164
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-318	-470.64	Ordinary	318
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,009	-1,493.32	Ordinary	1,009
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-311	-466.50	Ordinary	311
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,580	-34,898.40	Ordinary	23,580
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-74,845	-110,770.60	Ordinary	74,845
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,051	-34,576.50	Ordinary	23,051
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,113	-1,669.50	Ordinary	1,113
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-21,259	-30,825.55	Ordinary	21,259
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-9,004	-13,055.80	Ordinary	9,004
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14	-21.00	Ordinary	14
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-114	-165.30	Ordinary	114
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-268	-388.60	Ordinary	268
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,613	-11,038.85	Ordinary	7,613
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,307	-17,845.15	Ordinary	12,307
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,043	-1,564.50	Ordinary	1,043
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,438	-12,235.10	Ordinary	8,438
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-99,321	-146,001.87	Ordinary	99,321
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,328	-21,062.16	Ordinary	14,328
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-102,948	-151,333.56	Ordinary	102,948
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,197	-7,639.59	Ordinary	5,197
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-112,404	-165,233.88	Ordinary	112,404
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-66,842	-98,257.74	Ordinary	66,842
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-206,315	-303,283.05	Ordinary	206,315
24/06/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	1,259,921	1,587,500.46	Ordinary	1,259,921
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-491,874	-678,786.12	Ordinary	491,874

7/07/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,366	-21,205.08	Ordinary	15,366
Total			878,727	680,342.04		
BT Investment Management (Fund Services) Limited Total :			878,727	680,342.04		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/03/2016	Australia and New Zealand Banking Group Limited	Purchase	891	1,265.22	Ordinary	891
17/03/2016	Australia and New Zealand Banking Group Limited	Purchase	10,564	16,162.92	Ordinary	10,564
8/04/2016	Australia and New Zealand Banking Group Limited	Purchase	709	964.24	Ordinary	709
8/04/2016	Australia and New Zealand Banking Group Limited	Purchase	1,974	2,763.60	Ordinary	1,974
8/04/2016	Australia and New Zealand Banking Group Limited	Purchase	2,328	3,259.20	Ordinary	2,328
8/04/2016	Australia and New Zealand Banking Group Limited	Purchase	1,186	1,648.54	Ordinary	1,186
11/04/2016	Australia and New Zealand Banking Group Limited	Purchase	944	1,321.60	Ordinary	944
11/04/2016	Australia and New Zealand Banking Group Limited	Purchase	543	760.20	Ordinary	543
27/04/2016	Australia and New Zealand Banking Group Limited	Purchase	2,519	3,778.50	Ordinary	2,519
29/04/2016	Australia and New Zealand Banking Group Limited	Purchase	5,755	8,057.00	Ordinary	5,755
2/05/2016	Australia and New Zealand Banking Group Limited	Purchase	13,576	18,870.64	Ordinary	13,576
5/05/2016	Australia and New Zealand Banking Group Limited	Purchase	7,681	10,446.16	Ordinary	7,681
12/05/2016	Australia and New Zealand Banking Group Limited	Purchase	10,060	14,486.40	Ordinary	10,060
19/05/2016	Australia and New Zealand Banking Group Limited	Purchase	11,691	16,835.04	Ordinary	11,691
2/06/2016	Australia and New Zealand Banking Group Limited	Sale	-728	-1,092.00	Ordinary	728
2/06/2016	Australia and New Zealand Banking Group Limited	Sale	-2,366	-3,501.68	Ordinary	2,366
2/06/2016	Australia and New Zealand Banking Group Limited	Sale	-745	-1,102.60	Ordinary	745
3/06/2016	Australia and New Zealand Banking Group Limited	Sale	-183	-265.35	Ordinary	183
3/06/2016	Australia and New Zealand Banking Group Limited	Sale	-33	-49.50	Ordinary	33
3/06/2016	Australia and New Zealand Banking Group Limited	Sale	-84	-121.80	Ordinary	84
3/06/2016	Australia and New Zealand Banking Group Limited	Sale	-629	-912.05	Ordinary	629
10/06/2016	Australia and New Zealand Banking Group Limited	Sale	-207	-304.29	Ordinary	207
10/06/2016	Australia and New Zealand Banking Group Limited	Sale	-16,382	-24,081.54	Ordinary	16,382
10/06/2016	Australia and New Zealand Banking Group Limited	Sale	-476	-699.72	Ordinary	476
24/06/2016	Australia and New Zealand Banking Group Limited	Purchase	33,080	41,680.80	Ordinary	33,080
30/06/2016	Australia and New Zealand Banking Group Limited	Purchase	15,367	18,594.07	Ordinary	15,367
6/07/2016	Australia and New Zealand Banking Group Limited	Sale	-3,789	-5,228.82	Ordinary	3,789
6/07/2016	Australia and New Zealand Banking Group Limited	Sale	-4,088	-5,641.44	Ordinary	4,088
6/07/2016	Australia and New Zealand Banking Group Limited	Sale	-5,207	-7,185.66	Ordinary	5,207
6/07/2016	Australia and New Zealand Banking Group Limited	Sale	-2,375	-3,277.50	Ordinary	2,375
7/07/2016	Australia and New Zealand Banking Group Limited	Sale	-483	-666.54	Ordinary	483
Total			81,093	106,763.64		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/06/2016	JP Morgan Chase Bank	Sale	-46,172	-68,334.56	Ordinary	46,172
2/06/2016	JP Morgan Chase Bank	Sale	-14,546	-21,528.08	Ordinary	14,546
2/06/2016	JP Morgan Chase Bank	Sale	-14,220	-21,330.00	Ordinary	14,220
3/06/2016	JP Morgan Chase Bank	Sale	-12,289	-17,819.05	Ordinary	12,289
3/06/2016	JP Morgan Chase Bank	Sale	-5,205	-7,547.25	Ordinary	5,205
3/06/2016	JP Morgan Chase Bank	Sale	-643	-964.50	Ordinary	643
10/06/2016	JP Morgan Chase Bank	Sale	-30,874	-45,384.78	Ordinary	30,874
10/06/2016	JP Morgan Chase Bank	Sale	-2,551	-3,749.97	Ordinary	2,551
10/06/2016	JP Morgan Chase Bank	Sale	-10,091	-14,833.77	Ordinary	10,091
10/06/2016	JP Morgan Chase Bank	Sale	-36,732	-53,996.04	Ordinary	36,732
10/06/2016	JP Morgan Chase Bank	Sale	-157,604	-231,677.88	Ordinary	157,604
	Total		-330,927	-487,165.88		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/03/2016	National Australia Bank Limited	Purchase	11,079	15,732.18	Ordinary	11,079
7/04/2016	National Australia Bank Limited	Purchase	379,590	539,017.80	Ordinary	379,590
8/04/2016	National Australia Bank Limited	Purchase	30,933	43,306.20	Ordinary	30,933
8/04/2016	National Australia Bank Limited	Purchase	9,420	12,811.20	Ordinary	9,420
8/04/2016	National Australia Bank Limited	Purchase	15,762	21,909.18	Ordinary	15,762
8/04/2016	National Australia Bank Limited	Purchase	26,231	36,723.40	Ordinary	26,231
11/04/2016	National Australia Bank Limited	Purchase	11,699	16,378.60	Ordinary	11,699
11/04/2016	National Australia Bank Limited	Purchase	6,724	9,413.60	Ordinary	6,724
15/04/2016	National Australia Bank Limited	Sale	-57,373	-91,223.07	Ordinary	57,373
15/04/2016	National Australia Bank Limited	Sale	-189,509	-301,319.31	Ordinary	189,509
15/04/2016	National Australia Bank Limited	Sale	-348,773	-554,549.07	Ordinary	348,773
18/04/2016	National Australia Bank Limited	Sale	-29,316	-44,853.48	Ordinary	29,316
18/04/2016	National Australia Bank Limited	Sale	-199,467	-305,184.51	Ordinary	199,467
18/04/2016	National Australia Bank Limited	Sale	-103,840	-158,875.20	Ordinary	103,840
19/04/2016	National Australia Bank Limited	Sale	-350,274	-535,919.22	Ordinary	350,274
29/04/2016	National Australia Bank Limited	Purchase	71,286	99,800.40	Ordinary	71,286
2/05/2016	National Australia Bank Limited	Purchase	168,165	233,749.35	Ordinary	168,165
2/06/2016	National Australia Bank Limited	Sale	-7,156	-10,734.00	Ordinary	7,156
2/06/2016	National Australia Bank Limited	Sale	-7,321	-10,835.08	Ordinary	7,321
2/06/2016	National Australia Bank Limited	Sale	-23,237	-34,390.76	Ordinary	23,237
3/06/2016	National Australia Bank Limited	Sale	-6,184	-8,966.80	Ordinary	6,184
3/06/2016	National Australia Bank Limited	Sale	-324	-486.00	Ordinary	324
3/06/2016	National Australia Bank Limited	Sale	-2,620	-3,799.00	Ordinary	2,620
10/06/2016	National Australia Bank Limited	Sale	-8,991	-13,216.77	Ordinary	8,991
10/06/2016	National Australia Bank Limited	Sale	-46,241	-67,974.27	Ordinary	46,241
10/06/2016	National Australia Bank Limited	Sale	-69,630	-102,356.10	Ordinary	69,630
10/06/2016	National Australia Bank Limited	Sale	-50,082	-73,620.54	Ordinary	50,082
24/06/2016	National Australia Bank Limited	Purchase	359,401	452,845.26	Ordinary	359,401
6/07/2016	National Australia Bank Limited	Sale	-140,783	-194,280.54	Ordinary	140,783
6/07/2016	National Australia Bank Limited	Sale	-20,114	-27,757.32	Ordinary	20,114
7/07/2016	National Australia Bank Limited	Sale	-5,026	-6,935.88	Ordinary	5,026
	Total		-575,971	-1,065,589.75		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/03/2016	National Australian Custodian Services	Purchase	5,448	7,736.16	Ordinary	5,448
8/04/2016	National Australian Custodian Services	Purchase	7,727	10,740.53	Ordinary	7,727
8/04/2016	National Australian Custodian Services	Purchase	15,166	21,232.40	Ordinary	15,166
8/04/2016	National Australian Custodian Services	Purchase	12,860	18,004.00	Ordinary	12,860
8/04/2016	National Australian Custodian Services	Purchase	4,618	6,280.48	Ordinary	4,618
11/04/2016	National Australian Custodian Services	Purchase	5,748	8,047.20	Ordinary	5,748
11/04/2016	National Australian Custodian Services	Purchase	3,304	4,625.60	Ordinary	3,304
29/04/2016	National Australian Custodian Services	Purchase	35,026	49,036.40	Ordinary	35,026
2/05/2016	National Australian Custodian Services	Purchase	82,626	114,850.14	Ordinary	82,626
2/06/2016	National Australian Custodian Services	Sale	-11,404	-16,877.92	Ordinary	11,404
2/06/2016	National Australian Custodian Services	Sale	-3,512	-5,268.00	Ordinary	3,512
2/06/2016	National Australian Custodian Services	Sale	-3,593	-5,317.64	Ordinary	3,593
3/06/2016	National Australian Custodian Services	Sale	-159	-238.50	Ordinary	159
3/06/2016	National Australian Custodian Services	Sale	-1,286	-1,864.70	Ordinary	1,286
3/06/2016	National Australian Custodian Services	Sale	-3,035	-4,400.75	Ordinary	3,035
10/06/2016	National Australian Custodian Services	Sale	-16,982	-24,963.54	Ordinary	16,982
10/06/2016	National Australian Custodian Services	Sale	-68,928	-101,324.16	Ordinary	68,928
24/06/2016	National Australian Custodian Services	Purchase	176,820	222,793.20	Ordinary	176,820
6/07/2016	National Australian Custodian Services	Sale	-79,118	-109,182.84	Ordinary	79,118
7/07/2016	National Australian Custodian Services	Sale	-2,472	-3,411.36	Ordinary	2,472
Total			158,854	190,496.70		
BT Investment Management (Institutional) Limited Total :			-666,951	-1,255,495.29		

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/03/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-15,300	-23,103.00	Ordinary	15,300
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-71,967	-106,511.16	Ordinary	71,967
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22,164	-33,246.00	Ordinary	22,164
2/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-22,672	-33,554.56	Ordinary	22,672
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,003	-1,504.50	Ordinary	1,003
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-19,154	-27,773.30	Ordinary	19,154
3/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,113	-11,763.85	Ordinary	8,113
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-188,379	-276,917.13	Ordinary	188,379
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-139,661	-205,301.67	Ordinary	139,661
10/06/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-42,690	-62,754.30	Ordinary	42,690
Total			-531,103	-782,429.47		
Westpac Financial Services Limited Total :			-531,103	-782,429.47		

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 – 13/07/2016

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

CBA Limited	Australia	Westpac Capital Trust IV	USA
Challenge Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2016 - 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 Databank Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance 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 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Europe Limited	UK
Crusade Management Limited	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade 2P Trust of 2008	Australia	Westpac Financial Consultants Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Financial Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Funds Financing Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac General Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac Investment Capital Corporation	USA
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Investment Management (Europe) Ltd	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life Insurance Services Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hickory Trust	Australia	Westpac New Zealand Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Limited	New Zealand

Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
MIF Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Number 120 Limited	New Zealand	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Properties Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac RE Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securitisation Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Singapore Limited	Singapore
Sallmoor Pty Limited	Australia	Westpac Structured Products Limited	Australia
Securitor Financial Group Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Seed Pool Trust No. 2	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2008-1M WST Trust	Australia	Westpac Term PIE Fund	New Zealand
Series 2009-1 WST Trust	Australia	Westpac TPS Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-2 WST Trust	Australia	Westpac USA Inc.	USA

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTI'

BT Investment Management Limited (30.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia