



Investment
Management

30 July 2012

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Centro Retail Australia.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard
Company Secretary

{00002278.DOC}BT Investment
Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW 2001
Australia

The Chifley Tower
Level 15, 2 Chifley Square
Sydney NSW 2000
Australia
Tel 612 8253 2999

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Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme CENTRO RETAIL AUSTRALIA

ACN/ARSN ABN 90 114 757 783

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

There was a change in the interests of the substantial holder on 26/07/2012

The previous notice was given to the company on 24/05/2012

The previous notice was dated 22/05/2012

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	Person's votes	Voting Power (5)
STAPLED SECURITIES	76,530,552	5.81%	91,439,924	6.82%

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
26/07/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Funds Management (NZ) Limited, Westpac RE Limited, BT Funds Management Limited,	See Schedule	See Schedule	See Schedule	See Schedule

	Westpac Financial Services Group Limited, BT Investment Management (RE) Limited				
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4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	345,644
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	76,717
BT Funds Management (NZ) Limited	BTNZ Units Trusts Nominees Ltd	BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	853,800
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) 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.	4,384,755
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) 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.	399,692
BT Investment Management (RE) Limited	Permanent Trustee Australia Limited National Custodian Nominees IAG Nominees Limited	BT Investment Management (RE) Limited is the RE and 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.	78,111,447

	BNP Fund Services Australasia Pty Limited JP Morgan Chase Bank UBS Wealth Management Citicorp Nominees Pty Limited National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.		
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	5,402,312
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,865,557

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 holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Level 15 PwC Tower 188 Quay Street Auckland

	NZ
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 Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
CENTRO RETAIL AUSTRALIA	Centro Retail Australia (CRF) Level 3, Centro The Glen 235 Springvale Road GLEN WAVERLEY VIC 3150 Tel: +61 03 8847 0000 Fax: +61 03 9886 1234

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 30/7/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 60f of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (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 (eg. 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.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 23/05/2012 to 26/07/2012

SECURITY: CRF

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-52,789	-105,578.00
15/06/2012	HSBC Custody Nominees (Australia) Limited.	-1,485	-2,984.85
	Total	-54,274	-108,562.85
	Advance Asset Management Limited Total :	-54,274	-108,562.85

BT Funds Management Limited

Date	Registered Company	Quantity	Value
8/06/2012	BT Portfolio Services Limited	9,057	68,453.71
8/06/2012	BT Portfolio Services Limited	-9,057	-68,453.71
25/06/2012	BT Portfolio Services Limited	9,057	18,114.00
25/06/2012	BT Portfolio Services Limited	-9,057	-18,114.00
19/07/2012	BT Portfolio Services Limited	2,270	4,471.90
19/07/2012	BT Portfolio Services Limited	-2,270	-4,471.90
	Total		.00

Date	Registered Company	Quantity	Value
28/05/2012	HSBC Custody Nominees (Australia) Limited.	73	137.97
28/05/2012	HSBC Custody Nominees (Australia) Limited.	14,971	28,295.19
1/06/2012	HSBC Custody Nominees (Australia) Limited.	14,483	27,517.70
1/06/2012	HSBC Custody Nominees (Australia) Limited.	112	212.80
1/06/2012	HSBC Custody Nominees (Australia) Limited.	2,419	4,596.10
4/06/2012	HSBC Custody Nominees (Australia) Limited.	197,954	376,112.60
4/06/2012	HSBC Custody Nominees (Australia) Limited.	1,530	2,907.00
4/06/2012	HSBC Custody Nominees (Australia) Limited.	33,063	62,819.70
8/06/2012	HSBC Custody Nominees (Australia) Limited.	323,438	640,407.24
8/06/2012	HSBC Custody Nominees (Australia) Limited.	2,500	4,950.00
8/06/2012	HSBC Custody Nominees (Australia) Limited.	54,021	106,961.58
18/07/2012	HSBC Custody Nominees (Australia) Limited.	332,635	655,290.95
18/07/2012	HSBC Custody Nominees (Australia) Limited.	2,298	4,527.06
18/07/2012	HSBC Custody Nominees (Australia) Limited.	49,681	97,871.57
26/07/2012	HSBC Custody Nominees (Australia) Limited.	214,532	422,628.04
26/07/2012	HSBC Custody Nominees (Australia) Limited.	1,482	2,919.54
26/07/2012	HSBC Custody Nominees (Australia) Limited.	32,042	63,122.74
	Total	1,277,234	2,501,277.78
	BT Funds Management Limited Total :	1,277,234	2,501,277.78

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
28/05/2012	HSBC Custody Nominees (Australia) Limited.	1,822	3,443.58

1/06/2012	HSBC Custody Nominees (Australia) Limited.	1,560	2,964.00
4/06/2012	HSBC Custody Nominees (Australia) Limited.	21,324	40,515.60
8/06/2012	HSBC Custody Nominees (Australia) Limited.	34,841	68,985.18
18/07/2012	HSBC Custody Nominees (Australia) Limited.	35,565	70,063.05
26/07/2012	HSBC Custody Nominees (Australia) Limited.	22,938	45,187.86
	Total	118,050	231,159.27

BT Funds Management No.2 Limited Total : **118,050** **231,159.27**

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
28/05/2012	BNP Fund Services Australasia Pty Limited	16,695	31,553.55
1/06/2012	BNP Fund Services Australasia Pty Limited	2,554	4,852.60
4/06/2012	BNP Fund Services Australasia Pty Limited	34,905	66,319.50
8/06/2012	BNP Fund Services Australasia Pty Limited	57,031	112,921.38
18/07/2012	BNP Fund Services Australasia Pty Limited	54,062	106,502.14
26/07/2012	BNP Fund Services Australasia Pty Limited	34,867	68,687.99
	Total	200,114	390,837.16

Date	Registered Company	Quantity	Value
25/05/2012	Citicorp Nominees Pty Limited	120,415	232,400.95
28/05/2012	Citicorp Nominees Pty Limited	43,589	82,383.21
1/06/2012	Citicorp Nominees Pty Limited	4,933	9,372.70
4/06/2012	Citicorp Nominees Pty Limited	67,419	128,096.10
5/06/2012	Citicorp Nominees Pty Limited	12,670	24,579.80
6/06/2012	Citicorp Nominees Pty Limited	12,861	25,078.95
8/06/2012	Citicorp Nominees Pty Limited	110,157	218,110.86
15/06/2012	Citicorp Nominees Pty Limited	73,788	148,313.88
18/07/2012	Citicorp Nominees Pty Limited	118,992	234,414.24
18/07/2012	Citicorp Nominees Pty Limited	244,622	484,351.56
26/07/2012	Citicorp Nominees Pty Limited	76,744	151,185.68
	Total	886,190	1,738,287.93

Date	Registered Company	Quantity	Value
23/05/2012	HSBC Custody Nominees (Australia) Limited.	109,084	208,350.44
25/05/2012	HSBC Custody Nominees (Australia) Limited.	35,630	68,765.90
25/05/2012	HSBC Custody Nominees (Australia) Limited.	-156,045	-301,166.85
28/05/2012	HSBC Custody Nominees (Australia) Limited.	41,672	78,760.08
28/05/2012	HSBC Custody Nominees (Australia) Limited.	33,007	62,383.23
28/05/2012	HSBC Custody Nominees (Australia) Limited.	9,113	17,223.57
31/05/2012	HSBC Custody Nominees (Australia) Limited.	158,391	300,942.90
1/06/2012	HSBC Custody Nominees (Australia) Limited.	158	300.20
1/06/2012	HSBC Custody Nominees (Australia) Limited.	470	893.00
1/06/2012	HSBC Custody Nominees (Australia) Limited.	255	484.50
1/06/2012	HSBC Custody Nominees (Australia) Limited.	23,300	44,270.00
1/06/2012	HSBC Custody Nominees (Australia) Limited.	2,204	4,187.60
1/06/2012	HSBC Custody Nominees (Australia) Limited.	3,646	6,927.40
1/06/2012	HSBC Custody Nominees (Australia) Limited.	1,377	2,616.30
1/06/2012	HSBC Custody Nominees (Australia) Limited.	2,538	4,822.20
4/06/2012	HSBC Custody Nominees (Australia) Limited.	2,154	4,092.60
4/06/2012	HSBC Custody Nominees (Australia) Limited.	6,420	12,198.00
4/06/2012	HSBC Custody Nominees (Australia) Limited.	93,940	180,364.80
4/06/2012	HSBC Custody Nominees (Australia) Limited.	3,485	6,621.50

4/06/2012	HSBC Custody Nominees (Australia) Limited.	318,457	605,068.30
4/06/2012	HSBC Custody Nominees (Australia) Limited.	30,119	57,226.10
4/06/2012	HSBC Custody Nominees (Australia) Limited.	49,837	94,690.30
4/06/2012	HSBC Custody Nominees (Australia) Limited.	18,817	35,752.30
4/06/2012	HSBC Custody Nominees (Australia) Limited.	34,690	65,911.00
5/06/2012	HSBC Custody Nominees (Australia) Limited.	180,881	350,909.14
5/06/2012	HSBC Custody Nominees (Australia) Limited.	-193,551	-375,488.94
6/06/2012	HSBC Custody Nominees (Australia) Limited.	51,484	100,393.80
6/06/2012	HSBC Custody Nominees (Australia) Limited.	-39,857	-77,721.15
8/06/2012	HSBC Custody Nominees (Australia) Limited.	3,519	6,967.62
8/06/2012	HSBC Custody Nominees (Australia) Limited.	10,490	20,770.20
8/06/2012	HSBC Custody Nominees (Australia) Limited.	5,693	11,272.14
8/06/2012	HSBC Custody Nominees (Australia) Limited.	520,329	1,030,251.42
8/06/2012	HSBC Custody Nominees (Australia) Limited.	49,212	97,439.76
8/06/2012	HSBC Custody Nominees (Australia) Limited.	81,428	161,227.44
8/06/2012	HSBC Custody Nominees (Australia) Limited.	30,745	60,875.10
8/06/2012	HSBC Custody Nominees (Australia) Limited.	56,680	112,226.40
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-355,000	-710,000.00
13/06/2012	HSBC Custody Nominees (Australia) Limited.	-100,000	-199,000.00
15/06/2012	HSBC Custody Nominees (Australia) Limited.	112,323	225,769.23
15/06/2012	HSBC Custody Nominees (Australia) Limited.	179,496	360,786.96
15/06/2012	HSBC Custody Nominees (Australia) Limited.	-186,111	-374,083.11
12/07/2012	HSBC Custody Nominees (Australia) Limited.	150,361	296,211.17
13/07/2012	HSBC Custody Nominees (Australia) Limited.	73,076	144,690.48
13/07/2012	HSBC Custody Nominees (Australia) Limited.	-92,431	-182,089.07
16/07/2012	HSBC Custody Nominees (Australia) Limited.	25,957	50,875.72
16/07/2012	HSBC Custody Nominees (Australia) Limited.	33,627	65,908.92
18/07/2012	HSBC Custody Nominees (Australia) Limited.	5,464	10,764.08
18/07/2012	HSBC Custody Nominees (Australia) Limited.	7,526	14,826.22
18/07/2012	HSBC Custody Nominees (Australia) Limited.	619,218	1,219,859.46
18/07/2012	HSBC Custody Nominees (Australia) Limited.	65,344	128,727.68
18/07/2012	HSBC Custody Nominees (Australia) Limited.	100,922	198,816.34
18/07/2012	HSBC Custody Nominees (Australia) Limited.	54,808	107,971.76
18/07/2012	HSBC Custody Nominees (Australia) Limited.	62,194	122,522.18
23/07/2012	HSBC Custody Nominees (Australia) Limited.	83,281	165,729.19
24/07/2012	HSBC Custody Nominees (Australia) Limited.	34,653	68,612.94
25/07/2012	HSBC Custody Nominees (Australia) Limited.	12,000	23,760.00
25/07/2012	HSBC Custody Nominees (Australia) Limited.	73,451	145,432.98
26/07/2012	HSBC Custody Nominees (Australia) Limited.	3,524	6,942.28
26/07/2012	HSBC Custody Nominees (Australia) Limited.	4,854	9,562.38
26/07/2012	HSBC Custody Nominees (Australia) Limited.	399,364	786,747.08
26/07/2012	HSBC Custody Nominees (Australia) Limited.	42,143	83,021.71
26/07/2012	HSBC Custody Nominees (Australia) Limited.	65,089	128,225.33
26/07/2012	HSBC Custody Nominees (Australia) Limited.	35,348	69,635.56
26/07/2012	HSBC Custody Nominees (Australia) Limited.	40,112	79,020.64
	Total	3,130,365	6,110,056.41

Date	Registered Company	Quantity	Value
28/05/2012	IAG Nominees Limited	22,756	43,008.84
28/05/2012	IAG Nominees Limited	22,758	43,012.62
1/06/2012	IAG Nominees Limited	1,187	2,255.30
1/06/2012	IAG Nominees Limited	1,189	2,259.10
4/06/2012	IAG Nominees Limited	16,222	30,821.80
4/06/2012	IAG Nominees Limited	16,253	30,880.70

8/06/2012	IAG Nominees Limited	26,505	52,479.90
8/06/2012	IAG Nominees Limited	26,557	52,582.86
18/07/2012	IAG Nominees Limited	19,595	38,602.15
18/07/2012	IAG Nominees Limited	19,772	38,950.84
26/07/2012	IAG Nominees Limited	12,638	24,896.86
26/07/2012	IAG Nominees Limited	12,752	25,121.44
	Total	198,184	384,872.41

Date	Registered Company	Quantity	Value
28/05/2012	JP Morgan Chase Bank	11,062	20,907.18
28/05/2012	JP Morgan Chase Bank	70,437	133,125.93
1/06/2012	JP Morgan Chase Bank	2,700	5,130.00
1/06/2012	JP Morgan Chase Bank	11,405	21,669.50
4/06/2012	JP Morgan Chase Bank	36,905	70,119.50
4/06/2012	JP Morgan Chase Bank	155,876	296,164.40
8/06/2012	JP Morgan Chase Bank	60,299	119,392.02
8/06/2012	JP Morgan Chase Bank	254,687	504,280.26
12/07/2012	JP Morgan Chase Bank	647,231	1,275,045.07
18/07/2012	JP Morgan Chase Bank	66,132	130,280.04
26/07/2012	JP Morgan Chase Bank	42,652	84,024.44
	Total	1,359,386	2,660,138.34

Date	Registered Company	Quantity	Value
28/05/2012	National Australia Bank Limited	5,513	10,419.57
28/05/2012	National Australia Bank Limited	2,865	5,414.85
31/05/2012	National Australia Bank Limited	549,631	1,044,298.90
31/05/2012	National Australia Bank Limited	533,634	1,013,904.60
1/06/2012	National Australia Bank Limited	846	1,607.40
1/06/2012	National Australia Bank Limited	4,675	8,882.50
1/06/2012	National Australia Bank Limited	1,347	2,559.30
1/06/2012	National Australia Bank Limited	4,541	8,627.90
4/06/2012	National Australia Bank Limited	11,563	21,969.70
4/06/2012	National Australia Bank Limited	63,895	121,400.50
4/06/2012	National Australia Bank Limited	18,415	34,988.50
4/06/2012	National Australia Bank Limited	62,069	117,931.10
8/06/2012	National Australia Bank Limited	18,893	37,408.14
8/06/2012	National Australia Bank Limited	104,399	206,710.02
8/06/2012	National Australia Bank Limited	30,088	59,574.24
8/06/2012	National Australia Bank Limited	101,414	200,799.72
12/07/2012	National Australia Bank Limited	501,204	987,371.88
12/07/2012	National Australia Bank Limited	501,204	987,371.88
13/07/2012	National Australia Bank Limited	357,848	708,539.04
13/07/2012	National Australia Bank Limited	254,442	503,795.16
16/07/2012	National Australia Bank Limited	116,322	227,991.12
16/07/2012	National Australia Bank Limited	89,792	175,992.32
16/07/2012	National Australia Bank Limited	84,251	165,131.96
16/07/2012	National Australia Bank Limited	109,143	213,920.28
18/07/2012	National Australia Bank Limited	21,724	42,796.28
18/07/2012	National Australia Bank Limited	190,869	376,011.93
18/07/2012	National Australia Bank Limited	33,376	65,750.72
18/07/2012	National Australia Bank Limited	181,943	358,427.71
23/07/2012	National Australia Bank Limited	299,140	595,288.60
23/07/2012	National Australia Bank Limited	281,441	560,067.59
24/07/2012	National Australia Bank Limited	123,325	244,183.50

24/07/2012	National Australia Bank Limited	116,558	230,784.84
25/07/2012	National Australia Bank Limited	254,327	503,567.46
25/07/2012	National Australia Bank Limited	241,847	478,857.06
26/07/2012	National Australia Bank Limited	14,011	27,601.67
26/07/2012	National Australia Bank Limited	123,100	242,507.00
26/07/2012	National Australia Bank Limited	21,526	42,406.22
26/07/2012	National Australia Bank Limited	117,344	231,167.68
	Total	5,548,525	10,866,028.84

Date	Registered Company	Quantity	Value
28/05/2012	National Custodian Nominees	7,149	13,511.61
1/06/2012	National Custodian Nominees	1,258	2,390.20
4/06/2012	National Custodian Nominees	17,196	32,672.40
8/06/2012	National Custodian Nominees	28,097	55,632.06
18/07/2012	National Custodian Nominees	26,930	53,052.10
26/07/2012	National Custodian Nominees	17,368	34,214.96
	Total	97,998	191,473.33

Date	Registered Company	Quantity	Value
28/05/2012	Permanent Trustee Australia Limited	12,493	23,611.77
1/06/2012	Permanent Trustee Australia Limited	402	763.80
4/06/2012	Permanent Trustee Australia Limited	5,494	10,438.60
8/06/2012	Permanent Trustee Australia Limited	8,977	17,774.46
18/07/2012	Permanent Trustee Australia Limited	6,558	12,919.26
26/07/2012	Permanent Trustee Australia Limited	4,230	8,333.10
	Total	38,154	73,840.99

Date	Registered Company	Quantity	Value
30/05/2012	UBS Wealth Management	156,746	300,952.32
31/05/2012	UBS Wealth Management	238,759	456,029.69
31/05/2012	UBS Wealth Management	208,431	398,103.21
31/05/2012	UBS Wealth Management	212,522	405,917.02
1/06/2012	UBS Wealth Management	261,554	499,568.14
1/06/2012	UBS Wealth Management	274,770	524,810.70
1/06/2012	UBS Wealth Management	220,147	420,480.77
7/06/2012	UBS Wealth Management	88,633	174,607.01
18/06/2012	UBS Wealth Management	-245,070	-490,140.00
18/06/2012	UBS Wealth Management	-258,626	-517,252.00
18/06/2012	UBS Wealth Management	-206,322	-412,644.00
	Total	951,544	1,760,432.86

BT Investment Management (RE) Limited Total
: **12,410,460 24,175,968.27**

Westpac RE Limited

Date	Registered Company	Quantity	Value
23/05/2012	HSBC Custody Nominees (Australia) Limited.	10,500	20,055.00
23/05/2012	HSBC Custody Nominees (Australia) Limited.	39,300	75,063.00
23/05/2012	HSBC Custody Nominees (Australia) Limited.	9,100	17,381.00
24/05/2012	HSBC Custody Nominees (Australia) Limited.	19,800	38,016.00
24/05/2012	HSBC Custody Nominees (Australia) Limited.	6,700	12,864.00
24/05/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,680.00
28/05/2012	HSBC Custody Nominees (Australia) Limited.	3,800	7,220.00

28/05/2012	HSBC Custody Nominees (Australia) Limited.	7,150	13,585.00
29/05/2012	HSBC Custody Nominees (Australia) Limited.	6,500	12,415.00
30/05/2012	HSBC Custody Nominees (Australia) Limited.	8,000	15,440.00
5/06/2012	HSBC Custody Nominees (Australia) Limited.	197	382.18
6/06/2012	HSBC Custody Nominees (Australia) Limited.	6,260	12,269.60
6/06/2012	HSBC Custody Nominees (Australia) Limited.	2,750	5,390.00
8/06/2012	HSBC Custody Nominees (Australia) Limited.	99,500	198,005.00
8/06/2012	HSBC Custody Nominees (Australia) Limited.	9,600	19,008.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	5,550	11,100.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	9,000	18,000.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-68,189	-136,378.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-6,260	-12,520.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-10,500	-21,000.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-2,750	-5,500.00
12/06/2012	HSBC Custody Nominees (Australia) Limited.	-6,500	-13,000.00
14/06/2012	HSBC Custody Nominees (Australia) Limited.	7,950	15,820.50
18/06/2012	HSBC Custody Nominees (Australia) Limited.	9,500	19,000.00
18/06/2012	HSBC Custody Nominees (Australia) Limited.	-156	-310.44
20/06/2012	HSBC Custody Nominees (Australia) Limited.	5,250	10,447.50
20/06/2012	HSBC Custody Nominees (Australia) Limited.	5,250	10,500.00
20/06/2012	HSBC Custody Nominees (Australia) Limited.	-1,306	-2,585.88
21/06/2012	HSBC Custody Nominees (Australia) Limited.	5,900	11,800.00
21/06/2012	HSBC Custody Nominees (Australia) Limited.	6,000	12,000.00
21/06/2012	HSBC Custody Nominees (Australia) Limited.	2,250	4,500.00
22/06/2012	HSBC Custody Nominees (Australia) Limited.	389	778.00
25/06/2012	HSBC Custody Nominees (Australia) Limited.	-14,000	-27,300.00
26/06/2012	HSBC Custody Nominees (Australia) Limited.	4,850	9,506.00
26/06/2012	HSBC Custody Nominees (Australia) Limited.	1,900	3,724.00
26/06/2012	HSBC Custody Nominees (Australia) Limited.	8,800	17,248.00
28/06/2012	HSBC Custody Nominees (Australia) Limited.	5,850	11,700.00
28/06/2012	HSBC Custody Nominees (Australia) Limited.	5,900	11,800.00
28/06/2012	HSBC Custody Nominees (Australia) Limited.	21,450	42,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	17,000	33,660.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	6,000	11,880.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	10,000	19,800.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,920.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	10,000	19,800.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,920.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	4,750	9,405.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00

29/06/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,900.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	3,500	6,930.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,920.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	10,500	20,790.00
29/06/2012	HSBC Custody Nominees (Australia) Limited.	65,000	128,700.00
5/07/2012	HSBC Custody Nominees (Australia) Limited.	5,000	10,000.00
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-81	-160.38
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-96	-190.08
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-58	-114.84
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-111	-219.78
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-84	-166.32
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-84	-166.32
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-119	-235.62
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-126	-249.48
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-120	-237.60
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-115	-227.70
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-76	-150.48
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-103	-203.94
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-68	-134.64
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-59	-116.82
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-91	-180.18
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-87	-172.26
9/07/2012	HSBC Custody Nominees (Australia) Limited.	-62	-122.76
12/07/2012	HSBC Custody Nominees (Australia) Limited.	57,900	114,642.00
17/07/2012	HSBC Custody Nominees (Australia) Limited.	3,000	5,910.00
19/07/2012	HSBC Custody Nominees (Australia) Limited.	3,000	5,940.00
19/07/2012	HSBC Custody Nominees (Australia) Limited.	10,000	19,800.00
19/07/2012	HSBC Custody Nominees (Australia) Limited.	-23,277	-46,088.46
20/07/2012	HSBC Custody Nominees (Australia) Limited.	-8,000	-15,840.00
23/07/2012	HSBC Custody Nominees (Australia) Limited.	651	1,295.49
23/07/2012	HSBC Custody Nominees (Australia) Limited.	2,500	5,000.00
26/07/2012	HSBC Custody Nominees (Australia) Limited.	2,000	3,940.00
26/07/2012	HSBC Custody Nominees (Australia) Limited.	1,500	2,955.00
	Total	500,769	984,633.29
	Westpac RE Limited Total :	500,769	984,633.29

Westpac Financial Services Group Limited

Date	Registered Company	Quantity	Value
5/06/2012	HSBC Custody Nominees (Australia) Limited.	-19,210	-37,075.30
6/06/2012	HSBC Custody Nominees (Australia) Limited.	-24,488	-47,751.60
14/06/2012	HSBC Custody Nominees (Australia) Limited.	-27,769	-55,260.31
3/07/2012	HSBC Custody Nominees (Australia) Limited.	-41,445	-82,475.55
20/07/2012	HSBC Custody Nominees (Australia) Limited.	-82,269	-163,715.31
	Total	-195,181	-386,278.07
	Westpac Financial Services Group Limited Total :	-195,181	-386,278.07

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 4 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 26/07/2012

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

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

Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Investments U.K. Limited	UK
Hastings Funds Management (USA) Inc.	USA	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment LLC	USA	Westpac Matching Gifts Limited	Australia
Hastings Management Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Leasing Limited	New Zealand
Infrastructure Australia (No.3) Limited	Australia	Westpac NZ Operations Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
J O H C M GmbH	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Private Equity Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Properties Limited	Australia
Silver Metis Investment Management Ltd	Cayman Islands	Westpac RE Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Administration Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Inc.	USA
Mortgage Management Limited	Australia	Westpac Securities Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Net Nominees Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Number 120 Limited1	New Zealand	Westpac Securitisation Management Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Singapore Limited	Singapore
Orion Trust	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 2 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Securities Limited	Australia	Westpac Unit Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac USA Inc.	USA
Phoenix Trust	Australia	WFAL No.1 Loan Trust	Hong Kong

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia