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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme BURSON GROUP LIMITED (BAP)

ACN/ARSN ACN 153 199 912

#### 1. Details of substantial holder(1)

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

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 6/11/2015

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	12,423,152	12,423,152	
Total	12,423,152	12,423,152	5.08%

#### 3. Details of relevant interests

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

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	3,070,948	Ordinary
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,	3,569	Ordinary

	Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.		
BT Funds Management 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.	180,336	Ordinary
BT Funds Management No.2 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.	977,212	Ordinary
BT Investment Management (Fund 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.	5,431,439	Ordinary
BT Investment Management (Institutional) 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.	2,759,648	Ordinary

#### 4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	3,569 Ordinary

BT Funds Management Limited	Asgard Capital Management Limited  BT Portfolio Services Limited	See Annexure 'A'	180,336 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	977,212 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Australia Bank Limited	See Annexure 'A'	2,759,648 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	3,070,948 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,431,439 Ordinary

## 5. Consideration

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

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

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

## 7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
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
BT Funds Management No.2 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BURSON GROUP LIMITED (BAP)	The Company Secretary, BURSON GROUP LIMITED (BAP) 61 Gower Street PRESTON VIC 3072  Tel: +61 3 9914 5555 Fax: +61 3 9914 5544

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 10/11/2015

## **DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 7 of the form.
  - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
  - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
  - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

## ANNEXURE A

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 10/11/2015

Sales & Purchases for the period : 6/07/2015 to 6/11/2015

SECURITY: BAP

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### Advance Asset Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
7/07/2015	HSBC Custody Nominees (Australia) Limited.	-26,000	-87,100.00	Ordinary
10/07/2015	HSBC Custody Nominees (Australia) Limited.	-19,600	-65,072.00	Ordinary
10/07/2015	HSBC Custody Nominees (Australia) Limited.	-26,400	-87,648.00	Ordinary
14/07/2015	HSBC Custody Nominees (Australia) Limited.	-17,000	-56,440.00	Ordinary
14/07/2015	HSBC Custody Nominees (Australia) Limited.	-11,000	-36,740.00	Ordinary
15/07/2015	HSBC Custody Nominees (Australia) Limited.	-11,000	-36,740.00	Ordinary
16/07/2015	HSBC Custody Nominees (Australia) Limited.	12,089	.00	Ordinary
16/07/2015	HSBC Custody Nominees (Australia) Limited.	-11,000	-36,740.00	Ordinary
20/07/2015	HSBC Custody Nominees (Australia) Limited.	17,349	57,772.17	Ordinary
20/07/2015	HSBC Custody Nominees (Australia) Limited.	58,000	193,140.00	Ordinary
21/07/2015	HSBC Custody Nominees (Australia) Limited.	84,094	279,192.08	Ordinary
21/07/2015	HSBC Custody Nominees (Australia) Limited.	45,000	149,400.00	Ordinary
22/07/2015	HSBC Custody Nominees (Australia) Limited.	67,000	227,800.00	Ordinary
22/07/2015	HSBC Custody Nominees (Australia) Limited.	-16,400	-55,104.00	Ordinary
22/07/2015	HSBC Custody Nominees (Australia) Limited.	-22,600	-75,936.00	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	90,000	309,600.00	Ordinary
24/07/2015	HSBC Custody Nominees (Australia) Limited.	43,000	147,060.00	Ordinary
27/07/2015	HSBC Custody Nominees (Australia) Limited.	65,000	221,650.00	Ordinary
28/07/2015	HSBC Custody Nominees (Australia) Limited.	1,773	5,992.74	Ordinary
29/07/2015	HSBC Custody Nominees (Australia) Limited.	10,118	34,502.38	Ordinary
29/07/2015	HSBC Custody Nominees (Australia) Limited.	26,290	89,911.80	Ordinary
31/07/2015	HSBC Custody Nominees (Australia) Limited.	-8,400	-29,316.00	Ordinary
31/07/2015	HSBC Custody Nominees (Australia) Limited.	-13,600	-47,464.00	Ordinary
3/08/2015	HSBC Custody Nominees (Australia) Limited.	-7,000	-24,430.00	Ordinary
4/08/2015	HSBC Custody Nominees (Australia) Limited.	-14,600	-53,874.00	Ordinary
4/08/2015	HSBC Custody Nominees (Australia) Limited.	-6,400	-23,616.00	Ordinary
5/08/2015	HSBC Custody Nominees (Australia) Limited.	-7,400	-27,676.00	Ordinary
5/08/2015	HSBC Custody Nominees (Australia) Limited.	-12,600	-47,124.00	Ordinary
13/08/2015	HSBC Custody Nominees (Australia) Limited.	45,000	156,150.00	Ordinary
20/08/2015	HSBC Custody Nominees (Australia) Limited.	100,000	351,000.00	Ordinary
24/08/2015	HSBC Custody Nominees (Australia) Limited.	50,000	174,000.00	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	146,778	500,512.98	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	846	2,876.40	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	75,000	255,750.00	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-1,773	-6,028.20	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-713	-2,424.20	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-12,089	-41,102.60	Ordinary
27/08/2015	HSBC Custody Nominees (Australia) Limited.	45,000	157,050.00	Ordinary
27/08/2015	HSBC Custody Nominees (Australia) Limited.	-1,542	-5,366.16	Ordinary
28/08/2015	HSBC Custody Nominees (Australia) Limited.	-3,064	-10,724.00	Ordinary
31/08/2015	HSBC Custody Nominees (Australia) Limited.	-3,109	-11,223.49	Ordinary
1/09/2015	HSBC Custody Nominees (Australia) Limited.	9,554	34,489.94	Ordinary

1/09/2015	HSBC Custody Nominees (Australia) Limited.	-1,690	-6,067.10	Ordinary
14/09/2015	HSBC Custody Nominees (Australia) Limited.	41,805	154,260.45	Ordinary
14/09/2015	HSBC Custody Nominees (Australia) Limited.	90,000	333,000.00	Ordinary
15/09/2015	HSBC Custody Nominees (Australia) Limited.	41,804	155,928.92	Ordinary
22/09/2015	HSBC Custody Nominees (Australia) Limited.	-61,000	-223,260.00	Ordinary
25/09/2015	HSBC Custody Nominees (Australia) Limited.	26,000	95,940.00	Ordinary
25/09/2015	HSBC Custody Nominees (Australia) Limited.	-2,600	-9,490.00	Ordinary
25/09/2015	HSBC Custody Nominees (Australia) Limited.	-9,400	-34,310.00	Ordinary
28/09/2015	HSBC Custody Nominees (Australia) Limited.	33,642	124,811.82	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	1,921	6,934.81	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-17,091	-48,709.35	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-1,921	-6,934.81	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-17,091	-48,709.35	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-1,921	-6,934.81	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	18,825	47,815.50	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	17,091	48,709.35	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-18,825	-47,815.50	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-18,825	-47,815.50	Ordinary
22/10/2015	HSBC Custody Nominees (Australia) Limited.	66,875	244,093.75	Ordinary
22/10/2015	HSBC Custody Nominees (Australia) Limited.	66,875	244,093.75	Ordinary
22/10/2015	HSBC Custody Nominees (Australia) Limited.	-66,875	-244,093.75	Ordinary
6/11/2015	HSBC Custody Nominees (Australia) Limited.	26,894	99,507.80	Ordinary
	<b>Total</b>	<b>953,094</b>	<b>3,310,917.82</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>953,094</b>	<b>3,310,917.82</b>	

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**Asgard Capital Management Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
7/07/2015	Asgard Capital Management Limited	3,478	11,442.62	Ordinary
7/08/2015	Asgard Capital Management Limited	-4,559	-16,640.35	Ordinary
19/08/2015	Asgard Capital Management Limited	3,025	10,496.75	Ordinary
20/08/2015	Asgard Capital Management Limited	864	3,024.00	Ordinary
20/08/2015	Asgard Capital Management Limited	749	2,621.50	Ordinary
20/08/2015	Asgard Capital Management Limited	1,642	5,697.74	Ordinary
20/08/2015	Asgard Capital Management Limited	1,498	5,198.06	Ordinary
20/08/2015	Asgard Capital Management Limited	806	2,821.00	Ordinary
20/08/2015	Asgard Capital Management Limited	1,988	6,898.36	Ordinary
10/09/2015	Asgard Capital Management Limited	-864	-2,963.52	Ordinary
10/09/2015	Asgard Capital Management Limited	-749	-2,569.07	Ordinary
10/09/2015	Asgard Capital Management Limited	-1,642	-5,664.90	Ordinary
10/09/2015	Asgard Capital Management Limited	-1,498	-5,123.16	Ordinary
10/09/2015	Asgard Capital Management Limited	-806	-2,764.58	Ordinary
10/09/2015	Asgard Capital Management Limited	-1,988	-6,798.96	Ordinary
10/09/2015	Asgard Capital Management Limited	-3,025	-10,315.25	Ordinary
7/10/2015	Asgard Capital Management Limited	837	3,096.90	Ordinary
8/10/2015	Asgard Capital Management Limited	2,732	9,971.80	Ordinary
	<b>Total</b>	<b>2,488</b>	<b>8,428.94</b>	<b>Ordinary</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>2,488</b>	<b>8,428.94</b>	

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**BT Funds Management Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
19/08/2015	Asgard Capital Management Limited	10,867	37,708.49	Ordinary
10/09/2015	Asgard Capital Management Limited	-10,867	-37,165.14	Ordinary
7/10/2015	Asgard Capital Management Limited	4,729	17,497.30	Ordinary
7/10/2015	Asgard Capital Management Limited	2,027	7,499.90	Ordinary
	<b>Total</b>	<b>6,756</b>	<b>25,540.55</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
8/07/2015	BT Portfolio Services Limited	6,000	20,260.20	Ordinary
16/07/2015	BT Portfolio Services Limited	700	1,995.00	Ordinary
16/07/2015	BT Portfolio Services Limited	980	2,793.00	Ordinary
16/07/2015	BT Portfolio Services Limited	713	2,032.05	Ordinary
16/07/2015	BT Portfolio Services Limited	1,867	5,320.95	Ordinary
16/07/2015	BT Portfolio Services Limited	525	1,496.25	Ordinary
16/07/2015	BT Portfolio Services Limited	770	2,194.50	Ordinary
16/07/2015	BT Portfolio Services Limited	2,334	6,651.90	Ordinary
16/07/2015	BT Portfolio Services Limited	3,500	9,975.00	Ordinary
16/07/2015	BT Portfolio Services Limited	2,567	7,315.95	Ordinary
16/07/2015	BT Portfolio Services Limited	1,867	5,320.95	Ordinary
16/07/2015	BT Portfolio Services Limited	514	1,464.90	Ordinary
16/07/2015	BT Portfolio Services Limited	2,707	7,714.95	Ordinary
16/07/2015	BT Portfolio Services Limited	514	1,464.90	Ordinary
16/07/2015	BT Portfolio Services Limited	934	2,661.90	Ordinary
16/07/2015	BT Portfolio Services Limited	3,827	10,906.95	Ordinary
6/08/2015	BT Portfolio Services Limited	1,360	5,032.00	Ordinary
7/08/2015	BT Portfolio Services Limited	683	2,501.97	Ordinary
14/08/2015	BT Portfolio Services Limited	-2,927	-10,061.86	Ordinary
20/08/2015	BT Portfolio Services Limited	850	2,975.00	Ordinary
3/09/2015	BT Portfolio Services Limited	1,400	4,998.00	Ordinary
14/09/2015	BT Portfolio Services Limited	3,000	10,686.30	Ordinary
14/09/2015	BT Portfolio Services Limited	5,000	18,236.50	Ordinary
17/09/2015	BT Portfolio Services Limited	1,075	4,004.38	Ordinary
28/09/2015	BT Portfolio Services Limited	5,400	20,090.70	Ordinary
12/10/2015	BT Portfolio Services Limited	690	2,504.70	Ordinary
12/10/2015	BT Portfolio Services Limited	1,100	3,993.00	Ordinary
12/10/2015	BT Portfolio Services Limited	1,380	5,009.40	Ordinary
14/10/2015	BT Portfolio Services Limited	1,600	5,808.00	Ordinary
	<b>Total</b>	<b>50,930</b>	<b>165,347.44</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
2/10/2015	HSBC Custody Nominees (Australia) Limited.	17,091	48,709.35	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	1,921	6,934.81	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	18,825	47,815.50	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	-18,825	-68,334.75	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	-17,091	-62,040.33	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	-1,921	-6,973.23	Ordinary
15/10/2015	HSBC Custody Nominees (Australia) Limited.	66,875	244,093.75	Ordinary
22/10/2015	HSBC Custody Nominees (Australia) Limited.	-66,875	.00	Ordinary
	<b>Total</b>		<b>210,205.10</b>	<b>Ordinary</b>

<b>BT Funds Management Limited Total :</b>	<b>57,686</b>	<b>401,093.09</b>	
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**BT Funds Management No.2 Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
6/07/2015	HSBC Custody Nominees (Australia) Limited.	16,116	53,988.60	Ordinary
7/07/2015	HSBC Custody Nominees (Australia) Limited.	28,403	95,150.05	Ordinary
8/07/2015	HSBC Custody Nominees (Australia) Limited.	46,674	154,490.94	Ordinary
9/07/2015	HSBC Custody Nominees (Australia) Limited.	954	3,157.74	Ordinary
9/07/2015	HSBC Custody Nominees (Australia) Limited.	56,696	187,096.80	Ordinary
16/07/2015	HSBC Custody Nominees (Australia) Limited.	56,212	.00	Ordinary
21/07/2015	HSBC Custody Nominees (Australia) Limited.	52,206	172,801.86	Ordinary
13/08/2015	HSBC Custody Nominees (Australia) Limited.	26,445	91,499.70	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	15,197	52,581.62	Ordinary
17/08/2015	HSBC Custody Nominees (Australia) Limited.	2,848	9,939.52	Ordinary
18/08/2015	HSBC Custody Nominees (Australia) Limited.	9,269	32,348.81	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	328,455	1,120,031.55	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	54,262	185,033.42	Ordinary
15/09/2015	HSBC Custody Nominees (Australia) Limited.	106,195	391,859.55	Ordinary
16/09/2015	HSBC Custody Nominees (Australia) Limited.	70,286	260,761.06	Ordinary
23/09/2015	HSBC Custody Nominees (Australia) Limited.	-3,672	-13,329.36	Ordinary
	<b>Total</b>	<b>866,546</b>	<b>2,797,411.86</b>	<b>Ordinary</b>
<b>BT Funds Management No.2 Limited Total :</b>		<b>866,546</b>	<b>2,797,411.86</b>	

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**BT Funds Management (NZ) Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
14/07/2015	NZ Guardian Nominees Ltd	-39,462	-146,680.25	Ordinary
15/07/2015	NZ Guardian Nominees Ltd	-25,000	-93,320.00	Ordinary
15/07/2015	NZ Guardian Nominees Ltd	-5,000	-18,671.50	Ordinary
16/07/2015	NZ Guardian Nominees Ltd	-54,124	-205,487.18	Ordinary
17/07/2015	NZ Guardian Nominees Ltd	-65,414	-246,139.80	Ordinary
23/07/2015	NZ Guardian Nominees Ltd	-18,000	-68,742.00	Ordinary
24/07/2015	NZ Guardian Nominees Ltd	-27,000	-102,092.40	Ordinary
30/07/2015	NZ Guardian Nominees Ltd	-51,010	-198,760.47	Ordinary
31/07/2015	NZ Guardian Nominees Ltd	-28,990	-112,037.65	Ordinary
	<b>Total</b>	<b>-314,000</b>	<b>-1,191,931.25</b>	<b>Ordinary</b>
<b>BT Funds Management (NZ) Limited Total :</b>		<b>-314,000</b>	<b>-1,191,931.25</b>	

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**BT Investment Management (Fund Services) Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
6/07/2015	HSBC Custody Nominees (Australia) Limited.	85,826	287,517.10	Ordinary
7/07/2015	HSBC Custody Nominees (Australia) Limited.	147,624	494,540.40	Ordinary
8/07/2015	HSBC Custody Nominees (Australia) Limited.	236,272	782,060.32	Ordinary
9/07/2015	HSBC Custody Nominees (Australia) Limited.	4,866	16,106.46	Ordinary
9/07/2015	HSBC Custody Nominees (Australia) Limited.	289,186	954,313.80	Ordinary
16/07/2015	HSBC Custody Nominees (Australia) Limited.	288,668	.00	Ordinary
21/07/2015	HSBC Custody Nominees (Australia) Limited.	274,701	909,260.31	Ordinary
13/08/2015	HSBC Custody Nominees (Australia) Limited.	147,281	509,592.26	Ordinary
14/08/2015	HSBC Custody Nominees (Australia) Limited.	81,558	282,190.68	Ordinary
17/08/2015	HSBC Custody Nominees (Australia) Limited.	15,282	53,334.18	Ordinary
18/08/2015	HSBC Custody Nominees (Australia) Limited.	44,384	154,900.16	Ordinary

26/08/2015	HSBC Custody Nominees (Australia) Limited.	1,697,189	5,787,414.49	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	284,275	969,377.75	Ordinary
15/09/2015	HSBC Custody Nominees (Australia) Limited.	585,217	2,159,450.73	Ordinary
16/09/2015	HSBC Custody Nominees (Australia) Limited.	378,403	1,403,875.13	Ordinary
23/09/2015	HSBC Custody Nominees (Australia) Limited.	-21,673	-78,672.99	Ordinary
19/10/2015	HSBC Custody Nominees (Australia) Limited.	64,300	234,695.00	Ordinary
6/11/2015	HSBC Custody Nominees (Australia) Limited.	266,059	984,418.30	Ordinary
	<b>Total</b>	<b>4,869,418</b>	<b>15,904,374.08</b>	<b>Ordinary</b>
<b>BT Investment Management (Fund Services) Limited</b>				
	<b>Total :</b>	<b>4,869,418</b>	<b>15,904,374.08</b>	

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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Quantity	Consideration	Class of Securities
6/07/2015	Australia and New Zealand Banking Group Limited	2,310	7,738.50	Ordinary
7/07/2015	Australia and New Zealand Banking Group Limited	3,784	12,676.40	Ordinary
8/07/2015	Australia and New Zealand Banking Group Limited	5,699	18,863.69	Ordinary
9/07/2015	Australia and New Zealand Banking Group Limited	7,109	23,459.70	Ordinary
9/07/2015	Australia and New Zealand Banking Group Limited	120	397.20	Ordinary
16/07/2015	Australia and New Zealand Banking Group Limited	7,147	.00	Ordinary
21/07/2015	Australia and New Zealand Banking Group Limited	6,972	23,077.32	Ordinary
13/08/2015	Australia and New Zealand Banking Group Limited	3,791	13,116.86	Ordinary
14/08/2015	Australia and New Zealand Banking Group Limited	2,065	7,144.90	Ordinary
17/08/2015	Australia and New Zealand Banking Group Limited	387	1,350.63	Ordinary
18/08/2015	Australia and New Zealand Banking Group Limited	1,061	3,702.89	Ordinary
26/08/2015	Australia and New Zealand Banking Group Limited	42,349	144,410.09	Ordinary
26/08/2015	Australia and New Zealand Banking Group Limited	9,479	32,323.39	Ordinary
15/09/2015	Australia and New Zealand Banking Group Limited	14,133	52,150.77	Ordinary
16/09/2015	Australia and New Zealand Banking Group Limited	9,250	34,317.50	Ordinary
	<b>Total</b>	<b>115,656</b>	<b>374,729.84</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
6/07/2015	National Australia Bank Limited	31,998	107,193.30	Ordinary
7/07/2015	National Australia Bank Limited	52,409	175,570.15	Ordinary
8/07/2015	National Australia Bank Limited	79,096	261,807.76	Ordinary
9/07/2015	National Australia Bank Limited	1,658	5,487.98	Ordinary
9/07/2015	National Australia Bank Limited	98,553	325,224.90	Ordinary
16/07/2015	National Australia Bank Limited	99,193	.00	Ordinary
21/07/2015	National Australia Bank Limited	96,344	318,898.64	Ordinary
13/08/2015	National Australia Bank Limited	52,196	180,598.16	Ordinary
14/08/2015	National Australia Bank Limited	28,510	98,644.60	Ordinary
17/08/2015	National Australia Bank Limited	5,342	18,643.58	Ordinary
18/08/2015	National Australia Bank Limited	14,802	51,658.98	Ordinary
26/08/2015	National Australia Bank Limited	585,358	1,996,070.78	Ordinary
26/08/2015	National Australia Bank Limited	101,863	347,352.83	Ordinary
15/09/2015	National Australia Bank Limited	197,382	728,339.58	Ordinary
16/09/2015	National Australia Bank Limited	128,747	477,651.37	Ordinary
	<b>Total</b>	<b>1,573,451</b>	<b>5,093,142.61</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
6/07/2015	National Australian Custodian Services	15,750	52,762.50	Ordinary
7/07/2015	National Australian Custodian Services	25,780	86,363.00	Ordinary
8/07/2015	National Australian Custodian Services	38,884	128,706.04	Ordinary
9/07/2015	National Australian Custodian Services	815	2,697.65	Ordinary

9/07/2015	National Australian Custodian Services	48,456	159,904.80	Ordinary
16/07/2015	National Australian Custodian Services	48,780	.00	Ordinary
21/07/2015	National Australian Custodian Services	47,369	156,791.39	Ordinary
13/08/2015	National Australian Custodian Services	25,659	88,780.14	Ordinary
14/08/2015	National Australian Custodian Services	14,017	48,498.82	Ordinary
17/08/2015	National Australian Custodian Services	2,626	9,164.74	Ordinary
18/08/2015	National Australian Custodian Services	7,280	25,407.20	Ordinary
26/08/2015	National Australian Custodian Services	287,826	981,486.66	Ordinary
26/08/2015	National Australian Custodian Services	50,121	170,912.61	Ordinary
15/09/2015	National Australian Custodian Services	97,073	358,199.37	Ordinary
16/09/2015	National Australian Custodian Services	63,314	234,894.94	Ordinary
<b>Total</b>		<b>773,750</b>	<b>2,504,569.86</b>	<b>Ordinary</b>
<b>BT Investment Management (Institutional) Limited</b>				
<b>Total :</b>		<b>2,462,857</b>	<b>7,972,442.31</b>	

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**Westpac RE Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
16/07/2015	HSBC Custody Nominees (Australia) Limited.	90,430	.00	Ordinary
28/07/2015	HSBC Custody Nominees (Australia) Limited.	13,880	46,914.40	Ordinary
29/07/2015	HSBC Custody Nominees (Australia) Limited.	79,210	270,106.10	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-90,430	-307,462.00	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-13,880	-47,192.00	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	-7,235	-24,599.00	Ordinary
27/08/2015	HSBC Custody Nominees (Australia) Limited.	-11,804	-41,077.92	Ordinary
28/08/2015	HSBC Custody Nominees (Australia) Limited.	-23,450	-82,075.00	Ordinary
31/08/2015	HSBC Custody Nominees (Australia) Limited.	-23,792	-85,889.12	Ordinary
1/09/2015	HSBC Custody Nominees (Australia) Limited.	-12,929	-46,415.11	Ordinary
<b>Total</b>			<b>-317,689.65</b>	<b>Ordinary</b>
<b>Westpac RE Limited Total :</b>			<b>-317,689.65</b>	

## ANNEXURE B

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 10/11/2015

<b>Westpac Banking Corporation</b>	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 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 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-Vic.-Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Notice Saver PIE Fund	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand

Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
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