



Investment  
Management

24 May 2012

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

Dear Sir/Madam,

**Notice of Initial Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Cento 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

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## Form 603

Corporations Law  
Section 671B

### Notice of initial substantial holder

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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

The holder became a substantial holder on 22/05/2012

#### 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	Number of securities	Person's votes (5)	Voting power (6)
STAPLED SECURITIES	76,530,552	77,957,853	5.81%

#### 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	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.	399,918
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	78,203

		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.	
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.	3,107,521
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.	281,642
BT Investment Management (RE) Limited	Permanent Trustee Australia Limited  National Custodian Nominees  IAG Nominees Limited  BNP Fund Services Australasia Pty Limited  JP Morgan Chase Bank  UBS Wealth Management  National Australia Bank Limited  Citicorp Nominees Pty Limited  HSBC Custody Nominees (Australia) 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.	65,700,987
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	5,597,493

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.	1,364,788
BT Funds Management (NZ) Limited	BT Funds Management (NZ) Limited.	BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,427,301

#### 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	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
Westpac RE Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
Westpac Financial Services Group Limited	See Schedule	See Schedule	
BT Investment Management (RE) Limited	See Schedule	See Schedule	
BT Funds Management (NZ) Limited	See Schedule	See Schedule	

#### 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 Schedule	See Schedule		

#### 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 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
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
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 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Funds Management (NZ) Limited	Level 15 PwC Tower 188 Quay Street Auckland NZ
CENTRO RETAIL AUSTRALIA	Centro Retail Australia (CRF)  Level 3, Centro The Glen 235 Springvale Road GLEN WAVERLEY VIC 3150

## Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 24/5/2012

## **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 6of 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 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 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).
- See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (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.

SCHEDULE

Sales & Purchases for the period : 22/01/2012to 22/05/2012  
SECURITY: CRF

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**Advance Asset Management Limited**

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Date	Registered Company	Quantity	Value
17/02/2012	HSBC Custody Nominees (Australia) Limited.	-1,800	-3,276.00
22/02/2012	HSBC Custody Nominees (Australia) Limited.	221	406.64
12/03/2012	HSBC Custody Nominees (Australia) Limited.	1,242	2,347.38
12/03/2012	HSBC Custody Nominees (Australia) Limited.	55,890	105,073.20
12/03/2012	HSBC Custody Nominees (Australia) Limited.	448	842.24
12/03/2012	HSBC Custody Nominees (Australia) Limited.	12,420	23,349.60
14/03/2012	HSBC Custody Nominees (Australia) Limited.	-17,433	-32,599.71
15/03/2012	HSBC Custody Nominees (Australia) Limited.	-36,300	-67,881.00
16/03/2012	HSBC Custody Nominees (Australia) Limited.	94,456	179,466.40
16/03/2012	HSBC Custody Nominees (Australia) Limited.	106,336	202,038.40
16/03/2012	HSBC Custody Nominees (Australia) Limited.	11,880	22,215.60
21/03/2012	HSBC Custody Nominees (Australia) Limited.	-1,200	-2,232.00
30/03/2012	HSBC Custody Nominees (Australia) Limited.	-30,773	-56,622.32
30/03/2012	HSBC Custody Nominees (Australia) Limited.	-35,967	-66,179.28
26/04/2012	HSBC Custody Nominees (Australia) Limited.	2,246	4,200.02
27/04/2012	HSBC Custody Nominees (Australia) Limited.	1,347	2,491.95
30/04/2012	HSBC Custody Nominees (Australia) Limited.	2,071	3,831.35
15/05/2012	HSBC Custody Nominees (Australia) Limited.	-1,700	-3,196.00
	<b>Total</b>	<b>163,384</b>	<b>314,276.47</b>
<b>Advance Asset Management Limited Total :</b>		<b>163,384</b>	<b>314,276.47</b>

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**BT Funds Management Limited**

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Date	Registered Company	Quantity	Value
6/02/2012	BT Portfolio Services Limited	18	33.57
6/02/2012	BT Portfolio Services Limited	-18	-33.57
9/02/2012	BT Portfolio Services Limited	-2,365	-4,267.88
9/02/2012	BT Portfolio Services Limited	-2,365	-4,256.05
2/03/2012	BT Portfolio Services Limited	-1,106	-2,031.83
5/03/2012	BT Portfolio Services Limited	-1,771	-3,328.59
30/03/2012	BT Portfolio Services Limited	209	384.56
30/03/2012	BT Portfolio Services Limited	135	248.40
11/04/2012	BT Portfolio Services Limited	-272	-455.98
11/04/2012	BT Portfolio Services Limited	-1,450	-2,588.11
12/04/2012	BT Portfolio Services Limited	-2,200	-3,923.70
16/04/2012	BT Portfolio Services Limited	1,239	2,254.98
	<b>Total</b>	<b>-9,946</b>	<b>-17,964.21</b>
Date	Registered Company	Quantity	Value
24/04/2012	HSBC Custody Nominees (Australia) Limited.	491,686	904,702.24
24/04/2012	HSBC Custody Nominees (Australia) Limited.	3,742	6,885.28
24/04/2012	HSBC Custody Nominees (Australia) Limited.	77,362	142,346.08
7/05/2012	HSBC Custody Nominees (Australia) Limited.	148,904	273,983.36
7/05/2012	HSBC Custody Nominees (Australia) Limited.	199,200	368,520.00
7/05/2012	HSBC Custody Nominees (Australia) Limited.	1,418	2,623.30
7/05/2012	HSBC Custody Nominees (Australia) Limited.	1,135	2,088.40

7/05/2012	HSBC Custody Nominees (Australia) Limited.	39,432	72,949.20
7/05/2012	HSBC Custody Nominees (Australia) Limited.	23,692	43,593.28
8/05/2012	HSBC Custody Nominees (Australia) Limited.	194,905	360,574.25
8/05/2012	HSBC Custody Nominees (Australia) Limited.	1,486	2,749.10
8/05/2012	HSBC Custody Nominees (Australia) Limited.	31,012	57,372.20
10/05/2012	HSBC Custody Nominees (Australia) Limited.	308,399	589,042.09
10/05/2012	HSBC Custody Nominees (Australia) Limited.	505,212	959,902.80
10/05/2012	HSBC Custody Nominees (Australia) Limited.	308,399	589,042.09
10/05/2012	HSBC Custody Nominees (Australia) Limited.	2,354	4,496.14
10/05/2012	HSBC Custody Nominees (Australia) Limited.	2,354	4,496.14
10/05/2012	HSBC Custody Nominees (Australia) Limited.	3,868	7,349.20
10/05/2012	HSBC Custody Nominees (Australia) Limited.	49,507	94,558.37
10/05/2012	HSBC Custody Nominees (Australia) Limited.	81,070	154,033.00
10/05/2012	HSBC Custody Nominees (Australia) Limited.	49,507	94,558.37
14/05/2012	HSBC Custody Nominees (Australia) Limited.	21,436	40,299.68
14/05/2012	HSBC Custody Nominees (Australia) Limited.	192	360.96
14/05/2012	HSBC Custody Nominees (Australia) Limited.	3,512	6,602.56
18/05/2012	HSBC Custody Nominees (Australia) Limited.	289,283	546,744.87
18/05/2012	HSBC Custody Nominees (Australia) Limited.	144,642	274,819.80
18/05/2012	HSBC Custody Nominees (Australia) Limited.	1,115	2,118.50
18/05/2012	HSBC Custody Nominees (Australia) Limited.	2,230	4,214.70
18/05/2012	HSBC Custody Nominees (Australia) Limited.	46,294	87,495.66
18/05/2012	HSBC Custody Nominees (Australia) Limited.	23,147	43,979.30
	<b>Total</b>	<b>3,056,495</b>	<b>5,742,500.92</b>

**BT Funds Management Limited Total : 3,046,549 5,724,536.71**

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**BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	HSBC Custody Nominees (Australia) Limited.	52,026	95,727.84
7/05/2012	HSBC Custody Nominees (Australia) Limited.	15,855	29,173.20
7/05/2012	HSBC Custody Nominees (Australia) Limited.	22,252	41,166.20
8/05/2012	HSBC Custody Nominees (Australia) Limited.	20,753	38,393.05
10/05/2012	HSBC Custody Nominees (Australia) Limited.	33,009	63,047.19
10/05/2012	HSBC Custody Nominees (Australia) Limited.	54,240	103,056.00
10/05/2012	HSBC Custody Nominees (Australia) Limited.	33,010	63,049.10
14/05/2012	HSBC Custody Nominees (Australia) Limited.	3,250	6,110.00
18/05/2012	HSBC Custody Nominees (Australia) Limited.	31,498	59,531.22
18/05/2012	HSBC Custody Nominees (Australia) Limited.	15,749	29,923.10
	<b>Total</b>	<b>281,642</b>	<b>529,176.90</b>

**BT Funds Management No.2 Limited Total : 281,642 529,176.90**

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**BT Investment Management (RE) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	BNP Fund Services Australasia Pty Limited	81,978	150,839.52
7/05/2012	BNP Fund Services Australasia Pty Limited	25,145	46,266.80
7/05/2012	BNP Fund Services Australasia Pty Limited	31,879	58,976.15
8/05/2012	BNP Fund Services Australasia Pty Limited	32,913	60,889.05
10/05/2012	BNP Fund Services Australasia Pty Limited	53,170	101,554.70
10/05/2012	BNP Fund Services Australasia Pty Limited	53,170	101,554.70
10/05/2012	BNP Fund Services Australasia Pty Limited	83,416	158,490.40



18/05/2012	BNP Fund Services Australasia Pty Limited	23,034	43,764.60
18/05/2012	BNP Fund Services Australasia Pty Limited	46,068	87,068.52
	<b>Total</b>	<b>430,773</b>	<b>809,404.44</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
1/03/2012	Citicorp Nominees Pty Limited	70,052	130,296.72
2/03/2012	Citicorp Nominees Pty Limited	128,692	241,940.96
2/03/2012	Citicorp Nominees Pty Limited	22,768	43,031.52
5/03/2012	Citicorp Nominees Pty Limited	529,997	1,012,294.27
7/03/2012	Citicorp Nominees Pty Limited	25,528	48,503.20
8/03/2012	Citicorp Nominees Pty Limited	163,499	310,648.10
21/03/2012	Citicorp Nominees Pty Limited	73,362	137,186.94
12/04/2012	Citicorp Nominees Pty Limited	53,886	97,533.66
12/04/2012	Citicorp Nominees Pty Limited	30,271	54,487.80
13/04/2012	Citicorp Nominees Pty Limited	10,872	19,787.04
16/04/2012	Citicorp Nominees Pty Limited	55,555	101,665.65
16/04/2012	Citicorp Nominees Pty Limited	86,110	157,581.30
19/04/2012	Citicorp Nominees Pty Limited	168,366	313,160.76
24/04/2012	Citicorp Nominees Pty Limited	156,167	287,347.28
24/04/2012	Citicorp Nominees Pty Limited	591,618	1,088,577.12
7/05/2012	Citicorp Nominees Pty Limited	47,822	87,992.48
7/05/2012	Citicorp Nominees Pty Limited	57,148	105,723.80
7/05/2012	Citicorp Nominees Pty Limited	12,673	23,318.32
8/05/2012	Citicorp Nominees Pty Limited	62,596	115,802.60
10/05/2012	Citicorp Nominees Pty Limited	156,668	297,669.20
10/05/2012	Citicorp Nominees Pty Limited	101,455	193,779.05
10/05/2012	Citicorp Nominees Pty Limited	101,454	193,777.14
10/05/2012	Citicorp Nominees Pty Limited	108,419	207,080.29
10/05/2012	Citicorp Nominees Pty Limited	382,267	730,129.97
10/05/2012	Citicorp Nominees Pty Limited	108,420	207,082.20
14/05/2012	Citicorp Nominees Pty Limited	360,469	677,681.72
18/05/2012	Citicorp Nominees Pty Limited	84,728	160,135.92
18/05/2012	Citicorp Nominees Pty Limited	42,364	80,491.60
18/05/2012	Citicorp Nominees Pty Limited	70,692	133,607.88
	<b>Total</b>	<b>3,863,918</b>	<b>7,258,314.49</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
6/02/2012	HSBC Custody Nominees (Australia) Limited.	-32,199	-59,890.14
1/03/2012	HSBC Custody Nominees (Australia) Limited.	377,181	701,556.66
1/03/2012	HSBC Custody Nominees (Australia) Limited.	205,031	381,357.66
2/03/2012	HSBC Custody Nominees (Australia) Limited.	117,307	221,710.23
2/03/2012	HSBC Custody Nominees (Australia) Limited.	663,038	1,246,511.44
2/03/2012	HSBC Custody Nominees (Australia) Limited.	534,803	1,010,777.67
2/03/2012	HSBC Custody Nominees (Australia) Limited.	56,922	107,582.58
2/03/2012	HSBC Custody Nominees (Australia) Limited.	321,731	604,854.28
5/03/2012	HSBC Custody Nominees (Australia) Limited.	2,540,215	4,851,810.65
5/03/2012	HSBC Custody Nominees (Australia) Limited.	1,476,585	2,820,277.35
7/03/2012	HSBC Custody Nominees (Australia) Limited.	1,835,082	3,486,655.80
7/03/2012	HSBC Custody Nominees (Australia) Limited.	62,522	118,791.80
8/03/2012	HSBC Custody Nominees (Australia) Limited.	1,231,812	2,340,442.80
8/03/2012	HSBC Custody Nominees (Australia) Limited.	452,942	860,589.80
14/03/2012	HSBC Custody Nominees (Australia) Limited.	440,000	827,200.00
14/03/2012	HSBC Custody Nominees (Australia) Limited.	293,238	548,355.06
21/03/2012	HSBC Custody Nominees (Australia) Limited.	522,616	977,291.92

21/03/2012	HSBC Custody Nominees (Australia) Limited.	164,749	308,080.63
23/03/2012	HSBC Custody Nominees (Australia) Limited.	716,631	1,340,099.97
28/03/2012	HSBC Custody Nominees (Australia) Limited.	449,299	835,696.14
29/03/2012	HSBC Custody Nominees (Australia) Limited.	505,196	939,664.56
12/04/2012	HSBC Custody Nominees (Australia) Limited.	274,802	497,391.62
12/04/2012	HSBC Custody Nominees (Australia) Limited.	154,375	277,875.00
12/04/2012	HSBC Custody Nominees (Australia) Limited.	128,866	233,247.46
12/04/2012	HSBC Custody Nominees (Australia) Limited.	72,393	130,307.40
13/04/2012	HSBC Custody Nominees (Australia) Limited.	124,366	226,346.12
13/04/2012	HSBC Custody Nominees (Australia) Limited.	51,285	93,338.70
16/04/2012	HSBC Custody Nominees (Australia) Limited.	402,197	736,020.51
16/04/2012	HSBC Custody Nominees (Australia) Limited.	259,483	474,853.89
16/04/2012	HSBC Custody Nominees (Australia) Limited.	97,324	178,102.92
16/04/2012	HSBC Custody Nominees (Australia) Limited.	150,853	276,060.99
19/04/2012	HSBC Custody Nominees (Australia) Limited.	491,834	914,811.24
19/04/2012	HSBC Custody Nominees (Australia) Limited.	374,411	696,404.46
24/04/2012	HSBC Custody Nominees (Australia) Limited.	4,057	7,464.88
24/04/2012	HSBC Custody Nominees (Australia) Limited.	12,269	22,574.96
24/04/2012	HSBC Custody Nominees (Australia) Limited.	6,502	11,963.68
24/04/2012	HSBC Custody Nominees (Australia) Limited.	2,047,394	3,767,204.96
24/04/2012	HSBC Custody Nominees (Australia) Limited.	765,458	1,408,442.72
24/04/2012	HSBC Custody Nominees (Australia) Limited.	1,540,628	2,834,755.52
24/04/2012	HSBC Custody Nominees (Australia) Limited.	116,788	214,889.92
24/04/2012	HSBC Custody Nominees (Australia) Limited.	82,503	151,805.52
27/04/2012	HSBC Custody Nominees (Australia) Limited.	3,512	6,532.32
7/05/2012	HSBC Custody Nominees (Australia) Limited.	1,475	2,714.00
7/05/2012	HSBC Custody Nominees (Australia) Limited.	3,990	7,341.60
7/05/2012	HSBC Custody Nominees (Australia) Limited.	2,319	4,266.96
7/05/2012	HSBC Custody Nominees (Australia) Limited.	66,145	121,706.80
7/05/2012	HSBC Custody Nominees (Australia) Limited.	235,105	432,593.20
7/05/2012	HSBC Custody Nominees (Australia) Limited.	335,945	621,498.25
7/05/2012	HSBC Custody Nominees (Australia) Limited.	30,788	56,649.92
7/05/2012	HSBC Custody Nominees (Australia) Limited.	42,201	78,071.85
7/05/2012	HSBC Custody Nominees (Australia) Limited.	33,938	62,445.92
7/05/2012	HSBC Custody Nominees (Australia) Limited.	25,348	46,640.32
7/05/2012	HSBC Custody Nominees (Australia) Limited.	35,266	65,242.10
8/05/2012	HSBC Custody Nominees (Australia) Limited.	1,931	3,572.35
8/05/2012	HSBC Custody Nominees (Australia) Limited.	5,222	9,660.70
8/05/2012	HSBC Custody Nominees (Australia) Limited.	3,036	5,616.60
8/05/2012	HSBC Custody Nominees (Australia) Limited.	307,736	569,311.60
8/05/2012	HSBC Custody Nominees (Australia) Limited.	44,422	82,180.70
8/05/2012	HSBC Custody Nominees (Australia) Limited.	33,178	61,379.30
10/05/2012	HSBC Custody Nominees (Australia) Limited.	2,849	5,441.59
10/05/2012	HSBC Custody Nominees (Australia) Limited.	2,848	5,439.68
10/05/2012	HSBC Custody Nominees (Australia) Limited.	4,995	9,490.50
10/05/2012	HSBC Custody Nominees (Australia) Limited.	8,241	15,740.31
10/05/2012	HSBC Custody Nominees (Australia) Limited.	13,627	25,891.30
10/05/2012	HSBC Custody Nominees (Australia) Limited.	8,242	15,742.22
10/05/2012	HSBC Custody Nominees (Australia) Limited.	7,548	14,341.20
10/05/2012	HSBC Custody Nominees (Australia) Limited.	4,590	8,766.90
10/05/2012	HSBC Custody Nominees (Australia) Limited.	4,591	8,768.81
10/05/2012	HSBC Custody Nominees (Australia) Limited.	156,389	298,702.99
10/05/2012	HSBC Custody Nominees (Australia) Limited.	156,388	298,701.08
10/05/2012	HSBC Custody Nominees (Australia) Limited.	537,583	1,026,783.53

10/05/2012	HSBC Custody Nominees (Australia) Limited.	804,919	1,529,346.10
10/05/2012	HSBC Custody Nominees (Australia) Limited.	491,358	938,493.78
10/05/2012	HSBC Custody Nominees (Australia) Limited.	491,359	938,495.69
10/05/2012	HSBC Custody Nominees (Australia) Limited.	1,003,609	1,916,893.19
10/05/2012	HSBC Custody Nominees (Australia) Limited.	284,783	543,935.53
10/05/2012	HSBC Custody Nominees (Australia) Limited.	284,784	543,937.44
10/05/2012	HSBC Custody Nominees (Australia) Limited.	73,289	139,981.99
10/05/2012	HSBC Custody Nominees (Australia) Limited.	73,289	139,981.99
10/05/2012	HSBC Custody Nominees (Australia) Limited.	120,102	228,193.80
10/05/2012	HSBC Custody Nominees (Australia) Limited.	70,922	135,461.02
10/05/2012	HSBC Custody Nominees (Australia) Limited.	70,922	135,461.02
10/05/2012	HSBC Custody Nominees (Australia) Limited.	116,161	220,705.90
10/05/2012	HSBC Custody Nominees (Australia) Limited.	103,837	198,328.67
10/05/2012	HSBC Custody Nominees (Australia) Limited.	170,559	324,062.10
10/05/2012	HSBC Custody Nominees (Australia) Limited.	103,838	198,330.58
10/05/2012	HSBC Custody Nominees (Australia) Limited.	53,110	101,440.10
10/05/2012	HSBC Custody Nominees (Australia) Limited.	53,109	101,438.19
10/05/2012	HSBC Custody Nominees (Australia) Limited.	86,092	163,574.80
11/05/2012	HSBC Custody Nominees (Australia) Limited.	21,000	39,480.00
14/05/2012	HSBC Custody Nominees (Australia) Limited.	540,236	1,015,643.68
14/05/2012	HSBC Custody Nominees (Australia) Limited.	46,885	88,143.80
14/05/2012	HSBC Custody Nominees (Australia) Limited.	928,926	1,746,380.88
14/05/2012	HSBC Custody Nominees (Australia) Limited.	6,761	12,710.68
14/05/2012	HSBC Custody Nominees (Australia) Limited.	229,111	430,728.68
14/05/2012	HSBC Custody Nominees (Australia) Limited.	3,670	6,899.60
18/05/2012	HSBC Custody Nominees (Australia) Limited.	233,290	443,251.00
18/05/2012	HSBC Custody Nominees (Australia) Limited.	466,580	881,836.20
18/05/2012	HSBC Custody Nominees (Australia) Limited.	228,207	431,311.23
18/05/2012	HSBC Custody Nominees (Australia) Limited.	67,341	127,274.49
18/05/2012	HSBC Custody Nominees (Australia) Limited.	33,670	63,973.00
18/05/2012	HSBC Custody Nominees (Australia) Limited.	71,943	135,972.27
18/05/2012	HSBC Custody Nominees (Australia) Limited.	35,971	68,344.90
18/05/2012	HSBC Custody Nominees (Australia) Limited.	24,694	46,918.60
18/05/2012	HSBC Custody Nominees (Australia) Limited.	49,387	93,341.43
18/05/2012	HSBC Custody Nominees (Australia) Limited.	-364,998	-689,846.22
22/05/2012	HSBC Custody Nominees (Australia) Limited.	191,050	362,995.00
22/05/2012	HSBC Custody Nominees (Australia) Limited.	8,732,603	16,591,945.70
<b>Total</b>		<b>38,214,306</b>	<b>71,989,880.74</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	IAG Nominees Limited	35,587	65,480.08
24/04/2012	IAG Nominees Limited	35,661	65,616.24
7/05/2012	IAG Nominees Limited	17,432	32,249.20
7/05/2012	IAG Nominees Limited	10,920	20,092.80
7/05/2012	IAG Nominees Limited	10,946	20,140.64
7/05/2012	IAG Nominees Limited	17,487	32,350.95
8/05/2012	IAG Nominees Limited	14,293	26,442.05
8/05/2012	IAG Nominees Limited	14,328	26,506.80
10/05/2012	IAG Nominees Limited	37,822	71,861.80
10/05/2012	IAG Nominees Limited	23,974	45,790.34
10/05/2012	IAG Nominees Limited	23,975	45,792.25
10/05/2012	IAG Nominees Limited	24,022	45,882.02
10/05/2012	IAG Nominees Limited	37,901	72,011.90
10/05/2012	IAG Nominees Limited	24,022	45,882.02

14/05/2012	IAG Nominees Limited	3,205	6,025.40
14/05/2012	IAG Nominees Limited	3,227	6,066.76
18/05/2012	IAG Nominees Limited	11,181	21,243.90
18/05/2012	IAG Nominees Limited	22,362	42,264.18
18/05/2012	IAG Nominees Limited	22,423	42,379.47
18/05/2012	IAG Nominees Limited	11,211	21,300.90
<b>Total</b>		<b>401,979</b>	<b>755,379.70</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	JP Morgan Chase Bank	88,405	162,665.20
24/04/2012	JP Morgan Chase Bank	366,854	675,011.36
7/05/2012	JP Morgan Chase Bank	27,151	49,957.84
7/05/2012	JP Morgan Chase Bank	37,739	69,817.15
7/05/2012	JP Morgan Chase Bank	159,399	294,888.15
7/05/2012	JP Morgan Chase Bank	112,479	206,961.36
8/05/2012	JP Morgan Chase Bank	35,538	65,745.30
8/05/2012	JP Morgan Chase Bank	147,228	272,371.80
10/05/2012	JP Morgan Chase Bank	90,889	172,689.10
10/05/2012	JP Morgan Chase Bank	56,079	107,110.89
10/05/2012	JP Morgan Chase Bank	56,080	107,112.80
10/05/2012	JP Morgan Chase Bank	237,028	452,723.48
10/05/2012	JP Morgan Chase Bank	237,029	452,725.39
10/05/2012	JP Morgan Chase Bank	389,449	739,953.10
14/05/2012	JP Morgan Chase Bank	2,825	5,311.00
14/05/2012	JP Morgan Chase Bank	13,739	25,829.32
18/05/2012	JP Morgan Chase Bank	51,652	97,622.28
18/05/2012	JP Morgan Chase Bank	25,826	49,069.40
18/05/2012	JP Morgan Chase Bank	217,241	410,585.49
18/05/2012	JP Morgan Chase Bank	108,621	206,379.90
<b>Total</b>		<b>2,461,251</b>	<b>4,624,530.31</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	National Australia Bank Limited	27,153	49,961.52
24/04/2012	National Australia Bank Limited	44,116	81,173.44
7/05/2012	National Australia Bank Limited	8,328	15,323.52
7/05/2012	National Australia Bank Limited	10,558	19,532.30
7/05/2012	National Australia Bank Limited	19,370	35,834.50
7/05/2012	National Australia Bank Limited	13,551	24,933.84
8/05/2012	National Australia Bank Limited	10,901	20,166.85
8/05/2012	National Australia Bank Limited	17,738	32,815.30
10/05/2012	National Australia Bank Limited	27,637	52,510.30
10/05/2012	National Australia Bank Limited	17,617	33,648.47
10/05/2012	National Australia Bank Limited	17,617	33,648.47
10/05/2012	National Australia Bank Limited	561,382	1,066,625.80
10/05/2012	National Australia Bank Limited	341,845	652,923.95
10/05/2012	National Australia Bank Limited	341,845	652,923.95
10/05/2012	National Australia Bank Limited	46,406	88,171.40
10/05/2012	National Australia Bank Limited	28,330	54,110.30
10/05/2012	National Australia Bank Limited	28,330	54,110.30
10/05/2012	National Australia Bank Limited	332,309	634,710.19
10/05/2012	National Australia Bank Limited	332,310	634,712.10
10/05/2012	National Australia Bank Limited	545,800	1,037,020.00
11/05/2012	National Australia Bank Limited	72,217	135,767.96
11/05/2012	National Australia Bank Limited	69,323	130,327.24

14/05/2012	National Australia Bank Limited	758,888	1,426,709.44
14/05/2012	National Australia Bank Limited	2,635	4,953.80
14/05/2012	National Australia Bank Limited	736,421	1,384,471.48
18/05/2012	National Australia Bank Limited	15,281	28,881.09
18/05/2012	National Australia Bank Limited	7,640	14,516.00
18/05/2012	National Australia Bank Limited	117,714	223,656.60
18/05/2012	National Australia Bank Limited	235,428	444,958.92
18/05/2012	National Australia Bank Limited	26,844	50,735.16
18/05/2012	National Australia Bank Limited	13,422	25,501.80
18/05/2012	National Australia Bank Limited	114,637	217,810.30
18/05/2012	National Australia Bank Limited	229,273	433,325.97
21/05/2012	National Australia Bank Limited	21,782	40,950.16
21/05/2012	National Australia Bank Limited	23,382	43,958.16
<b>Total</b>		<b>5,218,030</b>	<b>9,881,380.58</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	National Custodian Nominees	40,455	74,437.20
7/05/2012	National Custodian Nominees	18,208	33,684.80
7/05/2012	National Custodian Nominees	12,426	22,863.84
8/05/2012	National Custodian Nominees	16,265	30,090.25
10/05/2012	National Custodian Nominees	25,917	49,501.47
10/05/2012	National Custodian Nominees	42,451	80,656.90
10/05/2012	National Custodian Nominees	25,917	49,501.47
14/05/2012	National Custodian Nominees	1,703	3,201.64
18/05/2012	National Custodian Nominees	24,144	45,632.16
18/05/2012	National Custodian Nominees	12,072	22,936.80
<b>Total</b>		<b>219,558</b>	<b>412,506.53</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
24/04/2012	Permanent Trustee Australia Limited	11,231	20,665.04
7/05/2012	Permanent Trustee Australia Limited	3,452	6,351.68
7/05/2012	Permanent Trustee Australia Limited	5,066	9,372.10
8/05/2012	Permanent Trustee Australia Limited	4,519	8,360.15
10/05/2012	Permanent Trustee Australia Limited	11,786	22,393.40
10/05/2012	Permanent Trustee Australia Limited	7,194	13,740.54
10/05/2012	Permanent Trustee Australia Limited	7,195	13,742.45
<b>Total</b>		<b>50,443</b>	<b>94,625.36</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
27/02/2012	UBS Wealth Management	133,000	247,951.90
28/02/2012	UBS Wealth Management	53,591	100,215.17
28/02/2012	UBS Wealth Management	51,560	96,417.20
28/02/2012	UBS Wealth Management	51,348	96,020.76
16/03/2012	UBS Wealth Management	76,000	141,740.00
16/03/2012	UBS Wealth Management	-209,000	-397,100.00
2/05/2012	UBS Wealth Management	64,067	119,164.62
3/05/2012	UBS Wealth Management	64,067	119,805.29
<b>Total</b>		<b>284,633</b>	<b>524,214.94</b>

**BT Investment Management (RE) Limited Total**

: **51,144,891 96,350,237.09**

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**Westpac RE Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
6/02/2012	HSBC Custody Nominees (Australia) Limited.	2,750	5,142.50
14/03/2012	HSBC Custody Nominees (Australia) Limited.	-21,904	-40,960.48
15/03/2012	HSBC Custody Nominees (Australia) Limited.	-45,609	-85,288.83
16/03/2012	HSBC Custody Nominees (Australia) Limited.	-61	-113.46
30/03/2012	HSBC Custody Nominees (Australia) Limited.	-35,064	-64,517.76
30/03/2012	HSBC Custody Nominees (Australia) Limited.	-52,487	-96,576.08
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,316	2,447.76
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,684	3,132.24
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,050	1,953.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,508	2,804.88
4/05/2012	HSBC Custody Nominees (Australia) Limited.	731	1,359.66
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,327	2,468.22
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,327	2,468.22
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,958	3,641.88
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,604	2,983.44
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,494	2,778.84
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,986	3,693.96
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,325	2,464.50
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,689	3,141.54
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,110	2,064.60
4/05/2012	HSBC Custody Nominees (Australia) Limited.	985	1,832.10
4/05/2012	HSBC Custody Nominees (Australia) Limited.	551	1,024.86
4/05/2012	HSBC Custody Nominees (Australia) Limited.	762	1,417.32
4/05/2012	HSBC Custody Nominees (Australia) Limited.	457	850.02
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,306	2,429.16
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,078	2,005.08
4/05/2012	HSBC Custody Nominees (Australia) Limited.	1,422	2,644.92
4/05/2012	HSBC Custody Nominees (Australia) Limited.	403	749.58
4/05/2012	HSBC Custody Nominees (Australia) Limited.	783	1,456.38
4/05/2012	HSBC Custody Nominees (Australia) Limited.	469	872.34
4/05/2012	HSBC Custody Nominees (Australia) Limited.	431	801.66
4/05/2012	HSBC Custody Nominees (Australia) Limited.	30,000	56,100.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	40,000	74,400.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	7,000	13,020.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	6,000	11,220.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	3,500	6,510.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	18,000	33,660.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	13,000	24,180.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	12,500	23,250.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	20,000	37,200.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	7,500	13,950.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	20,000	37,400.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	7,000	13,020.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	30,000	55,800.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	6,500	12,090.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,440.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	10,000	18,600.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	10,000	18,600.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	14,000	26,040.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	7,000	13,090.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	80,000	148,800.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	20,000	37,200.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	8,000	14,880.00

4/05/2012	HSBC Custody Nominees (Australia) Limited.	45,000	83,700.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	10,000	18,600.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	33,000	61,380.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,480.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	10,000	18,600.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	8,000	14,880.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	6,500	12,090.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	4,500	8,415.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	7,500	13,950.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	15,000	27,900.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	4,000	7,440.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	20,000	37,200.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	20,000	37,200.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	8,050	15,053.50
4/05/2012	HSBC Custody Nominees (Australia) Limited.	7,000	13,090.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	15,000	27,900.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	20,000	37,200.00
4/05/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,300.00
11/05/2012	HSBC Custody Nominees (Australia) Limited.	8,000	15,200.00
14/05/2012	HSBC Custody Nominees (Australia) Limited.	5,000	9,500.00
17/05/2012	HSBC Custody Nominees (Australia) Limited.	3,128	5,974.48
17/05/2012	HSBC Custody Nominees (Australia) Limited.	3,316	6,333.56
22/05/2012	HSBC Custody Nominees (Australia) Limited.	629,099	1,195,288.10
	<b>Total</b>	<b>1,141,474</b>	<b>2,151,296.69</b>
<b>Westpac RE Limited Total :</b>		<b>1,141,474</b>	<b>2,151,296.69</b>

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**Westpac Financial Services Group Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
6/02/2012	HSBC Custody Nominees (Australia) Limited.	-8,305	-15,530.35
14/02/2012	HSBC Custody Nominees (Australia) Limited.	-9,916	-17,848.80
16/02/2012	HSBC Custody Nominees (Australia) Limited.	-13,963	-25,273.03
1/03/2012	HSBC Custody Nominees (Australia) Limited.	135,736	252,468.96
2/03/2012	HSBC Custody Nominees (Australia) Limited.	186,539	350,693.32
2/03/2012	HSBC Custody Nominees (Australia) Limited.	33,003	62,375.67
5/03/2012	HSBC Custody Nominees (Australia) Limited.	953,203	1,820,617.73
7/03/2012	HSBC Custody Nominees (Australia) Limited.	76,868	146,049.20
8/03/2012	HSBC Custody Nominees (Australia) Limited.	151,747	288,319.30
21/03/2012	HSBC Custody Nominees (Australia) Limited.	119,273	223,040.51
23/03/2012	HSBC Custody Nominees (Australia) Limited.	197,765	369,820.55
28/03/2012	HSBC Custody Nominees (Australia) Limited.	118,786	220,941.96
29/03/2012	HSBC Custody Nominees (Australia) Limited.	207,374	385,715.64
30/03/2012	HSBC Custody Nominees (Australia) Limited.	249,130	460,890.50
12/04/2012	HSBC Custody Nominees (Australia) Limited.	42,961	77,329.80
12/04/2012	HSBC Custody Nominees (Australia) Limited.	76,476	138,421.56
13/04/2012	HSBC Custody Nominees (Australia) Limited.	40,489	73,689.98
16/04/2012	HSBC Custody Nominees (Australia) Limited.	135,840	248,587.20
16/04/2012	HSBC Custody Nominees (Australia) Limited.	87,638	160,377.54
19/04/2012	HSBC Custody Nominees (Australia) Limited.	243,000	451,980.00
24/04/2012	HSBC Custody Nominees (Australia) Limited.	820,360	1,509,462.40
7/05/2012	HSBC Custody Nominees (Australia) Limited.	26,413	48,599.92
18/05/2012	HSBC Custody Nominees (Australia) Limited.	66,099	124,927.11
	<b>Total</b>	<b>3,936,516</b>	<b>7,355,656.67</b>

**Westpac Financial Services Group Limited**  
**Total :**

**3,936,516    7,355,656.67**



## ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 4 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 22/05/2012

Westpac Banking Corporation	Australia	St.George Business Finance Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Equity Finance Limited	Australia
1925 Advances Pty Limited	Australia	St.George Finance Holdings Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	St.George Finance Limited	Australia
Advance Asset Management Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
Altitude Administration Pty Limited	Australia	St.George Financial Services Limited	Australia
Altitude Rewards Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Insurance Australia Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Life Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Motor Finance Limited	Australia
Ascalon Funds Seed Pool Trust No. 2	Australia	Hastings Forestry Investments Limited	New Zealand
Asgard Capital Management Limited	Australia	HLT Custodian Trust	New Zealand
Asgard Wealth Solutions Limited	Australia	MIF Custodian Trust	New Zealand
Assirt Software Pty Limited	Australia	Number 120 Limited1	New Zealand
Athena Finance Pty Limited	Australia	St.George New Zealand Limited	New Zealand
Australian Infrastructure Fund International 1 Pty Limited	Australia	Hastings Funds Management (UK) Limited	UK
Australian Loan Processing Security Company Pty Limited	Australia	Hastings Advisers LLC	USA
Australian Loan Processing Security Trust	Australia	Hastings Funds Management (USA) Inc.	USA
Autodirect Pty Limited	Australia	Hastings Investment Capital LP	USA
Beech Trust	Australia	Hastings Investment LLC	USA
Belliston Pty Limited	Australia	Southern Cross Inc.	USA
Bill Acceptance Corporation Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Wealth Management Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BLE Holdings Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT (Queensland) Pty Limited	Australia	Tasman LLC	USA
BT Australia Pty Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management (NZ) Limited	New Zealand	TBNZ Investments (UK) Limited	UK
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management No.2 Limited	Australia	TIF International 1 Pty Limited	Australia

BT Life Limited	Australia	TPC Services Australia Pty Limited	Australia
BT Portfolio Services Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 Investments Pty Limited	Australia
Canberra Advance Property Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Castlereagh Trust	Australia	Waratah Securities Australia Limited	Australia
CBA Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Challenge Finance Pty Limited	Australia	Westpac Administration Pty Limited	Australia
Challenge Limited	Australia	Westpac Altitude Rewards Trust	Australia
Codrington S.a.r.l.	Luxembourg	Westpac Americas Inc.	USA
Crusade ABS Series 2008-1	Australia	Westpac Asian Lending Pty Limited	Australia
Crusade ABS Series 2008-2	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Crusade CP No.1 Pty Limited	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 41	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 44	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Holdings Inc.	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 NZ Covered Bond Holdings Limited	New Zealand
Crusade CP Trust No. 56	Australia	Westpac NZ Covered Bond Limited	New Zealand
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2003	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 2003	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac General Insurance Limited	Australia

eQR Securities Pty. Limited (formerly Pact Accountants Investment Group Pty Limited)	Australia	Westpac General Insurance Services Limited	Australia
FAI No. 2 Trust	Australia	Westpac Group Investment-NZ-Limited	New Zealand
First Residential Property Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Gemini Trust	Australia	Westpac Investment Capital Corporation	USA
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Group Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Private Equity Fund IIB Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hickory Trust	Australia	Westpac Matching Gifts Limited	Australia
Hitton Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Infrastructure Australia (No.3) Limited	Australia	Westpac New Zealand Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Mortgage Management Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oakjet Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
Orion Trust	Australia	Westpac Private Equity Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Properties Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac RE Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Residential Property Trust	Australia
Partnership Pacific Limited	Australia	Westpac Residential Real Estate Investment Trust I	Australia
Partnership Pacific Securities Limited	Australia	Westpac Residential Real Estate Investment Trust II	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Phoenix Trust	Australia	Westpac Securities Inc.	USA
Qvalent Pty Limited	Australia	Westpac Securities Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Real Estate Investment Trust B	Australia	Westpac Securitisation Holdings Pty Limited	Australia
RESI-Statewide Mortgage Corporation Pty Limited	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
Series 2005-1G WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2007-1G WST Trust	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Sixty Martin Place (Holdings) Pty Limited	Australia	WFAL No.1 Loan Trust	Australia
St.George APL Pty Limited	Australia		

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