

---

## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

---

To Company Name/Scheme SELECT HARVESTS LIMITED (SHV)

ACN/ARSN ACN 000 721 380

#### 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 24/03/2017

#### 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	3,739,182	3,739,182	
Total	3,739,182	3,739,182	5.09%

#### 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
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	9,909	Ordinary

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.	70,700	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.	342,821	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.	2,009,044	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.	1,133,581	Ordinary
Westpac RE Limited	Westpac RE Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	173,127	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'	9,909 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	See Annexure 'A'	70,700 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	173,127 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	342,821 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited State Street Australia Limited	See Annexure 'A'	1,133,581 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	2,009,044 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
Westpac RE 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
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
SELECT HARVESTS LIMITED (SHV)	The Company Secretary SELECT HARVESTS LIMITED (SHV) 360 Settlement Road Thomastown VIC 3074  Tel No: 61 3 9474 3544

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 28/03/2017

## **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 – 28/03/2017

Sales & Purchases for the period : 24/11/2016 to 24/03/2017

SECURITY: SHV

### Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
13/12/2016	HSBC Custody Nominees (Australia) Limited.	91,319	625,535.15	Ordinary
21/12/2016	HSBC Custody Nominees (Australia) Limited.	-91,319	.00	Ordinary
20/01/2017	HSBC Custody Nominees (Australia) Limited.	-6,000	-36,180.00	Ordinary
23/01/2017	HSBC Custody Nominees (Australia) Limited.	-29,000	-168,200.00	Ordinary
24/01/2017	HSBC Custody Nominees (Australia) Limited.	-2,201	-13,161.98	Ordinary
1/02/2017	HSBC Custody Nominees (Australia) Limited.	-15,200	-83,296.00	Ordinary
1/02/2017	HSBC Custody Nominees (Australia) Limited.	-18,599	-101,922.52	Ordinary
3/02/2017	HSBC Custody Nominees (Australia) Limited.	-24,000	-125,520.00	Ordinary
8/02/2017	HSBC Custody Nominees (Australia) Limited.	-40,000	-213,200.00	Ordinary
	<b>Total</b>	<b>-135,000</b>	<b>-115,945.35</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>-135,000</b>	<b>-115,945.35</b>	

### Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
12/01/2017	Asgard Capital Management Limited	-500	-3,185.00	Ordinary
	<b>Total</b>	<b>-500</b>	<b>-3,185.00</b>	<b>Ordinary</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>-500</b>	<b>-3,185.00</b>	

### BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
15/12/2016	Asgard Capital Management Limited	-2,645	-17,086.70	Ordinary
	<b>Total</b>	<b>-2,645</b>	<b>-17,086.70</b>	<b>Ordinary</b>
Date	Registered Company	Quantity	Consideration	Class of Securities
28/12/2016	BT Portfolio Services Limited	-2,200	-14,285.92	Ordinary
18/01/2017	BT Portfolio Services Limited	-1,745	-10,430.74	Ordinary
18/01/2017	BT Portfolio Services Limited	-3,865	-23,185.75	Ordinary
31/01/2017	BT Portfolio Services Limited	7,500	42,336.00	Ordinary
20/02/2017	BT Portfolio Services Limited	-1,109	-6,107.48	Ordinary
6/03/2017	BT Portfolio Services Limited	2,000	12,025.80	Ordinary
7/03/2017	BT Portfolio Services Limited	2,600	15,180.62	Ordinary
10/03/2017	BT Portfolio Services Limited	5,000	29,572.00	Ordinary
21/03/2017	BT Portfolio Services Limited	520	2,963.95	Ordinary
	<b>Total</b>	<b>8,701</b>	<b>48,068.48</b>	<b>Ordinary</b>
	<b>BT Funds Management Limited Total :</b>	<b>6,056</b>	<b>30,981.78</b>	

---

**BT Funds Management No.2 Limited**

---

Date	Registered Company	Quantity	Consideration	Class of Securities
3/03/2017	HSBC Custody Nominees (Australia) Limited.	15,621	92,163.90	Ordinary
3/03/2017	HSBC Custody Nominees (Australia) Limited.	4,921	28,591.01	Ordinary
6/03/2017	HSBC Custody Nominees (Australia) Limited.	10,622	63,200.90	Ordinary
6/03/2017	HSBC Custody Nominees (Australia) Limited.	7,844	46,671.80	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	2,938	17,187.30	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	3,675	21,498.75	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	7,492	43,903.12	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	26,436	152,271.36	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	2,549	14,529.30	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	3,919	22,259.92	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	12,224	70,165.76	Ordinary
9/03/2017	HSBC Custody Nominees (Australia) Limited.	5,145	30,046.80	Ordinary
9/03/2017	HSBC Custody Nominees (Australia) Limited.	2,798	16,340.32	Ordinary
10/03/2017	HSBC Custody Nominees (Australia) Limited.	7,057	41,283.45	Ordinary
10/03/2017	HSBC Custody Nominees (Australia) Limited.	26,032	151,766.56	Ordinary
13/03/2017	HSBC Custody Nominees (Australia) Limited.	15,296	88,716.80	Ordinary
13/03/2017	HSBC Custody Nominees (Australia) Limited.	14,768	85,802.08	Ordinary
14/03/2017	HSBC Custody Nominees (Australia) Limited.	19,691	113,813.98	Ordinary
15/03/2017	HSBC Custody Nominees (Australia) Limited.	183	1,043.10	Ordinary
15/03/2017	HSBC Custody Nominees (Australia) Limited.	19,691	112,238.70	Ordinary
15/03/2017	HSBC Custody Nominees (Australia) Limited.	9,845	56,018.05	Ordinary
16/03/2017	HSBC Custody Nominees (Australia) Limited.	21,252	120,711.36	Ordinary
16/03/2017	HSBC Custody Nominees (Australia) Limited.	11,321	63,737.23	Ordinary
17/03/2017	HSBC Custody Nominees (Australia) Limited.	6,198	34,894.74	Ordinary
20/03/2017	HSBC Custody Nominees (Australia) Limited.	3,655	20,577.65	Ordinary
21/03/2017	HSBC Custody Nominees (Australia) Limited.	53,205	300,076.20	Ordinary
21/03/2017	HSBC Custody Nominees (Australia) Limited.	2,894	16,351.10	Ordinary
22/03/2017	HSBC Custody Nominees (Australia) Limited.	9,866	54,756.30	Ordinary
23/03/2017	HSBC Custody Nominees (Australia) Limited.	5,274	29,376.18	Ordinary
23/03/2017	HSBC Custody Nominees (Australia) Limited.	3,157	17,742.34	Ordinary
24/03/2017	HSBC Custody Nominees (Australia) Limited.	7,252	41,118.84	Ordinary
	<b>Total</b>	<b>342,821</b>	<b>1,968,854.90</b>	<b>Ordinary</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>342,821</b>	<b>1,968,854.90</b>	

---

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

---

Date	Registered Company	Quantity	Consideration	Class of Securities
3/03/2017	HSBC Custody Nominees (Australia) Limited.	28,808	167,374.48	Ordinary
3/03/2017	HSBC Custody Nominees (Australia) Limited.	91,456	539,590.40	Ordinary
6/03/2017	HSBC Custody Nominees (Australia) Limited.	62,186	370,006.70	Ordinary
6/03/2017	HSBC Custody Nominees (Australia) Limited.	45,920	273,224.00	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	43,865	257,048.90	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	17,200	100,620.00	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	21,513	125,851.05	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	155,108	893,422.08	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	14,953	85,232.10	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	71,722	411,684.28	Ordinary
8/03/2017	HSBC Custody Nominees (Australia) Limited.	22,993	130,600.24	Ordinary
9/03/2017	HSBC Custody Nominees (Australia) Limited.	30,149	176,070.16	Ordinary

9/03/2017	HSBC Custody Nominees (Australia) Limited.	16,399	95,770.16	Ordinary
10/03/2017	HSBC Custody Nominees (Australia) Limited.	41,357	241,938.45	Ordinary
10/03/2017	HSBC Custody Nominees (Australia) Limited.	152,552	889,378.16	Ordinary
13/03/2017	HSBC Custody Nominees (Australia) Limited.	86,545	502,826.45	Ordinary
13/03/2017	HSBC Custody Nominees (Australia) Limited.	89,639	519,906.20	Ordinary
14/03/2017	HSBC Custody Nominees (Australia) Limited.	115,394	666,977.32	Ordinary
15/03/2017	HSBC Custody Nominees (Australia) Limited.	57,698	328,301.62	Ordinary
15/03/2017	HSBC Custody Nominees (Australia) Limited.	115,393	657,740.10	Ordinary
15/03/2017	HSBC Custody Nominees (Australia) Limited.	1,075	6,127.50	Ordinary
16/03/2017	HSBC Custody Nominees (Australia) Limited.	124,544	707,409.92	Ordinary
16/03/2017	HSBC Custody Nominees (Australia) Limited.	66,344	373,516.72	Ordinary
17/03/2017	HSBC Custody Nominees (Australia) Limited.	36,329	204,532.27	Ordinary
20/03/2017	HSBC Custody Nominees (Australia) Limited.	21,416	120,572.08	Ordinary
21/03/2017	HSBC Custody Nominees (Australia) Limited.	16,961	95,829.65	Ordinary
21/03/2017	HSBC Custody Nominees (Australia) Limited.	311,854	1,758,856.56	Ordinary
22/03/2017	HSBC Custody Nominees (Australia) Limited.	57,800	320,790.00	Ordinary
23/03/2017	HSBC Custody Nominees (Australia) Limited.	18,490	103,913.80	Ordinary
23/03/2017	HSBC Custody Nominees (Australia) Limited.	30,898	172,101.86	Ordinary
24/03/2017	HSBC Custody Nominees (Australia) Limited.	42,483	240,878.61	Ordinary
<b>Total</b>		<b>2,009,044</b>	<b>11,538,091.82</b>	<b>Ordinary</b>
<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>2,009,044</b>	<b>11,538,091.82</b>	

---

**BT Investment Management (Institutional) Limited**


---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
3/03/2017	Australia and New Zealand Banking Group Limited	1,008	5,856.48	Ordinary
3/03/2017	Australia and New Zealand Banking Group Limited	3,198	18,868.20	Ordinary
6/03/2017	Australia and New Zealand Banking Group Limited	1,606	9,555.70	Ordinary
6/03/2017	Australia and New Zealand Banking Group Limited	2,175	12,941.25	Ordinary
7/03/2017	Australia and New Zealand Banking Group Limited	752	4,399.20	Ordinary
7/03/2017	Australia and New Zealand Banking Group Limited	1,534	8,989.24	Ordinary
7/03/2017	Australia and New Zealand Banking Group Limited	602	3,521.70	Ordinary
8/03/2017	Australia and New Zealand Banking Group Limited	968	5,498.24	Ordinary
8/03/2017	Australia and New Zealand Banking Group Limited	3,019	17,329.06	Ordinary
8/03/2017	Australia and New Zealand Banking Group Limited	6,528	37,601.28	Ordinary
8/03/2017	Australia and New Zealand Banking Group Limited	629	3,585.30	Ordinary
9/03/2017	Australia and New Zealand Banking Group Limited	980	5,723.20	Ordinary
9/03/2017	Australia and New Zealand Banking Group Limited	533	3,112.72	Ordinary
10/03/2017	Australia and New Zealand Banking Group Limited	4,959	28,910.97	Ordinary
10/03/2017	Australia and New Zealand Banking Group Limited	1,344	7,862.40	Ordinary
13/03/2017	Australia and New Zealand Banking Group Limited	2,914	16,901.20	Ordinary
13/03/2017	Australia and New Zealand Banking Group Limited	2,813	16,343.53	Ordinary
14/03/2017	Australia and New Zealand Banking Group Limited	3,751	21,680.78	Ordinary
15/03/2017	Australia and New Zealand Banking Group Limited	1,875	10,668.75	Ordinary
15/03/2017	Australia and New Zealand Banking Group Limited	3,751	21,380.70	Ordinary
15/03/2017	Australia and New Zealand Banking Group Limited	35	199.50	Ordinary
16/03/2017	Australia and New Zealand Banking Group Limited	2,156	12,138.28	Ordinary
16/03/2017	Australia and New Zealand Banking Group Limited	4,048	22,992.64	Ordinary
17/03/2017	Australia and New Zealand Banking Group Limited	1,234	6,947.42	Ordinary
20/03/2017	Australia and New Zealand Banking Group Limited	694	3,907.22	Ordinary
21/03/2017	Australia and New Zealand Banking Group Limited	10,596	59,761.44	Ordinary
21/03/2017	Australia and New Zealand Banking Group Limited	576	3,254.40	Ordinary
22/03/2017	Australia and New Zealand Banking Group Limited	1,702	9,446.10	Ordinary



23/03/2017	Australia and New Zealand Banking Group Limited	544	3,057.28	Ordinary
23/03/2017	Australia and New Zealand Banking Group Limited	910	5,068.70	Ordinary
24/03/2017	Australia and New Zealand Banking Group Limited	1,251	7,093.17	Ordinary
<b>Total</b>		<b>68,685</b>	<b>394,596.05</b>	<b>Ordinary</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
3/03/2017	State Street Australia Limited	32,358	190,912.20	Ordinary
3/03/2017	State Street Australia Limited	10,192	59,215.52	Ordinary
3/03/2017	State Street Australia Limited	5,071	29,462.51	Ordinary
3/03/2017	State Street Australia Limited	16,097	94,972.30	Ordinary
6/03/2017	State Street Australia Limited	16,247	96,669.65	Ordinary
6/03/2017	State Street Australia Limited	22,002	130,911.90	Ordinary
6/03/2017	State Street Australia Limited	8,083	48,093.85	Ordinary
6/03/2017	State Street Australia Limited	10,946	65,128.70	Ordinary
7/03/2017	State Street Australia Limited	6,086	35,603.10	Ordinary
7/03/2017	State Street Australia Limited	15,520	90,947.20	Ordinary
7/03/2017	State Street Australia Limited	7,611	44,524.35	Ordinary
7/03/2017	State Street Australia Limited	7,720	45,239.20	Ordinary
7/03/2017	State Street Australia Limited	3,028	17,713.80	Ordinary
7/03/2017	State Street Australia Limited	3,787	22,153.95	Ordinary
8/03/2017	State Street Australia Limited	25,399	145,790.26	Ordinary
8/03/2017	State Street Australia Limited	5,295	30,181.50	Ordinary
8/03/2017	State Street Australia Limited	8,143	46,252.24	Ordinary
8/03/2017	State Street Australia Limited	54,930	316,396.80	Ordinary
8/03/2017	State Street Australia Limited	4,051	23,009.68	Ordinary
8/03/2017	State Street Australia Limited	2,635	15,019.50	Ordinary
8/03/2017	State Street Australia Limited	27,327	157,403.52	Ordinary
8/03/2017	State Street Australia Limited	12,636	72,530.64	Ordinary
9/03/2017	State Street Australia Limited	5,804	33,895.36	Ordinary
9/03/2017	State Street Australia Limited	10,672	62,324.48	Ordinary
9/03/2017	State Street Australia Limited	2,888	16,865.92	Ordinary
9/03/2017	State Street Australia Limited	5,309	31,004.56	Ordinary
10/03/2017	State Street Australia Limited	53,997	314,802.51	Ordinary
10/03/2017	State Street Australia Limited	14,639	85,638.15	Ordinary
10/03/2017	State Street Australia Limited	26,863	156,611.29	Ordinary
10/03/2017	State Street Australia Limited	7,283	42,605.55	Ordinary
13/03/2017	State Street Australia Limited	30,634	177,983.54	Ordinary
13/03/2017	State Street Australia Limited	31,728	184,022.40	Ordinary
13/03/2017	State Street Australia Limited	15,240	88,544.40	Ordinary
13/03/2017	State Street Australia Limited	15,785	91,553.00	Ordinary
14/03/2017	State Street Australia Limited	40,844	236,078.32	Ordinary
14/03/2017	State Street Australia Limited	20,320	117,449.60	Ordinary
15/03/2017	State Street Australia Limited	380	2,166.00	Ordinary
15/03/2017	State Street Australia Limited	20,422	116,201.18	Ordinary
15/03/2017	State Street Australia Limited	40,845	232,816.50	Ordinary
15/03/2017	State Street Australia Limited	189	1,077.30	Ordinary
15/03/2017	State Street Australia Limited	20,320	115,824.00	Ordinary
15/03/2017	State Street Australia Limited	10,160	57,810.40	Ordinary
16/03/2017	State Street Australia Limited	23,483	132,209.29	Ordinary
16/03/2017	State Street Australia Limited	44,083	250,391.44	Ordinary
16/03/2017	State Street Australia Limited	11,683	65,775.29	Ordinary
16/03/2017	State Street Australia Limited	21,931	124,568.08	Ordinary
17/03/2017	State Street Australia Limited	12,860	72,401.80	Ordinary
17/03/2017	State Street Australia Limited	6,398	36,020.74	Ordinary

20/03/2017	State Street Australia Limited	7,580	42,675.40	Ordinary
20/03/2017	State Street Australia Limited	3,771	21,230.73	Ordinary
21/03/2017	State Street Australia Limited	110,392	622,610.88	Ordinary
21/03/2017	State Street Australia Limited	6,004	33,922.60	Ordinary
21/03/2017	State Street Australia Limited	54,919	309,743.16	Ordinary
21/03/2017	State Street Australia Limited	2,987	16,876.55	Ordinary
22/03/2017	State Street Australia Limited	20,456	113,530.80	Ordinary
22/03/2017	State Street Australia Limited	10,176	56,476.80	Ordinary
23/03/2017	State Street Australia Limited	10,934	60,902.38	Ordinary
23/03/2017	State Street Australia Limited	6,544	36,777.28	Ordinary
23/03/2017	State Street Australia Limited	3,255	18,293.10	Ordinary
23/03/2017	State Street Australia Limited	5,440	30,300.80	Ordinary
24/03/2017	State Street Australia Limited	15,035	85,248.45	Ordinary
24/03/2017	State Street Australia Limited	7,479	42,405.93	Ordinary
	<b>Total</b>	<b>1,064,896</b>	<b>6,115,768.33</b>	<b>Ordinary</b>
	<b>BT Investment Management (Institutional) Limited Total :</b>	<b>1,133,581</b>	<b>6,510,364.38</b>	

---

**Westpac RE Limited**


---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
21/12/2016	HSBC Custody Nominees (Australia) Limited.	91,319	.00	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	11,621	.00	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	18,823	.00	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	9,373	.00	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	55,643	.00	Ordinary
7/03/2017	HSBC Custody Nominees (Australia) Limited.	10,294	60,425.78	Ordinary
14/03/2017	HSBC Custody Nominees (Australia) Limited.	220	1,287.00	Ordinary
21/03/2017	HSBC Custody Nominees (Australia) Limited.	-9,373	-52,769.99	Ordinary
21/03/2017	HSBC Custody Nominees (Australia) Limited.	-1,504	-8,467.52	Ordinary
23/03/2017	HSBC Custody Nominees (Australia) Limited.	-13,489	-75,133.73	Ordinary
	<b>Total</b>	<b>172,927</b>	<b>-74,658.46</b>	<b>Ordinary</b>
	<b>Westpac RE Limited Total :</b>	<b>172,927</b>	<b>-74,658.46</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 – 28/03/2017

<b>Westpac Banking Corporation</b>	Australia	Seed Pool Trust No. 2	Australia
1925 (Commercial) Pty Limited	Australia	Series 2008-1M WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-3 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2012-1 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2013-1 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2013-2 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2014-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2014-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2015-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	SIE-Lease (Australia) Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Ascalon Funds Seed Pool Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Capital Management Limited	Australia	St.George Business Finance Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Life Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Motor Finance 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	The Home Mortgage Company Limited	New Zealand
BT Funds Management (NZ) Limited	New Zealand	The Mortgage Company Pty Limited	Australia
BT Funds Management Limited	Australia	Value Nominees Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	W2 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 Private Nominees Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Securities Limited	Australia	Westpac Administration Pty Limited	Australia
BT Short Term Income Fund	Australia	Westpac Administration 2 Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Administration 3 Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance Australia Limited	Australia	Westpac Americas Inc.	USA
Capital Finance New Zealand Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Motor Finance Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Capital Markets Holding Corp.	USA
CBA Limited	Australia	Westpac Capital Markets LLC	USA
Challenge Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Core Infrastructure Income Feeder 1 LP 2016	Partnership(Scotland)	Westpac Cash PIE Fund	Australia

Core Infrastructure Income Feeder 2 LP 2016	Partnership(Scotland)	Westpac Cook Cove Trust I	Australia
Core Infrastructure Income Master LP 2016	Partnership(England)	Westpac Cook Cove Trust II	Australia
Core Infrastructure Income Holdings Limited 2016	Partnership(England)	Westpac Covered Bond Trust	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Databank Pty Limited	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Delta LLC	USA
Crusade ABS Series 2017 - 1 Trust	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP No.1 Pty Limited	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 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 2 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Management Limited	Australia	Westpac Financial Consultants Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Holdings Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Europe Infrastructure Debt LP	UK	Westpac Financial Services Limited	Australia
General Credits Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Funds Financing Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac General Insurance Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management Asia Pty. Limited	USA	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 3 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 4 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Life Insurance Services Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Group Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Operations Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
MIF Custodian Trust	New Zealand	Westpac NZ Securitisation Limited	New Zealand

Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Neo Investment GP Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Properties Limited	Australia
Oniston Pty Limited	Australia	Westpac RE Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securities Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Planwise AU Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Singapore Limited	Singapore
Reinventure Fund ILP	Australia	Westpac Structured Products Limited	Australia
Reinventure Fund II ILP	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac Syndications Management Pty Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Securitor Financial Group Limited	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
Series 2011-2 WST Trust	Australia		

Note: Westpac retains 29.3% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (29.3%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia
BT Investment Management (Fund Services) Limited (Subsidiary of BT Investment Management Limited)	Australia
JO Hambro Capital Management Limited (Subsidiary of BT Investment Management Limited)	UK