

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme CENTURIA METROPOLITAN REIT (CMA) as responsible entity for CENTURIA METROPOLITAN REIT NO. 1 and CENTURIA METROPOLITAN REIT NO.2 (together, CENTURIA METROPOLITAN REIT) (CMA)

ACN/ARSN CENTURIA PROPERTY FUNDS LIMITED – ACN 086 553 639  
CENTURIA METROPOLITAN REIT NO. 1 – ARSN 124 364 718  
CENTURIA METROPOLITAN REIT NO.2 – ARSN 124 364 656

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

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

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 02/06/2015

The previous notice was given to the company on 27/03/2015

The previous notice was dated 26/03/2015

#### 2. Previous and present voting power

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

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
STAPLED SECURITIES	6,275,247	8.78%	13,548,611	11.37%

#### 3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
02/06/2015	WBC & its Associates, Westpac RE Limited, BT Funds Management Limited, Westpac Financial Services Group Limited, BT Funds Management (NZ) Limited, BT Investment Management	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	(Institutional) Limited, BT Investment Management (Fund Services) Limited				
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#### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
BT Funds Management (NZ) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	817,493, Stapled Securities	817,493
BT Funds Management Limited	BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	241,582, Stapled Securities	241,582
BT Investment Management (Fund Services) Limited	Citicorp Nominees Pty Limited  HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  Citicorp Nominees Pty 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.	10,473,485, Stapled Securities	10,473,485
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  Citicorp Nominees Pty 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	1,500,164, Stapled Securities	1,500,164

			that capacity, can exercise the power to vote or dispose of the shares.		
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  Citicorp Nominees Pty Limited	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	372,544, Stapled Securities	372,544
Westpac RE Limited	HSBC Custody Nominees (Australia) 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.	143,343, Stapled Securities	143,343

#### 5. Changes in association

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

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

#### 6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
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 Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
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 Sydney, Sydney NSW 2000
CENTURIA METROPOLITAN REIT (CMA)	The Company Secretary, CENTURIA METROPOLITAN REIT (CMA) Level 39, 100 Miller Street NORTH SYDNEY NSW 2060 Tel: +61 28923 8923

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 04/06/2015

### **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 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

**ANNEXURE A**

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 04/06/2015

**TRANSACTION HISTORY**

Sales & Purchases for the period : 26/03/2015 to 2/06/2015

SECURITY: CMA

**BT Funds Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/04/2015	BT Portfolio Services Limited	Purchase	6,077	13,247.86	STAPLED SECURITIES	6,077
13/04/2015	BT Portfolio Services Limited	Sale	-5,713	-12,454.34	STAPLED SECURITIES	5,713
13/04/2015	BT Portfolio Services Limited	Sale	-364	-793.52	STAPLED SECURITIES	364
1/05/2015	BT Portfolio Services Limited	Purchase	47,122	101,764.67	STAPLED SECURITIES	47,122
20/05/2015	BT Portfolio Services Limited	Purchase	5,000	10,686.50	STAPLED SECURITIES	5,000
28/05/2015	BT Portfolio Services Limited	Purchase	47,122	99,427.42	STAPLED SECURITIES	47,122
28/05/2015	BT Portfolio Services Limited	Sale	-47,122	-99,427.42	STAPLED SECURITIES	47,122
29/05/2015	BT Portfolio Services Limited	Purchase	9,000	18,900.00	STAPLED SECURITIES	9,000
	<b>Total</b>		<b>61,122</b>	<b>131,351.17</b>		
	<b>BT Funds Management Limited Total :</b>		<b>61,122</b>	<b>131,351.17</b>		

**BT Funds Management (NZ) Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39,230	88,157.66	STAPLED SECURITIES	39,230
28/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	30,066	67,585.36	STAPLED SECURITIES	30,066
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	246,197	535,626.19	STAPLED SECURITIES	246,197
11/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	82,000	188,862.40	STAPLED SECURITIES	82,000
12/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	45,000	104,386.50	STAPLED SECURITIES	45,000
14/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	14,138	32,356.23	STAPLED SECURITIES	14,138
15/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	60,862	140,183.44	STAPLED SECURITIES	60,862
	<b>Total</b>		<b>517,493</b>	<b>1,157,157.78</b>		
	<b>BT Funds Management (NZ) Limited Total :</b>		<b>517,493</b>	<b>1,157,157.78</b>		

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/03/2015	Citicorp Nominees Pty Limited	Purchase	7,258	16,112.76	STAPLED SECURITIES	7,258

27/03/2015	Citicorp Nominees Pty Limited	Purchase	7,892	17,362.40	STAPLED SECURITIES	7,892
31/03/2015	Citicorp Nominees Pty Limited	Purchase	4,013	8,868.73	STAPLED SECURITIES	4,013
1/04/2015	Citicorp Nominees Pty Limited	Purchase	4,021	8,886.41	STAPLED SECURITIES	4,021
2/04/2015	Citicorp Nominees Pty Limited	Purchase	6,543	14,394.60	STAPLED SECURITIES	6,543
7/04/2015	Citicorp Nominees Pty Limited	Purchase	3,615	7,916.85	STAPLED SECURITIES	3,615
9/04/2015	Citicorp Nominees Pty Limited	Purchase	4,021	8,765.78	STAPLED SECURITIES	4,021
14/04/2015	Citicorp Nominees Pty Limited	Purchase	4,342	9,508.98	STAPLED SECURITIES	4,342
15/04/2015	Citicorp Nominees Pty Limited	Purchase	7,766	17,085.20	STAPLED SECURITIES	7,766
16/04/2015	Citicorp Nominees Pty Limited	Purchase	9,312	20,300.16	STAPLED SECURITIES	9,312
21/04/2015	Citicorp Nominees Pty Limited	Purchase	7,744	16,649.60	STAPLED SECURITIES	7,744
23/04/2015	Citicorp Nominees Pty Limited	Purchase	4,915	10,665.55	STAPLED SECURITIES	4,915
27/04/2015	Citicorp Nominees Pty Limited	Purchase	10,274	22,294.58	STAPLED SECURITIES	10,274
13/05/2015	Citicorp Nominees Pty Limited	Sale	-747,776	-1,592,762.88	STAPLED SECURITIES	747,776
15/05/2015	Citicorp Nominees Pty Limited	Purchase	1,345,151	.00	STAPLED SECURITIES	1,345,151
28/05/2015	Citicorp Nominees Pty Limited	Purchase	937,356	.00	STAPLED SECURITIES	937,356
1/06/2015	Citicorp Nominees Pty Limited	Sale	-15,171	-32,465.94	STAPLED SECURITIES	15,171
2/06/2015	Citicorp Nominees Pty Limited	Sale	-6,443	-13,788.02	STAPLED SECURITIES	6,443
	<b>Total</b>		<b>1,594,833</b>	<b>-1,460,205.24</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,176	29,250.72	STAPLED SECURITIES	13,176
27/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	14,326	31,517.20	STAPLED SECURITIES	14,326
31/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,967	13,187.07	STAPLED SECURITIES	5,967
1/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,979	13,213.59	STAPLED SECURITIES	5,979
2/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,731	21,408.20	STAPLED SECURITIES	9,731
7/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,377	11,775.63	STAPLED SECURITIES	5,377
9/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,979	13,034.22	STAPLED SECURITIES	5,979
14/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,458	14,143.02	STAPLED SECURITIES	6,458
15/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,549	25,407.80	STAPLED SECURITIES	11,549
16/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,848	30,188.64	STAPLED SECURITIES	13,848
21/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,517	24,761.55	STAPLED SECURITIES	11,517
23/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,084	13,202.28	STAPLED SECURITIES	6,084
27/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	12,718	27,598.06	STAPLED SECURITIES	12,718
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,967	-12,709.71	STAPLED SECURITIES	5,967
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,871	-3,985.23	STAPLED SECURITIES	1,871
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,377	-11,453.01	STAPLED SECURITIES	5,377
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,277	-4,850.01	STAPLED SECURITIES	2,277
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,123	-2,391.99	STAPLED SECURITIES	1,123
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-87,799	-187,011.87	STAPLED SECURITIES	87,799
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,012	-12,805.56	STAPLED SECURITIES	6,012

13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,935	-44,591.55	STAPLED SECURITIES	20,935
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,517	-24,531.21	STAPLED SECURITIES	11,517
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,084	-12,958.92	STAPLED SECURITIES	6,084
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,164	-66,379.32	STAPLED SECURITIES	31,164
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-372	-792.36	STAPLED SECURITIES	372
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-39,269	-83,642.97	STAPLED SECURITIES	39,269
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-156,734	-333,843.42	STAPLED SECURITIES	156,734
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,477	-32,966.01	STAPLED SECURITIES	15,477
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,921	-36,041.73	STAPLED SECURITIES	16,921
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,979	-12,735.27	STAPLED SECURITIES	5,979
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,176	-28,064.88	STAPLED SECURITIES	13,176
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,542	-24,584.46	STAPLED SECURITIES	11,542
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,731	-20,727.03	STAPLED SECURITIES	9,731
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,549	-24,599.37	STAPLED SECURITIES	11,549
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,848	-29,496.24	STAPLED SECURITIES	13,848
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,998	-21,295.74	STAPLED SECURITIES	9,998
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,718	-27,089.34	STAPLED SECURITIES	12,718
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,326	-30,514.38	STAPLED SECURITIES	14,326
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,458	-13,755.54	STAPLED SECURITIES	6,458
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,217	-28,152.21	STAPLED SECURITIES	13,217
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,373	-47,654.49	STAPLED SECURITIES	22,373
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,979	-12,735.27	STAPLED SECURITIES	5,979
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-510,895	-1,088,206.35	STAPLED SECURITIES	510,895
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,997	-6,383.61	STAPLED SECURITIES	2,997
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,806	-10,236.78	STAPLED SECURITIES	4,806
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-65,441	-139,389.33	STAPLED SECURITIES	65,441
15/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,024,811	.00	STAPLED SECURITIES	2,024,811
15/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	666,667	.00	STAPLED SECURITIES	666,667
27/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-19,600	-41,356.00	STAPLED SECURITIES	19,600
28/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,404,401	.00	STAPLED SECURITIES	1,404,401
1/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-18,898	-40,441.72	STAPLED SECURITIES	18,898
2/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,025	-17,173.50	STAPLED SECURITIES	8,025
	<b>Total</b>		<b>3,028,133</b>	<b>-2,266,858.40</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>4,622,966</b>	<b>-3,727,063.64</b>		

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**BT Investment Management (Institutional) Limited**

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,515,364	3,227,725.32	STAPLED SECURITIES	1,515,364
2/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,200	-32,376.00	STAPLED SECURITIES	15,200

<b>Total</b>	<b>1,500,164</b>	<b>3,195,349.32</b>
<b>BT Investment Management (Institutional) Limited Total :</b>	<b>1,500,164</b>	<b>3,195,349.32</b>

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**Westpac RE Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
8/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	400	888.00	STAPLED SECURITIES	400
17/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	23	51.75	STAPLED SECURITIES	23
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	143	.00	STAPLED SECURITIES	143
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	185	.00	STAPLED SECURITIES	185
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	117	.00	STAPLED SECURITIES	117
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	160	.00	STAPLED SECURITIES	160
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	78	.00	STAPLED SECURITIES	78
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	197	.00	STAPLED SECURITIES	197
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	153	.00	STAPLED SECURITIES	153
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	120	.00	STAPLED SECURITIES	120
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	55	.00	STAPLED SECURITIES	55
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44	.00	STAPLED SECURITIES	44
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	143	.00	STAPLED SECURITIES	143
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	159	.00	STAPLED SECURITIES	159
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	74	.00	STAPLED SECURITIES	74
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44	.00	STAPLED SECURITIES	44
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	133	.00	STAPLED SECURITIES	133
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	85	.00	STAPLED SECURITIES	85
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	85	.00	STAPLED SECURITIES	85
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	118	.00	STAPLED SECURITIES	118
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	56	.00	STAPLED SECURITIES	56
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	130	.00	STAPLED SECURITIES	130
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	69	.00	STAPLED SECURITIES	69
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	35	.00	STAPLED SECURITIES	35
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	32	.00	STAPLED SECURITIES	32
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	62	.00	STAPLED SECURITIES	62
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39	.00	STAPLED SECURITIES	39
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,833	.00	STAPLED SECURITIES	11,833
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	667	.00	STAPLED SECURITIES	667
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,533	.00	STAPLED SECURITIES	6,533
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,200	.00	STAPLED SECURITIES	2,200
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,333	.00	STAPLED SECURITIES	3,333
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,667	.00	STAPLED SECURITIES	1,667
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,333	.00	STAPLED SECURITIES	1,333



30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,267	.00	STAPLED SECURITIES	2,267
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	.00	STAPLED SECURITIES	5,000
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,667	.00	STAPLED SECURITIES	2,667
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	667	.00	STAPLED SECURITIES	667
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	267	.00	STAPLED SECURITIES	267
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	433	.00	STAPLED SECURITIES	433
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	443	.00	STAPLED SECURITIES	443
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	303	.00	STAPLED SECURITIES	303
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	386	.00	STAPLED SECURITIES	386
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	263	.00	STAPLED SECURITIES	263
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	109	.00	STAPLED SECURITIES	109
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	191	.00	STAPLED SECURITIES	191
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	158	.00	STAPLED SECURITIES	158
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	115	.00	STAPLED SECURITIES	115
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	231	.00	STAPLED SECURITIES	231
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	143	.00	STAPLED SECURITIES	143
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	133	.00	STAPLED SECURITIES	133
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	175	.00	STAPLED SECURITIES	175
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,832	.00	STAPLED SECURITIES	11,832
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,833	.00	STAPLED SECURITIES	11,833
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	432	.00	STAPLED SECURITIES	432
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-433	.00	STAPLED SECURITIES	433
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	442	.00	STAPLED SECURITIES	442
30/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-443	.00	STAPLED SECURITIES	443
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,900	6,206.00	STAPLED SECURITIES	2,900
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,250	4,815.00	STAPLED SECURITIES	2,250
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,050	4,387.00	STAPLED SECURITIES	2,050
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,000	4,280.00	STAPLED SECURITIES	2,000
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,550	3,317.00	STAPLED SECURITIES	1,550
14/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	74	159.10	STAPLED SECURITIES	74
14/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-103	-220.42	STAPLED SECURITIES	103
18/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-215	-455.80	STAPLED SECURITIES	215
19/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,000	6,420.00	STAPLED SECURITIES	3,000
19/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	10,700.00	STAPLED SECURITIES	5,000
19/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	10,750.00	STAPLED SECURITIES	5,000
19/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,000	2,150.00	STAPLED SECURITIES	1,000
20/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	500	1,065.00	STAPLED SECURITIES	500
27/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	410	869.20	STAPLED SECURITIES	410
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	143	.00	STAPLED SECURITIES	143
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	185	.00	STAPLED SECURITIES	185
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	117	.00	STAPLED SECURITIES	117

	Limited.				SECURITIES	
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	160	.00	STAPLED SECURITIES	160
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	78	.00	STAPLED SECURITIES	78
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	197	.00	STAPLED SECURITIES	197
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	153	.00	STAPLED SECURITIES	153
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	120	.00	STAPLED SECURITIES	120
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	55	.00	STAPLED SECURITIES	55
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44	.00	STAPLED SECURITIES	44
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	143	.00	STAPLED SECURITIES	143
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	159	.00	STAPLED SECURITIES	159
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	74	.00	STAPLED SECURITIES	74
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44	.00	STAPLED SECURITIES	44
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	133	.00	STAPLED SECURITIES	133
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	85	.00	STAPLED SECURITIES	85
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	85	.00	STAPLED SECURITIES	85
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	118	.00	STAPLED SECURITIES	118
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	56	.00	STAPLED SECURITIES	56
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	130	.00	STAPLED SECURITIES	130
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	69	.00	STAPLED SECURITIES	69
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	35	.00	STAPLED SECURITIES	35
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	32	.00	STAPLED SECURITIES	32
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	62	.00	STAPLED SECURITIES	62
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39	.00	STAPLED SECURITIES	39
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,832	.00	STAPLED SECURITIES	11,832
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,850	3,940.50	STAPLED SECURITIES	1,850
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	667	.00	STAPLED SECURITIES	667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,533	.00	STAPLED SECURITIES	6,533
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,200	.00	STAPLED SECURITIES	2,200
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,333	.00	STAPLED SECURITIES	3,333
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,667	.00	STAPLED SECURITIES	1,667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,333	.00	STAPLED SECURITIES	1,333
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,267	.00	STAPLED SECURITIES	2,267
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,900	4,009.00	STAPLED SECURITIES	1,900
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,000	.00	STAPLED SECURITIES	5,000
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,850	3,903.50	STAPLED SECURITIES	1,850
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,667	.00	STAPLED SECURITIES	2,667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,550	5,380.50	STAPLED SECURITIES	2,550
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	667	.00	STAPLED SECURITIES	667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	267	.00	STAPLED SECURITIES	267
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	432	.00	STAPLED SECURITIES	432
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	442	.00	STAPLED SECURITIES	442

29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	303	.00	STAPLED SECURITIES	303
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	386	.00	STAPLED SECURITIES	386
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	263	.00	STAPLED SECURITIES	263
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	109	.00	STAPLED SECURITIES	109
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	191	.00	STAPLED SECURITIES	191
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	158	.00	STAPLED SECURITIES	158
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	115	.00	STAPLED SECURITIES	115
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	231	.00	STAPLED SECURITIES	231
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	143	.00	STAPLED SECURITIES	143
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	133	.00	STAPLED SECURITIES	133
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	175	.00	STAPLED SECURITIES	175
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-143	.00	STAPLED SECURITIES	143
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-185	.00	STAPLED SECURITIES	185
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-117	.00	STAPLED SECURITIES	117
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-160	.00	STAPLED SECURITIES	160
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-78	.00	STAPLED SECURITIES	78
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-197	.00	STAPLED SECURITIES	197
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-153	.00	STAPLED SECURITIES	153
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-120	.00	STAPLED SECURITIES	120
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-55	.00	STAPLED SECURITIES	55
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-44	.00	STAPLED SECURITIES	44
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-143	.00	STAPLED SECURITIES	143
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-159	.00	STAPLED SECURITIES	159
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-74	.00	STAPLED SECURITIES	74
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-44	.00	STAPLED SECURITIES	44
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-133	.00	STAPLED SECURITIES	133
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-85	.00	STAPLED SECURITIES	85
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-85	.00	STAPLED SECURITIES	85
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-118	.00	STAPLED SECURITIES	118
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-56	.00	STAPLED SECURITIES	56
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-130	.00	STAPLED SECURITIES	130
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-69	.00	STAPLED SECURITIES	69
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35	.00	STAPLED SECURITIES	35
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-32	.00	STAPLED SECURITIES	32
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-62	.00	STAPLED SECURITIES	62
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-39	.00	STAPLED SECURITIES	39
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,832	.00	STAPLED SECURITIES	11,832
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-667	.00	STAPLED SECURITIES	667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,533	.00	STAPLED SECURITIES	6,533
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,200	.00	STAPLED SECURITIES	2,200
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,333	.00	STAPLED SECURITIES	3,333

	Limited.				SECURITIES	
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,667	.00	STAPLED SECURITIES	1,667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,333	.00	STAPLED SECURITIES	1,333
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,267	.00	STAPLED SECURITIES	2,267
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,000	.00	STAPLED SECURITIES	5,000
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,667	.00	STAPLED SECURITIES	2,667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-667	.00	STAPLED SECURITIES	667
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-267	.00	STAPLED SECURITIES	267
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-432	.00	STAPLED SECURITIES	432
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-442	.00	STAPLED SECURITIES	442
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-303	.00	STAPLED SECURITIES	303
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-386	.00	STAPLED SECURITIES	386
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-263	.00	STAPLED SECURITIES	263
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-109	.00	STAPLED SECURITIES	109
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-191	.00	STAPLED SECURITIES	191
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-158	.00	STAPLED SECURITIES	158
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-115	.00	STAPLED SECURITIES	115
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-231	.00	STAPLED SECURITIES	231
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-143	.00	STAPLED SECURITIES	143
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-133	.00	STAPLED SECURITIES	133
29/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-175	.00	STAPLED SECURITIES	175
1/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-143	-306.02	STAPLED SECURITIES	143
1/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-69	-147.66	STAPLED SECURITIES	69
2/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35	-74.90	STAPLED SECURITIES	35
2/06/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53	-113.42	STAPLED SECURITIES	53
	<b>Total</b>		<b>77,719</b>	<b>71,973.33</b>		
	<b>Westpac RE Limited Total :</b>		<b>77,719</b>	<b>71,973.33</b>		

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#### Westpac Financial Services Group Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/05/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	376,344	801,612.72	STAPLED SECURITIES	376,344
21/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,800	-8,094.00	STAPLED SECURITIES	3,800
	<b>Total</b>		<b>372,544</b>	<b>793,518.72</b>		
	<b>Westpac Financial Services Group Limited Total :</b>		<b>372,544</b>	<b>793,518.72</b>		

## ANNEXURE B – ASSOCIATED COMPANIES

This is annexure 'B' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 04/06/2015

<b>Westpac Banking Corporation</b>	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2007-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2011-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-3 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2012-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2013-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2013-2 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2014-1 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2014-2 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bella Trust No. 2	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Bella Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Life Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Fund Services) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management (Institutional) Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Long Term Income Fund	Australia	The Mortgage Company Pty Limited	Australia
BT Portfolio Services Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Private Nominees Pty Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W2 Investments Pty Limited	Australia
BT Short Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BTIM UK Limited	UK	Waratah Securities Australia Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Corporate Finance Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 2 Limited	Australia

Capital Finance Australia Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Motor Finance Limited	Australia	Westpac Americas Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Markets Holding Corp.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets LLC	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Management Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2005	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 Trust 1A of 2005	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Data Republic Pty Limited	Australia	Westpac Financial Services Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funds Financing Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac General Insurance Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forestry Investments Limited	New Zealand	Westpac Holdings-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle Pty Limited	Australia

Hastings Funds Management Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management Pty Ltd	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Notice saver PIE Fund	Australia
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Operations Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings Pty Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Pacific Limited Partnership	Australia
J O Hambro Capital Management Limited	UK	Westpac Properties Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac RE Limited	Australia
JOHCM (USA) Inc	USA	Westpac Securities Administration Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities NZ Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Singapore Limited	Singapore
Number 120 Limited	New Zealand	Westpac Structured Products Limited	Australia
Oniston Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
Qvalent Pty Limited	Australia	Westpac Unit Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac USA Inc.	USA
Reinventure Fund ILP	Australia		

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia