

10 February 2014

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

Dear Sir/Madam,

**Notice of change of interests of substantial holder**

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

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

## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme THE REJECT SHOP LIMITED (TRS)

ACN/ARSN ABN 33 006 122 676

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

There was a change in the interests of the substantial holder on 6/02/2014

The previous notice was given to the company on 11/10/2013

The previous notice was dated 09/10/2013

#### 2. Previous and present voting power

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

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
ORDINARY SHARES	2,509,478	8.71%	2,878,680	9.99%

#### 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
6/02/2014	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, BT Funds Management Limited, BT Investment Management (Fund Services) Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT	See Schedule	See Schedule	See Schedule	See Schedule

	Investment Management (Institutional) Limited				
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#### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	436,346
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	9,081
BT Funds Management 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.	58,126
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.	301,537
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Nominees 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.	194,006
BT Investment Management (Institutional) Limited	National Australia Bank Limited  HSBC Custody Nominees (Australia) 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.	1,879,584

#### 5. Changes in association

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

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

#### 6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, 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
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
THE REJECT SHOP LIMITED	The Company Secretary, The Reject Shop Limited (TRS) 245 Racecourse Road KENSINGTON VIC 3031  Tel: +61 3 9371 5555 Fax: +61 3 9372 1211

Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 10/02/2014

## DIRECTIONS

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

**SCHEDULE**

**TRANSACTION HISTORY**

Sales & Purchases for the period : 10/10/2013 to 6/02/2014

SECURITY: TRS

**Advance Asset Management Limited**

Date	Registered Company	Quantity	Value
16/10/2013	HSBC Custody Nominees (Australia) Limited.	2,575	44,290.00
1/11/2013	HSBC Custody Nominees (Australia) Limited.	1,294	22,709.70
1/11/2013	HSBC Custody Nominees (Australia) Limited.	1,640	28,782.00
12/11/2013	HSBC Custody Nominees (Australia) Limited.	44,156	777,145.60
10/12/2013	HSBC Custody Nominees (Australia) Limited.	2,533	42,098.46
11/12/2013	HSBC Custody Nominees (Australia) Limited.	1,264	20,856.00
	<b>Total</b>	<b>53,462</b>	<b>935,881.76</b>

**Advance Asset Management Limited Total : 53,462 935,881.76**

**Asgard Capital Management Limited**

Date	Registered Company	Quantity	Value
3/12/2013	ASGARD Capital Management Limited	-328	-5,582.56
11/12/2013	ASGARD Capital Management Limited	-225	-3,712.50
17/12/2013	ASGARD Capital Management Limited	596	10,006.84
	<b>Total</b>	<b>43</b>	<b>711.78</b>

**Asgard Capital Management Limited Total : 43 711.78**

**BT Funds Management Limited**

Date	Registered Company	Quantity	Value
11/11/2013	BT Portfolio Services Limited	-1,660	-29,651.25
14/11/2013	BT Portfolio Services Limited	800	13,998.08
25/11/2013	BT Portfolio Services Limited	583	9,947.32
28/11/2013	BT Portfolio Services Limited	883	14,972.59
28/11/2013	BT Portfolio Services Limited	-560	-9,354.86
2/12/2013	BT Portfolio Services Limited	701	12,009.81
2/12/2013	BT Portfolio Services Limited	291	4,994.99
4/12/2013	BT Portfolio Services Limited	709	12,027.55
5/12/2013	BT Portfolio Services Limited	746	12,598.00
7/01/2014	BT Portfolio Services Limited	1,117	19,245.91
7/01/2014	BT Portfolio Services Limited	-1,117	-19,245.91
16/01/2014	BT Portfolio Services Limited	709	11,987.56
24/01/2014	BT Portfolio Services Limited	3,500	42,074.20
24/01/2014	BT Portfolio Services Limited	77	1,037.34
24/01/2014	BT Portfolio Services Limited	1,000	12,541.60
24/01/2014	BT Portfolio Services Limited	1,000	12,620.00
24/01/2014	BT Portfolio Services Limited	4,000	46,000.00
24/01/2014	BT Portfolio Services Limited	-1,000	-13,110.00
24/01/2014	BT Portfolio Services Limited	-4,000	-46,000.00
28/01/2014	BT Portfolio Services Limited	-700	-7,733.67
29/01/2014	BT Portfolio Services Limited	700	8,067.99

29/01/2014	BT Portfolio Services Limited	1,339	15,255.09
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	714	8,134.53
29/01/2014	BT Portfolio Services Limited	700	8,067.78
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	1,339	15,255.09
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	700	8,067.78
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	700	8,066.80
29/01/2014	BT Portfolio Services Limited	714	8,134.53
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	633	7,072.89
29/01/2014	BT Portfolio Services Limited	625	7,120.56
29/01/2014	BT Portfolio Services Limited	714	8,134.53
29/01/2014	BT Portfolio Services Limited	893	10,173.86
29/01/2014	BT Portfolio Services Limited	700	8,067.78
29/01/2014	BT Portfolio Services Limited	893	10,173.86
31/01/2014	BT Portfolio Services Limited	1,000	11,200.00
31/01/2014	BT Portfolio Services Limited	-800	-9,002.16
	<b>Total</b>	<b>24,894</b>	<b>304,167.19</b>
<b>BT Funds Management Limited Total :</b>		<b>24,894</b>	<b>304,167.19</b>

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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>
14/11/2013	HSBC Custody Nominees (Australia) Limited.	-2,736	-47,551.68
14/11/2013	HSBC Custody Nominees (Australia) Limited.	-1,263	-21,950.94
2/12/2013	HSBC Custody Nominees (Australia) Limited.	4,651	79,485.59
3/12/2013	HSBC Custody Nominees (Australia) Limited.	4,650	79,747.50
14/01/2014	HSBC Custody Nominees (Australia) Limited.	444	7,339.32
21/01/2014	HSBC Custody Nominees (Australia) Limited.	3,977	67,091.99
22/01/2014	HSBC Custody Nominees (Australia) Limited.	346	5,885.46
22/01/2014	HSBC Custody Nominees (Australia) Limited.	7,999	136,462.94
4/02/2014	HSBC Custody Nominees (Australia) Limited.	2,375	25,578.75
5/02/2014	HSBC Custody Nominees (Australia) Limited.	3,143	33,850.11
6/02/2014	HSBC Custody Nominees (Australia) Limited.	10,407	112,083.39
	<b>Total</b>	<b>33,993</b>	<b>478,022.43</b>
<b>BT Funds Management No.2 Limited Total :</b>		<b>33,993</b>	<b>478,022.43</b>

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


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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/12/2013	Australia and New Zealand Banking Group Limited	422	7,211.98
3/12/2013	Australia and New Zealand Banking Group Limited	421	7,220.15
14/01/2014	Australia and New Zealand Banking Group Limited	183	3,024.99
21/01/2014	Australia and New Zealand Banking Group Limited	445	7,507.15
22/01/2014	Australia and New Zealand Banking Group Limited	39	663.39
22/01/2014	Australia and New Zealand Banking Group Limited	894	15,251.64
4/02/2014	Australia and New Zealand Banking Group Limited	241	2,595.57

5/02/2014	Australia and New Zealand Banking Group Limited	319	3,435.63
6/02/2014	Australia and New Zealand Banking Group Limited	1,056	11,373.12
	<b>Total</b>	<b>4,020</b>	<b>58,283.62</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
29/11/2013	National Australian Custodian Services	2,300	39,031.00
29/11/2013	National Australian Custodian Services	1,189	20,177.33
29/11/2013	National Australian Custodian Services	722	12,252.34
2/12/2013	National Australian Custodian Services	4,782	81,724.38
2/12/2013	National Australian Custodian Services	2,547	43,528.23
2/12/2013	National Australian Custodian Services	1,498	25,600.82
3/12/2013	National Australian Custodian Services	4,780	81,977.00
3/12/2013	National Australian Custodian Services	2,546	43,663.90
3/12/2013	National Australian Custodian Services	1,498	25,690.70
13/12/2013	National Australian Custodian Services	-737	-12,160.50
13/12/2013	National Australian Custodian Services	-6,396	-105,534.00
13/12/2013	National Australian Custodian Services	-4,526	-74,679.00
13/12/2013	National Australian Custodian Services	-4,897	-80,800.50
13/12/2013	National Australian Custodian Services	-6,038	-99,627.00
13/12/2013	National Australian Custodian Services	-26,629	-439,378.50
13/12/2013	National Australian Custodian Services	-564	-9,306.00
13/12/2013	National Australian Custodian Services	-51	-841.50
13/12/2013	National Australian Custodian Services	-15,045	-248,242.50
13/12/2013	National Australian Custodian Services	-4,782	-78,903.00
13/12/2013	National Australian Custodian Services	-22,877	-377,470.50
13/12/2013	National Australian Custodian Services	-3,311	-54,631.50
13/12/2013	National Australian Custodian Services	-4,683	-77,269.50
13/12/2013	National Australian Custodian Services	-92	-1,518.00
13/12/2013	National Australian Custodian Services	-2,328	-38,412.00
13/12/2013	National Australian Custodian Services	-2,352	-38,808.00
13/12/2013	National Australian Custodian Services	-4,780	-78,870.00
13/12/2013	National Australian Custodian Services	-321	-5,296.50
13/12/2013	National Australian Custodian Services	-2,826	-46,629.00
13/12/2013	National Australian Custodian Services	-5,489	-90,568.50
13/12/2013	National Australian Custodian Services	-468	-7,722.00
13/12/2013	National Australian Custodian Services	-234	-3,861.00
13/12/2013	National Australian Custodian Services	-1,484	-24,486.00
13/12/2013	National Australian Custodian Services	-2,300	-37,950.00
13/12/2013	National Australian Custodian Services	-4,679	-77,203.50
13/12/2013	National Australian Custodian Services	-5,192	-85,668.00
13/12/2013	National Australian Custodian Services	-3,316	-54,714.00
13/12/2013	National Australian Custodian Services	-4,722	-77,913.00
13/12/2013	National Australian Custodian Services	-2,589	-42,718.50
13/12/2013	National Australian Custodian Services	-1,074	-17,721.00
13/12/2013	National Australian Custodian Services	-5,023	-82,879.50
13/12/2013	National Australian Custodian Services	-12	-198.00
13/12/2013	National Australian Custodian Services	-793	-13,084.50
13/12/2013	National Australian Custodian Services	-4,098	-67,617.00
13/12/2013	National Australian Custodian Services	-15,913	-262,564.50
13/12/2013	National Australian Custodian Services	-2,829	-46,678.50
13/12/2013	National Australian Custodian Services	-196	-3,234.00
13/12/2013	National Australian Custodian Services	-5,045	-83,242.50
13/12/2013	National Australian Custodian Services	-2,507	-41,365.50
13/12/2013	National Australian Custodian Services	-137	-2,260.50



13/12/2013	National Australian Custodian Services	-136	-2,244.00
13/12/2013	National Australian Custodian Services	-20,430	-337,095.00
13/12/2013	National Australian Custodian Services	-13,844	-228,426.00
13/12/2013	National Australian Custodian Services	-553	-9,124.50
13/12/2013	National Australian Custodian Services	-1,388	-22,902.00
13/12/2013	National Australian Custodian Services	-483	-7,969.50
13/12/2013	National Australian Custodian Services	-5,394	-89,001.00
13/12/2013	National Australian Custodian Services	-721	-11,896.50
13/12/2013	National Australian Custodian Services	-2,851	-47,041.50
13/12/2013	National Australian Custodian Services	-2,432	-40,128.00
13/12/2013	National Australian Custodian Services	-1,345	-22,192.50
13/12/2013	National Australian Custodian Services	-287	-4,735.50
13/12/2013	National Australian Custodian Services	-1,302	-21,483.00
13/12/2013	National Australian Custodian Services	-26	-429.00
13/12/2013	National Australian Custodian Services	-1,720	-28,380.00
13/12/2013	National Australian Custodian Services	-8,267	-136,405.50
13/12/2013	National Australian Custodian Services	-2,547	-42,025.50
13/12/2013	National Australian Custodian Services	-558	-9,207.00
13/12/2013	National Australian Custodian Services	-71	-1,171.50
13/12/2013	National Australian Custodian Services	-3,322	-54,813.00
13/12/2013	National Australian Custodian Services	-2,801	-46,216.50
13/12/2013	National Australian Custodian Services	-251	-4,141.50
13/12/2013	National Australian Custodian Services	-412	-6,798.00
13/12/2013	National Australian Custodian Services	-2,697	-44,500.50
13/12/2013	National Australian Custodian Services	-383	-6,319.50
13/12/2013	National Australian Custodian Services	-718	-11,847.00
13/12/2013	National Australian Custodian Services	-10,611	-175,081.50
13/12/2013	National Australian Custodian Services	-13,870	-228,855.00
13/12/2013	National Australian Custodian Services	-1,724	-28,446.00
13/12/2013	National Australian Custodian Services	-5,917	-97,630.50
13/12/2013	National Australian Custodian Services	-1,222	-20,163.00
13/12/2013	National Australian Custodian Services	-1,189	-19,618.50
13/12/2013	National Australian Custodian Services	-7,817	-128,980.50
13/12/2013	National Australian Custodian Services	-71	-1,171.50
13/12/2013	National Australian Custodian Services	-2,620	-43,230.00
13/12/2013	National Australian Custodian Services	-1,209	-19,948.50
13/12/2013	National Australian Custodian Services	-243	-4,009.50
13/12/2013	National Australian Custodian Services	-11,880	-196,020.00
13/12/2013	National Australian Custodian Services	-2,609	-43,048.50
13/12/2013	National Australian Custodian Services	-06	-99.00
13/12/2013	National Australian Custodian Services	-1,469	-24,238.50
13/12/2013	National Australian Custodian Services	-2,431	-40,111.50
13/12/2013	National Australian Custodian Services	-167	-2,755.50
13/12/2013	National Australian Custodian Services	-1,460	-24,090.00
13/12/2013	National Australian Custodian Services	-7,199	-118,783.50
13/12/2013	National Australian Custodian Services	-293	-4,834.50
13/12/2013	National Australian Custodian Services	-2,127	-35,095.50
13/12/2013	National Australian Custodian Services	-2,546	-42,009.00
13/12/2013	National Australian Custodian Services	-2,544	-41,976.00
13/12/2013	National Australian Custodian Services	-2,453	-40,474.50
13/12/2013	National Australian Custodian Services	-2,350	-38,775.00
13/12/2013	National Australian Custodian Services	-48	-792.00
13/12/2013	National Australian Custodian Services	-102	-1,683.00
13/12/2013	National Australian Custodian Services	-122	-2,013.00

13/12/2013	National Australian Custodian Services	-732	-12,078.00
14/01/2014	National Australian Custodian Services	344	5,686.32
21/01/2014	National Australian Custodian Services	1,096	18,489.52
22/01/2014	National Australian Custodian Services	2,204	37,600.24
22/01/2014	National Australian Custodian Services	95	1,615.95
4/02/2014	National Australian Custodian Services	613	6,602.01
5/02/2014	National Australian Custodian Services	811	8,734.47
6/02/2014	National Australian Custodian Services	2,687	28,938.99
	<b>Total</b>	<b>-313,593</b>	<b>-5,183,219.30</b>

Date	Registered Company	Quantity	Value
29/11/2013	National Nominees Limited	792	13,440.24
2/12/2013	National Nominees Limited	1,645	28,113.05
3/12/2013	National Nominees Limited	1,645	28,211.75
14/01/2014	National Nominees Limited	383	6,330.99
21/01/2014	National Nominees Limited	1,205	20,328.35
22/01/2014	National Nominees Limited	2,424	41,353.44
22/01/2014	National Nominees Limited	105	1,786.05
4/02/2014	National Nominees Limited	674	7,258.98
5/02/2014	National Nominees Limited	892	9,606.84
6/02/2014	National Nominees Limited	2,953	31,803.81
	<b>Total</b>	<b>12,718</b>	<b>188,233.50</b>

**BT Investment Management (Fund Services) Limited**  
**Total :** **-296,855** **-4,936,702.18**

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**BT Investment Management (Institutional) Limited**

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Date	Registered Company	Quantity	Value
14/11/2013	HSBC Custody Nominees (Australia) Limited.	-14,764	-256,598.32
2/12/2013	HSBC Custody Nominees (Australia) Limited.	23,753	405,938.77
3/12/2013	HSBC Custody Nominees (Australia) Limited.	23,745	407,226.75
14/01/2014	HSBC Custody Nominees (Australia) Limited.	393	6,496.29
21/01/2014	HSBC Custody Nominees (Australia) Limited.	19,212	324,106.44
22/01/2014	HSBC Custody Nominees (Australia) Limited.	1,673	28,457.73
22/01/2014	HSBC Custody Nominees (Australia) Limited.	38,634	659,096.04
4/02/2014	HSBC Custody Nominees (Australia) Limited.	11,796	127,042.92
5/02/2014	HSBC Custody Nominees (Australia) Limited.	15,609	168,108.93
6/02/2014	HSBC Custody Nominees (Australia) Limited.	51,688	556,679.76
	<b>Total</b>	<b>171,739</b>	<b>2,426,555.31</b>

Date	Registered Company	Quantity	Value
13/12/2013	National Australia Bank Limited	119,742	1,975,743.00
13/12/2013	National Australia Bank Limited	223,563	3,688,789.50
14/01/2014	National Australia Bank Limited	1,744	28,828.32
21/01/2014	National Australia Bank Limited	5,393	90,979.91
22/01/2014	National Australia Bank Limited	10,845	185,015.70
22/01/2014	National Australia Bank Limited	469	7,977.69
4/02/2014	National Australia Bank Limited	3,008	32,396.16
5/02/2014	National Australia Bank Limited	3,981	42,875.37
6/02/2014	National Australia Bank Limited	13,181	141,959.37
	<b>Total</b>	<b>381,926</b>	<b>6,194,565.02</b>

**BT Investment Management (Institutional) Limited**  
**Total :** **553,665** **8,621,120.33**

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 6/02/2014

Westpac Banking Corporation	Australia	Packaging Properties 3 Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Partnership Pacific Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Partnership Pacific Securities Pty Limited	Australia
1925 Advances Pty Limited	Australia	Pashley Investments Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Qvalent Pty Limited	Australia
Advance Asset Management Limited	Australia	RAMS Financial Group Pty Limited	Australia
Altitude Administration Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
Altitude Rewards Pty Limited	Australia	Sallmoor Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Securitor Financial Group Limited	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Seed Pool Trust No. 2	Australia
Ascalon Capital Managers Limited	Australia	Series 2007-1G WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2008-1M WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2009-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2011-1 WST Trust	Australia
Australian Loan Processing Security Company Pty Limited	Australia	Series 2011-2 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2011-3 WST Trust	Australia
Belliston Pty Limited	Australia	Series 2012-1 WST Trust	Australia
Bill Acceptance Corporation Pty Limited	Australia	Series 2013-1 WST Trust	Australia
BLE Capital Investments Pty Limited	Australia	Series 2013-2 WST Trust	Australia
BLE Capital Limited	Australia	Sie-Lease (New Zealand) Pty Limited	New Zealand
BLE Development Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BOS International (Australia) Limited	Australia	St.George Custodial Pty Limited	Australia
BOS International (Securities) Limited	Australia	St.George Equity Finance Limited	Australia
BOSI Security Services Pty Ltd	Australia	St.George Finance Holdings Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Life Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Funds Management Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management No.2 Limited	Australia	Tavarua Funding Trust III	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 (formerly known as BT Investment Management No.2 Limited)	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 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 Finance Australia Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance (NZ) Limited	Australia	Westpac Americas Inc.	USA
Capital Corporate Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	Australia	Westpac Bank of Tonga	Tonga
Capital Motor Finance Limited	Australia	Westpac Bank Samoa Limited	Samoa
Capital Finance New Zealand Limited	New Zealand	Westpac Bank-PNG-Limited	Papua New Guinea
Castlereagh Trust	Australia	Westpac Capital Holdings Inc.	USA
CBA Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Challenge Limited	Australia	Westpac Capital Markets LLC	USA
Codrington S.a.r.l.	Luxembourg	Westpac Capital Trust III	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 CP Management Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 41	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 44	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 48	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 49	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 50	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 52	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 57	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Europe Limited	UK
Crusade CP Trust No. 60	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Euro Trust 1E of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade Management Limited	Australia	Westpac General Insurance Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac General Insurance Services Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Holdings-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	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 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investments U.K. Limited	UK

Hastings Forestry Investments Limited	New Zealand	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management (USA) Inc.	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac NZ Covered Bond Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac NZ Leasing Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac NZ Operations Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac NZ Securitisation Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Hickory Trust	Australia	Westpac Overseas Holdings Pty Limited	Australia
Hitton Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
HLT Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Infrastructure GP LLP	UK	Westpac RE Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Securities Administration Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Securities Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Securities NZ Limited	New Zealand
JOHCM (USA) Inc	USA	Westpac Securitisation Holdings Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Securitisation Management Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Singapore Limited	Singapore
MIF Custodian Trust	New Zealand	Westpac Structured Products Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Term PIE Fund	New Zealand
Number 120 Limited1	New Zealand	Westpac TPS Trust	Australia
Oniston Pty Limited	Australia	Westpac Unit Trust	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac USA Inc.	USA
Packaging Properties 2 Pty Limited	Australia		

Note: Westpac retains 63% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (63%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia