

10 March 2014

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

Dear Sir/Madam,

Notice of Initial Substantial Holder

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

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme NINE ENTERTAINMENT CO. HOLDINGS LIMITED (NEC)

ACN/ARSN ABN 60 122 203 892

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

The holder became a substantial holder on 6/03/2014

2. Details of voting power

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

Class of securities	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	48,553,537	48,553,537	5.16%

3. Details of relevant interests

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

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	5,461,634
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	4,198,782
BT Funds Management No.2	HSBC Custody Nominees (Australia)	BT Funds Management No 2 Limited is or may	2,524,908

Limited	Limited.	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.	
BT Investment Management (Fund Services) Limited	Permanent Trustee Australia Limited Australia and New Zealand Banking Group Limited National Custodian Nominees National Australian Custodian Services HSBC Custody Nominees (Australia) Limited. BNP Fund Services Australasia Pty Limited Citicorp Nominees Pty Limited National Nominees Limited JP Morgan Chase Bank National Australia Bank 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.	14,053,975
BT Investment Management (Institutional) Limited	UBS Wealth Management 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.	21,849,693
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that	464,545

		capacity, can exercise the power to vote or dispose of the shares.	
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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
Westpac RE Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
BT Investment Management (Fund Services) Limited	See Schedule	See Schedule	
BT Investment Management (Institutional) Limited	See Schedule	See Schedule	

5. Consideration

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

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

6. Associates

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

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

7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac 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 Funds Management 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 (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000

NINE ENTERTAINMENT CO. HOLDINGS
LIMITED (NEC)

The Company Secretary,
NINE ENTERTAINMENT CO. HOLDINGS
LIMITED (NEC)
24 Artarmon Road
WILLOUGHBY NSW 2068

Tel: +61 2 9906 9999

Fax: +61 2 9965 2215

Signature

print name Tim Hartin capacity Company Secretary

sign here _____ date 10/03/2014

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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

SCHEDULE

Sales & Purchases for the period : 6/11/2013 to 6/03/2014

SECURITY: NEC

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
6/12/2013	HSBC Custody Nominees (Australia) Limited.	366,077	743,136.31
9/12/2013	HSBC Custody Nominees (Australia) Limited.	83,588	167,176.00
9/12/2013	HSBC Custody Nominees (Australia) Limited.	84,787	169,574.00
9/12/2013	HSBC Custody Nominees (Australia) Limited.	48,520	97,040.00
10/12/2013	HSBC Custody Nominees (Australia) Limited.	47,299	95,070.99
10/12/2013	HSBC Custody Nominees (Australia) Limited.	39,067	78,134.00
10/12/2013	HSBC Custody Nominees (Australia) Limited.	104,057	209,154.57
11/12/2013	HSBC Custody Nominees (Australia) Limited.	121,582	232,221.62
12/12/2013	HSBC Custody Nominees (Australia) Limited.	1,975,734	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	36,363	67,271.55
12/12/2013	HSBC Custody Nominees (Australia) Limited.	129,976	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	55,790	103,769.40
12/12/2013	HSBC Custody Nominees (Australia) Limited.	407,287	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	87,000	.00
13/12/2013	HSBC Custody Nominees (Australia) Limited.	22,509	42,091.83
13/12/2013	HSBC Custody Nominees (Australia) Limited.	13,504	25,252.48
16/12/2013	HSBC Custody Nominees (Australia) Limited.	11,741	21,955.67
18/12/2013	HSBC Custody Nominees (Australia) Limited.	38,831	75,720.45
18/12/2013	HSBC Custody Nominees (Australia) Limited.	38,836	75,341.84
19/12/2013	HSBC Custody Nominees (Australia) Limited.	386,390	757,324.40
2/01/2014	HSBC Custody Nominees (Australia) Limited.	-4,500	-8,730.00
15/01/2014	HSBC Custody Nominees (Australia) Limited.	29,085	57,297.45
17/01/2014	HSBC Custody Nominees (Australia) Limited.	10,429	20,858.00
20/01/2014	HSBC Custody Nominees (Australia) Limited.	36,491	72,982.00
21/01/2014	HSBC Custody Nominees (Australia) Limited.	7,167	14,907.36
22/01/2014	HSBC Custody Nominees (Australia) Limited.	17,916	38,161.08
23/01/2014	HSBC Custody Nominees (Australia) Limited.	8,958	19,349.28
24/01/2014	HSBC Custody Nominees (Australia) Limited.	1,382	2,971.30
30/01/2014	HSBC Custody Nominees (Australia) Limited.	7,729	16,771.93
31/01/2014	HSBC Custody Nominees (Australia) Limited.	15,274	33,602.80
4/02/2014	HSBC Custody Nominees (Australia) Limited.	17,440	38,193.60
4/02/2014	HSBC Custody Nominees (Australia) Limited.	-45,664	-99,547.52
6/02/2014	HSBC Custody Nominees (Australia) Limited.	26,762	57,805.92
12/02/2014	HSBC Custody Nominees (Australia) Limited.	20,763	45,263.34
13/02/2014	HSBC Custody Nominees (Australia) Limited.	78,642	176,944.50
13/02/2014	HSBC Custody Nominees (Australia) Limited.	36,377	81,120.71
14/02/2014	HSBC Custody Nominees (Australia) Limited.	106,591	237,697.93
17/02/2014	HSBC Custody Nominees (Australia) Limited.	24,546	54,737.58
17/02/2014	HSBC Custody Nominees (Australia) Limited.	99,040	220,859.20
18/02/2014	HSBC Custody Nominees (Australia) Limited.	115,097	257,817.28
19/02/2014	HSBC Custody Nominees (Australia) Limited.	135,703	302,617.69
19/02/2014	HSBC Custody Nominees (Australia) Limited.	63,873	141,798.06
19/02/2014	HSBC Custody Nominees (Australia) Limited.	1,528	3,392.16
25/02/2014	HSBC Custody Nominees (Australia) Limited.	10,486	24,012.94
26/02/2014	HSBC Custody Nominees (Australia) Limited.	23,816	54,300.48
26/02/2014	HSBC Custody Nominees (Australia) Limited.	-3,800	-8,664.00
28/02/2014	HSBC Custody Nominees (Australia) Limited.	173,603	395,814.84

28/02/2014	HSBC Custody Nominees (Australia) Limited.	104,162	238,530.98
28/02/2014	HSBC Custody Nominees (Australia) Limited.	10,157	23,056.39
4/03/2014	HSBC Custody Nominees (Australia) Limited.	208,323	479,142.90
4/03/2014	HSBC Custody Nominees (Australia) Limited.	11,609	26,700.70
5/03/2014	HSBC Custody Nominees (Australia) Limited.	13,711	32,357.96
	Total	5,461,634	6,012,359.95

Advance Asset Management Limited Total :	5,461,634	6,012,359.95
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BT Funds Management Limited

Date	Registered Company	Quantity	Value
11/12/2013	BT Portfolio Services Limited	14,634	29,999.70
11/12/2013	BT Portfolio Services Limited	2,439	4,999.95
11/12/2013	BT Portfolio Services Limited	39,686	81,356.30
11/12/2013	BT Portfolio Services Limited	7,317	14,999.85
11/12/2013	BT Portfolio Services Limited	19,843	40,678.15
11/12/2013	BT Portfolio Services Limited	4,878	9,999.90
11/12/2013	BT Portfolio Services Limited	7,317	14,999.85
11/12/2013	BT Portfolio Services Limited	14,634	29,999.70
11/12/2013	BT Portfolio Services Limited	14,634	29,999.70
11/12/2013	BT Portfolio Services Limited	4,878	9,999.90
11/12/2013	BT Portfolio Services Limited	2,439	4,999.95
11/12/2013	BT Portfolio Services Limited	9,921	20,339.04
11/12/2013	BT Portfolio Services Limited	7,937	16,271.64
11/12/2013	BT Portfolio Services Limited	14,634	29,999.70
21/01/2014	BT Portfolio Services Limited	7,300	14,892.00
21/01/2014	BT Portfolio Services Limited	7,300	14,892.00
21/01/2014	BT Portfolio Services Limited	-7,300	-14,892.00
22/01/2014	BT Portfolio Services Limited	-19,843	-41,533.38
24/01/2014	BT Portfolio Services Limited	-7,300	-15,695.00
28/01/2014	BT Portfolio Services Limited	-9,921	-21,237.88
28/01/2014	BT Portfolio Services Limited	-39,686	-85,126.47
29/01/2014	BT Portfolio Services Limited	-14,634	-31,801.15
29/01/2014	BT Portfolio Services Limited	-14,634	-31,801.15
29/01/2014	BT Portfolio Services Limited	-14,634	-31,801.15
30/01/2014	BT Portfolio Services Limited	-4,878	-10,586.72
31/01/2014	BT Portfolio Services Limited	-14,634	-31,780.66
31/01/2014	BT Portfolio Services Limited	-2,937	-6,432.03
4/02/2014	BT Portfolio Services Limited	-4,878	-10,561.85
4/02/2014	BT Portfolio Services Limited	-7,317	-15,903.50
13/02/2014	BT Portfolio Services Limited	-2,439	-5,487.75
13/02/2014	BT Portfolio Services Limited	-2,439	-5,487.75
	Total	12,317	8,298.91

Date	Registered Company	Quantity	Value
9/12/2013	HSBC Custody Nominees (Australia) Limited.	14,567	29,134.00
10/12/2013	HSBC Custody Nominees (Australia) Limited.	6,808	13,616.00
11/12/2013	HSBC Custody Nominees (Australia) Limited.	21,188	40,469.08
12/12/2013	HSBC Custody Nominees (Australia) Limited.	129,427	240,734.22
12/12/2013	HSBC Custody Nominees (Australia) Limited.	2,449,851	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	15,824	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	839	1,560.54
12/12/2013	HSBC Custody Nominees (Australia) Limited.	20,820	38,725.20

12/12/2013	HSBC Custody Nominees (Australia) Limited.	399,857	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	6,337	11,723.45
12/12/2013	HSBC Custody Nominees (Australia) Limited.	349,341	.00
18/12/2013	HSBC Custody Nominees (Australia) Limited.	6,002	11,703.90
19/12/2013	HSBC Custody Nominees (Australia) Limited.	59,721	117,053.16
28/02/2014	HSBC Custody Nominees (Australia) Limited.	36,762	83,817.36
28/02/2014	HSBC Custody Nominees (Australia) Limited.	22,057	50,510.53
4/03/2014	HSBC Custody Nominees (Australia) Limited.	44,114	101,462.20
6/03/2014	HSBC Custody Nominees (Australia) Limited.	516,065	1,212,752.75
6/03/2014	HSBC Custody Nominees (Australia) Limited.	3,485	8,189.75
6/03/2014	HSBC Custody Nominees (Australia) Limited.	83,400	195,990.00
	Total	4,186,465	2,157,442.14
	BT Funds Management Limited Total :	4,198,782	2,165,741.05

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
6/12/2013	HSBC Custody Nominees (Australia) Limited.	444,179	901,683.37
9/12/2013	HSBC Custody Nominees (Australia) Limited.	63,453	125,002.41
11/12/2013	HSBC Custody Nominees (Australia) Limited.	88,661	169,342.51
12/12/2013	HSBC Custody Nominees (Australia) Limited.	74,334	136,031.22
12/12/2013	HSBC Custody Nominees (Australia) Limited.	917,712	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	28,655	53,298.30
12/12/2013	HSBC Custody Nominees (Australia) Limited.	14,261	26,525.46
12/12/2013	HSBC Custody Nominees (Australia) Limited.	270,426	.00
16/12/2013	HSBC Custody Nominees (Australia) Limited.	27,038	50,831.44
17/12/2013	HSBC Custody Nominees (Australia) Limited.	73,172	141,953.68
18/12/2013	HSBC Custody Nominees (Australia) Limited.	126,972	248,865.12
3/01/2014	HSBC Custody Nominees (Australia) Limited.	24,098	47,714.04
6/01/2014	HSBC Custody Nominees (Australia) Limited.	2,484	4,918.32
7/01/2014	HSBC Custody Nominees (Australia) Limited.	16,990	33,640.20
8/01/2014	HSBC Custody Nominees (Australia) Limited.	19,558	39,116.00
15/01/2014	HSBC Custody Nominees (Australia) Limited.	834	1,642.98
16/01/2014	HSBC Custody Nominees (Australia) Limited.	58,263	115,943.37
20/01/2014	HSBC Custody Nominees (Australia) Limited.	216,038	432,076.00
20/01/2014	HSBC Custody Nominees (Australia) Limited.	7,644	15,288.00
21/01/2014	HSBC Custody Nominees (Australia) Limited.	25,388	52,045.40
24/02/2014	HSBC Custody Nominees (Australia) Limited.	-18,917	-42,752.42
3/03/2014	HSBC Custody Nominees (Australia) Limited.	-11,000	-25,080.00
6/03/2014	HSBC Custody Nominees (Australia) Limited.	54,665	128,462.75
	Total	2,524,908	2,656,548.15
	BT Funds Management No.2 Limited Total :	2,524,908	2,656,548.15

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Value
6/12/2013	Australia and New Zealand Banking Group Limited	45,398	92,157.94
9/12/2013	Australia and New Zealand Banking Group Limited	6,480	12,765.60
11/12/2013	Australia and New Zealand Banking Group Limited	8,273	15,801.43
12/12/2013	Australia and New Zealand Banking Group Limited	92,264	.00
12/12/2013	Australia and New Zealand Banking Group Limited	7,467	13,664.61
12/12/2013	Australia and New Zealand Banking Group Limited	2,884	5,364.24

16/12/2013	Australia and New Zealand Banking Group Limited	2,614	4,914.32
17/12/2013	Australia and New Zealand Banking Group Limited	7,352	14,262.88
18/12/2013	Australia and New Zealand Banking Group Limited	12,844	25,174.24
3/01/2014	Australia and New Zealand Banking Group Limited	2,803	5,549.94
6/01/2014	Australia and New Zealand Banking Group Limited	289	572.22
7/01/2014	Australia and New Zealand Banking Group Limited	1,976	3,912.48
8/01/2014	Australia and New Zealand Banking Group Limited	2,024	4,048.00
15/01/2014	Australia and New Zealand Banking Group Limited	29	57.13
16/01/2014	Australia and New Zealand Banking Group Limited	5,832	11,605.68
20/01/2014	Australia and New Zealand Banking Group Limited	788	1,576.00
20/01/2014	Australia and New Zealand Banking Group Limited	21,984	43,968.00
21/01/2014	Australia and New Zealand Banking Group Limited	2,571	5,270.55
Total		223,872	260,665.26

Date	Registered Company	Quantity	Value
12/12/2013	BNP Fund Services Australasia Pty Limited	21,336	39,684.96
12/12/2013	BNP Fund Services Australasia Pty Limited	389,024	.00
30/12/2013	BNP Fund Services Australasia Pty Limited	26,722	52,642.34
31/12/2013	BNP Fund Services Australasia Pty Limited	13,224	26,051.28
2/01/2014	BNP Fund Services Australasia Pty Limited	6,660	13,120.20
3/01/2014	BNP Fund Services Australasia Pty Limited	15,772	31,228.56
3/01/2014	BNP Fund Services Australasia Pty Limited	3,136	6,209.28
6/01/2014	BNP Fund Services Australasia Pty Limited	1,626	3,219.48
7/01/2014	BNP Fund Services Australasia Pty Limited	11,120	22,017.60
20/01/2014	BNP Fund Services Australasia Pty Limited	135,878	271,756.00
Total		624,498	465,929.70

Date	Registered Company	Quantity	Value
12/12/2013	Citicorp Nominees Pty Limited	47,971	89,226.06
12/12/2013	Citicorp Nominees Pty Limited	879,990	.00
30/12/2013	Citicorp Nominees Pty Limited	57,874	114,011.78
31/12/2013	Citicorp Nominees Pty Limited	29,366	57,851.02
2/01/2014	Citicorp Nominees Pty Limited	14,789	29,134.33
3/01/2014	Citicorp Nominees Pty Limited	35,003	69,305.94
3/01/2014	Citicorp Nominees Pty Limited	6,965	13,790.70
6/01/2014	Citicorp Nominees Pty Limited	3,608	7,143.84
7/01/2014	Citicorp Nominees Pty Limited	24,678	48,862.44
20/01/2014	Citicorp Nominees Pty Limited	316,659	633,318.00
Total		1,416,903	1,062,644.11

Date	Registered Company	Quantity	Value
12/12/2013	HSBC Custody Nominees (Australia) Limited.	1,298	2,414.28
12/12/2013	HSBC Custody Nominees (Australia) Limited.	21,681	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	74,275	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	4,399	8,182.14
12/12/2013	HSBC Custody Nominees (Australia) Limited.	7,453	13,937.11
12/12/2013	HSBC Custody Nominees (Australia) Limited.	2,141	3,982.26
12/12/2013	HSBC Custody Nominees (Australia) Limited.	34,909	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	346,766	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	18,364	34,157.04
8/01/2014	HSBC Custody Nominees (Australia) Limited.	483	966.00
29/01/2014	HSBC Custody Nominees (Australia) Limited.	727	1,599.40
6/03/2014	HSBC Custody Nominees (Australia) Limited.	4,003	9,447.08
6/03/2014	HSBC Custody Nominees (Australia) Limited.	16,896	39,874.56

6/03/2014	HSBC Custody Nominees (Australia) Limited.	3,209	7,541.15
6/03/2014	HSBC Custody Nominees (Australia) Limited.	79,071	185,816.85
	Total	615,675	307,917.87

Date	Registered Company	Quantity	Value
12/12/2013	JP Morgan Chase Bank	26,282	48,884.52
12/12/2013	JP Morgan Chase Bank	496,759	.00
12/12/2013	JP Morgan Chase Bank	1,831,720	.00
12/12/2013	JP Morgan Chase Bank	184,637	343,424.82
31/12/2013	JP Morgan Chase Bank	183,427	361,351.19
2/01/2014	JP Morgan Chase Bank	92,377	181,982.69
3/01/2014	JP Morgan Chase Bank	43,504	86,137.92
3/01/2014	JP Morgan Chase Bank	230,677	456,740.46
6/01/2014	JP Morgan Chase Bank	23,779	47,082.42
7/01/2014	JP Morgan Chase Bank	162,634	322,015.32
6/03/2014	JP Morgan Chase Bank	82,453	193,764.55
	Total	3,358,249	2,041,383.89

Date	Registered Company	Quantity	Value
9/12/2013	National Australia Bank Limited	381,454	762,908.00
12/12/2013	National Australia Bank Limited	171,715	.00
12/12/2013	National Australia Bank Limited	9,424	17,528.64
12/12/2013	National Australia Bank Limited	2,341,499	.00
12/12/2013	National Australia Bank Limited	194,359	361,507.74
12/12/2013	National Australia Bank Limited	608,528	.00
12/12/2013	National Australia Bank Limited	33,343	62,017.98
30/12/2013	National Australia Bank Limited	11,790	23,226.30
30/12/2013	National Australia Bank Limited	41,375	81,508.75
31/12/2013	National Australia Bank Limited	5,835	11,494.95
31/12/2013	National Australia Bank Limited	20,654	40,688.38
2/01/2014	National Australia Bank Limited	2,939	5,789.83
2/01/2014	National Australia Bank Limited	10,402	20,491.94
3/01/2014	National Australia Bank Limited	1,384	2,740.32
3/01/2014	National Australia Bank Limited	6,960	13,780.80
3/01/2014	National Australia Bank Limited	24,635	48,777.30
3/01/2014	National Australia Bank Limited	4,899	9,700.02
6/01/2014	National Australia Bank Limited	717	1,419.66
6/01/2014	National Australia Bank Limited	2,539	5,027.22
7/01/2014	National Australia Bank Limited	4,907	9,715.86
7/01/2014	National Australia Bank Limited	17,368	34,388.64
16/01/2014	National Australia Bank Limited	425,157	850,314.00
20/01/2014	National Australia Bank Limited	64,274	128,548.00
20/01/2014	National Australia Bank Limited	227,638	455,276.00
5/03/2014	National Australia Bank Limited	763,360	1,770,995.20
	Total	5,377,155	4,717,845.53

Date	Registered Company	Quantity	Value
6/12/2013	National Australian Custodian Services	368,248	747,543.44
6/12/2013	National Australian Custodian Services	197,285	400,488.55
6/12/2013	National Australian Custodian Services	115,309	234,077.27
9/12/2013	National Australian Custodian Services	52,563	103,549.11
9/12/2013	National Australian Custodian Services	28,160	55,475.20
9/12/2013	National Australian Custodian Services	16,459	32,424.23
11/12/2013	National Australian Custodian Services	21,099	40,299.09

12/12/2013	National Australian Custodian Services	748,896	.00
12/12/2013	National Australian Custodian Services	401,213	.00
12/12/2013	National Australian Custodian Services	19,037	34,837.71
12/12/2013	National Australian Custodian Services	234,494	.00
12/12/2013	National Australian Custodian Services	7,331	13,635.66
13/12/2013	National Australian Custodian Services	-368,248	-688,623.76
13/12/2013	National Australian Custodian Services	-748,896	-1,400,435.52
13/12/2013	National Australian Custodian Services	-52,563	-98,292.81
13/12/2013	National Australian Custodian Services	-197,285	-368,922.95
13/12/2013	National Australian Custodian Services	-28,160	-52,659.20
13/12/2013	National Australian Custodian Services	-401,213	-750,268.31
16/12/2013	National Australian Custodian Services	7,081	13,312.28
17/12/2013	National Australian Custodian Services	18,791	36,454.54
18/12/2013	National Australian Custodian Services	32,657	64,007.72
3/01/2014	National Australian Custodian Services	7,046	13,951.08
6/01/2014	National Australian Custodian Services	726	1,437.48
7/01/2014	National Australian Custodian Services	4,968	9,836.64
8/01/2014	National Australian Custodian Services	5,228	10,456.00
15/01/2014	National Australian Custodian Services	1,048	2,064.56
16/01/2014	National Australian Custodian Services	15,768	31,378.32
20/01/2014	National Australian Custodian Services	1,914	3,828.00
20/01/2014	National Australian Custodian Services	55,132	110,264.00
21/01/2014	National Australian Custodian Services	6,519	13,363.95
	Total	570,607	-1,386,517.72

Date	Registered Company	Quantity	Value
6/12/2013	National Nominees Limited	124,815	253,374.45
9/12/2013	National Nominees Limited	17,829	35,123.13
11/12/2013	National Nominees Limited	25,332	48,384.12
12/12/2013	National Nominees Limited	257,630	.00
12/12/2013	National Nominees Limited	8,055	14,982.30
12/12/2013	National Nominees Limited	20,917	38,278.11
12/12/2013	National Nominees Limited	891,370	.00
16/12/2013	National Nominees Limited	7,778	14,622.64
17/12/2013	National Nominees Limited	20,646	40,053.24
18/12/2013	National Nominees Limited	35,882	70,328.72
3/01/2014	National Nominees Limited	7,741	15,327.18
6/01/2014	National Nominees Limited	798	1,580.04
7/01/2014	National Nominees Limited	5,458	10,806.84
8/01/2014	National Nominees Limited	5,746	11,492.00
15/01/2014	National Nominees Limited	1,202	2,367.94
16/01/2014	National Nominees Limited	17,372	34,570.28
20/01/2014	National Nominees Limited	2,094	4,188.00
20/01/2014	National Nominees Limited	60,494	120,988.00
21/01/2014	National Nominees Limited	7,160	14,678.00
	Total	1,518,319	731,144.99

Date	Registered Company	Quantity	Value
12/12/2013	National Custodian Nominees	11,129	20,699.94
12/12/2013	National Custodian Nominees	210,040	.00
6/03/2014	National Custodian Nominees	47,630	111,930.50
	Total	268,799	132,630.44

Date	Registered Company	Quantity	Value
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12/12/2013	Permanent Trustee Australia Limited	62,471	.00
12/12/2013	Permanent Trustee Australia Limited	3,314	6,164.04
6/03/2014	Permanent Trustee Australia Limited	14,113	33,165.55
Total		79,898	39,329.59

BT Investment Management (Fund Services) Limited Total

:	14,053,975	8,372,973.66
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BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Value
6/12/2013	HSBC Custody Nominees (Australia) Limited.	2,204,766	4,475,674.98
9/12/2013	HSBC Custody Nominees (Australia) Limited.	315,056	620,660.32
9/12/2013	HSBC Custody Nominees (Australia) Limited.	118,546	237,092.00
11/12/2013	HSBC Custody Nominees (Australia) Limited.	456,635	872,172.85
12/12/2013	HSBC Custody Nominees (Australia) Limited.	4,062,069	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	219,088	407,503.68
12/12/2013	HSBC Custody Nominees (Australia) Limited.	143,065	266,100.90
12/12/2013	HSBC Custody Nominees (Australia) Limited.	372,503	681,680.49
12/12/2013	HSBC Custody Nominees (Australia) Limited.	4,582,507	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	37,052	68,916.72
12/12/2013	HSBC Custody Nominees (Australia) Limited.	700,403	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	45,485	84,602.10
12/12/2013	HSBC Custody Nominees (Australia) Limited.	526,289	.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	123,927	.00
16/12/2013	HSBC Custody Nominees (Australia) Limited.	94,460	177,584.80
17/12/2013	HSBC Custody Nominees (Australia) Limited.	362,347	702,953.18
18/12/2013	HSBC Custody Nominees (Australia) Limited.	632,531	1,239,760.76
3/01/2014	HSBC Custody Nominees (Australia) Limited.	122,146	241,849.08
6/01/2014	HSBC Custody Nominees (Australia) Limited.	12,591	24,930.18
7/01/2014	HSBC Custody Nominees (Australia) Limited.	86,116	170,509.68
8/01/2014	HSBC Custody Nominees (Australia) Limited.	98,150	196,300.00
15/01/2014	HSBC Custody Nominees (Australia) Limited.	6,819	13,433.43
16/01/2014	HSBC Custody Nominees (Australia) Limited.	292,221	581,519.79
16/01/2014	HSBC Custody Nominees (Australia) Limited.	85,055	170,110.00
20/01/2014	HSBC Custody Nominees (Australia) Limited.	1,073,532	2,147,064.00
20/01/2014	HSBC Custody Nominees (Australia) Limited.	37,915	75,830.00
21/01/2014	HSBC Custody Nominees (Australia) Limited.	126,243	258,798.15
5/02/2014	HSBC Custody Nominees (Australia) Limited.	59,388	130,059.72
11/02/2014	HSBC Custody Nominees (Australia) Limited.	44,956	97,554.52
24/02/2014	HSBC Custody Nominees (Australia) Limited.	-108,585	-245,402.10
5/03/2014	HSBC Custody Nominees (Australia) Limited.	166,689	386,718.48
6/03/2014	HSBC Custody Nominees (Australia) Limited.	947,687	2,227,064.45
6/03/2014	HSBC Custody Nominees (Australia) Limited.	147,323	346,209.05
Total		18,194,975	16,657,251.21

Date	Registered Company	Quantity	Value
13/12/2013	National Australia Bank Limited	626,658	1,171,850.46
13/12/2013	National Australia Bank Limited	1,169,707	2,187,352.09
17/12/2013	National Australia Bank Limited	378,721	734,718.74
18/12/2013	National Australia Bank Limited	159,114	311,863.44
3/01/2014	National Australia Bank Limited	26,966	53,392.68
6/01/2014	National Australia Bank Limited	2,780	5,504.40
7/01/2014	National Australia Bank Limited	19,012	37,643.76
8/01/2014	National Australia Bank Limited	24,294	48,588.00

15/01/2014	National Australia Bank Limited	1,514	2,982.58
16/01/2014	National Australia Bank Limited	73,975	147,210.25
20/01/2014	National Australia Bank Limited	9,786	19,572.00
20/01/2014	National Australia Bank Limited	274,181	548,362.00
21/01/2014	National Australia Bank Limited	32,119	65,843.95
Total		2,798,827	5,334,884.35

Date	Registered Company	Quantity	Value
12/12/2013	UBS Wealth Management	855,891	.00
Total		855,891	.00

BT Investment Management (Institutional) Limited Total : **21,849,693** **21,992,135.56**

Westpac RE Limited

Date	Registered Company	Quantity	Value
12/12/2013	HSBC Custody Nominees (Australia) Limited.	326,066	.00
21/01/2014	HSBC Custody Nominees (Australia) Limited.	18,591	38,669.28
22/01/2014	HSBC Custody Nominees (Australia) Limited.	46,477	98,996.01
23/01/2014	HSBC Custody Nominees (Australia) Limited.	23,238	50,194.08
24/01/2014	HSBC Custody Nominees (Australia) Limited.	3,585	7,707.75
26/02/2014	HSBC Custody Nominees (Australia) Limited.	10,300	23,484.00
5/03/2014	HSBC Custody Nominees (Australia) Limited.	36,288	85,639.68
Total		464,545	304,690.80

Westpac RE Limited Total : **464,545** **304,690.80**

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 6/03/2014

Westpac Banking Corporation	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Industrial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 Advances Pty Limited	Australia	Securitor Financial Group Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Seed Pool Trust No. 2	Australia
Advance Asset Management Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-3 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2012-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2013-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2013-2 WST Trust	Australia
Australian Loan Processing Security Company Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	Southern Cross Inc	USA
Belliston Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Equity Finance Limited	Australia
BLE Capital Limited	Australia	St.George Finance Holdings Limited	Australia
BLE Development Pty Limited	Australia	St.George Finance Limited	Australia
BLE Holdings 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 Procurement Management Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management No.2 Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (Institutional) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand

BTIM UK Limited	UK	Westpac Administration Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Management Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 49	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 50	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 54	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 60	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 2005	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 2 of 2004	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Limited	Australia
Danaby Pty Limited	Australia	Westpac Funding Holdings Pty 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 General Insurance Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
General Credits Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
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 Asia Pty. Limited	Singapore	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia

Hastings Funds Management (USA) Inc.	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Group Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings 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 Investments GP LLC	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Operations Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Pacific Limited Partnership	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 2 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 3 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
		Westpac USA Inc.	USA

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