

24 October 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 Super Retail Group 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 Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme SUPER RETAIL GROUP LIMITED (SUL)

ACN/ARSN ACN 108 676 204

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 22/10/2014

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 (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	9,863,366	9,863,366	
Total	9,863,366	9,863,366	5.01%

3. Details of relevant interests

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

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management 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.	582,080	Ordinary
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	19,998	Ordinary

	those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.		
BT Funds Management Limited	BT 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.	238,038	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	877,514	Ordinary
BT Investment Management (Fund Services) Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	2,008,395	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	6,137,341	Ordinary

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	ASGARD Capital Management Limited	See Annexure 'A'	19,998 Ordinary
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited	See Annexure 'A'	238,038 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	582,080 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	877,514 Ordinary
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited BNP Fund Services Australasia Pty Limited Citicorp Nominees Pty Limited National Australian Custodian Services National Nominees Limited National Australia Bank Limited JP Morgan Chase Bank	See Annexure 'A'	2,008,395 Ordinary
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	6,137,341 Ordinary

5. Consideration

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

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

6. Associates

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

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

7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
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
SUPER RETAIL GROUP LIMITED (SUL)	The Company Secretary, SUPER RETAIL GROUP LIMITED (SUL) 751 Gympie Road LAWNTON QLD Tel: +61 7 3482 7500 Fax: +61 7 3205 8533

Signature

Print name Chris Millard Capacity Company Secretary

Sign here Date 24/10/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 7 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin– Company Secretary, Westpac Banking Corporation 22/10/2014

Sales & Purchases for the period : 22/06/2014 to 22/10/2014

SECURITY: SUL

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
31/07/2014	HSBC Custody Nominees (Australia) Limited.	7,517	70,885.31	Ordinary
28/08/2014	HSBC Custody Nominees (Australia) Limited.	-8,800	-83,160.00	Ordinary
	Total	-1,283	-12,274.69	Ordinary
	Advance Asset Management Limited Total :	-1,283	-12,274.69	

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
16/07/2014	ASGARD Capital Management Limited	-1,355	-12,533.75	Ordinary
16/07/2014	ASGARD Capital Management Limited	1,355	12,533.75	Ordinary
1/08/2014	ASGARD Capital Management Limited	1,000	9,390.00	Ordinary
18/08/2014	ASGARD Capital Management Limited	-800	-6,984.00	Ordinary
26/08/2014	ASGARD Capital Management Limited	1,000	9,590.00	Ordinary
2/10/2014	ASGARD Capital Management Limited	13	.00	Ordinary
7/10/2014	ASGARD Capital Management Limited	13	116.48	Ordinary
7/10/2014	ASGARD Capital Management Limited	-13	.00	Ordinary
14/10/2014	ASGARD Capital Management Limited	1,583	11,983.31	Ordinary
	Total	2,796	24,095.79	Ordinary
	Asgard Capital Management Limited Total :	2,796	24,095.79	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
23/06/2014	BT Portfolio Services Limited	-500	-4,173.65	Ordinary
1/07/2014	BT Portfolio Services Limited	-609	-5,158.41	Ordinary
1/07/2014	BT Portfolio Services Limited	-915	-7,741.17	Ordinary
2/07/2014	BT Portfolio Services Limited	-1,034	-8,794.07	Ordinary
22/07/2014	BT Portfolio Services Limited	537	4,998.23	Ordinary
25/07/2014	BT Portfolio Services Limited	-792	-7,345.09	Ordinary
28/07/2014	BT Portfolio Services Limited	538	5,045.10	Ordinary
29/07/2014	BT Portfolio Services Limited	-875	-8,127.44	Ordinary
11/08/2014	BT Portfolio Services Limited	-1,216	-10,907.64	Ordinary
13/08/2014	BT Portfolio Services Limited	551	4,995.37	Ordinary
19/08/2014	BT Portfolio Services Limited	2,273	20,038.77	Ordinary
20/08/2014	BT Portfolio Services Limited	-1,175	-10,209.69	Ordinary
21/08/2014	BT Portfolio Services Limited	1,078	10,007.83	Ordinary
22/08/2014	BT Portfolio Services Limited	800	7,649.04	Ordinary
22/08/2014	BT Portfolio Services Limited	1,000	9,541.00	Ordinary
26/08/2014	BT Portfolio Services Limited	211	2,054.74	Ordinary
26/08/2014	BT Portfolio Services Limited	548	5,260.20	Ordinary
26/08/2014	BT Portfolio Services Limited	322	3,116.12	Ordinary

27/08/2014	BT Portfolio Services Limited	111	1,088.63	Ordinary
28/08/2014	BT Portfolio Services Limited	525	4,976.58	Ordinary
1/09/2014	BT Portfolio Services Limited	1,052	9,991.26	Ordinary
3/09/2014	BT Portfolio Services Limited	536	4,972.90	Ordinary
3/09/2014	BT Portfolio Services Limited	1,088	9,991.54	Ordinary
3/09/2014	BT Portfolio Services Limited	-1,020	-9,195.50	Ordinary
4/09/2014	BT Portfolio Services Limited	1,091	9,997.16	Ordinary
15/09/2014	BT Portfolio Services Limited	2,286	20,067.88	Ordinary
18/09/2014	BT Portfolio Services Limited	1,150	9,822.84	Ordinary
22/09/2014	BT Portfolio Services Limited	-1,070	-8,994.42	Ordinary
23/09/2014	BT Portfolio Services Limited	-951	-7,989.73	Ordinary
9/10/2014	BT Portfolio Services Limited	-1,225	-9,935.12	Ordinary
	Total	4,315	45,043.25	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
8/10/2014	HSBC Custody Nominees (Australia) Limited.	8,553	69,878.01	Ordinary
9/10/2014	HSBC Custody Nominees (Australia) Limited.	41,472	338,826.24	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	6,018	48,144.00	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	33,483	268,533.66	Ordinary
16/10/2014	HSBC Custody Nominees (Australia) Limited.	3,917	31,140.15	Ordinary
16/10/2014	HSBC Custody Nominees (Australia) Limited.	17,021	134,465.90	Ordinary
	Total	110,464	890,987.96	Ordinary

BT Funds Management Limited Total : 114,779 936,031.21

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
25/06/2014	HSBC Custody Nominees (Australia) Limited.	595	4,902.80	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-36,429	-320,210.91	Ordinary
21/08/2014	HSBC Custody Nominees (Australia) Limited.	62,931	581,482.44	Ordinary
10/09/2014	HSBC Custody Nominees (Australia) Limited.	2,171	19,560.71	Ordinary
12/09/2014	HSBC Custody Nominees (Australia) Limited.	2,806	24,412.20	Ordinary
15/09/2014	HSBC Custody Nominees (Australia) Limited.	7,283	63,507.76	Ordinary
16/09/2014	HSBC Custody Nominees (Australia) Limited.	33,216	287,982.72	Ordinary
17/09/2014	HSBC Custody Nominees (Australia) Limited.	8,497	73,668.99	Ordinary
18/09/2014	HSBC Custody Nominees (Australia) Limited.	2,287	19,736.81	Ordinary
26/09/2014	HSBC Custody Nominees (Australia) Limited.	868	7,213.08	Ordinary
26/09/2014	HSBC Custody Nominees (Australia) Limited.	487	4,022.62	Ordinary
29/09/2014	HSBC Custody Nominees (Australia) Limited.	4,050	33,655.50	Ordinary
30/09/2014	HSBC Custody Nominees (Australia) Limited.	5,542	46,109.44	Ordinary
8/10/2014	HSBC Custody Nominees (Australia) Limited.	12,327	100,465.05	Ordinary
8/10/2014	HSBC Custody Nominees (Australia) Limited.	6,408	52,353.36	Ordinary
9/10/2014	HSBC Custody Nominees (Australia) Limited.	31,072	253,858.24	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	25,085	201,181.70	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	4,509	36,072.00	Ordinary
22/10/2014	HSBC Custody Nominees (Australia) Limited.	13,316	105,862.20	Ordinary
	Total	187,021	1,595,836.71	Ordinary

BT Funds Management No.2 Limited Total : 187,021 1,595,836.71

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
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23/06/2014	Australia and New Zealand Banking Group Limited	2,152	18,184.40	Ordinary
25/06/2014	Australia and New Zealand Banking Group Limited	349	2,875.76	Ordinary
21/08/2014	Australia and New Zealand Banking Group Limited	7,705	71,194.20	Ordinary
10/09/2014	Australia and New Zealand Banking Group Limited	1,292	11,640.92	Ordinary
12/09/2014	Australia and New Zealand Banking Group Limited	378	3,288.60	Ordinary
15/09/2014	Australia and New Zealand Banking Group Limited	981	8,554.32	Ordinary
16/09/2014	Australia and New Zealand Banking Group Limited	3,618	31,368.06	Ordinary
17/09/2014	Australia and New Zealand Banking Group Limited	1,164	10,091.88	Ordinary
18/09/2014	Australia and New Zealand Banking Group Limited	258	2,226.54	Ordinary
26/09/2014	Australia and New Zealand Banking Group Limited	92	764.52	Ordinary
26/09/2014	Australia and New Zealand Banking Group Limited	52	429.52	Ordinary
29/09/2014	Australia and New Zealand Banking Group Limited	431	3,581.61	Ordinary
30/09/2014	Australia and New Zealand Banking Group Limited	590	4,908.80	Ordinary
8/10/2014	Australia and New Zealand Banking Group Limited	2,350	19,152.50	Ordinary
8/10/2014	Australia and New Zealand Banking Group Limited	727	5,939.59	Ordinary
9/10/2014	Australia and New Zealand Banking Group Limited	3,527	28,815.59	Ordinary
10/10/2014	Australia and New Zealand Banking Group Limited	512	4,096.00	Ordinary
10/10/2014	Australia and New Zealand Banking Group Limited	2,847	22,832.94	Ordinary
22/10/2014	Australia and New Zealand Banking Group Limited	1,842	14,643.90	Ordinary
Total		30,867	264,589.65	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
21/08/2014	BNP Fund Services Australasia Pty Limited	46,444	429,142.56	Ordinary
26/09/2014	BNP Fund Services Australasia Pty Limited	1,160	9,639.60	Ordinary
26/09/2014	BNP Fund Services Australasia Pty Limited	651	5,377.26	Ordinary
29/09/2014	BNP Fund Services Australasia Pty Limited	5,416	45,006.96	Ordinary
30/09/2014	BNP Fund Services Australasia Pty Limited	7,410	61,651.20	Ordinary
8/10/2014	BNP Fund Services Australasia Pty Limited	2,142	17,500.14	Ordinary
9/10/2014	BNP Fund Services Australasia Pty Limited	10,388	84,869.96	Ordinary
10/10/2014	BNP Fund Services Australasia Pty Limited	1,508	12,064.00	Ordinary
10/10/2014	BNP Fund Services Australasia Pty Limited	8,387	67,263.74	Ordinary
16/10/2014	BNP Fund Services Australasia Pty Limited	3,678	29,240.10	Ordinary
16/10/2014	BNP Fund Services Australasia Pty Limited	15,986	126,289.40	Ordinary
Total		103,170	888,044.92	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
21/08/2014	Citicorp Nominees Pty Limited	104,207	962,872.68	Ordinary
26/09/2014	Citicorp Nominees Pty Limited	1,360	11,233.60	Ordinary
26/09/2014	Citicorp Nominees Pty Limited	2,420	20,110.20	Ordinary
29/09/2014	Citicorp Nominees Pty Limited	11,301	93,911.31	Ordinary
30/09/2014	Citicorp Nominees Pty Limited	15,461	128,635.52	Ordinary
8/10/2014	Citicorp Nominees Pty Limited	4,858	39,689.86	Ordinary
9/10/2014	Citicorp Nominees Pty Limited	23,556	192,452.52	Ordinary
10/10/2014	Citicorp Nominees Pty Limited	3,418	27,344.00	Ordinary
10/10/2014	Citicorp Nominees Pty Limited	19,017	152,516.34	Ordinary
16/10/2014	Citicorp Nominees Pty Limited	7,967	63,337.65	Ordinary
16/10/2014	Citicorp Nominees Pty Limited	34,628	273,561.20	Ordinary
Total		228,193	1,965,664.88	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
11/08/2014	JP Morgan Chase Bank	-7,028	-63,392.56	Ordinary
12/08/2014	JP Morgan Chase Bank	-13,368	-120,312.00	Ordinary
12/08/2014	JP Morgan Chase Bank	-5,928	-53,352.00	Ordinary
21/08/2014	JP Morgan Chase Bank	258,233	2,386,072.92	Ordinary

26/09/2014	JP Morgan Chase Bank	6,529	54,255.99	Ordinary
26/09/2014	JP Morgan Chase Bank	3,667	30,289.42	Ordinary
29/09/2014	JP Morgan Chase Bank	30,485	253,330.35	Ordinary
30/09/2014	JP Morgan Chase Bank	41,706	346,993.92	Ordinary
8/10/2014	JP Morgan Chase Bank	12,891	105,319.47	Ordinary
9/10/2014	JP Morgan Chase Bank	62,508	510,690.36	Ordinary
10/10/2014	JP Morgan Chase Bank	47,807	383,412.14	Ordinary
10/10/2014	JP Morgan Chase Bank	9,071	72,568.00	Ordinary
10/10/2014	JP Morgan Chase Bank	50,464	404,721.28	Ordinary
16/10/2014	JP Morgan Chase Bank	90,864	717,825.60	Ordinary
16/10/2014	JP Morgan Chase Bank	20,907	166,210.65	Ordinary
21/10/2014	JP Morgan Chase Bank	24,065	185,300.50	Ordinary
Total		632,873	5,379,934.04	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
21/08/2014	National Australia Bank Limited	144,364	1,333,923.36	Ordinary
21/08/2014	National Australia Bank Limited	22,942	211,984.08	Ordinary
26/09/2014	National Australia Bank Limited	3,587	29,807.97	Ordinary
26/09/2014	National Australia Bank Limited	2,014	16,635.64	Ordinary
26/09/2014	National Australia Bank Limited	569	4,728.39	Ordinary
26/09/2014	National Australia Bank Limited	319	2,634.94	Ordinary
29/09/2014	National Australia Bank Limited	16,748	139,175.88	Ordinary
29/09/2014	National Australia Bank Limited	2,654	22,054.74	Ordinary
30/09/2014	National Australia Bank Limited	3,630	30,201.60	Ordinary
30/09/2014	National Australia Bank Limited	22,913	190,636.16	Ordinary
8/10/2014	National Australia Bank Limited	7,137	58,309.29	Ordinary
8/10/2014	National Australia Bank Limited	1,133	9,256.61	Ordinary
9/10/2014	National Australia Bank Limited	5,494	44,885.98	Ordinary
9/10/2014	National Australia Bank Limited	34,603	282,706.51	Ordinary
10/10/2014	National Australia Bank Limited	5,022	40,176.00	Ordinary
10/10/2014	National Australia Bank Limited	27,936	224,046.72	Ordinary
10/10/2014	National Australia Bank Limited	797	6,376.00	Ordinary
10/10/2014	National Australia Bank Limited	4,436	35,576.72	Ordinary
16/10/2014	National Australia Bank Limited	8,050	63,595.00	Ordinary
16/10/2014	National Australia Bank Limited	1,852	14,723.40	Ordinary
16/10/2014	National Australia Bank Limited	11,679	92,848.05	Ordinary
16/10/2014	National Australia Bank Limited	50,757	400,980.30	Ordinary
Total		378,636	3,255,263.34	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
25/06/2014	National Australian Custodian Services	783	6,451.92	Ordinary
21/08/2014	National Australian Custodian Services	21,467	198,355.08	Ordinary
10/09/2014	National Australian Custodian Services	988	8,911.76	Ordinary
12/09/2014	National Australian Custodian Services	827	7,194.90	Ordinary
15/09/2014	National Australian Custodian Services	2,147	18,721.84	Ordinary
16/09/2014	National Australian Custodian Services	9,756	84,682.08	Ordinary
17/09/2014	National Australian Custodian Services	2,893	25,082.31	Ordinary
18/09/2014	National Australian Custodian Services	659	5,687.17	Ordinary
26/09/2014	National Australian Custodian Services	293	2,434.83	Ordinary
26/09/2014	National Australian Custodian Services	165	1,362.90	Ordinary
29/09/2014	National Australian Custodian Services	1,370	11,384.70	Ordinary
30/09/2014	National Australian Custodian Services	1,874	15,610.42	Ordinary
8/10/2014	National Australian Custodian Services	5,036	41,043.40	Ordinary
8/10/2014	National Australian Custodian Services	1,862	15,212.54	Ordinary

9/10/2014	National Australian Custodian Services	9,026	73,742.42	Ordinary
10/10/2014	National Australian Custodian Services	1,310	10,480.00	Ordinary
10/10/2014	National Australian Custodian Services	7,287	58,441.74	Ordinary
22/10/2014	National Australian Custodian Services	4,609	36,641.55	Ordinary
	Total	72,352	621,441.56	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
25/06/2014	National Nominees Limited	861	7,094.64	Ordinary
21/08/2014	National Nominees Limited	23,589	217,962.36	Ordinary
10/09/2014	National Nominees Limited	1,085	9,786.70	Ordinary
12/09/2014	National Nominees Limited	909	7,908.30	Ordinary
15/09/2014	National Nominees Limited	2,359	20,570.48	Ordinary
16/09/2014	National Nominees Limited	10,719	93,040.92	Ordinary
17/09/2014	National Nominees Limited	3,190	27,657.30	Ordinary
18/09/2014	National Nominees Limited	725	6,256.75	Ordinary
26/09/2014	National Nominees Limited	321	2,667.51	Ordinary
26/09/2014	National Nominees Limited	181	1,495.06	Ordinary
29/09/2014	National Nominees Limited	1,502	12,481.62	Ordinary
30/09/2014	National Nominees Limited	2,056	17,126.48	Ordinary
8/10/2014	National Nominees Limited	5,529	45,061.35	Ordinary
8/10/2014	National Nominees Limited	2,045	16,707.65	Ordinary
9/10/2014	National Nominees Limited	9,918	81,030.06	Ordinary
10/10/2014	National Nominees Limited	1,439	11,512.00	Ordinary
10/10/2014	National Nominees Limited	8,008	64,224.16	Ordinary
22/10/2014	National Nominees Limited	5,063	40,250.85	Ordinary
	Total	79,499	682,834.19	Ordinary

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

1,525,590 13,057,772.58

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
25/06/2014	HSBC Custody Nominees (Australia) Limited.	8,710	71,770.40	Ordinary
27/06/2014	HSBC Custody Nominees (Australia) Limited.	2,655	22,514.40	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-41,199	-362,139.21	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-3,410	-29,973.90	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-15,001	-131,858.79	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-3,296	-28,971.84	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-12,037	-105,805.23	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-26,262	-230,842.98	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-7,445	-65,441.55	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-8,368	-73,554.72	Ordinary
3/07/2014	HSBC Custody Nominees (Australia) Limited.	-3,979	-34,975.41	Ordinary
11/08/2014	HSBC Custody Nominees (Australia) Limited.	-4,267	-38,488.34	Ordinary
12/08/2014	HSBC Custody Nominees (Australia) Limited.	-1,925	-17,325.00	Ordinary
12/08/2014	HSBC Custody Nominees (Australia) Limited.	-9,791	-88,119.00	Ordinary
21/08/2014	HSBC Custody Nominees (Australia) Limited.	287,731	2,658,634.44	Ordinary
27/08/2014	HSBC Custody Nominees (Australia) Limited.	1,217	11,768.39	Ordinary
10/09/2014	HSBC Custody Nominees (Australia) Limited.	11,092	99,938.92	Ordinary
12/09/2014	HSBC Custody Nominees (Australia) Limited.	1,254	11,210.76	Ordinary
12/09/2014	HSBC Custody Nominees (Australia) Limited.	13,905	120,973.50	Ordinary
15/09/2014	HSBC Custody Nominees (Australia) Limited.	36,092	314,722.24	Ordinary
16/09/2014	HSBC Custody Nominees (Australia) Limited.	164,604	1,427,116.68	Ordinary
17/09/2014	HSBC Custody Nominees (Australia) Limited.	49,555	429,641.85	Ordinary

18/09/2014	HSBC Custody Nominees (Australia) Limited.	11,355	97,993.65	Ordinary
26/09/2014	HSBC Custody Nominees (Australia) Limited.	4,750	39,472.50	Ordinary
26/09/2014	HSBC Custody Nominees (Australia) Limited.	2,668	22,037.68	Ordinary
29/09/2014	HSBC Custody Nominees (Australia) Limited.	22,177	184,290.87	Ordinary
29/09/2014	HSBC Custody Nominees (Australia) Limited.	12,407	103,102.17	Ordinary
30/09/2014	HSBC Custody Nominees (Australia) Limited.	37,860	314,995.20	Ordinary
30/09/2014	HSBC Custody Nominees (Australia) Limited.	30,341	252,437.12	Ordinary
1/10/2014	HSBC Custody Nominees (Australia) Limited.	21,006	174,139.74	Ordinary
8/10/2014	HSBC Custody Nominees (Australia) Limited.	50,772	413,791.80	Ordinary
8/10/2014	HSBC Custody Nominees (Australia) Limited.	31,736	259,283.12	Ordinary
9/10/2014	HSBC Custody Nominees (Australia) Limited.	153,879	1,257,191.43	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	79,076	634,189.52	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	22,330	178,640.00	Ordinary
10/10/2014	HSBC Custody Nominees (Australia) Limited.	124,233	996,348.66	Ordinary
13/10/2014	HSBC Custody Nominees (Australia) Limited.	27,567	213,919.92	Ordinary
21/10/2014	HSBC Custody Nominees (Australia) Limited.	1,419	10,968.87	Ordinary
21/10/2014	HSBC Custody Nominees (Australia) Limited.	49,447	380,741.90	Ordinary
22/10/2014	HSBC Custody Nominees (Australia) Limited.	70,568	561,015.60	Ordinary
Total		1,193,426	10,055,355.36	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
25/06/2014	National Australia Bank Limited	4,396	36,223.04	Ordinary
21/08/2014	National Australia Bank Limited	117,478	1,085,496.72	Ordinary
10/09/2014	National Australia Bank Limited	5,450	49,104.50	Ordinary
12/09/2014	National Australia Bank Limited	4,507	39,210.90	Ordinary
15/09/2014	National Australia Bank Limited	11,698	102,006.56	Ordinary
16/09/2014	National Australia Bank Limited	53,087	460,264.29	Ordinary
17/09/2014	National Australia Bank Limited	15,827	137,220.09	Ordinary
18/09/2014	National Australia Bank Limited	3,590	30,981.70	Ordinary
26/09/2014	National Australia Bank Limited	1,600	13,296.00	Ordinary
26/09/2014	National Australia Bank Limited	899	7,425.74	Ordinary
29/09/2014	National Australia Bank Limited	7,470	62,075.70	Ordinary
30/09/2014	National Australia Bank Limited	10,221	85,038.72	Ordinary
8/10/2014	National Australia Bank Limited	27,324	222,690.60	Ordinary
8/10/2014	National Australia Bank Limited	10,133	82,786.61	Ordinary
9/10/2014	National Australia Bank Limited	49,134	401,424.78	Ordinary
10/10/2014	National Australia Bank Limited	7,130	57,040.00	Ordinary
10/10/2014	National Australia Bank Limited	39,667	318,129.34	Ordinary
22/10/2014	National Australia Bank Limited	25,089	199,457.55	Ordinary
Total		394,700	3,389,872.84	Ordinary

BT Investment Management (Institutional) Limited
Total :

1,588,126 13,445,228.20

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin– Company Secretary, Westpac Banking Corporation – 22/10/2014

Westpac Banking Corporation	Australia	Qvalent Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Reinventure Fund ILP	Australia
1925 Advances Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Sallmoor Pty Limited	Australia
Advance Asset Management Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Administration Pty Limited	Australia	Seed Pool Trust No. 2	Australia
Altitude Rewards Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-2 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2011-3 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2012-1 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2013-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2013-2 WST Trust	Australia
Bella Trust No. 2	Australia	Series 2014-1 WST Trust	Australia
Bella Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Belliston Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Bill Acceptance Corporation Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Capital Limited	Australia	St.George Custodial Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Procurement Management Pty 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	Waratah Receivables Corp Pty Limited	Australia
BT Short Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BTIM UK Limited	UK	Westpac (NZ) Investments Limited	New Zealand
Canning Park Capital Pte. Ltd	Australia	Westpac Administration Pty Limited	Australia

Capital Corporate Finance Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Americas Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Bank of Tonga	Tonga
Castlereagh Trust	Australia	Westpac Bank Samoa Limited	Samoa
CBA Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Challenge Limited	Australia	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Markets Holding Corp.	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Markets LLC	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Trust IV	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2013 - 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
eQR Securities Pty. Limited	Australia	Westpac Financial Services Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Capital Corporation	USA
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia

Hastings Funds Management Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investments U.K. Limited	UK
Hastings Infrastructure 2 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management (Europe) Ltd	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Korea Company Limited	Korea	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 Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Pacific Limited Partnership	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Properties Limited	Australia
JOHCM (USA) Inc	USA	Westpac RE Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Administration Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
North Ryde Office Trust	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
Packaging Properties 1 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Pty Limited	Australia	Westpac Unit Trust	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac USA Inc.	USA
Pashley Investments Pty Limited	Australia		

Note: Westpac retains 62.1% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (62.1%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia