

13 January 2015

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 Act 2001
Section 671B

Notice of change of interests of substantial holder

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

ACN/ARSN ACN 006 122 676

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 09/01/2015

The previous notice was given to the company on 02/12/2014

The previous notice was dated 28/11/2014

2. Previous and present voting power

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

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	2,117,125	7.34%	1,801,336	6.24%

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
9/01/2015	WBC & its Associates, 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 Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) 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.	386,305, Ordinary	386,305
Asgard Capital Management Limited	ASGARD Capital Management Limited	HSBC Custody Nominees (Australia) 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.	6,912, Ordinary	6,912
BT Funds Management Limited	BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited. ASGARD Capital 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.	40,394, Ordinary	40,394
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. ASGARD Capital Management Limited BT Portfolio Services 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	162,003, Ordinary	162,003

		HSBC Custody Nominees (Australia) Limited.	exercise the power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited	HSBC Custody Nominees (Australia) Limited. ASGARD Capital Management Limited BT Portfolio Services Limited HSBC Custody Nominees (Australia) 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.	120,264, Ordinary	120,264
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) 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.	1,085,458, Ordinary	1,085,458

5. Changes in association

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

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

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent 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 (TRS)	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 13/01/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

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

ANNEXURE A

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

Tim Hartin – Company Secretary, Westpac Banking Corporation 09/01/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 29/11/2014 to 9/01/2015

SECURITY: TRS

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/12/2014	ASGARD Capital Management Limited	Sale	-298	-1,859.52	Ordinary	298
15/12/2014	ASGARD Capital Management Limited	Purchase	1,165	6,990.00	Ordinary	1,165
18/12/2014	ASGARD Capital Management Limited	Sale	-1,000	-6,090.00	Ordinary	1,000
	Total		-133	-959.52		
	Asgard Capital Management Limited Total :		-133	-959.52		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/12/2014	BT Portfolio Services Limited	Purchase	120	788.74	Ordinary	120
8/12/2014	BT Portfolio Services Limited	Sale	-1,631	-10,777.16	Ordinary	1,631
18/12/2014	BT Portfolio Services Limited	Sale	-520	-3,114.85	Ordinary	520
19/12/2014	BT Portfolio Services Limited	Purchase	2,500	15,536.25	Ordinary	2,500
5/01/2015	BT Portfolio Services Limited	Sale	-382	-2,400.83	Ordinary	382
	Total		87	32.14		
	BT Funds Management Limited Total :		87	32.14		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-559	-3,432.26	Ordinary	559
1/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-326	-2,001.64	Ordinary	326
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-449	-2,801.76	Ordinary	449
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,175	-7,332.00	Ordinary	1,175
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,162	-7,250.88	Ordinary	1,162
3/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-381	-2,388.87	Ordinary	381
3/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-897	-5,597.28	Ordinary	897
24/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,574	-9,569.92	Ordinary	1,574

24/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-2,784	-16,926.72	Ordinary	2,784
24/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-2,661	-16,178.88	Ordinary	2,661
29/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,258	-7,862.50	Ordinary	1,258
29/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-3,142	-19,637.50	Ordinary	3,142
29/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-373	-2,331.25	Ordinary	373
30/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,981	-12,401.06	Ordinary	1,981
31/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-2,557	-15,802.26	Ordinary	2,557
2/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-979	-6,138.33	Ordinary	979
2/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,791	-17,499.57	Ordinary	2,791
5/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,790	-24,028.60	Ordinary	3,790
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21	-129.57	Ordinary	21
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,787	-17,195.79	Ordinary	2,787
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,345	-20,070.00	Ordinary	3,345
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,539	-15,335.56	Ordinary	2,539
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,881	-23,712.91	Ordinary	3,881
Total			-41,412	-255,625.11		
BT Funds Management No.2 Limited						
Total :			-41,412	-255,625.11		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/12/2014	Australia and New Zealand Banking Group Limited	Sale	-109	-669.26	Ordinary	109
2/12/2014	Australia and New Zealand Banking Group Limited	Sale	-02	-12.48	Ordinary	02
2/12/2014	Australia and New Zealand Banking Group Limited	Sale	-341	-2,127.84	Ordinary	341
3/12/2014	Australia and New Zealand Banking Group Limited	Sale	-110	-686.40	Ordinary	110
3/12/2014	Australia and New Zealand Banking Group Limited	Sale	-47	-294.69	Ordinary	47
24/12/2014	Australia and New Zealand Banking Group Limited	Sale	-120	-729.60	Ordinary	120
24/12/2014	Australia and New Zealand Banking Group Limited	Sale	-285	-1,732.80	Ordinary	285
24/12/2014	Australia and New Zealand Banking Group Limited	Sale	-404	-2,456.32	Ordinary	404
24/12/2014	Australia and New Zealand Banking Group Limited	Sale	-155	-942.40	Ordinary	155
29/12/2014	Australia and New Zealand Banking Group Limited	Sale	-121	-756.25	Ordinary	121
29/12/2014	Australia and New Zealand Banking Group Limited	Sale	-277	-1,731.25	Ordinary	277
29/12/2014	Australia and New Zealand Banking Group Limited	Sale	-154	-962.50	Ordinary	154
30/12/2014	Australia and New Zealand Banking Group Limited	Sale	-237	-1,483.62	Ordinary	237
31/12/2014	Australia and New Zealand Banking Group Limited	Sale	-296	-1,829.28	Ordinary	296
31/12/2014	Australia and New Zealand Banking Group Limited	Sale	-10	-61.80	Ordinary	10
2/01/2015	Australia and New Zealand Banking Group Limited	Sale	-16	-100.32	Ordinary	16
2/01/2015	Australia and New Zealand Banking Group Limited	Sale	-416	-2,608.32	Ordinary	416
5/01/2015	Australia and New Zealand Banking Group Limited	Sale	-324	-2,054.16	Ordinary	324

5/01/2015	Australia and New Zealand Banking Group Limited	Sale	-130	-824.20	Ordinary	130
6/01/2015	Australia and New Zealand Banking Group Limited	Sale	-30	-185.10	Ordinary	30
6/01/2015	Australia and New Zealand Banking Group Limited	Sale	-287	-1,770.79	Ordinary	287
7/01/2015	Australia and New Zealand Banking Group Limited	Sale	-378	-2,268.00	Ordinary	378
8/01/2015	Australia and New Zealand Banking Group Limited	Sale	-287	-1,733.48	Ordinary	287
9/01/2015	Australia and New Zealand Banking Group Limited	Sale	-465	-2,841.15	Ordinary	465
Total			-5,001	-30,862.01		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/12/2014	National Australian Custodian Services	Sale	-257	-1,577.98	Ordinary	257
2/12/2014	National Australian Custodian Services	Sale	-394	-2,458.56	Ordinary	394
2/12/2014	National Australian Custodian Services	Sale	-416	-2,595.84	Ordinary	416
3/12/2014	National Australian Custodian Services	Sale	-111	-695.97	Ordinary	111
3/12/2014	National Australian Custodian Services	Sale	-260	-1,622.40	Ordinary	260
24/12/2014	National Australian Custodian Services	Sale	-684	-4,158.72	Ordinary	684
24/12/2014	National Australian Custodian Services	Sale	-720	-4,377.60	Ordinary	720
29/12/2014	National Australian Custodian Services	Sale	-705	-4,406.25	Ordinary	705
29/12/2014	National Australian Custodian Services	Sale	-39	-243.75	Ordinary	39
29/12/2014	National Australian Custodian Services	Sale	-296	-1,850.00	Ordinary	296
29/12/2014	National Australian Custodian Services	Sale	-382	-2,387.50	Ordinary	382
30/12/2014	National Australian Custodian Services	Sale	-553	-3,461.78	Ordinary	553
31/12/2014	National Australian Custodian Services	Sale	-539	-3,331.02	Ordinary	539
31/12/2014	National Australian Custodian Services	Sale	-174	-1,075.32	Ordinary	174
2/01/2015	National Australian Custodian Services	Sale	-517	-3,241.59	Ordinary	517
2/01/2015	National Australian Custodian Services	Sale	-623	-3,906.21	Ordinary	623
5/01/2015	National Australian Custodian Services	Sale	-289	-1,832.26	Ordinary	289
5/01/2015	National Australian Custodian Services	Sale	-768	-4,869.12	Ordinary	768
6/01/2015	National Australian Custodian Services	Sale	-858	-5,293.86	Ordinary	858
6/01/2015	National Australian Custodian Services	Sale	-12	-74.04	Ordinary	12
7/01/2015	National Australian Custodian Services	Sale	-491	-2,946.00	Ordinary	491
7/01/2015	National Australian Custodian Services	Sale	-546	-3,276.00	Ordinary	546
8/01/2015	National Australian Custodian Services	Sale	-787	-4,753.48	Ordinary	787
9/01/2015	National Australian Custodian Services	Sale	-903	-5,517.33	Ordinary	903
9/01/2015	National Australian Custodian Services	Sale	-179	-1,093.69	Ordinary	179
Total			-11,503	-71,046.27		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/12/2014	National Nominees Limited	Sale	-283	-1,737.62	Ordinary	283
2/12/2014	National Nominees Limited	Sale	-441	-2,751.84	Ordinary	441
2/12/2014	National Nominees Limited	Sale	-449	-2,801.76	Ordinary	449
3/12/2014	National Nominees Limited	Sale	-122	-764.94	Ordinary	122
3/12/2014	National Nominees Limited	Sale	-286	-1,784.64	Ordinary	286
24/12/2014	National Nominees Limited	Sale	-759	-4,614.72	Ordinary	759
24/12/2014	National Nominees Limited	Sale	-782	-4,754.56	Ordinary	782
29/12/2014	National Nominees Limited	Sale	-420	-2,625.00	Ordinary	420

29/12/2014	National Nominees Limited	Sale	-768	-4,800.00	Ordinary	768
29/12/2014	National Nominees Limited	Sale	-325	-2,031.25	Ordinary	325
29/12/2014	National Nominees Limited	Sale	-50	-312.50	Ordinary	50
30/12/2014	National Nominees Limited	Sale	-607	-3,799.82	Ordinary	607
31/12/2014	National Nominees Limited	Sale	-199	-1,229.82	Ordinary	199
31/12/2014	National Nominees Limited	Sale	-584	-3,609.12	Ordinary	584
2/01/2015	National Nominees Limited	Sale	-693	-4,345.11	Ordinary	693
2/01/2015	National Nominees Limited	Sale	-560	-3,511.20	Ordinary	560
5/01/2015	National Nominees Limited	Sale	-852	-5,401.68	Ordinary	852
5/01/2015	National Nominees Limited	Sale	-309	-1,959.06	Ordinary	309
6/01/2015	National Nominees Limited	Sale	-04	-24.68	Ordinary	04
6/01/2015	National Nominees Limited	Sale	-952	-5,873.84	Ordinary	952
7/01/2015	National Nominees Limited	Sale	-531	-3,186.00	Ordinary	531
7/01/2015	National Nominees Limited	Sale	-608	-3,648.00	Ordinary	608
8/01/2015	National Nominees Limited	Sale	-864	-5,218.56	Ordinary	864
9/01/2015	National Nominees Limited	Sale	-190	-1,160.90	Ordinary	190
9/01/2015	National Nominees Limited	Sale	-999	-6,103.89	Ordinary	999
Total			-12,637	-78,050.51		
BT Investment Management (Fund Services) Limited Total :			-29,141	-179,958.79		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,031	-24,750.34	Ordinary	4,031
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,965	-30,981.60	Ordinary	4,965
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-7,188	-44,853.12	Ordinary	7,188
2/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-541	-3,375.84	Ordinary	541
3/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-1,734	-10,872.18	Ordinary	1,734
3/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,086	-25,496.64	Ordinary	4,086
24/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,629	-28,144.32	Ordinary	4,629
24/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,095	-61,377.60	Ordinary	10,095
29/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-9,604	-60,025.00	Ordinary	9,604
29/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-14,515	-90,718.75	Ordinary	14,515
30/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,547	-28,464.22	Ordinary	4,547
30/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,321	-27,049.46	Ordinary	4,321
31/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-11,447	-70,742.46	Ordinary	11,447
2/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-72	-451.44	Ordinary	72
2/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-19,477	-122,120.79	Ordinary	19,477
5/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,394	-53,217.96	Ordinary	8,394
5/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,569	-54,327.46	Ordinary	8,569
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,190	-93,722.30	Ordinary	15,190
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,616	-63,696.00	Ordinary	10,616

7/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,480	-44,880.00	Ordinary	7,480
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,735	-82,959.40	Ordinary	13,735
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,370	-106,130.70	Ordinary	17,370
Total			-182,606	-1,128,357.58		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/12/2014	National Australia Bank Limited	Sale	-1,399	-8,589.86	Ordinary	1,399
2/12/2014	National Australia Bank Limited	Sale	-4,407	-27,499.68	Ordinary	4,407
3/12/2014	National Australia Bank Limited	Sale	-1,418	-8,848.32	Ordinary	1,418
3/12/2014	National Australia Bank Limited	Sale	-602	-3,774.54	Ordinary	602
24/12/2014	National Australia Bank Limited	Sale	-7,617	-46,311.36	Ordinary	7,617
29/12/2014	National Australia Bank Limited	Sale	-7,743	-48,393.75	Ordinary	7,743
30/12/2014	National Australia Bank Limited	Sale	-3,006	-18,817.56	Ordinary	3,006
31/12/2014	National Australia Bank Limited	Sale	-3,880	-23,978.40	Ordinary	3,880
2/01/2015	National Australia Bank Limited	Sale	-6,207	-38,917.89	Ordinary	6,207
5/01/2015	National Australia Bank Limited	Sale	-5,751	-36,461.34	Ordinary	5,751
6/01/2015	National Australia Bank Limited	Sale	-4,737	-29,227.29	Ordinary	4,737
7/01/2015	National Australia Bank Limited	Sale	-5,644	-33,864.00	Ordinary	5,644
8/01/2015	National Australia Bank Limited	Sale	-4,284	-25,875.36	Ordinary	4,284
9/01/2015	National Australia Bank Limited	Sale	-5,889	-35,981.79	Ordinary	5,889
Total			-62,584	-386,541.14		
BT Investment Management (Institutional) Limited Total :			-245,190	-1,514,898.72		

ANNEXURE B – ASSOCIATED COMPANIES

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 09/01/2015

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

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

Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Capital Corporation	USA
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
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

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