

12 May 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 SMS Management & Technology 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 SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX)

ACN/ARSN ACN 009 558 865

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 08/05/2015

The previous notice was given to the company on 13/03/2015

The previous notice was dated 11/03/2015

2. Previous and present voting power

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

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	5,657,132	8.16%	4,920,953	7.10%

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
08/05/2015	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) 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 managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	671,767, Ordinary	671,767
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.	13,061, Ordinary	13,061
BT Funds Management Limited	Asgard Capital 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.	207,428, Ordinary	207,428
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	472,598, Ordinary	472,598

			that capacity, can 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 HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited Australia and New Zealand Banking Group Limited National Australian Custodian Services	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.	2,755,204, Ordinary	2,755,204
BT Investment Management (Institutional) Limited	National Australia Bank Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank 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.	800,895, Ordinary	800,895

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 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
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX)	The Company Secretary, SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX) Level 41, 140 Williams Street MELBOURNE VIC 3000 Tel: 1300 842 767 Fax: 1300 329 767

Signature

Print name Chris Millard Capacity Company Secretary

Sign here Date 12/05/2015

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 12/05/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 12/03/2015 to 8/05/2015

SECURITY: SMX

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	12,779	45,237.66	Ordinary	12,779
1/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,478	26,247.78	Ordinary	7,478
2/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,996	28,065.96	Ordinary	7,996
7/04/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	16,588	57,726.24	Ordinary	16,588
	Total		44,841	157,277.64		
	Advance Asset Management Limited Total :		44,841	157,277.64		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/04/2015	Asgard Capital Management Limited	Sale	-1,800	-5,922.00	Ordinary	1,800
	Total		-1,800	-5,922.00		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/03/2015	BT Portfolio Services Limited	Purchase	1,700	5,884.38	Ordinary	1,700
30/03/2015	BT Portfolio Services Limited	Purchase	2,300	8,096.00	Ordinary	2,300
30/03/2015	BT Portfolio Services Limited	Sale	-3,146	-10,817.21	Ordinary	3,146
30/03/2015	BT Portfolio Services Limited	Sale	-2,300	-8,096.00	Ordinary	2,300
7/04/2015	BT Portfolio Services Limited	Sale	-1,440	-4,902.91	Ordinary	1,440
9/04/2015	BT Portfolio Services Limited	Purchase	1,750	5,915.00	Ordinary	1,750
9/04/2015	BT Portfolio Services Limited	Sale	-1,750	-5,915.00	Ordinary	1,750
15/04/2015	BT Portfolio Services Limited	Sale	-2,633	-8,659.41	Ordinary	2,633
17/04/2015	BT Portfolio Services Limited	Sale	-1,160	-3,886.00	Ordinary	1,160
17/04/2015	BT Portfolio Services Limited	Purchase	1,160	3,886.00	Ordinary	1,160
23/04/2015	BT Portfolio Services Limited	Purchase	1,067	3,536.14	Ordinary	1,067
23/04/2015	BT Portfolio Services Limited	Purchase	1,370	4,529.91	Ordinary	1,370
29/04/2015	BT Portfolio Services Limited	Sale	-740	-2,351.50	Ordinary	740
7/05/2015	BT Portfolio Services Limited	Purchase	800	2,556.32	Ordinary	800
	Total		-3,022	-10,224.28		

BT Funds Management Limited
Total :

-4,822

-16,146.28

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,056	-3,643.20	Ordinary	1,056
8/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-118	-405.92	Ordinary	118
9/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-433	-1,467.87	Ordinary	433
9/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-187	-633.93	Ordinary	187
9/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,621	-8,885.19	Ordinary	2,621
6/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,904	-15,839.92	Ordinary	4,904
6/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,236	-29,832.28	Ordinary	9,236
7/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,583	-27,379.77	Ordinary	8,583
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-30,608	-99,169.92	Ordinary	30,608
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,628	-27,954.72	Ordinary	8,628
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,383	-14,200.92	Ordinary	4,383
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,123	-42,518.52	Ordinary	13,123
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,604	-24,636.96	Ordinary	7,604
	Total		-91,484	-296,569.12		
	BT Funds Management No.2 Limited					
	Total :		-91,484	-296,569.12		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/05/2015	Australia and New Zealand Banking Group Limited	Sale	-2,034	-6,569.82	Ordinary	2,034
6/05/2015	Australia and New Zealand Banking Group Limited	Sale	-549	-1,773.27	Ordinary	549
7/05/2015	Australia and New Zealand Banking Group Limited	Sale	-318	-1,014.42	Ordinary	318
7/05/2015	Australia and New Zealand Banking Group Limited	Sale	-802	-2,558.38	Ordinary	802
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-697	-2,258.28	Ordinary	697
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-748	-2,423.52	Ordinary	748
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-334	-1,082.16	Ordinary	334
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-1,076	-3,486.24	Ordinary	1,076
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-1,558	-5,047.92	Ordinary	1,558
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-2,242	-7,264.08	Ordinary	2,242
8/05/2015	Australia and New Zealand Banking Group Limited	Sale	-1,138	-3,687.12	Ordinary	1,138
	Total		-11,496	-37,165.21		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,613	-57,314.85	Ordinary	16,613

8/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,857	-6,388.08	Ordinary	1,857
9/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,005	-3,406.95	Ordinary	1,005
9/04/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-49,977	-169,422.03	Ordinary	49,977
6/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,499	-14,531.77	Ordinary	4,499
6/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,554	-17,939.42	Ordinary	5,554
6/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-27,344	-88,321.12	Ordinary	27,344
6/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-23,437	-75,701.51	Ordinary	23,437
7/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-42,494	-135,555.86	Ordinary	42,494
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-110,235	-357,161.40	Ordinary	110,235
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-37,044	-120,022.56	Ordinary	37,044
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,481	-8,038.44	Ordinary	2,481
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-111,132	-360,067.68	Ordinary	111,132
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-58,109	-188,273.16	Ordinary	58,109
8/05/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,115	-23,052.60	Ordinary	7,115
Total			-498,896	-1,625,197.43		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/03/2015	National Australian Custodian Services	Sale	-1,620	-5,783.40	Ordinary	1,620
13/03/2015	National Australian Custodian Services	Sale	-2,380	-8,496.60	Ordinary	2,380
13/03/2015	National Australian Custodian Services	Sale	-2,541	-9,071.37	Ordinary	2,541
13/03/2015	National Australian Custodian Services	Sale	-1,042	-3,719.94	Ordinary	1,042
13/03/2015	National Australian Custodian Services	Sale	-295	-1,053.15	Ordinary	295
13/03/2015	National Australian Custodian Services	Sale	-236	-842.52	Ordinary	236
13/03/2015	National Australian Custodian Services	Sale	-1,951	-6,965.07	Ordinary	1,951
13/03/2015	National Australian Custodian Services	Sale	-2,813	-10,042.41	Ordinary	2,813
13/03/2015	National Australian Custodian Services	Sale	-2,302	-8,218.14	Ordinary	2,302
13/03/2015	National Australian Custodian Services	Sale	-369	-1,317.33	Ordinary	369
13/03/2015	National Australian Custodian Services	Sale	-1,176	-4,198.32	Ordinary	1,176
13/03/2015	National Australian Custodian Services	Sale	-9,814	-35,035.98	Ordinary	9,814
13/03/2015	National Australian Custodian Services	Sale	-256	-913.92	Ordinary	256
13/03/2015	National Australian Custodian Services	Sale	-4,265	-15,226.05	Ordinary	4,265
13/03/2015	National Australian Custodian Services	Sale	-2,967	-10,592.19	Ordinary	2,967
13/03/2015	National Australian Custodian Services	Sale	-9,903	-35,353.71	Ordinary	9,903
13/03/2015	National Australian Custodian Services	Sale	-12,478	-44,546.46	Ordinary	12,478
13/03/2015	National Australian Custodian Services	Sale	-2,621	-9,356.97	Ordinary	2,621
13/03/2015	National Australian Custodian Services	Sale	-1,344	-4,798.08	Ordinary	1,344
13/03/2015	National Australian Custodian Services	Sale	-06	-21.42	Ordinary	06
13/03/2015	National Australian Custodian Services	Sale	-897	-3,202.29	Ordinary	897
13/03/2015	National Australian Custodian Services	Sale	-265	-946.05	Ordinary	265
13/03/2015	National Australian Custodian Services	Sale	-104	-371.28	Ordinary	104
13/03/2015	National Australian Custodian Services	Sale	-2,722	-9,717.54	Ordinary	2,722
13/03/2015	National Australian Custodian Services	Sale	-2,565	-9,157.05	Ordinary	2,565
13/03/2015	National Australian Custodian Services	Sale	-2,148	-7,668.36	Ordinary	2,148
13/03/2015	National Australian Custodian Services	Sale	-2,365	-8,443.05	Ordinary	2,365

13/03/2015	National Australian Custodian Services	Sale	-606	-2,163.42	Ordinary	606
13/03/2015	National Australian Custodian Services	Sale	-138	-492.66	Ordinary	138
13/03/2015	National Australian Custodian Services	Sale	-1,802	-6,433.14	Ordinary	1,802
13/03/2015	National Australian Custodian Services	Sale	-2,565	-9,157.05	Ordinary	2,565
13/03/2015	National Australian Custodian Services	Sale	-3,840	-13,708.80	Ordinary	3,840
13/03/2015	National Australian Custodian Services	Sale	-5,134	-18,328.38	Ordinary	5,134
13/03/2015	National Australian Custodian Services	Sale	-4,103	-14,647.71	Ordinary	4,103
13/03/2015	National Australian Custodian Services	Sale	-4,922	-17,571.54	Ordinary	4,922
13/03/2015	National Australian Custodian Services	Sale	-989	-3,530.73	Ordinary	989
13/03/2015	National Australian Custodian Services	Sale	-1,096	-3,912.72	Ordinary	1,096
13/03/2015	National Australian Custodian Services	Sale	-7,596	-27,117.72	Ordinary	7,596
13/03/2015	National Australian Custodian Services	Sale	-9,550	-34,093.50	Ordinary	9,550
13/03/2015	National Australian Custodian Services	Sale	-1,874	-6,690.18	Ordinary	1,874
13/03/2015	National Australian Custodian Services	Sale	-5,145	-18,367.65	Ordinary	5,145
13/03/2015	National Australian Custodian Services	Sale	-1,636	-5,840.52	Ordinary	1,636
13/03/2015	National Australian Custodian Services	Sale	-64	-228.48	Ordinary	64
13/03/2015	National Australian Custodian Services	Sale	-238	-849.66	Ordinary	238
13/03/2015	National Australian Custodian Services	Sale	-325	-1,160.25	Ordinary	325
13/03/2015	National Australian Custodian Services	Sale	-121	-431.97	Ordinary	121
13/03/2015	National Australian Custodian Services	Sale	-1,983	-7,079.31	Ordinary	1,983
13/03/2015	National Australian Custodian Services	Sale	-640	-2,284.80	Ordinary	640
13/03/2015	National Australian Custodian Services	Sale	-2,452	-8,753.64	Ordinary	2,452
13/03/2015	National Australian Custodian Services	Sale	-1,773	-6,329.61	Ordinary	1,773
13/03/2015	National Australian Custodian Services	Sale	-1,099	-3,923.43	Ordinary	1,099
13/03/2015	National Australian Custodian Services	Sale	-868	-3,098.76	Ordinary	868
13/03/2015	National Australian Custodian Services	Sale	-1,995	-7,122.15	Ordinary	1,995
13/03/2015	National Australian Custodian Services	Sale	-1,605	-5,729.85	Ordinary	1,605
13/03/2015	National Australian Custodian Services	Sale	-1,585	-5,658.45	Ordinary	1,585
13/03/2015	National Australian Custodian Services	Sale	-938	-3,348.66	Ordinary	938
13/03/2015	National Australian Custodian Services	Sale	-8,938	-31,908.66	Ordinary	8,938
13/03/2015	National Australian Custodian Services	Sale	-155	-553.35	Ordinary	155
13/03/2015	National Australian Custodian Services	Sale	-442	-1,577.94	Ordinary	442
13/03/2015	National Australian Custodian Services	Sale	-662	-2,363.34	Ordinary	662
13/03/2015	National Australian Custodian Services	Sale	-7,383	-26,357.31	Ordinary	7,383
13/03/2015	National Australian Custodian Services	Sale	-226	-806.82	Ordinary	226
13/03/2015	National Australian Custodian Services	Purchase	162,089	578,657.73	Ordinary	162,089
13/03/2015	National Australian Custodian Services	Purchase	178,095	635,799.15	Ordinary	178,095
13/03/2015	National Australian Custodian Services	Sale	-796	-2,841.72	Ordinary	796
13/03/2015	National Australian Custodian Services	Sale	-1,613	-5,758.41	Ordinary	1,613
13/03/2015	National Australian Custodian Services	Sale	-481	-1,717.17	Ordinary	481
13/03/2015	National Australian Custodian Services	Sale	-1,397	-4,987.29	Ordinary	1,397
13/03/2015	National Australian Custodian Services	Sale	-1,869	-6,672.33	Ordinary	1,869
26/03/2015	National Australian Custodian Services	Purchase	18,870	66,422.40	Ordinary	18,870
6/05/2015	National Australian Custodian Services	Sale	-4,957	-16,011.11	Ordinary	4,957
7/05/2015	National Australian Custodian Services	Sale	-5,213	-16,629.47	Ordinary	5,213
8/05/2015	National Australian Custodian Services	Sale	-14,217	-46,063.08	Ordinary	14,217
8/05/2015	National Australian Custodian Services	Sale	-27,843	-90,211.32	Ordinary	27,843

Total **144,735** **533,306.57**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/03/2015	National Nominees Limited	Sale	-874	-3,120.18	Ordinary	874
13/03/2015	National Nominees Limited	Sale	-985	-3,516.45	Ordinary	985
13/03/2015	National Nominees Limited	Sale	-8,432	-30,102.24	Ordinary	8,432
13/03/2015	National Nominees Limited	Sale	-2,060	-7,354.20	Ordinary	2,060
13/03/2015	National Nominees Limited	Sale	-1,477	-5,272.89	Ordinary	1,477
13/03/2015	National Nominees Limited	Sale	-1,948	-6,954.36	Ordinary	1,948
13/03/2015	National Nominees Limited	Sale	-1,094	-3,905.58	Ordinary	1,094
13/03/2015	National Nominees Limited	Sale	-2,156	-7,696.92	Ordinary	2,156
13/03/2015	National Nominees Limited	Sale	-2,529	-9,028.53	Ordinary	2,529
13/03/2015	National Nominees Limited	Sale	-71	-253.47	Ordinary	71
13/03/2015	National Nominees Limited	Sale	-357	-1,274.49	Ordinary	357
13/03/2015	National Nominees Limited	Sale	-2,818	-10,060.26	Ordinary	2,818
13/03/2015	National Nominees Limited	Sale	-1,144	-4,084.08	Ordinary	1,144
13/03/2015	National Nominees Limited	Sale	-282	-1,006.74	Ordinary	282
13/03/2015	National Nominees Limited	Sale	-4,493	-16,040.01	Ordinary	4,493
13/03/2015	National Nominees Limited	Sale	-5,393	-19,253.01	Ordinary	5,393
13/03/2015	National Nominees Limited	Sale	-3,283	-11,720.31	Ordinary	3,283
13/03/2015	National Nominees Limited	Sale	-528	-1,884.96	Ordinary	528
13/03/2015	National Nominees Limited	Sale	-1,797	-6,415.29	Ordinary	1,797
13/03/2015	National Nominees Limited	Sale	-06	-21.42	Ordinary	06
13/03/2015	National Nominees Limited	Sale	-133	-474.81	Ordinary	133
13/03/2015	National Nominees Limited	Sale	-291	-1,038.87	Ordinary	291
13/03/2015	National Nominees Limited	Sale	-703	-2,509.71	Ordinary	703
13/03/2015	National Nominees Limited	Sale	-2,359	-8,421.63	Ordinary	2,359
13/03/2015	National Nominees Limited	Sale	-2,598	-9,274.86	Ordinary	2,598
13/03/2015	National Nominees Limited	Sale	-324	-1,156.68	Ordinary	324
13/03/2015	National Nominees Limited	Sale	-954	-3,405.78	Ordinary	954
13/03/2015	National Nominees Limited	Sale	-1,032	-3,684.24	Ordinary	1,032
13/03/2015	National Nominees Limited	Sale	-666	-2,377.62	Ordinary	666
13/03/2015	National Nominees Limited	Sale	-4,687	-16,732.59	Ordinary	4,687
13/03/2015	National Nominees Limited	Sale	-2,298	-8,203.86	Ordinary	2,298
13/03/2015	National Nominees Limited	Sale	-4,204	-15,008.28	Ordinary	4,204
13/03/2015	National Nominees Limited	Sale	-5,626	-20,084.82	Ordinary	5,626
13/03/2015	National Nominees Limited	Sale	-1,420	-5,069.40	Ordinary	1,420
13/03/2015	National Nominees Limited	Sale	-11,004	-39,284.28	Ordinary	11,004
13/03/2015	National Nominees Limited	Sale	-10,595	-37,824.15	Ordinary	10,595
13/03/2015	National Nominees Limited	Sale	-2,804	-10,010.28	Ordinary	2,804
13/03/2015	National Nominees Limited	Sale	-3,092	-11,038.44	Ordinary	3,092
13/03/2015	National Nominees Limited	Sale	-2,879	-10,278.03	Ordinary	2,879
13/03/2015	National Nominees Limited	Sale	-5,651	-20,174.07	Ordinary	5,651
13/03/2015	National Nominees Limited	Sale	-1,772	-6,326.04	Ordinary	1,772
13/03/2015	National Nominees Limited	Sale	-1,535	-5,479.95	Ordinary	1,535
13/03/2015	National Nominees Limited	Sale	-262	-935.34	Ordinary	262

13/03/2015	National Nominees Limited	Sale	-114	-406.98	Ordinary	114
13/03/2015	National Nominees Limited	Sale	-2,178	-7,775.46	Ordinary	2,178
13/03/2015	National Nominees Limited	Sale	-2,990	-10,674.30	Ordinary	2,990
13/03/2015	National Nominees Limited	Sale	-405	-1,445.85	Ordinary	405
13/03/2015	National Nominees Limited	Sale	-1,292	-4,612.44	Ordinary	1,292
13/03/2015	National Nominees Limited	Sale	-1,207	-4,308.99	Ordinary	1,207
13/03/2015	National Nominees Limited	Sale	-2,192	-7,825.44	Ordinary	2,192
13/03/2015	National Nominees Limited	Sale	-1,741	-6,215.37	Ordinary	1,741
13/03/2015	National Nominees Limited	Sale	-1,780	-6,354.60	Ordinary	1,780
13/03/2015	National Nominees Limited	Sale	-10,784	-38,498.88	Ordinary	10,784
13/03/2015	National Nominees Limited	Sale	-9,820	-35,057.40	Ordinary	9,820
13/03/2015	National Nominees Limited	Sale	-170	-606.90	Ordinary	170
13/03/2015	National Nominees Limited	Sale	-152	-542.64	Ordinary	152
13/03/2015	National Nominees Limited	Sale	-486	-1,735.02	Ordinary	486
13/03/2015	National Nominees Limited	Sale	-260	-928.20	Ordinary	260
13/03/2015	National Nominees Limited	Sale	-727	-2,595.39	Ordinary	727
13/03/2015	National Nominees Limited	Sale	-1,980	-7,068.60	Ordinary	1,980
13/03/2015	National Nominees Limited	Sale	-2,053	-7,329.21	Ordinary	2,053
13/03/2015	National Nominees Limited	Sale	-248	-885.36	Ordinary	248
13/03/2015	National Nominees Limited	Sale	-2,616	-9,339.12	Ordinary	2,616
13/03/2015	National Nominees Limited	Sale	-13,717	-48,969.69	Ordinary	13,717
13/03/2015	National Nominees Limited	Sale	-2,694	-9,617.58	Ordinary	2,694
13/03/2015	National Nominees Limited	Sale	-1,763	-6,293.91	Ordinary	1,763
13/03/2015	National Nominees Limited	Sale	-8,110	-28,952.70	Ordinary	8,110
Total			-178,095	-635,799.15		
BT Investment Management (Fund Services) Limited Total :			-543,752	-1,764,855.22		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/05/2015	National Australia Bank Limited	Sale	-9,819	-31,715.37	Ordinary	9,819
6/05/2015	National Australia Bank Limited	Sale	-7,667	-24,764.41	Ordinary	7,667
7/05/2015	National Australia Bank Limited	Sale	-13,994	-44,640.86	Ordinary	13,994
8/05/2015	National Australia Bank Limited	Sale	-72,474	-234,815.76	Ordinary	72,474
8/05/2015	National Australia Bank Limited	Sale	-37,008	-119,905.92	Ordinary	37,008
Total			-140,962	-455,842.32		
BT Investment Management (Institutional) Limited Total :			-140,962	-455,842.32		

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 – 12/05/2015

Westpac Banking Corporation	Australia	Reinventure Fund ILP	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 Ltd	Australia	Series 2014-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bella Trust No. 2	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Bella Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BLE Capital 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	W2 Investments Pty Limited	Australia
BT Short Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BTIM UK Limited	UK	Waratah Securities Australia Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac (NZ) Investments Limited	New Zealand

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

Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Notice saver PIE Fund	Australia
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
Partnership Pacific Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
Qvalent Pty Limited	Australia	Westpac Unit Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac USA Inc.	USA

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

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