UBS

**UBS AG**
Singapore Branch
One Raffles Quay
#50-01 North Tower
Singapore 048583
Tel.+65 6495 8000

Compliance Operations
Group Operations

# Fax

23 Jun 2015

**to** BT Investment Management Limited
Level 14, The Chifley Tower,
2 Chifley Square,
Sydney, NSW, 2000,
Australia

+61 2 9220 2306

**cc** Australia Securities Exchange
Exchange Centre,
20 Bridge Street,
Sydney, NSW, 2000

**subject** **Substantial holding disclosure – BT Investment Management Limited ("BTT")**

Dear Sir / Madam

UBS AG, Australia Branch ("**UBS**") is underwriting 50% of the retail offer of ordinary securities in BTT by Westpac Banking Corporation ("**Retail Offer**").

On 19 June 2015, UBS entered into an agreement amending the underwriting agreement entered into on 16 June 2015 ("**Amending Agreement**"). Upon signing the Amending Agreement, through the operation of section 608(8) of the Corporations Act 2001 (Cth), UBS has obtained a total relevant interest in approximately 14.82% of BTT's ordinary securities.

Attached to this letter is UBS's substantial holder notice that has been lodged with the ASX containing details of this relevant interest (including a copy of the Amending Agreement). A copy of the underwriting agreement dated 16 June 2015 was attached to UBS's substantial holder notice dated 18 June 2015.

Upon settlement of the sale of shares under the Retail Offer, UBS in its capacity as underwriter of the Retail Offer, will cease to have a relevant interest in 50% of the BTT ordinary securities the subject of the Retail Offer. The relevant interest obtained by UBS AG under the Amending Agreement does not represent a shortfall.

Yours sincerely,

UBS Group AG

Weixiao Qin
Compliance Operations

Pepe Chan
Compliance Operations

# Form 604

Corporations Law
Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme **BT INVESTMENT MANAGEMENT LIMITED**

ACN/ARSN **126 385 822**

### 1. Details of substantial holder

Name **UBS Group AG and its related bodies corporate**

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on **19 June 2015**

The previous notice was given to the company on **18 June 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 to 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** | **28,229,846** | **9.65%** | **43,325,706** | **14.82%** |

### 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 |
|---|---|---|---|---|---|
| Please see Appendix C. | | | | | |

## 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 holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|---|---|---|---|---|---|
| UBS AG | Various Custodians | UBS AG | Fund Manager with power to exercise control over voting shares | 34,282 Ordinary | 34,282 |
| UBS Fund Management (Switzerland) AG | Various Custodians | UBS Fund Management (Switzerland) AG | Fund Manager with power to exercise control over voting shares | 11,929 Ordinary | 11,929 |
| UBS Securities Australia Ltd | Warbont Nominees Pty Ltd | UBS Securities Australia Ltd | Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A) | 102,000 Ordinary | 102,000 |
| | Brispot Nominees Pty Ltd | UBS Securities Australia Ltd | Beneficial Owner | 2,175,104 Ordinary | 2,175,104 |
| UBS Switzerland AG | Various Custodians | UBS Switzerland AG | Broker with power to exercise discretion over account | 2,391 Ordinary | 2,391 |
| UBS AG, Australia Branch | Westpac Financial Services Group Limited | Westpac Financial Services Group Limited | Relevant Interest in BT Investment Limited shares to the extent arising under the terms of the Underwriting Agreement between UBS AG, Australia Branch, Macquarie Capital (Australia) Limited and Westpac Banking Corporation dated 16 June 2015 to the extent arising under section 608(8) of the Corporations Act 2011 (Cth). (The Underwriting Agreement was provided in Form 603 disclosure dated 18 June 2015) | 27,500,000 Ordinary | 27,500,000 |
| UBS AG, Australia Branch | Westpac Financial Services Group Limited | Westpac Financial Services Group Limited | Relevant Interest in BT Investment Limited shares to the extent arising under the terms of the agreement between UBS AG, Australia Branch, Macquarie Capital (Australia) Limited and Westpac Banking Corporation dated 19 June 2015 to the extent arising under section 608(8) of the Corporations Act 2011 (Cth). (See Appendix B) | 13,500,000 Ordinary | 13,500,000 |

## 5. Changes in association

The persons who have become associates (2) of, 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 |
|---|---|
| N/A | N/A |

## 6. Addresses

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

| Name | Address |
|---|---|
| Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/ | |

**SIGNATURE**

| | | | |
|---|---|---|---|
| Print Name: | Pepe Chan | Capacity: | Authorised signatory |
| Sign Here: | | Date: | 23 June 2015 |
| Print Name: | Weixiao Qin | Capacity: | Authorised signatory |
| Sign Here: | | Date: | 23 June 2015 |

Contact details for this notice:

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Weixiao Qin
Compliance Operations
(T) +65 6495 8217

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| Holder of relevant interest | UBS Securities Australia Ltd |
|---|---|
| **Type of agreement** | Securities Lending Agreement |
| **Parties to agreement** | (i) UBS AG, Australia Branch ("UBS AG")/ UBS Securities Australia Limited<br><br>(ii) Client (Please refer to Appendix A-1.) |
| **Transfer date** | Please refer to Appendix A-1. |
| **Holder of voting rights** | UBS AG/ UBS Securities Australia Limited |
| **Are there any restrictions on voting rights?** | Please refer to the details below. |
| If yes, detail | Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Securities Australia Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client). |
| **Scheduled return date (if any)** | None, subject to the terms of the relevant loan. |
| **Does the borrower have the right to return early?** | Yes. |
| If yes, detail | The borrower (i.e. UBS AG/ UBS Securities Australia Limited) has the right to return at its discretion. |
| **Does the lender have the right to recall early?** | Yes. |
| If yes, detail | The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan. |
| **Will the securities be returned on settlement?** | Yes. |
| **If yes, detail any exceptions** | None. |

The information in this appendix is based on the relevant standard UBS agreement.
A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

**Appendix A-1**

**Securities Lending Agreement - UBS AG, Australia Branch/ UBS Securities Australia Limited**

| Parties to agreement | Transfer date |
|---|---|
| JPMorgan Chase Bank, N.A. as an agent acting on behalf of its clients | (i) 15 June 2015<br>(ii) 16 June 2015 |

MACQUARIE

**Macquarie Capital (Australia) Limited**
ABN 79 123 199 548 / AFSL 237502
A Member of the Macquarie Group of Companies
No.50 Martin Place
Sydney, NSW 2000
Telephone: +61 2 8232 3333

UBS

**UBS AG, Australia Branch**
ABN 47 088 129 613 / AFSL 231087
Level 16, Chifley Tower
2 Chifley Square
Sydney, NSW 2000
Telephone: +61 2 9324 2000

19 June 2015

STRICTLY CONFIDENTIAL

Westpac Banking Corporation
Level 2, 275 Kent Street
Sydney NSW 2000

**SECURITYHOLDER OFFER UNDERWRITING**

We refer to the underwriting agreement dated 16 June 2015 between Westpac Banking Corporation, Macquarie Capital (Australia) Limited and UBS AG, Australia Branch as Joint Lead Managers (the **Agreement**) in relation to an offer for sale by Westpac of shares in BT Investment Management Limited.

The Offer will be conducted in two stages, an Institutional Offer followed by a Securityholder Offer. In the Agreement, each Joint Manager severally agreed to underwrite its Respective Proportion of the Institutional Offer

Under this agreement, the parties agree to amend the Agreement as follows:

(a) Subject to this agreement and to the terms of the Agreement including clauses 3.1 and 8, each Joint Lead Manager agrees to purchase or procure purchasers for its Respective Proportion of the total number of Securityholder Shares less the number of Securityholder Shares in respect of which Valid Applications are received under the Securityholder Offer (**Securityholder Shortfall Shares**), and to pay or procure payment of the Offer Price for its Respective Proportion of the Securityholder Shortfall Shares against delivery by no later than 2.00pm on the Securityholder Sale Date.

(b) If and to the extent that the purchase by a Joint Lead Manager of Securityholder Shortfall Shares is limited by applicable laws or regulations, Westpac agrees to retain any Shares above that limit (**Securityholder Balance Shares**) pending notice from the Joint Lead Manager to transfer some or all of those shares to it or to a third party nominated by it. The Joint Lead Manager may issue a notice under this paragraph on more than one occasion, provided that the sale of any of its Securityholder Balance Shares must be effected prior to 7.00pm on the date that is the 20th Business Day after the Securityholder Sale Date, with settlement to occur on a T+3 basis.

(c) Westpac must notify the Joint Lead Managers of the number of Securityholder Shortfall Shares no later than 4.00pm on the Business Day after the Closing Date for the Securityholder Offer.

(d) In consideration of performing their obligations under this amending agreement, each Joint Lead Manager shall be entitled to such fees as agreed between the parties.

Capitalised terms used and not defined in this amending agreement have the meanings given to them in the Agreement and the terms and conditions of the Agreement apply to the Agreement as amended.

Yours faithfully,

**Signed** for and on behalf of
Macquarie Capital (Australia) Limited by its authorised signatories

**Peter Appleyard**
Division Director

**Georgina Lalor**
Associate Director

**Signed** for and on behalf of
UBS AG, Australia Branch by its authorised signatories

**Andrew Stevens**
Managing Director

**Shane Doyle**
Managing Director

**Signed** for Westpac Banking Corporation by its attorneys

Attorney

Attorney

Yours faithfully,

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Division Director

**Georgina Lalor**
Associate Director

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**Andrew Stevens**
Managing Director

p.p. Julian Russell
Executive Director

**Shane Doyle**
Managing Director

**Signed** for Westpac Banking Corporation by its attorneys

Attorney

Attorney

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Division Director

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UBS AG, Australia Branch by its authorised signatories

**Andrew Stevens**
Managing Director

**Shane Doyle**
Managing Director

**Signed** for Westpac Banking Corporation by its attorneys

Attorney

Tier 1 Attorney
Nigel Bond.

19/6/2015

Attorney

Jonathan Abandowitz
Tier One Attorney

| | | | | | BTT - Appendix C |
|---|---|---|---|---|---|
| **Date of change** | **Person whose relevant interest changed** | **Nature of Change** | **Consideration given in relation to change** | **Number of securities** | **Class** |
| 18-Jun-15 | UBS Securities Australia Ltd | Buy | 36,112 | 4,320 | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Buy | 9,577 | 1,144 | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Sell | 8,263 | (998) | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Sell | 501,294 | (60,000) | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Sell | 9,217 | (1,100) | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Sell | 53,090 | (6,400) | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Buy | 16,500 | 2,000 | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Buy | 53,932 | 6,439 | Ordinary |
| 18-Jun-15 | UBS Securities Australia Ltd | Buy | 12,948,969 | 1,577,565 | Ordinary |
| 19-Jun-15 | UBS Securities Australia Ltd | Buy | 585,221 | 70,000 | Ordinary |
| 19-Jun-15 | UBS Securities Australia Ltd | Buy | 10,258 | 1,194 | Ordinary |
| 19-Jun-15 | UBS Securities Australia Ltd | Buy | 62,869 | 7,308 | Ordinary |
| 19-Jun-15 | UBS Securities Australia Ltd | Sell | 34,098 | (3,981) | Ordinary |
| 19-Jun-15 | UBS Securities Australia Ltd | Buy | 3,155 | 369 | Ordinary |
| 19-Jun-15 | UBS Securities Australia Ltd | Stock returned | N/A | (2,000) | Ordinary |
| 19-Jun-15 | UBS AG, Australia Branch | Relevant Interest in BT Investment Limited shares to the extent arising under the terms of the agreement between UBS AG, Australia Branch, Macquarie Capital (Australia) Limited and Westpac Banking Corporation dated 19 June 2015 to the extent arising under section 608(8) of the Corporations Act 2011 (Cth). (See Appendix B) | N/A | 13,500,000 | Ordinary |