

20 July 2015

Market Announcements Office
ASX Limited
Exchange Centre, 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) by Westpac Group (Westpac) in respect of BT Investment Management Limited (BTT).

The change follows completion of the retail component of Westpac's partial sell down of its proprietary shareholding in BTT. This has reduced Westpac's proprietary holding in BTT to 31.0%. For further information see the prospectus dated 22 June 2015 which was lodged with ASIC and ASX on that date.

The 43.19% voting power referenced in the Form 604 includes various technical relevant interests in BTT shares arising as a result of the operation of the various BTT share plans, in respect of which Westpac has no economic or voting interest.

Accordingly, in terms of better informing the market, Westpac wishes to note the following components of its voting power in BTT as detailed in the attached Form 604:

Type of Interest	Number of Ordinary Shares	% of total ordinary Shares (rounded to one decimal place)
Interest other than BTT share plan		
Westpac Group proprietary holding	90,814,493	31.0%
Westpac Group fiduciary holdings	1,166,586	0.4%
Westpac total voting power absent BTT share plan	91,981,079	31.4%
BTT share plan related interest		
Unallocated	17,310,541	5.9%
Allocated but unvested	9,336,289	3.2%
Allocated but vested	7,718,795	2.6%
Voting power attributable to BTT share plan	34,365,625	11.7%

Yours sincerely,



Tim Hartin
Group Company Secretary

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN ABN 28 126 385 822

1. Details of substantial holder(1)

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

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

There was a change in the interests of the substantial holder on 16/07/2015

The previous notice was given to the company on 25/06/2015

The previous notice was dated 23/06/2015

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	Person's votes	Voting Power (5)
ORDINARY SHARES	155,399,480	53.14%	126,346,704	43.19%

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
16/07/2015	WBC & its Associates, Asgard Capital Management Limited, Advance Asset Management Limited, Westpac RE Limited, BT Funds Management Limited, BT Investment Management Limited, BT Funds Management (NZ) Limited, Employee Equity Plan Trust, Westpac Financial Services Group Limited	See Schedule	See Schedule	See Schedule	See Schedule

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	Nature of relevant interest (6)	Number of securities
Westpac Financial Services Group Limited	Westpac Financial Services Group Limited	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	90,814,493
Asgard Capital Management Limited	Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	55,779
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	476,651
BT Funds 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.	379,077
BT Funds Management (NZ) Limited	NZ Guardian Nominees Ltd	BT Funds Management (NZ) 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.	2,218
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE 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.	250,778
Westpac Financial Services Limited	BT Portfolio Services Limited	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	2,083
BT Investment Management (BTIM) Group Employee Equity Plans	Pacific Custodians Pty Limited and Equiniti Trust (Jersey) Limited	Unallocated shares: <ul style="list-style-type: none"> Pacific Custodians Pty Limited is the trustee of the BTIM Employee Equity Plan Trust Equiniti Trust (Jersey) Limited is the trustee of the BYIM Employee Benefit Trust (Trustees) 	17,310,541

		<ul style="list-style-type: none"> • Shares have been acquired by the Trustees for future allocation to various BTIM Group employees under the rules of the employee equity plans. 	
	Various employees of the BTIM Group, with no employee having a shareholding of 5% or more	Unvested shares: <ul style="list-style-type: none"> • Shares have been allocated to various BTIM Group employees but are unvested • Shares remain subject to certain conditions under the rules of the BTIM employee equity plans • BTIM Group employees become the registered holders of the shares upon allocation • BTIM Group employees are entitled to exercise any voting rights in relation to the shares • BTIM Group employees are entitled to receive dividends in relation to the shares 	9,336,289
	Various employees of the BTIM Group, with no employee having a shareholding of 5% or more	Vested shares, subject to a holding lock: <ul style="list-style-type: none"> • Shares have been allocated to various employees of BTIM and have vested • Shares are subject to a holding lock applied under the rules of the BTIM Employee Equity Plan • Employees are the registered holder of these shares • Employees are entitled to exercise any voting rights in relation to the shares • Employees are entitled to receive dividends in relation to the shares 	7,718,795

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 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 Street, Sydney NSW 2000
Asgard Capital 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
Westpac RE 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
Westpac Financial Services Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
BT Investment Management Limited Employee Equity Plan Trust	Level 14, 2 Chifley Square, Sydney NSW 2000
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT INVESTMENT MANAGEMENT LIMITED (BTT)	The Company Secretary, BT INVESTMENT MANAGEMENT LIMITED (BTT) The Chifley Tower Level 14, 2 Chifley Square SYDNEY NSW 2000 Tel: +612 9220 2000 Fax: +612 9220 2306

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 20/07/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B (7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The 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 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).
- (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 (eg. 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.

SCHEDULE
TRANSACTION HISTORY

Sales & Purchases for the period : 24/06/2015 to 16/07/2015

SECURITY: BTT

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	12,000	104,760.00	Ordinary	12,000
7/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	27,800	244,362.00	Ordinary	27,800
10/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	978	9,017.16	Ordinary	978
10/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,500	123,660.00	Ordinary	13,500
13/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,270	12,026.90	Ordinary	1,270
14/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	899	8,720.30	Ordinary	899
15/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	210	2,022.30	Ordinary	210
15/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,198	11,704.46	Ordinary	1,198
16/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,882	27,868.94	Ordinary	2,882
	Total		60,737	544,142.06		
	Advance Asset Management Limited Total :		60,737	544,142.06		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/06/2015	Asgard Capital Management Limited	Sale	-678	-5,830.80	Ordinary	678
7/07/2015	Asgard Capital Management Limited	Purchase	600	5,250.00	Ordinary	600
15/07/2015	Asgard Capital Management Limited	Purchase	1,030	9,991.00	Ordinary	1,030
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109

16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
Total			28,023	9,410.20		
Asgard Capital Management Limited Total :			28,023	9,410.20		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/06/2015	Asgard Capital Management Limited	Sale	-345	-3,001.50	Ordinary	345
28/06/2015	Asgard Capital Management Limited	Sale	-575	-4,996.75	Ordinary	575
28/06/2015	Asgard Capital Management Limited	Sale	-230	-1,998.70	Ordinary	230
29/06/2015	Asgard Capital Management Limited	Purchase	678	5,830.80	Ordinary	678
7/07/2015	Asgard Capital Management Limited	Purchase	600	5,250.00	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109

16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	1,109	0	Ordinary	1,109
16/07/2015	Asgard Capital Management Limited	Purchase	600	0	Ordinary	600
Total			39,071	1,083.85		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/06/2015	BT Portfolio Services Limited	Purchase	421	3,735.79	Ordinary	421
24/06/2015	BT Portfolio Services Limited	Purchase	441	3,910.66	Ordinary	441
24/06/2015	BT Portfolio Services Limited	Purchase	367	3,263.69	Ordinary	367
24/06/2015	BT Portfolio Services Limited	Purchase	492	4,356.56	Ordinary	492
24/06/2015	BT Portfolio Services Limited	Purchase	355	3,158.75	Ordinary	355
24/06/2015	BT Portfolio Services Limited	Purchase	484	4,286.59	Ordinary	484
24/06/2015	BT Portfolio Services Limited	Purchase	441	3,910.66	Ordinary	441
24/06/2015	BT Portfolio Services Limited	Purchase	393	3,491.02	Ordinary	393
24/06/2015	BT Portfolio Services Limited	Purchase	456	4,041.80	Ordinary	456
24/06/2015	BT Portfolio Services Limited	Purchase	455	4,033.07	Ordinary	455
24/06/2015	BT Portfolio Services Limited	Purchase	596	5,265.84	Ordinary	596
24/06/2015	BT Portfolio Services Limited	Purchase	375	3,333.64	Ordinary	375
29/06/2015	BT Portfolio Services Limited	Purchase	671	5,818.91	Ordinary	671
29/06/2015	BT Portfolio Services Limited	Purchase	386	3,370.75	Ordinary	386
29/06/2015	BT Portfolio Services Limited	Purchase	660	5,724.38	Ordinary	660
29/06/2015	BT Portfolio Services Limited	Purchase	552	4,796.66	Ordinary	552
29/06/2015	BT Portfolio Services Limited	Purchase	398	3,473.82	Ordinary	398
29/06/2015	BT Portfolio Services Limited	Purchase	353	3,087.27	Ordinary	353
29/06/2015	BT Portfolio Services Limited	Purchase	417	3,637.03	Ordinary	417

29/06/2015	BT Portfolio Services Limited	Purchase	549	4,770.92	Ordinary	549
29/06/2015	BT Portfolio Services Limited	Purchase	558	4,848.24	Ordinary	558
29/06/2015	BT Portfolio Services Limited	Purchase	412	3,594.08	Ordinary	412
29/06/2015	BT Portfolio Services Limited	Purchase	437	3,808.85	Ordinary	437
29/06/2015	BT Portfolio Services Limited	Purchase	391	3,413.70	Ordinary	391
29/06/2015	BT Portfolio Services Limited	Purchase	358	3,130.21	Ordinary	358
29/06/2015	BT Portfolio Services Limited	Purchase	625	5,423.75	Ordinary	625
29/06/2015	BT Portfolio Services Limited	Purchase	455	3,963.46	Ordinary	455
29/06/2015	BT Portfolio Services Limited	Purchase	716	6,205.43	Ordinary	716
1/07/2015	BT Portfolio Services Limited	Purchase	1,800	15,613.92	Ordinary	1,800
1/07/2015	BT Portfolio Services Limited	Sale	-1,197	-10,221.90	Ordinary	1,197
2/07/2015	BT Portfolio Services Limited	Purchase	2,268	19,999.00	Ordinary	2,268
2/07/2015	BT Portfolio Services Limited	Sale	-5,148	-44,898.28	Ordinary	5,148
2/07/2015	BT Portfolio Services Limited	Sale	-347	-2,999.92	Ordinary	347
6/07/2015	BT Portfolio Services Limited	Sale	-1,214	-10,276.15	Ordinary	1,214
7/07/2015	BT Portfolio Services Limited	Purchase	1,800	15,843.42	Ordinary	1,800
7/07/2015	BT Portfolio Services Limited	Sale	-1,041	-9,020.37	Ordinary	1,041
9/07/2015	BT Portfolio Services Limited	Purchase	9,000	78,120.00	Ordinary	9,000
9/07/2015	BT Portfolio Services Limited	Sale	-6,000	-52,080.00	Ordinary	6,000
9/07/2015	BT Portfolio Services Limited	Sale	-2,000	-17,360.00	Ordinary	2,000
9/07/2015	BT Portfolio Services Limited	Sale	-1,000	-8,680.00	Ordinary	1,000
13/07/2015	BT Portfolio Services Limited	Purchase	1,500	14,172.15	Ordinary	1,500
14/07/2015	BT Portfolio Services Limited	Purchase	640	6,262.98	Ordinary	640
14/07/2015	BT Portfolio Services Limited	Sale	-597	-5,700.81	Ordinary	597
15/07/2015	BT Portfolio Services Limited	Purchase	1,005	9,995.93	Ordinary	1,005
15/07/2015	BT Portfolio Services Limited	Sale	-1,130	-11,145.53	Ordinary	1,130
Total			11,553	103,479.97		
BT Funds Management Limited Total :			50,624	104,563.82		

BT Funds Management (NZ) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/07/2015	NZ Guardian Nominees Ltd	Purchase	1,109	10,072.83	Ordinary	1,109
16/07/2015	NZ Guardian Nominees Ltd	Purchase	1,109	10,072.83	Ordinary	1,109
Total			2,218	20,145.65		
BT Funds Management (NZ) Limited Total :			2,218	20,145.65		

Westpac RE Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,240	66,752.80	Ordinary	7,240

13/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,402	89,036.94	Ordinary	9,402
14/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,653	64,534.10	Ordinary	6,653
15/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,552	14,945.76	Ordinary	1,552
15/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,870	86,659.90	Ordinary	8,870
16/07/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,343	206,386.81	Ordinary	21,343
Total			55,060	528,316.31		

Westpac RE Limited Total :

55,060 528,316.31

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/06/2015	BT Portfolio Services Limited	Purchase	165	1,420.65	Ordinary	165
24/06/2015	BT Portfolio Services Limited	Purchase	97	835.17	Ordinary	97
24/06/2015	BT Portfolio Services Limited	Purchase	162	1,394.82	Ordinary	162
24/06/2015	BT Portfolio Services Limited	Purchase	170	1,463.70	Ordinary	170
24/06/2015	BT Portfolio Services Limited	Purchase	85	731.85	Ordinary	85
24/06/2015	BT Portfolio Services Limited	Purchase	168	1,446.48	Ordinary	168
24/06/2015	BT Portfolio Services Limited	Purchase	551	4,744.11	Ordinary	551
29/06/2015	BT Portfolio Services Limited	Purchase	58	498.8	Ordinary	58
29/06/2015	BT Portfolio Services Limited	Purchase	54	464.4	Ordinary	54
29/06/2015	BT Portfolio Services Limited	Purchase	32	275.2	Ordinary	32
29/06/2015	BT Portfolio Services Limited	Purchase	53	455.8	Ordinary	53
29/06/2015	BT Portfolio Services Limited	Purchase	55	473	Ordinary	55
29/06/2015	BT Portfolio Services Limited	Purchase	27	232.2	Ordinary	27
29/06/2015	BT Portfolio Services Limited	Purchase	55	473	Ordinary	55
29/06/2015	BT Portfolio Services Limited	Purchase	181	1,556.60	Ordinary	181
2/07/2015	BT Portfolio Services Limited	Purchase	113	989.88	Ordinary	113
14/07/2015	BT Portfolio Services Limited	Purchase	56	542.08	Ordinary	56
15/07/2015	BT Portfolio Services Limited	Purchase	1	9.96	Ordinary	1
Total			2,083	18,007.70		

Westpac Financial Services Limited Total :

2,083 18,007.70

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 20/07/2015

Westpac Banking Corporation	Australia	Seed Pool Trust No. 2	Australia
1925 (Commercial) Pty Limited	Australia	Series 2008-1M WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-1 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-2 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2011-3 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2013-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2014-2 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2015-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Australian Loan Processing Security Company Pty Ltd	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Business Finance Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Custodial Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Equity Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Life Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Sydney Capital Corp Inc.	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management No.2 Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W2 Investments 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-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 ABS Series 2015 - 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 2P Trust of 2008	Australia	Westpac Financial Holdings Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
Data Republic 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 Funding Holdings 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 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
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities NZ Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Singapore Limited	Singapore
Pashley Investments Pty Limited	Australia	Westpac Structured Products Limited	Australia
Qvalent Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Term PIE Fund	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac TPS Trust	Australia
Sallmoor Pty Limited	Australia	Westpac Unit Trust	Australia
Securitor Financial Group Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.4% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.4%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia