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## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme NINE ENTERTAINMENT CO. HOLDINGS LIMITED (NEC)

ACN/ARSN ABN 60 122 203 892

#### 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 23/05/2014

The previous notice was given to the company on 14/04/2014

The previous notice was dated 10/04/2014

#### 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	Person's votes	Voting Power (5)
ORDINARY SHARES	58,316,712	6.20%	68,587,814	7.29%

#### 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
23/05/2014	WBC & its Associates, Westpac RE Limited, BT Funds Management No.2 Limited, BT Funds Management Limited, Advance Asset Management Limited, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) 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
Advance Asset Management 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.	11,337,724
BT Funds Management Limited	BT Portfolio Services Limited  HSBC Custody Nominees (Australia) 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.	6,141,559
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	2,840,131
BT Investment Management (Fund Services) Limited	Permanent Trustee Australia Limited  Australia and New Zealand Banking Group Limited  National Custodian Nominees  HSBC Custody Nominees (Australia) Limited.  National Australian Custodian Services  BNP Fund Services Australasia Pty Limited  Citicorp Nominees Pty Limited  National Nominees	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.	14,336,666

	Limited  JP Morgan Chase Bank  National Australia Bank Limited		
BT Investment Management (Institutional) Limited	UBS Wealth Management  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.	31,706,179
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty 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.	2,225,555

#### 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 St, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
NINE ENTERTAINMENT CO. HOLDINGS LIMITED (NEC)	The Company Secretary, NINE ENTERTAINMENT CO. HOLDINGS LIMITED (NEC) 24 Artarmon Road WILLOUGHBY NSW 2068 Tel: +61 2 9906 9999 Fax: +61 2 9965 2215

## Signature

print name Tim Hartin capacity Company Secretary

sign here \_\_\_\_\_ date 27/5/2014

### **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 6of 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 : 11/04/2014 to 23/05/2014

SECURITY: NEC

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**Advance Asset Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
11/04/2014	HSBC Custody Nominees (Australia) Limited.	-274,286	.00
15/04/2014	HSBC Custody Nominees (Australia) Limited.	-6,600	-14,982.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-269,268	-630,087.12
5/05/2014	HSBC Custody Nominees (Australia) Limited.	-25,701	-59,626.32
7/05/2014	HSBC Custody Nominees (Australia) Limited.	-4,500	-10,395.00
23/05/2014	HSBC Custody Nominees (Australia) Limited.	-4,900	-10,780.00
	<b>Total</b>	<b>-585,255</b>	<b>-725,870.44</b>
	<b>Advance Asset Management Limited Total :</b>	<b>-585,255</b>	<b>-725,870.44</b>

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**BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
22/04/2014	BT Portfolio Services Limited	-5,000	-11,800.00
14/05/2014	BT Portfolio Services Limited	2,100	4,816.98
	<b>Total</b>	<b>-2,900</b>	<b>-6,983.02</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/04/2014	HSBC Custody Nominees (Australia) Limited.	1,116,431	2,623,612.85
16/05/2014	HSBC Custody Nominees (Australia) Limited.	218,830	494,555.80
19/05/2014	HSBC Custody Nominees (Australia) Limited.	445,875	1,003,218.75
23/05/2014	HSBC Custody Nominees (Australia) Limited.	34,581	75,732.39
	<b>Total</b>	<b>1,815,717</b>	<b>4,197,119.79</b>
	<b>BT Funds Management Limited Total :</b>	<b>1,812,817</b>	<b>4,190,136.77</b>

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**BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
11/04/2014	HSBC Custody Nominees (Australia) Limited.	51,070	117,461.00
	<b>Total</b>	<b>51,070</b>	<b>117,461.00</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>51,070</b>	<b>117,461.00</b>

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

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>	
11/04/2014	Australia and New Zealand Banking Group Limited	5,649	12,992.70	
	<b>Total</b>	<b>5,649</b>	<b>12,992.70</b>	
	<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2014	HSBC Custody Nominees (Australia) Limited.	1,326	2,983.50	
16/05/2014	HSBC Custody Nominees (Australia) Limited.	3,249	7,310.25	
	<b>Total</b>	<b>4,575</b>	<b>10,293.75</b>	

Date	Registered Company	Quantity	Value
19/05/2014	JP Morgan Chase Bank	252,296	567,666.00
20/05/2014	JP Morgan Chase Bank	224,719	505,617.75
	<b>Total</b>	<b>477,015</b>	<b>1,073,283.75</b>

Date	Registered Company	Quantity	Value
11/04/2014	National Australian Custodian Services	14,593	33,563.90
	<b>Total</b>	<b>14,593</b>	<b>33,563.90</b>

Date	Registered Company	Quantity	Value
11/04/2014	National Nominees Limited	16,035	36,880.50
15/04/2014	National Nominees Limited	-31,098	-70,281.48
	<b>Total</b>	<b>-15,063</b>	<b>-33,400.98</b>

**BT Investment Management (Fund Services) Limited**  
**Total :** **486,769** **1,096,733.12**

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**BT Investment Management (Institutional) Limited**

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Date	Registered Company	Quantity	Value
11/04/2014	HSBC Custody Nominees (Australia) Limited.	263,788	606,712.40
11/04/2014	HSBC Custody Nominees (Australia) Limited.	-344,528	-792,414.40
14/04/2014	HSBC Custody Nominees (Australia) Limited.	25,894	59,297.26
14/04/2014	HSBC Custody Nominees (Australia) Limited.	190,370	435,947.30
15/04/2014	HSBC Custody Nominees (Australia) Limited.	36,712	83,336.24
15/04/2014	HSBC Custody Nominees (Australia) Limited.	269,905	612,684.35
16/04/2014	HSBC Custody Nominees (Australia) Limited.	68,560	160,430.40
16/04/2014	HSBC Custody Nominees (Australia) Limited.	504,052	1,179,481.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	38,119	90,342.03
17/04/2014	HSBC Custody Nominees (Australia) Limited.	280,251	664,194.87
22/04/2014	HSBC Custody Nominees (Australia) Limited.	37,653	89,237.61
22/04/2014	HSBC Custody Nominees (Australia) Limited.	276,825	656,075.25
23/04/2014	HSBC Custody Nominees (Australia) Limited.	33,373	79,094.01
23/04/2014	HSBC Custody Nominees (Australia) Limited.	245,360	581,503.20
6/05/2014	HSBC Custody Nominees (Australia) Limited.	-28,017	-64,719.27
7/05/2014	HSBC Custody Nominees (Australia) Limited.	19,345	44,880.40
12/05/2014	HSBC Custody Nominees (Australia) Limited.	14,358	32,592.66
13/05/2014	HSBC Custody Nominees (Australia) Limited.	10,660	24,411.40
16/05/2014	HSBC Custody Nominees (Australia) Limited.	21,163	47,828.38
19/05/2014	HSBC Custody Nominees (Australia) Limited.	43,119	97,017.75
21/05/2014	HSBC Custody Nominees (Australia) Limited.	2,435,580	5,431,343.40
22/05/2014	HSBC Custody Nominees (Australia) Limited.	1,000,000	2,230,000.00
23/05/2014	HSBC Custody Nominees (Australia) Limited.	248,739	544,738.41
23/05/2014	HSBC Custody Nominees (Australia) Limited.	1,500,000	3,270,000.00
	<b>Total</b>	<b>7,191,281</b>	<b>16,164,015.33</b>

Date	Registered Company	Quantity	Value
11/04/2014	National Australia Bank Limited	344,528	792,414.40
11/04/2014	National Australia Bank Limited	71,551	164,567.30
	<b>Total</b>	<b>416,079</b>	<b>956,981.70</b>

**BT Investment Management (Institutional) Limited**  
**Total :** **7,607,360** **17,120,997.03**

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**Westpac RE Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
11/04/2014	HSBC Custody Nominees (Australia) Limited.	274,286	.00
14/04/2014	HSBC Custody Nominees (Australia) Limited.	2,550	5,839.50
14/04/2014	HSBC Custody Nominees (Australia) Limited.	3,150	7,150.50
14/04/2014	HSBC Custody Nominees (Australia) Limited.	-73	-167.17
15/04/2014	HSBC Custody Nominees (Australia) Limited.	617	1,400.59
15/04/2014	HSBC Custody Nominees (Australia) Limited.	2,344	5,344.32
15/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	6,810.00
15/04/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,350.00
16/04/2014	HSBC Custody Nominees (Australia) Limited.	3,500	8,155.00
16/04/2014	HSBC Custody Nominees (Australia) Limited.	1,200	2,796.00
16/04/2014	HSBC Custody Nominees (Australia) Limited.	1,300	3,029.00
16/04/2014	HSBC Custody Nominees (Australia) Limited.	1,700	3,961.00
16/04/2014	HSBC Custody Nominees (Australia) Limited.	3,500	8,155.00
16/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	6,990.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	641	1,512.76
17/04/2014	HSBC Custody Nominees (Australia) Limited.	472	1,113.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,408	3,322.88
17/04/2014	HSBC Custody Nominees (Australia) Limited.	693	1,635.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,237	2,919.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	900	2,124.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	456	1,076.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	301	710.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	485	1,144.60
17/04/2014	HSBC Custody Nominees (Australia) Limited.	549	1,295.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	324	764.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	284	670.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,454	3,431.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	346	816.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	572	1,349.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	634	1,496.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	701	1,654.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,040	2,454.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	375	885.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	780	1,840.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	271	639.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,083	2,555.88
17/04/2014	HSBC Custody Nominees (Australia) Limited.	393	927.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	640	1,510.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	561	1,323.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	730	1,722.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	512	1,208.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	466	1,099.76
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,005	2,371.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	151	356.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,029	2,428.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	504	1,189.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	978	2,308.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	264	623.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	460	1,085.60
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,606	3,790.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	235	554.60
17/04/2014	HSBC Custody Nominees (Australia) Limited.	231	545.16

17/04/2014	HSBC Custody Nominees (Australia) Limited.	243	573.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	404	953.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	290	684.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	504	1,189.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	581	1,371.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	448	1,057.28
17/04/2014	HSBC Custody Nominees (Australia) Limited.	631	1,489.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	338	797.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	447	1,054.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,890	4,460.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	273	644.28
17/04/2014	HSBC Custody Nominees (Australia) Limited.	756	1,784.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	699	1,649.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	299	705.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	254	599.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	263	620.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	296	698.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	715	1,687.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	322	759.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	674	1,590.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	368	868.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	592	1,397.12
17/04/2014	HSBC Custody Nominees (Australia) Limited.	338	797.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	249	587.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	319	752.84
17/04/2014	HSBC Custody Nominees (Australia) Limited.	339	800.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	268	632.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	368	868.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	260	613.60
17/04/2014	HSBC Custody Nominees (Australia) Limited.	336	792.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	671	1,583.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	709	1,673.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	361	851.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	337	795.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	534	1,260.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	861	2,031.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	389	918.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	275	649.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	530	1,250.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	545	1,286.20
17/04/2014	HSBC Custody Nominees (Australia) Limited.	540	1,274.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	379	894.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	807	1,904.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	679	1,602.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	362	854.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	429	1,012.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	144	339.84
17/04/2014	HSBC Custody Nominees (Australia) Limited.	522	1,231.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	378	892.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	203	479.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	306	722.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	228	538.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	672	1,585.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	471	1,111.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	348	821.28



17/04/2014	HSBC Custody Nominees (Australia) Limited.	570	1,345.20
17/04/2014	HSBC Custody Nominees (Australia) Limited.	356	840.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,030	2,430.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	664	1,567.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	538	1,269.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	353	833.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	297	700.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	721	1,701.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	729	1,720.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	378	892.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	459	1,083.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	757	1,786.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	506	1,194.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	552	1,302.72
17/04/2014	HSBC Custody Nominees (Australia) Limited.	416	981.76
17/04/2014	HSBC Custody Nominees (Australia) Limited.	211	497.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	219	516.84
17/04/2014	HSBC Custody Nominees (Australia) Limited.	245	578.20
17/04/2014	HSBC Custody Nominees (Australia) Limited.	172	405.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	687	1,621.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	131	309.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	259	611.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	431	1,017.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	409	965.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	361	851.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	324	764.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	363	856.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	656	1,548.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	483	1,139.88
17/04/2014	HSBC Custody Nominees (Australia) Limited.	533	1,257.88
17/04/2014	HSBC Custody Nominees (Australia) Limited.	293	691.48
17/04/2014	HSBC Custody Nominees (Australia) Limited.	314	741.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,099	2,593.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	179	422.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	601	1,418.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	563	1,328.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	286	674.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	549	1,295.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	389	918.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	707	1,668.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	966	2,279.76
17/04/2014	HSBC Custody Nominees (Australia) Limited.	146	344.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,265	2,985.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	291	686.76
17/04/2014	HSBC Custody Nominees (Australia) Limited.	815	1,923.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	542	1,279.12
17/04/2014	HSBC Custody Nominees (Australia) Limited.	303	715.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	221	521.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	222	523.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	139	328.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	261	615.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	265	625.40
17/04/2014	HSBC Custody Nominees (Australia) Limited.	782	1,845.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	430	1,014.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	136	320.96

17/04/2014	HSBC Custody Nominees (Australia) Limited.	246	580.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	296	698.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	350	826.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	129	304.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	563	1,328.68
17/04/2014	HSBC Custody Nominees (Australia) Limited.	199	469.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	412	972.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	699	1,649.64
17/04/2014	HSBC Custody Nominees (Australia) Limited.	478	1,128.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	364	859.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	817	1,928.12
17/04/2014	HSBC Custody Nominees (Australia) Limited.	271	639.56
17/04/2014	HSBC Custody Nominees (Australia) Limited.	112	264.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	686	1,618.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	335	790.60
17/04/2014	HSBC Custody Nominees (Australia) Limited.	267	630.12
17/04/2014	HSBC Custody Nominees (Australia) Limited.	339	800.04
17/04/2014	HSBC Custody Nominees (Australia) Limited.	484	1,142.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	267	630.12
17/04/2014	HSBC Custody Nominees (Australia) Limited.	531	1,253.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	159	375.24
17/04/2014	HSBC Custody Nominees (Australia) Limited.	55	129.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	52	122.72
17/04/2014	HSBC Custody Nominees (Australia) Limited.	442	1,043.12
17/04/2014	HSBC Custody Nominees (Australia) Limited.	44	103.84
17/04/2014	HSBC Custody Nominees (Australia) Limited.	337	795.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	487	1,149.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	262	618.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	380	896.80
17/04/2014	HSBC Custody Nominees (Australia) Limited.	251	592.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	257	606.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	262	618.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	197	464.92
17/04/2014	HSBC Custody Nominees (Australia) Limited.	135	318.60
17/04/2014	HSBC Custody Nominees (Australia) Limited.	519	1,224.84
17/04/2014	HSBC Custody Nominees (Australia) Limited.	211	497.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	261	615.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	173	408.28
17/04/2014	HSBC Custody Nominees (Australia) Limited.	804	1,897.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	344	811.84
17/04/2014	HSBC Custody Nominees (Australia) Limited.	132	311.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	252	594.72
17/04/2014	HSBC Custody Nominees (Australia) Limited.	376	887.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	504	1,189.44
17/04/2014	HSBC Custody Nominees (Australia) Limited.	381	899.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	332	783.52
17/04/2014	HSBC Custody Nominees (Australia) Limited.	15,000	35,400.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	10,000	23,600.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,800.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	4,750	11,210.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	10,000	23,600.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	10,000	23,600.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,800.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	10,000	23,600.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	7,080.00

17/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	7,080.00
17/04/2014	HSBC Custody Nominees (Australia) Limited.	961	2,267.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	3,278	7,736.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,402	3,308.72
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,676	3,955.36
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,453	3,429.08
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,281	3,023.16
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,711	4,037.96
17/04/2014	HSBC Custody Nominees (Australia) Limited.	1,737	4,099.32
17/04/2014	HSBC Custody Nominees (Australia) Limited.	2,833	6,685.88
17/04/2014	HSBC Custody Nominees (Australia) Limited.	-753	.00
22/04/2014	HSBC Custody Nominees (Australia) Limited.	1,510	3,563.60
22/04/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,800.00
22/04/2014	HSBC Custody Nominees (Australia) Limited.	-344	-808.40
22/04/2014	HSBC Custody Nominees (Australia) Limited.	-403	-947.05
22/04/2014	HSBC Custody Nominees (Australia) Limited.	-389	-914.15
23/04/2014	HSBC Custody Nominees (Australia) Limited.	152	360.24
23/04/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,800.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	10,000	23,700.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	7,080.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	7,080.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	7,080.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	3,000	7,080.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	3,500	8,295.00
28/04/2014	HSBC Custody Nominees (Australia) Limited.	277	653.72
28/04/2014	HSBC Custody Nominees (Australia) Limited.	4,500	10,575.00
28/04/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,750.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	40,000	94,400.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	6,000	14,160.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	4,500	10,620.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	2,000	4,720.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	4,000	9,400.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-387	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-389	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	389	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-387	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	387	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-389	.00
2/05/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,700.00
2/05/2014	HSBC Custody Nominees (Australia) Limited.	2,500	5,850.00
5/05/2014	HSBC Custody Nominees (Australia) Limited.	10,000	23,200.00
5/05/2014	HSBC Custody Nominees (Australia) Limited.	22,000	50,820.00
5/05/2014	HSBC Custody Nominees (Australia) Limited.	-49	-113.68
6/05/2014	HSBC Custody Nominees (Australia) Limited.	84	193.20
7/05/2014	HSBC Custody Nominees (Australia) Limited.	511	1,139.53
8/05/2014	HSBC Custody Nominees (Australia) Limited.	2,000	4,600.00
8/05/2014	HSBC Custody Nominees (Australia) Limited.	-10	-22.90
12/05/2014	HSBC Custody Nominees (Australia) Limited.	2,000	4,560.00
13/05/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,500.00
13/05/2014	HSBC Custody Nominees (Australia) Limited.	9,000	20,610.00
13/05/2014	HSBC Custody Nominees (Australia) Limited.	2,000	4,580.00
14/05/2014	HSBC Custody Nominees (Australia) Limited.	500	1,140.00
14/05/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,450.00
16/05/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,200.00
19/05/2014	HSBC Custody Nominees (Australia) Limited.	2,500	5,650.00

19/05/2014	HSBC Custody Nominees (Australia) Limited.	5,000	11,300.00
19/05/2014	HSBC Custody Nominees (Australia) Limited.	4,000	9,040.00
20/05/2014	HSBC Custody Nominees (Australia) Limited.	-681	-1,518.63
20/05/2014	HSBC Custody Nominees (Australia) Limited.	-658	-1,467.34
20/05/2014	HSBC Custody Nominees (Australia) Limited.	-581	-1,295.63
21/05/2014	HSBC Custody Nominees (Australia) Limited.	214	479.36
22/05/2014	HSBC Custody Nominees (Australia) Limited.	4,500	10,125.00
22/05/2014	HSBC Custody Nominees (Australia) Limited.	4,000	8,960.00
	<b>Total</b>	<b>678,003</b>	<b>948,587.61</b>
	<b>Westpac RE Limited Total :</b>	<b>678,003</b>	<b>948,587.61</b>

## 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 WBC – 23/05/2014

Westpac Banking Corporation	Australia	Packaging Properties 1 Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Packaging Properties 2 Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Packaging Properties 3 Pty Limited	Australia
1925 Advances Pty Limited	Australia	Partnership Pacific Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Partnership Pacific Securities Pty Limited	Australia
Advance Asset Management Limited	Australia	Pashley Investments Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Qvalent Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Reinventure ILP	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	RMS Warehouse Trust 2007-1	Australia
Ascalon Capital Managers Limited	Australia	Sallmoor Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	Securitor Financial Group Limited	Australia
Asgard Capital Management Limited	Australia	Seed Pool Trust No. 2	Australia
Asgard Wealth Solutions Limited	Australia	Series 2007-1G WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2008-1M WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2009-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 1	Australia	Series 2011-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 2	Australia	Series 2011-2 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 3	Australia	Series 2011-3 WST Trust	Australia
Bella Trust No. 2 Series 2012 - 1	Australia	Series 2012-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 1	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 2	Australia	Series 2013-2 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 Investments Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Capital Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Procurement Management Pty Limited	Australia
BT Funds Management Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Fund Services) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management (Institutional) Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Long Term Income Fund	Australia	The Mortgage Company Pty Limited	Australia
BT Portfolio Services Limited	Australia	The Warehouse Financial Services Limited	New Zealand

BT Private Nominees Pty Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 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 3 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
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Markets Holding Corp.	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Markets LLC	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Trust IV	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Management Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 41	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 44	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 48	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 49	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 50	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 52	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 56	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Europe Limited	UK
Crusade CP Trust No. 58	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade CP Trust No. 60	Australia	Westpac Financial Consultants Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac General Insurance Limited	Australia
Crusade Management Limited	Australia	Westpac General Insurance Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Global Capital Markets Pty Limited	Australia

Crusade 2P Trust of 2008	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Europe Infrastructure Debt LP	UK	Westpac Investment Capital Corporation	USA
G.C.L. Investments Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Advisers LLC	USA	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management (USA) Inc.	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Funds Management Asia Pty. Limited	USA	Westpac New Zealand Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac NZ Covered Bond Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac NZ Leasing Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac NZ Operations Limited	New Zealand
Hastings Investment Management Pty Ltd	USA	Westpac NZ Securitisation Holdings Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac NZ Securitisation Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac NZ Securitisation No. 2 Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Hickory Trust	Australia	Westpac Pacific Limited Partnership	Australia
Hitton Pty Limited	Australia	Westpac Properties Limited	Australia
HLT Custodian Trust	New Zealand	Westpac RE Limited	Australia
Infrastructure GP LLP	UK	Westpac Securities Administration Limited	Australia
Infrastructure GP 2 LLP	UK	Westpac Securities Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Securities NZ Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac Securitisation Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Securitisation Management Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Singapore Limited	Singapore
Magnitude Group Pty Limited	Australia	Westpac Structured Products Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Net Nominees Limited	Australia	Westpac TPS Trust	Australia
North Ryde Office Trust	Australia	Westpac Unit Trust	Australia
Number 120 Limited	New Zealand	Westpac USA Inc.	USA
Oniston Pty Limited	Australia		

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

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