

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme BT INVESTMENT MANAGEMENT LIMITED

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 8/01/2013

The previous notice was given to the company on 22/09/2011

The previous notice was dated 20/09/2011

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	197,531,189	73.73%	197,894,429	72.17%

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
8/01/2013	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management Limited, BT Investment Management 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
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	6,041
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.	323,819
BT Investment Management Limited Employee Equity Plan Trust	BT Investment Management Limited Employee Equity Plan Trust	BT Investment Management Limited Employee Equity Plan. The Trustee for the Staff Equity Plan is Pacific Custodians Pty Limited (ACN 009 682 866). Shares are acquired by the Trustee on-market and held and disposed of in accordance with the Rules of the BT Investment Management Limited Employee Equity Plan.	24,673,792
Westpac Financial Services Group Limited	Westpac Financial Services Group Limited	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	172,800,000
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.	90,777

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 Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital 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
BT Investment Management Limited Employee Equity Plan Trust	(ACN 009 682 866).
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT INVESTMENT MANAGEMENT LIMITED	The Company Secretary BT Investment Management Limited (BTT) Level 14 The Chifley Tower 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 10/1/2013

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 : 21/09/2011 to 8/01/2013

SECURITY: BTT

BT Funds Management Limited

Date	Registered Company	Quantity	Value
26/09/2011	BT Portfolio Services Limited	-1,850	-3,759.57
28/09/2011	BT Portfolio Services Limited	-1,354	-2,712.33
29/09/2011	BT Portfolio Services Limited	-1,354	-2,645.17
7/10/2011	BT Portfolio Services Limited	-1,041	-2,030.05
26/10/2011	BT Portfolio Services Limited	1,041	2,092.41
26/10/2011	BT Portfolio Services Limited	-1,041	-2,092.41
28/10/2011	BT Portfolio Services Limited	-1,354	-2,671.71
3/11/2011	BT Portfolio Services Limited	4,000	8,520.00
3/11/2011	BT Portfolio Services Limited	-4,000	-8,520.00
8/11/2011	BT Portfolio Services Limited	-1,354	-2,861.27
9/11/2011	BT Portfolio Services Limited	1,041	2,227.74
9/11/2011	BT Portfolio Services Limited	-1,041	-2,227.74
11/11/2011	BT Portfolio Services Limited	1,041	2,227.74
11/11/2011	BT Portfolio Services Limited	-1,041	-2,227.74
14/11/2011	BT Portfolio Services Limited	1,041	2,258.97
14/11/2011	BT Portfolio Services Limited	-10,000	-22,164.00
14/11/2011	BT Portfolio Services Limited	-1,041	-2,258.97
15/11/2011	BT Portfolio Services Limited	-1,354	-2,901.89
17/11/2011	BT Portfolio Services Limited	-1,354	-2,951.72
18/11/2011	BT Portfolio Services Limited	-1,354	-2,902.30
21/11/2011	BT Portfolio Services Limited	-165	-320.07
23/11/2011	BT Portfolio Services Limited	2,082	4,517.94
23/11/2011	BT Portfolio Services Limited	1,354	2,938.18
23/11/2011	BT Portfolio Services Limited	-1,041	-2,258.97
23/11/2011	BT Portfolio Services Limited	-1,041	-2,258.97
23/11/2011	BT Portfolio Services Limited	-1,354	-2,938.18
1/12/2011	BT Portfolio Services Limited	-1,354	-2,671.71
1/12/2011	BT Portfolio Services Limited	-1,354	-2,624.32
5/12/2011	BT Portfolio Services Limited	-1,354	-2,667.38
6/12/2011	BT Portfolio Services Limited	-1,979	-3,783.06
19/12/2011	BT Portfolio Services Limited	-1,354	-2,401.45
9/01/2012	BT Portfolio Services Limited	1,041	1,873.80
9/01/2012	BT Portfolio Services Limited	-1,041	-1,873.80
12/01/2012	BT Portfolio Services Limited	-3,750	-6,867.00
12/01/2012	BT Portfolio Services Limited	-1,510	-2,748.20

17/01/2012	BT Portfolio Services Limited	1,354	2,464.28
25/01/2012	BT Portfolio Services Limited	-1,041	-1,842.67
1/02/2012	BT Portfolio Services Limited	-1,354	-2,468.61
6/02/2012	BT Portfolio Services Limited	-1,041	-1,899.93
9/02/2012	BT Portfolio Services Limited	-7,014	-13,290.13
13/02/2012	BT Portfolio Services Limited	7,599	14,058.15
14/02/2012	BT Portfolio Services Limited	3,937	7,437.78
20/02/2012	BT Portfolio Services Limited	5,384	10,104.15
22/02/2012	BT Portfolio Services Limited	5,375	10,060.93
27/02/2012	BT Portfolio Services Limited	-1,354	-2,448.30
29/02/2012	BT Portfolio Services Limited	5,134	10,047.75
1/03/2012	BT Portfolio Services Limited	-2,454	-4,749.23
9/03/2012	BT Portfolio Services Limited	1,041	2,061.18
9/03/2012	BT Portfolio Services Limited	-1,041	-2,061.18
13/03/2012	BT Portfolio Services Limited	-1,041	-2,030.05
13/03/2012	BT Portfolio Services Limited	-1,041	-2,040.46
15/03/2012	BT Portfolio Services Limited	2,925	6,029.01
19/03/2012	BT Portfolio Services Limited	2,000	4,256.40
19/03/2012	BT Portfolio Services Limited	-1,197	-2,477.31
22/03/2012	BT Portfolio Services Limited	1,041	2,175.69
27/03/2012	BT Portfolio Services Limited	2,992	6,588.68
29/03/2012	BT Portfolio Services Limited	3,391	7,632.12
30/03/2012	BT Portfolio Services Limited	1,041	2,300.61
30/03/2012	BT Portfolio Services Limited	-1,041	-2,300.61
12/04/2012	BT Portfolio Services Limited	3,454	7,586.37
12/04/2012	BT Portfolio Services Limited	-313	-639.74
16/04/2012	BT Portfolio Services Limited	-3,000	-6,507.00
17/04/2012	BT Portfolio Services Limited	8,030	17,541.54
18/04/2012	BT Portfolio Services Limited	6,000	13,062.60
26/04/2012	BT Portfolio Services Limited	-1,041	-2,205.77
30/04/2012	BT Portfolio Services Limited	-1,354	-2,793.57
4/05/2012	BT Portfolio Services Limited	2,275	4,995.90
15/05/2012	BT Portfolio Services Limited	-3,476	-6,915.50
18/05/2012	BT Portfolio Services Limited	-1,041	-1,910.34
29/05/2012	BT Portfolio Services Limited	-1,041	-1,821.02
7/06/2012	BT Portfolio Services Limited	5,000	8,850.00
7/06/2012	BT Portfolio Services Limited	-5,000	-8,850.00
13/06/2012	BT Portfolio Services Limited	-600	-1,079.64
21/06/2012	BT Portfolio Services Limited	-2,483	-4,560.53
25/06/2012	BT Portfolio Services Limited	-103	-185.4
29/06/2012	BT Portfolio Services Limited	-4,314	-7,410.16
12/07/2012	BT Portfolio Services Limited	-1,354	-2,251.97
12/07/2012	BT Portfolio Services Limited	-7,286	-12,271.08
13/07/2012	BT Portfolio Services Limited	-2,000	-3,433.60
20/07/2012	BT Portfolio Services Limited	-1,354	-2,353.52
31/07/2012	BT Portfolio Services Limited	4,625	8,130.29

3/08/2012	BT Portfolio Services Limited	-1,041	-1,754.19
3/08/2012	BT Portfolio Services Limited	-1,354	-2,259.96
9/08/2012	BT Portfolio Services Limited	7,182	13,036.05
9/08/2012	BT Portfolio Services Limited	2,438	4,485.92
9/08/2012	BT Portfolio Services Limited	-1,354	-2,491.36
9/08/2012	BT Portfolio Services Limited	-1,084	-1,994.56
21/08/2012	BT Portfolio Services Limited	1,510	2,988.44
21/08/2012	BT Portfolio Services Limited	-1,354	-2,617.55
23/08/2012	BT Portfolio Services Limited	-1,354	-2,495.69
24/08/2012	BT Portfolio Services Limited	-1,041	-1,983.21
28/08/2012	BT Portfolio Services Limited	2,577	5,015.62
29/08/2012	BT Portfolio Services Limited	-2,275	-4,365.73
3/09/2012	BT Portfolio Services Limited	-1,354	-2,570.16
3/09/2012	BT Portfolio Services Limited	-1,979	-3,773.16
4/09/2012	BT Portfolio Services Limited	-1,041	-1,946.77
11/09/2012	BT Portfolio Services Limited	3,354	6,372.60
11/09/2012	BT Portfolio Services Limited	-2,000	-3,800.00
11/09/2012	BT Portfolio Services Limited	-1,354	-2,572.60
19/09/2012	BT Portfolio Services Limited	-1,041	-2,045.67
24/09/2012	BT Portfolio Services Limited	10,000	20,133.00
3/10/2012	BT Portfolio Services Limited	-1,354	-2,752.95
4/10/2012	BT Portfolio Services Limited	5,000	10,936.50
8/10/2012	BT Portfolio Services Limited	-6,428	-14,233.52
10/10/2012	BT Portfolio Services Limited	895	1,996.39
15/10/2012	BT Portfolio Services Limited	-1,354	-2,901.89
18/10/2012	BT Portfolio Services Limited	-1,666	-3,660.37
23/10/2012	BT Portfolio Services Limited	2,175	5,017.07
25/10/2012	BT Portfolio Services Limited	1,041	2,342.25
25/10/2012	BT Portfolio Services Limited	-1,197	-2,620.95
25/10/2012	BT Portfolio Services Limited	-1,041	-2,342.25
2/11/2012	BT Portfolio Services Limited	3,000	6,579.60
7/11/2012	BT Portfolio Services Limited	5,000	10,786.50
12/11/2012	BT Portfolio Services Limited	5,000	10,636.50
22/11/2012	BT Portfolio Services Limited	5,000	10,886.50
26/11/2012	BT Portfolio Services Limited	-1,041	-2,274.69
7/12/2012	BT Portfolio Services Limited	-1,354	-3,050.83
10/12/2012	BT Portfolio Services Limited	4,510	10,409.53
31/12/2012	BT Portfolio Services Limited	-4,510	-10,561.97
2/01/2013	BT Portfolio Services Limited	5,000	12,036.50
Total		6,141	23,491.78
BT Funds Management Limited Total :		6,141	23,491.78

Westpac RE Limited

Date	Registered Company	Quantity	Value
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17/11/2011	HSBC Custody Nominees (Australia) Limited.	-2,291	0
	Total	-2,291	0
	Westpac RE Limited Total :	-2,291	0

BT Investment Management Limited Employee Equity Plan Trust

Date	Registered Company	Quantity	Value
20/12/2012	Pacific Custodian Proprietary Limited	2,661,638	6,239,999.65
6/12/2012	Pacific Custodian Proprietary Limited	6,319	-7,517,640.74
3/12/2012	Pacific Custodian Proprietary Limited	3,780,993	33,578.00
30/11/2012	Pacific Custodian Proprietary Limited	3,765,835	25,846.49
29/11/2012	Pacific Custodian Proprietary Limited	3,754,093	30,633.67
28/11/2012	Pacific Custodian Proprietary Limited	3,740,236	21,298.71
27/11/2012	Pacific Custodian Proprietary Limited	3,730,515	12,746.55
23/11/2012	Pacific Custodian Proprietary Limited	3,724,625	16,486.26
22/11/2012	Pacific Custodian Proprietary Limited	3,717,002	16,358.96
21/11/2012	Pacific Custodian Proprietary Limited	3,709,379	70,104.74
20/11/2012	Pacific Custodian Proprietary Limited	3,676,658	25,187.78
19/11/2012	Pacific Custodian Proprietary Limited	3,664,877	37,165.59
16/11/2012	Pacific Custodian Proprietary Limited	3,647,552	36,518.96
15/11/2012	Pacific Custodian Proprietary Limited	3,630,503	23,225.37
14/11/2012	Pacific Custodian Proprietary Limited	3,619,529	13,209.51
14/09/2012	Pacific Custodian Proprietary Limited	3,613,352	-39,998.94
14/09/2012	Pacific Custodian Proprietary Limited	3,634,393	-40,000.84
31/07/2012	Pacific Custodian Proprietary Limited	3,655,435	3,320.49
30/07/2012	Pacific Custodian Proprietary Limited	3,653,482	6,472.22
26/07/2012	Pacific Custodian Proprietary Limited	3,649,671	133,355.63
26/07/2012	Pacific Custodian Proprietary Limited	3,573,210	183,438.30
27/07/2012	Pacific Custodian Proprietary Limited	3,468,960	4,354.26
26/07/2012	Pacific Custodian Proprietary Limited	3,466,461	7,752.77
25/07/2012	Pacific Custodian Proprietary Limited	3,462,067	8,753.76
24/07/2012	Pacific Custodian Proprietary Limited	3,457,125	8,766.61
23/07/2012	Pacific Custodian Proprietary Limited	3,452,183	3,515.46
19/07/2012	Pacific Custodian Proprietary Limited	3,450,200	52,460.33
20/07/2012	Pacific Custodian Proprietary Limited	3,420,337	2,663.28
19/07/2012	Pacific Custodian Proprietary Limited	3,418,823	10,742.38
18/07/2012	Pacific Custodian Proprietary Limited	3,412,821	9,703.08
4/07/2012	Pacific Custodian Proprietary Limited	3,407,249	10,494.50
3/07/2012	Pacific Custodian Proprietary Limited	3,401,247	7,129.35
2/07/2012	Pacific Custodian Proprietary Limited	3,397,184	10,540.71
29/06/2012	Pacific Custodian Proprietary Limited	3,391,182	11,384.17
28/06/2012	Pacific Custodian Proprietary Limited	3,384,639	8,031.21
27/06/2012	Pacific Custodian Proprietary Limited	3,380,089	10,756.86

26/06/2012	Pacific Custodian Proprietary Limited	3,374,038	15,472.28
22/06/2012	Pacific Custodian Proprietary Limited	3,365,468	7,529.30
21/06/2012	Pacific Custodian Proprietary Limited	3,361,289	10,412.65
20/06/2012	Pacific Custodian Proprietary Limited	3,355,641	10,584.35
19/06/2012	Pacific Custodian Proprietary Limited	3,349,993	5,177.24
18/06/2012	Pacific Custodian Proprietary Limited	3,347,141	4,688.08
15/06/2012	Pacific Custodian Proprietary Limited	3,344,617	9,271.07
14/06/2012	Pacific Custodian Proprietary Limited	3,339,601	11,226.48
13/06/2012	Pacific Custodian Proprietary Limited	3,333,471	10,708.36
12/06/2012	Pacific Custodian Proprietary Limited	3,327,574	2,854.36
8/06/2012	Pacific Custodian Proprietary Limited	3,325,960	8,107.29
7/06/2012	Pacific Custodian Proprietary Limited	3,321,428	10,757.01
6/06/2012	Pacific Custodian Proprietary Limited	3,315,163	10,349.90
1/06/2012	Pacific Custodian Proprietary Limited	3,309,389	829.29
1/06/2012	Pacific Custodian Proprietary Limited	3,308,928	1,306.00
5/06/2012	Pacific Custodian Proprietary Limited	3,308,202	15,786.56
4/06/2012	Pacific Custodian Proprietary Limited	3,299,357	20,397.26
1/06/2012	Pacific Custodian Proprietary Limited	3,288,138	11,736.02
31/05/2012	Pacific Custodian Proprietary Limited	3,281,614	10,310.24
30/05/2012	Pacific Custodian Proprietary Limited	3,275,888	11,172.37
29/05/2012	Pacific Custodian Proprietary Limited	3,269,623	10,248.60
28/05/2012	Pacific Custodian Proprietary Limited	3,264,019	13,532.46
25/05/2012	Pacific Custodian Proprietary Limited	3,256,747	21,061.37
24/05/2012	Pacific Custodian Proprietary Limited	3,245,690	7,811.58
23/05/2012	Pacific Custodian Proprietary Limited	3,241,478	41,244.82
22/05/2012	Pacific Custodian Proprietary Limited	3,219,364	28,138.49
21/05/2012	Pacific Custodian Proprietary Limited	3,204,621	33,555.36
18/05/2012	Pacific Custodian Proprietary Limited	3,187,667	11,224.53
17/05/2012	Pacific Custodian Proprietary Limited	3,182,099	16,917.90
11/05/2012	Pacific Custodian Proprietary Limited	3,173,956	991.13
15/05/2012	Pacific Custodian Proprietary Limited	3,173,495	7,877.79
11/05/2012	Pacific Custodian Proprietary Limited	3,169,810	306,021.82
11/05/2012	Pacific Custodian Proprietary Limited	3,027,666	1,481,055.61
10/05/2012	Pacific Custodian Proprietary Limited	2,349,092	175,423.62
9/05/2012	Pacific Custodian Proprietary Limited	2,268,005	48,266.02
9/05/2012	Pacific Custodian Proprietary Limited	2,245,891	29,398.44
7/05/2012	Pacific Custodian Proprietary Limited	2,232,302	61,131.06
4/05/2012	Pacific Custodian Proprietary Limited	2,203,804	74,726.88
30/04/2012	Pacific Custodian Proprietary Limited	2,168,790	32,372.24
30/04/2012	Pacific Custodian Proprietary Limited	2,153,874	32,372.24
30/04/2012	Pacific Custodian Proprietary Limited	2,138,958	855.10
30/04/2012	Pacific Custodian Proprietary Limited	2,138,564	193,360.98
13/04/2012	Pacific Custodian Proprietary Limited	2,049,470	1,002.63
13/04/2012	Pacific Custodian Proprietary Limited	2,049,009	1,002.63
13/04/2012	Pacific Custodian Proprietary Limited	2,048,548	102,505.21
4/04/2012	Pacific Custodian Proprietary Limited	2,001,417	33,107.90

3/04/2012	Pacific Custodian Proprietary Limited	1,986,302	33,226.38
2/04/2012	Pacific Custodian Proprietary Limited	1,971,352	6,409.00
30/03/2012	Pacific Custodian Proprietary Limited	1,968,452	12,347.79
30/03/2012	Pacific Custodian Proprietary Limited	1,962,756	484,297.44
29/03/2012	Pacific Custodian Proprietary Limited	1,741,656	16,935.33
28/03/2012	Pacific Custodian Proprietary Limited	1,733,637	7,843.15
27/03/2012	Pacific Custodian Proprietary Limited	1,729,952	7,560.41
26/03/2012	Pacific Custodian Proprietary Limited	1,726,337	221.27
23/03/2012	Pacific Custodian Proprietary Limited	1,726,232	337,149.30
22/03/2012	Pacific Custodian Proprietary Limited	1,563,413	45,992.61
21/03/2012	Pacific Custodian Proprietary Limited	1,541,664	7,671.06
20/03/2012	Pacific Custodian Proprietary Limited	1,537,979	10,374.42
19/03/2012	Pacific Custodian Proprietary Limited	1,532,893	14,596.19
16/03/2012	Pacific Custodian Proprietary Limited	1,525,596	16,142.77
15/03/2012	Pacific Custodian Proprietary Limited	1,517,523	9,934.05
15/03/2012	Pacific Custodian Proprietary Limited	1,512,527	19,384.01
7/03/2012	Pacific Custodian Proprietary Limited	1,502,745	297,240.00
14/03/2012	Pacific Custodian Proprietary Limited	1,352,745	5,609.68
13/03/2012	Pacific Custodian Proprietary Limited	1,349,896	7,864.01
9/03/2012	Pacific Custodian Proprietary Limited	1,345,864	21,099.89
8/03/2012	Pacific Custodian Proprietary Limited	1,335,277	74,473.25
7/03/2012	Pacific Custodian Proprietary Limited	1,298,420	25,549.07
6/03/2012	Pacific Custodian Proprietary Limited	1,285,534	28,255.33
5/03/2012	Pacific Custodian Proprietary Limited	1,271,053	5,875.59
2/03/2012	Pacific Custodian Proprietary Limited	1,267,957	67,777.89
1/03/2012	Pacific Custodian Proprietary Limited	1,232,012	23,987.62
29/02/2012	Pacific Custodian Proprietary Limited	1,218,971	33,107.32
28/02/2012	Pacific Custodian Proprietary Limited	1,201,014	12,898.96
27/02/2012	Pacific Custodian Proprietary Limited	1,194,051	19,984.51
24/02/2012	Pacific Custodian Proprietary Limited	1,183,214	27,290.77
23/02/2012	Pacific Custodian Proprietary Limited	1,168,471	20,813.75
22/02/2012	Pacific Custodian Proprietary Limited	1,157,315	11,802.42
21/02/2012	Pacific Custodian Proprietary Limited	1,150,790	369,048.12
27/01/2012	Pacific Custodian Proprietary Limited	948,072	4,233.84
14/12/2011	Pacific Custodian Proprietary Limited	945,771	-9,999.46
1/12/2011	Pacific Custodian Proprietary Limited	950,385	-
1/12/2011	Pacific Custodian Proprietary Limited	6,543,896	12,122,257.04
30/09/2011	Pacific Custodian Proprietary Limited	6,578,471	-74,930.94
30/09/2011	Pacific Custodian Proprietary Limited	6,583,425	-9,999.65
20/05/2011	Pacific Custodian Proprietary Limited	6,582,699	1,437.48
6/05/2011	Pacific Custodian Proprietary Limited	6,581,973	1,437.48
12/05/2011	Pacific Custodian Proprietary Limited	6,581,067	1,793.88
	Pacific Custodian Proprietary Limited	351,266,082	3,231.36
			-7,670,052.07

**BT Investment Management Limited Employee
Equity Plan Trust Total:**

351,266,082 -7,670,052.07

**BT Investment Management Limited Employee Equity Plan
Trust**

Date	Registered Company	Quantity	Value
30/11/2012	Equiniti Trust (Jersey) Limited	5,202	11,450.64
29/11/2012	Equiniti Trust (Jersey) Limited	6,138	13,569.28
28/11/2012	Equiniti Trust (Jersey) Limited	4,306	9,434.45
27/11/2012	Equiniti Trust (Jersey) Limited	2,610	5,648.30
23/11/2012	Equiniti Trust (Jersey) Limited	3,377	7,303.44
22/11/2012	Equiniti Trust (Jersey) Limited	3,377	7,247.04
21/11/2012	Equiniti Trust (Jersey) Limited	14,495	31,055.54
20/11/2012	Equiniti Trust (Jersey) Limited	5,219	11,158.22
19/11/2012	Equiniti Trust (Jersey) Limited	7,675	16,464.41
16/11/2012	Equiniti Trust (Jersey) Limited	7,553	16,178.53
15/11/2012	Equiniti Trust (Jersey) Limited	4,861	10,287.82
14/11/2012	Equiniti Trust (Jersey) Limited	2,737	5,853.07
31/07/2012	Equiniti Trust (Jersey) Limited	855	1,453.67
30/07/2012	Equiniti Trust (Jersey) Limited	1,667	2,831.07
26/07/2012	Equiniti Trust (Jersey) Limited	33,555	58,523.28
26/07/2012	Equiniti Trust (Jersey) Limited	45,750	80,501.70
27/07/2012	Equiniti Trust (Jersey) Limited	1,094	1,906.19
26/07/2012	Equiniti Trust (Jersey) Limited	1,922	3,391.18
25/07/2012	Equiniti Trust (Jersey) Limited	2,058	3,645.34
24/07/2012	Equiniti Trust (Jersey) Limited	2,058	3,650.69
23/07/2012	Equiniti Trust (Jersey) Limited	826	1,464.33
19/07/2012	Equiniti Trust (Jersey) Limited	12,436	21,846.32
20/07/2012	Equiniti Trust (Jersey) Limited	631	1,109.99
19/07/2012	Equiniti Trust (Jersey) Limited	2,498	4,470.92
18/07/2012	Equiniti Trust (Jersey) Limited	2,320	4,040.05
4/07/2012	Equiniti Trust (Jersey) Limited	2,498	4,367.75
3/07/2012	Equiniti Trust (Jersey) Limited	1,692	2,968.95
2/07/2012	Equiniti Trust (Jersey) Limited	2,498	4,386.99
29/06/2012	Equiniti Trust (Jersey) Limited	2,724	4,739.49
28/06/2012	Equiniti Trust (Jersey) Limited	1,894	3,343.10
27/06/2012	Equiniti Trust (Jersey) Limited	2,519	4,478.03
26/06/2012	Equiniti Trust (Jersey) Limited	3,568	6,441.67
22/06/2012	Equiniti Trust (Jersey) Limited	1,740	3,134.96
21/06/2012	Equiniti Trust (Jersey) Limited	2,352	4,336.15
20/06/2012	Equiniti Trust (Jersey) Limited	2,352	4,407.65
19/06/2012	Equiniti Trust (Jersey) Limited	1,187	2,154.76
18/06/2012	Equiniti Trust (Jersey) Limited	1,051	1,952.13
15/06/2012	Equiniti Trust (Jersey) Limited	2,089	3,861.10

14/06/2012	Equiniti Trust (Jersey) Limited	2,187	4,005.27
13/06/2012	Equiniti Trust (Jersey) Limited	2,103	3,818.84
12/06/2012	Equiniti Trust (Jersey) Limited	576	1,018.66
8/06/2012	Equiniti Trust (Jersey) Limited	1,617	2,892.65
7/06/2012	Equiniti Trust (Jersey) Limited	2,235	3,837.50
6/06/2012	Equiniti Trust (Jersey) Limited	2,059	3,690.76
5/06/2012	Equiniti Trust (Jersey) Limited	3,155	5,631.04
4/06/2012	Equiniti Trust (Jersey) Limited	4,001	7,274.22
1/06/2012	Equiniti Trust (Jersey) Limited	2,327	4,186.04
31/05/2012	Equiniti Trust (Jersey) Limited	2,043.00	0.00
30/05/2012	Equiniti Trust (Jersey) Limited	2,235.00	0.00
29/05/2012	Equiniti Trust (Jersey) Limited	1,999.00	0.00
28/05/2012	Equiniti Trust (Jersey) Limited	2,593.00	0.00
25/05/2012	Equiniti Trust (Jersey) Limited	3,943.00	0.00
24/05/2012	Equiniti Trust (Jersey) Limited	1,502.00	0.00
23/05/2012	Equiniti Trust (Jersey) Limited	7,886.00	0.00
22/05/2012	Equiniti Trust (Jersey) Limited	5,257.00	0.00
21/05/2012	Equiniti Trust (Jersey) Limited	6,046.00	0.00
18/05/2012	Equiniti Trust (Jersey) Limited	1,986.00	0.00
17/05/2012	Equiniti Trust (Jersey) Limited	2,904.00	0.00
15/05/2012	Equiniti Trust (Jersey) Limited	1,315.00	0.00
11/05/2012	Equiniti Trust (Jersey) Limited	50,724.00	0.00
11/05/2012	Equiniti Trust (Jersey) Limited	241,955.00	0.00
10/05/2012	Equiniti Trust (Jersey) Limited	28,913.00	0.00
9/05/2012	Equiniti Trust (Jersey) Limited	7,886.00	0.00
9/05/2012	Equiniti Trust (Jersey) Limited	4,846.00	0.00
7/05/2012	Equiniti Trust (Jersey) Limited	10,162.00	0.00
4/05/2012	Equiniti Trust (Jersey) Limited	12,486.00	0.00
3/05/2012	Equiniti Trust (Jersey) Limited	- 50,366.00	0.00
4/04/2012	Equiniti Trust (Jersey) Limited	5,390.00	0.00
3/04/2012	Equiniti Trust (Jersey) Limited	5,331.00	0.00
2/04/2012	Equiniti Trust (Jersey) Limited	1,035.00	0.00
2/04/2012	Equiniti Trust (Jersey) Limited	2,031.00	0.00
30/03/2012	Equiniti Trust (Jersey) Limited	78,900.00	0.00
29/03/2012	Equiniti Trust (Jersey) Limited	2,860.00	0.00
28/03/2012	Equiniti Trust (Jersey) Limited	1,315.00	0.00
27/03/2012	Equiniti Trust (Jersey) Limited	1,289.00	0.00
26/03/2012	Equiniti Trust (Jersey) Limited	38.00	0.00
23/03/2012	Equiniti Trust (Jersey) Limited	58,056.00	0.00
22/03/2012	Equiniti Trust (Jersey) Limited	7,756.00	0.00
21/03/2012	Equiniti Trust (Jersey) Limited	1,315.00	0.00
20/03/2012	Equiniti Trust (Jersey) Limited	1,814.00	0.00
19/03/2012	Equiniti Trust (Jersey) Limited	2,602.00	0.00
16/03/2012	Equiniti Trust (Jersey) Limited	2,879.00	0.00
15/03/2012	Equiniti Trust (Jersey) Limited	1,782.00	0.00
15/03/2012	Equiniti Trust (Jersey) Limited	3,488.00	0.00

14/03/2012	Equiniti Trust (Jersey) Limited	1,016.00	0.00
13/03/2012	Equiniti Trust (Jersey) Limited	1,438.00	0.00
9/03/2012	Equiniti Trust (Jersey) Limited	3,775.00	0.00
8/03/2012	Equiniti Trust (Jersey) Limited	13,143.00	0.00
7/03/2012	Equiniti Trust (Jersey) Limited	4,595.00	0.00
6/03/2012	Equiniti Trust (Jersey) Limited	5,164.00	0.00
5/03/2012	Equiniti Trust (Jersey) Limited	1,104.00	0.00
2/03/2012	Equiniti Trust (Jersey) Limited	12,818.00	0.00
1/03/2012	Equiniti Trust (Jersey) Limited	4,651.00	0.00
29/02/2012	Equiniti Trust (Jersey) Limited	6,403.00	0.00
28/02/2012	Equiniti Trust (Jersey) Limited	2,483.00	0.00
27/02/2012	Equiniti Trust (Jersey) Limited	3,865.00	0.00
24/02/2012	Equiniti Trust (Jersey) Limited	5,257.00	0.00
23/02/2012	Equiniti Trust (Jersey) Limited	3,979.00	0.00
22/02/2012	Equiniti Trust (Jersey) Limited	2,327.00	0.00
21/02/2012	Equiniti Trust (Jersey) Limited	72,282.00	0.00
Total		892,140	421,413.13
BT Investment Management Limited Employee Equity Plan Trust Total:		892,140	421,413.13

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– 8/01/2013

Westpac Banking Corporation	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Industrial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 Advances Pty Limited	Australia	Securitor Financial Group Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Seed Pool Trust No. 2	Australia
Advance Asset Management Limited	Australia	Series 2005-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-2 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-3 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2012-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Athena Finance Pty Limited	Australia	Southern Cross Inc.	USA
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Life Limited	Australia
BLE Development Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Financial Group (NZ) Limited	New Zealand	Tasman LLC	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (Fund Services) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management Limited	Australia	TIF International 1 Pty Limited	Australia
BT Life Limited	Australia	Value Nominees Pty Limited	Australia
BT Long Term Income Fund	Australia	W1 Investments Pty Limited	Australia

BT Portfolio Services Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Securities Australia Limited	Australia
BT Securities Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Short Term Income Fund	Australia	Westpac Administration Pty Limited	Australia
BTIM UK Limited	UK	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
Codrington S.a.r.l.	Luxembourg	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade ABS Series 2008-2	Australia	Westpac Capital Corporation	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 49	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 54	Australia	Westpac Custodian Nominees 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 CP Trust No. 60	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2004	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2005	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Limited	Australia
Crusade Management Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Services Limited	Australia
FAI Trust No 2	Australia	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Gemini Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand

General Credit Holdings Pty Limited	Australia	Westpac Investment Capital Corporation	USA
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investments U.K. Limited	UK
Hastings Forests Australia Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management Asia Pte. Limited	Singapore	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation No 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Private Equity Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Inc.	USA
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Orion Trust	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 1 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
Phoenix Trust	Australia	Westpac USA Inc.	USA
Qvalent Pty Limited	Australia	WFAL No.1 Loan Trust	Hong Kong

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia