

26 February 2013

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Initial Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of AWE Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard
Company Secretary

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme AWE LIMITED

ACN/ARSN ABN 70 077 897 440

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

The holder became a substantial holder on 22/02/2013

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	26,175,760	26,175,760	5.01%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder 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.	978,532
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	375,913

		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.	
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.	988,607
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.	3,003,349
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited UBS Wealth Management National Australian Custodian Services HSBC Custody Nominees (Australia) Limited.	BT Investment Management (RE) Limited is the RE and 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.	20,811,922
Equity Desk - (WIB) Westpac Institutional Bank *	Equity Desk - (WIB) Westpac Institutional Bank	Westpac Institutional Bank (WIB): provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for companies and institutions in Australia and New Zealand. In this capacity, can exercise the power to vote or dispose of the	6,283

		shares. * WIB is a business name of the Westpac Banking Corporation.	
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.	11,154

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Equity Desk - (WIB) Westpac Institutional Bank *	See Schedule	See Schedule	
Westpac RE Limited	See Schedule	See Schedule	
Asgard Capital Management Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Investment Management (RE) Limited	See Schedule	See Schedule	

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Schedule	See Schedule		

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. 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
Equity Desk - (WIB) Westpac Institutional Bank *	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Westpac RE Limited	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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
AUST W'WIDE EXPLORATION	AWE Limited (AWE) Level 16, 40 Mount Street NORTH SYDNEY NSW 2060 Tel: 02 8912 8000 Fax: 02 9460 0176

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 26/2/2013

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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) 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).
- See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (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) 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.

SCHEDULE

Sales & Purchases for the period : 22/10/2012 to 22/02/2013
SECURITY: AWE

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
23/10/2012	HSBC Custody Nominees (Australia) Limited.	520	707.20
23/10/2012	HSBC Custody Nominees (Australia) Limited.	432	578.88
23/10/2012	HSBC Custody Nominees (Australia) Limited.	432	591.84
	Total	1,384	1,877.92
	Advance Asset Management Limited Total :	1,384	1,877.92

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
2/11/2012	ASGARD Capital Management Limited	-5,000	-6,650.00
7/11/2012	ASGARD Capital Management Limited	-588	-799.68
7/12/2012	ASGARD Capital Management Limited	-5,420	-6,829.20
31/12/2012	ASGARD Capital Management Limited	2,500	3,050.00
31/12/2012	ASGARD Capital Management Limited	-2,500	-3,050.00
2/01/2013	ASGARD Capital Management Limited	6,530	8,031.90
2/01/2013	ASGARD Capital Management Limited	16,326	20,080.98
3/01/2013	ASGARD Capital Management Limited	2,500	3,250.00
3/01/2013	ASGARD Capital Management Limited	-2,500	-3,250.00
14/01/2013	ASGARD Capital Management Limited	8,000	9,840.00
15/01/2013	ASGARD Capital Management Limited	2,500	3,000.00
15/01/2013	ASGARD Capital Management Limited	-2,500	-3,000.00
22/01/2013	ASGARD Capital Management Limited	-2,500	-2,975.00
1/02/2013	ASGARD Capital Management Limited	1,679	2,199.49
1/02/2013	ASGARD Capital Management Limited	23,076	29,998.80
13/02/2013	ASGARD Capital Management Limited	600	870.00
14/02/2013	ASGARD Capital Management Limited	3,571	4,999.40
18/02/2013	ASGARD Capital Management Limited	7,092	9,999.72
20/02/2013	ASGARD Capital Management Limited	4,000	5,640.00
21/02/2013	ASGARD Capital Management Limited	-1,498	-2,052.26
	Total	55,868	72,354.15
	Asgard Capital Management Limited Total :	55,868	72,354.15

BT Funds Management Limited

Date	Registered Company	Quantity	Value
22/10/2012	BT Portfolio Services Limited	-720	-932.04
25/10/2012	BT Portfolio Services Limited	5,000	6,561.50
26/10/2012	BT Portfolio Services Limited	3,040	4,018.88
29/10/2012	BT Portfolio Services Limited	7,407	10,072.78
1/11/2012	BT Portfolio Services Limited	-5,040	-6,717.31
1/11/2012	BT Portfolio Services Limited	-1,500	-1,996.20
5/11/2012	BT Portfolio Services Limited	10,000	13,233.00
7/11/2012	BT Portfolio Services Limited	4,500	6,156.45
22/11/2012	BT Portfolio Services Limited	10,000	13,636.00
26/11/2012	BT Portfolio Services Limited	20,000	26,836.00

28/11/2012	BT Portfolio Services Limited	1,190	1,594.60
28/11/2012	BT Portfolio Services Limited	-1,190	-1,594.60
29/11/2012	BT Portfolio Services Limited	-1,616	-2,137.16
3/12/2012	BT Portfolio Services Limited	-1,190	-1,522.61
7/12/2012	BT Portfolio Services Limited	3,100	3,890.50
7/12/2012	BT Portfolio Services Limited	-3,100	-3,890.50
12/12/2012	BT Portfolio Services Limited	-2,800	-3,533.60
13/12/2012	BT Portfolio Services Limited	10,000	12,686.00
19/12/2012	BT Portfolio Services Limited	-2,000	-2,460.00
31/12/2012	BT Portfolio Services Limited	3,846	4,730.58
31/12/2012	BT Portfolio Services Limited	-3,846	-4,730.58
7/01/2013	BT Portfolio Services Limited	3,226	4,046.05
10/01/2013	BT Portfolio Services Limited	10,000	12,186.00
15/01/2013	BT Portfolio Services Limited	8,300	9,996.52
15/01/2013	BT Portfolio Services Limited	8,300	9,996.52
24/01/2013	BT Portfolio Services Limited	10,000	11,786.00
24/01/2013	BT Portfolio Services Limited	3,000	3,561.30
5/02/2013	BT Portfolio Services Limited	5,500	7,131.30
5/02/2013	BT Portfolio Services Limited	900	1,276.02
7/02/2013	BT Portfolio Services Limited	-1,545	-2,018.54
8/02/2013	BT Portfolio Services Limited	-8,300	-11,085.48
8/02/2013	BT Portfolio Services Limited	-8,300	-11,043.98
8/02/2013	BT Portfolio Services Limited	-8,000	-10,924.00
12/02/2013	BT Portfolio Services Limited	-27,500	-39,151.75
13/02/2013	BT Portfolio Services Limited	20,600	30,113.08
13/02/2013	BT Portfolio Services Limited	3,700	5,318.01
13/02/2013	BT Portfolio Services Limited	-25,000	-36,467.50
13/02/2013	BT Portfolio Services Limited	-20,000	-28,276.00
14/02/2013	BT Portfolio Services Limited	31,015	42,996.09
14/02/2013	BT Portfolio Services Limited	32,169	44,756.73
15/02/2013	BT Portfolio Services Limited	-3,237	-4,446.99
18/02/2013	BT Portfolio Services Limited	-25,000	-35,462.50
22/02/2013	BT Portfolio Services Limited	25,000	33,037.50
22/02/2013	BT Portfolio Services Limited	1,463	2,004.02
22/02/2013	BT Portfolio Services Limited	2,220	3,000.11
	Total	93,592	116,230.20
BT Funds Management Limited Total :		93,592	116,230.20

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
26/10/2012	HSBC Custody Nominees (Australia) Limited.	244,165	322,297.80
29/10/2012	HSBC Custody Nominees (Australia) Limited.	60,580	80,571.40
30/10/2012	HSBC Custody Nominees (Australia) Limited.	64,419	84,388.89
31/10/2012	HSBC Custody Nominees (Australia) Limited.	62,500	83,750.00
19/11/2012	HSBC Custody Nominees (Australia) Limited.	70,209	94,782.15
20/11/2012	HSBC Custody Nominees (Australia) Limited.	232,805	321,270.90
29/11/2012	HSBC Custody Nominees (Australia) Limited.	64,462	85,734.46
30/11/2012	HSBC Custody Nominees (Australia) Limited.	19,913	25,886.90
17/12/2012	HSBC Custody Nominees (Australia) Limited.	9,731	11,774.51
17/12/2012	HSBC Custody Nominees (Australia) Limited.	58,375	70,633.75
18/12/2012	HSBC Custody Nominees (Australia) Limited.	88,774	109,192.02
19/12/2012	HSBC Custody Nominees (Australia) Limited.	96,016	119,059.84

20/12/2012	HSBC Custody Nominees (Australia) Limited.	73,786	92,232.50
2/01/2013	HSBC Custody Nominees (Australia) Limited.	50,921	62,632.83
3/01/2013	HSBC Custody Nominees (Australia) Limited.	62,341	79,796.48
30/01/2013	HSBC Custody Nominees (Australia) Limited.	141,936	176,000.64
5/02/2013	HSBC Custody Nominees (Australia) Limited.	38,316	49,044.48
6/02/2013	HSBC Custody Nominees (Australia) Limited.	82,204	109,331.32
12/02/2013	HSBC Custody Nominees (Australia) Limited.	24,242	33,938.80
12/02/2013	HSBC Custody Nominees (Australia) Limited.	46,025	64,435.00
15/02/2013	HSBC Custody Nominees (Australia) Limited.	61,540	84,925.20
19/02/2013	HSBC Custody Nominees (Australia) Limited.	32,492	45,163.88
21/02/2013	HSBC Custody Nominees (Australia) Limited.	128,585	176,161.45
22/02/2013	HSBC Custody Nominees (Australia) Limited.	42,238	56,176.54
	Total	1,856,575	2,439,181.74

BT Funds Management No.2 Limited Total : 1,856,575 2,439,181.74

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
26/10/2012	Australia and New Zealand Banking Group Limited	23,120	30,518.40
29/10/2012	Australia and New Zealand Banking Group Limited	5,741	7,635.53
30/10/2012	Australia and New Zealand Banking Group Limited	6,105	7,997.55
31/10/2012	Australia and New Zealand Banking Group Limited	5,923	7,936.82
9/11/2012	Australia and New Zealand Banking Group Limited	2,134	2,902.24
19/11/2012	Australia and New Zealand Banking Group Limited	5,824	7,862.40
20/11/2012	Australia and New Zealand Banking Group Limited	20,526	28,325.88
29/11/2012	Australia and New Zealand Banking Group Limited	8,932	11,879.56
30/11/2012	Australia and New Zealand Banking Group Limited	1,800	2,340.00
17/12/2012	Australia and New Zealand Banking Group Limited	6,356	7,690.76
17/12/2012	Australia and New Zealand Banking Group Limited	1,060	1,282.60
18/12/2012	Australia and New Zealand Banking Group Limited	8,931	10,985.13
19/12/2012	Australia and New Zealand Banking Group Limited	9,022	11,187.28
20/12/2012	Australia and New Zealand Banking Group Limited	7,131	8,913.75
24/12/2012	Australia and New Zealand Banking Group Limited	-3,869	-4,681.49
24/12/2012	Australia and New Zealand Banking Group Limited	-6,115	-7,399.15
2/01/2013	Australia and New Zealand Banking Group Limited	6,248	7,685.04
3/01/2013	Australia and New Zealand Banking Group Limited	6,674	8,542.72
30/01/2013	Australia and New Zealand Banking Group Limited	13,550	16,802.00
5/02/2013	Australia and New Zealand Banking Group	4,213	5,392.64

	Limited		
6/02/2013	Australia and New Zealand Banking Group Limited	8,435	11,218.55
12/02/2013	Australia and New Zealand Banking Group Limited	4,213	5,898.20
12/02/2013	Australia and New Zealand Banking Group Limited	2,219	3,106.60
15/02/2013	Australia and New Zealand Banking Group Limited	7,054	9,734.52
19/02/2013	Australia and New Zealand Banking Group Limited	3,068	4,264.52
21/02/2013	Australia and New Zealand Banking Group Limited	11,505	15,761.85
22/02/2013	Australia and New Zealand Banking Group Limited	4,181	5,560.73
	Total	173,981	229,344.63

Date	Registered Company	Quantity	Value
26/10/2012	HSBC Custody Nominees (Australia) Limited.	1,274,464	1,682,292.48
29/10/2012	HSBC Custody Nominees (Australia) Limited.	308,458	410,249.14
30/10/2012	HSBC Custody Nominees (Australia) Limited.	328,005	429,686.55
31/10/2012	HSBC Custody Nominees (Australia) Limited.	318,232	426,430.88
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-31,350	-42,322.50
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-18,650	-25,364.00
19/11/2012	HSBC Custody Nominees (Australia) Limited.	250,452	338,110.20
20/11/2012	HSBC Custody Nominees (Australia) Limited.	947,537	1,307,601.06
29/11/2012	HSBC Custody Nominees (Australia) Limited.	516,771	687,305.43
30/11/2012	HSBC Custody Nominees (Australia) Limited.	109,664	142,563.20
17/12/2012	HSBC Custody Nominees (Australia) Limited.	44,123	53,388.83
17/12/2012	HSBC Custody Nominees (Australia) Limited.	264,703	320,290.63
18/12/2012	HSBC Custody Nominees (Australia) Limited.	419,856	516,422.88
19/12/2012	HSBC Custody Nominees (Australia) Limited.	471,874	585,123.76
20/12/2012	HSBC Custody Nominees (Australia) Limited.	355,932	444,915.00
2/01/2013	HSBC Custody Nominees (Australia) Limited.	291,886	359,019.78
3/01/2013	HSBC Custody Nominees (Australia) Limited.	328,417	420,373.76
30/01/2013	HSBC Custody Nominees (Australia) Limited.	591,163	733,042.12
5/02/2013	HSBC Custody Nominees (Australia) Limited.	186,448	238,653.44
6/02/2013	HSBC Custody Nominees (Australia) Limited.	440,220	585,492.60
6/02/2013	HSBC Custody Nominees (Australia) Limited.	78,687	104,653.71
8/02/2013	HSBC Custody Nominees (Australia) Limited.	89,470	122,573.90
12/02/2013	HSBC Custody Nominees (Australia) Limited.	104,308	146,031.20
12/02/2013	HSBC Custody Nominees (Australia) Limited.	198,035	277,249.00
13/02/2013	HSBC Custody Nominees (Australia) Limited.	39,297	56,980.65
15/02/2013	HSBC Custody Nominees (Australia) Limited.	300,464	414,640.32
19/02/2013	HSBC Custody Nominees (Australia) Limited.	156,641	217,730.99
21/02/2013	HSBC Custody Nominees (Australia) Limited.	641,464	878,805.68
22/02/2013	HSBC Custody Nominees (Australia) Limited.	211,306	281,036.98
	Total	9,217,877	12,112,977.67

Date	Registered Company	Quantity	Value
26/10/2012	National Australian Custodian Services	218,515	288,439.80
26/10/2012	National Australian Custodian Services	113,502	149,822.64
26/10/2012	National Australian Custodian Services	60,198	79,461.36
29/10/2012	National Australian Custodian Services	52,383	69,669.39
29/10/2012	National Australian Custodian Services	27,209	36,187.97
29/10/2012	National Australian Custodian Services	14,432	19,194.56

30/10/2012	National Australian Custodian Services	55,703	72,970.93
30/10/2012	National Australian Custodian Services	28,934	37,903.54
30/10/2012	National Australian Custodian Services	15,347	20,104.57
31/10/2012	National Australian Custodian Services	54,043	72,417.62
31/10/2012	National Australian Custodian Services	28,071	37,615.14
31/10/2012	National Australian Custodian Services	14,889	19,951.26
9/11/2012	National Australian Custodian Services	7,849	10,674.64
9/11/2012	National Australian Custodian Services	4,073	5,539.28
9/11/2012	National Australian Custodian Services	2,169	2,949.84
19/11/2012	National Australian Custodian Services	49,821	67,258.35
19/11/2012	National Australian Custodian Services	25,879	34,936.65
19/11/2012	National Australian Custodian Services	13,728	18,532.80
20/11/2012	National Australian Custodian Services	175,487	242,172.06
20/11/2012	National Australian Custodian Services	91,154	125,792.52
20/11/2012	National Australian Custodian Services	48,356	66,731.28
29/11/2012	National Australian Custodian Services	76,198	101,343.34
29/11/2012	National Australian Custodian Services	39,579	52,640.07
29/11/2012	National Australian Custodian Services	20,997	27,926.01
30/11/2012	National Australian Custodian Services	18,584	24,159.20
30/11/2012	National Australian Custodian Services	9,654	12,550.20
30/11/2012	National Australian Custodian Services	5,124	6,661.20
17/12/2012	National Australian Custodian Services	51,597	62,432.37
17/12/2012	National Australian Custodian Services	8,601	10,407.21
17/12/2012	National Australian Custodian Services	26,801	32,429.21
17/12/2012	National Australian Custodian Services	4,468	5,406.28
17/12/2012	National Australian Custodian Services	2,368	2,865.28
17/12/2012	National Australian Custodian Services	14,208	17,191.68
18/12/2012	National Australian Custodian Services	75,060	92,323.80
18/12/2012	National Australian Custodian Services	38,989	47,956.47
18/12/2012	National Australian Custodian Services	20,678	25,433.94
19/12/2012	National Australian Custodian Services	78,576	97,434.24
19/12/2012	National Australian Custodian Services	40,833	50,632.92
19/12/2012	National Australian Custodian Services	21,677	26,879.48
20/12/2012	National Australian Custodian Services	61,052	76,315.00
20/12/2012	National Australian Custodian Services	31,712	39,640.00
20/12/2012	National Australian Custodian Services	16,823	21,028.75
2/01/2013	National Australian Custodian Services	56,341	69,299.43
2/01/2013	National Australian Custodian Services	29,250	35,977.50
2/01/2013	National Australian Custodian Services	15,517	19,085.91
3/01/2013	National Australian Custodian Services	60,090	76,915.20
3/01/2013	National Australian Custodian Services	31,204	39,941.12
3/01/2013	National Australian Custodian Services	16,554	21,189.12
30/01/2013	National Australian Custodian Services	120,776	149,762.24
30/01/2013	National Australian Custodian Services	62,737	77,793.88
30/01/2013	National Australian Custodian Services	33,274	41,259.76
5/02/2013	National Australian Custodian Services	38,621	49,434.88
5/02/2013	National Australian Custodian Services	20,062	25,679.36
5/02/2013	National Australian Custodian Services	10,635	13,612.80
6/02/2013	National Australian Custodian Services	75,844	100,872.52
6/02/2013	National Australian Custodian Services	39,409	52,413.97
6/02/2013	National Australian Custodian Services	20,903	27,800.99
12/02/2013	National Australian Custodian Services	19,883	27,836.20
12/02/2013	National Australian Custodian Services	37,749	52,848.60
12/02/2013	National Australian Custodian Services	19,628	27,479.20

12/02/2013	National Australian Custodian Services	10,339	14,474.60
12/02/2013	National Australian Custodian Services	5,489	7,684.60
12/02/2013	National Australian Custodian Services	10,421	14,589.40
15/02/2013	National Australian Custodian Services	63,582	87,743.16
15/02/2013	National Australian Custodian Services	32,935	45,450.30
15/02/2013	National Australian Custodian Services	17,442	24,069.96
19/02/2013	National Australian Custodian Services	27,575	38,329.25
19/02/2013	National Australian Custodian Services	14,323	19,908.97
19/02/2013	National Australian Custodian Services	7,598	10,561.22
21/02/2013	National Australian Custodian Services	103,026	141,145.62
21/02/2013	National Australian Custodian Services	53,514	73,314.18
21/02/2013	National Australian Custodian Services	28,441	38,964.17
22/02/2013	National Australian Custodian Services	37,432	49,784.56
22/02/2013	National Australian Custodian Services	19,442	25,857.86
22/02/2013	National Australian Custodian Services	10,315	13,718.95
Total		2,915,672	3,826,782.33

Date	Registered Company	Quantity	Value
26/10/2012	National Nominees Limited	66,036	87,167.52
29/10/2012	National Nominees Limited	15,840	21,067.20
30/10/2012	National Nominees Limited	16,844	22,065.64
31/10/2012	National Nominees Limited	16,342	21,898.28
9/11/2012	National Nominees Limited	2,425	3,298.00
19/11/2012	National Nominees Limited	15,087	20,367.45
20/11/2012	National Nominees Limited	53,135	73,326.30
29/11/2012	National Nominees Limited	23,061	30,671.13
30/11/2012	National Nominees Limited	5,627	7,315.10
17/12/2012	National Nominees Limited	2,600	3,146.00
17/12/2012	National Nominees Limited	15,597	18,872.37
18/12/2012	National Nominees Limited	22,712	27,935.76
19/12/2012	National Nominees Limited	23,837	29,557.88
20/12/2012	National Nominees Limited	18,483	23,103.75
2/01/2013	National Nominees Limited	17,049	20,970.27
3/01/2013	National Nominees Limited	18,187	23,279.36
30/01/2013	National Nominees Limited	36,564	45,339.36
5/02/2013	National Nominees Limited	11,696	14,970.88
6/02/2013	National Nominees Limited	22,994	30,582.02
12/02/2013	National Nominees Limited	11,429	16,000.60
12/02/2013	National Nominees Limited	6,020	8,428.00
15/02/2013	National Nominees Limited	16,983	23,436.54
19/02/2013	National Nominees Limited	8,303	11,541.17
21/02/2013	National Nominees Limited	33,465	45,847.05
22/02/2013	National Nominees Limited	11,331	15,070.23
Total		491,647	645,257.86

BT Investment Management (RE) Limited Total
:

12,799,177 16,814,362.49

Equity Desk - (WIB) Westpac Institutional Bank *

Date	Registered Company	Quantity	Value
12/02/2013	Equity Desk - (WIB) Westpac Institutional Bank	-91	-129.68
12/02/2013	Equity Desk - (WIB) Westpac Institutional Bank	-501	-713.98
12/02/2013	Equity Desk - (WIB) Westpac Institutional Bank	-09	-12.83

Total	-601	-856.49
Equity Desk - (WIB) Westpac Institutional Bank * Total :	-601	-856.49

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 22/02/2013

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 Loan Processing Security Company Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Equity Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Finance Holdings Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Finance Limited	Australia
BLE Capital Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Life Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Sydney Capital Corp Inc.	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 (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management Limited	Australia		
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia

BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
BTIM UK Limited	UK	Westpac Administration Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Altitude Rewards Trust	Australia
CBA Limited	Australia	Westpac Americas Inc.	USA
Challenge Finance Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
			Papua New Guinea
Crusade ABS Series 2008-2	Australia	Westpac Bank-PNG-Limited	
Crusade ABS Series 2012 - 1 Trust	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 Pty. 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 Limited ¹	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

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