

29 April 2013

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

Dear Sir/Madam,

**Notice of Ceasing to be a Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Ceasing to be a Substantial Holder (Form 605) in respect of Miclyn Express Offshore 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 605

Corporations Law  
Section 671B

### Notice of ceasing to be a substantial holder

To Company Name/Scheme Miclyn Express Offshore Limited

ACN/ARSN ABN 141 683 552

#### 1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

The holder ceased to be a  
substantial holder on 24/04/2013

The previous notice was given to the company on 28/02/2013

The previous notice was dated 26/02/2013

#### 2. Changes in relevant interests

Particulars of each change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------|---------------------------------------------|-------------------------|
| 24/04/2013     | WBC & its Associates<br>Westpac Financial Services Group Limited (WFSG),<br>Equity Desk - (WIB)<br>Westpac Institutional Bank *, BT Funds Management Limited, Asgard Capital Management Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited | See Schedule         | See Schedule                                  | See Schedule                                | See Schedule            |

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

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

#### 4. 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 (WFSGL) | 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                                                                                            |
| BT Funds Management 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                                                                                       |
| BT Funds Management No.2 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 (Institutional) Limited | Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000                                                                                      |
| Miclyn Express Offshore Limited                  | Miclyn Express Offshore Limited (MIO)<br>Suite 1.03, 55 Miller Street<br>PRYMONT NSW 2009<br><br>Tel: +61 02 6829 6110<br>Fax: +61 02 6275 6212 |

#### Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 29/4/2013

## 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of “associate” in section 9 of the Corporations Law.
- (4) 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 a statement by the person giving full 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, the voting powers or disposal of the securities 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**SCHEDULE 2**

Sales & Purchases for the period : 27/02/2013 to 24/04/2013  
SECURITY: MIO

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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>      |
|-------------------------------------------------|--------------------------------------------|-----------------|-------------------|
| 27/02/2013                                      | HSBC Custody Nominees (Australia) Limited. | -37,077         | -77,861.70        |
| 27/02/2013                                      | HSBC Custody Nominees (Australia) Limited. | -17,935         | -37,663.50        |
| 6/03/2013                                       | HSBC Custody Nominees (Australia) Limited. | 5,303           | 11,242.36         |
| 7/03/2013                                       | HSBC Custody Nominees (Australia) Limited. | 4,604           | 9,760.48          |
| 8/03/2013                                       | HSBC Custody Nominees (Australia) Limited. | 5,379           | 11,457.27         |
| 12/03/2013                                      | HSBC Custody Nominees (Australia) Limited. | 14,000          | 29,540.00         |
| 13/03/2013                                      | HSBC Custody Nominees (Australia) Limited. | 9,199           | 19,501.88         |
| 14/03/2013                                      | HSBC Custody Nominees (Australia) Limited. | 6,200           | 13,020.00         |
| 15/03/2013                                      | HSBC Custody Nominees (Australia) Limited. | 5,288           | 11,157.68         |
| 18/03/2013                                      | HSBC Custody Nominees (Australia) Limited. | 6,290           | 13,397.70         |
| 16/04/2013                                      | HSBC Custody Nominees (Australia) Limited. | -41,589         | -82,346.22        |
| 19/04/2013                                      | HSBC Custody Nominees (Australia) Limited. | 290             | 591.60            |
|                                                 | <b>Total</b>                               | <b>-40,048</b>  | <b>-78,202.45</b> |
| <b>Advance Asset Management Limited Total :</b> |                                            | <b>-40,048</b>  | <b>-78,202.45</b> |

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**Asgard Capital Management Limited**

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| <b>Date</b>                                      | <b>Registered Company</b>         | <b>Quantity</b> | <b>Value</b> |
|--------------------------------------------------|-----------------------------------|-----------------|--------------|
| 12/03/2013                                       | ASGARD Capital Management Limited | 5,087           | 10,733.57    |
| 12/03/2013                                       | ASGARD Capital Management Limited | -5,087          | -10,733.57   |
| 15/04/2013                                       | ASGARD Capital Management Limited | 3,055           | 6,171.10     |
| 15/04/2013                                       | ASGARD Capital Management Limited | -3,055          | -6,171.10    |
|                                                  | <b>Total</b>                      |                 | <b>.00</b>   |
| <b>Asgard Capital Management Limited Total :</b> |                                   |                 | <b>.00</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> |
|-------------|--------------------------------------------|-----------------|--------------|
| 27/02/2013  | HSBC Custody Nominees (Australia) Limited. | 71,146          | 150,118.06   |
| 28/02/2013  | HSBC Custody Nominees (Australia) Limited. | 1,613           | 3,355.04     |
| 4/03/2013   | HSBC Custody Nominees (Australia) Limited. | 21,023          | 45,199.45    |
| 4/03/2013   | HSBC Custody Nominees (Australia) Limited. | 24,098          | 51,810.70    |
| 6/03/2013   | HSBC Custody Nominees (Australia) Limited. | 6,936           | 14,496.24    |
| 14/03/2013  | HSBC Custody Nominees (Australia) Limited. | 2,398           | 4,963.86     |
| 25/03/2013  | HSBC Custody Nominees (Australia) Limited. | 19,794          | 40,973.58    |
| 26/03/2013  | HSBC Custody Nominees (Australia) Limited. | 447             | 925.29       |
| 28/03/2013  | HSBC Custody Nominees (Australia) Limited. | 1,560           | 3,229.20     |
| 2/04/2013   | HSBC Custody Nominees (Australia) Limited. | 4,061           | 8,406.27     |
| 3/04/2013   | HSBC Custody Nominees (Australia) Limited. | 329             | 681.03       |
| 4/04/2013   | HSBC Custody Nominees (Australia) Limited. | 25,792          | 53,389.44    |
| 19/04/2013  | HSBC Custody Nominees (Australia) Limited. | 14,495          | 29,569.80    |
| 23/04/2013  | HSBC Custody Nominees (Australia) Limited. | 34,543          | 66,667.99    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -1,571          | -3,456.20    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -91,336         | -200,939.20  |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -238            | -523.60      |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -409            | -899.80      |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -1,307          | -2,875.40    |

|            |                                                 |                 |                      |
|------------|-------------------------------------------------|-----------------|----------------------|
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -907            | -1,995.40            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -48,802         | -107,364.40          |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -523            | -1,150.60            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -2,116          | -4,655.20            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -10,229         | -22,503.80           |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -702,442        | -1,545,372.40        |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -1,941          | -4,270.20            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -286            | -629.20              |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -22,167         | -48,767.40           |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -1,110          | -2,442.00            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -1,852          | -4,074.40            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -1,772          | -3,898.40            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -469            | -1,031.80            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -72,221         | -158,886.20          |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -43,742         | -96,232.40           |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -56             | -123.20              |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -874            | -1,922.80            |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited.      | -20,913         | -46,008.60           |
|            | <b>Total</b>                                    | <b>-799,048</b> | <b>-1,786,236.65</b> |
|            | <b>BT Funds Management No.2 Limited Total :</b> | <b>-799,048</b> | <b>-1,786,236.65</b> |

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**BT Investment Management (Institutional) Limited**


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| <b>Date</b> | <b>Registered Company</b>                       | <b>Quantity</b> | <b>Value</b> |
|-------------|-------------------------------------------------|-----------------|--------------|
| 27/02/2013  | Australia and New Zealand Banking Group Limited | 7,095           | 14,970.45    |
| 28/02/2013  | Australia and New Zealand Banking Group Limited | 75              | 156.00       |
| 4/03/2013   | Australia and New Zealand Banking Group Limited | 1,894           | 4,072.10     |
| 4/03/2013   | Australia and New Zealand Banking Group Limited | 2,171           | 4,667.65     |
| 6/03/2013   | Australia and New Zealand Banking Group Limited | 994             | 2,077.46     |
| 14/03/2013  | Australia and New Zealand Banking Group Limited | 239             | 494.73       |
| 25/03/2013  | Australia and New Zealand Banking Group Limited | 1,971           | 4,079.97     |
| 26/03/2013  | Australia and New Zealand Banking Group Limited | 45              | 93.15        |
| 28/03/2013  | Australia and New Zealand Banking Group Limited | 142             | 293.94       |
| 2/04/2013   | Australia and New Zealand Banking Group Limited | 404             | 836.28       |
| 3/04/2013   | Australia and New Zealand Banking Group Limited | 30              | 62.10        |
| 4/04/2013   | Australia and New Zealand Banking Group Limited | 2,323           | 4,808.61     |
| 19/04/2013  | Australia and New Zealand Banking Group Limited | 1,368           | 2,790.72     |
| 23/04/2013  | Australia and New Zealand Banking Group Limited | 5,113           | 9,868.09     |
| 24/04/2013  | Australia and New Zealand Banking Group Limited | -82             | -180.40      |
| 24/04/2013  | Australia and New Zealand Banking Group Limited | -2,531          | -5,568.20    |
| 24/04/2013  | Australia and New Zealand Banking Group Limited | -33             | -72.60       |
| 24/04/2013  | Australia and New Zealand Banking Group         | -20             | -44.00       |

|            |                                                 |                |                    |
|------------|-------------------------------------------------|----------------|--------------------|
|            | Limited                                         |                |                    |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -6,429         | -14,143.80         |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -177           | -389.40            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -8,571         | -18,856.20         |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -18            | -39.60             |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -29            | -63.80             |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -64,136        | -141,099.20        |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -284           | -624.80            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -672           | -1,478.40          |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -427           | -939.40            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -39            | -85.80             |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -2,358         | -5,187.60          |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -97            | -213.40            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -61            | -134.20            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -1,974         | -4,342.80          |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -4,606         | -10,133.20         |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -760           | -1,672.00          |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -125           | -275.00            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -249           | -547.80            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -137           | -301.40            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -04            | -8.80              |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -4,114         | -9,050.80          |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -117           | -257.40            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -67            | -147.40            |
| 24/04/2013 | Australia and New Zealand Banking Group Limited | -157           | -345.40            |
|            | <b>Total</b>                                    | <b>-74,410</b> | <b>-166,931.55</b> |

| <b>Date</b> | <b>Registered Company</b>                 | <b>Quantity</b> | <b>Value</b>       |
|-------------|-------------------------------------------|-----------------|--------------------|
| 19/04/2013  | BNP Fund Services Australasia Pty Limited | 1,820           | 3,712.80           |
| 24/04/2013  | BNP Fund Services Australasia Pty Limited | -99,574         | -219,062.80        |
| 24/04/2013  | BNP Fund Services Australasia Pty Limited | -21,802         | -47,964.40         |
|             | <b>Total</b>                              | <b>-119,556</b> | <b>-263,314.40</b> |

| <b>Date</b> | <b>Registered Company</b>     | <b>Quantity</b> | <b>Value</b> |
|-------------|-------------------------------|-----------------|--------------|
| 19/04/2013  | Citicorp Nominees Pty Limited | 3,768           | 7,686.72     |
| 24/04/2013  | Citicorp Nominees Pty Limited | -44,968         | -98,929.60   |
| 24/04/2013  | Citicorp Nominees Pty Limited | -206,264        | -453,780.80  |

**Total****-247,464****-545,023.68**

| <b>Date</b> | <b>Registered Company</b>                  | <b>Quantity</b> | <b>Value</b>  |
|-------------|--------------------------------------------|-----------------|---------------|
| 27/02/2013  | HSBC Custody Nominees (Australia) Limited. | 365,463         | 771,126.93    |
| 28/02/2013  | HSBC Custody Nominees (Australia) Limited. | 15,430          | 32,094.40     |
| 4/03/2013   | HSBC Custody Nominees (Australia) Limited. | 110,701         | 238,007.15    |
| 4/03/2013   | HSBC Custody Nominees (Australia) Limited. | 126,892         | 272,817.80    |
| 6/03/2013   | HSBC Custody Nominees (Australia) Limited. | 15,141          | 31,644.69     |
| 14/03/2013  | HSBC Custody Nominees (Australia) Limited. | 10,964          | 22,695.48     |
| 25/03/2013  | HSBC Custody Nominees (Australia) Limited. | 90,510          | 187,355.70    |
| 26/03/2013  | HSBC Custody Nominees (Australia) Limited. | 2,044           | 4,231.08      |
| 28/03/2013  | HSBC Custody Nominees (Australia) Limited. | 7,848           | 16,245.36     |
| 2/04/2013   | HSBC Custody Nominees (Australia) Limited. | 18,572          | 38,444.04     |
| 3/04/2013   | HSBC Custody Nominees (Australia) Limited. | 1,678           | 3,473.46      |
| 4/04/2013   | HSBC Custody Nominees (Australia) Limited. | 131,337         | 271,867.59    |
| 19/04/2013  | HSBC Custody Nominees (Australia) Limited. | 70,369          | 143,552.76    |
| 19/04/2013  | HSBC Custody Nominees (Australia) Limited. | 1,137           | 2,319.48      |
| 19/04/2013  | HSBC Custody Nominees (Australia) Limited. | 22,715          | 46,338.60     |
| 23/04/2013  | HSBC Custody Nominees (Australia) Limited. | 114,899         | 221,755.07    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -1,448          | -3,185.60     |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -424,865        | -934,703.00   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -4,433          | -9,752.60     |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -94,334         | -207,534.80   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -5,587          | -12,291.40    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -6,575          | -14,465.00    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -3,363,969      | -7,400,731.80 |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -1,200          | -2,640.00     |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -9,851          | -21,672.20    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -8,989          | -19,775.80    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -10,644         | -23,416.80    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -51,467         | -113,227.40   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -382,888        | -842,353.60   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -4,563          | -10,038.60    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -2,077          | -4,569.40     |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -2,632          | -5,790.40     |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -2,377          | -5,229.40     |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -203,510        | -447,722.00   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -8,651          | -19,032.20    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -282            | -620.40       |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -7,904          | -17,388.80    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -220,137        | -484,301.40   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -131,743        | -289,834.60   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -54,396         | -119,671.20   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -21,400         | -47,080.00    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -44,793         | -98,544.60    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -65,610         | -144,342.00   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -5,000          | -11,000.00    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -19,833         | -43,632.60    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -95,872         | -210,918.40   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -22,715         | -49,973.00    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -76,296         | -167,851.20   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -4,562          | -10,036.40    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -30,000         | -66,000.00    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -79,173         | -174,180.60   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -40,469         | -89,031.80    |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -88,898         | -195,575.60   |
| 24/04/2013  | HSBC Custody Nominees (Australia) Limited. | -42,341         | -93,150.20    |

|            |                                            |          |             |
|------------|--------------------------------------------|----------|-------------|
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -101,251 | -222,752.20 |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -55,207  | -121,455.40 |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -333,902 | -734,584.40 |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -5,128   | -11,281.60  |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -65,509  | -144,119.80 |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -250,000 | -550,000.00 |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -50,000  | -110,000.00 |
| 24/04/2013 | HSBC Custody Nominees (Australia) Limited. | -37,677  | -82,889.40  |

|              |  |                   |                      |
|--------------|--|-------------------|----------------------|
| <b>Total</b> |  | <b>-5,434,458</b> | <b>12,084,378.01</b> |
|--------------|--|-------------------|----------------------|

| Date       | Registered Company   | Quantity        | Value              |
|------------|----------------------|-----------------|--------------------|
| 15/03/2013 | IAG Nominees Limited | 1,150           | .00                |
| 15/03/2013 | IAG Nominees Limited | -1,245          | .00                |
| 15/03/2013 | IAG Nominees Limited | -25,045         | .00                |
| 15/03/2013 | IAG Nominees Limited | -25,045         | .00                |
| 15/03/2013 | IAG Nominees Limited | 25,045          | .00                |
| 15/03/2013 | IAG Nominees Limited | 14,502          | .00                |
| 15/03/2013 | IAG Nominees Limited | -1,150          | .00                |
| 15/03/2013 | IAG Nominees Limited | -1,150          | .00                |
| 15/03/2013 | IAG Nominees Limited | 4,215           | .00                |
| 15/03/2013 | IAG Nominees Limited | -14,502         | .00                |
| 15/03/2013 | IAG Nominees Limited | -4,215          | .00                |
| 15/03/2013 | IAG Nominees Limited | 1,245           | .00                |
| 15/03/2013 | IAG Nominees Limited | -1,245          | .00                |
| 15/03/2013 | IAG Nominees Limited | -14,502         | .00                |
| 15/03/2013 | IAG Nominees Limited | -4,215          | .00                |
| 19/04/2013 | IAG Nominees Limited | 911             | 1,858.44           |
| 24/04/2013 | IAG Nominees Limited | -49,917         | -109,817.40        |
| 24/04/2013 | IAG Nominees Limited | -10,850         | -23,870.00         |
|            | <b>Total</b>         | <b>-106,013</b> | <b>-131,828.96</b> |

| Date       | Registered Company              | Quantity       | Value              |
|------------|---------------------------------|----------------|--------------------|
| 19/04/2013 | National Australia Bank Limited | 694            | 1,415.76           |
| 24/04/2013 | National Australia Bank Limited | -38,043        | -83,694.60         |
| 24/04/2013 | National Australia Bank Limited | -8,264         | -18,180.80         |
|            | <b>Total</b>                    | <b>-45,613</b> | <b>-100,459.64</b> |

| Date       | Registered Company                     | Quantity | Value      |
|------------|----------------------------------------|----------|------------|
| 27/02/2013 | National Australian Custodian Services | 63,690   | 134,385.90 |
| 27/02/2013 | National Australian Custodian Services | 33,082   | 69,803.02  |
| 27/02/2013 | National Australian Custodian Services | 17,564   | 37,060.04  |
| 28/02/2013 | National Australian Custodian Services | 2,834    | 5,894.72   |
| 28/02/2013 | National Australian Custodian Services | 1,472    | 3,061.76   |
| 28/02/2013 | National Australian Custodian Services | 766      | 1,593.28   |
| 4/03/2013  | National Australian Custodian Services | 19,514   | 41,955.10  |
| 4/03/2013  | National Australian Custodian Services | 10,135   | 21,790.25  |
| 4/03/2013  | National Australian Custodian Services | 5,360    | 11,524.00  |
| 4/03/2013  | National Australian Custodian Services | 22,369   | 48,093.35  |
| 4/03/2013  | National Australian Custodian Services | 11,618   | 24,978.70  |
| 4/03/2013  | National Australian Custodian Services | 6,144    | 13,209.60  |
| 6/03/2013  | National Australian Custodian Services | 3,621    | 7,567.89   |
| 6/03/2013  | National Australian Custodian Services | 1,880    | 3,929.20   |
| 6/03/2013  | National Australian Custodian Services | 1,031    | 2,154.79   |
| 14/03/2013 | National Australian Custodian Services | 1,955    | 4,046.85   |
| 14/03/2013 | National Australian Custodian Services | 1,015    | 2,101.05   |
| 14/03/2013 | National Australian Custodian Services | 540      | 1,117.80   |

|            |                                        |          |               |
|------------|----------------------------------------|----------|---------------|
| 25/03/2013 | National Australian Custodian Services | 16,139   | 33,407.73     |
| 25/03/2013 | National Australian Custodian Services | 8,382    | 17,350.74     |
| 25/03/2013 | National Australian Custodian Services | 4,457    | 9,225.99      |
| 26/03/2013 | National Australian Custodian Services | 365      | 755.55        |
| 26/03/2013 | National Australian Custodian Services | 189      | 391.23        |
| 26/03/2013 | National Australian Custodian Services | 101      | 209.07        |
| 28/03/2013 | National Australian Custodian Services | 1,360    | 2,815.20      |
| 28/03/2013 | National Australian Custodian Services | 706      | 1,461.42      |
| 28/03/2013 | National Australian Custodian Services | 374      | 774.18        |
| 2/04/2013  | National Australian Custodian Services | 3,311    | 6,853.77      |
| 2/04/2013  | National Australian Custodian Services | 1,720    | 3,560.40      |
| 2/04/2013  | National Australian Custodian Services | 915      | 1,894.05      |
| 3/04/2013  | National Australian Custodian Services | 290      | 600.30        |
| 3/04/2013  | National Australian Custodian Services | 150      | 310.50        |
| 3/04/2013  | National Australian Custodian Services | 80       | 165.60        |
| 4/04/2013  | National Australian Custodian Services | 22,672   | 46,931.04     |
| 4/04/2013  | National Australian Custodian Services | 11,778   | 24,380.46     |
| 4/04/2013  | National Australian Custodian Services | 6,235    | 12,906.45     |
| 19/04/2013 | National Australian Custodian Services | 12,320   | 25,132.80     |
| 19/04/2013 | National Australian Custodian Services | 6,399    | 13,053.96     |
| 19/04/2013 | National Australian Custodian Services | 3,394    | 6,923.76      |
| 23/04/2013 | National Australian Custodian Services | 45,522   | 87,857.46     |
| 23/04/2013 | National Australian Custodian Services | 23,648   | 45,640.64     |
| 23/04/2013 | National Australian Custodian Services | 12,553   | 24,227.29     |
| 24/04/2013 | National Australian Custodian Services | -2,000   | -4,400.00     |
| 24/04/2013 | National Australian Custodian Services | -459     | -1,009.80     |
| 24/04/2013 | National Australian Custodian Services | -399     | -877.80       |
| 24/04/2013 | National Australian Custodian Services | -9,672   | -21,278.40    |
| 24/04/2013 | National Australian Custodian Services | -21,393  | -47,064.60    |
| 24/04/2013 | National Australian Custodian Services | -5,526   | -12,157.20    |
| 24/04/2013 | National Australian Custodian Services | -563,878 | -1,240,531.60 |
| 24/04/2013 | National Australian Custodian Services | -1,213   | -2,668.60     |
| 24/04/2013 | National Australian Custodian Services | -1,050   | -2,310.00     |
| 24/04/2013 | National Australian Custodian Services | -3,513   | -7,728.60     |
| 24/04/2013 | National Australian Custodian Services | -225     | -495.00       |
| 24/04/2013 | National Australian Custodian Services | -1,236   | -2,719.20     |
| 24/04/2013 | National Australian Custodian Services | -1,485   | -3,267.00     |
| 24/04/2013 | National Australian Custodian Services | -21,190  | -46,618.00    |
| 24/04/2013 | National Australian Custodian Services | -2,046   | -4,501.20     |
| 24/04/2013 | National Australian Custodian Services | -15,621  | -34,366.20    |
| 24/04/2013 | National Australian Custodian Services | -54      | -118.80       |
| 24/04/2013 | National Australian Custodian Services | -32,487  | -71,471.40    |
| 24/04/2013 | National Australian Custodian Services | -857     | -1,885.40     |
| 24/04/2013 | National Australian Custodian Services | -67,715  | -148,973.00   |
| 24/04/2013 | National Australian Custodian Services | -1,724   | -3,792.80     |
| 24/04/2013 | National Australian Custodian Services | -36,454  | -80,198.80    |
| 24/04/2013 | National Australian Custodian Services | -495     | -1,089.00     |
| 24/04/2013 | National Australian Custodian Services | -1,903   | -4,186.60     |
| 24/04/2013 | National Australian Custodian Services | -2,446   | -5,381.20     |
| 24/04/2013 | National Australian Custodian Services | -81,835  | -180,037.00   |
| 24/04/2013 | National Australian Custodian Services | -280     | -616.00       |
| 24/04/2013 | National Australian Custodian Services | -1,390   | -3,058.00     |
| 24/04/2013 | National Australian Custodian Services | -4,729   | -10,403.80    |
| 24/04/2013 | National Australian Custodian Services | -851     | -1,872.20     |
| 24/04/2013 | National Australian Custodian Services | -1,065   | -2,343.00     |
| 24/04/2013 | National Australian Custodian Services | -5,020   | -11,044.00    |
| 24/04/2013 | National Australian Custodian Services | -442     | -972.40       |

|            |                                        |          |             |
|------------|----------------------------------------|----------|-------------|
| 24/04/2013 | National Australian Custodian Services | -117     | -257.40     |
| 24/04/2013 | National Australian Custodian Services | -722     | -1,588.40   |
| 24/04/2013 | National Australian Custodian Services | -1,038   | -2,283.60   |
| 24/04/2013 | National Australian Custodian Services | -18,935  | -41,657.00  |
| 24/04/2013 | National Australian Custodian Services | -145     | -319.00     |
| 24/04/2013 | National Australian Custodian Services | -8,114   | -17,850.80  |
| 24/04/2013 | National Australian Custodian Services | -42,472  | -93,438.40  |
| 24/04/2013 | National Australian Custodian Services | -28      | -61.60      |
| 24/04/2013 | National Australian Custodian Services | -591     | -1,300.20   |
| 24/04/2013 | National Australian Custodian Services | -11,113  | -24,448.60  |
| 24/04/2013 | National Australian Custodian Services | -545     | -1,199.00   |
| 24/04/2013 | National Australian Custodian Services | -771     | -1,696.20   |
| 24/04/2013 | National Australian Custodian Services | -292,966 | -644,525.20 |
| 24/04/2013 | National Australian Custodian Services | -1,828   | -4,021.60   |
| 24/04/2013 | National Australian Custodian Services | -641     | -1,410.20   |
| 24/04/2013 | National Australian Custodian Services | -16,876  | -37,127.20  |
| 24/04/2013 | National Australian Custodian Services | -2,877   | -6,329.40   |
| 24/04/2013 | National Australian Custodian Services | -896     | -1,971.20   |
| 24/04/2013 | National Australian Custodian Services | -1,247   | -2,743.40   |
| 24/04/2013 | National Australian Custodian Services | -2,457   | -5,405.40   |
| 24/04/2013 | National Australian Custodian Services | -207     | -455.40     |
| 24/04/2013 | National Australian Custodian Services | -257     | -565.40     |
| 24/04/2013 | National Australian Custodian Services | -445     | -979.00     |
| 24/04/2013 | National Australian Custodian Services | -989     | -2,175.80   |
| 24/04/2013 | National Australian Custodian Services | -238     | -523.60     |
| 24/04/2013 | National Australian Custodian Services | -35,174  | -77,382.80  |
| 24/04/2013 | National Australian Custodian Services | -11,009  | -24,219.80  |
| 24/04/2013 | National Australian Custodian Services | -474     | -1,042.80   |
| 24/04/2013 | National Australian Custodian Services | -5,837   | -12,841.40  |
| 24/04/2013 | National Australian Custodian Services | -277     | -609.40     |
| 24/04/2013 | National Australian Custodian Services | -567     | -1,247.40   |
| 24/04/2013 | National Australian Custodian Services | -236     | -519.20     |
| 24/04/2013 | National Australian Custodian Services | -18,681  | -41,098.20  |
| 24/04/2013 | National Australian Custodian Services | -110     | -242.00     |
| 24/04/2013 | National Australian Custodian Services | -155,408 | -341,897.60 |
| 24/04/2013 | National Australian Custodian Services | -340     | -748.00     |
| 24/04/2013 | National Australian Custodian Services | -973     | -2,140.60   |
| 24/04/2013 | National Australian Custodian Services | -551     | -1,212.20   |
| 24/04/2013 | National Australian Custodian Services | -136     | -299.20     |
| 24/04/2013 | National Australian Custodian Services | -672     | -1,478.40   |
| 24/04/2013 | National Australian Custodian Services | -1,530   | -3,366.00   |
| 24/04/2013 | National Australian Custodian Services | -409     | -899.80     |
| 24/04/2013 | National Australian Custodian Services | -523     | -1,150.60   |
| 24/04/2013 | National Australian Custodian Services | -383     | -842.60     |
| 24/04/2013 | National Australian Custodian Services | -4,309   | -9,479.80   |
| 24/04/2013 | National Australian Custodian Services | -77      | -169.40     |
| 24/04/2013 | National Australian Custodian Services | -22,523  | -49,550.60  |
| 24/04/2013 | National Australian Custodian Services | -1,302   | -2,864.40   |
| 24/04/2013 | National Australian Custodian Services | -126     | -277.20     |
| 24/04/2013 | National Australian Custodian Services | -15      | -33.00      |
| 24/04/2013 | National Australian Custodian Services | -289     | -635.80     |
| 24/04/2013 | National Australian Custodian Services | -5,906   | -12,993.20  |
| 24/04/2013 | National Australian Custodian Services | -8,958   | -19,707.60  |
| 24/04/2013 | National Australian Custodian Services | -2,662   | -5,856.40   |
| 24/04/2013 | National Australian Custodian Services | -10,057  | -22,125.40  |
| 24/04/2013 | National Australian Custodian Services | -234     | -514.80     |
| 24/04/2013 | National Australian Custodian Services | -62      | -136.40     |

| <b>Total</b>                                    |                           | <b>-1,199,328</b> | <b>-2,690,254.71</b> |
|-------------------------------------------------|---------------------------|-------------------|----------------------|
| <b>Date</b>                                     | <b>Registered Company</b> | <b>Quantity</b>   | <b>Value</b>         |
| 27/02/2013                                      | National Nominees Limited | 19,288            | 40,697.68            |
| 28/02/2013                                      | National Nominees Limited | 810               | 1,684.80             |
| 4/03/2013                                       | National Nominees Limited | 5,853             | 12,583.95            |
| 4/03/2013                                       | National Nominees Limited | 6,708             | 14,422.20            |
| 6/03/2013                                       | National Nominees Limited | 1,214             | 2,537.26             |
| 14/03/2013                                      | National Nominees Limited | 596               | 1,233.72             |
| 25/03/2013                                      | National Nominees Limited | 4,921             | 10,186.47            |
| 26/03/2013                                      | National Nominees Limited | 111               | 229.77               |
| 28/03/2013                                      | National Nominees Limited | 410               | 848.70               |
| 2/04/2013                                       | National Nominees Limited | 1,010             | 2,090.70             |
| 3/04/2013                                       | National Nominees Limited | 87                | 180.09               |
| 4/04/2013                                       | National Nominees Limited | 6,826             | 14,129.82            |
| 19/04/2013                                      | National Nominees Limited | 3,729             | 7,607.16             |
| 23/04/2013                                      | National Nominees Limited | 13,722            | 26,483.46            |
| 24/04/2013                                      | National Nominees Limited | -299              | -657.80              |
| 24/04/2013                                      | National Nominees Limited | -623              | -1,370.60            |
| 24/04/2013                                      | National Nominees Limited | -1,428            | -3,141.60            |
| 24/04/2013                                      | National Nominees Limited | -170,758          | -375,667.60          |
| 24/04/2013                                      | National Nominees Limited | -139              | -305.80              |
| 24/04/2013                                      | National Nominees Limited | -374              | -822.80              |
| 24/04/2013                                      | National Nominees Limited | -605              | -1,331.00            |
| 24/04/2013                                      | National Nominees Limited | -2,925            | -6,435.00            |
| 24/04/2013                                      | National Nominees Limited | -1,070            | -2,354.00            |
| 24/04/2013                                      | National Nominees Limited | -68               | -149.60              |
| 24/04/2013                                      | National Nominees Limited | -257              | -565.40              |
| 24/04/2013                                      | National Nominees Limited | -575              | -1,265.00            |
| 24/04/2013                                      | National Nominees Limited | -448              | -985.60              |
| 24/04/2013                                      | National Nominees Limited | -20,528           | -45,161.60           |
| 24/04/2013                                      | National Nominees Limited | -695              | -1,529.00            |
| 24/04/2013                                      | National Nominees Limited | -84               | -184.80              |
| 24/04/2013                                      | National Nominees Limited | -318              | -699.60              |
| 24/04/2013                                      | National Nominees Limited | -6,397            | -14,073.40           |
| 24/04/2013                                      | National Nominees Limited | -421              | -926.20              |
| 24/04/2013                                      | National Nominees Limited | -121              | -266.20              |
| 24/04/2013                                      | National Nominees Limited | -522              | -1,148.40            |
| 24/04/2013                                      | National Nominees Limited | -150              | -330.00              |
| 24/04/2013                                      | National Nominees Limited | -11,051           | -24,312.20           |
| 24/04/2013                                      | National Nominees Limited | -4,735            | -10,417.00           |
| 24/04/2013                                      | National Nominees Limited | -1,683            | -3,702.60            |
| 24/04/2013                                      | National Nominees Limited | -16               | -35.20               |
| 24/04/2013                                      | National Nominees Limited | -6,484            | -14,264.80           |
| 24/04/2013                                      | National Nominees Limited | -9,847            | -21,663.40           |
| 24/04/2013                                      | National Nominees Limited | -259              | -569.80              |
| 24/04/2013                                      | National Nominees Limited | -24,745           | -54,439.00           |
| <b>Total</b>                                    |                           | <b>-202,340</b>   | <b>-453,859.22</b>   |
| <b>BT Investment Management (Institutional)</b> |                           |                   | -                    |
| <b>Limited Total :</b>                          |                           | <b>-7,429,182</b> | <b>16,436,050.17</b> |

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 24/04/2013

|                                                                                           |                  |                                              |             |
|-------------------------------------------------------------------------------------------|------------------|----------------------------------------------|-------------|
| 1925 (Commercial) Pty Limited                                                             | Australia        | Sallmoor Pty Limited                         | Australia   |
| 1925 (Industrial) Pty Limited                                                             | Australia        | Securitor Financial Group Limited            | Australia   |
| 1925 Advances Pty Limited                                                                 | Australia        | Seed Pool Trust No. 2                        | Australia   |
| A.G.C. (Pacific) Limited                                                                  | Papua New Guinea | Series 2007-1G WST Trust                     | Australia   |
| Advance Asset Management Limited                                                          | Australia        | Series 2008-1M WST Trust                     | Australia   |
| Altitude Administration Pty Limited                                                       | Australia        | Series 2009-1 WST Trust                      | Australia   |
| Altitude Rewards Pty Limited                                                              | Australia        | Series 2011-1 WST Trust                      | Australia   |
| Aotearoa Financial Services Limited                                                       | New Zealand      | Series 2011-2 WST Trust                      | Australia   |
| Ascalon Capital Managers (Asia) Limited                                                   | Hong Kong        | Series 2011-3 WST Trust                      | Australia   |
| Ascalon Capital Managers Limited                                                          | Australia        | Series 2012-1 WST Trust                      | Australia   |
| Ascalon Funds Seed Pool Trust                                                             | Australia        | Series 2013-1 WST Trust                      | Australia   |
| Asgard Capital Management Limited                                                         | Australia        | Sixty Martin Place (Holdings) Pty Limited    | Australia   |
| Asgard Wealth Solutions Limited                                                           | Australia        | St.George Business Finance Pty Limited       | Australia   |
| Athena Finance Pty Limited                                                                | Australia        | St.George Custodial Pty Limited              | Australia   |
| Australian Loan Processing Security Company Pty Limited                                   | Australia        | St.George Equity Finance Limited             | Australia   |
| Australian Loan Processing Security Trust                                                 | Australia        | St.George Finance Holdings Limited           | Australia   |
| Belliston Pty Limited                                                                     | Australia        | St.George Finance Limited                    | Australia   |
| Bill Acceptance Corporation Limited                                                       | Australia        | St.George Group Holdings Pty Limited         | Australia   |
| BLE Capital Investments Pty Limited                                                       | Australia        | St.George Life Limited                       | Australia   |
| BLE Capital Limited                                                                       | Australia        | St.George Motor Finance Limited              | Australia   |
| BLE Development Pty Limited                                                               | Australia        | St.George Procurement Management Pty Limited | Australia   |
| BLE Holdings Pty Limited                                                                  | Australia        | St.George Security Holdings Pty Limited      | Australia   |
| BT (Queensland) Pty Limited                                                               | Australia        | Sydney Capital Corp Inc.                     | USA         |
| BT Australia Pty Limited                                                                  | Australia        | Tavarua Funding Trust III                    | USA         |
| BT Financial Group (NZ) Limited                                                           | New Zealand      | Tavarua Funding Trust IV                     | USA         |
| BT Financial Group Pty Limited                                                            | Australia        | Teuton Pty Limited                           | Australia   |
| BT Funds Management (NZ) Limited                                                          | New Zealand      | The Home Mortgage Company Limited            | New Zealand |
| BT Funds Management Limited                                                               | Australia        | The Mortgage Company Pty Limited             | Australia   |
| BT Funds Management No.2 Limited                                                          | Australia        | The Warehouse Financial Services Limited     | New Zealand |
| BT Investment Management (Institutional) Limited                                          | Australia        | TIF International 1 Pty Limited              | Australia   |
| BT Investment Management (Fund Services) Limited                                          | Australia        | Value Nominees Pty Limited                   | Australia   |
| BT Investment Management Limited                                                          | Australia        | W1 Investments Pty Limited                   | Australia   |
| BT Life Limited                                                                           | Australia        | Waratah Receivables Corp Pty Limited         | Australia   |
| BT Long Term Income Fund                                                                  | Australia        | Waratah Securities Australia Limited         | Australia   |
| BT Portfolio Services Limited                                                             | Australia        | Westpac (NZ) Investments Limited             | New Zealand |
| BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited) | Australia        | Westpac Administration Pty Limited           | Australia   |
| BT Securities Limited                                                                     | Australia        | Westpac Altitude Rewards Trust               | Australia   |
| BT Short Term Income Fund                                                                 | Australia        | Westpac Americas Inc.                        | USA         |

|                                             |             |                                                 |                  |
|---------------------------------------------|-------------|-------------------------------------------------|------------------|
| BTIM UK Limited                             | UK          | 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 Banking Corporation                     | Australia        |
| Codrington S.a.r.l.                         | Luxembourg  | Westpac Bank-PNG-Limited                        | Papua New Guinea |
| Crusade ABS Series 2012 - 1 Trust           | Australia   | Westpac Capital Holdings Inc.                   | USA              |
| Crusade CP Management Pty Limited           | Australia   | Westpac Capital Markets Holding Corp.           | USA              |
| Crusade CP No.1 Pty Limited                 | Australia   | Westpac Capital Markets LLC                     | USA              |
| Crusade CP Trust No. 41                     | Australia   | Westpac Capital Trust III                       | USA              |
| Crusade CP Trust No. 44                     | Australia   | Westpac Capital Trust IV                        | USA              |
| Crusade CP Trust No. 48                     | Australia   | Westpac Capital-NZ-Limited                      | New Zealand      |
| Crusade CP Trust No. 49                     | Australia   | Westpac Cash PIE Fund                           | 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 2006               | Australia   | Westpac Equity Holdings Pty Limited             | Australia        |
| Crusade Euro Trust 1E of 2007               | Australia   | Westpac Equity Investments NZ Limited           | New Zealand      |
| Crusade Global Trust 1 of 2005              | Australia   | Westpac Equity Pty Limited                      | Australia        |
| Crusade Global Trust 1 of 2006              | Australia   | Westpac Europe Limited                          | UK               |
| Crusade Global Trust 1 of 2007              | Australia   | Westpac Finance (HK) Limited                    | Hong Kong        |
| Crusade Global Trust 2 of 2004              | Australia   | Westpac Financial Consultants Limited           | Australia        |
| Crusade Global Trust 2 of 2005              | Australia   | Westpac Financial Holdings Pty Limited          | Australia        |
| Crusade Global Trust 2 of 2006              | Australia   | Westpac Financial Services Group Limited        | Australia        |
| Crusade Management Limited                  | Australia   | Westpac Financial Services Group-NZ-Limited     | New Zealand      |
| Crusade Trust 1A of 2005                    | Australia   | Westpac Financial Services Limited              | Australia        |
| Crusade 2P Trust of 2008                    | Australia   | Westpac Funding Holdings Pty Limited            | Australia        |
| Danaby Pty Limited                          | Australia   | Westpac Funds Financing Holdco Pty Limited      | Australia        |
| eQR Securities Pty. Limited                 | Australia   | Westpac Funds Financing Pty Limited             | Australia        |
| FAI Trust No 2                              | Australia   | Westpac General Insurance Limited               | Australia        |
| G.C.L. Investments Pty Limited              | Australia   | Westpac General Insurance Services Limited      | Australia        |
| General Credit Holdings Pty Limited         | Australia   | Westpac Group Investment-NZ-Limited             | New Zealand      |
| General Credits Pty Limited                 | Australia   | Westpac Group Investments Australia Pty Limited | Australia        |
| Halcyon Securities Limited                  | Australia   | Westpac Holdings-NZ-Limited                     | New Zealand      |
| Hastings Advisers LLC                       | USA         | Westpac Investment Capital Corporation          | USA              |
| Hastings Forestry Investments Limited       | New Zealand | Westpac Investment Vehicle No.2 Pty Limited     | Australia        |
| Hastings Forests Australia Pty Limited      | Australia   | Westpac Investment Vehicle No.3 Pty Limited     | Australia        |
| Hastings Funds Management Asia Pty. Limited | Singapore   | Westpac Investment Vehicle Pty Limited          | Australia        |
| Hastings Funds Management (UK) Limited      | UK          | Westpac Investments U.K. Limited                | UK               |
| Hastings Funds Management (USA) Inc.        | USA         | Westpac Leasing Nominees-Vic.-Pty Limited       | Australia        |
| Hastings Funds Management Limited           | Australia   | Westpac Lenders Mortgage Insurance Limited      | Australia        |
| Hastings Group Pty Limited                  | Australia   | Westpac Life Insurance Services Limited         | Australia        |
| Hastings Investment Capital LP              | USA         | Westpac Life-NZ-Limited                         | New Zealand      |

|                                                                                                |             |                                               |             |
|------------------------------------------------------------------------------------------------|-------------|-----------------------------------------------|-------------|
| Hastings Investments GP LLC                                                                    | USA         | Westpac New Zealand Group Limited             | New Zealand |
| Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited) | Australia   | Westpac New Zealand Limited                   | New Zealand |
| Hastings Management Pty Limited                                                                | Australia   | Westpac Nominees-NZ-Limited                   | New Zealand |
| Hastings Private Equity Fund IIA Pty Limited                                                   | Australia   | Westpac NZ Covered Bond Holdings Limited      | New Zealand |
| Hickory Trust                                                                                  | Australia   | Westpac NZ Covered Bond Limited               | New Zealand |
| Hitton Pty Limited                                                                             | Australia   | Westpac NZ Leasing Limited                    | New Zealand |
| HLT Custodian Trust                                                                            | New Zealand | Westpac NZ Operations Limited                 | New Zealand |
| J O Hambro Capital Management Holdings Limited                                                 | UK          | Westpac NZ Securitisation Holdings Limited    | New Zealand |
| J O Hambro Capital Management Limited                                                          | UK          | Westpac NZ Securitisation Limited             | New Zealand |
| JOHCM (Singapore) Pte Limited                                                                  | Singapore   | Westpac NZ Securitisation No. 2 Limited       | New Zealand |
| JOHCM (USA) General Partner Inc                                                                | USA         | Westpac Overseas Holdings No. 2 Pty Limited   | Australia   |
| JOHCM (USA) Inc                                                                                | USA         | Westpac Overseas Holdings Pty Limited         | Australia   |
| JOHCMG Share Trustee Limited                                                                   | UK          | Westpac Pacific Limited Partnership           | Australia   |
| Magnitude Group Pty Limited                                                                    | Australia   | Westpac Private Equity Pty Limited            | Australia   |
| MIF Custodian Trust                                                                            | New Zealand | Westpac Properties Limited                    | Australia   |
| Mortgage Management Limited                                                                    | Australia   | Westpac RE Limited                            | Australia   |
| Nationwide Management Pty Limited                                                              | Australia   | Westpac Securities Administration Limited     | Australia   |
| Net Nominees Limited                                                                           | Australia   | Westpac Securities Limited                    | Australia   |
| Number 120 Limited1                                                                            | New Zealand | Westpac Securities NZ Limited                 | New Zealand |
| Oniston Pty Limited                                                                            | Australia   | Westpac Securitisation Holdings Pty Limited   | Australia   |
| Packaging Properties 1 Pty Limited                                                             | Australia   | Westpac Securitisation Management Pty Limited | Australia   |
| Packaging Properties 2 Pty Limited                                                             | Australia   | Westpac Singapore Limited                     | Singapore   |
| Packaging Properties 3 Pty Limited                                                             | Australia   | Westpac Structured Products Limited           | Australia   |
| Partnership Pacific Limited                                                                    | Australia   | Westpac Superannuation Nominees-NZ-Limited    | New Zealand |
| Partnership Pacific Securities Limited                                                         | Australia   | Westpac Syndications Management Pty Limited   | Australia   |
| Pashley Investments Pty Limited                                                                | Australia   | Westpac Term PIE Fund                         | New Zealand |
| RAMS Financial Group Pty Limited                                                               | Australia   | Westpac TPS Trust                             | Australia   |
| RMS Warehouse Trust 2007-1                                                                     | Australia   | Westpac Unit 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 (63%)                                                            | Australia |
| BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited) | Australia |