

8 April 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 Programmed Maintenance Services 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 PROGRAMMED MAINTENANCE SERVICES LIMITED (PRG)

ACN/ARSN ABN 61 054 742 264

#### 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 04/04/2014

#### 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     | 6,095,445            | 6,095,445          | 5.15%            |

#### 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.                                                                                        | 179,680              |
| 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 | 42,980               |

|                                                  |                                                                                                                                |                                                                                                                                                                                                                                                                                                     |           |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
|                                                  |                                                                                                                                | 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.                                                                                       | 501,607   |
| 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.                                                                        | 645,943   |
| BT Investment Management (Fund Services) Limited | Australia and New Zealand Banking Group Limited<br><br>National Australian Custodian Services<br><br>National Nominees Limited | BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.                                                                                                    | 423,954   |
| BT Investment Management (Institutional) Limited | National Australia Bank Limited<br><br>HSBC Custody Nominees (Australia) Limited.                                              | BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares. | 4,072,581 |
| 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                                                                                                                                                               | 228,700   |

|  |  |                                                                    |  |
|--|--|--------------------------------------------------------------------|--|
|  |  | capacity, can exercise the power to vote or dispose of the shares. |  |
|--|--|--------------------------------------------------------------------|--|

#### 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 |
|--------------------------------------------------|---------------------------------|-------------------------------------------------|--------------------------------|
| Asgard Capital Management Limited                | See Schedule                    | See Schedule                                    |                                |
| Advance Asset Management Limited                 | See Schedule                    | See Schedule                                    |                                |
| Westpac RE Limited                               | See Schedule                    | See Schedule                                    |                                |
| BT Investment Management (Fund Services) 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 (Institutional) 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      |
| Asgard Capital Management Limited                | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000  |
| Advance Asset Management Limited                 | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000  |
| Westpac RE Limited                               | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000  |
| BT Investment Management (Fund Services) Limited | Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000 |

|                                                     |                                                                                                                                                                               |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BT Funds Management Limited                         | Level 20, Westpac Place, 275 Kent Street, Sydney<br>NSW 2000                                                                                                                  |
| BT Funds Management No.2 Limited                    | Level 20, Westpac Place, 275 Kent Street, Sydney<br>NSW 2000                                                                                                                  |
| BT Investment Management (Institutional)<br>Limited | Level 14, Chifley Tower, 2 Chifley Square<br>SYDNEY NSW 2000                                                                                                                  |
| PROGRAMMED MAINTENANCE SERVICES<br>LIMITED (PRG)    | The Company Secretary<br>Programmed Maintenance Services Limited<br>(PRG)<br>47 Burswood Road,<br>BURSWOOD, PERTH WA 6001<br><br>Tel: +61 8 9216 2100<br>Fax: +61 8 9216 2186 |

Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 08/04/2014

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 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 : 4/12/2013 to 4/04/2014

SECURITY: PRG

---

**Advance Asset Management Limited**

---

| Date                                            | Registered Company                         | Quantity      | Value             |
|-------------------------------------------------|--------------------------------------------|---------------|-------------------|
| 4/12/2013                                       | HSBC Custody Nominees (Australia) Limited. | -6,608        | -19,427.52        |
| 7/03/2014                                       | HSBC Custody Nominees (Australia) Limited. | -836          | -2,441.12         |
| 2/04/2014                                       | HSBC Custody Nominees (Australia) Limited. | 8,732         | 25,322.80         |
| 3/04/2014                                       | HSBC Custody Nominees (Australia) Limited. | 43,906        | 126,449.28        |
| 4/04/2014                                       | HSBC Custody Nominees (Australia) Limited. | 15,173        | 43,698.24         |
|                                                 | <b>Total</b>                               | <b>60,367</b> | <b>173,601.68</b> |
| <b>Advance Asset Management Limited Total :</b> |                                            | <b>60,367</b> | <b>173,601.68</b> |

---

**Asgard Capital Management Limited**

---

| Date                                             | Registered Company                | Quantity      | Value             |
|--------------------------------------------------|-----------------------------------|---------------|-------------------|
| 10/02/2014                                       | ASGARD Capital Management Limited | -5,376        | -14,837.76        |
|                                                  | <b>Total</b>                      | <b>-5,376</b> | <b>-14,837.76</b> |
| <b>Asgard Capital Management Limited Total :</b> |                                   | <b>-5,376</b> | <b>-14,837.76</b> |

---

**BT Funds Management Limited**

---

| Date                                       | Registered Company            | Quantity       | Value             |
|--------------------------------------------|-------------------------------|----------------|-------------------|
| 9/12/2013                                  | BT Portfolio Services Limited | -2,000         | -6,067.00         |
| 10/12/2013                                 | BT Portfolio Services Limited | -1,000         | -3,126.30         |
| 15/01/2014                                 | BT Portfolio Services Limited | -3,994         | -12,779.60        |
| 7/02/2014                                  | BT Portfolio Services Limited | -12,150        | -33,722.33        |
| 11/02/2014                                 | BT Portfolio Services Limited | -2,290         | -5,986.29         |
| 12/02/2014                                 | BT Portfolio Services Limited | 5,950          | 16,065.00         |
| 12/02/2014                                 | BT Portfolio Services Limited | -3,250         | -8,738.60         |
| 12/02/2014                                 | BT Portfolio Services Limited | -5,950         | -16,065.00        |
| 18/02/2014                                 | BT Portfolio Services Limited | 11,410         | 30,368.86         |
| 19/02/2014                                 | BT Portfolio Services Limited | -15,000        | -38,973.00        |
| 3/03/2014                                  | BT Portfolio Services Limited | -1,700         | -4,913.00         |
| 4/03/2014                                  | BT Portfolio Services Limited | -1,910         | -5,430.32         |
| 12/03/2014                                 | BT Portfolio Services Limited | -1,756         | -4,813.55         |
| 1/04/2014                                  | BT Portfolio Services Limited | -1,664         | -4,789.32         |
|                                            | <b>Total</b>                  | <b>-35,304</b> | <b>-98,970.45</b> |
| <b>BT Funds Management Limited Total :</b> |                               | <b>-35,304</b> | <b>-98,970.45</b> |

---

**BT Funds Management No.2 Limited**

---

| Date       | Registered Company                         | Quantity | Value      |
|------------|--------------------------------------------|----------|------------|
| 16/12/2013 | HSBC Custody Nominees (Australia) Limited. | -15,373  | -50,884.63 |
| 20/12/2013 | HSBC Custody Nominees (Australia) Limited. | -208     | -684.32    |
| 23/12/2013 | HSBC Custody Nominees (Australia) Limited. | -11,667  | -38,384.43 |
| 27/12/2013 | HSBC Custody Nominees (Australia) Limited. | -4,526   | -15,162.10 |
| 30/12/2013 | HSBC Custody Nominees (Australia) Limited. | -4,170   | -13,969.50 |

|            |                                            |                |                   |
|------------|--------------------------------------------|----------------|-------------------|
| 31/12/2013 | HSBC Custody Nominees (Australia) Limited. | -11,474        | -39,585.30        |
| 2/01/2014  | HSBC Custody Nominees (Australia) Limited. | -10,266        | -35,623.02        |
| 2/01/2014  | HSBC Custody Nominees (Australia) Limited. | -2,169         | -7,526.43         |
| 3/01/2014  | HSBC Custody Nominees (Australia) Limited. | -2,582         | -8,546.42         |
| 10/01/2014 | HSBC Custody Nominees (Australia) Limited. | -732           | -2,364.36         |
| 13/01/2014 | HSBC Custody Nominees (Australia) Limited. | -7,367         | -23,869.08        |
| 14/01/2014 | HSBC Custody Nominees (Australia) Limited. | -1,421         | -4,604.04         |
| 17/01/2014 | HSBC Custody Nominees (Australia) Limited. | -3,125         | -10,125.00        |
| 20/01/2014 | HSBC Custody Nominees (Australia) Limited. | -16,075        | -52,726.00        |
| 25/03/2014 | HSBC Custody Nominees (Australia) Limited. | 16,304         | 43,694.72         |
| 26/03/2014 | HSBC Custody Nominees (Australia) Limited. | 2,739          | 7,669.20          |
| 27/03/2014 | HSBC Custody Nominees (Australia) Limited. | 8,773          | 24,652.13         |
| 28/03/2014 | HSBC Custody Nominees (Australia) Limited. | 840            | 2,402.40          |
| 31/03/2014 | HSBC Custody Nominees (Australia) Limited. | 1,390          | 4,003.20          |
| 1/04/2014  | HSBC Custody Nominees (Australia) Limited. | 16,276         | 47,363.16         |
| 2/04/2014  | HSBC Custody Nominees (Australia) Limited. | 24,308         | 70,736.28         |
| 3/04/2014  | HSBC Custody Nominees (Australia) Limited. | 49,873         | 144,132.97        |
| 4/04/2014  | HSBC Custody Nominees (Australia) Limited. | 94,875         | 276,086.25        |
|            | <b>Total</b>                               | <b>124,223</b> | <b>316,685.68</b> |

**BT Funds Management No.2 Limited Total : 124,223 316,685.68**

---

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

---

| Date       | Registered Company                              | Quantity      | Value            |
|------------|-------------------------------------------------|---------------|------------------|
| 16/12/2013 | Australia and New Zealand Banking Group Limited | -1,004        | -3,323.24        |
| 16/12/2013 | Australia and New Zealand Banking Group Limited | -334          | -1,105.54        |
| 23/12/2013 | Australia and New Zealand Banking Group Limited | -1,172        | -3,855.88        |
| 27/12/2013 | Australia and New Zealand Banking Group Limited | -454          | -1,520.90        |
| 30/12/2013 | Australia and New Zealand Banking Group Limited | -418          | -1,400.30        |
| 31/12/2013 | Australia and New Zealand Banking Group Limited | -1,150        | -3,967.50        |
| 2/01/2014  | Australia and New Zealand Banking Group Limited | -1,246        | -4,323.62        |
| 3/01/2014  | Australia and New Zealand Banking Group Limited | -259          | -857.29          |
| 10/01/2014 | Australia and New Zealand Banking Group Limited | -73           | -235.79          |
| 13/01/2014 | Australia and New Zealand Banking Group Limited | -738          | -2,391.12        |
| 14/01/2014 | Australia and New Zealand Banking Group Limited | -142          | -460.08          |
| 17/01/2014 | Australia and New Zealand Banking Group Limited | -313          | -1,014.12        |
| 20/01/2014 | Australia and New Zealand Banking Group Limited | -1,427        | -4,680.56        |
| 25/03/2014 | Australia and New Zealand Banking Group Limited | 2,800         | 7,504.00         |
| 26/03/2014 | Australia and New Zealand Banking Group Limited | 308           | 862.40           |
| 27/03/2014 | Australia and New Zealand Banking Group Limited | 985           | 2,767.85         |
| 28/03/2014 | Australia and New Zealand Banking Group Limited | 94            | 268.84           |
| 31/03/2014 | Australia and New Zealand Banking Group Limited | 156           | 449.28           |
| 1/04/2014  | Australia and New Zealand Banking Group Limited | 1,828         | 5,319.48         |
| 2/04/2014  | Australia and New Zealand Banking Group Limited | 2,730         | 7,944.30         |
| 3/04/2014  | Australia and New Zealand Banking Group Limited | 4,634         | 13,392.26        |
| 4/04/2014  | Australia and New Zealand Banking Group Limited | 9,658         | 28,104.78        |
|            | <b>Total</b>                                    | <b>14,463</b> | <b>37,477.25</b> |

| Date       | Registered Company                     | Quantity | Value      |
|------------|----------------------------------------|----------|------------|
| 13/12/2013 | National Australian Custodian Services | -2,868   | -9,722.52  |
| 13/12/2013 | National Australian Custodian Services | -9,009   | -30,540.51 |
| 13/12/2013 | National Australian Custodian Services | -10,043  | -34,045.77 |
| 13/12/2013 | National Australian Custodian Services | -4,153   | -14,078.67 |

|            |                                        |         |             |
|------------|----------------------------------------|---------|-------------|
| 13/12/2013 | National Australian Custodian Services | -304    | -1,030.56   |
| 13/12/2013 | National Australian Custodian Services | -36,618 | -124,135.02 |
| 13/12/2013 | National Australian Custodian Services | -18,950 | -64,240.50  |
| 13/12/2013 | National Australian Custodian Services | -3,113  | -10,553.07  |
| 13/12/2013 | National Australian Custodian Services | -1,861  | -6,308.79   |
| 13/12/2013 | National Australian Custodian Services | -2,487  | -8,430.93   |
| 13/12/2013 | National Australian Custodian Services | -13,914 | -47,168.46  |
| 13/12/2013 | National Australian Custodian Services | -16,614 | -56,321.46  |
| 13/12/2013 | National Australian Custodian Services | -14,981 | -50,785.59  |
| 13/12/2013 | National Australian Custodian Services | -360    | -1,220.40   |
| 13/12/2013 | National Australian Custodian Services | -335    | -1,135.65   |
| 13/12/2013 | National Australian Custodian Services | -85     | -288.15     |
| 13/12/2013 | National Australian Custodian Services | -53,244 | -180,497.16 |
| 13/12/2013 | National Australian Custodian Services | -5,143  | -17,434.77  |
| 13/12/2013 | National Australian Custodian Services | -16,683 | -56,555.37  |
| 13/12/2013 | National Australian Custodian Services | -462    | -1,566.18   |
| 13/12/2013 | National Australian Custodian Services | -3,676  | -12,461.64  |
| 13/12/2013 | National Australian Custodian Services | -12,434 | -42,151.26  |
| 13/12/2013 | National Australian Custodian Services | -9,947  | -33,720.33  |
| 13/12/2013 | National Australian Custodian Services | -515    | -1,745.85   |
| 13/12/2013 | National Australian Custodian Services | -3,219  | -10,912.41  |
| 13/12/2013 | National Australian Custodian Services | -3,001  | -10,173.39  |
| 13/12/2013 | National Australian Custodian Services | -1,958  | -6,637.62   |
| 13/12/2013 | National Australian Custodian Services | -769    | -2,606.91   |
| 13/12/2013 | National Australian Custodian Services | -40,309 | -136,647.51 |
| 13/12/2013 | National Australian Custodian Services | -2,529  | -8,573.31   |
| 13/12/2013 | National Australian Custodian Services | -27,329 | -92,645.31  |
| 13/12/2013 | National Australian Custodian Services | -17,364 | -58,863.96  |
| 13/12/2013 | National Australian Custodian Services | -548    | -1,857.72   |
| 13/12/2013 | National Australian Custodian Services | -6,407  | -21,719.73  |
| 13/12/2013 | National Australian Custodian Services | -15,885 | -53,850.15  |
| 13/12/2013 | National Australian Custodian Services | -18,446 | -62,531.94  |
| 13/12/2013 | National Australian Custodian Services | -23,369 | -79,220.91  |
| 13/12/2013 | National Australian Custodian Services | -7,003  | -23,740.17  |
| 13/12/2013 | National Australian Custodian Services | -1,043  | -3,535.77   |
| 13/12/2013 | National Australian Custodian Services | -905    | -3,067.95   |
| 13/12/2013 | National Australian Custodian Services | -2,216  | -7,512.24   |
| 13/12/2013 | National Australian Custodian Services | -221    | -749.19     |
| 13/12/2013 | National Australian Custodian Services | -5,505  | -18,661.95  |
| 13/12/2013 | National Australian Custodian Services | -1,401  | -4,749.39   |
| 13/12/2013 | National Australian Custodian Services | -197    | -667.83     |
| 13/12/2013 | National Australian Custodian Services | -3,326  | -11,275.14  |
| 13/12/2013 | National Australian Custodian Services | -1,672  | -5,668.08   |
| 13/12/2013 | National Australian Custodian Services | -541    | -1,833.99   |
| 13/12/2013 | National Australian Custodian Services | -9,019  | -30,574.41  |
| 13/12/2013 | National Australian Custodian Services | -174    | -589.86     |
| 13/12/2013 | National Australian Custodian Services | -20,985 | -71,139.15  |
| 13/12/2013 | National Australian Custodian Services | -7,782  | -26,380.98  |
| 13/12/2013 | National Australian Custodian Services | -2,858  | -9,688.62   |
| 13/12/2013 | National Australian Custodian Services | -8,686  | -29,445.54  |
| 13/12/2013 | National Australian Custodian Services | -158    | -535.62     |
| 13/12/2013 | National Australian Custodian Services | -27,582 | -93,502.98  |
| 13/12/2013 | National Australian Custodian Services | -728    | -2,467.92   |
| 13/12/2013 | National Australian Custodian Services | -7,231  | -24,513.09  |

|            |                                        |         |            |
|------------|----------------------------------------|---------|------------|
| 13/12/2013 | National Australian Custodian Services | -1,018  | -3,451.02  |
| 13/12/2013 | National Australian Custodian Services | -398    | -1,349.22  |
| 13/12/2013 | National Australian Custodian Services | -967    | -3,278.13  |
| 13/12/2013 | National Australian Custodian Services | -469    | -1,589.91  |
| 13/12/2013 | National Australian Custodian Services | -5,215  | -17,678.85 |
| 13/12/2013 | National Australian Custodian Services | -1,617  | -5,481.63  |
| 13/12/2013 | National Australian Custodian Services | -187    | -633.93    |
| 13/12/2013 | National Australian Custodian Services | -9,827  | -33,313.53 |
| 13/12/2013 | National Australian Custodian Services | -6,411  | -21,733.29 |
| 13/12/2013 | National Australian Custodian Services | -284    | -962.76    |
| 13/12/2013 | National Australian Custodian Services | -238    | -806.82    |
| 13/12/2013 | National Australian Custodian Services | -3,640  | -12,339.60 |
| 13/12/2013 | National Australian Custodian Services | -8,245  | -27,950.55 |
| 13/12/2013 | National Australian Custodian Services | -9,602  | -32,550.78 |
| 13/12/2013 | National Australian Custodian Services | -2,692  | -9,125.88  |
| 13/12/2013 | National Australian Custodian Services | -44     | -149.16    |
| 13/12/2013 | National Australian Custodian Services | -268    | -908.52    |
| 13/12/2013 | National Australian Custodian Services | -22,526 | -76,363.14 |
| 13/12/2013 | National Australian Custodian Services | -115    | -389.85    |
| 13/12/2013 | National Australian Custodian Services | -1,149  | -3,895.11  |
| 13/12/2013 | National Australian Custodian Services | -8,611  | -29,191.29 |
| 13/12/2013 | National Australian Custodian Services | -1,908  | -6,468.12  |
| 13/12/2013 | National Australian Custodian Services | -19,013 | -64,454.07 |
| 13/12/2013 | National Australian Custodian Services | -102    | -345.78    |
| 13/12/2013 | National Australian Custodian Services | -2,157  | -7,312.23  |
| 13/12/2013 | National Australian Custodian Services | -1,557  | -5,278.23  |
| 13/12/2013 | National Australian Custodian Services | -1,282  | -4,345.98  |
| 13/12/2013 | National Australian Custodian Services | -4,657  | -15,787.23 |
| 13/12/2013 | National Australian Custodian Services | -1,490  | -5,051.10  |
| 13/12/2013 | National Australian Custodian Services | -5,129  | -17,387.31 |
| 13/12/2013 | National Australian Custodian Services | -1,312  | -4,447.68  |
| 13/12/2013 | National Australian Custodian Services | -12,159 | -41,219.01 |
| 16/12/2013 | National Australian Custodian Services | -2,593  | -8,582.83  |
| 23/12/2013 | National Australian Custodian Services | -2,086  | -6,862.94  |
| 23/12/2013 | National Australian Custodian Services | -875    | -2,878.75  |
| 27/12/2013 | National Australian Custodian Services | -1,146  | -3,839.10  |
| 30/12/2013 | National Australian Custodian Services | -1,055  | -3,534.25  |
| 31/12/2013 | National Australian Custodian Services | -2,904  | -10,018.80 |
| 2/01/2014  | National Australian Custodian Services | -3,148  | -10,923.56 |
| 3/01/2014  | National Australian Custodian Services | -654    | -2,164.74  |
| 10/01/2014 | National Australian Custodian Services | -185    | -597.55    |
| 13/01/2014 | National Australian Custodian Services | -1,865  | -6,042.60  |
| 14/01/2014 | National Australian Custodian Services | -360    | -1,166.40  |
| 17/01/2014 | National Australian Custodian Services | -791    | -2,562.84  |
| 20/01/2014 | National Australian Custodian Services | -3,408  | -11,178.24 |
| 25/03/2014 | National Australian Custodian Services | 7,391   | 19,807.88  |
| 26/03/2014 | National Australian Custodian Services | 791     | 2,214.80   |
| 27/03/2014 | National Australian Custodian Services | 2,533   | 7,117.73   |
| 28/03/2014 | National Australian Custodian Services | 243     | 694.98     |
| 31/03/2014 | National Australian Custodian Services | 402     | 1,157.76   |
| 1/04/2014  | National Australian Custodian Services | 4,700   | 13,677.00  |
| 2/04/2014  | National Australian Custodian Services | 7,020   | 20,428.20  |
| 3/04/2014  | National Australian Custodian Services | 11,721  | 33,873.69  |
| 4/04/2014  | National Australian Custodian Services | 24,505  | 71,309.55  |

|             |                                                         |                 |                      |
|-------------|---------------------------------------------------------|-----------------|----------------------|
|             | <b>Total</b>                                            | <b>-604,218</b> | <b>-2,077,990.07</b> |
| <b>Date</b> | <b>Registered Company</b>                               | <b>Quantity</b> | <b>Value</b>         |
| 16/12/2013  | National Nominees Limited                               | -2,844          | -9,413.64            |
| 23/12/2013  | National Nominees Limited                               | -3,253          | -10,702.37           |
| 27/12/2013  | National Nominees Limited                               | -364            | -1,219.40            |
| 27/12/2013  | National Nominees Limited                               | -895            | -2,998.25            |
| 30/12/2013  | National Nominees Limited                               | -1,160          | -3,886.00            |
| 31/12/2013  | National Nominees Limited                               | -3,191          | -11,008.95           |
| 2/01/2014   | National Nominees Limited                               | -3,459          | -12,002.73           |
| 3/01/2014   | National Nominees Limited                               | -718            | -2,376.58            |
| 10/01/2014  | National Nominees Limited                               | -203            | -655.69              |
| 13/01/2014  | National Nominees Limited                               | -2,049          | -6,638.76            |
| 14/01/2014  | National Nominees Limited                               | -395            | -1,279.80            |
| 17/01/2014  | National Nominees Limited                               | -869            | -2,815.56            |
| 20/01/2014  | National Nominees Limited                               | -3,755          | -12,316.40           |
| 25/03/2014  | National Nominees Limited                               | 8,125           | 21,775.00            |
| 26/03/2014  | National Nominees Limited                               | 869             | 2,433.20             |
| 27/03/2014  | National Nominees Limited                               | 2,784           | 7,823.04             |
| 28/03/2014  | National Nominees Limited                               | 267             | 763.62               |
| 31/03/2014  | National Nominees Limited                               | 441             | 1,270.08             |
| 1/04/2014   | National Nominees Limited                               | 5,165           | 15,030.15            |
| 2/04/2014   | National Nominees Limited                               | 7,714           | 22,447.74            |
| 3/04/2014   | National Nominees Limited                               | 12,874          | 37,205.86            |
| 4/04/2014   | National Nominees Limited                               | 26,935          | 78,380.85            |
|             | <b>Total</b>                                            | <b>42,019</b>   | <b>109,815.41</b>    |
|             | <b>BT Investment Management (Fund Services) Limited</b> |                 |                      |
|             | <b>Total :</b>                                          | <b>-547,736</b> | <b>-1,930,697.41</b> |

---

**BT Investment Management (Institutional) Limited**


---

|             |                                            |                 |              |
|-------------|--------------------------------------------|-----------------|--------------|
| <b>Date</b> | <b>Registered Company</b>                  | <b>Quantity</b> | <b>Value</b> |
| 16/12/2013  | HSBC Custody Nominees (Australia) Limited. | -81,577         | -270,019.87  |
| 20/12/2013  | HSBC Custody Nominees (Australia) Limited. | -2,916          | -9,593.64    |
| 23/12/2013  | HSBC Custody Nominees (Australia) Limited. | -57,963         | -190,698.27  |
| 27/12/2013  | HSBC Custody Nominees (Australia) Limited. | -22,592         | -75,683.20   |
| 30/12/2013  | HSBC Custody Nominees (Australia) Limited. | -20,811         | -69,716.85   |
| 31/12/2013  | HSBC Custody Nominees (Australia) Limited. | -47,394         | -163,509.30  |
| 31/12/2013  | HSBC Custody Nominees (Australia) Limited. | -9,875          | -34,068.75   |
| 2/01/2014   | HSBC Custody Nominees (Australia) Limited. | -62,066         | -215,369.02  |
| 3/01/2014   | HSBC Custody Nominees (Australia) Limited. | -12,889         | -42,662.59   |
| 10/01/2014  | HSBC Custody Nominees (Australia) Limited. | -3,652          | -11,795.96   |
| 13/01/2014  | HSBC Custody Nominees (Australia) Limited. | -36,770         | -119,134.80  |
| 14/01/2014  | HSBC Custody Nominees (Australia) Limited. | -7,090          | -22,971.60   |
| 17/01/2014  | HSBC Custody Nominees (Australia) Limited. | -15,599         | -50,540.76   |
| 20/01/2014  | HSBC Custody Nominees (Australia) Limited. | -76,247         | -250,090.16  |
| 25/03/2014  | HSBC Custody Nominees (Australia) Limited. | 100,631         | 269,691.08   |
| 26/03/2014  | HSBC Custody Nominees (Australia) Limited. | 14,148          | 39,614.40    |
| 27/03/2014  | HSBC Custody Nominees (Australia) Limited. | 45,310          | 127,321.10   |
| 28/03/2014  | HSBC Custody Nominees (Australia) Limited. | 4,340           | 12,412.40    |
| 31/03/2014  | HSBC Custody Nominees (Australia) Limited. | 7,181           | 20,681.28    |
| 1/04/2014   | HSBC Custody Nominees (Australia) Limited. | 84,062          | 244,620.42   |
| 2/04/2014   | HSBC Custody Nominees (Australia) Limited. | 125,551         | 365,353.41   |
| 3/04/2014   | HSBC Custody Nominees (Australia) Limited. | 241,171         | 696,984.19   |

|           |                                            |                |                     |
|-----------|--------------------------------------------|----------------|---------------------|
| 4/04/2014 | HSBC Custody Nominees (Australia) Limited. | 473,538        | 1,377,995.58        |
|           | <b>Total</b>                               | <b>638,491</b> | <b>1,628,819.09</b> |

| <b>Date</b> | <b>Registered Company</b>       | <b>Quantity</b> | <b>Value</b>        |
|-------------|---------------------------------|-----------------|---------------------|
| 13/12/2013  | National Australia Bank Limited | 417,423         | 1,415,063.97        |
| 13/12/2013  | National Australia Bank Limited | 225,031         | 762,855.09          |
| 20/12/2013  | National Australia Bank Limited | -1,357          | -4,464.53           |
| 23/12/2013  | National Australia Bank Limited | -14,778         | -48,619.62          |
| 27/12/2013  | National Australia Bank Limited | -5,794          | -19,409.90          |
| 30/12/2013  | National Australia Bank Limited | -5,337          | -17,878.95          |
| 31/12/2013  | National Australia Bank Limited | -14,687         | -50,670.15          |
| 2/01/2014   | National Australia Bank Limited | -15,917         | -55,231.99          |
| 3/01/2014   | National Australia Bank Limited | -3,305          | -10,939.55          |
| 10/01/2014  | National Australia Bank Limited | -937            | -3,026.51           |
| 13/01/2014  | National Australia Bank Limited | -9,430          | -30,553.20          |
| 14/01/2014  | National Australia Bank Limited | -1,818          | -5,890.32           |
| 17/01/2014  | National Australia Bank Limited | -4,001          | -12,963.24          |
| 20/01/2014  | National Australia Bank Limited | -21,088         | -69,168.64          |
| 25/03/2014  | National Australia Bank Limited | 36,113          | 96,782.84           |
| 26/03/2014  | National Australia Bank Limited | 3,876           | 10,852.80           |
| 27/03/2014  | National Australia Bank Limited | 12,414          | 34,883.34           |
| 28/03/2014  | National Australia Bank Limited | 1,189           | 3,400.54            |
| 31/03/2014  | National Australia Bank Limited | 1,968           | 5,667.84            |
| 1/04/2014   | National Australia Bank Limited | 23,032          | 67,023.12           |
| 2/04/2014   | National Australia Bank Limited | 34,399          | 100,101.09          |
| 3/04/2014   | National Australia Bank Limited | 57,537          | 166,281.93          |
| 4/04/2014   | National Australia Bank Limited | 120,489         | 350,622.99          |
|             | <b>Total</b>                    | <b>835,022</b>  | <b>2,684,718.95</b> |

**BT Investment Management (Institutional) Limited**

|                |                  |                     |
|----------------|------------------|---------------------|
| <b>Total :</b> | <b>1,473,513</b> | <b>4,313,538.04</b> |
|----------------|------------------|---------------------|

---

**Westpac RE Limited**

---

| <b>Date</b> | <b>Registered Company</b>                  | <b>Quantity</b> | <b>Value</b>     |
|-------------|--------------------------------------------|-----------------|------------------|
| 4/12/2013   | HSBC Custody Nominees (Australia) Limited. | -10,400         | -30,576.00       |
| 4/12/2013   | HSBC Custody Nominees (Australia) Limited. | -6,510          | -19,139.40       |
| 4/12/2013   | HSBC Custody Nominees (Australia) Limited. | -254            | -746.76          |
| 26/02/2014  | HSBC Custody Nominees (Australia) Limited. | 25,000          | 70,000.00        |
|             | <b>Total</b>                               | <b>7,836</b>    | <b>19,537.84</b> |

|                                   |              |                  |
|-----------------------------------|--------------|------------------|
| <b>Westpac RE Limited Total :</b> | <b>7,836</b> | <b>19,537.84</b> |
|-----------------------------------|--------------|------------------|

## 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 – 04/04/2014

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

|                                     |             |                                                 |                  |
|-------------------------------------|-------------|-------------------------------------------------|------------------|
| 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     | 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        |
| Canning Park Capital Pte. Ltd       | Australia   | Westpac Altitude Rewards Trust                  | Australia        |
| Capital Corporate Finance Limited   | Australia   | Westpac Americas Inc.                           | USA              |
| Capital Finance (NZ) Limited        | Australia   | Westpac Asian Lending Pty Limited               | Australia        |
| Capital Finance Australia Limited   | Australia   | Westpac Bank of Tonga                           | Tonga            |
| Capital Finance New Zealand Limited | Australia   | Westpac Bank Samoa Limited                      | Samoa            |
| Capital Fleetlease Limited          | Australia   | Westpac Bank-PNG-Limited                        | Papua New Guinea |
| Capital Motor Finance Limited       | Australia   | Westpac Capital Holdings Inc.                   | USA              |
| Capital Rent Group Limited          | New Zealand | Westpac Capital Markets Holding Corp.           | USA              |
| Castlereagh Trust                   | Australia   | Westpac Capital Markets LLC                     | USA              |
| CBA Limited                         | Australia   | Westpac Capital Trust III                       | USA              |
| Challenge Limited                   | Australia   | Westpac Capital Trust IV                        | USA              |
| Codrington S.a.r.l.                 | Luxembourg  | Westpac Capital-NZ-Limited                      | New Zealand      |
| Crusade ABS Series 2012 - 1 Trust   | Australia   | Westpac Cash PIE Fund                           | Australia        |
| Crusade ABS Series 2013 - 1 Trust   | Australia   | Westpac Cook Cove Trust I                       | Australia        |
| Crusade CP Management Pty Limited   | Australia   | Westpac Cook Cove Trust II                      | Australia        |
| Crusade CP No.1 Pty Limited         | Australia   | Westpac Covered Bond Trust                      | Australia        |
| Crusade CP Trust No. 41             | Australia   | Westpac Custodian Nominees Limited              | Australia        |
| Crusade CP Trust No. 44             | Australia   | Westpac Debt Securities Pty Limited             | Australia        |
| Crusade CP Trust No. 48             | Australia   | Westpac Delta LLC                               | USA              |
| Crusade CP Trust No. 49             | Australia   | Westpac Direct Equity Investments Pty Limited   | Australia        |
| Crusade CP Trust No. 50             | Australia   | Westpac Equipment Finance (No.1) Pty Limited    | Australia        |
| Crusade CP Trust No. 52             | Australia   | Westpac Equipment Finance Limited               | Australia        |
| Crusade CP Trust No. 53             | Australia   | Westpac Equity Holdings Pty Limited             | Australia        |
| Crusade CP Trust No. 54             | Australia   | Westpac Equity Investments NZ Limited           | New Zealand      |
| Crusade CP Trust No. 55             | Australia   | Westpac Equity Pty Limited                      | Australia        |
| Crusade CP Trust No. 56             | Australia   | Westpac Europe Limited                          | UK               |
| Crusade CP Trust No. 57             | Australia   | Westpac Finance (HK) Limited                    | Hong Kong        |
| Crusade CP Trust No. 58             | Australia   | Westpac Financial Consultants Limited           | Australia        |
| Crusade CP Trust No. 60             | Australia   | Westpac Financial Holdings Pty Limited          | Australia        |
| Crusade Euro Trust 1E of 2006       | Australia   | Westpac Financial Services Group Limited        | Australia        |
| Crusade Euro Trust 1E of 2007       | Australia   | Westpac Financial Services Group-NZ-Limited     | New Zealand      |
| Crusade Global Trust 1 of 2005      | Australia   | Westpac Financial Services Limited              | Australia        |
| Crusade Global Trust 1 of 2006      | Australia   | Westpac Funding Holdings Pty Limited            | Australia        |
| Crusade Global Trust 1 of 2007      | Australia   | Westpac Funds Financing Holdco Pty Limited      | Australia        |
| Crusade Global Trust 2 of 2004      | Australia   | Westpac Funds Financing Pty Limited             | Australia        |
| Crusade Global Trust 2 of 2005      | Australia   | Westpac General Insurance Limited               | Australia        |
| Crusade Global Trust 2 of 2006      | Australia   | Westpac General Insurance Services Limited      | Australia        |
| Crusade Management Limited          | Australia   | Westpac Global Capital Markets Pty Limited      | Australia        |
| Crusade Trust 1A of 2005            | Australia   | Westpac Group Investment-NZ-Limited             | New Zealand      |
| Crusade 2P Trust of 2008            | Australia   | Westpac Group Investments Australia Pty Limited | Australia        |

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

Note: Westpac retains 63% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

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