

21 May 2014

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

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of JB Hi-Fi 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 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme JB HI-FI LIMITED (JBH)

ACN/ARSN ABN 80 093 220 136

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

There was a change in the interests of the substantial holder on 19/05/2014

The previous notice was given to the company on 24/04/2014

The previous notice was dated 22/04/2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
ORDINARY SHARES	6,682,191	6.66%	5,658,688	5.64%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
19/05/2014	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management No.2 Limited, BT Funds Management Limited, Westpac RE Limited, Advance Asset Management Limited, BT Investment Management (Fund Services) Limited, BT Investment Management	See Schedule	See Schedule	See Schedule	See Schedule

	(Institutional) Limited				
--	-------------------------	--	--	--	--

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	888,858
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	70,076
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	711,219
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.	109,173
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited Permanent Trustee Australia Limited National Australian Custodian Services National Nominees Limited National Custodian	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.	1,214,406

	Nominees BNP Fund Services Australasia Pty Limited HSBC Custody Nominees (Australia) Limited. Citicorp Nominees Pty Limited National Australia Bank Limited JP Morgan Chase Bank		
BT Investment Management (Institutional) Limited	UBS Wealth Management National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,798,960
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	865,996

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
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
BT Funds 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
JB HI-FI LIMITED (JBH)	The Company Secretary JB HI-FI LIMITED (JBH) Level 4, Office Tower 2 Chadstone Shopping Centre 1341 Dandenong Road CHADSTONE VIC 3148 Tel: +61 3 8530 7333 Fax: +61 3 8530 7600

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 21/05/2014

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 person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 23/04/2014 to 19/05/2014

SECURITY: JBH

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
6/05/2014	HSBC Custody Nominees (Australia) Limited.	3,079	58,562.58
7/05/2014	HSBC Custody Nominees (Australia) Limited.	-540	-10,330.20
	Total	2,539	48,232.38
Advance Asset Management Limited Total :		2,539	48,232.38

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
28/04/2014	ASGARD Capital Management Limited	-770	-15,523.20
30/04/2014	ASGARD Capital Management Limited	250	4,882.50
30/04/2014	ASGARD Capital Management Limited	-250	-4,800.00
1/05/2014	ASGARD Capital Management Limited	472	8,906.64
2/05/2014	ASGARD Capital Management Limited	43	810.98
	Total	-255	-5,723.08
Asgard Capital Management Limited Total :		-255	-5,723.08

BT Funds Management Limited

Date	Registered Company	Quantity	Value
24/04/2014	BT Portfolio Services Limited	-820	-16,642.47
28/04/2014	BT Portfolio Services Limited	500	10,141.35
29/04/2014	BT Portfolio Services Limited	123	2,512.56
30/04/2014	BT Portfolio Services Limited	750	14,586.38
30/04/2014	BT Portfolio Services Limited	1,000	18,836.30
1/05/2014	BT Portfolio Services Limited	-1,500	-28,012.05
2/05/2014	BT Portfolio Services Limited	480	9,052.80
2/05/2014	BT Portfolio Services Limited	-480	-9,052.80
6/05/2014	BT Portfolio Services Limited	2,080	39,540.80
7/05/2014	BT Portfolio Services Limited	519	9,964.80
7/05/2014	BT Portfolio Services Limited	-300	-5,696.67
8/05/2014	BT Portfolio Services Limited	-480	-9,091.20
12/05/2014	BT Portfolio Services Limited	768	15,043.05
12/05/2014	BT Portfolio Services Limited	-1,013	-19,578.96
13/05/2014	BT Portfolio Services Limited	-135	-2,578.61
14/05/2014	BT Portfolio Services Limited	766	15,149.49
15/05/2014	BT Portfolio Services Limited	1,014	19,961.40
15/05/2014	BT Portfolio Services Limited	910	18,032.01
15/05/2014	BT Portfolio Services Limited	1,016	20,000.77
15/05/2014	BT Portfolio Services Limited	510	10,011.96
19/05/2014	BT Portfolio Services Limited	1,014	20,007.34
19/05/2014	BT Portfolio Services Limited	-1,000	-19,473.70

Total	5,722	112,714.54
BT Funds Management Limited Total :	5,722	112,714.54

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-3,770	-78,265.20
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-333	-6,913.08
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-12,017	-242,262.72
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-1,246	-24,982.30
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-749	-15,017.45
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-6,137	-114,639.16
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-14,019	-261,874.92
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-1,845	-34,464.60
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-19,400	-362,392.00
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-1,388	-25,927.84
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-4,126	-77,073.68
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-2,880	-53,798.40
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-16,155	-301,775.40
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-12,724	-248,754.20
	Total	-96,789	-1,848,140.95
	BT Funds Management No.2 Limited Total :	-96,789	-1,848,140.95

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Value
23/04/2014	Australia and New Zealand Banking Group Limited	-372	-7,722.72
29/04/2014	Australia and New Zealand Banking Group Limited	-206	-4,130.30
29/04/2014	Australia and New Zealand Banking Group Limited	-451	-9,092.16
29/04/2014	Australia and New Zealand Banking Group Limited	-787	-15,865.92
2/05/2014	Australia and New Zealand Banking Group Limited	-1,054	-19,688.72
2/05/2014	Australia and New Zealand Banking Group Limited	-175	-3,269.00
2/05/2014	Australia and New Zealand Banking Group Limited	-1,614	-30,149.52
2/05/2014	Australia and New Zealand Banking Group Limited	-1,841	-34,389.88
2/05/2014	Australia and New Zealand Banking Group Limited	-135	-2,521.80
2/05/2014	Australia and New Zealand Banking Group Limited	-412	-7,696.16
2/05/2014	Australia and New Zealand Banking Group Limited	-1,199	-22,397.32
2/05/2014	Australia and New Zealand Banking Group Limited	-377	-7,042.36
19/05/2014	Australia and New Zealand Banking Group Limited	-1,290	-25,219.50
	Total	-9,913	-189,185.36

Date	Registered Company	Quantity	Value
23/04/2014	BNP Fund Services Australasia Pty Limited	-671	-13,929.96
1/05/2014	BNP Fund Services Australasia Pty Limited	-5,042	-95,041.70
2/05/2014	BNP Fund Services Australasia Pty Limited	-2,128	-39,751.04
7/05/2014	BNP Fund Services Australasia Pty Limited	-1,341	-25,546.05
7/05/2014	BNP Fund Services Australasia Pty Limited	-3,680	-70,104.00
	Total	-12,862	-244,372.75

Date	Registered Company	Quantity	Value
23/04/2014	Citicorp Nominees Pty Limited	-1,253	-26,012.28
2/05/2014	Citicorp Nominees Pty Limited	-3,224	-60,224.32

2/05/2014	Citicorp Nominees Pty Limited	-10,507	-196,270.76
7/05/2014	Citicorp Nominees Pty Limited	-11,522	-219,494.10
	Total	-26,506	-502,001.46

Date	Registered Company	Quantity	Value
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-61	-1,265.75
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-66	-1,369.50
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-150	-3,112.50
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-89	-1,847.64
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-772	-16,026.72
1/05/2014	HSBC Custody Nominees (Australia) Limited.	1,059	19,983.33
16/05/2014	HSBC Custody Nominees (Australia) Limited.	200	3,956.00
16/05/2014	HSBC Custody Nominees (Australia) Limited.	380	7,516.40
	Total	501	7,833.62

Date	Registered Company	Quantity	Value
23/04/2014	JP Morgan Chase Bank	-1,609	-33,402.84
	Total	-1,609	-33,402.84

Date	Registered Company	Quantity	Value
23/04/2014	National Australia Bank Limited	-272	-5,646.72
23/04/2014	National Australia Bank Limited	-2,750	-57,062.50
23/04/2014	National Australia Bank Limited	-8,205	-170,253.75
23/04/2014	National Australia Bank Limited	-1,152	-23,915.52
29/04/2014	National Australia Bank Limited	-1,891	-37,895.64
29/04/2014	National Australia Bank Limited	-11,391	-229,642.56
2/05/2014	National Australia Bank Limited	-1,629	-30,429.72
2/05/2014	National Australia Bank Limited	-1,092	-20,398.56
2/05/2014	National Australia Bank Limited	-25,428	-474,995.04
2/05/2014	National Australia Bank Limited	-1,468	-27,422.24
2/05/2014	National Australia Bank Limited	-9,065	-169,334.20
14/05/2014	National Australia Bank Limited	-7,248	-144,597.60
14/05/2014	National Australia Bank Limited	-15,964	-318,481.80
16/05/2014	National Australia Bank Limited	-17,937	-352,103.31
16/05/2014	National Australia Bank Limited	-14,578	-286,166.14
19/05/2014	National Australia Bank Limited	-38,013	-743,154.15
	Total	-158,083	-3,091,499.45

Date	Registered Company	Quantity	Value
23/04/2014	National Australian Custodian Services	-945	-19,608.75
29/04/2014	National Australian Custodian Services	-1,954	-39,392.64
29/04/2014	National Australian Custodian Services	-525	-10,521.00
29/04/2014	National Australian Custodian Services	-1,206	-24,312.96
2/05/2014	National Australian Custodian Services	-336	-6,276.48
2/05/2014	National Australian Custodian Services	-1,044	-19,501.92
2/05/2014	National Australian Custodian Services	-1,026	-19,165.68
2/05/2014	National Australian Custodian Services	-2,610	-48,754.80
2/05/2014	National Australian Custodian Services	-3,330	-62,204.40
2/05/2014	National Australian Custodian Services	-434	-8,107.12
2/05/2014	National Australian Custodian Services	-4,564	-85,255.52
2/05/2014	National Australian Custodian Services	-4,017	-75,037.56
19/05/2014	National Australian Custodian Services	-3,304	-64,593.20
	Total	-25,295	-482,732.03

Date	Registered Company	Quantity	Value
23/04/2014	National Nominees Limited	-1,057	-21,932.75
29/04/2014	National Nominees Limited	-576	-11,543.04
29/04/2014	National Nominees Limited	-2,192	-44,190.72
29/04/2014	National Nominees Limited	-1,275	-25,704.00
2/05/2014	National Nominees Limited	-1,146	-21,407.28
2/05/2014	National Nominees Limited	-1,127	-21,052.36
2/05/2014	National Nominees Limited	-369	-6,892.92
2/05/2014	National Nominees Limited	-2,822	-52,714.96
2/05/2014	National Nominees Limited	-5,014	-93,661.52
2/05/2014	National Nominees Limited	-4,413	-82,434.84
2/05/2014	National Nominees Limited	-3,695	-69,022.60
2/05/2014	National Nominees Limited	-477	-8,910.36
19/05/2014	National Nominees Limited	-3,631	-70,986.05
	Total	-27,794	-530,453.40

Date	Registered Company	Quantity	Value
23/04/2014	National Custodian Nominees	-534	-11,085.84
	Total	-534	-11,085.84

Date	Registered Company	Quantity	Value
23/04/2014	Permanent Trustee Australia Limited	-199	-4,131.24
	Total	-199	-4,131.24

BT Investment Management (Fund Services) Limited
Total : **-262,294** **-5,081,030.75**

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Value
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-252	-5,231.52
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-8,195	-170,128.20
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-7,566	-157,070.16
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-11,935	-247,770.60
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-1,102	-22,877.52
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-3,218	-66,805.68
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-9,672	-193,923.60
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-58,256	-1,174,440.96
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-3,296	-66,447.36
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-547	-10,967.35
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-6,311	-117,889.48
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-1,407	-26,282.76
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-6,787	-126,781.16
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-70,575	-1,318,341.00
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-20,860	-389,664.80
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-22,483	-419,982.44
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-8,941	-167,017.88
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-81,663	-1,525,464.84
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-94,010	-1,756,106.80
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-6,824	-127,472.32
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-14,148	-264,284.64
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-1,915	-35,772.20
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-6,133	-114,564.44
12/05/2014	HSBC Custody Nominees (Australia) Limited.	1,278	24,780.42
14/05/2014	HSBC Custody Nominees (Australia) Limited.	-3,863	-77,105.48

14/05/2014	HSBC Custody Nominees (Australia) Limited.	-3,283	-65,528.68
16/05/2014	HSBC Custody Nominees (Australia) Limited.	-2,071	-40,653.73
16/05/2014	HSBC Custody Nominees (Australia) Limited.	-7,324	-143,770.12
16/05/2014	HSBC Custody Nominees (Australia) Limited.	-388	-7,616.44
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-61,071	-1,193,938.05
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-7,876	-153,975.80
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-2,549	-49,832.95
	Total	-533,243	-10,212,928.54

Date	Registered Company	Quantity	Value
23/04/2014	National Australia Bank Limited	-5,146	-106,830.96
29/04/2014	National Australia Bank Limited	-17,175	-346,248.00
29/04/2014	National Australia Bank Limited	-2,852	-57,182.60
2/05/2014	National Australia Bank Limited	-81,279	-1,518,291.72
2/05/2014	National Australia Bank Limited	-12,942	-241,756.56
19/05/2014	National Australia Bank Limited	-17,980	-351,509.00
	Total	-137,374	-2,621,818.84
	BT Investment Management (Institutional) Limited		
	Total :	-670,617	-12,834,747.38

Westpac RE Limited

Date	Registered Company	Quantity	Value
23/04/2014	HSBC Custody Nominees (Australia) Limited.	07	145.88
23/04/2014	HSBC Custody Nominees (Australia) Limited.	07	145.88
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-400	-8,112.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	-950	-19,266.00
28/04/2014	HSBC Custody Nominees (Australia) Limited.	118	2,394.22
28/04/2014	HSBC Custody Nominees (Australia) Limited.	100	2,033.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	500	9,995.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	852	17,244.48
29/04/2014	HSBC Custody Nominees (Australia) Limited.	200	3,932.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	300	5,997.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-500	-9,680.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-200	-3,916.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-500	-9,790.00
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-40	-783.20
29/04/2014	HSBC Custody Nominees (Australia) Limited.	-260	-5,090.80
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	36	685.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	17	323.68
30/04/2014	HSBC Custody Nominees (Australia) Limited.	32	609.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	14	266.56
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	16	304.64
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	32	609.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	17	323.68
30/04/2014	HSBC Custody Nominees (Australia) Limited.	14	266.56
30/04/2014	HSBC Custody Nominees (Australia) Limited.	19	361.76

30/04/2014	HSBC Custody Nominees (Australia) Limited.	26	495.04
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	21	399.84
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	24	456.96
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	14	266.56
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	18	342.72
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	36	685.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	14	266.56
30/04/2014	HSBC Custody Nominees (Australia) Limited.	23	437.92
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	29	552.16
30/04/2014	HSBC Custody Nominees (Australia) Limited.	14	266.56
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	23	437.92
30/04/2014	HSBC Custody Nominees (Australia) Limited.	17	323.68
30/04/2014	HSBC Custody Nominees (Australia) Limited.	19	361.76
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	17	323.68
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	15	285.60
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	13	247.52
30/04/2014	HSBC Custody Nominees (Australia) Limited.	30	571.20
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	14	266.56
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	19	361.76
30/04/2014	HSBC Custody Nominees (Australia) Limited.	13	247.52
30/04/2014	HSBC Custody Nominees (Australia) Limited.	13	247.52
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	12	228.48
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	13	247.52
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	33	628.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44

30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	13	247.52
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	15	285.60
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	10	190.40
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	08	152.32
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	06	114.24
30/04/2014	HSBC Custody Nominees (Australia) Limited.	09	171.36
30/04/2014	HSBC Custody Nominees (Australia) Limited.	11	209.44
30/04/2014	HSBC Custody Nominees (Australia) Limited.	17	323.68
30/04/2014	HSBC Custody Nominees (Australia) Limited.	15	285.60
30/04/2014	HSBC Custody Nominees (Australia) Limited.	07	133.28
30/04/2014	HSBC Custody Nominees (Australia) Limited.	250	4,730.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	200	3,548.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	200	3,548.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	200	3,548.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	600	576.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	-1,950	-37,596.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	-200	-3,548.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	-200	-3,548.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	-200	-3,548.00
30/04/2014	HSBC Custody Nominees (Australia) Limited.	-200	-3,548.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-11	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	09	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-14	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	11	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-18	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-11	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	14	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-09	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-30	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-14	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-30	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	30	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-18	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	18	.00
1/05/2014	HSBC Custody Nominees (Australia) Limited.	-09	.00
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-26	-485.94
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-53	-990.57
2/05/2014	HSBC Custody Nominees (Australia) Limited.	-32	-598.08
6/05/2014	HSBC Custody Nominees (Australia) Limited.	100	1,910.00
7/05/2014	HSBC Custody Nominees (Australia) Limited.	217	4,151.21

7/05/2014	HSBC Custody Nominees (Australia) Limited.	-500	-9,490.00
8/05/2014	HSBC Custody Nominees (Australia) Limited.	200	3,828.00
8/05/2014	HSBC Custody Nominees (Australia) Limited.	-07	-133.28
9/05/2014	HSBC Custody Nominees (Australia) Limited.	-200	-3,870.00
16/05/2014	HSBC Custody Nominees (Australia) Limited.	-700	-13,818.00
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-06	-117.48
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-09	-176.22
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-01	-19.58
	Total	-1,368	-36,183.60
	Westpac RE Limited Total :	-1,368	-36,183.60

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 19/05/2014

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

BT Private Nominees Pty Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 Investments Pty Limited	Australia
BT Short Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BTIM UK Limited	UK	Waratah Securities Australia Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Corporate Finance Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Motor Finance Limited	Australia	Westpac Americas Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Markets Holding Corp.	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Markets LLC	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Trust IV	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Management Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 41	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 44	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 48	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 49	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 50	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 52	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 56	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Europe Limited	UK
Crusade CP Trust No. 58	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade CP Trust No. 60	Australia	Westpac Financial Consultants Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac General Insurance Limited	Australia
Crusade Management Limited	Australia	Westpac General Insurance Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Global Capital Markets Pty Limited	Australia

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

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

BT Investment Management Limited (62.1%) Australia

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