

28 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 Arena Reit.

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 ARENA REIT (ARF) – comprising Arena REIT No. 1 and Arena REIT No. 2

ACN/ARSN Arena REIT No. 1 ARSN 106 891 641 and Arena REIT No. 2 ARSN 101 067 878

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 26/05/2014

The previous notice was given to the company on 04/11/2013

The previous notice was dated 31/10/2013

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	15,158,476	7.35%	19,910,293	9.41%

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
26/05/2014	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Advance Asset Management Limited, Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management Limited, Westpac Financial Services Group Limited, BT Investment Management	See Schedule	See Schedule	See Schedule	See Schedule

	(Fund Services) Limited, BT Investment Management (Institutional) Limited				
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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.	45,970
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.	140,388
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.	223,633
BT Investment Management (Fund Services) Limited	Citicorp Nominees Pty 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.	3,701,752
BT Investment Management (Institutional) 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.	14,903,000
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	709,878
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.	185,672

5. Changes in association

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

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

6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (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
ARENA REIT (ARF)	The Company Secretary, ARENA REIT (ARF) Level 20, 600 Bourke Street MELBOURNE VIC 3000 Tel: +61 3 9093 9000 Fax: +61 3 9093 9093

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 28/05/2014

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 : 1/11/2013 to 26/05/2014

SECURITY: ARF

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
25/11/2013	ASGARD Capital Management Limited	13,709	16,999.16
13/02/2014	ASGARD Capital Management Limited	18,099	20,089.89
20/03/2014	ASGARD Capital Management Limited	25,500	30,090.00
6/05/2014	ASGARD Capital Management Limited	8,810	10,219.60
8/05/2014	ASGARD Capital Management Limited	43,100	49,996.00
	Total	109,218	127,394.65
	Asgard Capital Management Limited Total :	109,218	127,394.65

BT Funds Management Limited

Date	Registered Company	Quantity	Value
22/01/2014	BT Portfolio Services Limited	15,000	17,097.00
17/02/2014	BT Portfolio Services Limited	-7,500	-8,137.50
18/02/2014	BT Portfolio Services Limited	-10,000	-10,729.00
12/03/2014	BT Portfolio Services Limited	10,000	11,830.00
26/03/2014	BT Portfolio Services Limited	5,300	6,184.57
1/04/2014	BT Portfolio Services Limited	14,000	16,347.80
2/04/2014	BT Portfolio Services Limited	5,000	5,736.50
2/04/2014	BT Portfolio Services Limited	1,200	1,380.00
10/04/2014	BT Portfolio Services Limited	17,400	20,046.54
14/04/2014	BT Portfolio Services Limited	59,661	67,118.63
17/04/2014	BT Portfolio Services Limited	-2,350	-2,714.25
23/04/2014	BT Portfolio Services Limited	5,500	6,333.80
1/05/2014	BT Portfolio Services Limited	2,603	2,993.45
7/05/2014	BT Portfolio Services Limited	8,700	10,041.54
7/05/2014	BT Portfolio Services Limited	8,695	10,035.77
8/05/2014	BT Portfolio Services Limited	2,514	2,916.24
22/05/2014	BT Portfolio Services Limited	15,600	17,940.00
26/05/2014	BT Portfolio Services Limited	8,210	9,600.77
	Total	159,533	184,021.86
	BT Funds Management Limited Total :	159,533	184,021.86

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Value
1/11/2013	Citicorp Nominees Pty Limited	16,052	18,620.32
5/11/2013	Citicorp Nominees Pty Limited	227	265.59
6/11/2013	Citicorp Nominees Pty Limited	33,263	38,917.71
21/11/2013	Citicorp Nominees Pty Limited	4,364	5,280.44
25/11/2013	Citicorp Nominees Pty Limited	36,395	44,401.90
27/11/2013	Citicorp Nominees Pty Limited	6,845	8,008.65
28/11/2013	Citicorp Nominees Pty Limited	27,965	32,719.05
29/11/2013	Citicorp Nominees Pty Limited	30,367	35,529.39
2/12/2013	Citicorp Nominees Pty Limited	1,228	1,436.76
3/12/2013	Citicorp Nominees Pty Limited	19,653	22,994.01
4/12/2013	Citicorp Nominees Pty Limited	15,597	18,092.52
5/12/2013	Citicorp Nominees Pty Limited	7,780	9,024.80
6/12/2013	Citicorp Nominees Pty Limited	6,843	7,937.88
9/12/2013	Citicorp Nominees Pty Limited	10,641	12,237.15
12/12/2013	Citicorp Nominees Pty Limited	12,823	14,233.53
13/12/2013	Citicorp Nominees Pty Limited	32,542	36,447.04
16/12/2013	Citicorp Nominees Pty Limited	10,454	11,499.40
17/12/2013	Citicorp Nominees Pty Limited	1,123	1,235.30
18/12/2013	Citicorp Nominees Pty Limited	1,431	1,602.72
19/12/2013	Citicorp Nominees Pty Limited	2,580	2,889.60
20/12/2013	Citicorp Nominees Pty Limited	14,768	16,540.16
23/12/2013	Citicorp Nominees Pty Limited	11,627	13,022.24
30/12/2013	Citicorp Nominees Pty Limited	8,135	9,192.55
3/01/2014	Citicorp Nominees Pty Limited	1,113	1,268.82
7/01/2014	Citicorp Nominees Pty Limited	539	614.46
10/02/2014	Citicorp Nominees Pty Limited	8,906	9,974.72
11/02/2014	Citicorp Nominees Pty Limited	66,211	74,156.32
12/02/2014	Citicorp Nominees Pty Limited	38,857	43,519.84
13/02/2014	Citicorp Nominees Pty Limited	2,209	2,429.90
24/02/2014	Citicorp Nominees Pty Limited	12,543	13,922.73
25/02/2014	Citicorp Nominees Pty Limited	7,457	8,277.27
4/03/2014	Citicorp Nominees Pty Limited	-289	-332.35
5/03/2014	Citicorp Nominees Pty Limited	-1,534	-1,764.10
21/03/2014	Citicorp Nominees Pty Limited	-4,586	-5,457.34
24/03/2014	Citicorp Nominees Pty Limited	-2,326	-2,767.94
Total		441,803	505,971.04
BT Investment Management (Fund Services) Limited Total :		441,803	505,971.04

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Value
1/11/2013	HSBC Custody Nominees (Australia) Limited.	52,734	61,171.44
1/11/2013	HSBC Custody Nominees (Australia) Limited.	27,658	32,083.28
5/11/2013	HSBC Custody Nominees (Australia) Limited.	746	872.82
5/11/2013	HSBC Custody Nominees (Australia) Limited.	391	457.47
6/11/2013	HSBC Custody Nominees (Australia) Limited.	104,546	122,318.82
6/11/2013	HSBC Custody Nominees (Australia) Limited.	55,786	65,269.62
25/11/2013	HSBC Custody Nominees (Australia) Limited.	-36,395	-44,401.90
27/11/2013	HSBC Custody Nominees (Australia) Limited.	21,515	25,172.55
27/11/2013	HSBC Custody Nominees (Australia) Limited.	11,481	13,432.77
28/11/2013	HSBC Custody Nominees (Australia) Limited.	87,895	102,837.15
28/11/2013	HSBC Custody Nominees (Australia) Limited.	30,205	35,339.85
28/11/2013	HSBC Custody Nominees (Australia) Limited.	46,901	54,874.17
28/11/2013	HSBC Custody Nominees (Australia) Limited.	-11,481	-13,432.77
28/11/2013	HSBC Custody Nominees (Australia) Limited.	-18,724	-21,907.08
29/11/2013	HSBC Custody Nominees (Australia) Limited.	95,443	111,668.31
29/11/2013	HSBC Custody Nominees (Australia) Limited.	50,929	59,586.93
2/12/2013	HSBC Custody Nominees (Australia) Limited.	3,860	4,516.20
2/12/2013	HSBC Custody Nominees (Australia) Limited.	2,060	2,410.20
3/12/2013	HSBC Custody Nominees (Australia) Limited.	61,770	72,270.90
3/12/2013	HSBC Custody Nominees (Australia) Limited.	32,961	38,564.37
4/12/2013	HSBC Custody Nominees (Australia) Limited.	53,313	61,843.08
4/12/2013	HSBC Custody Nominees (Australia) Limited.	2,505	2,905.80
4/12/2013	HSBC Custody Nominees (Australia) Limited.	95,428	110,696.48
5/12/2013	HSBC Custody Nominees (Australia) Limited.	26,591	30,845.56
5/12/2013	HSBC Custody Nominees (Australia) Limited.	1,249	1,448.84
5/12/2013	HSBC Custody Nominees (Australia) Limited.	47,597	55,212.52
6/12/2013	HSBC Custody Nominees (Australia) Limited.	23,389	27,131.24
6/12/2013	HSBC Custody Nominees (Australia) Limited.	1,099	1,274.84
6/12/2013	HSBC Custody Nominees (Australia) Limited.	41,864	48,562.24
9/12/2013	HSBC Custody Nominees (Australia) Limited.	36,375	41,831.25
9/12/2013	HSBC Custody Nominees (Australia) Limited.	1,709	1,965.35
9/12/2013	HSBC Custody Nominees (Australia) Limited.	65,111	74,877.65
12/12/2013	HSBC Custody Nominees (Australia) Limited.	34,575	38,378.25
12/12/2013	HSBC Custody Nominees (Australia) Limited.	21,728	24,118.08
12/12/2013	HSBC Custody Nominees (Australia) Limited.	76,804	85,252.44
13/12/2013	HSBC Custody Nominees (Australia) Limited.	87,741	98,269.92
13/12/2013	HSBC Custody Nominees (Australia) Limited.	55,140	61,756.80
13/12/2013	HSBC Custody Nominees (Australia) Limited.	194,905	218,293.60
16/12/2013	HSBC Custody Nominees (Australia) Limited.	37,065	40,771.50
16/12/2013	HSBC Custody Nominees (Australia) Limited.	16,475	18,122.50
16/12/2013	HSBC Custody Nominees (Australia) Limited.	73,176	80,493.60
17/12/2013	HSBC Custody Nominees (Australia) Limited.	3,982	4,380.20

17/12/2013	HSBC Custody Nominees (Australia) Limited.	1,770	1,947.00
17/12/2013	HSBC Custody Nominees (Australia) Limited.	7,862	8,648.20
18/12/2013	HSBC Custody Nominees (Australia) Limited.	5,074	5,682.88
18/12/2013	HSBC Custody Nominees (Australia) Limited.	2,255	2,525.60
18/12/2013	HSBC Custody Nominees (Australia) Limited.	10,018	11,220.16
19/12/2013	HSBC Custody Nominees (Australia) Limited.	9,148	10,245.76
19/12/2013	HSBC Custody Nominees (Australia) Limited.	4,066	4,553.92
19/12/2013	HSBC Custody Nominees (Australia) Limited.	18,059	20,226.08
20/12/2013	HSBC Custody Nominees (Australia) Limited.	8,703	9,747.36
20/12/2013	HSBC Custody Nominees (Australia) Limited.	26,094	29,225.28
23/12/2013	HSBC Custody Nominees (Australia) Limited.	6,852	7,674.24
23/12/2013	HSBC Custody Nominees (Australia) Limited.	20,545	23,010.40
30/12/2013	HSBC Custody Nominees (Australia) Limited.	4,794	5,417.22
30/12/2013	HSBC Custody Nominees (Australia) Limited.	14,373	16,241.49
3/01/2014	HSBC Custody Nominees (Australia) Limited.	5,964	6,798.96
3/01/2014	HSBC Custody Nominees (Australia) Limited.	8,571	9,770.94
7/01/2014	HSBC Custody Nominees (Australia) Limited.	2,890	3,294.60
7/01/2014	HSBC Custody Nominees (Australia) Limited.	4,152	4,733.28
9/01/2014	HSBC Custody Nominees (Australia) Limited.	225,201	254,477.13
9/01/2014	HSBC Custody Nominees (Australia) Limited.	61,016	68,948.08
10/01/2014	HSBC Custody Nominees (Australia) Limited.	24,572	28,012.08
10/01/2014	HSBC Custody Nominees (Australia) Limited.	4,469	5,094.66
14/01/2014	HSBC Custody Nominees (Australia) Limited.	27,609	31,474.26
14/01/2014	HSBC Custody Nominees (Australia) Limited.	48,993	55,852.02
15/01/2014	HSBC Custody Nominees (Australia) Limited.	6,693	7,630.02
15/01/2014	HSBC Custody Nominees (Australia) Limited.	11,876	13,538.64
16/01/2014	HSBC Custody Nominees (Australia) Limited.	226,947	258,719.58
16/01/2014	HSBC Custody Nominees (Australia) Limited.	302,596	344,959.44
22/01/2014	HSBC Custody Nominees (Australia) Limited.	34,269	38,723.97
22/01/2014	HSBC Custody Nominees (Australia) Limited.	23,253	26,275.89
24/01/2014	HSBC Custody Nominees (Australia) Limited.	24,469	27,894.66
24/01/2014	HSBC Custody Nominees (Australia) Limited.	16,604	18,928.56
28/01/2014	HSBC Custody Nominees (Australia) Limited.	59,550	67,887.00
28/01/2014	HSBC Custody Nominees (Australia) Limited.	40,407	46,063.98
31/01/2014	HSBC Custody Nominees (Australia) Limited.	5,744	6,375.84
31/01/2014	HSBC Custody Nominees (Australia) Limited.	3,897	4,325.67
3/02/2014	HSBC Custody Nominees (Australia) Limited.	5,592	6,207.12
3/02/2014	HSBC Custody Nominees (Australia) Limited.	3,794	4,211.34
4/02/2014	HSBC Custody Nominees (Australia) Limited.	40,905	45,404.55
4/02/2014	HSBC Custody Nominees (Australia) Limited.	27,756	30,809.16
5/02/2014	HSBC Custody Nominees (Australia) Limited.	51,148	56,774.28
5/02/2014	HSBC Custody Nominees (Australia) Limited.	34,707	38,524.77
6/02/2014	HSBC Custody Nominees (Australia) Limited.	14,544	16,143.84
6/02/2014	HSBC Custody Nominees (Australia) Limited.	9,869	10,954.59
7/02/2014	HSBC Custody Nominees (Australia) Limited.	9,189	10,199.79
7/02/2014	HSBC Custody Nominees (Australia) Limited.	6,236	6,921.96

10/02/2014	HSBC Custody Nominees (Australia) Limited.	10,355	11,597.60
10/02/2014	HSBC Custody Nominees (Australia) Limited.	23,870	26,734.40
11/02/2014	HSBC Custody Nominees (Australia) Limited.	76,978	86,215.36
11/02/2014	HSBC Custody Nominees (Australia) Limited.	177,448	198,741.76
12/02/2014	HSBC Custody Nominees (Australia) Limited.	45,176	50,597.12
12/02/2014	HSBC Custody Nominees (Australia) Limited.	104,139	116,635.68
13/02/2014	HSBC Custody Nominees (Australia) Limited.	2,568	2,824.80
13/02/2014	HSBC Custody Nominees (Australia) Limited.	5,920	6,512.00
14/02/2014	HSBC Custody Nominees (Australia) Limited.	-1,611	-1,723.77
14/02/2014	HSBC Custody Nominees (Australia) Limited.	-23,389	-25,026.23
17/02/2014	HSBC Custody Nominees (Australia) Limited.	-1,585	-1,727.65
4/03/2014	HSBC Custody Nominees (Australia) Limited.	-571	-656.65
4/03/2014	HSBC Custody Nominees (Australia) Limited.	-444	-510.6
5/03/2014	HSBC Custody Nominees (Australia) Limited.	-3,035	-3,490.25
5/03/2014	HSBC Custody Nominees (Australia) Limited.	-1,249	-1,436.35
5/03/2014	HSBC Custody Nominees (Australia) Limited.	-454	-522.1
5/03/2014	HSBC Custody Nominees (Australia) Limited.	-655	-753.25
19/03/2014	HSBC Custody Nominees (Australia) Limited.	17,551	20,710.18
21/03/2014	HSBC Custody Nominees (Australia) Limited.	-9,073	-10,796.87
21/03/2014	HSBC Custody Nominees (Australia) Limited.	-4,774	-5,681.06
21/03/2014	HSBC Custody Nominees (Australia) Limited.	-1,606	-1,911.14
21/03/2014	HSBC Custody Nominees (Australia) Limited.	-667	-793.73
24/03/2014	HSBC Custody Nominees (Australia) Limited.	-4,602	-5,476.38
24/03/2014	HSBC Custody Nominees (Australia) Limited.	-3,574	-4,253.06
10/04/2014	HSBC Custody Nominees (Australia) Limited.	-2,800	-3,192.00
15/04/2014	HSBC Custody Nominees (Australia) Limited.	-351	-400.14
6/05/2014	HSBC Custody Nominees (Australia) Limited.	-10,000	-11,600.00
Total		3,524,762	4,004,450.76

BT Investment Management (Institutional) Limited Total : 3,524,762 4,004,450.76

Westpac RE Limited

Date	Registered Company	Quantity	Value
7/11/2013	HSBC Custody Nominees (Australia) Limited.	2,000	2,400.00
7/11/2013	HSBC Custody Nominees (Australia) Limited.	4,000	4,800.00
7/11/2013	HSBC Custody Nominees (Australia) Limited.	2,000	2,400.00
7/11/2013	HSBC Custody Nominees (Australia) Limited.	3,000	3,600.00
22/11/2013	HSBC Custody Nominees (Australia) Limited.	-113	-136.73
9/12/2013	HSBC Custody Nominees (Australia) Limited.	-12,900	-14,706.00
10/12/2013	HSBC Custody Nominees (Australia) Limited.	2,000	2,300.00
12/12/2013	HSBC Custody Nominees (Australia) Limited.	185	209.05
29/01/2014	HSBC Custody Nominees (Australia) Limited.	1,400	1,596.00
30/01/2014	HSBC Custody Nominees (Australia) Limited.	145	166.75
31/01/2014	HSBC Custody Nominees (Australia) Limited.	393	448.02
6/02/2014	HSBC Custody Nominees (Australia) Limited.	500	560

13/02/2014	HSBC Custody Nominees (Australia) Limited.	500	555
28/02/2014	HSBC Custody Nominees (Australia) Limited.	50	56.5
3/03/2014	HSBC Custody Nominees (Australia) Limited.	4,000	4,640.00
12/03/2014	HSBC Custody Nominees (Australia) Limited.	248	290.16
17/03/2014	HSBC Custody Nominees (Australia) Limited.	94	109.98
19/03/2014	HSBC Custody Nominees (Australia) Limited.	10,000	11,800.00
25/03/2014	HSBC Custody Nominees (Australia) Limited.	1,000	1,170.00
9/04/2014	HSBC Custody Nominees (Australia) Limited.	-182	-209.3
9/04/2014	HSBC Custody Nominees (Australia) Limited.	-145	-166.75
23/04/2014	HSBC Custody Nominees (Australia) Limited.	1,000	1,160.00
23/04/2014	HSBC Custody Nominees (Australia) Limited.	2,000	2,320.00
22/05/2014	HSBC Custody Nominees (Australia) Limited.	392	454.72
22/05/2014	HSBC Custody Nominees (Australia) Limited.	499	578.84
22/05/2014	HSBC Custody Nominees (Australia) Limited.	315	365.4
22/05/2014	HSBC Custody Nominees (Australia) Limited.	423	490.68
22/05/2014	HSBC Custody Nominees (Australia) Limited.	215	249.4
22/05/2014	HSBC Custody Nominees (Australia) Limited.	523	606.68
22/05/2014	HSBC Custody Nominees (Australia) Limited.	415	481.4
22/05/2014	HSBC Custody Nominees (Australia) Limited.	580	672.8
22/05/2014	HSBC Custody Nominees (Australia) Limited.	297	344.52
22/05/2014	HSBC Custody Nominees (Australia) Limited.	264	306.24
22/05/2014	HSBC Custody Nominees (Australia) Limited.	148	171.68
22/05/2014	HSBC Custody Nominees (Australia) Limited.	205	237.8
22/05/2014	HSBC Custody Nominees (Australia) Limited.	119	138.04
22/05/2014	HSBC Custody Nominees (Australia) Limited.	313	363.08
22/05/2014	HSBC Custody Nominees (Australia) Limited.	380	440.8
22/05/2014	HSBC Custody Nominees (Australia) Limited.	426	494.16
22/05/2014	HSBC Custody Nominees (Australia) Limited.	204	236.64
22/05/2014	HSBC Custody Nominees (Australia) Limited.	122	141.52
22/05/2014	HSBC Custody Nominees (Australia) Limited.	119	138.04
22/05/2014	HSBC Custody Nominees (Australia) Limited.	368	426.88
22/05/2014	HSBC Custody Nominees (Australia) Limited.	230	266.8
22/05/2014	HSBC Custody Nominees (Australia) Limited.	229	265.64
22/05/2014	HSBC Custody Nominees (Australia) Limited.	310	359.6
22/05/2014	HSBC Custody Nominees (Australia) Limited.	139	161.24
22/05/2014	HSBC Custody Nominees (Australia) Limited.	350	406
22/05/2014	HSBC Custody Nominees (Australia) Limited.	178	206.48
22/05/2014	HSBC Custody Nominees (Australia) Limited.	96	111.36
23/05/2014	HSBC Custody Nominees (Australia) Limited.	1,101	1,299.18
23/05/2014	HSBC Custody Nominees (Australia) Limited.	1,138	1,342.84
23/05/2014	HSBC Custody Nominees (Australia) Limited.	760	896.8
23/05/2014	HSBC Custody Nominees (Australia) Limited.	1,022	1,205.96
23/05/2014	HSBC Custody Nominees (Australia) Limited.	642	757.56
23/05/2014	HSBC Custody Nominees (Australia) Limited.	290	342.2
23/05/2014	HSBC Custody Nominees (Australia) Limited.	518	611.24
23/05/2014	HSBC Custody Nominees (Australia) Limited.	467	551.06

23/05/2014	HSBC Custody Nominees (Australia) Limited.	385	454.3
23/05/2014	HSBC Custody Nominees (Australia) Limited.	351	414.18
Total		35,708	42,354.44

Westpac RE Limited Total :	35,708	42,354.44
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Westpac Financial Services Group Limited

Date	Registered Company	Quantity	Value
6/11/2013	HSBC Custody Nominees (Australia) Limited.	28,022	32,785.74
21/11/2013	HSBC Custody Nominees (Australia) Limited.	-4,364	-5,280.44
27/11/2013	HSBC Custody Nominees (Australia) Limited.	5,767	6,747.39
28/11/2013	HSBC Custody Nominees (Australia) Limited.	23,559	27,564.03
29/11/2013	HSBC Custody Nominees (Australia) Limited.	25,582	29,930.94
2/12/2013	HSBC Custody Nominees (Australia) Limited.	1,035	1,210.95
3/12/2013	HSBC Custody Nominees (Australia) Limited.	16,556	19,370.52
4/12/2013	HSBC Custody Nominees (Australia) Limited.	17,818	20,668.88
5/12/2013	HSBC Custody Nominees (Australia) Limited.	8,887	10,308.92
6/12/2013	HSBC Custody Nominees (Australia) Limited.	7,817	9,067.72
9/12/2013	HSBC Custody Nominees (Australia) Limited.	12,156	13,979.40
12/12/2013	HSBC Custody Nominees (Australia) Limited.	8,482	9,415.02
13/12/2013	HSBC Custody Nominees (Australia) Limited.	21,525	24,108.00
16/12/2013	HSBC Custody Nominees (Australia) Limited.	9,181	10,099.10
17/12/2013	HSBC Custody Nominees (Australia) Limited.	986	1,084.60
18/12/2013	HSBC Custody Nominees (Australia) Limited.	1,257	1,407.84
19/12/2013	HSBC Custody Nominees (Australia) Limited.	2,266	2,537.92
20/12/2013	HSBC Custody Nominees (Australia) Limited.	1,733	1,940.96
23/12/2013	HSBC Custody Nominees (Australia) Limited.	1,365	1,528.80
30/12/2013	HSBC Custody Nominees (Australia) Limited.	955	1,079.15
3/01/2014	HSBC Custody Nominees (Australia) Limited.	1,494	1,703.16
7/01/2014	HSBC Custody Nominees (Australia) Limited.	724	825.36
9/01/2014	HSBC Custody Nominees (Australia) Limited.	46,681	52,749.53
10/01/2014	HSBC Custody Nominees (Australia) Limited.	5,851	6,670.14
14/01/2014	HSBC Custody Nominees (Australia) Limited.	48,225	54,976.50
15/01/2014	HSBC Custody Nominees (Australia) Limited.	11,690	13,326.60
16/01/2014	HSBC Custody Nominees (Australia) Limited.	75,649	86,239.86
22/01/2014	HSBC Custody Nominees (Australia) Limited.	12,194	13,779.22
24/01/2014	HSBC Custody Nominees (Australia) Limited.	8,707	9,925.98
28/01/2014	HSBC Custody Nominees (Australia) Limited.	21,188	24,154.32
31/01/2014	HSBC Custody Nominees (Australia) Limited.	2,044	2,268.84
3/02/2014	HSBC Custody Nominees (Australia) Limited.	1,990	2,208.90
4/02/2014	HSBC Custody Nominees (Australia) Limited.	14,555	16,156.05
5/02/2014	HSBC Custody Nominees (Australia) Limited.	18,200	20,202.00
6/02/2014	HSBC Custody Nominees (Australia) Limited.	5,175	5,744.25
7/02/2014	HSBC Custody Nominees (Australia) Limited.	3,270	3,629.70
10/02/2014	HSBC Custody Nominees (Australia) Limited.	2,712	3,037.44

11/02/2014	HSBC Custody Nominees (Australia) Limited.	20,164	22,583.68
12/02/2014	HSBC Custody Nominees (Australia) Limited.	11,834	13,254.08
13/02/2014	HSBC Custody Nominees (Australia) Limited.	673	740.3
4/03/2014	HSBC Custody Nominees (Australia) Limited.	-158	-181.7
5/03/2014	HSBC Custody Nominees (Australia) Limited.	-842	-968.3
19/03/2014	HSBC Custody Nominees (Australia) Limited.	-6,817	-8,044.06
19/03/2014	HSBC Custody Nominees (Australia) Limited.	-8,887	-10,486.66
19/03/2014	HSBC Custody Nominees (Australia) Limited.	-1,847	-2,179.46
21/03/2014	HSBC Custody Nominees (Australia) Limited.	-1,481	-1,762.39
21/03/2014	HSBC Custody Nominees (Australia) Limited.	-1,035	-1,231.65
24/03/2014	HSBC Custody Nominees (Australia) Limited.	-1,276	-1,518.44
15/04/2014	HSBC Custody Nominees (Australia) Limited.	-70	-79.8
Total		481,192	547,278.89
Westpac Financial Services Group Limited Total :		481,192	547,278.89

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– 26/05/2014

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