

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                        |                                  |
|------------------------|----------------------------------|
| <b>Name of entity:</b> | BT Investment Management Limited |
| <b>ABN:</b>            | 28 126 385 822                   |
| <b>Date:</b>           | 2 February 2015                  |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                             |                 |
|-----------------------------|-----------------|
| <b>Name of Director:</b>    | Deborah Page    |
| <b>Date of last notice:</b> | 12 January 2015 |

#### Part 1 - Change of director's relevant interests in securities

| Direct or indirect interest:                                                                                                                                                                | Direct                                                               | Indirect                                                                                                                                                                                            | Direct                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                         | -                                                                    | Held by Mattenjac Investments Pty Ltd as trustee of the Page Superannuation Fund. Deborah Page is a director of Mattenjac Investments Pty Limited and a beneficiary of the Page Superannuation Fund | -                                                               |
| <b>Date of change:</b>                                                                                                                                                                      | -                                                                    | 29 January 2015                                                                                                                                                                                     | -                                                               |
| <b>No. of securities held prior to change:</b>                                                                                                                                              | 5,000<br>(No change)                                                 | 0                                                                                                                                                                                                   | 646<br>(No change)                                              |
| <b>Class:</b>                                                                                                                                                                               | Fully paid ordinary shares in BT Investment Management Limited (BTT) | BTT fully paid ordinary shares                                                                                                                                                                      | Fully paid ordinary shares in Westpac Banking Corporation (WBC) |
| <b>Number acquired:</b>                                                                                                                                                                     | -                                                                    | 3,500                                                                                                                                                                                               | -                                                               |
| <b>Number disposed:</b>                                                                                                                                                                     | -                                                                    | 0                                                                                                                                                                                                   | -                                                               |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                                    | -                                                                    | \$7.15 per share                                                                                                                                                                                    | -                                                               |
| <b>No. of securities held after change:</b>                                                                                                                                                 | 5,000<br>(No change)                                                 | 3,500                                                                                                                                                                                               | 646<br>(No change)                                              |
| <b>Nature of change:</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | -                                                                    | On-market trade.                                                                                                                                                                                    | -                                                               |

**Part 1 continued - Change of director's relevant interests in securities**

| Direct or indirect interest:                                                                                                                                                                | Indirect                                                                          | Direct                                                                                                                                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                         | Held by Mattenjac Investments Pty Ltd as trustee of the Page Superannuation Fund. | -                                                                                                                                                                                            |
| <b>Date of change:</b>                                                                                                                                                                      | -                                                                                 | -                                                                                                                                                                                            |
| <b>No. of securities held prior to change:</b>                                                                                                                                              | 2,465<br>(No change)                                                              | 8,013<br>(No change)                                                                                                                                                                         |
| <b>Class:</b>                                                                                                                                                                               | WBC fully paid ordinary shares                                                    | Units in the BT Australian Share Fund (BT Funds Management Limited, a related body corporate of BT Investment Management Limited, is the responsible entity of the BT Australian Share Fund) |
| <b>Number acquired:</b>                                                                                                                                                                     | -                                                                                 | -                                                                                                                                                                                            |
| <b>Number disposed:</b>                                                                                                                                                                     | -                                                                                 | -                                                                                                                                                                                            |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                                    | -                                                                                 | -                                                                                                                                                                                            |
| <b>No. of securities held after change:</b>                                                                                                                                                 | 2,465<br>(No change)                                                              | 8,013<br>(No Change)                                                                                                                                                                         |
| <b>Nature of change:</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | -                                                                                 | -                                                                                                                                                                                            |

| Direct or indirect interest:                                                                                                                                                                | Direct             | Indirect                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------------|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                         | -                  | Held by Mattenjac Investments Pty Ltd as trustee of the Page Superannuation Fund. |
| <b>Date of change:</b>                                                                                                                                                                      | -                  | -                                                                                 |
| <b>No. of securities held prior to change:</b>                                                                                                                                              | 150<br>(No change) | 150<br>(No change)                                                                |
| <b>Class:</b>                                                                                                                                                                               | WBC Capital Notes  | WBC Capital Notes                                                                 |
| <b>Number acquired:</b>                                                                                                                                                                     | -                  | -                                                                                 |
| <b>Number disposed:</b>                                                                                                                                                                     | -                  | -                                                                                 |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                                    | -                  | -                                                                                 |
| <b>No. of securities held after change:</b>                                                                                                                                                 | 150<br>(No change) | 150<br>(No change)                                                                |
| <b>Nature of change:</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | -                  | -                                                                                 |

**Part 2 – Change of director's interests in contracts**

*Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.*

|                                                                                                                                                                                              |   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| <b>Detail of contract:</b>                                                                                                                                                                   | - |
| <b>Nature of interest:</b>                                                                                                                                                                   | - |
| <b>Name of registered holder (if issued securities):</b>                                                                                                                                     | - |
| <b>Date of change:</b>                                                                                                                                                                       | - |
| <b>No. and class of securities to which interest related prior to change:</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | - |
| <b>Interest acquired:</b>                                                                                                                                                                    | - |
| <b>Interest disposed:</b>                                                                                                                                                                    | - |
| <b>Value/Consideration:</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | - |
| <b>Interest after change:</b>                                                                                                                                                                | - |

**Part 3 – <sup>+</sup>Closed period**

|                                                                                                                                                   |                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| <b>Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?</b> | No.             |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                              | Not applicable. |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                   | Not applicable. |