

3 February 2015

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 SMS Management & Technology.

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 Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme SMS MANAGEMENT & TECHNOLOGY (SMX)

ACN/ARSN ACN 009 558 865

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 30/01/2015

The previous notice was given to the company on 08/01/2015

The previous notice was dated 06/01/2015

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 (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	3,488,761	5.03%	4,203,983	6.06%

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
30/01/2015	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management Limited, BT Investment Management (Fund Services) Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) 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.	611,767, Ordinary	611,767
Asgard Capital Management Limited	ASGARD Capital Management Limited	HSBC Custody Nominees (Australia) 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.	35,789, Ordinary	35,789
BT Funds Management Limited	BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited. ASGARD Capital 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.	172,945, Ordinary	172,945
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. ASGARD Capital Management Limited BT Portfolio Services Limited HSBC Custody	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	402,174, Ordinary	402,174

		Nominees (Australia) Limited.	power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited	HSBC Custody Nominees (Australia) Limited. ASGARD Capital Management Limited BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited. Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	299,363, Ordinary	299,363
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. ASGARD Capital Management Limited BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited. Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited National Australia Bank Limited HSBC Custody	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.	2,681,945, Ordinary	2,681,945

		Nominees (Australia) Limited.			

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 substantial 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 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
SMS MANAGEMENT & TECHNOLOGY (SMX)	The Company Secretary, SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX) Level 41, 140 Williams Street MELBOURNE VIC 3000 Tel: 1300 842 767 Fax: 1300 329 767

Signature

Print name Chris Millard Capacity Company Secretary

Sign here Date 030/2/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (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 a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (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 (e.g. 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.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation 30/01/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 7/01/2015 to 30/01/2015

SECURITY: SMX

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	12,000	42,360.00	Ordinary	12,000
	Total		12,000	42,360.00		
	Advance Asset Management Limited Total :		12,000	42,360.00		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	919	3,262.45	Ordinary	919
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	361	1,292.38	Ordinary	361
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,874	24,608.92	Ordinary	6,874
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,437	33,878.83	Ordinary	9,437
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,892	32,011.20	Ordinary	8,892
14/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,278	4,600.80	Ordinary	1,278
15/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,219	7,988.40	Ordinary	2,219
16/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,501	30,433.58	Ordinary	8,501
19/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,076	14,551.32	Ordinary	4,076
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,445	26,504.20	Ordinary	7,445
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,146	22,002.68	Ordinary	6,146
22/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,198	29,348.84	Ordinary	8,198
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,612	12,822.60	Ordinary	3,612
27/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,808	13,556.48	Ordinary	3,808
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,021	3,665.39	Ordinary	1,021
29/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,010	10,775.80	Ordinary	3,010
30/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,917	24,624.52	Ordinary	6,917
	Total		82,714	295,928.39		
	BT Funds Management No.2 Limited Total :		82,714	295,928.39		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/01/2015	Australia and New Zealand Banking Group Limited	Purchase	111	394.05	Ordinary	111
8/01/2015	Australia and New Zealand Banking Group Limited	Purchase	44	157.52	Ordinary	44
9/01/2015	Australia and New Zealand Banking Group Limited	Purchase	831	2,974.98	Ordinary	831
12/01/2015	Australia and New Zealand Banking Group Limited	Purchase	1,140	4,092.60	Ordinary	1,140
13/01/2015	Australia and New Zealand Banking Group Limited	Purchase	1,075	3,870.00	Ordinary	1,075
14/01/2015	Australia and New Zealand Banking Group Limited	Purchase	154	554.40	Ordinary	154
15/01/2015	Australia and New Zealand Banking Group Limited	Purchase	268	964.80	Ordinary	268
16/01/2015	Australia and New Zealand Banking Group Limited	Purchase	1,027	3,676.66	Ordinary	1,027
19/01/2015	Australia and New Zealand Banking Group Limited	Purchase	493	1,760.01	Ordinary	493
20/01/2015	Australia and New Zealand Banking Group Limited	Purchase	900	3,204.00	Ordinary	900
21/01/2015	Australia and New Zealand Banking Group Limited	Purchase	743	2,659.94	Ordinary	743
22/01/2015	Australia and New Zealand Banking Group Limited	Purchase	991	3,547.78	Ordinary	991
23/01/2015	Australia and New Zealand Banking Group Limited	Purchase	436	1,547.80	Ordinary	436
27/01/2015	Australia and New Zealand Banking Group Limited	Purchase	460	1,637.60	Ordinary	460
28/01/2015	Australia and New Zealand Banking Group Limited	Purchase	123	441.57	Ordinary	123
29/01/2015	Australia and New Zealand Banking Group Limited	Purchase	364	1,303.12	Ordinary	364
30/01/2015	Australia and New Zealand Banking Group Limited	Purchase	836	2,976.16	Ordinary	836
	Total		9,996	35,762.99		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/01/2015	National Australian Custodian Services	Purchase	265	940.75	Ordinary	265
8/01/2015	National Australian Custodian Services	Purchase	104	372.32	Ordinary	104
9/01/2015	National Australian Custodian Services	Purchase	1,983	7,099.14	Ordinary	1,983
12/01/2015	National Australian Custodian Services	Purchase	2,722	9,771.98	Ordinary	2,722
13/01/2015	National Australian Custodian Services	Purchase	2,565	9,234.00	Ordinary	2,565
14/01/2015	National Australian Custodian Services	Purchase	369	1,328.40	Ordinary	369
15/01/2015	National Australian Custodian Services	Purchase	640	2,304.00	Ordinary	640
16/01/2015	National Australian Custodian Services	Purchase	2,452	8,778.16	Ordinary	2,452
19/01/2015	National Australian Custodian Services	Purchase	1,176	4,198.32	Ordinary	1,176
20/01/2015	National Australian Custodian Services	Purchase	2,148	7,646.88	Ordinary	2,148
21/01/2015	National Australian Custodian Services	Purchase	1,773	6,347.34	Ordinary	1,773
22/01/2015	National Australian Custodian Services	Purchase	2,365	8,466.70	Ordinary	2,365
23/01/2015	National Australian Custodian Services	Purchase	1,042	3,699.10	Ordinary	1,042
27/01/2015	National Australian Custodian Services	Purchase	1,099	3,923.43	Ordinary	1,099
28/01/2015	National Australian Custodian Services	Purchase	295	1,062.00	Ordinary	295
29/01/2015	National Australian Custodian Services	Purchase	868	3,107.44	Ordinary	868
30/01/2015	National Australian Custodian Services	Purchase	1,995	7,102.20	Ordinary	1,995
	Total		23,861	85,382.16		

Date	Registered Company	Nature of	Quantity	Consideration	Class of	Person's
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		Change			Securities	votes affected
7/01/2015	National Nominees Limited	Purchase	291	1,033.05	Ordinary	291
8/01/2015	National Nominees Limited	Purchase	114	408.12	Ordinary	114
9/01/2015	National Nominees Limited	Purchase	2,178	7,797.24	Ordinary	2,178
12/01/2015	National Nominees Limited	Purchase	2,990	10,734.10	Ordinary	2,990
13/01/2015	National Nominees Limited	Purchase	2,818	10,144.80	Ordinary	2,818
14/01/2015	National Nominees Limited	Purchase	405	1,458.00	Ordinary	405
15/01/2015	National Nominees Limited	Purchase	703	2,530.80	Ordinary	703
16/01/2015	National Nominees Limited	Purchase	2,694	9,644.52	Ordinary	2,694
19/01/2015	National Nominees Limited	Purchase	1,292	4,612.44	Ordinary	1,292
20/01/2015	National Nominees Limited	Purchase	2,359	8,398.04	Ordinary	2,359
21/01/2015	National Nominees Limited	Purchase	1,948	6,973.84	Ordinary	1,948
22/01/2015	National Nominees Limited	Purchase	2,598	9,300.84	Ordinary	2,598
23/01/2015	National Nominees Limited	Purchase	1,144	4,061.20	Ordinary	1,144
27/01/2015	National Nominees Limited	Purchase	1,207	4,308.99	Ordinary	1,207
28/01/2015	National Nominees Limited	Purchase	324	1,166.40	Ordinary	324
29/01/2015	National Nominees Limited	Purchase	954	3,415.32	Ordinary	954
30/01/2015	National Nominees Limited	Purchase	2,192	7,803.52	Ordinary	2,192
	Total		26,211	93,791.22		
	BT Investment Management (Fund Services) Limited Total :		60,068	214,936.37		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,791	17,008.05	Ordinary	4,791
8/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,884	6,744.72	Ordinary	1,884
9/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	35,854	128,357.32	Ordinary	35,854
12/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	49,225	176,717.75	Ordinary	49,225
13/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	46,379	166,964.40	Ordinary	46,379
14/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,666	23,997.60	Ordinary	6,666
15/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,571	41,655.60	Ordinary	11,571
16/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	44,342	158,744.36	Ordinary	44,342
19/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,259	75,894.63	Ordinary	21,259
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	38,834	138,249.04	Ordinary	38,834
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	32,059	114,771.22	Ordinary	32,059
22/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	42,760	153,080.80	Ordinary	42,760
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	18,839	66,878.45	Ordinary	18,839
27/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	19,865	70,719.40	Ordinary	19,865
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,326	19,120.34	Ordinary	5,326
29/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,700	56,206.00	Ordinary	15,700
30/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	36,077	128,434.12	Ordinary	36,077
	Total		431,431	1,543,543.80		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/01/2015	National Australia Bank Limited	Purchase	1,433	5,087.15	Ordinary	1,433
8/01/2015	National Australia Bank Limited	Purchase	563	2,015.54	Ordinary	563
9/01/2015	National Australia Bank Limited	Purchase	10,721	38,381.18	Ordinary	10,721
12/01/2015	National Australia Bank Limited	Purchase	14,719	52,841.21	Ordinary	14,719
13/01/2015	National Australia Bank Limited	Purchase	13,869	49,928.40	Ordinary	13,869
14/01/2015	National Australia Bank Limited	Purchase	1,993	7,174.80	Ordinary	1,993
15/01/2015	National Australia Bank Limited	Purchase	3,460	12,456.00	Ordinary	3,460
16/01/2015	National Australia Bank Limited	Purchase	13,259	47,467.22	Ordinary	13,259
19/01/2015	National Australia Bank Limited	Purchase	6,357	22,694.49	Ordinary	6,357
20/01/2015	National Australia Bank Limited	Purchase	11,613	41,342.28	Ordinary	11,613
21/01/2015	National Australia Bank Limited	Purchase	9,587	34,321.46	Ordinary	9,587
22/01/2015	National Australia Bank Limited	Purchase	12,786	45,773.88	Ordinary	12,786
23/01/2015	National Australia Bank Limited	Purchase	5,633	19,997.15	Ordinary	5,633
27/01/2015	National Australia Bank Limited	Purchase	5,940	21,146.40	Ordinary	5,940
28/01/2015	National Australia Bank Limited	Purchase	1,593	5,718.87	Ordinary	1,593
29/01/2015	National Australia Bank Limited	Purchase	4,695	16,808.10	Ordinary	4,695
30/01/2015	National Australia Bank Limited	Purchase	10,788	38,405.28	Ordinary	10,788
	Total		129,009	461,559.41		
	BT Investment Management (Institutional) Limited Total :		560,440	2,005,103.21		

ANNEXURE B – ASSOCIATED COMPANIES

This is annexure 'B' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 30/01/2015

Westpac Banking Corporation	Australia	Qvalent Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Reinventure Fund ILP	Australia
1925 Advances Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Sallmoor Pty Limited	Australia
Advance Asset Management Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Administration Pty Limited	Australia	Seed Pool Trust No. 2	Australia
Altitude Rewards Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-2 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2011-3 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2012-1 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2013-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2013-2 WST Trust	Australia
Bella Trust No. 2	Australia	Series 2014-1 WST Trust	Australia
Bella Trust	Australia	Series 2014-2 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 Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Equity Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Life Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Motor Finance Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Investment Management (Institutional) Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management Limited	Australia	Sydney Capital Corp Inc.	USA
BT Long Term Income Fund	Australia	Tavarua Funding Trust IV	USA
BT Portfolio Services Limited	Australia	Teuton Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Securities Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Short Term Income Fund	Australia	The Warehouse Financial Services Limited	New Zealand
BTIM UK Limited	UK	Value Nominees Pty Limited	Australia
Canning Park Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Waratah Securities Australia Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac (NZ) Investments Limited	New Zealand

Capital Finance Australia Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank Samoa Limited	Samoa
Core Infrastructure Income Feeder 2 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Master L P	UK	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Trust IV	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 52	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 55	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 56	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2007	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Management Limited	Australia	Westpac Equity Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Europe Limited	UK
Crusade 2P Trust of 2008	Australia	Westpac Finance (HK) Limited	Hong Kong
Danaby Pty Limited	Australia	Westpac Financial Consultants Limited	Australia
Data Republic Holdings Pty Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Financial Services Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Advisers LLC	USA	Westpac General Insurance Services Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Group Investments Australia Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Capital Corporation	USA
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia

Hastings Group Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management (Europe) Ltd	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Notice Saver PIE Fund	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Operations Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Securitisation No. 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) Inc	USA	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Net Nominees Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
North Ryde Office Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Singapore Limited	Singapore
Oniston Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 2 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Unit Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia