

## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

To Company Name/Scheme MCMILLAN SHAKESPEARE LIMITED (MMS)

ACN/ARSN ACN 107 233 983

#### 1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 27/10/2015

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	4,254,018	4,254,018	
Total	4,254,018	4,254,018	5.11%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	446,473	Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account,	5,004	Ordinary

	LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.		
BT Funds Management 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.	142,302	Ordinary
BT Funds Management No.2 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.	382,694	Ordinary
BT Investment Management (Fund Services) 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.	2,196,039	Ordinary
BT Investment Management (Institutional) 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.	1,081,506	Ordinary

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	5,004 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited	See Annexure 'A'	142,302 Ordinary

	BT Portfolio Services Limited		
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	382,694 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	446,473 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  National Australia Bank Limited	See Annexure 'A'	1,081,506 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	2,196,039 Ordinary

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

## 7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, 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 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
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
MCMILLAN SHAKESPEARE LIMITED (MMS)	The Company Secretary, MCMILLAN SHAKESPEARCE LIMITED (MMS) Level 21, 360 Elizabeth Street MELBOURNE VIC 3000  Tel: +61 3 9097 3273 Fax: +61 3 9097 3060

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 29/10/2015

## **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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (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) 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.

## ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 29/10/2015

Sales & Purchases for the period : 27/06/2015 to 27/10/2015

SECURITY: MMS

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### Advance Asset Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
30/06/2015	HSBC Custody Nominees (Australia) Limited.	32,446	390,000.92	Ordinary
1/07/2015	HSBC Custody Nominees (Australia) Limited.	10,700	130,326.00	Ordinary
3/07/2015	HSBC Custody Nominees (Australia) Limited.	13,282	161,641.94	Ordinary
6/07/2015	HSBC Custody Nominees (Australia) Limited.	43,376	523,548.32	Ordinary
20/07/2015	HSBC Custody Nominees (Australia) Limited.	2,755	36,724.15	Ordinary
21/07/2015	HSBC Custody Nominees (Australia) Limited.	8,741	117,216.81	Ordinary
29/07/2015	HSBC Custody Nominees (Australia) Limited.	9,447	133,769.52	Ordinary
3/08/2015	HSBC Custody Nominees (Australia) Limited.	5,230	74,527.50	Ordinary
20/08/2015	HSBC Custody Nominees (Australia) Limited.	19,361	270,860.39	Ordinary
25/08/2015	HSBC Custody Nominees (Australia) Limited.	11,048	146,827.92	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	17,077	239,590.31	Ordinary
26/08/2015	HSBC Custody Nominees (Australia) Limited.	8,983	123,606.08	Ordinary
15/09/2015	HSBC Custody Nominees (Australia) Limited.	54,368	697,541.44	Ordinary
18/09/2015	HSBC Custody Nominees (Australia) Limited.	2,291	30,126.65	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-10,894	-92,816.88	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-10,894	-92,816.88	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-1,201	-14,363.96	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	-1,201	-14,363.96	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	10,894	92,816.88	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	1,201	14,363.96	Ordinary
8/10/2015	HSBC Custody Nominees (Australia) Limited.	37,800	477,036.00	Ordinary
	<b>Total</b>	<b>264,810</b>	<b>3,446,163.11</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>264,810</b>	<b>3,446,163.11</b>	

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### Asgard Capital Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
9/07/2015	Asgard Capital Management Limited	100	1,185.00	Ordinary
5/08/2015	Asgard Capital Management Limited	874	12,419.54	Ordinary
13/10/2015	Asgard Capital Management Limited	-945	-11,746.35	Ordinary
	<b>Total</b>	<b>29</b>	<b>1,858.19</b>	<b>Ordinary</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>29</b>	<b>1,858.19</b>	

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### BT Funds Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
3/07/2015	Asgard Capital Management Limited	518	6,329.96	Ordinary
3/07/2015	Asgard Capital Management Limited	-518	-6,329.96	Ordinary
23/07/2015	Asgard Capital Management Limited	-933	-12,586.17	Ordinary
23/07/2015	Asgard Capital Management Limited	-485	-6,542.65	Ordinary
	<b>Total</b>	<b>-1,418</b>	<b>-19,128.82</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
30/06/2015	BT Portfolio Services Limited	969	11,569.86	Ordinary
30/06/2015	BT Portfolio Services Limited	-969	-11,569.86	Ordinary
6/07/2015	BT Portfolio Services Limited	-525	-6,342.00	Ordinary
6/07/2015	BT Portfolio Services Limited	525	6,342.00	Ordinary
6/07/2015	BT Portfolio Services Limited	-525	-6,272.23	Ordinary
9/07/2015	BT Portfolio Services Limited	400	4,816.36	Ordinary
10/07/2015	BT Portfolio Services Limited	410	4,947.06	Ordinary
17/07/2015	BT Portfolio Services Limited	-1,591	-20,868.03	Ordinary
20/07/2015	BT Portfolio Services Limited	520	6,947.15	Ordinary
20/07/2015	BT Portfolio Services Limited	-980	-13,005.58	Ordinary
20/07/2015	BT Portfolio Services Limited	-360	-4,773.28	Ordinary
5/08/2015	BT Portfolio Services Limited	2,097	29,966.13	Ordinary
5/08/2015	BT Portfolio Services Limited	-852	-12,175.08	Ordinary
5/08/2015	BT Portfolio Services Limited	-1,245	-17,791.05	Ordinary
7/08/2015	BT Portfolio Services Limited	1,300	18,408.00	Ordinary
7/08/2015	BT Portfolio Services Limited	-1,300	-18,408.00	Ordinary
13/08/2015	BT Portfolio Services Limited	-475	-6,623.16	Ordinary
13/08/2015	BT Portfolio Services Limited	-743	-10,373.10	Ordinary
20/08/2015	BT Portfolio Services Limited	-280	-3,866.86	Ordinary
25/08/2015	BT Portfolio Services Limited	-381	-4,989.04	Ordinary
1/09/2015	BT Portfolio Services Limited	-2,118	-30,268.34	Ordinary
1/09/2015	BT Portfolio Services Limited	-1,812	-25,947.66	Ordinary
1/09/2015	BT Portfolio Services Limited	-450	-6,353.64	Ordinary
4/09/2015	BT Portfolio Services Limited	945	12,700.80	Ordinary
4/09/2015	BT Portfolio Services Limited	1,155	15,523.20	Ordinary
14/09/2015	BT Portfolio Services Limited	-660	-8,484.23	Ordinary
14/09/2015	BT Portfolio Services Limited	-150	-1,900.16	Ordinary
14/09/2015	BT Portfolio Services Limited	-270	-3,452.06	Ordinary
15/09/2015	BT Portfolio Services Limited	320	4,141.95	Ordinary
15/09/2015	BT Portfolio Services Limited	231	2,997.13	Ordinary
18/09/2015	BT Portfolio Services Limited	-4,000	-51,711.60	Ordinary
22/09/2015	BT Portfolio Services Limited	1,243	15,848.25	Ordinary
22/09/2015	BT Portfolio Services Limited	-974	-12,418.50	Ordinary
22/09/2015	BT Portfolio Services Limited	-269	-3,429.75	Ordinary
25/09/2015	BT Portfolio Services Limited	388	5,018.28	Ordinary
1/10/2015	BT Portfolio Services Limited	-150	-1,835.66	Ordinary
13/10/2015	BT Portfolio Services Limited	-1,161	-14,621.63	Ordinary
15/10/2015	BT Portfolio Services Limited	215	2,680.84	Ordinary
15/10/2015	BT Portfolio Services Limited	-481	-5,840.49	Ordinary
22/10/2015	BT Portfolio Services Limited	384	4,759.53	Ordinary
<b>Total</b>		<b>-11,619</b>	<b>-156,654.45</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
2/10/2015	HSBC Custody Nominees (Australia) Limited.	10,894	92,816.88	Ordinary
2/10/2015	HSBC Custody Nominees (Australia) Limited.	1,201	14,363.96	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	-1,201	-14,904.41	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	-10,894	-135,194.54	Ordinary
<b>Total</b>			<b>-42,918.11</b>	<b>Ordinary</b>
<b>BT Funds Management Limited Total :</b>		<b>-13,037</b>	<b>-218,701.38</b>	

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**BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
23/07/2015	HSBC Custody Nominees (Australia) Limited.	25,628	350,847.32	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	5,041	68,507.19	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	5,546	75,425.60	Ordinary
24/07/2015	HSBC Custody Nominees (Australia) Limited.	28,221	387,756.54	Ordinary
24/07/2015	HSBC Custody Nominees (Australia) Limited.	113	1,543.58	Ordinary
27/07/2015	HSBC Custody Nominees (Australia) Limited.	4,002	54,587.28	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	3,379	46,157.14	Ordinary
24/08/2015	HSBC Custody Nominees (Australia) Limited.	2,644	35,376.72	Ordinary
27/08/2015	HSBC Custody Nominees (Australia) Limited.	3,866	55,322.46	Ordinary
27/08/2015	HSBC Custody Nominees (Australia) Limited.	-5,000	-72,350.00	Ordinary
28/08/2015	HSBC Custody Nominees (Australia) Limited.	1,674	23,971.68	Ordinary
31/08/2015	HSBC Custody Nominees (Australia) Limited.	1,666	23,840.46	Ordinary
2/09/2015	HSBC Custody Nominees (Australia) Limited.	4,798	64,581.08	Ordinary
2/09/2015	HSBC Custody Nominees (Australia) Limited.	4,798	64,293.20	Ordinary
16/09/2015	HSBC Custody Nominees (Australia) Limited.	5,449	69,038.83	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	9,414	117,486.72	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	5,012	62,549.76	Ordinary
	<b>Total</b>	<b>106,251</b>	<b>1,428,935.56</b>	<b>Ordinary</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>106,251</b>	<b>1,428,935.56</b>	

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

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
23/07/2015	HSBC Custody Nominees (Australia) Limited.	27,886	378,970.74	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	141,758	1,940,667.02	Ordinary
23/07/2015	HSBC Custody Nominees (Australia) Limited.	30,674	417,166.40	Ordinary
24/07/2015	HSBC Custody Nominees (Australia) Limited.	577	7,881.82	Ordinary
24/07/2015	HSBC Custody Nominees (Australia) Limited.	144,788	1,989,387.12	Ordinary
27/07/2015	HSBC Custody Nominees (Australia) Limited.	21,295	290,463.80	Ordinary
21/08/2015	HSBC Custody Nominees (Australia) Limited.	17,975	245,538.50	Ordinary
24/08/2015	HSBC Custody Nominees (Australia) Limited.	14,067	188,216.46	Ordinary
27/08/2015	HSBC Custody Nominees (Australia) Limited.	32,237	461,311.47	Ordinary
28/08/2015	HSBC Custody Nominees (Australia) Limited.	11,970	171,410.40	Ordinary
31/08/2015	HSBC Custody Nominees (Australia) Limited.	11,916	170,517.96	Ordinary
2/09/2015	HSBC Custody Nominees (Australia) Limited.	15,209	203,800.60	Ordinary
2/09/2015	HSBC Custody Nominees (Australia) Limited.	15,210	204,726.60	Ordinary
16/09/2015	HSBC Custody Nominees (Australia) Limited.	28,580	362,108.60	Ordinary
25/09/2015	HSBC Custody Nominees (Australia) Limited.	60,647	783,559.24	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	28,538	356,154.24	Ordinary
7/10/2015	HSBC Custody Nominees (Australia) Limited.	53,607	669,015.36	Ordinary
27/10/2015	HSBC Custody Nominees (Australia) Limited.	135,382	1,731,535.78	Ordinary
	<b>Total</b>	<b>792,316</b>	<b>10,572,432.11</b>	<b>Ordinary</b>
	<b>BT Investment Management (Fund Services) Limited Total :</b>	<b>792,316</b>	<b>10,572,432.11</b>	

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**BT Investment Management (Institutional) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
23/07/2015	Australia and New Zealand Banking Group Limited	4,268	58,428.92	Ordinary
23/07/2015	Australia and New Zealand Banking Group Limited	839	11,402.01	Ordinary



23/07/2015	Australia and New Zealand Banking Group Limited	923	12,552.80	Ordinary
24/07/2015	Australia and New Zealand Banking Group Limited	3,591	49,340.34	Ordinary
24/07/2015	Australia and New Zealand Banking Group Limited	14	191.24	Ordinary
27/07/2015	Australia and New Zealand Banking Group Limited	584	7,965.76	Ordinary
21/08/2015	Australia and New Zealand Banking Group Limited	493	6,734.38	Ordinary
24/08/2015	Australia and New Zealand Banking Group Limited	386	5,164.68	Ordinary
27/08/2015	Australia and New Zealand Banking Group Limited	1,641	23,482.71	Ordinary
28/08/2015	Australia and New Zealand Banking Group Limited	525	7,518.00	Ordinary
31/08/2015	Australia and New Zealand Banking Group Limited	523	7,484.13	Ordinary
2/09/2015	Australia and New Zealand Banking Group Limited	260	3,484.00	Ordinary
2/09/2015	Australia and New Zealand Banking Group Limited	260	3,499.60	Ordinary
16/09/2015	Australia and New Zealand Banking Group Limited	764	9,679.88	Ordinary
7/10/2015	Australia and New Zealand Banking Group Limited	1,029	12,841.92	Ordinary
7/10/2015	Australia and New Zealand Banking Group Limited	548	6,839.04	Ordinary
	<b>Total</b>	<b>16,648</b>	<b>226,609.41</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
23/07/2015	National Australia Bank Limited	11,965	162,724.00	Ordinary
23/07/2015	National Australia Bank Limited	10,878	147,832.02	Ordinary
23/07/2015	National Australia Bank Limited	55,296	757,002.24	Ordinary
24/07/2015	National Australia Bank Limited	198	2,704.68	Ordinary
24/07/2015	National Australia Bank Limited	49,776	683,922.24	Ordinary
27/07/2015	National Australia Bank Limited	7,807	106,487.48	Ordinary
21/08/2015	National Australia Bank Limited	6,590	90,019.40	Ordinary
24/08/2015	National Australia Bank Limited	5,157	69,000.66	Ordinary
27/08/2015	National Australia Bank Limited	13,326	190,695.06	Ordinary
28/08/2015	National Australia Bank Limited	4,728	67,704.96	Ordinary
31/08/2015	National Australia Bank Limited	4,707	67,357.17	Ordinary
2/09/2015	National Australia Bank Limited	3,173	42,708.58	Ordinary
2/09/2015	National Australia Bank Limited	3,173	42,518.20	Ordinary
16/09/2015	National Australia Bank Limited	10,194	129,157.98	Ordinary
7/10/2015	National Australia Bank Limited	20,023	249,887.04	Ordinary
7/10/2015	National Australia Bank Limited	10,659	133,024.32	Ordinary
	<b>Total</b>	<b>217,650</b>	<b>2,942,746.03</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
23/07/2015	National Australian Custodian Services	5,356	72,788.04	Ordinary
23/07/2015	National Australian Custodian Services	5,892	80,131.20	Ordinary
23/07/2015	National Australian Custodian Services	27,229	372,765.01	Ordinary
24/07/2015	National Australian Custodian Services	24,472	336,245.28	Ordinary
24/07/2015	National Australian Custodian Services	98	1,338.68	Ordinary
27/07/2015	National Australian Custodian Services	3,841	52,391.24	Ordinary
21/08/2015	National Australian Custodian Services	3,243	44,299.38	Ordinary
24/08/2015	National Australian Custodian Services	2,537	33,945.06	Ordinary
27/08/2015	National Australian Custodian Services	6,571	94,031.01	Ordinary
28/08/2015	National Australian Custodian Services	2,330	33,365.60	Ordinary
31/08/2015	National Australian Custodian Services	2,320	33,199.20	Ordinary
2/09/2015	National Australian Custodian Services	1,559	20,984.14	Ordinary
2/09/2015	National Australian Custodian Services	1,560	20,904.00	Ordinary
16/09/2015	National Australian Custodian Services	5,013	63,514.71	Ordinary
7/10/2015	National Australian Custodian Services	5,243	65,432.64	Ordinary
7/10/2015	National Australian Custodian Services	9,849	122,915.52	Ordinary
	<b>Total</b>	<b>107,113</b>	<b>1,448,250.71</b>	<b>Ordinary</b>

**BT Investment Management (Institutional) Limited**  
**Total :**

**341,411**      **4,617,606.15**

## ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 29/10/2015

<b>Westpac Banking Corporation</b>	Australia	Series 2008-1M WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-3 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2015-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Life Limited	Australia
BT Australia Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W2 Investments Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
Canning Park Capital Pte. Ltd	Australia	Westpac Administration Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Americas Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Bank-PNG-Limited	Papua New Guinea
Castlereagh Trust	Australia	Westpac Capital Holdings Inc.	USA
CBA Limited	Australia	Westpac Capital Markets Holding Corp.	USA

Challenge Limited	Australia	Westpac Capital Markets LLC	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Trust IV	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital-NZ-Limited	New Zealand
Core Infrastructure Income Master L P	UK	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Management Pty Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Financial Services Limited	Australia
Data Republic Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Capital Corporation	USA
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Notice Saver PIE Fund	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand

Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Administration Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Singapore Limited	Singapore
Qvalent Pty Limited	Australia	Westpac Structured Products Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Reinventure Fund ILP	Australia	Westpac Syndications Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Term PIE Fund	New Zealand
Sallmoor Pty Limited	Australia	Westpac TPS Trust	Australia
Securitor Financial Group Limited	Australia	Westpac Unit Trust	Australia
Seed Pool Trust No. 2	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.4% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.4%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia