Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

<u>To</u> Company Name/Scheme 3P LEARNING LIMITED (3PL)

ACN/ARSN <u>ACN 103 827 836</u>

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 27/01/2016

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	6,863,589	6,863,589	
Total	6,863,589	6,863,589	5.00%

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.	1,825,000	Ordinary
BT Funds Management (NZ) Limited	BT Funds Management (NZ) 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.	5,027,589	Ordinary

BT Funds Management	BT Funds Management	6,000	Ordinary
Limited	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.		
Westpac RE Limited	Westpac RE Limited is	5,000	Ordinary
	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.		

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
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,000 Ordinary
BT Funds Management Limited	BT Portfolio Services Limited	See Annexure 'A'	6,000 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,825,000 Ordinary
BT Funds Management (NZ) Limited	NZ Guardian Nominees Ltd	See Annexure 'A'	5,027,589 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	Date of acquisition	Consideration (9)		Class and number of
interest		Cash	Non-cash	securities
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
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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
3P LEARNING LIMITED (3PL)	The Company Secretary, 3P LEARNING LIMITED (3PL) Level 18, 124 Walker Street North Sydney NSW 2060
	Tel: +61 2 9019 2800

Signature

Print name	Tim Hartin	Capacity	Company Secretary
a		-	00/01/0015
Sign here		Date	29/01/2016

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 – 29/01/2016

Sales & Purchases for the period : 27/09/2015to 27/01/2016

SECURITY: 3PL

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
13/10/2015	HSBC Custody Nominees (Australia) Limited.	-6,442	-14,558.92	Ordinary
14/10/2015	HSBC Custody Nominees (Australia) Limited.	-45,000	-101,700.00	Ordinary
14/10/2015	HSBC Custody Nominees (Australia) Limited.	-35,078	-79,977.84	Ordinary
14/10/2015	HSBC Custody Nominees (Australia) Limited.	-38,520	-87,055.20	Ordinary
14/10/2015	HSBC Custody Nominees (Australia) Limited.	-16,480	-37,244.80	Ordinary
14/10/2015	HSBC Custody Nominees (Australia) Limited.	-8,480	-19,334.40	Ordinary
8/12/2015	HSBC Custody Nominees (Australia) Limited.	706	1,412.00	Ordinary
11/01/2016	HSBC Custody Nominees (Australia) Limited.	-492	-792.12	Ordinary
11/01/2016	HSBC Custody Nominees (Australia) Limited.	-864	-1,399.68	Ordinary
11/01/2016	HSBC Custody Nominees (Australia) Limited.	-561	-908.82	Ordinary
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-443	-748.67	Ordinary
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-11,412	-18,145.08	Ordinary
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-7,315	-11,630.85	Ordinary
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,588	-2,524.92	Ordinary
13/01/2016	HSBC Custody Nominees (Australia) Limited.	-707	-1,201.90	Ordinary
13/01/2016	HSBC Custody Nominees (Australia) Limited.	-2,944	-5,063.68	Ordinary
13/01/2016	HSBC Custody Nominees (Australia) Limited.	-32	-55.04	Ordinary
13/01/2016	HSBC Custody Nominees (Australia) Limited.	-3,170	-5,452.40	Ordinary
14/01/2016	HSBC Custody Nominees (Australia) Limited.	-133	-220.78	Ordinary
15/01/2016	HSBC Custody Nominees (Australia) Limited.	-102	-170.34	Ordinary
18/01/2016	HSBC Custody Nominees (Australia) Limited.	-134	-214.40	Ordinary
18/01/2016	HSBC Custody Nominees (Australia) Limited.	-984	-1,554.72	Ordinary
20/01/2016	HSBC Custody Nominees (Australia) Limited.	-164	-255.84	Ordinary
21/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,889	-2,814.61	Ordinary
22/01/2016	HSBC Custody Nominees (Australia) Limited.	-337	-518.98	Ordinary
25/01/2016	HSBC Custody Nominees (Australia) Limited.	-299	-496.34	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	325,000	520,000.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-111	-177.60	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-8,005	-12,808.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-706	-1,129.60	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-2,633	-4,212.80	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-56	-89.60	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-3,647	-5,835.20	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-257	-411.20	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,605	-2,568.00	Ordinary
	Total	125,116	100,139.67	Ordinary
	Advance Asset Management Limited Total :	125,116	100,139.67	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
27/10/2015	BT Portfolio Services Limited	1,800	4,302.36	Ordinary

25/11/2015	BT Portfolio Services Limited Total	-1,800	-3,582.18 720.18	Ordinar Ordina r
	BT Funds Management Limited Total :		720.18	
BT Funds Mana	gement (NZ) Limited			
Date	Registered Company	Quantity	Consideration	Class of Securitie
29/09/2015	NZ Guardian Nominees Ltd	824,000	1,690,765.60	Ordina
29/09/2015	NZ Guardian Nominees Ltd	176,000	361,134.40	Ordina
9/10/2015	NZ Guardian Nominees Ltd	293,760	626,766.34	Ordina
9/10/2015	NZ Guardian Nominees Ltd	51,840	110,605.82	Ordina
12/10/2015	NZ Guardian Nominees Ltd	193,434	416,888.96	Ordina
12/10/2015	NZ Guardian Nominees Ltd	34,135	73,567.75	Ordina
13/10/2015	NZ Guardian Nominees Ltd	-340,000	-845,274.00	Ordina
13/10/2015	NZ Guardian Nominees Ltd	-100,000	-248,610.00	Ordina
27/10/2015	NZ Guardian Nominees Ltd	-6,415	-16,310.78	Ordina
3/11/2015	NZ Guardian Nominees Ltd	-38,879	-96,637.64	Ordina
4/11/2015	NZ Guardian Nominees Ltd	-42,790	-106,577.05	Ordina
12/11/2015	NZ Guardian Nominees Ltd	294,924	742,825.08	Ordina
12/11/2015	NZ Guardian Nominees Ltd	40,000	99,436.00	Ordina
12/11/2010	Total	1,380,009	2,808,580.47	Ordina
	BT Funds Management (NZ) Limited Total :	1,380,009	2,808,580.47	
Westpac RE Lir	mited			
Date	Registered Company	Quantity	Consideration	Class of Securities
29/09/2015	HSBC Custody Nominees (Australia) Limited.	31,800	59,466.00	Ordina
19/10/2015	HSBC Custody Nominees (Australia) Limited.	10,200	23,358.00	Ordina
20/10/2015	HSBC Custody Nominees (Australia) Limited.	21,000	48,510.00	Ordina
20/11/2015	HSBC Custody Nominees (Australia) Limited.	16,400	35,916.00	Ordina
26/11/2015	HSBC Custody Nominees (Australia) Limited.	17,549	35,799.96	Ordina
7/12/2015	HSBC Custody Nominees (Australia) Limited.	5,000	10,500.00	Ordina
8/12/2015	HSBC Custody Nominees (Australia) Limited.	8,155	16,310.00	Ordina
11/01/2016	HSBC Custody Nominees (Australia) Limited.	-25	-40.50	Ordina
11/01/2016	HSBC Custody Nominees (Australia) Limited.	-5,426	-8,735.86	Ordina
11/01/2016	HSBC Custody Nominees (Australia) Limited.	-15,683	-25,406.46	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-9,488	-15,085.92	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-22,344	-35,526.96	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-54,473	-86,612.07	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-28,455	-45,243.45	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-8,513	-13,535.67	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-62,632	-99,584.88	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-9,489	-15,087.51	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-4,883	-8,252.27	Ordina
,,			-22,573.23	Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited			Orullia
	HSBC Custody Nominees (Australia) Limited.	-14,197 -3.078		Ordina
12/01/2016	HSBC Custody Nominees (Australia) Limited.	-3,078	-4,894.02	
12/01/2016 12/01/2016	HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited.	-3,078 -11,385	-4,894.02 -18,102.15	Ordina
12/01/2016 12/01/2016 13/01/2016	HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited.	-3,078 -11,385 -193	-4,894.02 -18,102.15 -331.96	Ordina Ordina
12/01/2016 12/01/2016 12/01/2016 13/01/2016 13/01/2016 13/01/2016	HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited.	-3,078 -11,385	-4,894.02 -18,102.15	Ordina Ordina Ordina Ordina Ordina

13/01/2016

13/01/2016

HSBC Custody Nominees (Australia) Limited.

HSBC Custody Nominees (Australia) Limited.

Ordinary

Ordinary

-74,064.92

-1,523.20

-43,061

-896

	Westpac RE Limited Total :	-447,863	-667,928.31	
	Total	-447,863	-667,928.31	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-8,155	-13,048.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-16,494	-26,390.40	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-17,549	-28,078.40	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-10,200	-16,320.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-5,810	-9,296.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-22,852	-36,563.20	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-351	-561.60	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-21,000	-33,600.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-31,800	-50,880.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-16,400	-26,240.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,609	-2,574.40	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-25,500	-40,800.00	Ordinary
27/01/2016	HSBC Custody Nominees (Australia) Limited.	-10,058	-16,092.80	Ordinary
25/01/2016	HSBC Custody Nominees (Australia) Limited.	-3,297	-5,473.02	Ordinary
22/01/2016	HSBC Custody Nominees (Australia) Limited.	-3,708	-5,710.32	Ordinary
21/01/2016	HSBC Custody Nominees (Australia) Limited.	-20,836	-31,045.64	Ordinary
20/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,798	-2,804.88	Ordinary
18/01/2016	HSBC Custody Nominees (Australia) Limited.	-10,851	-17,144.58	Ordinary
18/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,471	-2,353.60	Ordinary
15/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,124	-1,877.08	Ordinary
14/01/2016	HSBC Custody Nominees (Australia) Limited.	-1,457	-2,418.62	Ordinary

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

 $Tim\ Hartin-Company\ Secretary,\ Westpac\ Banking\ Corporation-29/01/2016$

PUSS (Commercial) Pty Limited	Westpac Banking Corporation	Australia	Series 2008-1M WST Trust	Australia
Popus New Cases Management Limited	1925 (Commercial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
A.G.C. (Pacific) Limited Pagna New Goinea Series 2011-3 WST Trust Australia Advance Asset Management Limited Australia Series 2013-1 WST Trust Australia Altitude Rewards Py Limited Australia Series 2013-1 WST Trust Australia Altitude Rewards Py Limited New Zealand Series 2013-2 WST Trust Australia Ascalon Capital Managers (Asia) Limited Hong Kong Series 2014-2 WST Trust Australia Ascalon Capital Managers Limited Australia Silf-Lease (Australia) Py Limited Australia Ascalon Capital Management Limited Australia Silf-Lease (Australia) Py Limited Australia Asgard Wealth Solutions Limited Australia Silf-Lease (Australia) Py Limited Australia Asgard Wealth Solutions Limited Australia Silf-Lease (Australia) Py Limited Australia Australia Loan Processing Security Company Pty Ltd Australia Silf-George Business Finance Pry Limited Australia Australia Loan Processing Security Trust Australia Silf-George Equity Finance Limited Australia Belliston Pty Limited Australia Silf-George Equity Finance Limited Australia	1925 (Industrial) Pty Limited	Australia	Series 2011-1 WST Trust	Australia
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Altitude Rewards Pty Limited Aocaron Financial Services Limited Aocaron Capital Managers (Asia) Limited Aocaron Capital Managers (Asia) Limited Aocaron Capital Managers (Asia) Limited Aocaron Capital Managers Limited Aocaron Funds Seed Pool Trust Aocaron Funds Seed Pool Funds Children Aocaron Funds Management Corporation Pty Limited Aocaron Funds Management Cool Funds Children Aocaron Funds Management Mool Limited Aocaron Funds Mool Mool Mool Mool Mool Mool Mool Moo	Advance Asset Management Limited	Australia	Series 2012-1 WST Trust	Australia
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Capital Rent Group Limited New Zealand Westpac Bank-PNG-Limited Guinea	Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust Australia Westpac Capital Holdings Inc. USA	Capital Rent Group Limited	New Zealand	Westpac Bank-PNG-Limited	
	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-VicPty 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 31.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.0%)

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

Australia