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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme OFX GROUP LIMITED (OFX)

ACN/ARSN ACN 165 602 273

#### 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 02/02/2017

#### 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	12,667,109	12,667,109	
Total	12,667,109	12,667,109	5.28%

#### 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.	852,705	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,	59,767	Ordinary

	Asgard Funds Account, 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.	1,026,028	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.	1,057,530	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.	6,152,324	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.	3,461,679	Ordinary
Westpac RE Limited	Westpac RE 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.	57,076	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
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	57,076 Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	59,767 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	852,705 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	See Annexure 'A'	1,026,028 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,057,530 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited State Street Australia Limited	See Annexure 'A'	3,461,679 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	6,152,324 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



## **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 – 06/02/2017

Sales & Purchases for the period : 2/10/2016 to 2/02/2017

SECURITY: OFX

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### Advance Asset Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
16/11/2016	HSBC Custody Nominees (Australia) Limited.	101,620	145,316.60	Ordinary
8/12/2016	HSBC Custody Nominees (Australia) Limited.	29,888	53,200.64	Ordinary
15/12/2016	HSBC Custody Nominees (Australia) Limited.	2,877	5,149.83	Ordinary
	<b>Total</b>	<b>134,385</b>	<b>203,667.07</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>134,385</b>	<b>203,667.07</b>	

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### Asgard Capital Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
28/10/2016	Asgard Capital Management Limited	3,225	4,998.75	Ordinary
14/11/2016	Asgard Capital Management Limited	9,230	14,952.60	Ordinary
15/11/2016	Asgard Capital Management Limited	3,500	4,900.00	Ordinary
23/11/2016	Asgard Capital Management Limited	3,164	4,999.12	Ordinary
25/11/2016	Asgard Capital Management Limited	-3,500	-5,705.00	Ordinary
6/12/2016	Asgard Capital Management Limited	11,990	20,143.20	Ordinary
8/12/2016	Asgard Capital Management Limited	2,832	5,012.64	Ordinary
	<b>Total</b>	<b>30,441</b>	<b>49,301.31</b>	<b>Ordinary</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>30,441</b>	<b>49,301.31</b>	

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### BT Funds Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
15/11/2016	Asgard Capital Management Limited	3,649	5,035.62	Ordinary
15/11/2016	Asgard Capital Management Limited	3,635	4,979.95	Ordinary
29/11/2016	Asgard Capital Management Limited	6,000	9,960.00	Ordinary
13/01/2017	Asgard Capital Management Limited	5,880	9,996.00	Ordinary
	<b>Total</b>	<b>19,164</b>	<b>29,971.57</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
4/10/2016	BT Portfolio Services Limited	1,750	3,416.18	Ordinary
7/10/2016	BT Portfolio Services Limited	5,500	10,321.30	Ordinary
10/10/2016	BT Portfolio Services Limited	2,650	5,041.63	Ordinary
12/10/2016	BT Portfolio Services Limited	5,488	9,988.71	Ordinary
13/10/2016	BT Portfolio Services Limited	-6,110	-10,045.45	Ordinary
14/10/2016	BT Portfolio Services Limited	15,000	25,198.50	Ordinary
21/10/2016	BT Portfolio Services Limited	2,000	3,380.00	Ordinary
24/10/2016	BT Portfolio Services Limited	12,000	20,196.00	Ordinary
26/10/2016	BT Portfolio Services Limited	4,200	7,103.04	Ordinary
28/10/2016	BT Portfolio Services Limited	01	37.88	Ordinary
31/10/2016	BT Portfolio Services Limited	5,755	8,999.67	Ordinary
1/11/2016	BT Portfolio Services Limited	4,999	7,698.46	Ordinary

3/11/2016	BT Portfolio Services Limited	-25,000	-36,885.00	Ordinary
7/11/2016	BT Portfolio Services Limited	-2,450	-3,577.49	Ordinary
7/11/2016	BT Portfolio Services Limited	-2,448	-3,562.33	Ordinary
8/11/2016	BT Portfolio Services Limited	-5,000	-7,350.00	Ordinary
8/11/2016	BT Portfolio Services Limited	5,000	7,350.00	Ordinary
14/11/2016	BT Portfolio Services Limited	12,000	19,026.00	Ordinary
14/11/2016	BT Portfolio Services Limited	-5,488	-8,744.58	Ordinary
15/11/2016	BT Portfolio Services Limited	4,919	7,021.38	Ordinary
16/11/2016	BT Portfolio Services Limited	4,000	5,556.40	Ordinary
16/11/2016	BT Portfolio Services Limited	5,000	6,936.50	Ordinary
16/11/2016	BT Portfolio Services Limited	5,000	6,936.50	Ordinary
16/11/2016	BT Portfolio Services Limited	5,000	6,936.50	Ordinary
16/11/2016	BT Portfolio Services Limited	4,000	5,556.40	Ordinary
16/11/2016	BT Portfolio Services Limited	5,000	6,936.50	Ordinary
16/11/2016	BT Portfolio Services Limited	6,000	8,316.60	Ordinary
16/11/2016	BT Portfolio Services Limited	5,000	6,936.50	Ordinary
16/11/2016	BT Portfolio Services Limited	5,000	6,936.50	Ordinary
16/11/2016	BT Portfolio Services Limited	3,000	4,176.30	Ordinary
16/11/2016	BT Portfolio Services Limited	2,000	2,796.40	Ordinary
17/11/2016	BT Portfolio Services Limited	5,110	7,445.78	Ordinary
29/11/2016	BT Portfolio Services Limited	-8,405	-13,789.24	Ordinary
29/11/2016	BT Portfolio Services Limited	-24,000	-39,436.80	Ordinary
1/12/2016	BT Portfolio Services Limited	5,982	10,026.43	Ordinary
1/12/2016	BT Portfolio Services Limited	-1,540	-2,529.45	Ordinary
2/12/2016	BT Portfolio Services Limited	-3,701	-6,162.91	Ordinary
2/12/2016	BT Portfolio Services Limited	-5,000	-8,338.50	Ordinary
2/12/2016	BT Portfolio Services Limited	-2,785	-4,628.67	Ordinary
8/12/2016	BT Portfolio Services Limited	1,000	1,821.30	Ordinary
14/12/2016	BT Portfolio Services Limited	4,540	8,094.82	Ordinary
15/12/2016	BT Portfolio Services Limited	-17,600	-30,923.20	Ordinary
11/01/2017	BT Portfolio Services Limited	6,604	11,362.18	Ordinary
20/01/2017	BT Portfolio Services Limited	-4,919	-8,276.71	Ordinary
23/01/2017	BT Portfolio Services Limited	1,000	1,726.30	Ordinary
23/01/2017	BT Portfolio Services Limited	8,450	14,359.09	Ordinary
23/01/2017	BT Portfolio Services Limited	3,540	6,111.81	Ordinary
31/01/2017	BT Portfolio Services Limited	1,204	2,028.98	Ordinary
1/02/2017	BT Portfolio Services Limited	-12,500	-17,027.50	Ordinary
2/02/2017	BT Portfolio Services Limited	4,000	5,246.40	Ordinary
2/02/2017	BT Portfolio Services Limited	6,857	9,005.30	Ordinary
	<b>Total</b>	<b>51,603</b>	<b>78,750.40</b>	<b>Ordinary</b>
	<b>BT Funds Management Limited Total :</b>	<b>70,767</b>	<b>108,721.97</b>	

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**BT Funds Management No.2 Limited**


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Date	Registered Company	Quantity	Consideration	Class of Securities
24/11/2016	HSBC Custody Nominees (Australia) Limited.	70,667	112,360.53	Ordinary
25/11/2016	HSBC Custody Nominees (Australia) Limited.	30,418	49,581.34	Ordinary
25/11/2016	HSBC Custody Nominees (Australia) Limited.	3,847	6,232.14	Ordinary
28/11/2016	HSBC Custody Nominees (Australia) Limited.	39,697	65,103.08	Ordinary
28/11/2016	HSBC Custody Nominees (Australia) Limited.	16	26.24	Ordinary
29/11/2016	HSBC Custody Nominees (Australia) Limited.	6,731	11,173.46	Ordinary
29/11/2016	HSBC Custody Nominees (Australia) Limited.	24,758	40,850.70	Ordinary
30/11/2016	HSBC Custody Nominees (Australia) Limited.	25,207	41,843.62	Ordinary

30/11/2016	HSBC Custody Nominees (Australia) Limited.	18,669	30,990.54	Ordinary
1/12/2016	HSBC Custody Nominees (Australia) Limited.	31,283	52,242.61	Ordinary
2/12/2016	HSBC Custody Nominees (Australia) Limited.	12,873	21,497.91	Ordinary
5/12/2016	HSBC Custody Nominees (Australia) Limited.	15,016	24,626.24	Ordinary
5/12/2016	HSBC Custody Nominees (Australia) Limited.	5,810	9,702.70	Ordinary
6/12/2016	HSBC Custody Nominees (Australia) Limited.	9,993	16,588.38	Ordinary
8/12/2016	HSBC Custody Nominees (Australia) Limited.	33,491	58,944.16	Ordinary
8/12/2016	HSBC Custody Nominees (Australia) Limited.	9,972	17,650.44	Ordinary
8/12/2016	HSBC Custody Nominees (Australia) Limited.	57,422	101,062.72	Ordinary
9/12/2016	HSBC Custody Nominees (Australia) Limited.	16,081	28,141.75	Ordinary
19/12/2016	HSBC Custody Nominees (Australia) Limited.	50,894	88,555.56	Ordinary
20/12/2016	HSBC Custody Nominees (Australia) Limited.	138,632	237,060.72	Ordinary
10/01/2017	HSBC Custody Nominees (Australia) Limited.	5,393	9,168.10	Ordinary
13/01/2017	HSBC Custody Nominees (Australia) Limited.	80,202	136,343.40	Ordinary
16/01/2017	HSBC Custody Nominees (Australia) Limited.	21,688	36,652.72	Ordinary
17/01/2017	HSBC Custody Nominees (Australia) Limited.	98,941	168,199.70	Ordinary
18/01/2017	HSBC Custody Nominees (Australia) Limited.	91,306	155,220.20	Ordinary
19/01/2017	HSBC Custody Nominees (Australia) Limited.	37,318	63,440.60	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	92,169	121,663.08	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	29,036	38,327.52	Ordinary
	<b>Total</b>	<b>1,057,530</b>	<b>1,743,250.16</b>	<b>Ordinary</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>1,057,530</b>	<b>1,743,250.16</b>	

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**BT Funds Management (NZ) Limited**


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Date	Registered Company	Quantity	Consideration	Class of Securities
11/10/2016	Guardian Nominees No.2 Ltd	55,000	111,699.50	Ordinary
18/10/2016	Guardian Nominees No.2 Ltd	43,900	78,822.45	Ordinary
27/10/2016	Guardian Nominees No.2 Ltd	60,000	100,452.00	Ordinary
15/11/2016	Guardian Nominees No.2 Ltd	-667,339	-977,184.50	Ordinary
17/11/2016	Guardian Nominees No.2 Ltd	-415,170	-643,056.81	Ordinary
18/11/2016	Guardian Nominees No.2 Ltd	-361,115	-582,153.49	Ordinary
	<b>Total</b>	<b>-1,284,724</b>	<b>-1,911,420.85</b>	<b>Ordinary</b>
	<b>BT Funds Management (NZ) Limited Total :</b>	<b>-1,284,724</b>	<b>-1,911,420.85</b>	

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


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Date	Registered Company	Quantity	Consideration	Class of Securities
24/11/2016	HSBC Custody Nominees (Australia) Limited.	409,407	650,957.13	Ordinary
25/11/2016	HSBC Custody Nominees (Australia) Limited.	176,227	287,250.01	Ordinary
25/11/2016	HSBC Custody Nominees (Australia) Limited.	22,289	36,108.18	Ordinary
28/11/2016	HSBC Custody Nominees (Australia) Limited.	229,984	377,173.76	Ordinary
28/11/2016	HSBC Custody Nominees (Australia) Limited.	95	155.80	Ordinary
29/11/2016	HSBC Custody Nominees (Australia) Limited.	143,438	236,672.70	Ordinary
29/11/2016	HSBC Custody Nominees (Australia) Limited.	38,996	64,733.36	Ordinary
30/11/2016	HSBC Custody Nominees (Australia) Limited.	146,037	242,421.42	Ordinary
30/11/2016	HSBC Custody Nominees (Australia) Limited.	108,160	179,545.60	Ordinary
1/12/2016	HSBC Custody Nominees (Australia) Limited.	181,238	302,667.46	Ordinary
2/12/2016	HSBC Custody Nominees (Australia) Limited.	74,578	124,545.26	Ordinary
5/12/2016	HSBC Custody Nominees (Australia) Limited.	86,996	142,673.44	Ordinary
5/12/2016	HSBC Custody Nominees (Australia) Limited.	33,657	56,207.19	Ordinary
6/12/2016	HSBC Custody Nominees (Australia) Limited.	57,894	96,104.04	Ordinary



8/12/2016	HSBC Custody Nominees (Australia) Limited.	197,630	347,828.80	Ordinary
8/12/2016	HSBC Custody Nominees (Australia) Limited.	58,844	104,153.88	Ordinary
8/12/2016	HSBC Custody Nominees (Australia) Limited.	338,840	596,358.40	Ordinary
9/12/2016	HSBC Custody Nominees (Australia) Limited.	93,604	163,807.00	Ordinary
19/12/2016	HSBC Custody Nominees (Australia) Limited.	296,251	515,476.74	Ordinary
20/12/2016	HSBC Custody Nominees (Australia) Limited.	810,785	1,386,442.35	Ordinary
10/01/2017	HSBC Custody Nominees (Australia) Limited.	29,551	50,236.70	Ordinary
13/01/2017	HSBC Custody Nominees (Australia) Limited.	466,664	793,328.80	Ordinary
16/01/2017	HSBC Custody Nominees (Australia) Limited.	126,193	213,266.17	Ordinary
17/01/2017	HSBC Custody Nominees (Australia) Limited.	575,700	978,690.00	Ordinary
18/01/2017	HSBC Custody Nominees (Australia) Limited.	531,274	903,165.80	Ordinary
19/01/2017	HSBC Custody Nominees (Australia) Limited.	217,137	369,132.90	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	167,900	221,628.00	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	532,955	703,500.60	Ordinary
	<b>Total</b>	<b>6,152,324</b>	<b>10,144,231.49</b>	<b>Ordinary</b>
	<b>BT Investment Management (Fund Services) Limited Total :</b>	<b>6,152,324</b>	<b>10,144,231.49</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>	
24/11/2016	Australia and New Zealand Banking Group Limited	13,456	21,395.04	Ordinary	
25/11/2016	Australia and New Zealand Banking Group Limited	5,792	9,440.96	Ordinary	
25/11/2016	Australia and New Zealand Banking Group Limited	732	1,185.84	Ordinary	
28/11/2016	Australia and New Zealand Banking Group Limited	7,559	12,396.76	Ordinary	
28/11/2016	Australia and New Zealand Banking Group Limited	03	4.92	Ordinary	
29/11/2016	Australia and New Zealand Banking Group Limited	4,714	7,778.10	Ordinary	
29/11/2016	Australia and New Zealand Banking Group Limited	1,282	2,128.12	Ordinary	
30/11/2016	Australia and New Zealand Banking Group Limited	4,799	7,966.34	Ordinary	
30/11/2016	Australia and New Zealand Banking Group Limited	3,555	5,901.30	Ordinary	
1/12/2016	Australia and New Zealand Banking Group Limited	5,957	9,948.19	Ordinary	
2/12/2016	Australia and New Zealand Banking Group Limited	2,451	4,093.17	Ordinary	
5/12/2016	Australia and New Zealand Banking Group Limited	2,859	4,688.76	Ordinary	
5/12/2016	Australia and New Zealand Banking Group Limited	1,106	1,847.02	Ordinary	
6/12/2016	Australia and New Zealand Banking Group Limited	1,903	3,158.98	Ordinary	
8/12/2016	Australia and New Zealand Banking Group Limited	7,199	12,670.24	Ordinary	
8/12/2016	Australia and New Zealand Banking Group Limited	2,143	3,793.11	Ordinary	
8/12/2016	Australia and New Zealand Banking Group Limited	12,343	21,723.68	Ordinary	
9/12/2016	Australia and New Zealand Banking Group Limited	3,071	5,374.25	Ordinary	
19/12/2016	Australia and New Zealand Banking Group Limited	9,721	16,914.54	Ordinary	
20/12/2016	Australia and New Zealand Banking Group Limited	27,623	47,235.33	Ordinary	
10/01/2017	Australia and New Zealand Banking Group Limited	3,248	5,521.60	Ordinary	
13/01/2017	Australia and New Zealand Banking Group Limited	15,954	27,121.80	Ordinary	
16/01/2017	Australia and New Zealand Banking Group Limited	4,314	7,290.66	Ordinary	
17/01/2017	Australia and New Zealand Banking Group Limited	19,682	33,459.40	Ordinary	
18/01/2017	Australia and New Zealand Banking Group Limited	18,163	30,877.10	Ordinary	
19/01/2017	Australia and New Zealand Banking Group Limited	7,423	12,619.10	Ordinary	
2/02/2017	Australia and New Zealand Banking Group Limited	19,768	26,093.76	Ordinary	
2/02/2017	Australia and New Zealand Banking Group Limited	6,228	8,220.96	Ordinary	
	<b>Total</b>	<b>213,048</b>	<b>350,849.03</b>	<b>Ordinary</b>	
	<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
24/11/2016	State Street Australia Limited	70,970	112,842.30	Ordinary	
24/11/2016	State Street Australia Limited	142,659	226,827.81	Ordinary	

25/11/2016	State Street Australia Limited	30,548	49,793.24	Ordinary
25/11/2016	State Street Australia Limited	3,864	6,259.68	Ordinary
25/11/2016	State Street Australia Limited	61,406	100,091.78	Ordinary
25/11/2016	State Street Australia Limited	7,767	12,582.54	Ordinary
28/11/2016	State Street Australia Limited	80,138	131,426.32	Ordinary
28/11/2016	State Street Australia Limited	39,867	65,381.88	Ordinary
28/11/2016	State Street Australia Limited	16	26.24	Ordinary
28/11/2016	State Street Australia Limited	33	54.12	Ordinary
29/11/2016	State Street Australia Limited	24,864	41,025.60	Ordinary
29/11/2016	State Street Australia Limited	6,760	11,221.60	Ordinary
29/11/2016	State Street Australia Limited	49,981	82,468.65	Ordinary
29/11/2016	State Street Australia Limited	13,589	22,557.74	Ordinary
30/11/2016	State Street Australia Limited	25,315	42,022.90	Ordinary
30/11/2016	State Street Australia Limited	18,749	31,123.34	Ordinary
30/11/2016	State Street Australia Limited	50,887	84,472.42	Ordinary
30/11/2016	State Street Australia Limited	37,688	62,562.08	Ordinary
1/12/2016	State Street Australia Limited	63,153	105,465.51	Ordinary
1/12/2016	State Street Australia Limited	31,417	52,466.39	Ordinary
2/12/2016	State Street Australia Limited	12,928	21,589.76	Ordinary
2/12/2016	State Street Australia Limited	25,987	43,398.29	Ordinary
5/12/2016	State Street Australia Limited	30,314	49,714.96	Ordinary
5/12/2016	State Street Australia Limited	11,728	19,585.76	Ordinary
5/12/2016	State Street Australia Limited	15,081	24,732.84	Ordinary
5/12/2016	State Street Australia Limited	5,834	9,742.78	Ordinary
6/12/2016	State Street Australia Limited	10,036	16,659.76	Ordinary
6/12/2016	State Street Australia Limited	20,174	33,488.84	Ordinary
8/12/2016	State Street Australia Limited	68,832	121,144.32	Ordinary
8/12/2016	State Street Australia Limited	20,495	36,276.15	Ordinary
8/12/2016	State Street Australia Limited	118,015	207,706.40	Ordinary
8/12/2016	State Street Australia Limited	34,241	60,264.16	Ordinary
8/12/2016	State Street Australia Limited	10,195	18,045.15	Ordinary
8/12/2016	State Street Australia Limited	58,707	103,324.32	Ordinary
9/12/2016	State Street Australia Limited	16,224	28,392.00	Ordinary
9/12/2016	State Street Australia Limited	32,612	57,071.00	Ordinary
19/12/2016	State Street Australia Limited	103,217	179,597.58	Ordinary
19/12/2016	State Street Australia Limited	51,347	89,343.78	Ordinary
20/12/2016	State Street Australia Limited	282,451	482,991.21	Ordinary
20/12/2016	State Street Australia Limited	140,509	240,270.39	Ordinary
10/01/2017	State Street Australia Limited	9,006	15,310.20	Ordinary
10/01/2017	State Street Australia Limited	18,088	30,749.60	Ordinary
13/01/2017	State Street Australia Limited	165,465	281,290.50	Ordinary
13/01/2017	State Street Australia Limited	82,317	139,938.90	Ordinary
16/01/2017	State Street Australia Limited	22,260	37,619.40	Ordinary
16/01/2017	State Street Australia Limited	44,744	75,617.36	Ordinary
17/01/2017	State Street Australia Limited	204,127	347,015.90	Ordinary
17/01/2017	State Street Australia Limited	101,550	172,635.00	Ordinary
18/01/2017	State Street Australia Limited	93,713	159,312.10	Ordinary
18/01/2017	State Street Australia Limited	188,374	320,235.80	Ordinary
19/01/2017	State Street Australia Limited	76,990	130,883.00	Ordinary
19/01/2017	State Street Australia Limited	38,302	65,113.40	Ordinary
2/02/2017	State Street Australia Limited	94,765	125,089.80	Ordinary
2/02/2017	State Street Australia Limited	29,855	39,408.60	Ordinary
2/02/2017	State Street Australia Limited	190,471	251,421.72	Ordinary
2/02/2017	State Street Australia Limited	60,006	79,207.92	Ordinary

<b>Total</b>	<b>3,248,631</b>	<b>5,354,860.79</b>	<b>Ordinary</b>
<b>BT Investment Management (Institutional) Limited Total :</b>	<b>3,461,679</b>	<b>5,705,709.82</b>	

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**Westpac RE Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
7/10/2016	HSBC Custody Nominees (Australia) Limited.	41,660	78,320.80	Ordinary
17/11/2016	HSBC Custody Nominees (Australia) Limited.	607	880.15	Ordinary
23/11/2016	HSBC Custody Nominees (Australia) Limited.	-1,620	-2,559.60	Ordinary
29/12/2016	HSBC Custody Nominees (Australia) Limited.	5,431	9,124.08	Ordinary
2/02/2017	HSBC Custody Nominees (Australia) Limited.	758	1,000.56	Ordinary
	<b>Total</b>	<b>46,836</b>	<b>86,765.99</b>	<b>Ordinary</b>
	<b>Westpac RE Limited Total :</b>	<b>46,836</b>	<b>86,765.99</b>	

## 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 – 06/02/2017

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

Core Infrastructure Income Feeder 1 LP 2016	Partnership(Scotland)	Westpac Cook Cove Trust II	Australia
Core Infrastructure Income Feeder 2 LP 2016	Partnership(Scotland)	Westpac Covered Bond Trust	Australia
Core Infrastructure Income Master LP 2016	Partnership(England)	Westpac Custodian Nominees Pty Limited	Australia
Core Infrastructure Income Holdings Limited 2016	Partnership(England)	Westpac Databank Pty Limited	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Delta LLC	USA
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
eQR Securities Pty. Limited	Australia	Westpac Financial Services Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac General Insurance Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac General Insurance Services Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac Group Investment-NZ-Limited	New Zealand
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 Infrastructure 1 Limited	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
MIF Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand

Number 120 Limited	New Zealand	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Properties Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac RE Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securitisation Management Pty Limited	Australia
Reinventure Fund II ILP	Australia	Westpac Singapore Limited	Singapore
RMS Warehouse Trust 2007-1	Australia	Westpac Structured Products Limited	Australia
Sallmoor Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Securitor Financial Group Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Seed Pool Trust No. 2	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Series 2011-2 WST Trust	Australia		

Note: Westpac retains 29.3% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (29.3%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia
BT Investment Management (Fund Services) Limited (Subsidiary of BT Investment Management Limited)	Australia
JO Hambro Capital Management Limited (Subsidiary of BT Investment Management Limited)	UK