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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme JAPARA HEALTHCARE LIMITED (JHC)

ACN/ARSN ACN 168 631 052

#### 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

There was a change in the interests of the substantial holder on 10/02/2017

The previous notice was given to the company on 07/09/2016

The previous notice was dated 5/09/2016

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	25,176,554	9.55%	21,289,102	8.03%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10/02/2017	WBC & its Associates, Asgard Capital Management Limited, Westpac RE Limited, BT Funds Management Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	301,586, Ordinary	301,586
Asgard Capital Management Limited	Asgard Capital Management Limited	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, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	9,346, Ordinary	9,346
BT Funds Management Limited	Asgard Capital Management Limited  BT Portfolio Services Limited	Asgard Capital Management Limited  BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	235,467, Ordinary	235,467
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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	1,894,360, Ordinary	1,894,360

			power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	12,607,904, Ordinary	12,607,904
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  State Street Australia Limited	Australia and New Zealand Banking Group Limited  State Street Australia 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.	6,199,692, Ordinary	6,199,692
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) 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.	40,747, Ordinary	40,747

#### 5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

## 6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	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 No.2 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
JAPARA HEALTHCARE LIMITED (JHC)	The Company Secretary, JAPARA HEALTHCARE LIMITED (JHC) Q1 Building, Level 4, 1 Southbank Boulevard, SOUTHBANK VIC 3006  Tel: 03 9649 2109

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 14/02/2017

## **DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

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

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

**ANNEXURE A**

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 14/02/2017

**TRANSACTION HISTORY**

Sales & Purchases for the period : 6/09/2016 to 10/02/2017

SECURITY: JHC

**Advance Asset Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	199,260	372,616.20	Ordinary	199,260
8/11/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	64,749	127,555.53	Ordinary	64,749
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	2,944	6,506.24	Ordinary	2,944
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	37,577	81,917.86	Ordinary	37,577
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	3,557	7,220.71	Ordinary	3,557
11/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,363	-3,094.01	Ordinary	1,363
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,124	-2,517.76	Ordinary	1,124
13/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-230	-512.90	Ordinary	230
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-167	-374.08	Ordinary	167
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-414	-927.36	Ordinary	414
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-60	-135.00	Ordinary	60
17/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,578	-3,471.60	Ordinary	1,578
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,135	-2,451.60	Ordinary	1,135
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-165	-359.70	Ordinary	165
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-44	-95.92	Ordinary	44
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-193	-420.74	Ordinary	193
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-28	-62.16	Ordinary	28
	<b>Total</b>		<b>301,586</b>	<b>581,393.71</b>		
	<b>Advance Asset Management Limited Total :</b>		<b>301,586</b>	<b>581,393.71</b>		

**Asgard Capital Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/10/2016	Asgard Capital Management Limited	Sale	-1,204	-2,359.84	Ordinary	1,204
8/02/2017	Asgard Capital Management Limited	Sale	-1,153	-2,271.41	Ordinary	1,153
	<b>Total</b>		<b>-2,357</b>	<b>-4,631.25</b>		
	<b>Asgard Capital Management Limited Total :</b>		<b>-2,357</b>	<b>-4,631.25</b>		

**BT Funds Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/09/2016	Asgard Capital Management Limited	Sale	-2,024	-4,351.60	Ordinary	2,024
26/09/2016	Asgard Capital Management Limited	Sale	-7,630	-16,404.50	Ordinary	7,630
	<b>Total</b>		<b>-9,654</b>	<b>-20,756.10</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/09/2016	BT Portfolio Services Limited	Purchase	4,000	7,556.40	Ordinary	4,000
6/09/2016	BT Portfolio Services Limited	Sale	-4,800	-8,906.88	Ordinary	4,800
7/09/2016	BT Portfolio Services Limited	Purchase	10,000	19,436.00	Ordinary	10,000
15/09/2016	BT Portfolio Services Limited	Sale	-4,000	-6,872.00	Ordinary	4,000
16/09/2016	BT Portfolio Services Limited	Purchase	1,000	1,863.80	Ordinary	1,000
23/09/2016	BT Portfolio Services Limited	Sale	-3,920	-8,097.54	Ordinary	3,920
5/10/2016	BT Portfolio Services Limited	Purchase	7,870	14,989.20	Ordinary	7,870
17/10/2016	BT Portfolio Services Limited	Purchase	8,000	15,094.40	Ordinary	8,000
26/10/2016	BT Portfolio Services Limited	Purchase	2,100	4,039.35	Ordinary	2,100
26/10/2016	BT Portfolio Services Limited	Purchase	2,100	4,036.83	Ordinary	2,100
5/12/2016	BT Portfolio Services Limited	Sale	-1,403	-2,770.93	Ordinary	1,403
8/12/2016	BT Portfolio Services Limited	Purchase	4,400	9,982.72	Ordinary	4,400
6/01/2017	BT Portfolio Services Limited	Sale	-2,105	-6,055.87	Ordinary	2,105
12/01/2017	BT Portfolio Services Limited	Purchase	1,500	3,388.80	Ordinary	1,500
8/02/2017	BT Portfolio Services Limited	Sale	-4,025	-7,882.16	Ordinary	4,025
8/02/2017	BT Portfolio Services Limited	Sale	-6,000	-11,764.80	Ordinary	6,000
	<b>Total</b>		<b>14,717</b>	<b>28,037.32</b>		
	<b>BT Funds Management Limited Total :</b>		<b>5,063</b>	<b>7,281.22</b>		

**BT Funds Management No.2 Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	70,472	134,601.52	Ordinary	70,472
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	50,533	108,140.62	Ordinary	50,533
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	14,146	30,979.74	Ordinary	14,146
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	13,711	29,478.65	Ordinary	13,711
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-21,024	-47,304.00	Ordinary	21,024
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-57,198	-128,695.50	Ordinary	57,198
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-23,658	-53,467.08	Ordinary	23,658
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-30,905	-69,536.25	Ordinary	30,905
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-948	-2,123.52	Ordinary	948
28/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,182	-31,767.68	Ordinary	14,182
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-14,350	-32,287.50	Ordinary	14,350
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,620	-26,028.80	Ordinary	11,620
3/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-11,721	-26,489.46	Ordinary	11,721
4/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,348	-5,283.00	Ordinary	2,348

5/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-15,335	-34,503.75	Ordinary	15,335
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-15,826	-34,500.68	Ordinary	15,826
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-9,075	-19,783.50	Ordinary	9,075
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-80,181	-174,794.58	Ordinary	80,181
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-30,710	-66,947.80	Ordinary	30,710
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-14,370	-31,326.60	Ordinary	14,370
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-10,140	-22,105.20	Ordinary	10,140
9/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-75,813	-147,835.35	Ordinary	75,813
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-99,139	-195,303.83	Ordinary	99,139
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-9,232	-18,187.04	Ordinary	9,232
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-47,638	-93,370.48	Ordinary	47,638
	<b>Total</b>		<b>-446,551</b>	<b>-958,441.07</b>		
	<b>BT Funds Management No.2 Limited</b>					
	<b>Total :</b>		<b>-446,551</b>	<b>-958,441.07</b>		

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


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-36,164	-62,925.36	Ordinary	36,164
31/10/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	408,273	779,801.43	Ordinary	408,273
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	96,902	212,215.38	Ordinary	96,902
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	346,159	740,780.26	Ordinary	346,159
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	79,811	171,593.65	Ordinary	79,811
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-155,286	-349,393.50	Ordinary	155,286
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-145,933	-329,808.58	Ordinary	145,933
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-352,830	-793,867.50	Ordinary	352,830
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-149,795	-337,038.75	Ordinary	149,795
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,506	-12,333.44	Ordinary	5,506
28/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-82,366	-184,499.84	Ordinary	82,366
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-77,280	-173,880.00	Ordinary	77,280
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-62,578	-140,174.72	Ordinary	62,578
3/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-63,122	-142,655.72	Ordinary	63,122
4/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-12,646	-28,453.50	Ordinary	12,646
5/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-82,581	-185,807.25	Ordinary	82,581
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-69,980	-152,556.40	Ordinary	69,980
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-49,383	-107,654.94	Ordinary	49,383
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-77,074	-168,021.32	Ordinary	77,074
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-619,969	-1,351,532.42	Ordinary	619,969
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-95,813	-208,872.34	Ordinary	95,813
9/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-53,741	-104,794.95	Ordinary	53,741
9/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-405,294	-790,323.30	Ordinary	405,294

10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-277,220	-543,351.20	Ordinary	277,220
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-576,924	-1,136,540.28	Ordinary	576,924
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-53,722	-105,832.34	Ordinary	53,722
	<b>Total</b>		<b>-2,574,062</b>	<b>-5,505,926.93</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>-2,574,062</b>	<b>-5,505,926.93</b>		

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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/10/2016	Australia and New Zealand Banking Group Limited	Purchase	13,538	25,857.58	Ordinary	13,538
6/12/2016	Australia and New Zealand Banking Group Limited	Purchase	5,386	11,795.34	Ordinary	5,386
6/12/2016	Australia and New Zealand Banking Group Limited	Purchase	19,240	41,173.60	Ordinary	19,240
7/12/2016	Australia and New Zealand Banking Group Limited	Purchase	2,616	5,624.40	Ordinary	2,616
19/12/2016	Australia and New Zealand Banking Group Limited	Sale	-3,185	-7,166.25	Ordinary	3,185
20/12/2016	Australia and New Zealand Banking Group Limited	Sale	-10,444	-23,499.00	Ordinary	10,444
20/12/2016	Australia and New Zealand Banking Group Limited	Sale	-4,319	-9,760.94	Ordinary	4,319
21/12/2016	Australia and New Zealand Banking Group Limited	Sale	-6,803	-15,306.75	Ordinary	6,803
22/12/2016	Australia and New Zealand Banking Group Limited	Sale	-182	-407.68	Ordinary	182
28/12/2016	Australia and New Zealand Banking Group Limited	Sale	-2,720	-6,092.80	Ordinary	2,720
29/12/2016	Australia and New Zealand Banking Group Limited	Sale	-2,931	-6,594.75	Ordinary	2,931
30/12/2016	Australia and New Zealand Banking Group Limited	Sale	-2,373	-5,315.52	Ordinary	2,373
3/01/2017	Australia and New Zealand Banking Group Limited	Sale	-2,394	-5,410.44	Ordinary	2,394
4/01/2017	Australia and New Zealand Banking Group Limited	Sale	-480	-1,080.00	Ordinary	480
5/01/2017	Australia and New Zealand Banking Group Limited	Sale	-3,132	-7,047.00	Ordinary	3,132
19/01/2017	Australia and New Zealand Banking Group Limited	Sale	-1,492	-3,252.56	Ordinary	1,492
19/01/2017	Australia and New Zealand Banking Group Limited	Sale	-17,535	-38,226.30	Ordinary	17,535
19/01/2017	Australia and New Zealand Banking Group Limited	Sale	-2,131	-4,645.58	Ordinary	2,131
19/01/2017	Australia and New Zealand Banking Group Limited	Sale	-1,053	-2,295.54	Ordinary	1,053
19/01/2017	Australia and New Zealand Banking Group Limited	Sale	-1,644	-3,583.92	Ordinary	1,644
9/02/2017	Australia and New Zealand Banking Group Limited	Sale	-1,058	-2,063.10	Ordinary	1,058
9/02/2017	Australia and New Zealand Banking Group Limited	Sale	-20,790	-40,540.50	Ordinary	20,790
10/02/2017	Australia and New Zealand Banking Group Limited	Sale	-1,407	-2,771.79	Ordinary	1,407
10/02/2017	Australia and New Zealand Banking Group Limited	Sale	-10,970	-21,610.90	Ordinary	10,970
10/02/2017	Australia and New Zealand Banking Group Limited	Sale	-6,588	-12,978.36	Ordinary	6,588
10/02/2017	Australia and New Zealand Banking Group Limited	Sale	-181	-356.57	Ordinary	181
10/02/2017	Australia and New Zealand Banking Group Limited	Sale	-9,200	-18,032.00	Ordinary	9,200
10/02/2017	Australia and New Zealand Banking Group Limited	Sale	-1,783	-3,512.51	Ordinary	1,783
	<b>Total</b>		<b>-74,015</b>	<b>-157,099.84</b>		

Date	Registered Company	Nature of	Quantity	Consideration	Class of	Person's
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		Change			Securities	votes affected
31/10/2016	State Street Australia Limited	Purchase	139,333	266,126.03	Ordinary	139,333
31/10/2016	State Street Australia Limited	Purchase	69,308	132,378.28	Ordinary	69,308
6/12/2016	State Street Australia Limited	Purchase	54,890	120,209.10	Ordinary	54,890
6/12/2016	State Street Australia Limited	Purchase	196,082	419,615.48	Ordinary	196,082
6/12/2016	State Street Australia Limited	Purchase	27,345	59,885.55	Ordinary	27,345
6/12/2016	State Street Australia Limited	Purchase	97,686	209,048.04	Ordinary	97,686
7/12/2016	State Street Australia Limited	Purchase	27,790	59,748.50	Ordinary	27,790
7/12/2016	State Street Australia Limited	Purchase	13,824	29,721.60	Ordinary	13,824
19/12/2016	State Street Australia Limited	Sale	-27,082	-60,934.50	Ordinary	27,082
19/12/2016	State Street Australia Limited	Sale	-13,423	-30,201.75	Ordinary	13,423
20/12/2016	State Street Australia Limited	Sale	-106,552	-239,742.00	Ordinary	106,552
20/12/2016	State Street Australia Limited	Sale	-44,070	-99,598.20	Ordinary	44,070
20/12/2016	State Street Australia Limited	Sale	-21,911	-49,518.86	Ordinary	21,911
20/12/2016	State Street Australia Limited	Sale	-52,976	-119,196.00	Ordinary	52,976
21/12/2016	State Street Australia Limited	Sale	-75,102	-168,979.50	Ordinary	75,102
21/12/2016	State Street Australia Limited	Sale	-37,395	-84,138.75	Ordinary	37,395
22/12/2016	State Street Australia Limited	Sale	-1,928	-4,318.72	Ordinary	1,928
22/12/2016	State Street Australia Limited	Sale	-959	-2,148.16	Ordinary	959
28/12/2016	State Street Australia Limited	Sale	-28,843	-64,608.32	Ordinary	28,843
28/12/2016	State Street Australia Limited	Sale	-14,348	-32,139.52	Ordinary	14,348
29/12/2016	State Street Australia Limited	Sale	-31,687	-71,295.75	Ordinary	31,687
29/12/2016	State Street Australia Limited	Sale	-15,770	-35,482.50	Ordinary	15,770
30/12/2016	State Street Australia Limited	Sale	-25,659	-57,476.16	Ordinary	25,659
30/12/2016	State Street Australia Limited	Sale	-12,770	-28,604.80	Ordinary	12,770
3/01/2017	State Street Australia Limited	Sale	-25,882	-58,493.32	Ordinary	25,882
3/01/2017	State Street Australia Limited	Sale	-12,881	-29,111.06	Ordinary	12,881
4/01/2017	State Street Australia Limited	Sale	-5,185	-11,666.25	Ordinary	5,185
4/01/2017	State Street Australia Limited	Sale	-2,581	-5,807.25	Ordinary	2,581
5/01/2017	State Street Australia Limited	Sale	-33,860	-76,185.00	Ordinary	33,860
5/01/2017	State Street Australia Limited	Sale	-16,852	-37,917.00	Ordinary	16,852
19/01/2017	State Street Australia Limited	Sale	-290,594	-633,494.92	Ordinary	290,594
19/01/2017	State Street Australia Limited	Sale	-144,591	-315,208.38	Ordinary	144,591
9/02/2017	State Street Australia Limited	Sale	-9,703	-18,920.85	Ordinary	9,703
9/02/2017	State Street Australia Limited	Sale	-87,293	-170,221.35	Ordinary	87,293
9/02/2017	State Street Australia Limited	Sale	-22,800	-44,460.00	Ordinary	22,800
9/02/2017	State Street Australia Limited	Sale	-20,701	-40,366.95	Ordinary	20,701
9/02/2017	State Street Australia Limited	Sale	-69,771	-136,053.45	Ordinary	69,771
10/02/2017	State Street Australia Limited	Sale	-173,343	-341,485.71	Ordinary	173,343
10/02/2017	State Street Australia Limited	Sale	-30,192	-59,478.24	Ordinary	30,192
10/02/2017	State Street Australia Limited	Sale	-14,048	-27,674.56	Ordinary	14,048
10/02/2017	State Street Australia Limited	Sale	-4,905	-9,662.85	Ordinary	4,905
10/02/2017	State Street Australia Limited	Sale	-97,802	-191,691.92	Ordinary	97,802
10/02/2017	State Street Australia Limited	Sale	-9,429	-18,575.13	Ordinary	9,429
10/02/2017	State Street Australia Limited	Sale	-48,655	-95,363.80	Ordinary	48,655
10/02/2017	State Street Australia Limited	Sale	-101,256	-199,474.32	Ordinary	101,256
	<b>Total</b>		<b>-1,106,541</b>	<b>-2,372,963.22</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>-1,180,556</b>	<b>-2,530,063.06</b>		

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**Westpac RE Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	555	987.90	Ordinary	555
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	30,820	68,112.20	Ordinary	30,820
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	37,232	75,580.96	Ordinary	37,232
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Purchase	4,670	10,460.80	Ordinary	4,670
11/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-14,264	-32,379.28	Ordinary	14,264
12/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-11,761	-26,344.64	Ordinary	11,761
13/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,406	-5,365.38	Ordinary	2,406
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-626	-1,408.50	Ordinary	626
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,763	-3,949.12	Ordinary	1,763
16/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-4,314	-9,663.36	Ordinary	4,314
17/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-16,517	-36,337.40	Ordinary	16,517
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-1,721	-3,751.78	Ordinary	1,721
18/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-11,884	-25,669.44	Ordinary	11,884
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-2,026	-4,416.68	Ordinary	2,026
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-455	-991.90	Ordinary	455
23/01/2017	HSBC Custody Nominees (Australia) Limited.	Sale	-315	-699.30	Ordinary	315
	<b>Total</b>		<b>5,225</b>	<b>4,165.08</b>		
	<b>Westpac RE Limited Total :</b>		<b>5,225</b>	<b>4,165.08</b>		

## ANNEXURE B – ASSOCIATED COMPANIES

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 14/02/2017

<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