

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme MANTRA GROUP LIMITED (MTR)

ACN/ARSN ACN 137 639 395

#### 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 24/02/2015

The previous notice was given to the company on 29/10/2014

The previous notice was dated 27/10/2014

#### 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	28,225,486	11.31%	24,490,266	9.82%

#### 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
24/02/2015	WBC & its Associates, Advance Asset Management Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	34,394, Ordinary	34,394
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited HSBC Custody Nominees (Australia) 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.	383,737, Ordinary	383,737
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services 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 power to vote or dispose of the shares.	1,866,695, Ordinary	1,866,695
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Custodian Nominees BNP Fund Services Australasia Pty Limited HSBC Custody Nominees (Australia) Limited. National Australian Custodian Services	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited. HSBC Custody Nominees (Australia) Limited. Australia and New Zealand Banking Group 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.	8,445,746, Ordinary	8,445,746

	National Nominees Limited  Citicorp Nominees Pty Limited  JP Morgan Chase Bank  National Australia Bank Limited	National Custodian Nominees  BNP Fund Services Australasia Pty Limited  HSBC Custody Nominees (Australia) Limited.  National Australian Custodian Services  National Nominees Limited  Citicorp Nominees Pty Limited  JP Morgan Chase Bank  National Australia Bank Limited			
BT Investment Management (Institutional) Limited	UBS Wealth Management  National Australia Bank Limited  HSBC Custody Nominees (Australia) Limited.	UBS Wealth Management  National Australia Bank Limited  HSBC Custody Nominees (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.	13,759,694, Ordinary	13,759,694

**5. Changes in association**

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

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

**6. Addresses**

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
MANTRA GROUP LIMITED (MTR)	The Company Secretary, MANTRA GROUP LIMITED (MTR) Level 15, 50 Cavill Avenue SURFERS PARADISE QLD 4217  Tel: +61 7 5631 2500 Fax: +61 7 5631 2999

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 26/02/2015

## **DIRECTIONS**

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

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

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

**ANNEXURE A**

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 26/02/2015

**TRANSACTION HISTORY**

Sales & Purchases for the period : 28/10/2014 to 24/02/2015

SECURITY: MTR

**BT Funds Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-38,898	-102,301.74	Ordinary	38,898
4/12/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-54	-145.26	Ordinary	54
27/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-181	-506.80	Ordinary	181
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-369	-1,029.51	Ordinary	369
29/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,293	-14,767.47	Ordinary	5,293
29/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-308	-859.32	Ordinary	308
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,102	-56,975.40	Ordinary	21,102
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,874	-37,459.80	Ordinary	13,874
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,018	-8,420.22	Ordinary	3,018
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,497	-12,681.54	Ordinary	4,497
9/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,102	-36,548.04	Ordinary	12,102
13/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-497	-1,471.12	Ordinary	497
13/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,265	-15,584.40	Ordinary	5,265
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,358	-39,806.84	Ordinary	13,358
17/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,785	-11,279.30	Ordinary	3,785
18/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,607	-4,949.56	Ordinary	1,607
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-57,376	-183,029.44	Ordinary	57,376
	<b>Total</b>		<b>-181,584</b>	<b>-527,815.76</b>		
	<b>BT Funds Management Limited Total :</b>		<b>-181,584</b>	<b>-527,815.76</b>		

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/12/2014	BNP Fund Services Australasia Pty Limited	Sale	-4,560	-12,813.60	Ordinary	4,560
27/01/2015	BNP Fund Services Australasia Pty Limited	Sale	-462	-1,293.60	Ordinary	462
28/01/2015	BNP Fund Services Australasia Pty Limited	Sale	-945	-2,636.55	Ordinary	945
29/01/2015	BNP Fund Services Australasia Pty Limited	Sale	-13,547	-37,796.13	Ordinary	13,547
29/01/2015	BNP Fund Services Australasia Pty Limited	Sale	-788	-2,198.52	Ordinary	788

2/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-43,476	-117,385.20	Ordinary	43,476
3/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-7,725	-21,552.75	Ordinary	7,725
4/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-3,061	-8,632.02	Ordinary	3,061
9/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-8,194	-24,745.88	Ordinary	8,194
13/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-432	-1,278.72	Ordinary	432
16/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-1,001	-2,982.98	Ordinary	1,001
17/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-284	-846.32	Ordinary	284
18/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-120	-369.60	Ordinary	120
24/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-72,964	-232,755.16	Ordinary	72,964
	<b>Total</b>		<b>-157,559</b>	<b>-467,287.03</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/01/2015	Citicorp Nominees Pty Limited	Sale	-1,178	-3,298.40	Ordinary	1,178
28/01/2015	Citicorp Nominees Pty Limited	Sale	-2,407	-6,715.53	Ordinary	2,407
29/01/2015	Citicorp Nominees Pty Limited	Sale	-2,007	-5,599.53	Ordinary	2,007
29/01/2015	Citicorp Nominees Pty Limited	Sale	-34,513	-96,291.27	Ordinary	34,513
2/02/2015	Citicorp Nominees Pty Limited	Sale	-114,868	-310,143.60	Ordinary	114,868
3/02/2015	Citicorp Nominees Pty Limited	Sale	-19,683	-54,915.57	Ordinary	19,683
4/02/2015	Citicorp Nominees Pty Limited	Sale	-3,832	-10,806.24	Ordinary	3,832
9/02/2015	Citicorp Nominees Pty Limited	Sale	-21,220	-64,084.40	Ordinary	21,220
13/02/2015	Citicorp Nominees Pty Limited	Sale	-1,630	-4,824.80	Ordinary	1,630
16/02/2015	Citicorp Nominees Pty Limited	Sale	-3,779	-11,261.42	Ordinary	3,779
17/02/2015	Citicorp Nominees Pty Limited	Sale	-1,071	-3,191.58	Ordinary	1,071
18/02/2015	Citicorp Nominees Pty Limited	Sale	-455	-1,401.40	Ordinary	455
24/02/2015	Citicorp Nominees Pty Limited	Sale	-152,113	-485,240.47	Ordinary	152,113
	<b>Total</b>		<b>-358,756</b>	<b>-1,057,774.21</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,949	61,896.18	Ordinary	21,949
13/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,071	-12,050.16	Ordinary	4,071
16/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,437	-28,122.26	Ordinary	9,437
17/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,674	-7,968.52	Ordinary	2,674
18/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,135	-3,495.80	Ordinary	1,135
	<b>Total</b>		<b>4,632</b>	<b>10,259.44</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/12/2014	JP Morgan Chase Bank	Sale	-154	-414.26	Ordinary	154
4/12/2014	JP Morgan Chase Bank	Sale	-111,102	-292,198.26	Ordinary	111,102
27/01/2015	JP Morgan Chase Bank	Sale	-1,414	-3,959.20	Ordinary	1,414
28/01/2015	JP Morgan Chase Bank	Sale	-2,888	-8,057.52	Ordinary	2,888
31/01/2015	JP Morgan Chase Bank	Purchase	963,521	2,649,682.75	Ordinary	963,521
31/01/2015	JP Morgan Chase Bank	Sale	-963,521	-2,649,682.75	Ordinary	963,521

13/02/2015	JP Morgan Chase Bank	Sale	-69,923	-206,972.08	Ordinary	69,923
13/02/2015	JP Morgan Chase Bank	Sale	-34,701	-102,714.96	Ordinary	34,701
16/02/2015	JP Morgan Chase Bank	Sale	-162,094	-483,040.12	Ordinary	162,094
16/02/2015	JP Morgan Chase Bank	Sale	-80,443	-239,720.14	Ordinary	80,443
17/02/2015	JP Morgan Chase Bank	Sale	-45,923	-136,850.54	Ordinary	45,923
17/02/2015	JP Morgan Chase Bank	Sale	-22,790	-67,914.20	Ordinary	22,790
18/02/2015	JP Morgan Chase Bank	Sale	-19,497	-60,050.76	Ordinary	19,497
18/02/2015	JP Morgan Chase Bank	Sale	-9,676	-29,802.08	Ordinary	9,676
24/02/2015	JP Morgan Chase Bank	Sale	-214,969	-685,751.11	Ordinary	214,969
24/02/2015	JP Morgan Chase Bank	Sale	-109,372	-348,896.68	Ordinary	109,372
	<b>Total</b>		<b>-884,946</b>	<b>-2,666,341.91</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/11/2014	National Australia Bank Limited	Sale	-79,389	-211,968.63	Ordinary	79,389
11/11/2014	National Australia Bank Limited	Sale	-372	-1,008.12	Ordinary	372
11/11/2014	National Australia Bank Limited	Sale	-57,194	-152,136.04	Ordinary	57,194
12/11/2014	National Australia Bank Limited	Sale	-476	-1,266.16	Ordinary	476
13/11/2014	National Australia Bank Limited	Sale	-74,395	-192,683.05	Ordinary	74,395
13/11/2014	National Australia Bank Limited	Sale	-90,290	-235,656.90	Ordinary	90,290
14/11/2014	National Australia Bank Limited	Sale	-20,216	-53,370.24	Ordinary	20,216
4/12/2014	National Australia Bank Limited	Purchase	150,000	394,500.00	Ordinary	150,000
8/12/2014	National Australia Bank Limited	Sale	-2,350	-6,603.50	Ordinary	2,350
16/01/2015	National Australia Bank Limited	Sale	-38,643	-107,041.11	Ordinary	38,643
19/01/2015	National Australia Bank Limited	Sale	-9,750	-27,397.50	Ordinary	9,750
20/01/2015	National Australia Bank Limited	Sale	-11,965	-32,903.75	Ordinary	11,965
21/01/2015	National Australia Bank Limited	Sale	-5,472	-15,102.72	Ordinary	5,472
22/01/2015	National Australia Bank Limited	Sale	-4,048	-11,132.00	Ordinary	4,048
23/01/2015	National Australia Bank Limited	Sale	-77,988	-213,687.12	Ordinary	77,988
23/01/2015	National Australia Bank Limited	Sale	-1,879	-5,167.25	Ordinary	1,879
27/01/2015	National Australia Bank Limited	Sale	-234	-655.20	Ordinary	234
27/01/2015	National Australia Bank Limited	Sale	-190,605	-522,257.70	Ordinary	190,605
27/01/2015	National Australia Bank Limited	Sale	-725	-2,030.00	Ordinary	725
28/01/2015	National Australia Bank Limited	Sale	-478	-1,333.62	Ordinary	478
28/01/2015	National Australia Bank Limited	Sale	-1,480	-4,129.20	Ordinary	1,480
29/01/2015	National Australia Bank Limited	Sale	-399	-1,113.21	Ordinary	399
29/01/2015	National Australia Bank Limited	Sale	-6,858	-19,133.82	Ordinary	6,858
29/01/2015	National Australia Bank Limited	Sale	-1,234	-3,442.86	Ordinary	1,234
29/01/2015	National Australia Bank Limited	Sale	-21,228	-59,226.12	Ordinary	21,228
2/02/2015	National Australia Bank Limited	Purchase	215,000	580,500.00	Ordinary	215,000
2/02/2015	National Australia Bank Limited	Sale	-21,680	-58,536.00	Ordinary	21,680
3/02/2015	National Australia Bank Limited	Sale	-3,911	-10,911.69	Ordinary	3,911
3/02/2015	National Australia Bank Limited	Sale	-12,106	-33,775.74	Ordinary	12,106
4/02/2015	National Australia Bank Limited	Sale	-1,327	-3,742.14	Ordinary	1,327
4/02/2015	National Australia Bank Limited	Sale	-24,986	-70,460.52	Ordinary	24,986
9/02/2015	National Australia Bank Limited	Sale	-4,448	-13,432.96	Ordinary	4,448
9/02/2015	National Australia Bank Limited	Sale	-142,371	-429,960.42	Ordinary	142,371



9/02/2015	National Australia Bank Limited	Sale	-41,149	-124,269.98	Ordinary	41,149
13/02/2015	National Australia Bank Limited	Sale	-239	-707.44	Ordinary	239
13/02/2015	National Australia Bank Limited	Sale	-2,313	-6,846.48	Ordinary	2,313
16/02/2015	National Australia Bank Limited	Sale	-554	-1,650.92	Ordinary	554
16/02/2015	National Australia Bank Limited	Sale	-5,363	-15,981.74	Ordinary	5,363
17/02/2015	National Australia Bank Limited	Sale	-157	-467.86	Ordinary	157
17/02/2015	National Australia Bank Limited	Sale	-1,520	-4,529.60	Ordinary	1,520
18/02/2015	National Australia Bank Limited	Sale	-67	-206.36	Ordinary	67
18/02/2015	National Australia Bank Limited	Sale	-645	-1,986.60	Ordinary	645
24/02/2015	National Australia Bank Limited	Sale	-33,192	-105,882.48	Ordinary	33,192
24/02/2015	National Australia Bank Limited	Sale	-270,720	-863,596.80	Ordinary	270,720
24/02/2015	National Australia Bank Limited	Sale	-263,623	-840,957.37	Ordinary	263,623
<b>Total</b>			<b>-1,163,039</b>	<b>-3,493,348.92</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/12/2014	National Nominees Limited	Sale	-12,556	-33,901.20	Ordinary	12,556
22/01/2015	National Nominees Limited	Sale	-20,922	-57,744.72	Ordinary	20,922
29/01/2015	National Nominees Limited	Sale	-3,065	-8,551.35	Ordinary	3,065
3/02/2015	National Nominees Limited	Sale	-30,060	-83,867.40	Ordinary	30,060
4/02/2015	National Nominees Limited	Sale	-129,360	-364,795.20	Ordinary	129,360
5/02/2015	National Nominees Limited	Sale	-9,359	-27,141.10	Ordinary	9,359
6/02/2015	National Nominees Limited	Sale	-28,542	-82,771.80	Ordinary	28,542
13/02/2015	National Nominees Limited	Sale	-15,187	-44,953.52	Ordinary	15,187
16/02/2015	National Nominees Limited	Sale	-35,205	-104,910.90	Ordinary	35,205
17/02/2015	National Nominees Limited	Sale	-9,974	-29,722.52	Ordinary	9,974
18/02/2015	National Nominees Limited	Sale	-4,234	-13,040.72	Ordinary	4,234
19/02/2015	National Nominees Limited	Sale	-6,149	-19,061.90	Ordinary	6,149
24/02/2015	National Nominees Limited	Sale	-50,388	-160,737.72	Ordinary	50,388
<b>Total</b>			<b>-355,001</b>	<b>-1,031,200.05</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/02/2015	National Custodian Nominees	Purchase	15,754	44,426.28	Ordinary	15,754
13/02/2015	National Custodian Nominees	Sale	-2,480	-7,340.80	Ordinary	2,480
16/02/2015	National Custodian Nominees	Sale	-5,749	-17,132.02	Ordinary	5,749
17/02/2015	National Custodian Nominees	Sale	-1,628	-4,851.44	Ordinary	1,628
18/02/2015	National Custodian Nominees	Sale	-692	-2,131.36	Ordinary	692
<b>Total</b>			<b>5,205</b>	<b>12,970.66</b>		
<b>BT Investment Management (Fund Services) Limited Total :</b>			<b>-2,909,464</b>	<b>-8,692,722.02</b>		

#### BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-15,072	-40,091.52	Ordinary	15,072

11/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-98	-265.58	Ordinary	98
11/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-20,921	-55,859.07	Ordinary	20,921
11/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-98	-265.58	Ordinary	98
11/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	15,072	40,091.52	Ordinary	15,072
11/11/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	98	265.58	Ordinary	98
11/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-15,213	-40,466.58	Ordinary	15,213
12/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-126	-335.16	Ordinary	126
13/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-23,794	-62,102.34	Ordinary	23,794
13/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-19,605	-50,776.95	Ordinary	19,605
14/11/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,328	-14,065.92	Ordinary	5,328
6/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,203	14,152.16	Ordinary	5,203
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,144	5,853.12	Ordinary	2,144
7/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	5,203	14,204.19	Ordinary	5,203
16/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-10,907	-30,212.39	Ordinary	10,907
19/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,752	-7,733.12	Ordinary	2,752
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,377	-9,286.75	Ordinary	3,377
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,544	-4,261.44	Ordinary	1,544
22/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,143	-3,143.25	Ordinary	1,143
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,012	-60,312.88	Ordinary	22,012
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-530	-1,457.50	Ordinary	530
27/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53,795	-147,398.30	Ordinary	53,795
9/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-36,333	-109,725.66	Ordinary	36,333
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-70,549	-225,051.31	Ordinary	70,549
	<b>Total</b>		<b>-275,477</b>	<b>-788,244.73</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/01/2015	UBS Wealth Management	Sale	-3,451	-9,628.29	Ordinary	3,451
3/02/2015	UBS Wealth Management	Sale	-33,836	-94,402.44	Ordinary	33,836
4/02/2015	UBS Wealth Management	Sale	-145,198	-409,458.36	Ordinary	145,198
5/02/2015	UBS Wealth Management	Sale	-10,505	-30,464.50	Ordinary	10,505
6/02/2015	UBS Wealth Management	Sale	-32,036	-92,904.40	Ordinary	32,036
13/02/2015	UBS Wealth Management	Sale	-18,557	-54,928.72	Ordinary	18,557
16/02/2015	UBS Wealth Management	Sale	-43,017	-128,190.66	Ordinary	43,017
17/02/2015	UBS Wealth Management	Sale	-12,187	-36,317.26	Ordinary	12,187
18/02/2015	UBS Wealth Management	Sale	-5,174	-15,935.92	Ordinary	5,174
24/02/2015	UBS Wealth Management	Sale	-64,734	-206,501.46	Ordinary	64,734
	<b>Total</b>		<b>-368,695</b>	<b>-1,078,732.01</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>-644,172</b>	<b>-1,866,976.74</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 – 26/02/2015

Westpac Banking Corporation	Australia	Qvalent Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Reinventure Fund ILP	Australia
1925 Advances Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Sallmoor Pty Limited	Australia
Advance Asset Management Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Administration Pty Limited	Australia	Seed Pool Trust No. 2	Australia
Altitude Rewards Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-2 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2011-3 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2012-1 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2013-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2013-2 WST Trust	Australia
Bella Trust No. 2	Australia	Series 2014-1 WST Trust	Australia
Bella Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Belliston Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Bill Acceptance Corporation Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Capital Limited	Australia	St.George Business Finance Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Holdings Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Funds Management Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Institutional) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Long Term Income Fund	Australia	Teuton Pty Limited	Australia
BT Portfolio Services Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Private Nominees Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Securities Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Short Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BTIM UK Limited	UK	W2 Investments Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia

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

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

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

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