



Investment  
Management

24 March 2015

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Notice of change of interests of substantial holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Mantra Group Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard  
Company Secretary

{00008168.DOC}BT Investment  
Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 2001  
Australia

The Chifley Tower  
Level 15, 2 Chifley Square  
Sydney NSW 2000  
Australia  
Tel 612 8253 2999

[www.btim.com.au](http://www.btim.com.au)

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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 MANTRA GROUP LIMITED (MTR)

ACN/ARSN ACN 137 639 395

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 20/03/2015

The previous notice was given to the company on 26/02/2015

The previous notice was dated 24/02/2015

#### 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	24,490,266	9.82%	27,354,530	10.97%

#### 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
20/03/2015	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	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.	426,459, Ordinary	426,459
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services 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.	2,074,517, Ordinary	2,074,517
BT Investment Management (Fund Services) Limited	National Nominees Limited  Australia and New Zealand Banking Group Limited  National Custodian Nominees  BNP Fund Services Australasia Pty Limited  HSBC Custody Nominees (Australia) Limited.  Citicorp Nominees Pty	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  National Nominees Limited  Australia and New Zealand Banking Group Limited  National Custodian Nominees  BNP Fund Services Australasia Pty 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.	9,316,440, Ordinary	9,316,440

	Limited  National Australian Custodian Services  JP Morgan Chase Bank  National Australia Bank Limited	Citicorp Nominees Pty Limited  National Australian Custodian Services  JP Morgan Chase Bank  National Australia Bank Limited			
<b>BT Investment Management (Institutional) Limited</b>	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.	15,502,720, Ordinary	15,502,720

#### 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 2995

Signature

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 24/03/2015

## 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 24/03/2015

**TRANSACTION HISTORY**

Sales & Purchases for the period : 25/02/2015 to 20/03/2015

SECURITY: MTR

**BT Funds Management Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	42,722	138,846.50	Ordinary	42,722
	<b>Total</b>		<b>42,722</b>	<b>138,846.50</b>		
	<b>BT Funds Management Limited</b>					
	<b>Total :</b>		<b>42,722</b>	<b>138,846.50</b>		

**BT Funds Management No.2 Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	207,822	675,421.50	Ordinary	207,822
	<b>Total</b>		<b>207,822</b>	<b>675,421.50</b>		
	<b>BT Funds Management No.2 Limited</b>					
	<b>Total :</b>		<b>207,822</b>	<b>675,421.50</b>		

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/03/2015	Australia and New Zealand Banking Group Limited	Purchase	2,021	6,204.47	Ordinary	2,021
10/03/2015	Australia and New Zealand Banking Group Limited	Purchase	5,488	17,287.20	Ordinary	5,488
20/03/2015	Australia and New Zealand Banking Group Limited	Purchase	24,987	81,207.75	Ordinary	24,987
	<b>Total</b>		<b>32,496</b>	<b>104,699.42</b>		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2015	BNP Fund Services Australasia Pty Limited	Purchase	41,656	135,382.00	Ordinary	41,656
	<b>Total</b>		<b>41,656</b>	<b>135,382.00</b>		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2015	Citicorp Nominees Pty Limited	Purchase	91,143	296,214.75	Ordinary	91,143
	<b>Total</b>		<b>91,143</b>	<b>296,214.75</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	50,560	164,320.00	Ordinary	50,560
	<b>Total</b>		<b>50,560</b>	<b>164,320.00</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/03/2015	JP Morgan Chase Bank	Sale	-5,121	-16,028.73	Ordinary	5,121
20/03/2015	JP Morgan Chase Bank	Purchase	153,295	498,208.75	Ordinary	153,295
20/03/2015	JP Morgan Chase Bank	Purchase	78,090	253,792.50	Ordinary	78,090
	<b>Total</b>		<b>226,264</b>	<b>735,972.52</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/02/2015	National Australia Bank Limited	Purchase	14,095	45,667.80	Ordinary	14,095
20/03/2015	National Australia Bank Limited	Purchase	20,882	67,866.50	Ordinary	20,882
20/03/2015	National Australia Bank Limited	Purchase	148,428	482,391.00	Ordinary	148,428
20/03/2015	National Australia Bank Limited	Purchase	165,479	537,806.75	Ordinary	165,479
	<b>Total</b>		<b>348,884</b>	<b>1,133,732.05</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/03/2015	National Australian Custodian Services	Purchase	839	2,575.73	Ordinary	839
10/03/2015	National Australian Custodian Services	Purchase	18,225	57,408.75	Ordinary	18,225
13/03/2015	National Australian Custodian Services	Purchase	615,307	2,116,656.08	Ordinary	615,307
13/03/2015	National Australian Custodian Services	Purchase	560,006	1,926,420.64	Ordinary	560,006
13/03/2015	National Australian Custodian Services	Sale	-839	-2,886.16	Ordinary	839
13/03/2015	National Australian Custodian Services	Sale	-3,204	-11,021.76	Ordinary	3,204
13/03/2015	National Australian Custodian Services	Sale	-3,759	-12,930.96	Ordinary	3,759
13/03/2015	National Australian Custodian Services	Sale	-22,556	-77,592.64	Ordinary	22,556
13/03/2015	National Australian Custodian Services	Sale	-184,891	-636,025.04	Ordinary	184,891
13/03/2015	National Australian Custodian Services	Sale	-18,225	-62,694.00	Ordinary	18,225
13/03/2015	National Australian Custodian Services	Sale	-51,092	-175,756.48	Ordinary	51,092
13/03/2015	National Australian Custodian Services	Sale	-1,574	-5,414.56	Ordinary	1,574
13/03/2015	National Australian Custodian Services	Sale	-4,245	-14,602.80	Ordinary	4,245
13/03/2015	National Australian Custodian Services	Sale	-3,142	-10,808.48	Ordinary	3,142
13/03/2015	National Australian Custodian Services	Sale	-16,382	-56,354.08	Ordinary	16,382
13/03/2015	National Australian Custodian Services	Sale	-35,813	-123,196.72	Ordinary	35,813
13/03/2015	National Australian Custodian Services	Sale	-41,802	-143,798.88	Ordinary	41,802
13/03/2015	National Australian Custodian Services	Sale	-18,334	-63,068.96	Ordinary	18,334
13/03/2015	National Australian Custodian Services	Sale	-245	-842.80	Ordinary	245
13/03/2015	National Australian Custodian Services	Sale	-143,609	-494,014.96	Ordinary	143,609
13/03/2015	National Australian Custodian Services	Sale	-7,380	-25,387.20	Ordinary	7,380
13/03/2015	National Australian Custodian Services	Sale	-1,463	-5,032.72	Ordinary	1,463
13/03/2015	National Australian Custodian Services	Sale	-1,451	-4,991.44	Ordinary	1,451
	<b>Total</b>		<b>634,371</b>	<b>2,176,640.56</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes
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affected

9/03/2015	National Nominees Limited	Purchase	925	2,839.75	Ordinary	925
10/03/2015	National Nominees Limited	Purchase	20,023	63,072.45	Ordinary	20,023
13/03/2015	National Nominees Limited	Sale	-271	-932.24	Ordinary	271
13/03/2015	National Nominees Limited	Sale	-20,023	-68,879.12	Ordinary	20,023
13/03/2015	National Nominees Limited	Sale	-1,608	-5,531.52	Ordinary	1,608
13/03/2015	National Nominees Limited	Sale	-3,310	-11,386.40	Ordinary	3,310
13/03/2015	National Nominees Limited	Sale	-46,250	-159,100.00	Ordinary	46,250
13/03/2015	National Nominees Limited	Sale	-204,560	-703,686.40	Ordinary	204,560
13/03/2015	National Nominees Limited	Sale	-8,110	-27,898.40	Ordinary	8,110
13/03/2015	National Nominees Limited	Sale	-23,758	-81,727.52	Ordinary	23,758
13/03/2015	National Nominees Limited	Sale	-1,101	-3,787.44	Ordinary	1,101
13/03/2015	National Nominees Limited	Sale	-18,813	-64,716.72	Ordinary	18,813
13/03/2015	National Nominees Limited	Sale	-4,471	-15,380.24	Ordinary	4,471
13/03/2015	National Nominees Limited	Sale	-2,433	-8,369.52	Ordinary	2,433
13/03/2015	National Nominees Limited	Sale	-4,130	-14,207.20	Ordinary	4,130
13/03/2015	National Nominees Limited	Sale	-157,789	-542,794.16	Ordinary	157,789
13/03/2015	National Nominees Limited	Sale	-925	-3,182.00	Ordinary	925
13/03/2015	National Nominees Limited	Sale	-56,527	-194,452.88	Ordinary	56,527
13/03/2015	National Nominees Limited	Sale	-1,728	-5,944.32	Ordinary	1,728
13/03/2015	National Nominees Limited	Sale	-20,164	-69,364.16	Ordinary	20,164
13/03/2015	National Nominees Limited	Sale	-39,336	-135,315.84	Ordinary	39,336
20/03/2015	National Nominees Limited	Purchase	10,402	33,806.50	Ordinary	10,402
	<b>Total</b>		<b>-583,957</b>	<b>-2,016,937.38</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/02/2015	National Custodian Nominees	Sale	-1,368	-4,322.88	Ordinary	1,368
20/03/2015	National Custodian Nominees	Purchase	30,645	99,596.25	Ordinary	30,645
	<b>Total</b>		<b>29,277</b>	<b>95,273.37</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>870,694</b>	<b>2,825,297.29</b>		

#### BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,095	-45,667.80	Ordinary	14,095
10/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	99,478	313,355.70	Ordinary	99,478
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	64,962	211,126.50	Ordinary	64,962
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,040,924	3,383,003.00	Ordinary	1,040,924
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	35,175	114,318.75	Ordinary	35,175
20/03/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	59,324	192,803.00	Ordinary	59,324
	<b>Total</b>		<b>1,285,768</b>	<b>4,168,939.15</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
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9/03/2015	National Australia Bank Limited	Purchase	5,401	16,581.07	Ordinary	5,401
10/03/2015	National Australia Bank Limited	Purchase	99,203	312,489.45	Ordinary	99,203
20/03/2015	National Australia Bank Limited	Purchase	339,417	1,103,105.25	Ordinary	339,417
	<b>Total</b>		<b>444,021</b>	<b>1,432,175.77</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
20/03/2015	UBS Wealth Management	Purchase	13,237	43,020.25	Ordinary	13,237
	<b>Total</b>		<b>13,237</b>	<b>43,020.25</b>		
	<b>BT Investment Management (Institutional) Limited Total :</b>		<b>1,743,026</b>	<b>5,644,135.17</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 – 24/03/2015

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

Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Rent Group Limited	New Zealand	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Management Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 2 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Europe Limited	UK
Crusade Management Limited	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Trust 1A of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Holdings Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group Limited	Australia
Data Republic 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 Funds Financing Holdco Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac General Insurance Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investments Australia Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Capital Corporation	USA
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia

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