
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 29/01/2016

The previous notice was given to the company on 04/12/2015

The previous notice was dated 02/12/2015

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	30,499,941	11.39%	27,787,027	10.38%

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
29/01/2016	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management Limited, Westpac Financial Services Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional)	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	Limited, BT Investment Management (Fund Services) Limited				
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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.	5,364,529, Ordinary	5,364,529
Asgard Capital Management Limited	Asgard Capital Management Limited	HSBC Custody Nominees (Australia) 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.	4,631, Ordinary	4,631
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	HSBC Custody Nominees (Australia) 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.	55,396, Ordinary	55,396
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management 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	1,768,098, Ordinary	1,768,098

			that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	<p>UBS Wealth Management</p> <p>BNP Fund Services Australasia Pty Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p>	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Asgard Capital Management Limited</p> <p>BT Portfolio Services Limited</p> <p>UBS Wealth Management</p> <p>BNP Fund Services Australasia Pty Limited</p>	<p>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.</p>	11,031,146, Ordinary	11,031,146
BT Investment Management (Institutional) Limited	<p>National Custodian Nominees</p> <p>National Nominees Limited</p> <p>Australia and New Zealand Banking Group Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p> <p>Citicorp Nominees Pty Limited</p> <p>JP Morgan Chase Bank</p> <p>National Australian Custodian Services</p> <p>National Australia Bank Limited</p>	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Asgard Capital Management Limited</p> <p>BT Portfolio Services Limited</p> <p>UBS Wealth Management</p> <p>BNP Fund Services Australasia Pty Limited</p> <p>National Custodian Nominees</p> <p>National Nominees Limited</p> <p>Australia and New Zealand Banking Group Limited</p> <p>Citicorp Nominees Pty Limited</p> <p>JP Morgan Chase Bank</p> <p>National Australian Custodian Services</p> <p>National Australia Bank Limited</p>	<p>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.</p>	9,287,683, Ordinary	9,287,683

Westpac Financial Services Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	275,544, Ordinary	275,544
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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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Financial Services 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
Advance Asset Management 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
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

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 02/02/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 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 – 02/02/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 3/12/2015 to 29/01/2016

SECURITY: MTR

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,345	-34,815.30	Ordinary	7,345
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-82,056	-388,945.44	Ordinary	82,056
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-33,491	-158,077.52	Ordinary	33,491
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-27,732	-130,895.04	Ordinary	27,732
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-94,119	-444,241.68	Ordinary	94,119
25/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-198,955	-941,057.15	Ordinary	198,955
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-42,922	-205,167.16	Ordinary	42,922
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-48,902	-230,817.44	Ordinary	48,902
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,013	-38,462.40	Ordinary	8,013
	Total		-543,535	-2,572,479.13		
	Advance Asset Management Limited Total :		-543,535	-2,572,479.13		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/01/2016	Asgard Capital Management Limited	Sale	-869	-3,927.88	Ordinary	869
28/01/2016	Asgard Capital Management Limited	Sale	-1,407	-6,626.97	Ordinary	1,407
	Total		-2,276	-10,554.85		
	Asgard Capital Management Limited Total :		-2,276	-10,554.85		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/01/2016	Asgard Capital Management Limited	Sale	-6,438	-30,902.40	Ordinary	6,438
	Total		-6,438	-30,902.40		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/12/2015	BT Portfolio Services Limited	Purchase	3,282	14,969.53	Ordinary	3,282
15/01/2016	BT Portfolio Services Limited	Sale	-1,126	-4,951.81	Ordinary	1,126

Total	2,156	10,017.72
BT Funds Management Limited Total :	-4,282	-20,884.68

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-37,461	-177,565.14	Ordinary	37,461
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,353	-15,893.22	Ordinary	3,353
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-33,359	-157,454.48	Ordinary	33,359
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-18,834	-90,026.52	Ordinary	18,834
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-21,458	-101,281.76	Ordinary	21,458
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-3,516	-16,876.80	Ordinary	3,516
	Total		-117,981	-559,097.92		
	BT Funds Management No.2 Limited Total :		-117,981	-559,097.92		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-17,003	-80,594.22	Ordinary	17,003
3/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-1,522	-7,214.28	Ordinary	1,522
9/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-4,749	-22,415.28	Ordinary	4,749
17/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-4,094	-19,323.68	Ordinary	4,094
18/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-13,894	-65,579.68	Ordinary	13,894
25/01/2016	BNP Fund Services Australasia Pty Limited	Sale	-15,112	-71,479.76	Ordinary	15,112
25/01/2016	BNP Fund Services Australasia Pty Limited	Sale	-24,136	-114,163.28	Ordinary	24,136
27/01/2016	BNP Fund Services Australasia Pty Limited	Sale	-6,096	-29,138.88	Ordinary	6,096
28/01/2016	BNP Fund Services Australasia Pty Limited	Sale	-6,945	-32,780.40	Ordinary	6,945
29/01/2016	BNP Fund Services Australasia Pty Limited	Sale	-1,138	-5,462.40	Ordinary	1,138
	Total		-94,689	-448,151.86		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,104	-9,972.96	Ordinary	2,104
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-23,506	-111,418.44	Ordinary	23,506
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-202,348	-959,129.52	Ordinary	202,348
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-18,112	-85,850.88	Ordinary	18,112
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,946	-9,224.04	Ordinary	1,946
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,674	-102,734.76	Ordinary	21,674
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-69	-327.06	Ordinary	69
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,081	-28,702.32	Ordinary	6,081
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-82,373	-388,800.56	Ordinary	82,373
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,803	-17,950.16	Ordinary	3,803
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,968	-28,168.96	Ordinary	5,968
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,519	-16,609.68	Ordinary	3,519

18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,257	-95,613.04	Ordinary	20,257
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,819	-18,025.68	Ordinary	3,819
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,243	-15,306.96	Ordinary	3,243
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-110	-519.20	Ordinary	110
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,771	-22,519.12	Ordinary	4,771
29/12/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	68,431	346,260.86	Ordinary	68,431
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-9,170	-43,832.60	Ordinary	9,170
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-128,639	-614,894.42	Ordinary	128,639
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,150	-5,497.00	Ordinary	1,150
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-5,329	-25,472.62	Ordinary	5,329
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-10,447	-49,309.84	Ordinary	10,447
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-146,562	-691,772.64	Ordinary	146,562
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-6,392	-30,170.24	Ordinary	6,392
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-989	-4,668.08	Ordinary	989
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,712	-8,217.60	Ordinary	1,712
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-24,017	-115,281.60	Ordinary	24,017
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,210	-5,808.00	Ordinary	1,210
	Total		-670,889	-3,159,537.12		
	BT Investment Management (Fund Services) Limited Total :		-765,578	-3,607,688.98		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	Australia and New Zealand Banking Group Limited	Sale	-505	-2,393.70	Ordinary	505
3/12/2015	Australia and New Zealand Banking Group Limited	Sale	-5,645	-26,757.30	Ordinary	5,645
9/12/2015	Australia and New Zealand Banking Group Limited	Sale	-4,718	-22,268.96	Ordinary	4,718
27/01/2016	Australia and New Zealand Banking Group Limited	Sale	-1,500	-7,170.00	Ordinary	1,500
28/01/2016	Australia and New Zealand Banking Group Limited	Sale	-1,708	-8,061.76	Ordinary	1,708
29/01/2016	Australia and New Zealand Banking Group Limited	Sale	-280	-1,344.00	Ordinary	280
	Total		-14,356	-67,995.72		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	Citicorp Nominees Pty Limited	Sale	-2,742	-12,997.08	Ordinary	2,742
3/12/2015	Citicorp Nominees Pty Limited	Sale	-30,636	-145,214.64	Ordinary	30,636
9/12/2015	Citicorp Nominees Pty Limited	Sale	-12,692	-59,906.24	Ordinary	12,692
17/12/2015	Citicorp Nominees Pty Limited	Sale	-9,226	-43,546.72	Ordinary	9,226
18/12/2015	Citicorp Nominees Pty Limited	Sale	-31,314	-147,802.08	Ordinary	31,314
25/01/2016	Citicorp Nominees Pty Limited	Sale	-71,084	-336,227.32	Ordinary	71,084
27/01/2016	Citicorp Nominees Pty Limited	Sale	-14,162	-67,694.36	Ordinary	14,162
28/01/2016	Citicorp Nominees Pty Limited	Sale	-8,682	-40,979.04	Ordinary	8,682
28/01/2016	Citicorp Nominees Pty Limited	Sale	-7,453	-35,178.16	Ordinary	7,453
29/01/2016	Citicorp Nominees Pty Limited	Sale	-2,644	-12,691.20	Ordinary	2,644
	Total		-190,635	-902,236.84		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-694	-3,289.56	Ordinary	694
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,748	-36,725.52	Ordinary	7,748
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,507	-30,713.04	Ordinary	6,507
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,388	-30,151.36	Ordinary	6,388
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,682	-102,339.04	Ordinary	21,682
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-11,009	-52,623.02	Ordinary	11,009
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-12,542	-59,198.24	Ordinary	12,542
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-2,055	-9,864.00	Ordinary	2,055
	Total		-68,625	-324,903.78		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	JP Morgan Chase Bank	Sale	-54,116	-256,509.84	Ordinary	54,116
3/12/2015	JP Morgan Chase Bank	Sale	-4,844	-22,960.56	Ordinary	4,844
3/12/2015	JP Morgan Chase Bank	Sale	-27,590	-130,776.60	Ordinary	27,590
3/12/2015	JP Morgan Chase Bank	Sale	-2,470	-11,707.80	Ordinary	2,470
9/12/2015	JP Morgan Chase Bank	Sale	-20,587	-97,170.64	Ordinary	20,587
9/12/2015	JP Morgan Chase Bank	Sale	-10,503	-49,574.16	Ordinary	10,503
17/12/2015	JP Morgan Chase Bank	Sale	-7,100	-33,512.00	Ordinary	7,100
17/12/2015	JP Morgan Chase Bank	Sale	-10,602	-50,041.44	Ordinary	10,602
17/12/2015	JP Morgan Chase Bank	Sale	-9,024	-42,593.28	Ordinary	9,024
18/12/2015	JP Morgan Chase Bank	Sale	-60,078	-283,568.16	Ordinary	60,078
18/12/2015	JP Morgan Chase Bank	Sale	-30,629	-144,568.88	Ordinary	30,629
25/01/2016	JP Morgan Chase Bank	Sale	-95,646	-452,405.58	Ordinary	95,646
25/01/2016	JP Morgan Chase Bank	Sale	-49,878	-235,922.94	Ordinary	49,878
27/01/2016	JP Morgan Chase Bank	Sale	-3,616	-17,284.48	Ordinary	3,616
27/01/2016	JP Morgan Chase Bank	Sale	-23,902	-114,251.56	Ordinary	23,902
27/01/2016	JP Morgan Chase Bank	Sale	-14,002	-66,929.56	Ordinary	14,002
28/01/2016	JP Morgan Chase Bank	Sale	-31,352	-147,981.44	Ordinary	31,352
28/01/2016	JP Morgan Chase Bank	Sale	-15,953	-75,298.16	Ordinary	15,953
29/01/2016	JP Morgan Chase Bank	Sale	-5,138	-24,662.40	Ordinary	5,138
29/01/2016	JP Morgan Chase Bank	Sale	-2,614	-12,547.20	Ordinary	2,614
	Total		-479,644	-2,270,266.68		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	National Australia Bank Limited	Sale	-6,017	-28,520.58	Ordinary	6,017
3/12/2015	National Australia Bank Limited	Sale	-67,217	-318,608.58	Ordinary	67,217
3/12/2015	National Australia Bank Limited	Sale	-87,467	-414,593.58	Ordinary	87,467
3/12/2015	National Australia Bank Limited	Sale	-7,829	-37,109.46	Ordinary	7,829
9/12/2015	National Australia Bank Limited	Sale	-13,342	-62,974.24	Ordinary	13,342
9/12/2015	National Australia Bank Limited	Sale	-53,389	-251,996.08	Ordinary	53,389
9/12/2015	National Australia Bank Limited	Sale	-15,667	-73,948.24	Ordinary	15,667
17/12/2015	National Australia Bank Limited	Sale	-2,305	-10,879.60	Ordinary	2,305
17/12/2015	National Australia Bank Limited	Sale	-13,849	-65,367.28	Ordinary	13,849

18/12/2015	National Australia Bank Limited	Sale	-7,824	-36,929.28	Ordinary	7,824
18/12/2015	National Australia Bank Limited	Sale	-47,001	-221,844.72	Ordinary	47,001
25/01/2016	National Australia Bank Limited	Sale	-16,678	-78,886.94	Ordinary	16,678
27/01/2016	National Australia Bank Limited	Sale	-1,615	-7,719.70	Ordinary	1,615
27/01/2016	National Australia Bank Limited	Sale	-1,950	-9,321.00	Ordinary	1,950
27/01/2016	National Australia Bank Limited	Sale	-18,086	-86,451.08	Ordinary	18,086
27/01/2016	National Australia Bank Limited	Sale	-25,494	-121,861.32	Ordinary	25,494
28/01/2016	National Australia Bank Limited	Sale	-4,061	-19,167.92	Ordinary	4,061
28/01/2016	National Australia Bank Limited	Sale	-20,606	-97,260.32	Ordinary	20,606
28/01/2016	National Australia Bank Limited	Sale	-29,046	-136,806.66	Ordinary	29,046
29/01/2016	National Australia Bank Limited	Sale	-666	-3,196.80	Ordinary	666
29/01/2016	National Australia Bank Limited	Sale	-3,377	-16,209.60	Ordinary	3,377
29/01/2016	National Australia Bank Limited	Sale	-4,760	-22,848.00	Ordinary	4,760
	Total		-448,246	-2,122,500.98		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	National Australian Custodian Services	Sale	-33,051	-156,661.74	Ordinary	33,051
3/12/2015	National Australian Custodian Services	Sale	-2,959	-14,025.66	Ordinary	2,959
9/12/2015	National Australian Custodian Services	Sale	-26,161	-123,479.92	Ordinary	26,161
27/01/2016	National Australian Custodian Services	Sale	-8,925	-42,661.50	Ordinary	8,925
28/01/2016	National Australian Custodian Services	Sale	-10,169	-47,997.68	Ordinary	10,169
29/01/2016	National Australian Custodian Services	Sale	-1,666	-7,996.80	Ordinary	1,666
	Total		-82,931	-392,823.30		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/12/2015	National Nominees Limited	Purchase	14,028	65,230.20	Ordinary	14,028
15/12/2015	National Nominees Limited	Purchase	15,173	68,126.77	Ordinary	15,173
15/12/2015	National Nominees Limited	Purchase	86,503	388,398.47	Ordinary	86,503
28/01/2016	National Nominees Limited	Purchase	10,049	47,431.28	Ordinary	10,049
	Total		125,753	569,186.72		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	National Custodian Nominees	Sale	-712	-3,382.00	Ordinary	712
3/12/2015	National Custodian Nominees	Sale	-7,949	-37,678.26	Ordinary	7,949
9/12/2015	National Custodian Nominees	Sale	-2,774	-13,093.28	Ordinary	2,774
17/12/2015	National Custodian Nominees	Sale	-2,702	-12,753.44	Ordinary	2,702
18/12/2015	National Custodian Nominees	Sale	-9,172	-43,291.84	Ordinary	9,172
27/01/2016	National Custodian Nominees	Sale	-4,667	-22,308.26	Ordinary	4,667
28/01/2016	National Custodian Nominees	Sale	-5,317	-25,096.24	Ordinary	5,317
29/01/2016	National Custodian Nominees	Sale	-871	-4,180.80	Ordinary	871
	Total		-34,164	-161,784.12		
	BT Investment Management (Institutional) Limited Total :		-1,192,848	-5,673,324.70		

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/12/2015	BT Portfolio Services Limited	Purchase	450	2,164.50	Ordinary	450
27/01/2016	BT Portfolio Services Limited	Purchase	19	91.01	Ordinary	19
	Total		469	2,255.51		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,295	-6,138.30	Ordinary	1,295
3/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,464	-68,559.36	Ordinary	14,464
9/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,862	-27,668.64	Ordinary	5,862
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,613	-21,773.36	Ordinary	4,613
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,658	-73,905.76	Ordinary	15,658
25/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-28,511	-134,857.03	Ordinary	28,511
27/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-7,085	-33,866.30	Ordinary	7,085
28/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-8,072	-38,099.84	Ordinary	8,072
29/01/2016	HSBC Custody Nominees (Australia) Limited.	Sale	-1,323	-6,350.40	Ordinary	1,323
	Total		-86,883	-411,218.99		

Westpac Financial Services Limited Total : **-86,414** **-408,963.48**

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 – 02/02/2016

Westpac Banking Corporation	Australia	Series 2008-1M WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-3 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2015-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Life Limited	Australia
BT Australia Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W2 Investments Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
Canning Park Capital Pte. Ltd	Australia	Westpac Administration Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Americas Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Bank-PNG-Limited	Papua New Guinea

Castlereagh Trust	Australia	Westpac Capital Holdings Inc.	USA
CBA Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Challenge Limited	Australia	Westpac Capital Markets LLC	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Trust IV	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital-NZ-Limited	New Zealand
Core Infrastructure Income Master L P	UK	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Management Pty Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Financial Services Limited	Australia
Data Republic Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Capital Corporation	USA
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Leasing Nominees-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
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Administration Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Singapore Limited	Singapore
Qvalent Pty Limited	Australia	Westpac Structured Products Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Reinventure Fund ILP	Australia	Westpac Syndications Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Term PIE Fund	New Zealand
Sallmoor Pty Limited	Australia	Westpac TPS Trust	Australia
Securitor Financial Group Limited	Australia	Westpac Unit Trust	Australia
Seed Pool Trust No. 2	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia