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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme APN NEWS AND MEDIA LIMITED (APN)

ACN/ARSN ACN 008 637 643

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

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 04/11/2016

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	14,063,212	14,063,212	
Total	14,063,212	14,063,212	6.24%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	1,019,860	Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment,	100	Ordinary

	Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.		
BT Funds Management (NZ) Limited	BT Funds Management (NZ) 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.	118,603	Ordinary
BT Funds Management Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	69,945	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,185,894	Ordinary
BT Investment Management (Fund Services) Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	7,913,443	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	3,752,202	Ordinary

Westpac RE Limited	Westpac RE Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	3,165	Ordinary
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#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	100 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	3,165 Ordinary
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited	See Annexure 'A'	69,945 Ordinary
BT Funds Management (NZ) Limited	Guardian Nominees No.2 Ltd	See Annexure 'A'	118,603 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,019,860 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,185,894 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  State Street Australia Limited	See Annexure 'A'	3,752,202 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	7,913,443 Ordinary

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

## 7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
APN NEWS AND MEDIA LIMITED (APN)	The Company Secretary APN NEWS AND MEDIA LIMITED (APN) Level 4, 100 William Street Sydney NSW 2011  Tel No: 02 9333 4999

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 08/11/2016

## **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 7 of the form.
  - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
  - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
  - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

## ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 08/11/2016

Sales & Purchases for the period : 4/07/2016 to 4/11/2016

SECURITY: APN

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### Advance Asset Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
27/10/2016	HSBC Custody Nominees (Australia) Limited.	33,148	81,212.60	Ordinary
2/11/2016	HSBC Custody Nominees (Australia) Limited.	22,888	0.00	Ordinary
4/11/2016	HSBC Custody Nominees (Australia) Limited.	124,363	0.00	Ordinary
4/11/2016	HSBC Custody Nominees (Australia) Limited.	152,559	0.00	Ordinary
	<b>Total</b>	<b>332,958</b>	<b>81,212.60</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>332,958</b>	<b>81,212.60</b>	

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### Asgard Capital Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
12/09/2016	Asgard Capital Management Limited	864	2,998.08	Ordinary
13/09/2016	Asgard Capital Management Limited	-864	-3,041.28	Ordinary
3/11/2016	Asgard Capital Management Limited	28	0.00	Ordinary
	<b>Total</b>	<b>28</b>	<b>-43.20</b>	<b>Ordinary</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>28</b>	<b>-43.20</b>	

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### BT Funds Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
14/09/2016	Asgard Capital Management Limited	-1,905	-6,591.30	Ordinary
	<b>Total</b>	<b>-1,905</b>	<b>-6,591.30</b>	<b>Ordinary</b>
Date	Registered Company	Quantity	Consideration	Class of Securities
22/07/2016	BT Portfolio Services Limited	3,698	15,004.64	Ordinary
30/08/2016	BT Portfolio Services Limited	-429	-1,546.67	Ordinary
24/10/2016	BT Portfolio Services Limited	3,245	10,912.94	Ordinary
	<b>Total</b>	<b>6,514</b>	<b>24,370.90</b>	<b>Ordinary</b>
	<b>BT Funds Management Limited Total :</b>	<b>4,609</b>	<b>17,779.60</b>	

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### BT Funds Management No.2 Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
4/07/2016	HSBC Custody Nominees (Australia) Limited.	-480	-1,900.80	Ordinary
4/07/2016	HSBC Custody Nominees (Australia) Limited.	-5,371	-21,269.16	Ordinary
4/07/2016	HSBC Custody Nominees (Australia) Limited.	-1,925	-7,623.00	Ordinary
5/07/2016	HSBC Custody Nominees (Australia) Limited.	-11,319	-44,596.86	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-10,988	-43,622.36	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-5,932	-23,550.04	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-12,112	-48,084.64	Ordinary

25/08/2016	HSBC Custody Nominees (Australia) Limited.	-5,781	-22,950.57	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-31,782	-126,174.54	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-1,765	-7,007.05	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	48,748	183,292.48	Ordinary
1/09/2016	HSBC Custody Nominees (Australia) Limited.	3,881	14,592.56	Ordinary
12/09/2016	HSBC Custody Nominees (Australia) Limited.	49,157	170,574.79	Ordinary
2/11/2016	HSBC Custody Nominees (Australia) Limited.	92,752	0.00	Ordinary
4/11/2016	HSBC Custody Nominees (Australia) Limited.	340,964	0.00	Ordinary
	<b>Total</b>	<b>448,047</b>	<b>21,680.81</b>	<b>Ordinary</b>

**BT Funds Management No.2 Limited Total : 448,047 21,680.81**

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**BT Funds Management (NZ) Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
27/10/2016	Guardian Nominees No.2 Ltd	57,155	149,317.44	Ordinary
1/11/2016	Guardian Nominees No.2 Ltd	39,465	103,216.76	Ordinary
4/11/2016	Guardian Nominees No.2 Ltd	21,983	56,507.30	Ordinary
	<b>Total</b>	<b>118,603</b>	<b>309,041.50</b>	<b>Ordinary</b>

**BT Funds Management (NZ) Limited Total : 118,603 309,041.50**

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

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Date	Registered Company	Quantity	Consideration	Class of Securities
4/07/2016	HSBC Custody Nominees (Australia) Limited.	-18,155	-71,893.80	Ordinary
4/07/2016	HSBC Custody Nominees (Australia) Limited.	-18,477	-73,168.92	Ordinary
5/07/2016	HSBC Custody Nominees (Australia) Limited.	-43,783	-172,505.02	Ordinary
5/07/2016	HSBC Custody Nominees (Australia) Limited.	-25,537	-100,615.78	Ordinary
5/07/2016	HSBC Custody Nominees (Australia) Limited.	-2,432	-9,582.08	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-110,686	-439,423.42	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-29,636	-117,654.92	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-56,326	-223,614.22	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-35,888	-142,475.36	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	-86,200	-342,214.00	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	291,435	1,095,795.60	Ordinary
1/09/2016	HSBC Custody Nominees (Australia) Limited.	23,204	87,247.04	Ordinary
12/09/2016	HSBC Custody Nominees (Australia) Limited.	294,356	1,021,415.32	Ordinary
27/10/2016	HSBC Custody Nominees (Australia) Limited.	1,340,911	3,285,231.95	Ordinary
2/11/2016	HSBC Custody Nominees (Australia) Limited.	539,665	0.00	Ordinary
3/11/2016	HSBC Custody Nominees (Australia) Limited.	-243,809	-631,465.31	Ordinary
4/11/2016	HSBC Custody Nominees (Australia) Limited.	-83,647	-217,482.20	Ordinary
4/11/2016	HSBC Custody Nominees (Australia) Limited.	1,983,859	.00	Ordinary
	<b>Total</b>	<b>3,718,854</b>	<b>2,947,594.88</b>	<b>Ordinary</b>

**BT Investment Management (Fund Services) Limited Total : 3,718,854 2,947,594.88**

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**BT Investment Management (Institutional) Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
4/07/2016	Australia and New Zealand Banking Group Limited	-952	-3,769.92	Ordinary
5/07/2016	Australia and New Zealand Banking Group Limited	-19	-74.86	Ordinary
5/07/2016	Australia and New Zealand Banking Group Limited	-1,907	-7,513.58	Ordinary
5/07/2016	Australia and New Zealand Banking Group Limited	-602	-2,371.88	Ordinary

25/08/2016	Australia and New Zealand Banking Group Limited	-3,312	-13,148.64	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-32	-127.04	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-51	-202.47	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-155	-615.35	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-875	-3,473.75	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-1,098	-4,359.06	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-651	-2,584.47	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-3,641	-14,454.77	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-831	-3,299.07	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	-480	-1,905.60	Ordinary
31/08/2016	Australia and New Zealand Banking Group Limited	10,767	40,483.92	Ordinary
1/09/2016	Australia and New Zealand Banking Group Limited	857	3,222.32	Ordinary
12/09/2016	Australia and New Zealand Banking Group Limited	9,178	31,847.66	Ordinary
2/11/2016	Australia and New Zealand Banking Group Limited	17,876	0.00	Ordinary
4/11/2016	Australia and New Zealand Banking Group Limited	65,715	0.00	Ordinary
	<b>Total</b>	<b>89,787</b>	<b>17,653.44</b>	<b>Ordinary</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
4/07/2016	State Street Australia Limited	-238	-942.48	Ordinary
4/07/2016	State Street Australia Limited	-9,387	-37,172.52	Ordinary
4/07/2016	State Street Australia Limited	-4,732	-18,738.72	Ordinary
5/07/2016	State Street Australia Limited	-13,621	-53,666.74	Ordinary
5/07/2016	State Street Australia Limited	-10,519	-41,444.86	Ordinary
5/07/2016	State Street Australia Limited	-17,177	-67,677.38	Ordinary
25/08/2016	State Street Australia Limited	-44,222	-175,561.34	Ordinary
25/08/2016	State Street Australia Limited	-596	-2,366.12	Ordinary
25/08/2016	State Street Australia Limited	-3,101	-12,310.97	Ordinary
25/08/2016	State Street Australia Limited	-26,232	-104,141.04	Ordinary
25/08/2016	State Street Australia Limited	-20,956	-83,195.32	Ordinary
25/08/2016	State Street Australia Limited	-5,987	-23,768.39	Ordinary
25/08/2016	State Street Australia Limited	-1,651	-6,554.47	Ordinary
25/08/2016	State Street Australia Limited	-743	-2,949.71	Ordinary
25/08/2016	State Street Australia Limited	-12,093	-48,009.21	Ordinary
25/08/2016	State Street Australia Limited	-13,253	-52,614.41	Ordinary
25/08/2016	State Street Australia Limited	-38,263	-151,904.11	Ordinary
25/08/2016	State Street Australia Limited	-9,100	-36,127.00	Ordinary
31/08/2016	State Street Australia Limited	49,501	186,123.76	Ordinary
31/08/2016	State Street Australia Limited	99,549	374,304.24	Ordinary
1/09/2016	State Street Australia Limited	3,941	14,818.16	Ordinary
1/09/2016	State Street Australia Limited	7,927	29,805.52	Ordinary
12/09/2016	State Street Australia Limited	98,408	341,475.76	Ordinary
12/09/2016	State Street Australia Limited	48,901	169,686.47	Ordinary
2/11/2016	State Street Australia Limited	184,050	0.00	Ordinary
2/11/2016	State Street Australia Limited	91,543	0.00	Ordinary
4/11/2016	State Street Australia Limited	676,584	0.00	Ordinary
4/11/2016	State Street Australia Limited	336,520	0.00	Ordinary
	<b>Total</b>	<b>1,365,053</b>	<b>197,069.12</b>	<b>Ordinary</b>
	<b>BT Investment Management (Institutional) Limited</b>			
	<b>Total :</b>	<b>1,454,840</b>	<b>214,722.56</b>	



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**Westpac RE Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
16/09/2016	HSBC Custody Nominees (Australia) Limited.	2,286	7,909.56	Ordinary
26/10/2016	HSBC Custody Nominees (Australia) Limited.	879	0.00	Ordinary
	<b>Total</b>	<b>3,165</b>	<b>7,909.56</b>	<b>Ordinary</b>
	<b>Westpac RE Limited Total :</b>	<b>3,165</b>	<b>7,909.56</b>	

## ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 08/11/2016

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

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

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

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (30.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia
BT Investment Management (Fund Services) Limited (Subsidiary of BT Investment Management Limited)	Australia