
Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ASALEO CARE LIMITED (AHY)

ACN/ARSN ACN 154 461 300

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 27/02/2015

The previous notice was given to the company on 21/01/2015

The previous notice was dated 19/01/2015

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	30,480,250	5.05%	37,630,014	6.24%

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
27/02/2015	WBC & its Associates, Asgard Capital Management Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Funds Management 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.	1,196,237, Ordinary	1,196,237
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 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	26,739, Ordinary	26,739
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) 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.	2,720,659, Ordinary	2,720,659
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	2,425,753, Ordinary	2,425,753

			that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	<p>Australia and New Zealand Banking Group Limited</p> <p>BNP Fund Services Australasia Pty Limited</p> <p>National Australian Custodian Services</p> <p>Citicorp Nominees Pty Limited</p> <p>National Nominees Limited</p> <p>National Australia Bank Limited</p> <p>JP Morgan Chase Bank</p>	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Asgard Capital Management Limited</p> <p>BT Portfolio Services Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p> <p>Australia and New Zealand Banking Group Limited</p> <p>BNP Fund Services Australasia Pty Limited</p> <p>National Australian Custodian Services</p> <p>Citicorp Nominees Pty Limited</p> <p>National Nominees Limited</p> <p>National Australia Bank Limited</p> <p>JP Morgan Chase Bank</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>	10,665,920, Ordinary	10,665,920
BT Investment Management (Institutional) Limited	<p>UBS Wealth Management</p> <p>National Australia Bank Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p>	<p>UBS Wealth Management</p> <p>National Australia Bank Limited</p> <p>HSBC Custody Nominees (Australia) 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>	20,594,706, Ordinary	20,594,706

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
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management 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
ASALEO CARE LIMITED (AHY)	The Company Secretary, ASALEO CARE LIMITED (AHY) 19 Ailsa Street BOX HILL SOUTH VIC 3128 Tel: + 61 3 9258 0555 Fax: + 61 3 9258 0607

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 03/03/2015

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 – 03/03/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 20/01/2015 to 27/02/2015

SECURITY: AHY

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	39,705	65,513.25	Ordinary	39,705
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	79,409	131,024.85	Ordinary	79,409
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	28,382	46,546.48	Ordinary	28,382
29/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	274	446.62	Ordinary	274
29/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,275	15,211.00	Ordinary	9,275
30/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,792	16,156.80	Ordinary	9,792
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,627	15,788.28	Ordinary	9,627
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,261	16,828.04	Ordinary	10,261
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	23,823	39,069.72	Ordinary	23,823
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,082	5,054.48	Ordinary	3,082
	Total		213,630	351,639.52		
	Advance Asset Management Limited Total :		213,630	351,639.52		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/02/2015	ASGARD Capital Management Limited	Purchase	1,000	1,880.00	Ordinary	1,000
	Total		1,000	1,880.00		
	Asgard Capital Management Limited Total :		1,000	1,880.00		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/02/2015	BT Portfolio Services Limited	Sale	-4,242	-7,302.18	Ordinary	4,242
	Total		-4,242	-7,302.18		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
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3/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-483	-792.12	Ordinary	483
10/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,049	-1,751.83	Ordinary	1,049
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	193,584	321,349.44	Ordinary	193,584
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	220,000	365,200.00	Ordinary	220,000
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	550,000	913,000.00	Ordinary	550,000
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,646	-16,012.36	Ordinary	9,646
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-32,153	-53,373.98	Ordinary	32,153
11/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,639	-7,747.13	Ordinary	4,639
12/02/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-727	-1,206.82	Ordinary	727
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	210,817	385,795.11	Ordinary	210,817
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	211,813	377,027.14	Ordinary	211,813
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	889,261	1,582,884.58	Ordinary	889,261
	Total		2,226,778	3,864,372.03		
	BT Funds Management Limited					
	Total :		2,222,536	3,857,069.85		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	26,841	43,750.83	Ordinary	26,841
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	93,995	172,010.85	Ordinary	93,995
	Total		120,836	215,761.68		
	BT Funds Management No.2 Limited					
	Total :		120,836	215,761.68		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	Australia and New Zealand Banking Group Limited	Purchase	3,585	5,843.55	Ordinary	3,585
24/02/2015	Australia and New Zealand Banking Group Limited	Purchase	20,640	37,771.20	Ordinary	20,640
	Total		24,225	43,614.75		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-1,035	-1,697.40	Ordinary	1,035
10/02/2015	BNP Fund Services Australasia Pty Limited	Purchase	01	1.68	Ordinary	01
11/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-213	-355.71	Ordinary	213
11/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-443	-735.38	Ordinary	443
11/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-1,479	-2,455.14	Ordinary	1,479
12/02/2015	BNP Fund Services Australasia Pty Limited	Sale	-757	-1,256.62	Ordinary	757
24/02/2015	BNP Fund Services Australasia Pty Limited	Purchase	157,975	289,094.25	Ordinary	157,975

Total **154,049** **282,595.68**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/02/2015	Citicorp Nominees Pty Limited	Sale	-4,200	-6,888.00	Ordinary	4,200
10/02/2015	Citicorp Nominees Pty Limited	Sale	-126	-210.42	Ordinary	126
11/02/2015	Citicorp Nominees Pty Limited	Sale	-1,226	-2,047.42	Ordinary	1,226
11/02/2015	Citicorp Nominees Pty Limited	Sale	-8,497	-14,105.02	Ordinary	8,497
11/02/2015	Citicorp Nominees Pty Limited	Sale	-2,549	-4,231.34	Ordinary	2,549
12/02/2015	Citicorp Nominees Pty Limited	Sale	-2,260	-3,751.60	Ordinary	2,260
18/02/2015	Citicorp Nominees Pty Limited	Purchase	8,713	15,509.14	Ordinary	8,713
24/02/2015	Citicorp Nominees Pty Limited	Purchase	346,220	633,582.60	Ordinary	346,220
	Total		336,075	617,857.94		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	JP Morgan Chase Bank	Purchase	135,791	219,981.42	Ordinary	135,791
20/01/2015	JP Morgan Chase Bank	Purchase	40,737	66,401.31	Ordinary	40,737
28/01/2015	JP Morgan Chase Bank	Purchase	780	1,271.40	Ordinary	780
31/01/2015	JP Morgan Chase Bank	Purchase	839,086	1,384,491.90	Ordinary	839,086
31/01/2015	JP Morgan Chase Bank	Sale	-839,086	-1,384,491.90	Ordinary	839,086
3/02/2015	JP Morgan Chase Bank	Purchase	3,009	4,904.67	Ordinary	3,009
4/02/2015	JP Morgan Chase Bank	Purchase	3,617	5,895.71	Ordinary	3,617
5/02/2015	JP Morgan Chase Bank	Purchase	829	1,351.27	Ordinary	829
10/02/2015	JP Morgan Chase Bank	Sale	-1,749	-2,920.83	Ordinary	1,749
11/02/2015	JP Morgan Chase Bank	Sale	-16,523	-27,593.41	Ordinary	16,523
11/02/2015	JP Morgan Chase Bank	Sale	-114,512	-190,089.92	Ordinary	114,512
11/02/2015	JP Morgan Chase Bank	Sale	-34,352	-57,024.32	Ordinary	34,352
11/02/2015	JP Morgan Chase Bank	Sale	-7,780	-12,992.60	Ordinary	7,780
11/02/2015	JP Morgan Chase Bank	Sale	-53,918	-89,503.88	Ordinary	53,918
11/02/2015	JP Morgan Chase Bank	Sale	-16,175	-26,850.50	Ordinary	16,175
12/02/2015	JP Morgan Chase Bank	Sale	-2,603	-4,320.98	Ordinary	2,603
12/02/2015	JP Morgan Chase Bank	Sale	-1,305	-2,166.30	Ordinary	1,305
18/02/2015	JP Morgan Chase Bank	Purchase	23,286	41,449.08	Ordinary	23,286
18/02/2015	JP Morgan Chase Bank	Purchase	11,969	21,304.82	Ordinary	11,969
24/02/2015	JP Morgan Chase Bank	Purchase	763,960	1,398,046.80	Ordinary	763,960
24/02/2015	JP Morgan Chase Bank	Purchase	392,060	717,469.80	Ordinary	392,060
	Total		1,127,121	2,064,613.54		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/01/2015	National Australia Bank Limited	Purchase	297,761	.00	Ordinary	297,761
3/02/2015	National Australia Bank Limited	Sale	-99	-162.36	Ordinary	99
3/02/2015	National Australia Bank Limited	Sale	-58,505	-95,948.20	Ordinary	58,505
11/02/2015	National Australia Bank Limited	Sale	-152	-253.84	Ordinary	152
11/02/2015	National Australia Bank Limited	Sale	-315	-522.90	Ordinary	315
11/02/2015	National Australia Bank Limited	Sale	-1,050	-1,743.00	Ordinary	1,050
11/02/2015	National Australia Bank Limited	Sale	-2,517	-4,178.22	Ordinary	2,517

11/02/2015	National Australia Bank Limited	Sale	-8,391	-13,929.06	Ordinary	8,391
11/02/2015	National Australia Bank Limited	Sale	-1,211	-2,022.37	Ordinary	1,211
12/02/2015	National Australia Bank Limited	Sale	-375	-622.50	Ordinary	375
12/02/2015	National Australia Bank Limited	Sale	-3,056	-5,072.96	Ordinary	3,056
18/02/2015	National Australia Bank Limited	Purchase	2,370	4,218.60	Ordinary	2,370
18/02/2015	National Australia Bank Limited	Purchase	18,765	33,401.70	Ordinary	18,765
24/02/2015	National Australia Bank Limited	Purchase	80,082	146,550.06	Ordinary	80,082
24/02/2015	National Australia Bank Limited	Purchase	634,518	1,161,167.94	Ordinary	634,518
	Total		957,825	1,220,882.89		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	National Australian Custodian Services	Purchase	8,844	14,415.72	Ordinary	8,844
24/02/2015	National Australian Custodian Services	Purchase	43,818	80,186.94	Ordinary	43,818
	Total		52,662	94,602.66		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	National Nominees Limited	Purchase	9,876	16,097.88	Ordinary	9,876
22/01/2015	National Nominees Limited	Sale	-28,653	-48,137.04	Ordinary	28,653
19/02/2015	National Nominees Limited	Sale	-23,300	-42,406.00	Ordinary	23,300
24/02/2015	National Nominees Limited	Purchase	49,033	89,730.39	Ordinary	49,033
	Total		6,956	15,285.23		

BT Investment Management (Fund Services) Limited Total :

2,658,913 **4,339,452.69**

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	114,209	185,018.58	Ordinary	114,209
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	34,263	55,848.69	Ordinary	34,263
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	134,082	218,553.66	Ordinary	134,082
20/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	94,295	153,700.85	Ordinary	94,295
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	975	1,589.25	Ordinary	975
28/01/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	8,711	14,198.93	Ordinary	8,711
2/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	210,646	347,565.90	Ordinary	210,646
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,763	6,133.69	Ordinary	3,763
3/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	33,602	54,771.26	Ordinary	33,602
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,523	7,372.49	Ordinary	4,523
4/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	40,387	65,830.81	Ordinary	40,387
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,037	1,690.31	Ordinary	1,037
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	9,259	15,092.17	Ordinary	9,259
5/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	77,129	128,805.43	Ordinary	77,129
24/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	618,177	1,131,263.91	Ordinary	618,177

27/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	210,739	375,115.42	Ordinary	210,739
27/02/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	50,196	89,348.88	Ordinary	50,196
	Total		1,645,993	2,851,900.23		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/01/2015	National Australia Bank Limited	Purchase	48,151	78,486.13	Ordinary	48,151
24/02/2015	National Australia Bank Limited	Purchase	238,705	436,830.15	Ordinary	238,705
	Total		286,856	515,316.28		
	BT Investment Management (Institutional) Limited Total :		1,932,849	3,367,216.51		

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 – 03/03/2015

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
BLE Capital Limited	Australia	St.George Equity Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Procurement Management Pty Limited	Australia
BT Funds Management Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Fund Services) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management (Institutional) Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Long Term Income Fund	Australia	The Mortgage Company Pty Limited	Australia
BT Portfolio Services Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Private Nominees Pty Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W2 Investments Pty Limited	Australia
BT Short Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BTIM UK Limited	UK	Waratah Securities Australia Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac (NZ) Investments Limited	New Zealand

Capital Corporate Finance Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Motor Finance Limited	Australia	Westpac Americas Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Markets Holding Corp.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets LLC	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade ABS Series 2013 - 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 Holdings 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 NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Operations Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings Pty Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Pacific Limited Partnership	Australia
J O Hambro Capital Management Limited	UK	Westpac Properties Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac RE Limited	Australia
JOHCM (USA) Inc	USA	Westpac Securities Administration Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Securities Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities NZ Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Singapore Limited	Singapore
North Ryde Office Trust	Australia	Westpac Structured Products Limited	Australia
Number 120 Limited	New Zealand	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Pty Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
Qvalent Pty Limited	Australia	Westpac USA Inc.	USA
RAMS Financial Group Pty Limited	Australia		

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