
Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme PROGRAMMED MAINTENANCE SERVICES LIMITED (PRG)

ACN/ARSN ABN 61 054 742 264

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

The holder became a substantial holder on 04/04/2014

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	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	6,095,445	6,095,445	5.15%

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	Registered holder of securities	Nature of relevant interest (6)	Number of securities
Advance Asset Management 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.	179,680
Asgard Capital Management 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	42,980

		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.	
BT Funds 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.	501,607
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	645,943
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees 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.	423,954
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	4,072,581
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit	228,700

		trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	
--	--	--	--

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	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
Westpac RE Limited	See Schedule	See Schedule	
BT Investment Management (Fund Services) Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Investment Management (Institutional) Limited	See Schedule	See Schedule	

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 Schedule	See Schedule		

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 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
Westpac RE 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 Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (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 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 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 Law.
- (8) If the substantial holder is unable to determine the identity of the person (eg. 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.

SCHEDULE

Sales & Purchases for the period : 4/12/2013 to 4/04/2014

SECURITY: PRG

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
4/12/2013	HSBC Custody Nominees (Australia) Limited.	-6,608	-19,427.52
7/03/2014	HSBC Custody Nominees (Australia) Limited.	-836	-2,441.12
2/04/2014	HSBC Custody Nominees (Australia) Limited.	8,732	25,322.80
3/04/2014	HSBC Custody Nominees (Australia) Limited.	43,906	126,449.28
4/04/2014	HSBC Custody Nominees (Australia) Limited.	15,173	43,698.24
	Total	60,367	173,601.68
	Advance Asset Management Limited Total :	60,367	173,601.68

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
10/02/2014	ASGARD Capital Management Limited	-5,376	-14,837.76
	Total	-5,376	-14,837.76
	Asgard Capital Management Limited Total :	-5,376	-14,837.76

BT Funds Management Limited

Date	Registered Company	Quantity	Value
9/12/2013	BT Portfolio Services Limited	-2,000	-6,067.00
10/12/2013	BT Portfolio Services Limited	-1,000	-3,126.30
15/01/2014	BT Portfolio Services Limited	-3,994	-12,779.60
7/02/2014	BT Portfolio Services Limited	-12,150	-33,722.33
11/02/2014	BT Portfolio Services Limited	-2,290	-5,986.29
12/02/2014	BT Portfolio Services Limited	5,950	16,065.00
12/02/2014	BT Portfolio Services Limited	-3,250	-8,738.60
12/02/2014	BT Portfolio Services Limited	-5,950	-16,065.00
18/02/2014	BT Portfolio Services Limited	11,410	30,368.86
19/02/2014	BT Portfolio Services Limited	-15,000	-38,973.00
3/03/2014	BT Portfolio Services Limited	-1,700	-4,913.00
4/03/2014	BT Portfolio Services Limited	-1,910	-5,430.32
12/03/2014	BT Portfolio Services Limited	-1,756	-4,813.55
1/04/2014	BT Portfolio Services Limited	-1,664	-4,789.32
	Total	-35,304	-98,970.45
	BT Funds Management Limited Total :	-35,304	-98,970.45

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
16/12/2013	HSBC Custody Nominees (Australia) Limited.	-15,373	-50,884.63
20/12/2013	HSBC Custody Nominees (Australia) Limited.	-208	-684.32
23/12/2013	HSBC Custody Nominees (Australia) Limited.	-11,667	-38,384.43
27/12/2013	HSBC Custody Nominees (Australia) Limited.	-4,526	-15,162.10
30/12/2013	HSBC Custody Nominees (Australia) Limited.	-4,170	-13,969.50

31/12/2013	HSBC Custody Nominees (Australia) Limited.	-11,474	-39,585.30
2/01/2014	HSBC Custody Nominees (Australia) Limited.	-10,266	-35,623.02
2/01/2014	HSBC Custody Nominees (Australia) Limited.	-2,169	-7,526.43
3/01/2014	HSBC Custody Nominees (Australia) Limited.	-2,582	-8,546.42
10/01/2014	HSBC Custody Nominees (Australia) Limited.	-732	-2,364.36
13/01/2014	HSBC Custody Nominees (Australia) Limited.	-7,367	-23,869.08
14/01/2014	HSBC Custody Nominees (Australia) Limited.	-1,421	-4,604.04
17/01/2014	HSBC Custody Nominees (Australia) Limited.	-3,125	-10,125.00
20/01/2014	HSBC Custody Nominees (Australia) Limited.	-16,075	-52,726.00
25/03/2014	HSBC Custody Nominees (Australia) Limited.	16,304	43,694.72
26/03/2014	HSBC Custody Nominees (Australia) Limited.	2,739	7,669.20
27/03/2014	HSBC Custody Nominees (Australia) Limited.	8,773	24,652.13
28/03/2014	HSBC Custody Nominees (Australia) Limited.	840	2,402.40
31/03/2014	HSBC Custody Nominees (Australia) Limited.	1,390	4,003.20
1/04/2014	HSBC Custody Nominees (Australia) Limited.	16,276	47,363.16
2/04/2014	HSBC Custody Nominees (Australia) Limited.	24,308	70,736.28
3/04/2014	HSBC Custody Nominees (Australia) Limited.	49,873	144,132.97
4/04/2014	HSBC Custody Nominees (Australia) Limited.	94,875	276,086.25
	Total	124,223	316,685.68

BT Funds Management No.2 Limited Total : 124,223 316,685.68

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Value
16/12/2013	Australia and New Zealand Banking Group Limited	-1,004	-3,323.24
16/12/2013	Australia and New Zealand Banking Group Limited	-334	-1,105.54
23/12/2013	Australia and New Zealand Banking Group Limited	-1,172	-3,855.88
27/12/2013	Australia and New Zealand Banking Group Limited	-454	-1,520.90
30/12/2013	Australia and New Zealand Banking Group Limited	-418	-1,400.30
31/12/2013	Australia and New Zealand Banking Group Limited	-1,150	-3,967.50
2/01/2014	Australia and New Zealand Banking Group Limited	-1,246	-4,323.62
3/01/2014	Australia and New Zealand Banking Group Limited	-259	-857.29
10/01/2014	Australia and New Zealand Banking Group Limited	-73	-235.79
13/01/2014	Australia and New Zealand Banking Group Limited	-738	-2,391.12
14/01/2014	Australia and New Zealand Banking Group Limited	-142	-460.08
17/01/2014	Australia and New Zealand Banking Group Limited	-313	-1,014.12
20/01/2014	Australia and New Zealand Banking Group Limited	-1,427	-4,680.56
25/03/2014	Australia and New Zealand Banking Group Limited	2,800	7,504.00
26/03/2014	Australia and New Zealand Banking Group Limited	308	862.40
27/03/2014	Australia and New Zealand Banking Group Limited	985	2,767.85
28/03/2014	Australia and New Zealand Banking Group Limited	94	268.84
31/03/2014	Australia and New Zealand Banking Group Limited	156	449.28
1/04/2014	Australia and New Zealand Banking Group Limited	1,828	5,319.48
2/04/2014	Australia and New Zealand Banking Group Limited	2,730	7,944.30
3/04/2014	Australia and New Zealand Banking Group Limited	4,634	13,392.26
4/04/2014	Australia and New Zealand Banking Group Limited	9,658	28,104.78
	Total	14,463	37,477.25

Date	Registered Company	Quantity	Value
13/12/2013	National Australian Custodian Services	-2,868	-9,722.52
13/12/2013	National Australian Custodian Services	-9,009	-30,540.51
13/12/2013	National Australian Custodian Services	-10,043	-34,045.77
13/12/2013	National Australian Custodian Services	-4,153	-14,078.67

13/12/2013	National Australian Custodian Services	-304	-1,030.56
13/12/2013	National Australian Custodian Services	-36,618	-124,135.02
13/12/2013	National Australian Custodian Services	-18,950	-64,240.50
13/12/2013	National Australian Custodian Services	-3,113	-10,553.07
13/12/2013	National Australian Custodian Services	-1,861	-6,308.79
13/12/2013	National Australian Custodian Services	-2,487	-8,430.93
13/12/2013	National Australian Custodian Services	-13,914	-47,168.46
13/12/2013	National Australian Custodian Services	-16,614	-56,321.46
13/12/2013	National Australian Custodian Services	-14,981	-50,785.59
13/12/2013	National Australian Custodian Services	-360	-1,220.40
13/12/2013	National Australian Custodian Services	-335	-1,135.65
13/12/2013	National Australian Custodian Services	-85	-288.15
13/12/2013	National Australian Custodian Services	-53,244	-180,497.16
13/12/2013	National Australian Custodian Services	-5,143	-17,434.77
13/12/2013	National Australian Custodian Services	-16,683	-56,555.37
13/12/2013	National Australian Custodian Services	-462	-1,566.18
13/12/2013	National Australian Custodian Services	-3,676	-12,461.64
13/12/2013	National Australian Custodian Services	-12,434	-42,151.26
13/12/2013	National Australian Custodian Services	-9,947	-33,720.33
13/12/2013	National Australian Custodian Services	-515	-1,745.85
13/12/2013	National Australian Custodian Services	-3,219	-10,912.41
13/12/2013	National Australian Custodian Services	-3,001	-10,173.39
13/12/2013	National Australian Custodian Services	-1,958	-6,637.62
13/12/2013	National Australian Custodian Services	-769	-2,606.91
13/12/2013	National Australian Custodian Services	-40,309	-136,647.51
13/12/2013	National Australian Custodian Services	-2,529	-8,573.31
13/12/2013	National Australian Custodian Services	-27,329	-92,645.31
13/12/2013	National Australian Custodian Services	-17,364	-58,863.96
13/12/2013	National Australian Custodian Services	-548	-1,857.72
13/12/2013	National Australian Custodian Services	-6,407	-21,719.73
13/12/2013	National Australian Custodian Services	-15,885	-53,850.15
13/12/2013	National Australian Custodian Services	-18,446	-62,531.94
13/12/2013	National Australian Custodian Services	-23,369	-79,220.91
13/12/2013	National Australian Custodian Services	-7,003	-23,740.17
13/12/2013	National Australian Custodian Services	-1,043	-3,535.77
13/12/2013	National Australian Custodian Services	-905	-3,067.95
13/12/2013	National Australian Custodian Services	-2,216	-7,512.24
13/12/2013	National Australian Custodian Services	-221	-749.19
13/12/2013	National Australian Custodian Services	-5,505	-18,661.95
13/12/2013	National Australian Custodian Services	-1,401	-4,749.39
13/12/2013	National Australian Custodian Services	-197	-667.83
13/12/2013	National Australian Custodian Services	-3,326	-11,275.14
13/12/2013	National Australian Custodian Services	-1,672	-5,668.08
13/12/2013	National Australian Custodian Services	-541	-1,833.99
13/12/2013	National Australian Custodian Services	-9,019	-30,574.41
13/12/2013	National Australian Custodian Services	-174	-589.86
13/12/2013	National Australian Custodian Services	-20,985	-71,139.15
13/12/2013	National Australian Custodian Services	-7,782	-26,380.98
13/12/2013	National Australian Custodian Services	-2,858	-9,688.62
13/12/2013	National Australian Custodian Services	-8,686	-29,445.54
13/12/2013	National Australian Custodian Services	-158	-535.62
13/12/2013	National Australian Custodian Services	-27,582	-93,502.98
13/12/2013	National Australian Custodian Services	-728	-2,467.92
13/12/2013	National Australian Custodian Services	-7,231	-24,513.09

13/12/2013	National Australian Custodian Services	-1,018	-3,451.02
13/12/2013	National Australian Custodian Services	-398	-1,349.22
13/12/2013	National Australian Custodian Services	-967	-3,278.13
13/12/2013	National Australian Custodian Services	-469	-1,589.91
13/12/2013	National Australian Custodian Services	-5,215	-17,678.85
13/12/2013	National Australian Custodian Services	-1,617	-5,481.63
13/12/2013	National Australian Custodian Services	-187	-633.93
13/12/2013	National Australian Custodian Services	-9,827	-33,313.53
13/12/2013	National Australian Custodian Services	-6,411	-21,733.29
13/12/2013	National Australian Custodian Services	-284	-962.76
13/12/2013	National Australian Custodian Services	-238	-806.82
13/12/2013	National Australian Custodian Services	-3,640	-12,339.60
13/12/2013	National Australian Custodian Services	-8,245	-27,950.55
13/12/2013	National Australian Custodian Services	-9,602	-32,550.78
13/12/2013	National Australian Custodian Services	-2,692	-9,125.88
13/12/2013	National Australian Custodian Services	-44	-149.16
13/12/2013	National Australian Custodian Services	-268	-908.52
13/12/2013	National Australian Custodian Services	-22,526	-76,363.14
13/12/2013	National Australian Custodian Services	-115	-389.85
13/12/2013	National Australian Custodian Services	-1,149	-3,895.11
13/12/2013	National Australian Custodian Services	-8,611	-29,191.29
13/12/2013	National Australian Custodian Services	-1,908	-6,468.12
13/12/2013	National Australian Custodian Services	-19,013	-64,454.07
13/12/2013	National Australian Custodian Services	-102	-345.78
13/12/2013	National Australian Custodian Services	-2,157	-7,312.23
13/12/2013	National Australian Custodian Services	-1,557	-5,278.23
13/12/2013	National Australian Custodian Services	-1,282	-4,345.98
13/12/2013	National Australian Custodian Services	-4,657	-15,787.23
13/12/2013	National Australian Custodian Services	-1,490	-5,051.10
13/12/2013	National Australian Custodian Services	-5,129	-17,387.31
13/12/2013	National Australian Custodian Services	-1,312	-4,447.68
13/12/2013	National Australian Custodian Services	-12,159	-41,219.01
16/12/2013	National Australian Custodian Services	-2,593	-8,582.83
23/12/2013	National Australian Custodian Services	-2,086	-6,862.94
23/12/2013	National Australian Custodian Services	-875	-2,878.75
27/12/2013	National Australian Custodian Services	-1,146	-3,839.10
30/12/2013	National Australian Custodian Services	-1,055	-3,534.25
31/12/2013	National Australian Custodian Services	-2,904	-10,018.80
2/01/2014	National Australian Custodian Services	-3,148	-10,923.56
3/01/2014	National Australian Custodian Services	-654	-2,164.74
10/01/2014	National Australian Custodian Services	-185	-597.55
13/01/2014	National Australian Custodian Services	-1,865	-6,042.60
14/01/2014	National Australian Custodian Services	-360	-1,166.40
17/01/2014	National Australian Custodian Services	-791	-2,562.84
20/01/2014	National Australian Custodian Services	-3,408	-11,178.24
25/03/2014	National Australian Custodian Services	7,391	19,807.88
26/03/2014	National Australian Custodian Services	791	2,214.80
27/03/2014	National Australian Custodian Services	2,533	7,117.73
28/03/2014	National Australian Custodian Services	243	694.98
31/03/2014	National Australian Custodian Services	402	1,157.76
1/04/2014	National Australian Custodian Services	4,700	13,677.00
2/04/2014	National Australian Custodian Services	7,020	20,428.20
3/04/2014	National Australian Custodian Services	11,721	33,873.69
4/04/2014	National Australian Custodian Services	24,505	71,309.55

Total **-604,218** **-2,077,990.07**

Date	Registered Company	Quantity	Value
16/12/2013	National Nominees Limited	-2,844	-9,413.64
23/12/2013	National Nominees Limited	-3,253	-10,702.37
27/12/2013	National Nominees Limited	-364	-1,219.40
27/12/2013	National Nominees Limited	-895	-2,998.25
30/12/2013	National Nominees Limited	-1,160	-3,886.00
31/12/2013	National Nominees Limited	-3,191	-11,008.95
2/01/2014	National Nominees Limited	-3,459	-12,002.73
3/01/2014	National Nominees Limited	-718	-2,376.58
10/01/2014	National Nominees Limited	-203	-655.69
13/01/2014	National Nominees Limited	-2,049	-6,638.76
14/01/2014	National Nominees Limited	-395	-1,279.80
17/01/2014	National Nominees Limited	-869	-2,815.56
20/01/2014	National Nominees Limited	-3,755	-12,316.40
25/03/2014	National Nominees Limited	8,125	21,775.00
26/03/2014	National Nominees Limited	869	2,433.20
27/03/2014	National Nominees Limited	2,784	7,823.04
28/03/2014	National Nominees Limited	267	763.62
31/03/2014	National Nominees Limited	441	1,270.08
1/04/2014	National Nominees Limited	5,165	15,030.15
2/04/2014	National Nominees Limited	7,714	22,447.74
3/04/2014	National Nominees Limited	12,874	37,205.86
4/04/2014	National Nominees Limited	26,935	78,380.85
	Total	42,019	109,815.41

BT Investment Management (Fund Services) Limited
Total : **-547,736** **-1,930,697.41**

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Value
16/12/2013	HSBC Custody Nominees (Australia) Limited.	-81,577	-270,019.87
20/12/2013	HSBC Custody Nominees (Australia) Limited.	-2,916	-9,593.64
23/12/2013	HSBC Custody Nominees (Australia) Limited.	-57,963	-190,698.27
27/12/2013	HSBC Custody Nominees (Australia) Limited.	-22,592	-75,683.20
30/12/2013	HSBC Custody Nominees (Australia) Limited.	-20,811	-69,716.85
31/12/2013	HSBC Custody Nominees (Australia) Limited.	-47,394	-163,509.30
31/12/2013	HSBC Custody Nominees (Australia) Limited.	-9,875	-34,068.75
2/01/2014	HSBC Custody Nominees (Australia) Limited.	-62,066	-215,369.02
3/01/2014	HSBC Custody Nominees (Australia) Limited.	-12,889	-42,662.59
10/01/2014	HSBC Custody Nominees (Australia) Limited.	-3,652	-11,795.96
13/01/2014	HSBC Custody Nominees (Australia) Limited.	-36,770	-119,134.80
14/01/2014	HSBC Custody Nominees (Australia) Limited.	-7,090	-22,971.60
17/01/2014	HSBC Custody Nominees (Australia) Limited.	-15,599	-50,540.76
20/01/2014	HSBC Custody Nominees (Australia) Limited.	-76,247	-250,090.16
25/03/2014	HSBC Custody Nominees (Australia) Limited.	100,631	269,691.08
26/03/2014	HSBC Custody Nominees (Australia) Limited.	14,148	39,614.40
27/03/2014	HSBC Custody Nominees (Australia) Limited.	45,310	127,321.10
28/03/2014	HSBC Custody Nominees (Australia) Limited.	4,340	12,412.40
31/03/2014	HSBC Custody Nominees (Australia) Limited.	7,181	20,681.28
1/04/2014	HSBC Custody Nominees (Australia) Limited.	84,062	244,620.42
2/04/2014	HSBC Custody Nominees (Australia) Limited.	125,551	365,353.41
3/04/2014	HSBC Custody Nominees (Australia) Limited.	241,171	696,984.19

4/04/2014	HSBC Custody Nominees (Australia) Limited.	473,538	1,377,995.58
	Total	638,491	1,628,819.09

Date	Registered Company	Quantity	Value
13/12/2013	National Australia Bank Limited	417,423	1,415,063.97
13/12/2013	National Australia Bank Limited	225,031	762,855.09
20/12/2013	National Australia Bank Limited	-1,357	-4,464.53
23/12/2013	National Australia Bank Limited	-14,778	-48,619.62
27/12/2013	National Australia Bank Limited	-5,794	-19,409.90
30/12/2013	National Australia Bank Limited	-5,337	-17,878.95
31/12/2013	National Australia Bank Limited	-14,687	-50,670.15
2/01/2014	National Australia Bank Limited	-15,917	-55,231.99
3/01/2014	National Australia Bank Limited	-3,305	-10,939.55
10/01/2014	National Australia Bank Limited	-937	-3,026.51
13/01/2014	National Australia Bank Limited	-9,430	-30,553.20
14/01/2014	National Australia Bank Limited	-1,818	-5,890.32
17/01/2014	National Australia Bank Limited	-4,001	-12,963.24
20/01/2014	National Australia Bank Limited	-21,088	-69,168.64
25/03/2014	National Australia Bank Limited	36,113	96,782.84
26/03/2014	National Australia Bank Limited	3,876	10,852.80
27/03/2014	National Australia Bank Limited	12,414	34,883.34
28/03/2014	National Australia Bank Limited	1,189	3,400.54
31/03/2014	National Australia Bank Limited	1,968	5,667.84
1/04/2014	National Australia Bank Limited	23,032	67,023.12
2/04/2014	National Australia Bank Limited	34,399	100,101.09
3/04/2014	National Australia Bank Limited	57,537	166,281.93
4/04/2014	National Australia Bank Limited	120,489	350,622.99
	Total	835,022	2,684,718.95

BT Investment Management (Institutional) Limited

Total :		1,473,513	4,313,538.04
----------------	--	------------------	---------------------

Westpac RE Limited

Date	Registered Company	Quantity	Value
4/12/2013	HSBC Custody Nominees (Australia) Limited.	-10,400	-30,576.00
4/12/2013	HSBC Custody Nominees (Australia) Limited.	-6,510	-19,139.40
4/12/2013	HSBC Custody Nominees (Australia) Limited.	-254	-746.76
26/02/2014	HSBC Custody Nominees (Australia) Limited.	25,000	70,000.00
	Total	7,836	19,537.84
	Westpac RE Limited Total :	7,836	19,537.84

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 04/04/2014

Westpac Banking Corporation	Australia	Packaging Properties 1 Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Packaging Properties 2 Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Packaging Properties 3 Pty Limited	Australia
1925 Advances Pty Limited	Australia	Partnership Pacific Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Partnership Pacific Securities Pty Limited	Australia
Advance Asset Management Limited	Australia	Pashley Investments Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Qvalent Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Reinventure ILP	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	RMS Warehouse Trust 2007-1	Australia
Ascalon Capital Managers Limited	Australia	Sallmoor Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	Securitor Financial Group Limited	Australia
Asgard Capital Management Limited	Australia	Seed Pool Trust No. 2	Australia
Asgard Wealth Solutions Limited	Australia	Series 2007-1G WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2008-1M WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2009-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 1	Australia	Series 2011-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 2	Australia	Series 2011-2 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 3	Australia	Series 2011-3 WST Trust	Australia
Bella Trust No. 2 Series 2012 - 1	Australia	Series 2012-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 1	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 2	Australia	Series 2013-2 WST Trust	Australia
Belliston Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
BLE Capital Investments Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Capital Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Equity Finance Limited	Australia
BOS International (Australia) Limited	Australia	St.George Finance Holdings Limited	Australia
BOS International (Securities) Limited	Australia	St.George Finance Limited	Australia
BOSI Security Services Pty Ltd	Australia	St.George Life Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Procurement Management Pty 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 III	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management No.2 Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (Institutional) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand

BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 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
BTIM UK Limited	UK	Westpac Administration Pty 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
Capital Finance Australia Limited	Australia	Westpac Bank of Tonga	Tonga
Capital Finance New Zealand Limited	Australia	Westpac Bank Samoa Limited	Samoa
Capital Fleetlease Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Motor Finance Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Rent Group Limited	New Zealand	Westpac Capital Markets Holding Corp.	USA
Castlereagh Trust	Australia	Westpac Capital Markets LLC	USA
CBA Limited	Australia	Westpac Capital Trust III	USA
Challenge Limited	Australia	Westpac Capital Trust IV	USA
Codrington S.a.r.l.	Luxembourg	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Management Pty Limited	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 41	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 44	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 48	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 49	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 50	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 52	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 55	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Europe Limited	UK
Crusade CP Trust No. 57	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade CP Trust No. 58	Australia	Westpac Financial Consultants Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Financial Services Group Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac General Insurance Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac General Insurance Services Limited	Australia
Crusade Management Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Crusade 2P Trust of 2008	Australia	Westpac Group Investments Australia Pty Limited	Australia

Danaby Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
eQR Securities Pty. Limited	Australia	Westpac Investment Capital Corporation	USA
Europe Infrastructure Debt LP	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Halcyon Securities Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Life Insurance Services Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac New Zealand Group Limited	New Zealand
Hastings Funds Management (USA) Inc.	UK	Westpac New Zealand Limited	New Zealand
Hastings Funds Management Asia Pty. Limited	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac NZ Leasing Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac NZ Operations Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac NZ Securitisation Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd	USA	Westpac NZ Securitisation Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
Hickory Trust	Australia	Westpac Properties Limited	Australia
Hitton Pty Limited	Australia	Westpac RE Limited	Australia
HLT Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Infrastructure GP LLP	UK	Westpac Securities Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Securities NZ Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac Securitisation Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Securitisation Management Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Singapore Limited	Singapore
Magnitude Group Pty Limited	Australia	Westpac Structured Products Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Net Nominees Limited	Australia	Westpac TPS Trust	Australia
North Ryde Office Trust	Australia	Westpac Unit Trust	Australia
Number 120 Limited	New Zealand	Westpac USA Inc.	USA
Oniston Pty Limited	Australia		

Note: Westpac retains 62.1% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (62.1%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia