



Investment  
Management

27 May 2015

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

Dear Sir/Madam,

**Notice of Initial Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Programmed Maintenance Services Limited .

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

Yours faithfully,

Chris Millard  
Company Secretary

{00008473.DOC}BT Investment  
Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW  
2001  
Australia

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

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

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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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

ACN/ARSN ACN 054 742 264

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 25/05/2015

#### 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	5,947,011	5,947,011	
Total	5,947,011	5,947,011	5.01%

#### 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 RE of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	333,371	Ordinary
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	16,685	Ordinary

	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 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.	495,113	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.	548,348	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.	3,302,832	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.	932,762	Ordinary
Westpac RE Limited	Westpac RE Pty 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.	317,900	Ordinary

#### 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'	16,685 Ordinary
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	317,900 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	333,371 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited  BT Portfolio Services Limited	See Annexure 'A'	495,113 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	548,348 Ordinary
BT Investment Management (Institutional) Limited	National Australia Bank Limited	See Annexure 'A'	932,762 Ordinary
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited  National Australian Custodian Services  HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	3,302,832 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 St, 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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
PROGRAMMED MAINTENANCE SERVICES LIMITED (PRG)	The Company Secretary PROGRAMMED MAINTENANCE SERVICES LIMITED (PRG) 47 Burswood Road, BURSWOOD, PERTH WA 6001  Tel: +61 8 9216 2100 Fax: +61 8 9216 2186

**Signature**

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 27/05/2015

## **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 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 - Secretary, Westpac Banking Corporation 25/05/2015

Sales & Purchases for the period : 25/01/2015to 25/05/2015

SECURITY: PRG

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### Advance Asset Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
3/02/2015	HSBC Custody Nominees (Australia) Limited.	-3,330	-7,192.80	Ordinary
4/02/2015	HSBC Custody Nominees (Australia) Limited.	-1,270	-2,781.30	Ordinary
27/02/2015	HSBC Custody Nominees (Australia) Limited.	-2,800	-6,664.00	Ordinary
9/03/2015	HSBC Custody Nominees (Australia) Limited.	-770	-1,886.50	Ordinary
	<b>Total</b>	<b>-8,170</b>	<b>-18,524.60</b>	<b>Ordinary</b>
	<b>Advance Asset Management Limited Total :</b>	<b>-8,170</b>	<b>-18,524.60</b>	

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### Asgard Capital Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
13/04/2015	Asgard Capital Management Limited	-3,802	-9,847.18	Ordinary
	<b>Total</b>	<b>-3,802</b>	<b>-9,847.18</b>	<b>Ordinary</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>-3,802</b>	<b>-9,847.18</b>	

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### BT Funds Management Limited

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Date	Registered Company	Quantity	Consideration	Class of Securities
12/02/2015	Asgard Capital Management Limited	9,510	21,777.90	Ordinary
5/05/2015	Asgard Capital Management Limited	2,792	7,678.00	Ordinary
	<b>Total</b>	<b>12,302</b>	<b>29,455.90</b>	<b>Ordinary</b>
<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
6/02/2015	BT Portfolio Services Limited	-10,687	-22,824.23	Ordinary
16/02/2015	BT Portfolio Services Limited	-10,000	-21,497.00	Ordinary
27/02/2015	BT Portfolio Services Limited	-7,500	-18,150.00	Ordinary
27/02/2015	BT Portfolio Services Limited	-9,300	-22,506.00	Ordinary
27/02/2015	BT Portfolio Services Limited	7,500	18,150.00	Ordinary
27/02/2015	BT Portfolio Services Limited	9,300	22,506.00	Ordinary
18/03/2015	BT Portfolio Services Limited	-1,965	-4,679.65	Ordinary
20/03/2015	BT Portfolio Services Limited	-900	-2,132.64	Ordinary
9/04/2015	BT Portfolio Services Limited	-2,220	-5,838.60	Ordinary
9/04/2015	BT Portfolio Services Limited	-1,500	-3,945.00	Ordinary
9/04/2015	BT Portfolio Services Limited	3,720	9,783.60	Ordinary
17/04/2015	BT Portfolio Services Limited	-1,490	-4,030.45	Ordinary
17/04/2015	BT Portfolio Services Limited	-260	-703.30	Ordinary
17/04/2015	BT Portfolio Services Limited	1,750	4,733.75	Ordinary
20/04/2015	BT Portfolio Services Limited	3,675	9,977.63	Ordinary
23/04/2015	BT Portfolio Services Limited	1,380	3,803.69	Ordinary
30/04/2015	BT Portfolio Services Limited	117	363.94	Ordinary
1/05/2015	BT Portfolio Services Limited	1,311	3,670.80	Ordinary
4/05/2015	BT Portfolio Services Limited	-2,000	-5,603.60	Ordinary

5/05/2015	BT Portfolio Services Limited	-8,220	-22,769.40	Ordinary
5/05/2015	BT Portfolio Services Limited	8,220	22,769.40	Ordinary
15/05/2015	BT Portfolio Services Limited	1,000	2,816.30	Ordinary
25/05/2015	BT Portfolio Services Limited	-17,486	-43,849.64	Ordinary
25/05/2015	BT Portfolio Services Limited	20,000	50,446.00	Ordinary
	<b>Total</b>	<b>-15,555</b>	<b>-29,508.40</b>	<b>Ordinary</b>

**BT Funds Management Limited Total : -3,253 -52.50**

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**BT Funds Management No.2 Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
9/03/2015	HSBC Custody Nominees (Australia) Limited.	-3,584	-8,744.96	Ordinary
10/03/2015	HSBC Custody Nominees (Australia) Limited.	-9,313	-22,816.85	Ordinary
7/04/2015	HSBC Custody Nominees (Australia) Limited.	-9,042	-22,695.42	Ordinary
8/04/2015	HSBC Custody Nominees (Australia) Limited.	-7,712	-19,896.96	Ordinary
5/05/2015	HSBC Custody Nominees (Australia) Limited.	-19,492	-54,382.68	Ordinary
25/05/2015	HSBC Custody Nominees (Australia) Limited.	6,378	16,008.78	Ordinary
25/05/2015	HSBC Custody Nominees (Australia) Limited.	4,306	10,592.76	Ordinary
	<b>Total</b>	<b>-38,459</b>	<b>-101,935.33</b>	<b>Ordinary</b>

**BT Funds Management No.2 Limited Total : -38,459 -101,935.33**

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

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Date	Registered Company	Quantity	Consideration	Class of Securities
5/05/2015	Australia and New Zealand Banking Group Limited	-783	-2,184.57	Ordinary
25/05/2015	Australia and New Zealand Banking Group Limited	1,119	2,808.69	Ordinary
25/05/2015	Australia and New Zealand Banking Group Limited	756	1,859.76	Ordinary
	<b>Total</b>	<b>1,092</b>	<b>2,483.88</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
11/03/2015	HSBC Custody Nominees (Australia) Limited.	-2,556	-6,236.64	Ordinary
11/03/2015	HSBC Custody Nominees (Australia) Limited.	-7,692	-18,768.48	Ordinary
11/03/2015	HSBC Custody Nominees (Australia) Limited.	-3,230	-7,881.20	Ordinary
12/03/2015	HSBC Custody Nominees (Australia) Limited.	-4,607	-11,333.22	Ordinary
13/03/2015	HSBC Custody Nominees (Australia) Limited.	-4,048	-9,715.20	Ordinary
13/03/2015	HSBC Custody Nominees (Australia) Limited.	-27,803	-66,727.20	Ordinary
13/03/2015	HSBC Custody Nominees (Australia) Limited.	-7,149	-17,157.60	Ordinary
7/04/2015	HSBC Custody Nominees (Australia) Limited.	-109	-273.59	Ordinary
7/04/2015	HSBC Custody Nominees (Australia) Limited.	-36,273	-91,045.23	Ordinary
8/04/2015	HSBC Custody Nominees (Australia) Limited.	-31,034	-80,067.72	Ordinary
5/05/2015	HSBC Custody Nominees (Australia) Limited.	-7,802	-21,767.58	Ordinary
5/05/2015	HSBC Custody Nominees (Australia) Limited.	-17,338	-48,373.02	Ordinary
5/05/2015	HSBC Custody Nominees (Australia) Limited.	-33,403	-93,194.37	Ordinary
5/05/2015	HSBC Custody Nominees (Australia) Limited.	-29,395	-82,012.05	Ordinary
25/05/2015	HSBC Custody Nominees (Australia) Limited.	33,469	84,007.19	Ordinary
25/05/2015	HSBC Custody Nominees (Australia) Limited.	22,596	55,586.16	Ordinary
	<b>Total</b>	<b>-156,374</b>	<b>-414,959.75</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
13/03/2015	National Australian Custodian Services	170,572	409,372.80	Ordinary
13/03/2015	National Australian Custodian Services	187,405	449,772.00	Ordinary



13/03/2015	National Australian Custodian Services	-539	-1,293.60	Ordinary
13/03/2015	National Australian Custodian Services	-243	-583.20	Ordinary
13/03/2015	National Australian Custodian Services	-220	-528.00	Ordinary
13/03/2015	National Australian Custodian Services	-181	-434.40	Ordinary
13/03/2015	National Australian Custodian Services	-316	-758.40	Ordinary
13/03/2015	National Australian Custodian Services	-11,107	-26,656.80	Ordinary
13/03/2015	National Australian Custodian Services	-54	-129.60	Ordinary
13/03/2015	National Australian Custodian Services	-4,588	-11,011.20	Ordinary
13/03/2015	National Australian Custodian Services	-10,094	-24,225.60	Ordinary
13/03/2015	National Australian Custodian Services	-1,535	-3,684.00	Ordinary
13/03/2015	National Australian Custodian Services	-5,899	-14,157.60	Ordinary
13/03/2015	National Australian Custodian Services	-3,211	-7,706.40	Ordinary
13/03/2015	National Australian Custodian Services	-4,597	-11,032.80	Ordinary
13/03/2015	National Australian Custodian Services	-151	-362.40	Ordinary
13/03/2015	National Australian Custodian Services	-84	-201.60	Ordinary
13/03/2015	National Australian Custodian Services	-2,533	-6,079.20	Ordinary
13/03/2015	National Australian Custodian Services	-402	-964.80	Ordinary
13/03/2015	National Australian Custodian Services	-7,020	-16,848.00	Ordinary
13/03/2015	National Australian Custodian Services	-24,505	-58,812.00	Ordinary
13/03/2015	National Australian Custodian Services	-8,474	-20,337.60	Ordinary
13/03/2015	National Australian Custodian Services	-427	-1,024.80	Ordinary
13/03/2015	National Australian Custodian Services	-45	-108.00	Ordinary
13/03/2015	National Australian Custodian Services	-6,853	-16,447.20	Ordinary
13/03/2015	National Australian Custodian Services	-1,359	-3,261.60	Ordinary
13/03/2015	National Australian Custodian Services	-297	-712.80	Ordinary
13/03/2015	National Australian Custodian Services	-4,335	-10,404.00	Ordinary
13/03/2015	National Australian Custodian Services	-7,251	-17,402.40	Ordinary
13/03/2015	National Australian Custodian Services	-2,402	-5,764.80	Ordinary
13/03/2015	National Australian Custodian Services	-14,672	-35,212.80	Ordinary
13/03/2015	National Australian Custodian Services	-5,222	-12,532.80	Ordinary
13/03/2015	National Australian Custodian Services	-1,928	-4,627.20	Ordinary
13/03/2015	National Australian Custodian Services	-3,832	-9,196.80	Ordinary
13/03/2015	National Australian Custodian Services	-23	-55.20	Ordinary
13/03/2015	National Australian Custodian Services	-887	-2,128.80	Ordinary
13/03/2015	National Australian Custodian Services	-93	-223.20	Ordinary
13/03/2015	National Australian Custodian Services	-7,391	-17,738.40	Ordinary
13/03/2015	National Australian Custodian Services	-791	-1,898.40	Ordinary
13/03/2015	National Australian Custodian Services	-4,700	-11,280.00	Ordinary
13/03/2015	National Australian Custodian Services	-11,721	-28,130.40	Ordinary
13/03/2015	National Australian Custodian Services	-1,180	-2,832.00	Ordinary
13/03/2015	National Australian Custodian Services	-135	-324.00	Ordinary
13/03/2015	National Australian Custodian Services	-3,073	-7,375.20	Ordinary
13/03/2015	National Australian Custodian Services	-5,076	-12,182.40	Ordinary
13/03/2015	National Australian Custodian Services	-1,126	-2,702.40	Ordinary
5/05/2015	National Australian Custodian Services	-8,988	-25,076.52	Ordinary
8/05/2015	National Australian Custodian Services	99,462	276,504.36	Ordinary
25/05/2015	National Australian Custodian Services	6,062	15,215.62	Ordinary
25/05/2015	National Australian Custodian Services	4,093	10,068.78	Ordinary
	<b>Total</b>	<b>288,034</b>	<b>726,484.24</b>	<b>Ordinary</b>

Date	Registered Company	Quantity	Consideration	Class of Securities
13/03/2015	National Nominees Limited	-16,120	-38,688.00	Ordinary
13/03/2015	National Nominees Limited	-2,119	-5,085.60	Ordinary
13/03/2015	National Nominees Limited	-4,210	-10,104.00	Ordinary

13/03/2015	National Nominees Limited	-933	-2,239.20	Ordinary
13/03/2015	National Nominees Limited	-3,232	-7,756.80	Ordinary
13/03/2015	National Nominees Limited	-6,532	-15,676.80	Ordinary
13/03/2015	National Nominees Limited	-903	-2,167.20	Ordinary
13/03/2015	National Nominees Limited	-12,205	-29,292.00	Ordinary
13/03/2015	National Nominees Limited	-2,784	-6,681.60	Ordinary
13/03/2015	National Nominees Limited	-161	-386.40	Ordinary
13/03/2015	National Nominees Limited	-215	-516.00	Ordinary
13/03/2015	National Nominees Limited	-53	-127.20	Ordinary
13/03/2015	National Nominees Limited	-7,898	-18,955.20	Ordinary
13/03/2015	National Nominees Limited	-2,650	-6,360.00	Ordinary
13/03/2015	National Nominees Limited	-5,051	-12,122.40	Ordinary
13/03/2015	National Nominees Limited	-593	-1,423.20	Ordinary
13/03/2015	National Nominees Limited	-60	-144.00	Ordinary
13/03/2015	National Nominees Limited	-90	-216.00	Ordinary
13/03/2015	National Nominees Limited	-4,466	-10,718.40	Ordinary
13/03/2015	National Nominees Limited	-163	-391.20	Ordinary
13/03/2015	National Nominees Limited	-90	-216.00	Ordinary
13/03/2015	National Nominees Limited	-267	-640.80	Ordinary
13/03/2015	National Nominees Limited	-441	-1,058.40	Ordinary
13/03/2015	National Nominees Limited	-5,165	-12,396.00	Ordinary
13/03/2015	National Nominees Limited	-7,714	-18,513.60	Ordinary
13/03/2015	National Nominees Limited	-12,874	-30,897.60	Ordinary
13/03/2015	National Nominees Limited	-9,312	-22,348.80	Ordinary
13/03/2015	National Nominees Limited	-1,296	-3,110.40	Ordinary
13/03/2015	National Nominees Limited	-8,139	-19,533.60	Ordinary
13/03/2015	National Nominees Limited	-3,542	-8,500.80	Ordinary
13/03/2015	National Nominees Limited	-5,737	-13,768.80	Ordinary
13/03/2015	National Nominees Limited	-26	-62.40	Ordinary
13/03/2015	National Nominees Limited	-974	-2,337.60	Ordinary
13/03/2015	National Nominees Limited	-10,863	-26,071.20	Ordinary
13/03/2015	National Nominees Limited	-8,125	-19,500.00	Ordinary
13/03/2015	National Nominees Limited	-869	-2,085.60	Ordinary
13/03/2015	National Nominees Limited	-26,935	-64,644.00	Ordinary
13/03/2015	National Nominees Limited	-995	-2,388.00	Ordinary
13/03/2015	National Nominees Limited	-469	-1,125.60	Ordinary
13/03/2015	National Nominees Limited	-5,433	-13,039.20	Ordinary
13/03/2015	National Nominees Limited	-1,611	-3,866.40	Ordinary
13/03/2015	National Nominees Limited	-353	-847.20	Ordinary
13/03/2015	National Nominees Limited	-4,499	-10,797.60	Ordinary
13/03/2015	National Nominees Limited	-1,238	-2,971.20	Ordinary
	<b>Total</b>	<b>-187,405</b>	<b>-449,772.00</b>	<b>Ordinary</b>
	<b>BT Investment Management (Fund Services) Limited Total :</b>	<b>-54,653</b>	<b>-135,763.63</b>	

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**BT Investment Management (Institutional) Limited**

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Date	Registered Company	Quantity	Consideration	Class of Securities
5/05/2015	National Australia Bank Limited	-17,458	-48,707.82	Ordinary
25/05/2015	National Australia Bank Limited	8,758	21,544.68	Ordinary
25/05/2015	National Australia Bank Limited	12,972	32,559.72	Ordinary
	<b>Total</b>	<b>4,272</b>	<b>5,396.58</b>	<b>Ordinary</b>
	<b>BT Investment Management (Institutional)</b>	<b>4,272</b>	<b>5,396.58</b>	

Limited Total :

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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>
12/05/2015	HSBC Custody Nominees (Australia) Limited.	77,847	217,193.13	Ordinary
14/05/2015	HSBC Custody Nominees (Australia) Limited.	11,353	31,334.28	Ordinary
	<b>Total</b>	<b>89,200</b>	<b>248,527.41</b>	<b>Ordinary</b>
	<b>Westpac RE Limited Total :</b>	<b>89,200</b>	<b>248,527.41</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 – 27/05/2015

<b>Westpac Banking Corporation</b>	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	Series 2014-2 WST Trust	Australia
Bella Trust No. 2	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bella Trust	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Belliston Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Holdings Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Life Limited	Australia
BT Funds Management Limited	Australia	St.George Motor Finance Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Institutional) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W2 Investments Pty Limited	Australia
BTIM UK Limited	UK	Waratah Receivables Corp Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Securities Australia Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance (NZ) Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia

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

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

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)			Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)			Australia