



Investment
Management

8 January 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 SMS Management & Technology.

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

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
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Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme SMS MANAGEMENT & TECHNOLOGY (SMX)

ACN/ARSN ACN 009 558 865

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 06/01/2015

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	3,488,761	3,488,761	
Total	3,488,761	3,488,761	5.03%

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 unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	599,767	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 Superannuation Plan. In	35,789	Ordinary

	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.	172,945	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	319,460	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.	239,295	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.	2,121,505	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'	35,789 Ordinary

BT Funds Management Limited	BT Portfolio Services Limited	See Annexure 'A'	172,945 Ordinary
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Nominees Limited	See Annexure 'A'	239,295 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	319,460 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	599,767 Ordinary
BT Investment Management (Institutional) Limited	National Australia Bank Limited HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	2,121,505 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
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 Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
SMS MANAGEMENT & TECHNOLOGY (SMX)	The Company Secretary, SMS MANAGEMENT & TECHNOLOGY LIMITED (SMX) Level 41, 140 Williams Street MELBOURNE VIC 3000 Tel: 1300 842 767 Fax: 1300 329 767

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 08/01/2015

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DIRECTIONS

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

ANNEXURE A

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

Tim Hartin– Company Secretary, Westpac Banking Corporation 06/01/2015

Sales & Purchases for the period : 6/09/2014 to 6/01/2015

SECURITY: SMX

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
7/11/2014	HSBC Custody Nominees (Australia) Limited.	22,820	82,608.40	Ordinary
19/12/2014	HSBC Custody Nominees (Australia) Limited.	18,000	61,920.00	Ordinary
22/12/2014	HSBC Custody Nominees (Australia) Limited.	6,000	21,060.00	Ordinary
23/12/2014	HSBC Custody Nominees (Australia) Limited.	8,000	27,840.00	Ordinary
	Total	54,820	193,428.40	Ordinary
	Advance Asset Management Limited Total :	54,820	193,428.40	

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
23/09/2014	ASGARD Capital Management Limited	-2,000	-7,860.00	Ordinary
31/10/2014	ASGARD Capital Management Limited	7,950	31,164.00	Ordinary
31/10/2014	ASGARD Capital Management Limited	-7,950	-31,164.00	Ordinary
17/11/2014	ASGARD Capital Management Limited	1,111	3,944.05	Ordinary
1/12/2014	ASGARD Capital Management Limited	656	2,296.00	Ordinary
	Total	-233	-1,619.95	Ordinary
	Asgard Capital Management Limited Total :	-233	-1,619.95	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
12/09/2014	BT Portfolio Services Limited	-5,000	-19,913.50	Ordinary
16/09/2014	BT Portfolio Services Limited	-1,100	-4,396.70	Ordinary
17/09/2014	BT Portfolio Services Limited	-750	-2,963.63	Ordinary
24/09/2014	BT Portfolio Services Limited	615	2,434.85	Ordinary
26/09/2014	BT Portfolio Services Limited	-2,275	-8,531.25	Ordinary
26/09/2014	BT Portfolio Services Limited	2,275	8,531.25	Ordinary
2/10/2014	BT Portfolio Services Limited	1,000	3,716.30	Ordinary
3/10/2014	BT Portfolio Services Limited	-1,097	-4,091.81	Ordinary
3/10/2014	BT Portfolio Services Limited	1,097	4,091.81	Ordinary
14/10/2014	BT Portfolio Services Limited	-975	-3,697.88	Ordinary
14/10/2014	BT Portfolio Services Limited	-1,799	-6,998.11	Ordinary
14/10/2014	BT Portfolio Services Limited	1,799	6,998.11	Ordinary
16/12/2014	BT Portfolio Services Limited	-2,085	-7,179.49	Ordinary
16/12/2014	BT Portfolio Services Limited	-2,178	-7,390.61	Ordinary
23/12/2014	BT Portfolio Services Limited	-3,000	-10,463.70	Ordinary

5/01/2015	BT Portfolio Services Limited	-781	-2,767.47	Ordinary
6/01/2015	BT Portfolio Services Limited	-2,092	-7,473.88	Ordinary
	Total	-16,346	-60,095.71	Ordinary
	BT Funds Management Limited Total :	-16,346	-60,095.71	

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
20/11/2014	HSBC Custody Nominees (Australia) Limited.	4,961	17,413.11	Ordinary
21/11/2014	HSBC Custody Nominees (Australia) Limited.	7,448	26,216.96	Ordinary
24/11/2014	HSBC Custody Nominees (Australia) Limited.	6,301	22,620.59	Ordinary
25/11/2014	HSBC Custody Nominees (Australia) Limited.	33,038	118,276.04	Ordinary
11/12/2014	HSBC Custody Nominees (Australia) Limited.	7,982	26,260.78	Ordinary
12/12/2014	HSBC Custody Nominees (Australia) Limited.	9,086	31,346.70	Ordinary
15/12/2014	HSBC Custody Nominees (Australia) Limited.	4,660	15,844.00	Ordinary
16/12/2014	HSBC Custody Nominees (Australia) Limited.	17,835	60,995.70	Ordinary
17/12/2014	HSBC Custody Nominees (Australia) Limited.	2,759	9,297.83	Ordinary
18/12/2014	HSBC Custody Nominees (Australia) Limited.	5,592	19,124.64	Ordinary
19/12/2014	HSBC Custody Nominees (Australia) Limited.	1,667	5,817.83	Ordinary
22/12/2014	HSBC Custody Nominees (Australia) Limited.	5,670	19,788.30	Ordinary
23/12/2014	HSBC Custody Nominees (Australia) Limited.	4,844	16,760.24	Ordinary
24/12/2014	HSBC Custody Nominees (Australia) Limited.	223	780.5	Ordinary
29/12/2014	HSBC Custody Nominees (Australia) Limited.	827	2,861.42	Ordinary
30/12/2014	HSBC Custody Nominees (Australia) Limited.	1,125	3,915.00	Ordinary
31/12/2014	HSBC Custody Nominees (Australia) Limited.	19	66.12	Ordinary
5/01/2015	HSBC Custody Nominees (Australia) Limited.	419	1,508.40	Ordinary
6/01/2015	HSBC Custody Nominees (Australia) Limited.	3,109	11,161.31	Ordinary
	Total	117,565	410,055.47	Ordinary
	BT Funds Management No.2 Limited Total :	117,565	410,055.47	

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
19/11/2014	Australia and New Zealand Banking Group Limited	872	3,017.12	Ordinary
20/11/2014	Australia and New Zealand Banking Group Limited	720	2,527.20	Ordinary
21/11/2014	Australia and New Zealand Banking Group Limited	1,081	3,805.12	Ordinary
24/11/2014	Australia and New Zealand Banking Group Limited	915	3,284.85	Ordinary
25/11/2014	Australia and New Zealand Banking Group Limited	4,797	17,173.26	Ordinary
11/12/2014	Australia and New Zealand Banking Group Limited	965	3,174.85	Ordinary
12/12/2014	Australia and New Zealand Banking Group Limited	1,098	3,788.10	Ordinary
15/12/2014	Australia and New Zealand Banking Group Limited	563	1,914.20	Ordinary
16/12/2014	Australia and New Zealand Banking Group Limited	2,155	7,370.10	Ordinary
17/12/2014	Australia and New Zealand Banking Group Limited	333	1,122.21	Ordinary
18/12/2014	Australia and New Zealand Banking Group Limited	676	2,311.92	Ordinary
19/12/2014	Australia and New Zealand Banking Group Limited	201	701.49	Ordinary
22/12/2014	Australia and New Zealand Banking Group Limited	685	2,390.65	Ordinary
23/12/2014	Australia and New Zealand Banking Group Limited	585	2,024.10	Ordinary
24/12/2014	Australia and New Zealand Banking Group Limited	27	94.50	Ordinary
29/12/2014	Australia and New Zealand Banking Group Limited	100	346.00	Ordinary
30/12/2014	Australia and New Zealand Banking Group Limited	136	473.28	Ordinary
31/12/2014	Australia and New Zealand Banking Group Limited	2	6.96	Ordinary

5/01/2015	Australia and New Zealand Banking Group Limited	51	183.60	Ordinary
6/01/2015	Australia and New Zealand Banking Group Limited	376	1,349.84	Ordinary
	Total	16,338	57,059.35	

Date	Registered Company	Quantity	Consideration	Class of Securities
19/11/2014	National Australian Custodian Services	2,541	8,791.86	Ordinary
20/11/2014	National Australian Custodian Services	1,874	6,577.74	Ordinary
21/11/2014	National Australian Custodian Services	2,813	9,901.76	Ordinary
24/11/2014	National Australian Custodian Services	2,380	8,544.20	Ordinary
25/11/2014	National Australian Custodian Services	12,478	44,671.24	Ordinary
11/12/2014	National Australian Custodian Services	2,302	7,573.58	Ordinary
12/12/2014	National Australian Custodian Services	2,621	9,042.45	Ordinary
15/12/2014	National Australian Custodian Services	1,344	4,569.60	Ordinary
16/12/2014	National Australian Custodian Services	5,145	17,595.90	Ordinary
17/12/2014	National Australian Custodian Services	796	2,682.52	Ordinary
18/12/2014	National Australian Custodian Services	1,613	5,516.46	Ordinary
19/12/2014	National Australian Custodian Services	481	1,678.69	Ordinary
22/12/2014	National Australian Custodian Services	1,636	5,709.64	Ordinary
23/12/2014	National Australian Custodian Services	1,397	4,833.62	Ordinary
24/12/2014	National Australian Custodian Services	64	224.00	Ordinary
29/12/2014	National Australian Custodian Services	238	823.48	Ordinary
30/12/2014	National Australian Custodian Services	325	1,131.00	Ordinary
31/12/2014	National Australian Custodian Services	6	20.88	Ordinary
5/01/2015	National Australian Custodian Services	121	435.60	Ordinary
6/01/2015	National Australian Custodian Services	897	3,220.23	Ordinary
	Total	41,072	143,544.45	

Date	Registered Company	Quantity	Consideration	Class of Securities
19/11/2014	National Nominees Limited	2,804	9,701.84	Ordinary
20/11/2014	National Nominees Limited	2,060	7,230.60	Ordinary
21/11/2014	National Nominees Limited	3,092	10,883.84	Ordinary
24/11/2014	National Nominees Limited	2,616	9,391.44	Ordinary
25/11/2014	National Nominees Limited	13,717	49,106.86	Ordinary
11/12/2014	National Nominees Limited	2,529	8,320.41	Ordinary
12/12/2014	National Nominees Limited	2,879	9,932.55	Ordinary
15/12/2014	National Nominees Limited	1,477	5,021.80	Ordinary
16/12/2014	National Nominees Limited	5,651	19,326.42	Ordinary
17/12/2014	National Nominees Limited	874	2,945.38	Ordinary
18/12/2014	National Nominees Limited	1,772	6,060.24	Ordinary
19/12/2014	National Nominees Limited	528	1,842.72	Ordinary
22/12/2014	National Nominees Limited	1,797	6,271.53	Ordinary
23/12/2014	National Nominees Limited	1,535	5,311.10	Ordinary
24/12/2014	National Nominees Limited	71	248.50	Ordinary
29/12/2014	National Nominees Limited	262	906.52	Ordinary
30/12/2014	National Nominees Limited	357	1,242.36	Ordinary
31/12/2014	National Nominees Limited	6	20.88	Ordinary
5/01/2015	National Nominees Limited	133	478.80	Ordinary
6/01/2015	National Nominees Limited	985	3,536.15	Ordinary
	Total	45,145	157,779.94	
	BT Investment Management (Fund Services) Limited	102,555	358,383.74	

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
16/09/2014	HSBC Custody Nominees (Australia) Limited.	-4,231	-16,881.69	Ordinary
19/09/2014	HSBC Custody Nominees (Australia) Limited.	-274	-1,093.26	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-4,074	-15,562.68	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-1,207	-4,610.74	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-1,560	-5,959.20	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-4,764	-18,198.48	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-10,379	-39,647.78	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-7,573	-28,928.86	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-2,158	-8,243.56	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-40	-152.80	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-3,385	-12,930.70	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-1,348	-5,149.36	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-4,437	-16,949.34	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-935	-3,571.70	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-366	-1,398.12	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-20,483	-78,245.06	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-1,510	-5,768.20	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-39,441	-150,664.62	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-32,453	-123,970.46	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-36,664	-140,056.48	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-23,001	-87,863.82	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-29,964	-114,462.48	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-22,408	-85,598.56	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-22,909	-87,512.38	Ordinary
4/11/2014	HSBC Custody Nominees (Australia) Limited.	-95,608	-365,222.56	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-857	-3,290.88	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-1,686	-6,474.24	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-6,558	-25,182.72	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-251	-963.84	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-2,937	-11,278.08	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-14,002	-53,767.68	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-18,246	-70,064.64	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-17,402	-66,823.68	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-15,309	-58,786.56	Ordinary
5/11/2014	HSBC Custody Nominees (Australia) Limited.	-29,466	-113,149.44	Ordinary
20/11/2014	HSBC Custody Nominees (Australia) Limited.	25,940	91,049.40	Ordinary
21/11/2014	HSBC Custody Nominees (Australia) Limited.	38,942	137,075.84	Ordinary
24/11/2014	HSBC Custody Nominees (Australia) Limited.	32,949	118,286.91	Ordinary
25/11/2014	HSBC Custody Nominees (Australia) Limited.	172,752	618,452.16	Ordinary
11/12/2014	HSBC Custody Nominees (Australia) Limited.	41,631	136,965.99	Ordinary
12/12/2014	HSBC Custody Nominees (Australia) Limited.	47,394	163,509.30	Ordinary
15/12/2014	HSBC Custody Nominees (Australia) Limited.	24,307	82,643.80	Ordinary
16/12/2014	HSBC Custody Nominees (Australia) Limited.	93,025	318,145.50	Ordinary
17/12/2014	HSBC Custody Nominees (Australia) Limited.	14,393	48,504.41	Ordinary
18/12/2014	HSBC Custody Nominees (Australia) Limited.	29,165	99,744.30	Ordinary
19/12/2014	HSBC Custody Nominees (Australia) Limited.	8,692	30,335.08	Ordinary
22/12/2014	HSBC Custody Nominees (Australia) Limited.	29,574	103,213.26	Ordinary
23/12/2014	HSBC Custody Nominees (Australia) Limited.	25,264	87,413.44	Ordinary
24/12/2014	HSBC Custody Nominees (Australia) Limited.	1,165	4,077.50	Ordinary

29/12/2014	HSBC Custody Nominees (Australia) Limited.	4,312	14,919.52	Ordinary
30/12/2014	HSBC Custody Nominees (Australia) Limited.	5,870	20,427.60	Ordinary
31/12/2014	HSBC Custody Nominees (Australia) Limited.	102	354.96	Ordinary
5/01/2015	HSBC Custody Nominees (Australia) Limited.	2,185	7,866.00	Ordinary
6/01/2015	HSBC Custody Nominees (Australia) Limited.	16,217	58,219.03	Ordinary
	Total	135,993	312,779.35	

Date	Registered Company	Quantity	Consideration	Class of Securities
19/11/2014	National Australia Bank Limited	15,616	54,031.36	Ordinary
20/11/2014	National Australia Bank Limited	10,357	36,353.07	Ordinary
21/11/2014	National Australia Bank Limited	15,549	54,732.48	Ordinary
24/11/2014	National Australia Bank Limited	13,156	47,230.04	Ordinary
25/11/2014	National Australia Bank Limited	68,976	246,934.08	Ordinary
11/12/2014	National Australia Bank Limited	12,449	40,957.21	Ordinary
12/12/2014	National Australia Bank Limited	14,172	48,893.40	Ordinary
15/12/2014	National Australia Bank Limited	7,268	24,711.20	Ordinary
16/12/2014	National Australia Bank Limited	27,817	95,134.14	Ordinary
17/12/2014	National Australia Bank Limited	4,304	14,504.48	Ordinary
18/12/2014	National Australia Bank Limited	8,721	29,825.82	Ordinary
19/12/2014	National Australia Bank Limited	2,599	9,070.51	Ordinary
22/12/2014	National Australia Bank Limited	8,844	30,865.56	Ordinary
23/12/2014	National Australia Bank Limited	7,555	26,140.30	Ordinary
24/12/2014	National Australia Bank Limited	349	1,221.50	Ordinary
29/12/2014	National Australia Bank Limited	1,289	4,459.94	Ordinary
30/12/2014	National Australia Bank Limited	1,755	6,107.40	Ordinary
31/12/2014	National Australia Bank Limited	30	104.40	Ordinary
5/01/2015	National Australia Bank Limited	654	2,354.40	Ordinary
6/01/2015	National Australia Bank Limited	4,849	17,407.91	Ordinary
	Total	226,309	791,039.20	
	BT Investment Management (Institutional) Limited	362,302	1,103,818.55	

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 – 06/01/2015

Westpac Banking Corporation	Australia	Pashley Investments Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Qvalent Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 Advances Pty Limited	Australia	Reinventure Fund ILP	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	RMS Warehouse Trust 2007-1	Australia
Advance Asset Management Limited	Australia	Sallmoor Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Rewards Pty Limited	Australia	Seed Pool Trust No. 2	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2007-1G WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2009-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2011-2 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2011-3 WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2012-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2	Australia	Series 2013-2 WST Trust	Australia
Bella Trust	Australia	Series 2014-1 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 Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Equity Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Life Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Motor Finance Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Investment Management (Institutional) Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management Limited	Australia	Sydney Capital Corp Inc.	USA
BT Long Term Income Fund	Australia	Tavarua Funding Trust IV	USA
BT Portfolio Services Limited	Australia	Teuton Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Securities Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Short Term Income Fund	Australia	The Warehouse Financial Services Limited	New Zealand
BTIM UK Limited	UK	Value Nominees Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Waratah Securities Australia Limited	Australia

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

Hastings Funds Management Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management (Europe) Ltd	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
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
Packaging Properties 1 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Pty Limited	Australia	Westpac Unit Trust	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac USA Inc.	USA

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