

25 February 2014

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

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Aspen Group.

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

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## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme ASPEN GROUP (APZ)

ACN/ARSN ABN 50 004 160 927

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

There was a change in the interests of the substantial holder on 21/02/2014

The previous notice was given to the company on 16/09/2013

The previous notice was dated 24/09/2013

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

| Class of securities (4) | Previous Notice |              | Present Notice |                  |
|-------------------------|-----------------|--------------|----------------|------------------|
|                         | Person's votes  | Voting Power | Person's votes | Voting Power (5) |
| ORDINARY SHARES         | 108,805,451     | 9.08%        | 12,277,063     | 10.24%           |

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed                                                                                                                                                                                                                                 | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 21/02/2014     | WBC & its Associates Westpac Financial Services Group Limited (WFSG), Advance Asset Management Limited, Asgard Capital Management Limited, BT Funds Management Limited, Westpac Financial Services Group Limited, BT Investment Management (Fund Services) Limited, BT | See Schedule         | See Schedule                                  | See Schedule                            | See Schedule            |

|  |                                                  |  |  |  |  |
|--|--------------------------------------------------|--|--|--|--|
|  | Investment Management<br>(Institutional) Limited |  |  |  |  |
|--|--------------------------------------------------|--|--|--|--|

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest                      | Registered holder of securities            | 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.                                                                                                                                                                                                                                                            | 31,627               |
| 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 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. | 126,616              |
| 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.                                                                                                                                                                                            | 213,637              |
| BT Investment Management (Fund Services) Limited | Citicorp Nominees Pty 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.                                                                                                                                                                                                         | 2,438,098            |
| BT Investment Management (Institutional) 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.                                                                                                      | 8,409,949            |
| Westpac Financial Services Group Limited         | HSBC Custody Nominees (Australia) Limited. | Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312                                                                                                                                                                                                                                                                                                            | 1,057,136            |

#### 5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the holder in relation to voting interests in the company or scheme are as follows:

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

## 6. Addresses

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

| Name                                             | Address                                                                                                                                                                 |
|--------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Westpac Banking Corporation (WBC)                | Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000                                                                                                                   |
| Westpac Financial Services Group Limited (WFSG)  | Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000                                                                                                                   |
| Advance Asset Management Limited                 | Level 20, Westpac Place, 275 Kent Street, 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                                                                                                               |
| Westpac Financial Services Group Limited         | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000                                                                                                               |
| BT Investment Management (Fund Services) Limited | Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000                                                                                                              |
| BT Investment Management (Institutional) Limited | Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000                                                                                                               |
| ASPEN GROUP (APZ)                                | The Company Secretary,<br>ASPEN GROUP (APZ)<br>Level 3, Newspaper House<br>129 St George's Terrace<br>PERTH WA 6000<br><br>Tel: +61 8 9220 8400<br>Fax: +61 8 9220 8401 |

Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 25/2/2014

## **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 person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
  - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and 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).
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

**SCHEDULE**

**TRANSACTION HISTORY**

Sales & Purchases for the period : 25/09/2013 to 21/02/2014

SECURITY: APZ

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**Advance Asset Management Limited**

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| <b>Date</b>                                     | <b>Registered Company</b>                  | <b>Quantity</b> | <b>Value</b> |
|-------------------------------------------------|--------------------------------------------|-----------------|--------------|
| 25/10/2013                                      | HSBC Custody Nominees (Australia) Limited. | -284,648        | .00          |
| 25/10/2013                                      | HSBC Custody Nominees (Australia) Limited. | -31,627         | .00          |
| 8/11/2013                                       | HSBC Custody Nominees (Australia) Limited. | 316,275         | .00          |
| 8/11/2013                                       | HSBC Custody Nominees (Australia) Limited. | -284,648        | .00          |
| 8/11/2013                                       | HSBC Custody Nominees (Australia) Limited. | -31,627         | .00          |
|                                                 | <b>Total</b>                               | <b>-316,275</b> | <b>.00</b>   |
| <b>Advance Asset Management Limited Total :</b> |                                            | <b>-316,275</b> | <b>.00</b>   |

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**Asgard Capital Management Limited**

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| <b>Date</b> | <b>Registered Company</b>         | <b>Quantity</b> | <b>Value</b> |
|-------------|-----------------------------------|-----------------|--------------|
| 1/11/2013   | ASGARD Capital Management Limited | 8,000           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 6,000           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 12,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 4,000           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 10,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 14,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 10,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 6,000           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 12,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 30,091          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 200             | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 1,125           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 1,200           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 12,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | 1,064           | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -80,000         | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -60,000         | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -120,000        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -40,000         | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -100,000        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -140,000        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -100,000        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -60,000         | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -120,000        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -300,910        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -2,000          | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -11,250         | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -12,000         | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -120,000        | .00          |
| 1/11/2013   | ASGARD Capital Management Limited | -10,640         | .00          |
| 4/11/2013   | ASGARD Capital Management Limited | -72,000         | .00          |

|            |                                   |          |     |
|------------|-----------------------------------|----------|-----|
| 4/11/2013  | ASGARD Capital Management Limited | -54,000  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -108,000 | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -36,000  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -90,000  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -126,000 | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -90,000  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -54,000  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -108,000 | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -1,800   | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -10,125  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -10,800  | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -108,000 | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -270,819 | .00 |
| 4/11/2013  | ASGARD Capital Management Limited | -9,576   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 72,000   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 54,000   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 108,000  | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 36,000   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 126,000  | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 90,000   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 90,000   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 54,000   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 108,000  | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 270,819  | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 1,800    | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 10,125   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 10,800   | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 108,000  | .00 |
| 5/11/2013  | ASGARD Capital Management Limited | 9,576    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 8,000    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 6,000    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 12,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 4,000    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 10,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 14,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 10,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 6,000    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 12,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 30,091   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 200      | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 1,125    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 1,200    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 12,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | 1,064    | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -8,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -6,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -12,000  | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -4,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -10,000  | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -14,000  | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -10,000  | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -6,000   | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -12,000  | .00 |
| 11/11/2013 | ASGARD Capital Management Limited | -30,091  | .00 |

|            |                                   |                   |                  |
|------------|-----------------------------------|-------------------|------------------|
| 11/11/2013 | ASGARD Capital Management Limited | -200              | .00              |
| 11/11/2013 | ASGARD Capital Management Limited | -1,125            | .00              |
| 11/11/2013 | ASGARD Capital Management Limited | -1,200            | .00              |
| 11/11/2013 | ASGARD Capital Management Limited | -12,000           | .00              |
| 11/11/2013 | ASGARD Capital Management Limited | -1,064            | .00              |
| 12/11/2013 | ASGARD Capital Management Limited | -1,064            | -1,744.96        |
|            | <b>Total</b>                      | <b>-1,150,184</b> | <b>-1,744.96</b> |

|                                                  |                   |                  |
|--------------------------------------------------|-------------------|------------------|
| <b>Asgard Capital Management Limited Total :</b> | <b>-1,150,184</b> | <b>-1,744.96</b> |
|--------------------------------------------------|-------------------|------------------|

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**BT Funds Management Limited**


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| <b>Date</b> | <b>Registered Company</b>     | <b>Quantity</b> | <b>Value</b> |
|-------------|-------------------------------|-----------------|--------------|
| 1/10/2013   | BT Portfolio Services Limited | -35,500         | -5,822.00    |
| 9/10/2013   | BT Portfolio Services Limited | 15,300          | 2,561.22     |
| 4/11/2013   | BT Portfolio Services Limited | -1,530          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -21,600         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -16,200         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -7,380          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -1,890          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -9,000          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -21,420         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -22,950         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -3,825          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -15,300         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -8,351          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -24,300         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -9,375          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -12,740         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -15,750         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -6,750          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -28,890         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -4,365          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -8,100          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -10,800         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -13,770         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -5,400          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -1,413          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -4,320          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -3,726          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -3,726          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -24,750         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -2,590          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -7,200          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -7,380          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -13,950         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -9,000          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -2,880          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -13,500         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -11,700         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -17,550         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -8,351          | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -12,600         | .00          |
| 4/11/2013   | BT Portfolio Services Limited | -7,200          | .00          |



|           |                               |         |     |
|-----------|-------------------------------|---------|-----|
| 4/11/2013 | BT Portfolio Services Limited | -22,500 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -23,400 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -39,600 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -9,153  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -14,850 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -11,583 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -3,897  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -4,050  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -6,410  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -15,570 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -6,750  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -6,030  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -4,050  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -3,825  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -12,342 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -32,400 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -20,700 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -14,579 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -4,050  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -30,857 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -5,490  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -18,000 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -6,955  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -18,000 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -8,100  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -21,600 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -19,800 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -17,910 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -4,361  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -1,890  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -3,150  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -12,150 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -1,158  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -617    | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -7,363  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -6,750  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -22,950 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -7,470  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -15,300 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -30,825 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -18,900 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -5,400  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -251    | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -8,910  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -4,991  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -5,933  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -1,890  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -7,470  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -3,825  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -9,000  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -39,960 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -16,921 | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -1,800  | .00 |
| 4/11/2013 | BT Portfolio Services Limited | -13,500 | .00 |

|            |                               |         |           |
|------------|-------------------------------|---------|-----------|
| 4/11/2013  | BT Portfolio Services Limited | -12,150 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -3,960  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -23,490 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -1,890  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -21,420 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -3,857  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -4,050  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -27,000 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -10,800 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -3,366  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -8,100  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -4,050  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -13,950 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -20,571 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -8,100  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -11,700 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -20,700 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -7,200  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -12,600 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -9,375  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -6,300  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -18,000 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -1,953  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -31,320 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -12,150 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -3,856  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -25,200 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -3,825  | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -20,700 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -13,500 | .00       |
| 4/11/2013  | BT Portfolio Services Limited | -42,300 | .00       |
| 12/11/2013 | BT Portfolio Services Limited | 2,465   | 4,029.54  |
| 12/11/2013 | BT Portfolio Services Limited | 4,600   | 7,590.00  |
| 12/11/2013 | BT Portfolio Services Limited | -1,300  | -2,145.00 |
| 12/11/2013 | BT Portfolio Services Limited | -1,000  | -1,650.00 |
| 12/11/2013 | BT Portfolio Services Limited | -2,300  | -3,795.00 |
| 14/11/2013 | BT Portfolio Services Limited | -1,372  | -2,105.20 |
| 28/11/2013 | BT Portfolio Services Limited | -3,600  | -5,525.64 |
| 5/12/2013  | BT Portfolio Services Limited | 2,650   | 4,037.81  |
| 9/12/2013  | BT Portfolio Services Limited | -1,719  | -2,532.77 |
| 10/12/2013 | BT Portfolio Services Limited | 1,500   | 2,271.30  |
| 16/12/2013 | BT Portfolio Services Limited | 2,600   | 4,027.40  |
| 16/12/2013 | BT Portfolio Services Limited | 3,900   | 6,022.77  |
| 16/12/2013 | BT Portfolio Services Limited | 8,000   | 12,316.00 |
| 16/12/2013 | BT Portfolio Services Limited | 2,600   | 4,027.40  |
| 16/12/2013 | BT Portfolio Services Limited | 2,600   | 4,027.40  |
| 16/12/2013 | BT Portfolio Services Limited | 3,200   | 4,948.48  |
| 16/12/2013 | BT Portfolio Services Limited | 3,200   | 4,948.48  |
| 16/12/2013 | BT Portfolio Services Limited | 4,000   | 6,153.60  |
| 17/12/2013 | BT Portfolio Services Limited | 4,000   | 6,176.40  |
| 19/12/2013 | BT Portfolio Services Limited | 3,300   | 5,101.80  |
| 19/12/2013 | BT Portfolio Services Limited | 2,000   | 3,116.00  |
| 19/12/2013 | BT Portfolio Services Limited | 3,250   | 5,057.65  |
| 19/12/2013 | BT Portfolio Services Limited | 3,600   | 5,562.36  |

|              |                               |                   |                  |
|--------------|-------------------------------|-------------------|------------------|
| 19/12/2013   | BT Portfolio Services Limited | 2,600             | 4,027.40         |
| 20/12/2013   | BT Portfolio Services Limited | 1,200             | 1,860.00         |
| 20/12/2013   | BT Portfolio Services Limited | 2,500             | 3,911.25         |
| 20/12/2013   | BT Portfolio Services Limited | 3,000             | 4,686.30         |
| 7/01/2014    | BT Portfolio Services Limited | 3,050             | 4,733.30         |
| 10/02/2014   | BT Portfolio Services Limited | -5,100            | -6,644.79        |
| 10/02/2014   | BT Portfolio Services Limited | -4,700            | -6,120.81        |
| 12/02/2014   | BT Portfolio Services Limited | 6,960             | 9,117.60         |
| 12/02/2014   | BT Portfolio Services Limited | -1,750            | -2,292.50        |
| 12/02/2014   | BT Portfolio Services Limited | -3,480            | -4,558.80        |
| 12/02/2014   | BT Portfolio Services Limited | -1,730            | -2,266.30        |
| <b>Total</b> |                               | <b>-1,455,617</b> | <b>74,852.63</b> |

**BT Funds Management Limited Total :** **-1,455,617** **74,852.63**

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

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| <b>Date</b>  | <b>Registered Company</b>     | <b>Quantity</b>    | <b>Value</b>      |
|--------------|-------------------------------|--------------------|-------------------|
| 25/10/2013   | Citicorp Nominees Pty Limited | -17,296,508        | .00               |
| 25/10/2013   | Citicorp Nominees Pty Limited | -1,921,834         | .00               |
| 7/11/2013    | Citicorp Nominees Pty Limited | 100,000            | 167,000.00        |
| 8/11/2013    | Citicorp Nominees Pty Limited | 19,318,342         | .00               |
| 8/11/2013    | Citicorp Nominees Pty Limited | -17,296,508        | .00               |
| 8/11/2013    | Citicorp Nominees Pty Limited | -2,021,834         | .00               |
| 21/11/2013   | Citicorp Nominees Pty Limited | 14,020             | 22,291.80         |
| 25/11/2013   | Citicorp Nominees Pty Limited | 19,923             | 30,681.42         |
| 16/12/2013   | Citicorp Nominees Pty Limited | -10,279            | -15,624.08        |
| 5/02/2014    | Citicorp Nominees Pty Limited | 57,160             | 76,594.40         |
| 6/02/2014    | Citicorp Nominees Pty Limited | 58,507             | 78,399.38         |
| 7/02/2014    | Citicorp Nominees Pty Limited | 26,388             | 34,832.16         |
| 11/02/2014   | Citicorp Nominees Pty Limited | 205,315            | 277,175.25        |
| 19/02/2014   | Citicorp Nominees Pty Limited | 8,205              | 9,846.00          |
| 19/02/2014   | Citicorp Nominees Pty Limited | 1,641              | 1,969.20          |
| 20/02/2014   | Citicorp Nominees Pty Limited | 1,498              | 1,782.62          |
| 20/02/2014   | Citicorp Nominees Pty Limited | 9,211              | 10,961.09         |
| 21/02/2014   | Citicorp Nominees Pty Limited | 19,822             | 23,786.40         |
| 21/02/2014   | Citicorp Nominees Pty Limited | 4,853              | 5,872.13          |
| <b>Total</b> |                               | <b>-18,702,078</b> | <b>725,567.77</b> |

**BT Investment Management (Fund Services) Limited**  
**Total :** **-18,702,078** **725,567.77**

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**BT Investment Management (Institutional) Limited**

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| <b>Date</b> | <b>Registered Company</b>                  | <b>Quantity</b> | <b>Value</b> |
|-------------|--------------------------------------------|-----------------|--------------|
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -76,830         | -13,061.10   |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -40,894         | -6,951.98    |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -35,783         | -6,083.11    |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -67,226         | -11,428.42   |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -20,198         | -3,433.66    |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -82,038         | -13,946.46   |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -192,074        | -32,652.58   |
| 7/10/2013   | HSBC Custody Nominees (Australia) Limited. | -600            | -102.00      |
| 7/10/2013   | HSBC Custody Nominees (Australia) Limited. | -5,400          | -918.00      |

|            |                                            |          |            |
|------------|--------------------------------------------|----------|------------|
| 7/10/2013  | HSBC Custody Nominees (Australia) Limited. | -525     | -89.25     |
| 7/10/2013  | HSBC Custody Nominees (Australia) Limited. | -4,725   | -803.25    |
| 7/10/2013  | HSBC Custody Nominees (Australia) Limited. | -13,500  | -2,295.00  |
| 7/10/2013  | HSBC Custody Nominees (Australia) Limited. | -1,500   | -255.00    |
| 8/10/2013  | HSBC Custody Nominees (Australia) Limited. | -7,792   | -1,324.64  |
| 8/10/2013  | HSBC Custody Nominees (Australia) Limited. | -8,506   | -1,446.02  |
| 8/10/2013  | HSBC Custody Nominees (Australia) Limited. | -6,819   | -1,159.23  |
| 8/10/2013  | HSBC Custody Nominees (Australia) Limited. | -7,442   | -1,265.14  |
| 8/10/2013  | HSBC Custody Nominees (Australia) Limited. | -21,264  | -3,614.88  |
| 8/10/2013  | HSBC Custody Nominees (Australia) Limited. | -19,481  | -3,311.77  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -95,687  | -16,266.79 |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -20,000  | -3,400.00  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -2,313   | -393.21    |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -38,277  | -6,507.09  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -157     | -26.69     |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -596     | -101.32    |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -66,829  | -11,360.93 |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -10,155  | -1,726.35  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -10,481  | -1,781.77  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -7,019   | -1,193.23  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -1,256   | -213.52    |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -1,304   | -221.68    |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -34,398  | -5,847.66  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -5,959   | -1,013.03  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -50,000  | -8,500.00  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -37,057  | -6,299.69  |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -203,651 | -34,620.67 |
| 9/10/2013  | HSBC Custody Nominees (Australia) Limited. | -101,867 | -17,317.39 |
| 16/10/2013 | HSBC Custody Nominees (Australia) Limited. | -28,846  | -4,903.82  |
| 16/10/2013 | HSBC Custody Nominees (Australia) Limited. | -130     | -22.10     |
| 16/10/2013 | HSBC Custody Nominees (Australia) Limited. | -24,639  | -4,188.63  |
| 16/10/2013 | HSBC Custody Nominees (Australia) Limited. | -471     | -80.07     |
| 16/10/2013 | HSBC Custody Nominees (Australia) Limited. | -72,114  | -12,259.38 |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -6,043   | -1,027.31  |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -16,802  | -2,856.34  |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -7,219   | -1,227.23  |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -19,989  | -3,398.13  |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -6,317   | -1,073.89  |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -18,048  | -3,068.16  |
| 17/10/2013 | HSBC Custody Nominees (Australia) Limited. | -57,112  | -9,709.04  |
| 18/10/2013 | HSBC Custody Nominees (Australia) Limited. | -3,291   | -559.47    |
| 18/10/2013 | HSBC Custody Nominees (Australia) Limited. | -2,879   | -489.43    |
| 18/10/2013 | HSBC Custody Nominees (Australia) Limited. | -8,226   | -1,398.42  |
| 21/10/2013 | HSBC Custody Nominees (Australia) Limited. | 316      | 50.56      |
| 21/10/2013 | HSBC Custody Nominees (Australia) Limited. | 750,000  | 127,500.00 |
| 21/10/2013 | HSBC Custody Nominees (Australia) Limited. | -488     | -82.96     |
| 21/10/2013 | HSBC Custody Nominees (Australia) Limited. | -715     | -121.55    |
| 21/10/2013 | HSBC Custody Nominees (Australia) Limited. | -1,053   | -179.01    |
| 21/10/2013 | HSBC Custody Nominees (Australia) Limited. | -3,007   | -511.19    |
| 22/10/2013 | HSBC Custody Nominees (Australia) Limited. | 39,411   | 6,305.76   |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -168,211 | -28,595.87 |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -10,206  | -1,735.02  |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -6,640   | -1,128.80  |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -464     | -78.88     |

|            |                                            |             |            |
|------------|--------------------------------------------|-------------|------------|
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -7,976      | -1,355.92  |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -8,387      | -1,425.79  |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -104,165    | -17,708.05 |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -170,412    | -28,970.04 |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -73,727     | -12,533.59 |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -23,654     | -4,021.18  |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -570,259    | -96,944.03 |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -127,279    | -21,637.43 |
| 23/10/2013 | HSBC Custody Nominees (Australia) Limited. | -67,583     | -11,489.11 |
| 24/10/2013 | HSBC Custody Nominees (Australia) Limited. | -471,920    | -80,226.40 |
| 24/10/2013 | HSBC Custody Nominees (Australia) Limited. | -16,827     | -2,860.59  |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited. | -26,151,013 | .00        |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited. | -2,905,668  | .00        |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited. | -29,885,071 | .00        |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited. | -3,320,563  | .00        |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited. | -11,505,577 | .00        |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited. | -1,278,397  | .00        |
| 29/10/2013 | HSBC Custody Nominees (Australia) Limited. | -9,408      | -15,993.60 |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | 29,056,681  | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | 33,205,634  | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | 9,689,893   | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | -26,151,013 | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | -2,905,668  | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | -29,885,071 | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | -3,320,563  | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | -8,720,904  | .00        |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited. | -968,989    | .00        |
| 22/11/2013 | HSBC Custody Nominees (Australia) Limited. | 60,000      | 95,400.00  |
| 25/11/2013 | HSBC Custody Nominees (Australia) Limited. | 60,000      | 92,400.00  |
| 25/11/2013 | HSBC Custody Nominees (Australia) Limited. | -14,688     | -22,619.52 |
| 25/11/2013 | HSBC Custody Nominees (Australia) Limited. | -4,669      | -7,190.26  |
| 25/11/2013 | HSBC Custody Nominees (Australia) Limited. | -566        | -871.64    |
| 26/11/2013 | HSBC Custody Nominees (Australia) Limited. | 90,000      | 136,800.00 |
| 28/11/2013 | HSBC Custody Nominees (Australia) Limited. | 16,503      | 25,414.62  |
| 28/11/2013 | HSBC Custody Nominees (Australia) Limited. | -16,503     | -25,414.62 |
| 29/11/2013 | HSBC Custody Nominees (Australia) Limited. | 7,950       | 12,004.50  |
| 2/12/2013  | HSBC Custody Nominees (Australia) Limited. | 2,826       | 4,267.26   |
| 6/12/2013  | HSBC Custody Nominees (Australia) Limited. | 3,703       | 5,591.53   |
| 9/12/2013  | HSBC Custody Nominees (Australia) Limited. | 7,630       | 11,445.00  |
| 10/12/2013 | HSBC Custody Nominees (Australia) Limited. | 64,499      | 95,458.52  |
| 11/12/2013 | HSBC Custody Nominees (Australia) Limited. | 9,550       | 14,229.50  |
| 12/12/2013 | HSBC Custody Nominees (Australia) Limited. | 25,951      | 38,666.99  |
| 13/12/2013 | HSBC Custody Nominees (Australia) Limited. | 27,924      | 41,886.00  |
| 16/12/2013 | HSBC Custody Nominees (Australia) Limited. | 30,792      | 46,803.84  |
| 16/12/2013 | HSBC Custody Nominees (Australia) Limited. | -16,421     | -24,959.92 |
| 17/12/2013 | HSBC Custody Nominees (Australia) Limited. | 6,244       | 9,678.20   |
| 19/12/2013 | HSBC Custody Nominees (Australia) Limited. | 323,822     | 501,924.10 |
| 10/01/2014 | HSBC Custody Nominees (Australia) Limited. | 2,331       | 3,519.81   |
| 14/01/2014 | HSBC Custody Nominees (Australia) Limited. | 9,608       | 14,508.08  |
| 16/01/2014 | HSBC Custody Nominees (Australia) Limited. | 3,071       | 4,637.21   |
| 17/01/2014 | HSBC Custody Nominees (Australia) Limited. | 46,248      | 69,834.48  |
| 20/01/2014 | HSBC Custody Nominees (Australia) Limited. | 35,830      | 53,745.00  |
| 21/01/2014 | HSBC Custody Nominees (Australia) Limited. | 76,524      | 114,786.00 |
| 22/01/2014 | HSBC Custody Nominees (Australia) Limited. | 61,388      | 92,082.00  |

|                                                         |                                            |                    |                     |
|---------------------------------------------------------|--------------------------------------------|--------------------|---------------------|
| 4/02/2014                                               | HSBC Custody Nominees (Australia) Limited. | 90,000             | 125,100.00          |
| 6/02/2014                                               | HSBC Custody Nominees (Australia) Limited. | 58,506             | 78,398.04           |
| 7/02/2014                                               | HSBC Custody Nominees (Australia) Limited. | 26,388             | 34,832.16           |
| 11/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 363,980            | 491,373.00          |
| 11/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 323,110            | 436,198.50          |
| 11/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | -968,989           | -1,308,135.15       |
| 14/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | -1,465             | -1,889.85           |
| 14/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | -2,535             | -3,270.15           |
| 17/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | -4,000             | -5,160.00           |
| 19/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 38,771             | 46,525.20           |
| 19/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 7,755              | 9,306.00            |
| 19/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 27,952             | 33,542.40           |
| 19/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 5,590              | 6,708.00            |
| 20/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 9,411              | 11,199.09           |
| 20/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 57,850             | 68,841.50           |
| 20/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 39,984             | 47,580.96           |
| 20/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 6,504              | 7,739.76            |
| 21/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 96,864             | 116,236.80          |
| 21/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 30,478             | 36,878.38           |
| 21/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 21,066             | 25,489.86           |
| 21/02/2014                                              | HSBC Custody Nominees (Australia) Limited. | 67,962             | 81,554.40           |
| <b>Total</b>                                            |                                            | <b>-76,455,943</b> | <b>1,282,138.96</b> |
| <b>BT Investment Management (Institutional) Limited</b> |                                            |                    |                     |
| <b>Total :</b>                                          |                                            | <b>-76,455,943</b> | <b>1,282,138.96</b> |

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**Westpac Financial Services Group Limited**


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| <b>Date</b> | <b>Registered Company</b>                  | <b>Quantity</b> | <b>Value</b> |
|-------------|--------------------------------------------|-----------------|--------------|
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -12,230         | -2,079.10    |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -25,732         | -4,374.44    |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -10,056         | -1,709.52    |
| 4/10/2013   | HSBC Custody Nominees (Australia) Limited. | -25,559         | -4,345.03    |
| 7/10/2013   | HSBC Custody Nominees (Australia) Limited. | -375            | -63.75       |
| 7/10/2013   | HSBC Custody Nominees (Australia) Limited. | -3,375          | -573.75      |
| 8/10/2013   | HSBC Custody Nominees (Australia) Limited. | -5,316          | -903.72      |
| 8/10/2013   | HSBC Custody Nominees (Australia) Limited. | -4,870          | -827.90      |
| 9/10/2013   | HSBC Custody Nominees (Australia) Limited. | -16,458         | -2,797.86    |
| 9/10/2013   | HSBC Custody Nominees (Australia) Limited. | -12,500         | -2,125.00    |
| 9/10/2013   | HSBC Custody Nominees (Australia) Limited. | -9,009          | -1,531.53    |
| 9/10/2013   | HSBC Custody Nominees (Australia) Limited. | -60,177         | -10,230.09   |
| 16/10/2013  | HSBC Custody Nominees (Australia) Limited. | -18,029         | -3,064.93    |
| 17/10/2013  | HSBC Custody Nominees (Australia) Limited. | -4,512          | -767.04      |
| 17/10/2013  | HSBC Custody Nominees (Australia) Limited. | -14,278         | -2,427.26    |
| 18/10/2013  | HSBC Custody Nominees (Australia) Limited. | -2,057          | -349.69      |
| 21/10/2013  | HSBC Custody Nominees (Australia) Limited. | -752            | -127.84      |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -67,989         | -11,558.13   |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -19,176         | -3,259.92    |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -7,408          | -1,259.36    |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -2,227          | -378.59      |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -192            | -32.64       |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -8,808          | -1,497.36    |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -38,343         | -6,518.31    |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -7,261          | -1,234.37    |
| 23/10/2013  | HSBC Custody Nominees (Australia) Limited. | -39,876         | -6,778.92    |

|            |                                                         |                   |                   |
|------------|---------------------------------------------------------|-------------------|-------------------|
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited.              | -7,422,256        | .00               |
| 25/10/2013 | HSBC Custody Nominees (Australia) Limited.              | -824,695          | .00               |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited.              | 8,246,951         | .00               |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited.              | -7,422,256        | .00               |
| 8/11/2013  | HSBC Custody Nominees (Australia) Limited.              | -824,695          | .00               |
| 21/11/2013 | HSBC Custody Nominees (Australia) Limited.              | -12,953           | -20,595.27        |
| 21/11/2013 | HSBC Custody Nominees (Australia) Limited.              | -844              | -1,341.96         |
| 21/11/2013 | HSBC Custody Nominees (Australia) Limited.              | -223              | -354.57           |
| 13/12/2013 | HSBC Custody Nominees (Australia) Limited.              | 7,671             | 11,506.50         |
| 16/12/2013 | HSBC Custody Nominees (Australia) Limited.              | -3,977            | -6,045.04         |
| 16/12/2013 | HSBC Custody Nominees (Australia) Limited.              | -115              | -174.80           |
| 17/12/2013 | HSBC Custody Nominees (Australia) Limited.              | 1,715             | 2,658.25          |
| 11/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 76,584            | 103,388.40        |
| 19/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 25,072            | 30,086.40         |
| 19/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 5,014             | 6,016.80          |
| 20/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 6,657             | 7,921.83          |
| 20/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 40,926            | 48,701.94         |
| 21/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 65,352            | 78,422.40         |
| 21/02/2014 | HSBC Custody Nominees (Australia) Limited.              | 21,562            | 26,090.02         |
|            | <b>Total</b>                                            | <b>-8,431,075</b> | <b>215,464.85</b> |
|            | <b>Westpac Financial Services Group Limited Total :</b> | <b>-8,431,075</b> | <b>215,464.85</b> |

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 21/02/2014

|                                                         |                  |                                              |             |
|---------------------------------------------------------|------------------|----------------------------------------------|-------------|
| 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      | RMS Warehouse Trust 2007-1                   | Australia   |
| Ascalon Capital Managers (Asia) Limited                 | Hong Kong        | Sallmoor Pty Limited                         | Australia   |
| Ascalon Capital Managers Limited                        | Australia        | Securitor Financial Group Limited            | Australia   |
| Ascalon Funds Seed Pool Trust                           | Australia        | Seed Pool Trust No. 2                        | Australia   |
| Asgard Capital Management Limited                       | Australia        | Series 2007-1G WST Trust                     | Australia   |
| Asgard Wealth Solutions Limited                         | Australia        | Series 2008-1M WST Trust                     | Australia   |
| Australian Loan Processing Security Company Pty Limited | Australia        | Series 2009-1 WST Trust                      | Australia   |
| Australian Loan Processing Security Trust               | Australia        | Series 2011-1 WST Trust                      | Australia   |
| Bella Trust No. 2 Series 2011 - 1                       | Australia        | Series 2011-2 WST Trust                      | Australia   |
| Bella Trust No. 2 Series 2011 - 2                       | Australia        | Series 2011-3 WST Trust                      | Australia   |
| Bella Trust No. 2 Series 2011 - 3                       | Australia        | Series 2012-1 WST Trust                      | Australia   |
| Bella Trust No. 2 Series 2012 - 1                       | Australia        | Series 2013-1 WST Trust                      | Australia   |
| Bella Trust No. 2 Series 2010 - 1                       | Australia        | Series 2013-2 WST Trust                      | Australia   |
| Bella Trust No. 2 Series 2010 - 2                       | Australia        | Sie-Lease (Australia) Pty Limited            | Australia   |
| Belliston Pty Limited                                   | Australia        | Sie-Lease (New Zealand) Pty Limited          | New Zealand |
| Bill Acceptance Corporation Pty Limited                 | Australia        | Sixty Martin Place (Holdings) Pty Limited    | Australia   |
| BLE Capital Investments Pty Limited                     | Australia        | St.George Business Finance Pty Limited       | Australia   |
| BLE Capital Limited                                     | Australia        | St.George Custodial Pty Limited              | Australia   |
| BLE Development Pty Limited                             | Australia        | St.George Equity Finance Limited             | Australia   |
| BLE Holdings Pty Limited                                | Australia        | St.George Finance Holdings Limited           | Australia   |
| BOS International (Australia) Limited                   | Australia        | St.George Finance Limited                    | Australia   |
| BOS International (Securities) Limited                  | Australia        | St.George Life Limited                       | Australia   |
| BOSI Security Services Pty Ltd                          | Australia        | St.George Motor Finance Limited              | Australia   |
| BT (Queensland) Pty Limited                             | Australia        | St.George Procurement Management Pty Limited | Australia   |
| BT Australia Pty Limited                                | Australia        | St.George Security Holdings Pty Limited      | Australia   |
| BT Financial Group (NZ) Limited                         | New Zealand      | Sydney Capital Corp Inc.                     | USA         |
| BT Financial Group Pty Limited                          | Australia        | Tavarua Funding Trust III                    | USA         |
| BT Funds Management (NZ) Limited                        | New Zealand      | Tavarua Funding Trust IV                     | USA         |
| BT Funds Management Limited                             | Australia        | Teuton Pty Limited                           | Australia   |
| BT Funds Management No.2 Limited                        | Australia        | The Home Mortgage Company Limited            | New Zealand |
| BT Investment Management (Fund Services) Limited        | Australia        | The Mortgage Company Pty Limited             | Australia   |
| BT Investment Management (Institutional) Limited        | Australia        | The Warehouse Financial Services Limited     | New Zealand |
| BT Investment Management Limited                        | Australia        | Value Nominees Pty Limited                   | Australia   |
| BT Long Term Income Fund                                | Australia        | W1 Investments Pty Limited                   | Australia   |



|                                     |             |                                                 |                  |
|-------------------------------------|-------------|-------------------------------------------------|------------------|
| BT Portfolio Services Limited       | Australia   | Waratah Receivables Corp Pty Limited            | Australia        |
| BT Private Nominees Pty Limited     | Australia   | Waratah Securities Australia Limited            | Australia        |
| BT Securities Limited               | Australia   | Westpac (NZ) Investments Limited                | New Zealand      |
| BT Short Term Income Fund           | Australia   | Westpac Administration Pty Limited              | Australia        |
| BTIM UK Limited                     | UK          | Westpac Altitude Rewards Trust                  | Australia        |
| Canning Park Capital Pte. Ltd       | Australia   | Westpac Americas Inc.                           | USA              |
| Capital Finance Australia Limited   | Australia   | Westpac Asian Lending Pty Limited               | Australia        |
| Capital Fleetlease Limited          | Australia   | Westpac Bank of Tonga                           | Tonga            |
| Capital Finance (NZ) Limited        | Australia   | Westpac Bank Samoa Limited                      | Samoa            |
| Capital Corporate Finance Limited   | Australia   | Westpac Bank-PNG-Limited                        | Papua New Guinea |
| Capital Rent Group Limited          | Australia   | Westpac Capital Holdings Inc.                   | USA              |
| Capital Motor Finance Limited       | Australia   | Westpac Capital Markets Holding Corp.           | USA              |
| Capital Finance New Zealand Limited | New Zealand | Westpac Capital Markets LLC                     | USA              |
| Castlereagh Trust                   | Australia   | Westpac Capital Trust III                       | USA              |
| CBA Limited                         | Australia   | Westpac Capital Trust IV                        | USA              |
| Challenge Limited                   | Australia   | Westpac Capital-NZ-Limited                      | New Zealand      |
| Codrington S.a.r.l.                 | Luxembourg  | Westpac Cash PIE Fund                           | Australia        |
| Crusade ABS Series 2012 - 1 Trust   | Australia   | Westpac Cook Cove Trust I                       | Australia        |
| Crusade ABS Series 2013 - 1 Trust   | Australia   | Westpac Cook Cove Trust II                      | Australia        |
| Crusade CP Management Pty Limited   | Australia   | Westpac Covered Bond Trust New                  | Australia        |
| Crusade CP No.1 Pty Limited         | Australia   | Westpac Custodian Nominees Limited              | Australia        |
| Crusade CP Trust No. 41             | Australia   | Westpac Debt Securities Pty Limited             | Australia        |
| Crusade CP Trust No. 44             | Australia   | Westpac Delta LLC                               | USA              |
| Crusade CP Trust No. 48             | Australia   | Westpac Direct Equity Investments Pty Limited   | Australia        |
| Crusade CP Trust No. 49             | Australia   | Westpac Equipment Finance (No.1) Pty Limited    | Australia        |
| Crusade CP Trust No. 50             | Australia   | Westpac Equipment Finance Limited               | Australia        |
| Crusade CP Trust No. 52             | Australia   | Westpac Equity Holdings Pty Limited             | Australia        |
| Crusade CP Trust No. 53             | Australia   | Westpac Equity Investments NZ Limited           | New Zealand      |
| Crusade CP Trust No. 54             | Australia   | Westpac Equity Pty Limited                      | Australia        |
| Crusade CP Trust No. 55             | Australia   | Westpac Europe Limited                          | UK               |
| Crusade CP Trust No. 56             | Australia   | Westpac Finance (HK) Limited                    | Hong Kong        |
| Crusade CP Trust No. 57             | Australia   | Westpac Financial Consultants Limited           | Australia        |
| Crusade CP Trust No. 58             | Australia   | Westpac Financial Holdings Pty Limited          | Australia        |
| Crusade CP Trust No. 60             | Australia   | Westpac Financial Services Group Limited        | Australia        |
| Crusade Euro Trust 1E of 2006       | Australia   | Westpac Financial Services Group-NZ-Limited     | New Zealand      |
| Crusade Euro Trust 1E of 2007       | Australia   | Westpac Financial Services Limited              | Australia        |
| Crusade Global Trust 1 of 2005      | Australia   | Westpac Funding Holdings Pty Limited            | Australia        |
| Crusade Global Trust 1 of 2006      | Australia   | Westpac Funds Financing Holdco Pty Limited      | Australia        |
| Crusade Global Trust 1 of 2007      | Australia   | Westpac Funds Financing Pty Limited             | Australia        |
| Crusade Global Trust 2 of 2004      | Australia   | Westpac General Insurance Limited               | Australia        |
| Crusade Global Trust 2 of 2005      | Australia   | Westpac General Insurance Services Limited      | Australia        |
| Crusade Global Trust 2 of 2006      | Australia   | Westpac Global Capital Markets Pty Limited      | Australia        |
| Crusade Management Limited          | Australia   | Westpac Group Investment-NZ-Limited             | New Zealand      |
| Crusade Trust 1A of 2005            | Australia   | Westpac Group Investments Australia Pty Limited | Australia        |
| Crusade 2P Trust of 2008            | Australia   | Westpac Holdings-NZ-Limited                     | New Zealand      |
| Danaby Pty Limited                  | Australia   | Westpac Investment Capital Corporation          | USA              |
| eQR Securities Pty. Limited         | Australia   | Westpac Investment Vehicle No.2 Pty Limited     | Australia        |
| Europe Infrastructure Debt LP       | UK          | Westpac Investment Vehicle No.3 Pty Limited     | Australia        |

|                                                |             |                                               |             |
|------------------------------------------------|-------------|-----------------------------------------------|-------------|
| G.C.L. Investments Pty Limited                 | Australia   | Westpac Investment Vehicle Pty Limited        | Australia   |
| General Credit Holdings Pty Limited            | Australia   | Westpac Investments U.K. Limited              | UK          |
| General Credits Pty Limited                    | Australia   | Westpac Leasing Nominees-Vic.-Pty Limited     | Australia   |
| Halcyon Securities Limited                     | Australia   | Westpac Lenders Mortgage Insurance Limited    | Australia   |
| Hastings Advisers LLC                          | USA         | Westpac Life Insurance Services Limited       | Australia   |
| Hastings Forestry Investments Limited          | New Zealand | Westpac Life-NZ-Limited                       | New Zealand |
| Hastings Forests Australia Pty Limited         | Australia   | Westpac New Zealand Group Limited             | New Zealand |
| Hastings Funds Management Asia Pty. Limited    | Singapore   | Westpac New Zealand Limited                   | New Zealand |
| Hastings Funds Management (UK) Limited         | UK          | Westpac Nominees-NZ-Limited                   | New Zealand |
| Hastings Funds Management (USA) Inc.           | USA         | Westpac NZ Covered Bond Holdings Limited      | New Zealand |
| Hastings Funds Management Limited              | Australia   | Westpac NZ Covered Bond Limited               | New Zealand |
| Hastings Group Pty Limited                     | Australia   | Westpac NZ Leasing Limited                    | New Zealand |
| Hastings Infrastructure 1 Limited              | UK          | Westpac NZ Operations Limited                 | New Zealand |
| Hastings Infrastructure 2 Limited              | UK          | Westpac NZ Securitisation Holdings Limited    | New Zealand |
| Hastings Investment Capital LP                 | USA         | Westpac NZ Securitisation Limited             | New Zealand |
| Hastings Investments GP LLC                    | USA         | Westpac NZ Securitisation No. 2 Limited       | New Zealand |
| Hastings Investment Management Pty Ltd         | Australia   | Westpac Overseas Holdings No. 2 Pty Limited   | Australia   |
| Hastings Korea Company Limited                 | Korea       | Westpac Overseas Holdings Pty Limited         | Australia   |
| Hastings Management Pty Limited                | Australia   | Westpac Pacific Limited Partnership           | Australia   |
| Hastings Private Equity Fund IIA Pty Limited   | Australia   | Westpac Properties Limited                    | Australia   |
| Hickory Trust                                  | Australia   | Westpac RE Limited                            | Australia   |
| Hitton Pty Limited                             | Australia   | Westpac Securities Administration Limited     | Australia   |
| HLT Custodian Trust                            | New Zealand | Westpac Securities Limited                    | Australia   |
| Infrastructure GP LLP                          | UK          | Westpac Securities NZ Limited                 | New Zealand |
| J O Hambro Capital Management Holdings Limited | UK          | Westpac Securitisation Holdings Pty Limited   | Australia   |
| J O Hambro Capital Management Limited          | UK          | Westpac Securitisation Management Pty Limited | Australia   |
| JOHCM (Singapore) Pte Limited                  | Singapore   | Westpac Singapore Limited                     | Singapore   |
| JOHCM (USA) Inc                                | USA         | Westpac Structured Products Limited           | Australia   |
| Magnitude Group Pty Limited                    | Australia   | Westpac Superannuation Nominees-NZ-Limited    | New Zealand |
| MIF Custodian Trust                            | New Zealand | Westpac Syndications Management Pty Limited   | Australia   |
| Mortgage Management Pty Limited                | Australia   | Westpac Term PIE Fund                         | New Zealand |
| Nationwide Management Pty Limited              | Australia   | Westpac TPS Trust                             | Australia   |
| Net Nominees Limited                           | Australia   | Westpac Unit Trust                            | Australia   |
| Number 120 Limited1                            | New Zealand | Westpac USA Inc.                              | USA         |
| Oniston Pty Limited                            | Australia   |                                               |             |

Note: Westpac retains 63% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

|                                                                                                   |           |
|---------------------------------------------------------------------------------------------------|-----------|
| BT Investment Management Limited (63%)                                                            | Australia |
| BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited) | Australia |