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**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

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To Company Name/Scheme ECLIPX GROUP LIMITED (ECX)

ACN/ARSN ACN 131 557 901

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

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 27/06/2016

The previous notice was given to the company on 24/02/2016

The previous notice was dated 22/02/2016

**2. Previous and present voting power**

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

| Class of securities (4) | Previous Notice |                  | Present Notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting Power (5) | Person's votes | Voting Power (5) |
| ORDINARY SHARES         | 16,555,027      | 6.86%            | 15,261,929     | 5.79%            |

**3. Changes in relevant interests**

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

| Date of change | Person whose relevant interest changed                                                                                                                                                                                                                                            | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 27/06/2016     | WBC & its Associates, Westpac Financial Services Limited, BT Funds Management Limited, Advance Asset Management Limited, Westpac RE Limited, BT Funds Management No.2 Limited, BT Investment Management (Institutional) Limited, BT Investment Management (Fund Services) Limited | See Annexure 'A'     | See Annexure 'A'                              | See Annexure 'A'                        | See Annexure 'A'        |

#### 4. Present relevant interests

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

| Holder of relevant interest                      | Registered holder of securities                                                               | Person entitled to be registered as holder (8)                                                                                    | Nature of relevant interest (6)                                                                                                                                                                                              | Class and Number of securities | Person's votes |
|--------------------------------------------------|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------|
| Advance Asset Management Limited                 | HSBC Custody Nominees (Australia) Limited.                                                    | HSBC Custody Nominees (Australia) Limited.                                                                                        | Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.                                                                                                | 338,919, Ordinary              | 338,919        |
| BT Funds Management Limited                      | BT Portfolio Services Limited<br><br>HSBC Custody Nominees (Australia) Limited.               | HSBC Custody Nominees (Australia) Limited.<br><br>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.                | 30,936, Ordinary               | 30,936         |
| BT Funds Management No.2 Limited                 | HSBC Custody Nominees (Australia) Limited.                                                    | HSBC Custody Nominees (Australia) Limited.<br><br>BT Portfolio Services Limited                                                   | BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares. | 1,492,779, Ordinary            | 1,492,779      |
| BT Investment Management (Fund Services) Limited | HSBC Custody Nominees (Australia) Limited.                                                    | HSBC Custody Nominees (Australia) Limited.<br><br>BT Portfolio Services Limited<br><br>HSBC Custody Nominees (Australia) 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.                             | 8,390,543, Ordinary            | 8,390,543      |
| BT Investment Management (Institutional) Limited | Australia and New Zealand Banking Group Limited<br><br>National Australian Custodian Services | HSBC Custody Nominees (Australia) Limited.<br><br>BT Portfolio Services Limited<br><br>Australia and New Zealand                  | BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager                                                                                             | 4,545,379, Ordinary            | 4,545,379      |

|                                    |                                            |                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                      |                   |         |
|------------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------|
|                                    | National Australia Bank Limited            | Banking Group Limited<br><br>National Australian Custodian Services<br><br>National Australia Bank Limited                                                                                                                                                       | 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.                                   |                   |         |
| Westpac Financial Services Limited | BT Portfolio Services Limited              | HSBC Custody Nominees (Australia) Limited.<br><br>BT Portfolio Services Limited<br><br>Australia and New Zealand Banking Group Limited<br><br>National Australian Custodian Services<br><br>National Australia Bank Limited<br><br>BT Portfolio Services Limited | Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.                       | 4,003, Ordinary   | 4,003   |
| Westpac RE Limited                 | HSBC Custody Nominees (Australia) Limited. | HSBC Custody Nominees (Australia) Limited.                                                                                                                                                                                                                       | Westpac RE 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. | 459,370, Ordinary | 459,370 |

#### 5. Changes in association

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

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

#### 6. Addresses

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

| Name                               | Address                                                   |
|------------------------------------|-----------------------------------------------------------|
| Westpac Banking Corporation (WBC)  | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000 |
| Westpac Financial Services 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                                                                    |
| Advance Asset Management Limited                 | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000                                                                    |
| Westpac RE Limited                               | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000                                                                    |
| BT Funds Management No.2 Limited                 | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000                                                                    |
| BT Investment Management (Institutional) Limited | Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000                                                                   |
| BT Investment Management (Fund Services) Limited | Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000                                                                   |
| ECLIPX GROUP LIMITED (ECX)                       | The Company Secretary,<br>ECLIPX GROUP LIMITED (ECX)<br>Level 32, 1 O'Connell<br>SYDNEY NSW 2000<br><br>Tel: +61 2 8973 7272 |

### Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 29/06/2016

## **DIRECTIONS**

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

## ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 29/06/2016

### TRANSACTION HISTORY

Sales & Purchases for the period : 23/02/2016 to 27/06/2016

SECURITY: ECX

#### Advance Asset Management Limited

| Date                                            | Registered Company                         | Nature of Change | Quantity        | Consideration        | Class of Securities | Person's votes affected |
|-------------------------------------------------|--------------------------------------------|------------------|-----------------|----------------------|---------------------|-------------------------|
| 23/02/2016                                      | HSBC Custody Nominees (Australia) Limited. | Purchase         | 75,000          | 202,500.00           | Ordinary            | 75,000                  |
| 24/02/2016                                      | HSBC Custody Nominees (Australia) Limited. | Purchase         | 75,000          | 207,000.00           | Ordinary            | 75,000                  |
| 25/02/2016                                      | HSBC Custody Nominees (Australia) Limited. | Purchase         | 135,000         | 372,600.00           | Ordinary            | 135,000                 |
| 10/03/2016                                      | HSBC Custody Nominees (Australia) Limited. | Purchase         | 43,570          | 124,610.20           | Ordinary            | 43,570                  |
| 11/03/2016                                      | HSBC Custody Nominees (Australia) Limited. | Purchase         | 100,000         | 290,000.00           | Ordinary            | 100,000                 |
| 14/03/2016                                      | HSBC Custody Nominees (Australia) Limited. | Purchase         | 106,430         | 311,839.90           | Ordinary            | 106,430                 |
| 4/04/2016                                       | HSBC Custody Nominees (Australia) Limited. | Sale             | -85,000         | -259,250.00          | Ordinary            | 85,000                  |
| 29/04/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -30,000         | -88,800.00           | Ordinary            | 30,000                  |
| 29/04/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -105,000        | -310,800.00          | Ordinary            | 105,000                 |
| 29/04/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -50,000         | -148,000.00          | Ordinary            | 50,000                  |
| 29/04/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -75,000         | -222,000.00          | Ordinary            | 75,000                  |
| 29/04/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -300,000        | -888,000.00          | Ordinary            | 300,000                 |
| 29/04/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -250,000        | -740,000.00          | Ordinary            | 250,000                 |
| 11/05/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -500            | -1,650.00            | Ordinary            | 500                     |
| 12/05/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -10,500         | -35,280.00           | Ordinary            | 10,500                  |
| 13/05/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -700            | -2,387.00            | Ordinary            | 700                     |
| 25/05/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -366            | -1,302.96            | Ordinary            | 366                     |
| 26/05/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -834            | -2,977.38            | Ordinary            | 834                     |
| 10/06/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -1,000          | -3,460.00            | Ordinary            | 1,000                   |
| 21/06/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -45,000         | -164,700.00          | Ordinary            | 45,000                  |
| 21/06/2016                                      | HSBC Custody Nominees (Australia) Limited. | Sale             | -95,000         | -347,700.00          | Ordinary            | 95,000                  |
| <b>Total</b>                                    |                                            |                  | <b>-513,900</b> | <b>-1,707,757.24</b> |                     |                         |
| <b>Advance Asset Management Limited Total :</b> |                                            |                  | <b>-513,900</b> | <b>-1,707,757.24</b> |                     |                         |

#### BT Funds Management Limited

| Date         | Registered Company            | Nature of Change | Quantity     | Consideration    | Class of Securities | Person's votes affected |
|--------------|-------------------------------|------------------|--------------|------------------|---------------------|-------------------------|
| 1/04/2016    | BT Portfolio Services Limited | Purchase         | 2,000        | 6,026.60         | Ordinary            | 2,000                   |
| 11/04/2016   | BT Portfolio Services Limited | Purchase         | 377          | 1,093.30         | Ordinary            | 377                     |
| 4/05/2016    | BT Portfolio Services Limited | Purchase         | 2,623        | 7,561.32         | Ordinary            | 2,623                   |
| <b>Total</b> |                               |                  | <b>5,000</b> | <b>14,681.22</b> |                     |                         |
| Date         | Registered Company            | Nature of Change | Quantity     | Consideration    | Class of Securities | Person's votes affected |

|                                                       |          |               |                  |          |        |
|-------------------------------------------------------|----------|---------------|------------------|----------|--------|
| 19/05/2016 HSBC Custody Nominees (Australia) Limited. | Purchase | 23,436        | 82,026.00        | Ordinary | 23,436 |
| <b>Total</b>                                          |          | <b>23,436</b> | <b>82,026.00</b> |          |        |
| <b>BT Funds Management Limited Total :</b>            |          | <b>28,436</b> | <b>96,707.22</b> |          |        |

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**BT Funds Management No.2 Limited**


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| Date                                                  | Registered Company | Nature of Change | Quantity        | Consideration      | Class of Securities | Person's votes affected |
|-------------------------------------------------------|--------------------|------------------|-----------------|--------------------|---------------------|-------------------------|
| 10/05/2016 HSBC Custody Nominees (Australia) Limited. |                    | Purchase         | 84,345          | 270,747.45         | Ordinary            | 84,345                  |
| 17/05/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -274            | -931.6             | Ordinary            | 274                     |
| 18/05/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -52,906         | -179,351.34        | Ordinary            | 52,906                  |
| 24/05/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -618            | -2,156.82          | Ordinary            | 618                     |
| 24/05/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -19,251         | -67,185.99         | Ordinary            | 19,251                  |
| 25/05/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -23,894         | -85,301.58         | Ordinary            | 23,894                  |
| 8/06/2016 HSBC Custody Nominees (Australia) Limited.  |                    | Sale             | -21,620         | -79,777.80         | Ordinary            | 21,620                  |
| 22/06/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -11,610         | -43,537.50         | Ordinary            | 11,610                  |
| 24/06/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -12,754         | -47,062.26         | Ordinary            | 12,754                  |
| 27/06/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -61,383         | -220,364.97        | Ordinary            | 61,383                  |
| 27/06/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -3,886          | -13,989.60         | Ordinary            | 3,886                   |
| <b>Total</b>                                          |                    |                  | <b>-123,851</b> | <b>-468,912.01</b> |                     |                         |
| <b>BT Funds Management No.2 Limited Total :</b>       |                    |                  | <b>-123,851</b> | <b>-468,912.01</b> |                     |                         |

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


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| Date                                                            | Registered Company | Nature of Change | Quantity        | Consideration      | Class of Securities | Person's votes affected |
|-----------------------------------------------------------------|--------------------|------------------|-----------------|--------------------|---------------------|-------------------------|
| 10/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Purchase         | 568,111         | 1,823,636.31       | Ordinary            | 568,111                 |
| 17/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -7,842          | -26,662.80         | Ordinary            | 7,842                   |
| 18/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -284,730        | -965,234.70        | Ordinary            | 284,730                 |
| 19/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -89,300         | -311,657.00        | Ordinary            | 89,300                  |
| 23/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -13,904         | -48,524.96         | Ordinary            | 13,904                  |
| 24/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -3,994          | -13,939.06         | Ordinary            | 3,994                   |
| 24/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -124,480        | -434,435.20        | Ordinary            | 124,480                 |
| 25/05/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -113,184        | -404,066.88        | Ordinary            | 113,184                 |
| 8/06/2016 HSBC Custody Nominees (Australia) Limited.            |                    | Sale             | -164,804        | -608,126.76        | Ordinary            | 164,804                 |
| 9/06/2016 HSBC Custody Nominees (Australia) Limited.            |                    | Purchase         | 520,000         | 1,913,600.00       | Ordinary            | 520,000                 |
| 22/06/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -59,981         | -224,928.75        | Ordinary            | 59,981                  |
| 24/06/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -59,734         | -220,418.46        | Ordinary            | 59,734                  |
| 27/06/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -346,120        | -1,242,570.80      | Ordinary            | 346,120                 |
| 27/06/2016 HSBC Custody Nominees (Australia) Limited.           |                    | Sale             | -21,911         | -78,879.60         | Ordinary            | 21,911                  |
| <b>Total</b>                                                    |                    |                  | <b>-201,873</b> | <b>-842,208.66</b> |                     |                         |
| <b>BT Investment Management (Fund Services) Limited Total :</b> |                    |                  | <b>-201,873</b> | <b>-842,208.66</b> |                     |                         |

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**BT Investment Management (Institutional) Limited**


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| Date                                                       | Registered Company | Nature of Change | Quantity | Consideration | Class of Securities | Person's votes affected |
|------------------------------------------------------------|--------------------|------------------|----------|---------------|---------------------|-------------------------|
| 17/03/2016 Australia and New Zealand Banking Group Limited |                    | Purchase         | 8,679    | 24,995.52     | Ordinary            | 8,679                   |
| 27/04/2016 Australia and New Zealand Banking Group Limited |                    | Purchase         | 1,776    | 5,470.08      | Ordinary            | 1,776                   |
| 5/05/2016 Australia and New Zealand Banking Group Limited  |                    | Purchase         | 4,794    | 14,190.24     | Ordinary            | 4,794                   |

|                                                            |          |               |                  |          |        |
|------------------------------------------------------------|----------|---------------|------------------|----------|--------|
| 10/05/2016 Australia and New Zealand Banking Group Limited | Purchase | 20,522        | 65,875.62        | Ordinary | 20,522 |
| 12/05/2016 Australia and New Zealand Banking Group Limited | Purchase | 6,855         | 23,032.80        | Ordinary | 6,855  |
| 17/05/2016 Australia and New Zealand Banking Group Limited | Sale     | -4            | -13.6            | Ordinary | 4      |
| 18/05/2016 Australia and New Zealand Banking Group Limited | Sale     | -8,778        | -29,757.42       | Ordinary | 8,778  |
| 19/05/2016 Australia and New Zealand Banking Group Limited | Purchase | 1,273         | 4,340.93         | Ordinary | 1,273  |
| 25/05/2016 Australia and New Zealand Banking Group Limited | Sale     | -1,052        | -3,755.64        | Ordinary | 1,052  |
| 8/06/2016 Australia and New Zealand Banking Group Limited  | Sale     | -3,858        | -14,236.02       | Ordinary | 3,858  |
| 24/06/2016 Australia and New Zealand Banking Group Limited | Sale     | -4,493        | -16,579.17       | Ordinary | 4,493  |
| 27/06/2016 Australia and New Zealand Banking Group Limited | Sale     | -584          | -2,102.40        | Ordinary | 584    |
| 27/06/2016 Australia and New Zealand Banking Group Limited | Sale     | -9,222        | -33,106.98       | Ordinary | 9,222  |
| <b>Total</b>                                               |          | <b>15,908</b> | <b>38,353.96</b> |          |        |

| Date                                       | Registered Company | Nature of Change | Quantity        | Consideration      | Class of Securities | Person's votes affected |
|--------------------------------------------|--------------------|------------------|-----------------|--------------------|---------------------|-------------------------|
| 10/05/2016 National Australia Bank Limited |                    | Purchase         | 219,226         | 703,715.46         | Ordinary            | 219,226                 |
| 18/05/2016 National Australia Bank Limited |                    | Sale             | -97,515         | -330,575.85        | Ordinary            | 97,515                  |
| 24/05/2016 National Australia Bank Limited |                    | Sale             | -995            | -3,472.55          | Ordinary            | 995                     |
| 24/05/2016 National Australia Bank Limited |                    | Sale             | -31,015         | -108,242.35        | Ordinary            | 31,015                  |
| 25/05/2016 National Australia Bank Limited |                    | Sale             | -41,476         | -148,069.32        | Ordinary            | 41,476                  |
| 8/06/2016 National Australia Bank Limited  |                    | Sale             | -35,385         | -130,570.65        | Ordinary            | 35,385                  |
| 22/06/2016 National Australia Bank Limited |                    | Sale             | -12,342         | -46,282.50         | Ordinary            | 12,342                  |
| 24/06/2016 National Australia Bank Limited |                    | Sale             | -21,922         | -80,892.18         | Ordinary            | 21,922                  |
| 27/06/2016 National Australia Bank Limited |                    | Sale             | -116,368        | -417,761.12        | Ordinary            | 116,368                 |
| 27/06/2016 National Australia Bank Limited |                    | Sale             | -7,367          | -26,521.20         | Ordinary            | 7,367                   |
| <b>Total</b>                               |                    |                  | <b>-145,159</b> | <b>-588,672.26</b> |                     |                         |

| Date                                              | Registered Company | Nature of Change | Quantity       | Consideration      | Class of Securities | Person's votes affected |
|---------------------------------------------------|--------------------|------------------|----------------|--------------------|---------------------|-------------------------|
| 10/05/2016 National Australian Custodian Services |                    | Purchase         | 107,796        | 346,025.16         | Ordinary            | 107,796                 |
| 18/05/2016 National Australian Custodian Services |                    | Sale             | -47,951        | -162,553.89        | Ordinary            | 47,951                  |
| 24/05/2016 National Australian Custodian Services |                    | Sale             | -15,254        | -53,236.46         | Ordinary            | 15,254                  |
| 24/05/2016 National Australian Custodian Services |                    | Sale             | -489           | -1,706.61          | Ordinary            | 489                     |
| 25/05/2016 National Australian Custodian Services |                    | Sale             | -20,394        | -72,806.58         | Ordinary            | 20,394                  |
| 8/06/2016 National Australian Custodian Services  |                    | Sale             | -17,393        | -64,180.17         | Ordinary            | 17,393                  |
| 22/06/2016 National Australian Custodian Services |                    | Sale             | -6,067         | -22,751.25         | Ordinary            | 6,067                   |
| 24/06/2016 National Australian Custodian Services |                    | Sale             | -10,781        | -39,781.89         | Ordinary            | 10,781                  |
| 27/06/2016 National Australian Custodian Services |                    | Sale             | -3,622         | -13,039.20         | Ordinary            | 3,622                   |
| 27/06/2016 National Australian Custodian Services |                    | Sale             | -13,059        | -46,881.81         | Ordinary            | 13,059                  |
| 27/06/2016 National Australian Custodian Services |                    | Sale             | -44,164        | -158,548.76        | Ordinary            | 44,164                  |
| <b>Total</b>                                      |                    |                  | <b>-71,378</b> | <b>-289,461.46</b> |                     |                         |

**BT Investment Management (Institutional) Limited Total : -200,629 -839,779.76**

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#### Westpac RE Limited

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| Date                                                  | Registered Company | Nature of Change | Quantity        | Consideration      | Class of Securities | Person's votes affected |
|-------------------------------------------------------|--------------------|------------------|-----------------|--------------------|---------------------|-------------------------|
| 29/04/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -12,431         | -36,795.76         | Ordinary            | 12,431                  |
| 29/04/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -267,405        | -791,518.80        | Ordinary            | 267,405                 |
| 29/04/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -1,779          | -5,265.84          | Ordinary            | 1,779                   |
| 29/04/2016 HSBC Custody Nominees (Australia) Limited. |                    | Sale             | -2,404          | -7,115.84          | Ordinary            | 2,404                   |
| <b>Total</b>                                          |                    |                  | <b>-284,019</b> | <b>-840,696.24</b> |                     |                         |
| <b>Westpac RE Limited Total :</b>                     |                    |                  | <b>-284,019</b> | <b>-840,696.24</b> |                     |                         |

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**Westpac Financial Services Limited**

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| <b>Date</b>                                       | <b>Registered Company</b>     | <b>Nature of Change</b> | <b>Quantity</b> | <b>Consideration</b> | <b>Class of Securities</b> | <b>Person's votes affected</b> |
|---------------------------------------------------|-------------------------------|-------------------------|-----------------|----------------------|----------------------------|--------------------------------|
| 24/02/2016                                        | BT Portfolio Services Limited | Purchase                | 79              | 218.04               | Ordinary                   | 79                             |
| 11/04/2016                                        | BT Portfolio Services Limited | Purchase                | 368             | 1,085.60             | Ordinary                   | 368                            |
| 26/04/2016                                        | BT Portfolio Services Limited | Purchase                | 299             | 923.91               | Ordinary                   | 299                            |
| 26/04/2016                                        | BT Portfolio Services Limited | Purchase                | 32              | 98.88                | Ordinary                   | 32                             |
| 6/05/2016                                         | BT Portfolio Services Limited | Purchase                | 210             | 640.5                | Ordinary                   | 210                            |
| 10/05/2016                                        | BT Portfolio Services Limited | Purchase                | 112             | 371.84               | Ordinary                   | 112                            |
| 13/05/2016                                        | BT Portfolio Services Limited | Purchase                | 355             | 1,214.10             | Ordinary                   | 355                            |
| 13/05/2016                                        | BT Portfolio Services Limited | Purchase                | 644             | 2,202.48             | Ordinary                   | 644                            |
| 10/06/2016                                        | BT Portfolio Services Limited | Purchase                | 439             | 1,532.11             | Ordinary                   | 439                            |
| 15/06/2016                                        | BT Portfolio Services Limited | Purchase                | 200             | 706                  | Ordinary                   | 200                            |
| <b>Total</b>                                      |                               |                         | <b>2,738</b>    | <b>8,993.46</b>      |                            |                                |
| <b>Westpac Financial Services Limited Total :</b> |                               |                         | <b>2,738</b>    | <b>8,993.46</b>      |                            |                                |

## ANNEXURE B – ASSOCIATED COMPANIES

This is annexure 'B' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 29/06/2016

|                                                     |                  |                                           |                  |
|-----------------------------------------------------|------------------|-------------------------------------------|------------------|
| <b>Westpac Banking Corporation</b>                  | Australia        | Series 2011-2 WST Trust                   | Australia        |
| 1925 (Commercial) Pty Limited                       | Australia        | Series 2011-3 WST Trust                   | Australia        |
| 1925 (Industrial) Pty Limited                       | Australia        | Series 2012-1 WST Trust                   | Australia        |
| 1925 Advances Pty Limited                           | Australia        | Series 2013-1 WST Trust                   | Australia        |
| A.G.C. (Pacific) Limited                            | Papua New Guinea | Series 2013-2 WST Trust                   | Australia        |
| Advance Asset Management Limited                    | Australia        | Series 2014-1 WST Trust                   | Australia        |
| Altitude Administration Pty Limited                 | Australia        | Series 2014-2 WST Trust                   | Australia        |
| Altitude Rewards Pty Limited                        | Australia        | Series 2015-1 WST Trust                   | Australia        |
| Aotearoa Financial Services Limited                 | New Zealand      | SIE-Lease (Australia) Pty Limited         | Australia        |
| Ascalon Capital Managers (Asia) Limited             | Hong Kong        | SIE-Lease (New Zealand) Pty Limited       | New Zealand      |
| Ascalon Capital Managers Limited                    | Australia        | Sixty Martin Place (Holdings) Pty Limited | Australia        |
| Ascalon Funds Seed Pool Trust                       | Australia        | St.George Business Finance Pty Limited    | Australia        |
| Asgard Capital Management Limited                   | Australia        | St.George Custodial Pty Limited           | Australia        |
| Asgard Wealth Solutions Limited                     | Australia        | St.George Equity Finance Limited          | Australia        |
| Australian Loan Processing Security Company Pty Ltd | Australia        | St.George Finance Holdings Limited        | Australia        |
| Australian Loan Processing Security Trust           | Australia        | St.George Finance Limited                 | Australia        |
| Belliston Pty Limited                               | Australia        | St.George Life Limited                    | Australia        |
| Bill Acceptance Corporation Pty Limited             | Australia        | St.George Motor Finance Limited           | Australia        |
| BT (Queensland) Pty Limited                         | Australia        | St.George Security Holdings Pty Limited   | Australia        |
| BT Australia Pty Limited                            | Australia        | Sydney Capital Corp Inc.                  | USA              |
| BT Financial Group (NZ) Limited                     | New Zealand      | Tavarua Funding Trust IV                  | USA              |
| BT Financial Group Pty Limited                      | Australia        | The Home Mortgage Company Limited         | New Zealand      |
| BT Funds Management (NZ) Limited                    | New Zealand      | The Mortgage Company Pty Limited          | Australia        |
| BT Funds Management Limited                         | Australia        | Value Nominees Pty Limited                | Australia        |
| BT Funds Management No.2 Limited                    | Australia        | W2 Investments Pty Limited                | Australia        |
| BT Long Term Income Fund                            | Australia        | Waratah Receivables Corp Pty Limited      | Australia        |
| BT Portfolio Services Limited                       | Australia        | Waratah Securities Australia Limited      | Australia        |
| BT Private Nominees Pty Limited                     | Australia        | Westpac (NZ) Investments Limited          | New Zealand      |
| BT Securities Limited                               | Australia        | Westpac Administration Pty Limited        | Australia        |
| BT Short Term Income Fund                           | Australia        | Westpac Administration 2 Limited          | Australia        |
| Canning Park Capital Pte. Ltd                       | Australia        | Westpac Administration 3 Limited          | Australia        |
| Capital Corporate Finance Limited                   | Australia        | Westpac Administration 4 Limited          | Australia        |
| Capital Finance (NZ) Limited                        | Australia        | Westpac Altitude Rewards Trust            | Australia        |
| Capital Finance Australia Limited                   | Australia        | Westpac Americas Inc.                     | USA              |
| Capital Finance New Zealand Limited                 | Australia        | Westpac Asian Lending Pty Limited         | Australia        |
| Capital Fleetlease Limited                          | Australia        | Westpac Bank-PNG-Limited                  | Papua New Guinea |
| Capital Motor Finance Limited                       | Australia        | Westpac Capital Holdings Inc.             | USA              |
| Capital Rent Group Limited                          | New Zealand      | Westpac Capital Markets Holding Corp.     | USA              |

|                                              |             |                                               |             |
|----------------------------------------------|-------------|-----------------------------------------------|-------------|
| CBA Limited                                  | Australia   | Westpac Capital Markets LLC                   | USA         |
| Challenge Limited                            | Australia   | Westpac Capital Trust IV                      | USA         |
| Crusade ABS Series 2012 - 1 Trust            | Australia   | Westpac Capital-NZ-Limited                    | New Zealand |
| Crusade ABS Series 2013 - 1 Trust            | Australia   | Westpac Cash PIE Fund                         | Australia   |
| Crusade ABS Series 2015 - 1 Trust            | Australia   | Westpac Cook Cove Trust I                     | Australia   |
| Crusade ABS Series 2016 - 1 Trust            | Australia   | Westpac Cook Cove Trust II                    | Australia   |
| Crusade CP Management Pty Limited            | Australia   | Westpac Covered Bond Trust                    | Australia   |
| Crusade CP No.1 Pty Limited                  | Australia   | Westpac Custodian Nominees Pty Limited        | Australia   |
| Crusade CP Trust No. 53                      | Australia   | Westpac Debt Securities Pty Limited           | Australia   |
| Crusade CP Trust No. 56                      | Australia   | Westpac Delta LLC                             | USA         |
| Crusade CP Trust No. 57                      | Australia   | Westpac Direct Equity Investments Pty Limited | Australia   |
| Crusade CP Trust No. 58                      | Australia   | Westpac Equipment Finance Limited             | Australia   |
| Crusade Euro Trust 1E of 2006                | Australia   | Westpac Equity Holdings Pty Limited           | Australia   |
| Crusade Euro Trust 1E of 2007                | Australia   | Westpac Equity Investments NZ Limited         | New Zealand |
| Crusade Global Trust 1 of 2007               | Australia   | Westpac Equity Pty Limited                    | Australia   |
| Crusade Global Trust 2 of 2006               | Australia   | Westpac Europe Limited                        | UK          |
| Crusade Management Limited                   | Australia   | Westpac Finance (HK) Limited                  | Hong Kong   |
| Crusade 2P Trust of 2008                     | Australia   | Westpac Financial Consultants Limited         | Australia   |
| Danaby Pty Limited                           | Australia   | Westpac Financial Holdings Pty Limited        | Australia   |
| Data Republic Pty Limited                    | Australia   | Westpac Financial Services Group Limited      | Australia   |
| eQR Securities Pty. Limited                  | Australia   | Westpac Financial Services Group-NZ-Limited   | New Zealand |
| Europe Infrastructure Debt LP                | UK          | Westpac Financial Services Limited            | Australia   |
| General Credits Pty Limited                  | Australia   | Westpac Funding Holdings Pty Limited          | Australia   |
| Halcyon Securities Pty Limited               | Australia   | Westpac Funds Financing Holdco Pty Limited    | Australia   |
| Hastings Advisers LLC                        | USA         | Westpac Funds Financing Pty Limited           | Australia   |
| Hastings Forestry Investments Limited        | New Zealand | Westpac General Insurance Limited             | Australia   |
| Hastings Forests Australia Pty Limited       | Australia   | Westpac General Insurance Services Limited    | Australia   |
| Hastings Funds Management (UK) Limited       | Singapore   | Westpac Global Capital Markets Pty Limited    | Australia   |
| Hastings Funds Management (USA) Inc.         | UK          | Westpac Group Investment-NZ-Limited           | New Zealand |
| Hastings Funds Management Asia Pty. Limited  | USA         | Westpac Holdings-NZ-Limited                   | New Zealand |
| Hastings Funds Management Limited            | Australia   | Westpac Investment Capital Corporation        | USA         |
| Hastings Infrastructure 1 Limited            | UK          | Westpac Investment Vehicle No.2 Pty Limited   | Australia   |
| Hastings Infrastructure 2 Limited            | UK          | Westpac Investment Vehicle No.3 Pty Limited   | Australia   |
| Hastings Investment Capital LP               | USA         | Westpac Investment Vehicle Pty Limited        | Australia   |
| Hastings Investment Management (Europe) Ltd  | USA         | Westpac Leasing Nominees-Vic.-Pty Limited     | Australia   |
| Hastings Investment Management Pty Ltd       | UK          | Westpac Lenders Mortgage Insurance Limited    | Australia   |
| Hastings Investments GP LLC                  | Australia   | Westpac Life Insurance Services Limited       | Australia   |
| Hastings Korea Company Limited               | Korea       | Westpac Life-NZ-Limited                       | New Zealand |
| Hastings Management Pty Limited              | Australia   | Westpac New Zealand Group Limited             | New Zealand |
| Hastings Private Equity Fund IIA Pty Limited | Australia   | Westpac New Zealand Limited                   | New Zealand |
| Hickory Trust                                | Australia   | Westpac Nominees-NZ-Limited                   | New Zealand |
| Hitton Pty Limited                           | Australia   | Westpac Notice Saver PIE Fund                 | Australia   |
| HLT Custodian Trust                          | New Zealand | Westpac NZ Covered Bond Holdings Limited      | New Zealand |

|                                                               |             |                                               |             |
|---------------------------------------------------------------|-------------|-----------------------------------------------|-------------|
| Infrastructure GP LLP                                         | UK          | Westpac NZ Covered Bond Limited               | New Zealand |
| Infrastructure GP 2 LLP                                       | UK          | Westpac NZ Operations Limited                 | New Zealand |
| Infrastructure Research and Advisory Services Private Limited | India       | Westpac NZ Securitisation Holdings Limited    | New Zealand |
| Magnitude Group Pty Limited                                   | Australia   | Westpac NZ Securitisation Limited             | New Zealand |
| MIF Custodian Trust                                           | New Zealand | Westpac NZ Securitisation No. 2 Limited       | New Zealand |
| Mortgage Management Pty Limited                               | Australia   | Westpac Overseas Holdings No. 2 Pty Limited   | Australia   |
| Net Nominees Limited                                          | Australia   | Westpac Overseas Holdings Pty Limited         | Australia   |
| Number 120 Limited                                            | New Zealand | Westpac Properties Limited                    | Australia   |
| Oniston Pty Limited                                           | Australia   | Westpac RE Limited                            | Australia   |
| Partnership Pacific Pty Limited                               | Australia   | Westpac Securities Administration Limited     | Australia   |
| Partnership Pacific Securities Pty Limited                    | Australia   | Westpac Securities Limited                    | Australia   |
| Pashley Investments Pty Limited                               | Australia   | Westpac Securities NZ Limited                 | New Zealand |
| Planwise AU Pty Limited                                       | Australia   | Westpac Securitisation Holdings Pty Limited   | Australia   |
| Qvalent Pty Limited                                           | Australia   | Westpac Securitisation Management Pty Limited | Australia   |
| RAMS Financial Group Pty Limited                              | Australia   | Westpac Singapore Limited                     | Singapore   |
| Reinventure Fund ILP                                          | Australia   | Westpac Structured Products Limited           | Australia   |
| RMS Warehouse Trust 2007-1                                    | Australia   | Westpac Superannuation Nominees-NZ-Limited    | New Zealand |
| Sallmoor Pty Limited                                          | Australia   | Westpac Syndications Management Pty Limited   | Australia   |
| Securitor Financial Group Limited                             | Australia   | Westpac Term PIE Fund                         | New Zealand |
| Seed Pool Trust No. 2                                         | Australia   | Westpac TPS Trust                             | Australia   |
| Series 2008-1M WST Trust                                      | Australia   | Westpac Unit Trust                            | Australia   |
| Series 2009-1 WST Trust                                       | Australia   | Westpac USA Inc.                              | USA         |
| Series 2011-1 WST Trust                                       | Australia   |                                               |             |

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

|                                                                                                   |           |
|---------------------------------------------------------------------------------------------------|-----------|
| BT Investment Management Limited (30.0%)                                                          | Australia |
| BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited) | Australia |