
Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme INDEPENDENCE GROUP NL

ACN/ARSN ABN 46 092 786 304

1. Details of substantial holder(1)

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

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

There was a change in the interests of the substantial holder on 26/02/2013

The previous notice was given to the company on 21/09/2012

The previous notice was dated 19/09/2012

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	11,804,916	5.07%	14,155,440	6.08%

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
26/02/2013	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, BT Funds Management Limited, Westpac RE Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited,	See Schedule	See Schedule	See Schedule	See Schedule

	BT Investment Management (RE) Limited				
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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.	1,339,312
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.	32,394
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.	78,277
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,595,602
BT Investment Management (RE) Limited	National Australia Bank Limited Australia and New Zealand Banking Group Limited JP Morgan Chase Bank IAG Nominees Limited BNP Fund Services Australasia Pty Limited National Nominees Limited	BT Investment Management (RE) Limited is the RE and 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.	10,882,598

	Citicorp Nominees Pty Limited UBS Wealth Management National Australian Custodian Services HSBC Custody Nominees (Australia) Limited.		
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	227,257

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
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 RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
INDEPENDENCE GROUP NL	Independence Group NL (NGO) Suite 4, Level 5, South Shore Centre 85 South Perth Esplanade SOUTH PERTH WA 6151 Tel: +61 08 9238 8300 Fax: +61 02 9238 8399

Signature

print name Tim Hartin capacity Company Secretary

sign here _____ date 28/2/2013

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 : 20/09/2012 to 26/02/2013

SECURITY: IGO

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
20/09/2012	HSBC Custody Nominees (Australia) Limited.	-4,974	-20,642.10
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-349	-1,444.86
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-476	-1,951.60
24/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,054	-4,310.86
25/09/2012	HSBC Custody Nominees (Australia) Limited.	-2,593	-10,449.79
2/10/2012	HSBC Custody Nominees (Australia) Limited.	-5,196	-22,342.80
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,132	-4,743.08
15/10/2012	HSBC Custody Nominees (Australia) Limited.	-938	-3,930.22
15/10/2012	HSBC Custody Nominees (Australia) Limited.	-502	-2,103.38
16/10/2012	HSBC Custody Nominees (Australia) Limited.	-208	-871.52
16/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,039	-4,353.41
16/10/2012	HSBC Custody Nominees (Australia) Limited.	-50	-209.50
19/10/2012	HSBC Custody Nominees (Australia) Limited.	-4,831	-20,338.51
19/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,512	-10,575.52
19/10/2012	HSBC Custody Nominees (Australia) Limited.	-950	-3,999.50
19/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,335	-5,620.35
19/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,819	-11,867.99
19/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,334	-5,616.14
23/10/2012	HSBC Custody Nominees (Australia) Limited.	426	1,814.76
23/10/2012	HSBC Custody Nominees (Australia) Limited.	226	967.28
23/10/2012	HSBC Custody Nominees (Australia) Limited.	426	1,827.54
23/10/2012	HSBC Custody Nominees (Australia) Limited.	-8,266	-35,295.82
23/10/2012	HSBC Custody Nominees (Australia) Limited.	-476	-2,032.52
26/10/2012	HSBC Custody Nominees (Australia) Limited.	-4,622	-19,366.18
2/11/2012	HSBC Custody Nominees (Australia) Limited.	1,624	6,544.72
5/11/2012	HSBC Custody Nominees (Australia) Limited.	7,851	31,639.53
5/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,455	-13,923.65
5/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,191	-12,859.73
6/11/2012	HSBC Custody Nominees (Australia) Limited.	56,136	225,666.72
6/11/2012	HSBC Custody Nominees (Australia) Limited.	423	1,721.61
6/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,989	-16,155.45
7/11/2012	HSBC Custody Nominees (Australia) Limited.	5,466	23,121.18
8/11/2012	HSBC Custody Nominees (Australia) Limited.	4,542	20,030.22
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,294	-5,641.84
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-6,556	-28,584.16
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,528	-36,499.84
12/11/2012	HSBC Custody Nominees (Australia) Limited.	640	2,739.20
13/11/2012	HSBC Custody Nominees (Australia) Limited.	5,889	25,087.14
15/11/2012	HSBC Custody Nominees (Australia) Limited.	5,889	24,380.46
22/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,185	-36,341.40
22/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,637	-16,148.28
27/11/2012	HSBC Custody Nominees (Australia) Limited.	-844	-3,772.68
27/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,855	-17,231.85
28/11/2012	HSBC Custody Nominees (Australia) Limited.	-492	-2,179.56

28/11/2012	HSBC Custody Nominees (Australia) Limited.	-28,659	-126,959.37
3/12/2012	HSBC Custody Nominees (Australia) Limited.	-2,270	-10,305.80
5/12/2012	HSBC Custody Nominees (Australia) Limited.	15,703	70,663.50
7/12/2012	HSBC Custody Nominees (Australia) Limited.	9,814	44,261.14
14/12/2012	HSBC Custody Nominees (Australia) Limited.	-3,689	-16,674.28
14/12/2012	HSBC Custody Nominees (Australia) Limited.	-4,528	-20,466.56
14/12/2012	HSBC Custody Nominees (Australia) Limited.	-2,264	-10,233.28
14/12/2012	HSBC Custody Nominees (Australia) Limited.	-5,458	-24,670.16
14/12/2012	HSBC Custody Nominees (Australia) Limited.	-712	-3,218.24
18/12/2012	HSBC Custody Nominees (Australia) Limited.	-4,795	-22,488.55
18/12/2012	HSBC Custody Nominees (Australia) Limited.	-6,433	-30,170.77
19/12/2012	HSBC Custody Nominees (Australia) Limited.	4,335	21,198.15
19/12/2012	HSBC Custody Nominees (Australia) Limited.	-4,130	-20,154.40
20/12/2012	HSBC Custody Nominees (Australia) Limited.	-464	-2,268.96
20/12/2012	HSBC Custody Nominees (Australia) Limited.	-3,239	-15,838.71
21/12/2012	HSBC Custody Nominees (Australia) Limited.	261	1,244.97
24/12/2012	HSBC Custody Nominees (Australia) Limited.	-1,058	-5,078.40
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-3,439	-16,369.64
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-6,974	-33,196.24
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-1,420	-6,759.20
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-17,697	-84,237.72
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-5,276	-24,744.44
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-1,624	-7,616.56
3/01/2013	HSBC Custody Nominees (Australia) Limited.	-5,674	-28,313.26
3/01/2013	HSBC Custody Nominees (Australia) Limited.	-1,675	-8,358.25
7/01/2013	HSBC Custody Nominees (Australia) Limited.	-713	-3,450.92
8/01/2013	HSBC Custody Nominees (Australia) Limited.	-4,270	-20,709.50
9/01/2013	HSBC Custody Nominees (Australia) Limited.	-3,006	-14,278.50
22/01/2013	HSBC Custody Nominees (Australia) Limited.	2,318	10,268.74
23/01/2013	HSBC Custody Nominees (Australia) Limited.	1,606	7,050.34
29/01/2013	HSBC Custody Nominees (Australia) Limited.	3,711	16,068.63
1/02/2013	HSBC Custody Nominees (Australia) Limited.	1,566	7,109.64
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,615	-22,705.80
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-12,003	-59,054.76
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-1,791	-8,811.72
5/02/2013	HSBC Custody Nominees (Australia) Limited.	5,000	24,100.00
7/02/2013	HSBC Custody Nominees (Australia) Limited.	-1,300	-6,266.00
12/02/2013	HSBC Custody Nominees (Australia) Limited.	10,470	51,093.60
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,935	-23,638.65
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-5,448	-26,095.92
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-7,892	-37,802.68
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-5,380	-25,770.20
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-3,462	-16,582.98
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-1,864	-8,928.56
18/02/2013	HSBC Custody Nominees (Australia) Limited.	-421	-2,016.59
	Total	-113,938	-557,040.59
	Advance Asset Management Limited Total :	-113,938	-557,040.59

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
29/10/2012	ASGARD Capital Management Limited	624	2,564.64
	Total	624	2,564.64

Asgard Capital Management Limited Total : 624 2,564.64

BT Funds Management Limited

Date	Registered Company	Quantity	Value
20/09/2012	BT Portfolio Services Limited	-1,615	-6,702.25
1/10/2012	BT Portfolio Services Limited	500	2,111.35
4/10/2012	BT Portfolio Services Limited	-657	-2,690.22
4/10/2012	BT Portfolio Services Limited	-649	-2,657.01
8/10/2012	BT Portfolio Services Limited	-1,500	-6,233.70
10/10/2012	BT Portfolio Services Limited	-4,000	-16,763.60
10/10/2012	BT Portfolio Services Limited	-2,000	-8,303.60
11/10/2012	BT Portfolio Services Limited	-1,030	-4,326.00
16/10/2012	BT Portfolio Services Limited	-2,200	-9,152.00
8/11/2012	BT Portfolio Services Limited	-1,000	-4,193.70
15/11/2012	BT Portfolio Services Limited	-1,015	-4,242.70
11/12/2012	BT Portfolio Services Limited	-4,800	-21,467.52
14/12/2012	BT Portfolio Services Limited	3,000	13,574.70
21/12/2012	BT Portfolio Services Limited	-2,200	-10,494.00
4/02/2013	BT Portfolio Services Limited	-3,000	-14,711.40
5/02/2013	BT Portfolio Services Limited	1,530	7,196.81
22/02/2013	BT Portfolio Services Limited	469	2,196.09
22/02/2013	BT Portfolio Services Limited	534	2,498.11
	Total	-19,633	-84,360.63
	BT Funds Management Limited Total :	-19,633	-84,360.63

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
25/09/2012	HSBC Custody Nominees (Australia) Limited.	38,152	152,989.52
26/09/2012	HSBC Custody Nominees (Australia) Limited.	23,703	95,760.12
27/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,294	-23,346.54
27/11/2012	HSBC Custody Nominees (Australia) Limited.	-14,706	-64,853.46
24/12/2012	HSBC Custody Nominees (Australia) Limited.	-9,756	-46,243.44
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-10,426	-49,732.02
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-8,038	-38,341.26
28/12/2012	HSBC Custody Nominees (Australia) Limited.	-7,325	-34,940.25
28/12/2012	HSBC Custody Nominees (Australia) Limited.	-8,856	-42,243.12
31/12/2012	HSBC Custody Nominees (Australia) Limited.	-9,046	-42,335.28
31/12/2012	HSBC Custody Nominees (Australia) Limited.	-3,402	-15,921.36
31/12/2012	HSBC Custody Nominees (Australia) Limited.	-10,000	-47,300.00
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-6,528	-30,746.88
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-17,811	-83,889.81
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-2,930	-13,741.70
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-9,198	-42,770.70
1/02/2013	HSBC Custody Nominees (Australia) Limited.	-6,204	-29,096.76
1/02/2013	HSBC Custody Nominees (Australia) Limited.	-344	-1,613.36
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-2,095	-10,076.95
13/02/2013	HSBC Custody Nominees (Australia) Limited.	67,504	330,094.56
14/02/2013	HSBC Custody Nominees (Australia) Limited.	20,428	99,892.92
15/02/2013	HSBC Custody Nominees (Australia) Limited.	8,494	40,686.26
21/02/2013	HSBC Custody Nominees (Australia) Limited.	11,724	55,102.80

26/02/2013	HSBC Custody Nominees (Australia) Limited.	9,276	42,391.32
	Total	47,322	199,724.61
	BT Funds Management No.2 Limited Total :	47,322	199,724.61

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
24/09/2012	Australia and New Zealand Banking Group Limited	102	414.12
25/09/2012	Australia and New Zealand Banking Group Limited	4,770	19,127.70
26/09/2012	Australia and New Zealand Banking Group Limited	1,590	6,423.60
17/10/2012	Australia and New Zealand Banking Group Limited	-1,568	-6,585.60
17/10/2012	Australia and New Zealand Banking Group Limited	-1,240	-5,208.00
11/12/2012	Australia and New Zealand Banking Group Limited	3,135	13,668.60
20/12/2012	Australia and New Zealand Banking Group Limited	-1,781	-8,548.80
20/12/2012	Australia and New Zealand Banking Group Limited	-477	-2,289.60
20/12/2012	Australia and New Zealand Banking Group Limited	-226	-1,084.80
24/12/2012	Australia and New Zealand Banking Group Limited	-1,992	-9,442.08
24/12/2012	Australia and New Zealand Banking Group Limited	-1,188	-5,619.24
24/12/2012	Australia and New Zealand Banking Group Limited	-887	-4,195.51
24/12/2012	Australia and New Zealand Banking Group Limited	-1,347	-6,371.31
24/12/2012	Australia and New Zealand Banking Group Limited	-1,541	-7,304.34
24/12/2012	Australia and New Zealand Banking Group Limited	-120	-568.80
27/12/2012	Australia and New Zealand Banking Group Limited	-467	-2,227.59
27/12/2012	Australia and New Zealand Banking Group Limited	-729	-3,477.33
27/12/2012	Australia and New Zealand Banking Group Limited	-351	-1,674.27
27/12/2012	Australia and New Zealand Banking Group Limited	-1,225	-5,843.25
27/12/2012	Australia and New Zealand Banking Group Limited	-819	-3,906.63
27/12/2012	Australia and New Zealand Banking Group Limited	-653	-3,114.81
27/12/2012	Australia and New Zealand Banking Group Limited	-213	-1,016.01
28/12/2012	Australia and New Zealand Banking Group Limited	-207	-987.39
28/12/2012	Australia and New Zealand Banking Group Limited	-489	-2,332.53
31/12/2012	Australia and New Zealand Banking Group Limited	-859	-4,020.12
31/12/2012	Australia and New Zealand Banking Group	-57	-266.76

	Limited		
31/12/2012	Australia and New Zealand Banking Group Limited	-794	-3,715.92
1/02/2013	Australia and New Zealand Banking Group Limited	-431	-2,021.39
4/02/2013	Australia and New Zealand Banking Group Limited	-138	-663.78
13/02/2013	Australia and New Zealand Banking Group Limited	10,488	51,286.32
14/02/2013	Australia and New Zealand Banking Group Limited	1,916	9,369.24
15/02/2013	Australia and New Zealand Banking Group Limited	931	4,459.49
21/02/2013	Australia and New Zealand Banking Group Limited	1,151	5,409.70
26/02/2013	Australia and New Zealand Banking Group Limited	887	4,053.59
	Total	5,171	21,726.50

Date	Registered Company	Quantity	Value
4/10/2012	BNP Fund Services Australasia Pty Limited	-25,534	-106,221.44
19/12/2012	BNP Fund Services Australasia Pty Limited	98,756	483,904.40
5/02/2013	BNP Fund Services Australasia Pty Limited	8,555	40,978.45
12/02/2013	BNP Fund Services Australasia Pty Limited	25,292	122,666.20
21/02/2013	BNP Fund Services Australasia Pty Limited	-2,522	-11,853.40
	Total	104,547	529,474.21

Date	Registered Company	Quantity	Value
4/10/2012	Citicorp Nominees Pty Limited	-53,995	-224,619.20
19/12/2012	Citicorp Nominees Pty Limited	208,610	1,022,189.00
5/02/2013	Citicorp Nominees Pty Limited	18,320	87,752.80
12/02/2013	Citicorp Nominees Pty Limited	51,675	250,623.75
21/02/2013	Citicorp Nominees Pty Limited	-5,234	-24,599.80
	Total	219,376	1,111,346.55

Date	Registered Company	Quantity	Value
24/09/2012	HSBC Custody Nominees (Australia) Limited.	663	2,691.78
25/09/2012	HSBC Custody Nominees (Australia) Limited.	226,994	910,245.94
26/09/2012	HSBC Custody Nominees (Australia) Limited.	91,318	368,924.72
18/10/2012	HSBC Custody Nominees (Australia) Limited.	59,080	248,726.80
11/12/2012	HSBC Custody Nominees (Australia) Limited.	7,891	34,404.76
19/12/2012	HSBC Custody Nominees (Australia) Limited.	117,481	575,656.90
20/12/2012	HSBC Custody Nominees (Australia) Limited.	77,991	375,136.71
21/12/2012	HSBC Custody Nominees (Australia) Limited.	16,389	79,486.65
24/12/2012	HSBC Custody Nominees (Australia) Limited.	-10,394	-49,267.56
24/12/2012	HSBC Custody Nominees (Australia) Limited.	-11,795	-55,908.30
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-64,276	-306,596.52
28/12/2012	HSBC Custody Nominees (Australia) Limited.	-8,105	-38,660.85
28/12/2012	HSBC Custody Nominees (Australia) Limited.	-24,822	-118,400.94
28/12/2012	HSBC Custody Nominees (Australia) Limited.	-52,499	-250,420.23
31/12/2012	HSBC Custody Nominees (Australia) Limited.	-23,403	-109,526.04
31/12/2012	HSBC Custody Nominees (Australia) Limited.	-11,800	-55,224.00
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-18,751	-87,942.19
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-75,846	-357,234.66
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-74,802	-352,317.42
2/01/2013	HSBC Custody Nominees (Australia) Limited.	-5,088	-23,964.48

9/01/2013	HSBC Custody Nominees (Australia) Limited.	44,371	210,762.25
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-47,090	-218,968.50
10/01/2013	HSBC Custody Nominees (Australia) Limited.	-11,129	-51,638.56
15/01/2013	HSBC Custody Nominees (Australia) Limited.	65,717	300,326.69
1/02/2013	HSBC Custody Nominees (Australia) Limited.	-31,748	-148,898.12
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-6,430	-30,928.30
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-3,730	-17,941.30
6/02/2013	HSBC Custody Nominees (Australia) Limited.	39,837	193,607.82
13/02/2013	HSBC Custody Nominees (Australia) Limited.	318,046	1,555,244.94
14/02/2013	HSBC Custody Nominees (Australia) Limited.	98,369	481,024.41
15/02/2013	HSBC Custody Nominees (Australia) Limited.	47,947	229,666.13
21/02/2013	HSBC Custody Nominees (Australia) Limited.	66,613	313,081.10
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-2,265	-10,645.50
26/02/2013	HSBC Custody Nominees (Australia) Limited.	47,959	219,172.63
	Total	842,693	3,813,676.76

Date	Registered Company	Quantity	Value
4/10/2012	IAG Nominees Limited	-12,203	-50,764.48
4/10/2012	IAG Nominees Limited	-12,208	-50,785.28
19/12/2012	IAG Nominees Limited	50,662	248,243.80
19/12/2012	IAG Nominees Limited	50,777	248,807.30
22/01/2013	IAG Nominees Limited	-22,843	-100,737.63
22/01/2013	IAG Nominees Limited	-2,547	-11,232.27
23/01/2013	IAG Nominees Limited	-15,103	-66,151.14
23/01/2013	IAG Nominees Limited	-293	-1,283.34
5/02/2013	IAG Nominees Limited	4,490	21,507.10
5/02/2013	IAG Nominees Limited	5,835	27,949.65
12/02/2013	IAG Nominees Limited	7,311	35,458.35
12/02/2013	IAG Nominees Limited	12,797	62,065.45
21/02/2013	IAG Nominees Limited	-728	-3,421.60
21/02/2013	IAG Nominees Limited	-1,279	-6,011.30
	Total	64,668	353,644.61

Date	Registered Company	Quantity	Value
18/10/2012	JP Morgan Chase Bank	70,072	295,003.12
20/12/2012	JP Morgan Chase Bank	51,835	249,326.35
21/12/2012	JP Morgan Chase Bank	10,892	52,826.20
	Total	132,799	597,155.67

Date	Registered Company	Quantity	Value
4/10/2012	National Australia Bank Limited	-9,315	-38,750.40
19/12/2012	National Australia Bank Limited	38,714	189,698.60
5/02/2013	National Australia Bank Limited	4,479	21,454.41
12/02/2013	National Australia Bank Limited	9,745	47,263.25
21/02/2013	National Australia Bank Limited	-972	-4,568.40
	Total	42,651	215,097.46

Date	Registered Company	Quantity	Value
24/09/2012	National Australian Custodian Services	809	3,284.54
24/09/2012	National Australian Custodian Services	420	1,705.20
24/09/2012	National Australian Custodian Services	208	844.48
25/09/2012	National Australian Custodian Services	39,681	159,120.81
25/09/2012	National Australian Custodian Services	20,610	82,646.10
25/09/2012	National Australian Custodian Services	10,895	43,688.95

26/09/2012	National Australian Custodian Services	13,217	53,396.68
26/09/2012	National Australian Custodian Services	6,874	27,770.96
26/09/2012	National Australian Custodian Services	3,710	14,988.40
11/12/2012	National Australian Custodian Services	30,537	133,141.32
11/12/2012	National Australian Custodian Services	15,845	69,084.20
11/12/2012	National Australian Custodian Services	8,386	36,562.96
24/12/2012	National Australian Custodian Services	-2,239	-10,612.86
24/12/2012	National Australian Custodian Services	-1,146	-5,432.04
24/12/2012	National Australian Custodian Services	-607	-2,877.18
27/12/2012	National Australian Custodian Services	-9,462	-45,133.74
27/12/2012	National Australian Custodian Services	-4,898	-23,363.46
27/12/2012	National Australian Custodian Services	-2,598	-12,392.46
28/12/2012	National Australian Custodian Services	-15,115	-72,098.55
28/12/2012	National Australian Custodian Services	-7,856	-37,473.12
28/12/2012	National Australian Custodian Services	-2,867	-13,675.59
28/12/2012	National Australian Custodian Services	-1,301	-6,205.77
31/12/2012	National Australian Custodian Services	-4,472	-20,928.96
31/12/2012	National Australian Custodian Services	-2,306	-10,792.08
31/12/2012	National Australian Custodian Services	-1,223	-5,723.64
2/01/2013	National Australian Custodian Services	-29,123	-137,169.33
2/01/2013	National Australian Custodian Services	-1,818	-8,526.42
2/01/2013	National Australian Custodian Services	-1,688	-7,916.72
2/01/2013	National Australian Custodian Services	-728	-3,414.32
2/01/2013	National Australian Custodian Services	-1,096	-5,140.24
2/01/2013	National Australian Custodian Services	-15,153	-71,370.63
2/01/2013	National Australian Custodian Services	-2,126	-10,013.46
2/01/2013	National Australian Custodian Services	-968	-4,539.92
2/01/2013	National Australian Custodian Services	-3,373	-15,886.83
2/01/2013	National Australian Custodian Services	-2,540	-11,963.40
1/02/2013	National Australian Custodian Services	-5,189	-24,336.41
1/02/2013	National Australian Custodian Services	-184	-862.96
1/02/2013	National Australian Custodian Services	-2,792	-13,094.48
1/02/2013	National Australian Custodian Services	-673	-3,156.37
1/02/2013	National Australian Custodian Services	-808	-3,789.52
4/02/2013	National Australian Custodian Services	-1,719	-8,268.39
4/02/2013	National Australian Custodian Services	-30	-144.30
4/02/2013	National Australian Custodian Services	-863	-4,151.03
4/02/2013	National Australian Custodian Services	-474	-2,279.94
13/02/2013	National Australian Custodian Services	65,459	320,094.51
13/02/2013	National Australian Custodian Services	33,973	166,127.97
13/02/2013	National Australian Custodian Services	18,023	88,132.47
14/02/2013	National Australian Custodian Services	17,223	84,220.47
14/02/2013	National Australian Custodian Services	8,946	43,745.94
14/02/2013	National Australian Custodian Services	4,746	23,207.94
15/02/2013	National Australian Custodian Services	8,405	40,259.95
15/02/2013	National Australian Custodian Services	4,363	20,898.77
15/02/2013	National Australian Custodian Services	2,316	11,093.64
21/02/2013	National Australian Custodian Services	10,178	47,836.60
21/02/2013	National Australian Custodian Services	5,349	25,140.30
21/02/2013	National Australian Custodian Services	2,812	13,216.40
26/02/2013	National Australian Custodian Services	7,919	36,189.83
26/02/2013	National Australian Custodian Services	4,133	18,887.81
26/02/2013	National Australian Custodian Services	2,184	9,980.88
	Total	219,786	972,533.96

Date	Registered Company	Quantity	Value
24/09/2012	National Nominees Limited	230	933.80
25/09/2012	National Nominees Limited	11,974	48,015.74
26/09/2012	National Nominees Limited	4,080	16,483.20
11/12/2012	National Nominees Limited	9,206	40,138.16
24/12/2012	National Nominees Limited	-668	-3,166.32
27/12/2012	National Nominees Limited	-2,854	-13,613.58
28/12/2012	National Nominees Limited	-4,579	-21,841.83
31/12/2012	National Nominees Limited	-1,344	-6,289.92
2/01/2013	National Nominees Limited	-755	-3,540.95
2/01/2013	National Nominees Limited	-308	-1,444.52
2/01/2013	National Nominees Limited	-8,832	-41,598.72
1/02/2013	National Nominees Limited	-1,450	-6,800.50
1/02/2013	National Nominees Limited	-177	-830.13
4/02/2013	National Nominees Limited	-521	-2,506.01
13/02/2013	National Nominees Limited	19,807	96,856.23
14/02/2013	National Nominees Limited	5,215	25,501.35
15/02/2013	National Nominees Limited	2,544	12,185.76
21/02/2013	National Nominees Limited	3,382	15,895.40
26/02/2013	National Nominees Limited	2,494	11,397.58
	Total	37,444	165,774.74

Date	Registered Company	Quantity	Value
2/01/2013	UBS Wealth Management	80,913	381,100.23
2/01/2013	UBS Wealth Management	92,002	433,329.42
2/01/2013	UBS Wealth Management	68,307	321,725.97
3/01/2013	UBS Wealth Management	59,351	297,942.02
3/01/2013	UBS Wealth Management	68,018	341,450.36
3/01/2013	UBS Wealth Management	49,963	250,814.26
8/01/2013	UBS Wealth Management	23,698	115,409.26
8/01/2013	UBS Wealth Management	26,906	131,032.22
8/01/2013	UBS Wealth Management	20,118	97,974.66
10/01/2013	UBS Wealth Management	22,630	105,229.50
10/01/2013	UBS Wealth Management	25,687	119,444.55
10/01/2013	UBS Wealth Management	19,100	88,815.00
	Total	556,693	2,684,267.45

BT Investment Management (RE) Limited Total
: **2,225,828 10,464,697.91**

Westpac RE Limited

Date	Registered Company	Quantity	Value
20/09/2012	HSBC Custody Nominees (Australia) Limited.	-3,836	-15,919.40
20/09/2012	HSBC Custody Nominees (Australia) Limited.	-5,556	-23,057.40
21/09/2012	HSBC Custody Nominees (Australia) Limited.	-659	-2,728.26
24/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,989	-8,135.01
25/09/2012	HSBC Custody Nominees (Australia) Limited.	-4,896	-19,730.88
2/11/2012	HSBC Custody Nominees (Australia) Limited.	3,119	12,569.57
5/11/2012	HSBC Custody Nominees (Australia) Limited.	15,081	60,776.43
6/11/2012	HSBC Custody Nominees (Australia) Limited.	107,829	433,472.58
6/11/2012	HSBC Custody Nominees (Australia) Limited.	812	3,304.84
7/11/2012	HSBC Custody Nominees (Australia) Limited.	10,499	44,410.77

8/11/2012	HSBC Custody Nominees (Australia) Limited.	8,725	38,477.25
12/11/2012	HSBC Custody Nominees (Australia) Limited.	1,230	5,264.40
13/11/2012	HSBC Custody Nominees (Australia) Limited.	11,311	48,184.86
15/11/2012	HSBC Custody Nominees (Australia) Limited.	11,311	46,827.54
5/12/2012	HSBC Custody Nominees (Australia) Limited.	30,162	135,729.00
7/12/2012	HSBC Custody Nominees (Australia) Limited.	18,851	85,018.01
19/12/2012	HSBC Custody Nominees (Australia) Limited.	8,327	40,719.03
	Total	210,321	885,183.33
	Westpac RE Limited Total :	210,321	885,183.33

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– 26/02/2013

Westpac Banking Corporation	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Industrial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 Advances Pty Limited	Australia	Securitor Financial Group Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Seed Pool Trust No. 2	Australia
Advance Asset Management Limited	Australia	Series 2005-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-2 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-3 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2012-1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Series 2013-1 WST Trust	Australia
Athena Finance Pty Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	Southern Cross Inc.	USA
Australian Loan Processing Security Trust	Australia	St.George Business Finance Pty Limited	Australia
Belliston Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Equity Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BLE Capital Limited	Australia	St.George Finance Limited	Australia
BLE Development Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Life Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management No.2 Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management (RE) 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 Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Life Limited	Australia	TIF International 1 Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W1 Investments Pty Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Receivables Corp Pty Limited	Australia

BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
BTIM UK Limited	UK	Westpac Administration Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Altitude Rewards Trust	Australia
CBA Limited	Australia	Westpac Americas Inc.	USA
Challenge Finance Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Limited	Australia	Westpac Bank of Tonga	Tonga
Codrington S.a.r.l.	Luxembourg	Westpac Bank Samoa Limited	Samoa
Crusade ABS Series 2008-2	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Corporation	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 49	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 54	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 55	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 (No.1) Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2004	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2005	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Limited	Australia
Crusade Management Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Services Limited	Australia
FAI Trust No 2	Australia	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Gemini Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Investment Capital Corporation	USA
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia

Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investments U.K. Limited	UK
Hastings Forests Australia Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation No. 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Private Equity Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Inc.	USA
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Orion Trust	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 1 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
Phoenix Trust	Australia	Westpac USA Inc.	USA

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia