
Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme UGL LIMITED (UGL)

ACN/ARSN ACN 009 180 287

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

The holder became a substantial holder on 02/09/2016

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	8,656,476	8,656,476	
Total	8,656,476	8,656,476	5.20%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	59,569	Ordinary

BT Funds Management Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	439,240	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	322,918	Ordinary
BT Investment Management (Fund Services) Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	3,324,158	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	4,491,062	Ordinary
Equity Desk - (WIB) Westpac Institutional Bank *	Westpac Institutional Bank (WIB): provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for companies and institutions in Australia and New Zealand. In this capacity, can exercise the power to vote or dispose of the shares.	12,940	Ordinary

	* WIB is a business name of the Westpac Banking Corporation.		
Westpac RE 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.	6,589	Ordinary

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	6,589 Ordinary
Equity Desk - (WIB) Westpac Institutional Bank	Equity Desk - (WIB) Westpac Institutional Bank	See Annexure 'A'	12,940 Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	59,569 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	322,918 Ordinary
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	See Annexure 'A'	439,240 Ordinary
BT Investment Management (Fund Services) Limited	UBS Wealth Management HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	3,324,158 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited	See Annexure 'A'	4,491,062 Ordinary

	JP Morgan Chase Bank		
	National Nominees Limited		
	State Street Australia Limited		
	National Australia Bank Limited		

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Equity Desk - (WIB) Westpac Institutional Bank	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
UGL LIMITED (UGL)	The Company Secretary UGL LIMITED (UGL) Level 10, 40 Miller Street North Sydney NSW 2060 Tel: 61 2 8925 8925

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 06/09/2016

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

ANNEXURE A

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

Tim Hartin – Company Secretary, Westpac Banking Corporation – 06/09/2016

Sales & Purchases for the period : 2/05/2016 to 2/09/2016

SECURITY: UGL

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
5/05/2016	Asgard Capital Management Limited	-685	-2,123.50	Ordinary
6/05/2016	Asgard Capital Management Limited	-228	-738.72	Ordinary
6/05/2016	Asgard Capital Management Limited	-1,145	-3,709.80	Ordinary
23/05/2016	Asgard Capital Management Limited	-507	-1,657.89	Ordinary
23/05/2016	Asgard Capital Management Limited	-88	-287.76	Ordinary
23/05/2016	Asgard Capital Management Limited	88	287.76	Ordinary
24/05/2016	Asgard Capital Management Limited	4,643	14,996.89	Ordinary
7/06/2016	Asgard Capital Management Limited	1,500	3,315.00	Ordinary
14/06/2016	Asgard Capital Management Limited	-547	-1,159.64	Ordinary
15/06/2016	Asgard Capital Management Limited	-4,643	-9,796.73	Ordinary
15/06/2016	Asgard Capital Management Limited	-477	-1,001.70	Ordinary
20/06/2016	Asgard Capital Management Limited	720	1,555.20	Ordinary
20/06/2016	Asgard Capital Management Limited	-417	-896.55	Ordinary
5/07/2016	Asgard Capital Management Limited	-177	-377.01	Ordinary
7/07/2016	Asgard Capital Management Limited	-1,719	-3,627.09	Ordinary
13/07/2016	Asgard Capital Management Limited	-306	-651.78	Ordinary
22/07/2016	Asgard Capital Management Limited	-1,461	-3,491.79	Ordinary
25/07/2016	Asgard Capital Management Limited	-500	-1,205.00	Ordinary
5/08/2016	Asgard Capital Management Limited	-5,804	-13,813.52	Ordinary
11/08/2016	Asgard Capital Management Limited	-422	-991.7	Ordinary
18/08/2016	Asgard Capital Management Limited	-2,855	-7,651.40	Ordinary
1/09/2016	Asgard Capital Management Limited	-720	-1,764.00	Ordinary
	Total	-15,750	-34,790.73	Ordinary
	Asgard Capital Management Limited Total :	-15,750	-34,790.73	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
3/05/2016	Asgard Capital Management Limited	-3,986	-12,715.34	Ordinary
6/05/2016	Asgard Capital Management Limited	228	738.72	Ordinary
6/05/2016	Asgard Capital Management Limited	1,145	3,709.80	Ordinary
19/05/2016	Asgard Capital Management Limited	-1,145	-3,549.50	Ordinary
23/05/2016	Asgard Capital Management Limited	-228	-745.56	Ordinary
23/05/2016	Asgard Capital Management Limited	228	745.56	Ordinary

25/05/2016	Asgard Capital Management Limited	-620	-2,070.80	Ordinary
26/05/2016	Asgard Capital Management Limited	-710	-2,385.60	Ordinary
27/05/2016	Asgard Capital Management Limited	-228	-770.64	Ordinary
22/06/2016	Asgard Capital Management Limited	-2,370	-5,142.90	Ordinary
30/06/2016	Asgard Capital Management Limited	-720	-1,562.40	Ordinary
18/07/2016	Asgard Capital Management Limited	-1,181	-2,728.11	Ordinary
19/07/2016	Asgard Capital Management Limited	-632	-1,453.60	Ordinary
22/07/2016	Asgard Capital Management Limited	1,461	3,491.79	Ordinary
5/08/2016	Asgard Capital Management Limited	5,804	13,813.52	Ordinary
12/08/2016	Asgard Capital Management Limited	-1,200	-2,856.00	Ordinary
17/08/2016	Asgard Capital Management Limited	-377	-931.19	Ordinary
18/08/2016	Asgard Capital Management Limited	2,855	7,651.40	Ordinary
	Total	-1,676	-6,760.85	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
3/05/2016	BT Portfolio Services Limited	-480	-1,490.06	Ordinary
3/05/2016	BT Portfolio Services Limited	-170	-511.24	Ordinary
3/05/2016	BT Portfolio Services Limited	-1,161	-3,655.64	Ordinary
3/05/2016	BT Portfolio Services Limited	-1,310	-4,142.61	Ordinary
4/05/2016	BT Portfolio Services Limited	-990	-3,158.10	Ordinary
4/05/2016	BT Portfolio Services Limited	990	3,158.10	Ordinary
5/05/2016	BT Portfolio Services Limited	-424	-1,299.26	Ordinary
9/05/2016	BT Portfolio Services Limited	-653	-2,109.19	Ordinary
11/05/2016	BT Portfolio Services Limited	-410	-1,277.72	Ordinary
12/05/2016	BT Portfolio Services Limited	-386	-1,204.67	Ordinary
12/05/2016	BT Portfolio Services Limited	-990	-3,171.27	Ordinary
13/05/2016	BT Portfolio Services Limited	-589	-1,836.68	Ordinary
13/05/2016	BT Portfolio Services Limited	360	1,141.20	Ordinary
16/05/2016	BT Portfolio Services Limited	-125	-362.41	Ordinary
16/05/2016	BT Portfolio Services Limited	-2,000	-6,343.60	Ordinary
17/05/2016	BT Portfolio Services Limited	-391	-1,199.24	Ordinary
18/05/2016	BT Portfolio Services Limited	-1,300	-4,032.60	Ordinary
23/05/2016	BT Portfolio Services Limited	-4,000	-13,023.60	Ordinary
26/05/2016	BT Portfolio Services Limited	-1,215	-4,046.07	Ordinary
26/05/2016	BT Portfolio Services Limited	-1,200	-4,007.64	Ordinary
31/05/2016	BT Portfolio Services Limited	-688	-2,316.63	Ordinary
31/05/2016	BT Portfolio Services Limited	-492	-1,646.28	Ordinary
31/05/2016	BT Portfolio Services Limited	-445	-1,485.54	Ordinary
31/05/2016	BT Portfolio Services Limited	-455	-1,556.10	Ordinary
31/05/2016	BT Portfolio Services Limited	455	1,556.10	Ordinary
1/06/2016	BT Portfolio Services Limited	-1,760	-6,019.38	Ordinary
1/06/2016	BT Portfolio Services Limited	-400	-1,349.68	Ordinary
3/06/2016	BT Portfolio Services Limited	-399	-1,344.19	Ordinary
9/06/2016	BT Portfolio Services Limited	-405	-814.17	Ordinary
15/06/2016	BT Portfolio Services Limited	450	954	Ordinary
15/06/2016	BT Portfolio Services Limited	-360	-723.28	Ordinary
15/06/2016	BT Portfolio Services Limited	-1,500	-3,083.70	Ordinary
15/06/2016	BT Portfolio Services Limited	-450	-954	Ordinary

20/06/2016	BT Portfolio Services Limited	-932	-1,911.63	Ordinary
21/06/2016	BT Portfolio Services Limited	-1,950	-4,118.01	Ordinary
23/06/2016	BT Portfolio Services Limited	-1,081	-2,287.83	Ordinary
23/06/2016	BT Portfolio Services Limited	-940	-2,039.80	Ordinary
23/06/2016	BT Portfolio Services Limited	940	2,039.80	Ordinary
24/06/2016	BT Portfolio Services Limited	-195	-382.9	Ordinary
27/06/2016	BT Portfolio Services Limited	-510	-1,042.29	Ordinary
30/06/2016	BT Portfolio Services Limited	-1,060	-2,353.20	Ordinary
30/06/2016	BT Portfolio Services Limited	1,060	2,353.20	Ordinary
6/07/2016	BT Portfolio Services Limited	-1,060	-2,138.02	Ordinary
11/07/2016	BT Portfolio Services Limited	-1,115	-2,371.94	Ordinary
12/07/2016	BT Portfolio Services Limited	-227	-442.63	Ordinary
12/07/2016	BT Portfolio Services Limited	-2,150	-4,500.17	Ordinary
12/07/2016	BT Portfolio Services Limited	-828	-1,723.15	Ordinary
12/07/2016	BT Portfolio Services Limited	-525	-1,076.67	Ordinary
12/07/2016	BT Portfolio Services Limited	-1,020	-2,148.63	Ordinary
12/07/2016	BT Portfolio Services Limited	-1,150	-2,417.53	Ordinary
14/07/2016	BT Portfolio Services Limited	-1,258	-2,669.35	Ordinary
15/07/2016	BT Portfolio Services Limited	-800	-1,751.68	Ordinary
19/07/2016	BT Portfolio Services Limited	-781	-1,787.32	Ordinary
19/07/2016	BT Portfolio Services Limited	-1,854	-4,385.27	Ordinary
20/07/2016	BT Portfolio Services Limited	-699	-1,637.76	Ordinary
21/07/2016	BT Portfolio Services Limited	-670	-1,586.09	Ordinary
21/07/2016	BT Portfolio Services Limited	-901	-2,126.09	Ordinary
21/07/2016	BT Portfolio Services Limited	-1,267	-3,004.44	Ordinary
25/07/2016	BT Portfolio Services Limited	-1,257	-2,955.33	Ordinary
26/07/2016	BT Portfolio Services Limited	-760	-1,787.67	Ordinary
27/07/2016	BT Portfolio Services Limited	-436	-1,014.44	Ordinary
28/07/2016	BT Portfolio Services Limited	-832	-1,993.72	Ordinary
1/08/2016	BT Portfolio Services Limited	-129	-317.34	Ordinary
1/08/2016	BT Portfolio Services Limited	129	317.34	Ordinary
3/08/2016	BT Portfolio Services Limited	-349	-759.39	Ordinary
11/08/2016	BT Portfolio Services Limited	-690	-1,543.74	Ordinary
15/08/2016	BT Portfolio Services Limited	-2,400	-5,784.00	Ordinary
15/08/2016	BT Portfolio Services Limited	2,400	5,784.00	Ordinary
15/08/2016	BT Portfolio Services Limited	-765	-1,856.58	Ordinary
16/08/2016	BT Portfolio Services Limited	-2,000	-4,963.60	Ordinary
17/08/2016	BT Portfolio Services Limited	-110	-235.36	Ordinary
18/08/2016	BT Portfolio Services Limited	-514	-1,238.38	Ordinary
19/08/2016	BT Portfolio Services Limited	-129	-314.54	Ordinary
19/08/2016	BT Portfolio Services Limited	-612	-1,640.22	Ordinary
23/08/2016	BT Portfolio Services Limited	-523	-1,344.37	Ordinary
26/08/2016	BT Portfolio Services Limited	-1,749	-4,494.93	Ordinary
26/08/2016	BT Portfolio Services Limited	1,749	4,494.93	Ordinary
29/08/2016	BT Portfolio Services Limited	-2,000	-5,163.60	Ordinary
30/08/2016	BT Portfolio Services Limited	-456	-1,146.48	Ordinary
1/09/2016	BT Portfolio Services Limited	-1,850	-4,481.81	Ordinary
	Total	-57,149	-149,303.76	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
19/05/2016	HSBC Custody Nominees (Australia) Limited.	22,777	70,836.47	Ordinary
	Total	22,777	70,836.47	Ordinary
	BT Funds Management Limited Total :	-36,048	-85,228.14	

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
22/08/2016	HSBC Custody Nominees (Australia) Limited.	7,868	21,794.36	Ordinary
22/08/2016	HSBC Custody Nominees (Australia) Limited.	24,723	68,482.71	Ordinary
23/08/2016	HSBC Custody Nominees (Australia) Limited.	16,840	44,457.60	Ordinary
24/08/2016	HSBC Custody Nominees (Australia) Limited.	31,290	81,354.00	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	30,315	77,303.25	Ordinary
26/08/2016	HSBC Custody Nominees (Australia) Limited.	51,311	132,382.38	Ordinary
29/08/2016	HSBC Custody Nominees (Australia) Limited.	30,477	79,240.20	Ordinary
30/08/2016	HSBC Custody Nominees (Australia) Limited.	33,902	86,789.12	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	48,253	121,115.03	Ordinary
1/09/2016	HSBC Custody Nominees (Australia) Limited.	5,941	14,555.45	Ordinary
2/09/2016	HSBC Custody Nominees (Australia) Limited.	2,455	5,965.65	Ordinary
2/09/2016	HSBC Custody Nominees (Australia) Limited.	39,543	93,716.91	Ordinary
	Total	322,918	827,156.66	Ordinary
	BT Funds Management No.2 Limited Total :	322,918	827,156.66	

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
16/06/2016	HSBC Custody Nominees (Australia) Limited.	108,966	227,738.94	Ordinary
16/06/2016	HSBC Custody Nominees (Australia) Limited.	203,627	423,544.16	Ordinary
17/06/2016	HSBC Custody Nominees (Australia) Limited.	49,585	103,136.80	Ordinary
20/06/2016	HSBC Custody Nominees (Australia) Limited.	40,725	88,373.25	Ordinary
20/06/2016	HSBC Custody Nominees (Australia) Limited.	3,816	8,318.88	Ordinary
21/06/2016	HSBC Custody Nominees (Australia) Limited.	17,568	37,771.20	Ordinary
22/06/2016	HSBC Custody Nominees (Australia) Limited.	27,482	59,635.94	Ordinary
23/06/2016	HSBC Custody Nominees (Australia) Limited.	64,956	144,851.88	Ordinary
29/06/2016	HSBC Custody Nominees (Australia) Limited.	24,944	54,876.80	Ordinary
2/08/2016	HSBC Custody Nominees (Australia) Limited.	29,898	71,157.24	Ordinary
3/08/2016	HSBC Custody Nominees (Australia) Limited.	53,826	124,876.32	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	49,707	117,805.59	Ordinary
5/08/2016	HSBC Custody Nominees (Australia) Limited.	37,081	88,623.59	Ordinary
22/08/2016	HSBC Custody Nominees (Australia) Limited.	143,076	396,320.52	Ordinary
22/08/2016	HSBC Custody Nominees (Australia) Limited.	45,533	126,126.41	Ordinary
22/08/2016	HSBC Custody Nominees (Australia) Limited.	42,033	116,431.41	Ordinary
22/08/2016	HSBC Custody Nominees (Australia) Limited.	13,377	37,054.29	Ordinary
23/08/2016	HSBC Custody Nominees (Australia) Limited.	97,406	257,151.84	Ordinary

24/08/2016	HSBC Custody Nominees (Australia) Limited.	181,009	470,623.40	Ordinary
25/08/2016	HSBC Custody Nominees (Australia) Limited.	176,312	449,595.60	Ordinary
26/08/2016	HSBC Custody Nominees (Australia) Limited.	297,295	767,021.10	Ordinary
29/08/2016	HSBC Custody Nominees (Australia) Limited.	176,587	459,126.20	Ordinary
30/08/2016	HSBC Custody Nominees (Australia) Limited.	196,429	502,858.24	Ordinary
31/08/2016	HSBC Custody Nominees (Australia) Limited.	279,576	701,735.76	Ordinary
1/09/2016	HSBC Custody Nominees (Australia) Limited.	34,419	84,326.55	Ordinary
2/09/2016	HSBC Custody Nominees (Australia) Limited.	14,492	35,215.56	Ordinary
2/09/2016	HSBC Custody Nominees (Australia) Limited.	233,474	553,333.38	Ordinary
	Total	2,643,199	6,507,630.85	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
10/06/2016	UBS Wealth Management	227,063	494,997.34	Ordinary
14/06/2016	UBS Wealth Management	119,699	253,761.88	Ordinary
15/06/2016	UBS Wealth Management	54,569	116,231.97	Ordinary
16/06/2016	UBS Wealth Management	75,021	156,043.68	Ordinary
16/06/2016	UBS Wealth Management	40,146	83,905.14	Ordinary
17/06/2016	UBS Wealth Management	18,268	37,997.44	Ordinary
20/06/2016	UBS Wealth Management	15,004	32,558.68	Ordinary
20/06/2016	UBS Wealth Management	1,406	3,065.08	Ordinary
22/06/2016	UBS Wealth Management	38,585	83,729.45	Ordinary
23/06/2016	UBS Wealth Management	91,198	203,371.54	Ordinary
	Total	680,959	1,465,662.20	Ordinary

BT Investment Management (Fund Services) Limited
Total : **3,324,158** **7,973,293.05**

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
22/08/2016	Australia and New Zealand Banking Group Limited	4,603	12,750.31	Ordinary
22/08/2016	Australia and New Zealand Banking Group Limited	1,465	4,058.05	Ordinary
23/08/2016	Australia and New Zealand Banking Group Limited	4,111	10,853.04	Ordinary
24/08/2016	Australia and New Zealand Banking Group Limited	6,001	15,602.60	Ordinary
25/08/2016	Australia and New Zealand Banking Group Limited	6,079	15,501.45	Ordinary
26/08/2016	Australia and New Zealand Banking Group Limited	9,554	24,649.32	Ordinary
29/08/2016	Australia and New Zealand Banking Group Limited	5,675	14,755.00	Ordinary
30/08/2016	Australia and New Zealand Banking Group Limited	6,313	16,161.28	Ordinary
31/08/2016	Australia and New Zealand Banking Group Limited	8,985	22,552.35	Ordinary
1/09/2016	Australia and New Zealand Banking Group Limited	1,106	2,709.70	Ordinary
2/09/2016	Australia and New Zealand Banking Group Limited	473	1,149.39	Ordinary
2/09/2016	Australia and New Zealand Banking Group Limited	7,612	18,040.44	Ordinary
	Total	61,977	158,782.93	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
13/07/2016	JP Morgan Chase Bank	95,000	208,050.00	Ordinary
28/07/2016	JP Morgan Chase Bank	43,000	105,780.00	Ordinary
2/08/2016	JP Morgan Chase Bank	36,237	82,982.73	Ordinary
2/08/2016	JP Morgan Chase Bank	10,851	25,825.38	Ordinary

3/08/2016	JP Morgan Chase Bank	19,536	45,323.52	Ordinary
4/08/2016	JP Morgan Chase Bank	15,207	36,040.59	Ordinary
5/08/2016	JP Morgan Chase Bank	11,344	27,112.16	Ordinary
22/08/2016	JP Morgan Chase Bank	12,684	35,134.68	Ordinary
22/08/2016	JP Morgan Chase Bank	4,037	11,182.49	Ordinary
	Total	247,896	577,431.55	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
16/06/2016	National Australia Bank Limited	332,882	695,723.38	Ordinary
16/06/2016	National Australia Bank Limited	622,059	1,293,882.72	Ordinary
17/06/2016	National Australia Bank Limited	151,476	315,070.08	Ordinary
20/06/2016	National Australia Bank Limited	11,656	25,410.08	Ordinary
20/06/2016	National Australia Bank Limited	124,413	269,976.21	Ordinary
21/06/2016	National Australia Bank Limited	39,342	84,585.30	Ordinary
22/06/2016	National Australia Bank Limited	82,386	178,777.62	Ordinary
23/06/2016	National Australia Bank Limited	194,722	434,230.06	Ordinary
29/06/2016	National Australia Bank Limited	70,132	154,290.40	Ordinary
2/08/2016	National Australia Bank Limited	94,925	225,921.50	Ordinary
3/08/2016	National Australia Bank Limited	170,899	396,485.68	Ordinary
4/08/2016	National Australia Bank Limited	131,254	311,071.98	Ordinary
5/08/2016	National Australia Bank Limited	97,912	234,009.68	Ordinary
22/08/2016	National Australia Bank Limited	108,684	301,054.68	Ordinary
22/08/2016	National Australia Bank Limited	34,589	95,811.53	Ordinary
	Total	2,267,331	5,016,300.90	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
10/06/2016	National Nominees Limited	300,805	655,754.90	Ordinary
14/06/2016	National Nominees Limited	158,697	336,437.64	Ordinary
15/06/2016	National Nominees Limited	72,347	154,099.11	Ordinary
16/06/2016	National Nominees Limited	99,293	206,529.44	Ordinary
16/06/2016	National Nominees Limited	53,134	111,050.06	Ordinary
17/06/2016	National Nominees Limited	24,179	50,292.32	Ordinary
20/06/2016	National Nominees Limited	1,861	4,056.98	Ordinary
20/06/2016	National Nominees Limited	19,858	43,091.86	Ordinary
22/06/2016	National Nominees Limited	50,741	110,107.97	Ordinary
23/06/2016	National Nominees Limited	119,930	267,443.90	Ordinary
14/07/2016	National Nominees Limited	54,051	116,209.65	Ordinary
	Total	954,896	2,055,073.83	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
22/08/2016	State Street Australia Limited	24,307	67,330.39	Ordinary
22/08/2016	State Street Australia Limited	48,872	135,375.44	Ordinary
22/08/2016	State Street Australia Limited	15,554	43,084.58	Ordinary
22/08/2016	State Street Australia Limited	7,736	21,428.72	Ordinary
23/08/2016	State Street Australia Limited	16,551	43,694.64	Ordinary
23/08/2016	State Street Australia Limited	33,274	87,843.36	Ordinary
24/08/2016	State Street Australia Limited	61,833	160,765.80	Ordinary

24/08/2016	State Street Australia Limited	30,756	79,965.60	Ordinary
25/08/2016	State Street Australia Limited	60,128	153,326.40	Ordinary
25/08/2016	State Street Australia Limited	29,915	76,283.25	Ordinary
26/08/2016	State Street Australia Limited	101,508	261,890.64	Ordinary
26/08/2016	State Street Australia Limited	50,493	130,271.94	Ordinary
29/08/2016	State Street Australia Limited	60,294	156,764.40	Ordinary
29/08/2016	State Street Australia Limited	29,991	77,976.60	Ordinary
30/08/2016	State Street Australia Limited	67,069	171,696.64	Ordinary
30/08/2016	State Street Australia Limited	33,362	85,406.72	Ordinary
31/08/2016	State Street Australia Limited	95,457	239,597.07	Ordinary
31/08/2016	State Street Australia Limited	47,483	119,182.33	Ordinary
1/09/2016	State Street Australia Limited	11,752	28,792.40	Ordinary
1/09/2016	State Street Australia Limited	5,846	14,322.70	Ordinary
2/09/2016	State Street Australia Limited	4,949	12,026.07	Ordinary
2/09/2016	State Street Australia Limited	79,730	188,960.10	Ordinary
2/09/2016	State Street Australia Limited	2,461	5,980.23	Ordinary
2/09/2016	State Street Australia Limited	39,641	93,949.17	Ordinary
	Total	958,962	2,455,915.19	Ordinary

BT Investment Management (Institutional) Limited Total
: **4,491,062 10,263,504.40**

Westpac RE Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
2/09/2016	HSBC Custody Nominees (Australia) Limited.	437	1,018.21	Ordinary
	Total	437	1,018.21	Ordinary
	Westpac RE Limited Total :	437	1,018.21	

Equity Desk - (WIB) Westpac Institutional Bank *

Date	Registered Company	Quantity	Consideration	Class of Securities
23/05/2016	Equity Desk - (WIB) Westpac Institutional Bank	5,000	16,650.00	Ordinary
6/06/2016	Equity Desk - (WIB) Westpac Institutional Bank	-2,500	-5,925.00	Ordinary
6/07/2016	Equity Desk - (WIB) Westpac Institutional Bank	-200	-734.08	Ordinary
24/08/2016	Equity Desk - (WIB) Westpac Institutional Bank	-200	-519	Ordinary
24/08/2016	Equity Desk - (WIB) Westpac Institutional Bank	200	519	Ordinary
	Total	2,300	9,990.92	Ordinary
	Equity Desk - (WIB) Westpac Institutional Bank * Total :	2,300	9,990.92	

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 06/09/2016

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

Challenge Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Management Pty Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Databank 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
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Financial Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Funds Financing Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac General Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac Investment Capital Corporation	USA
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Investment Management (Europe) Ltd	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life Insurance Services Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hickory Trust	Australia	Westpac New Zealand Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand

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