# **Form 604**

**Corporations Act 2001**

**Section 671B**

## Notice of change of interests of substantial holder

To Company Name/Scheme FAT PROPHETS GLOBAL PROPERTY FUND (FPP)

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ACN/ARSN  ARSN 619 970 786

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

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

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ACN/ARSN (if applicable) ACN 007 457 141

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There was a change in the interests of the

substantial holder on 19/04/2018

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The previous notice was given to the company on 12/10/2017

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The previous notice was dated 10/10/2017

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1. **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 | 764,417 | 5.04% | 937,668 | 6.18% |

1. **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 |
| 19/04/2018 | WBC & its Associates, Westpac RE Limited, BT Funds Management Limited | See Annexure 'A' | See Annexure 'A' | See Annexure 'A' | See Annexure 'A' |

1. **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 |
| BT Funds Management Limited | BT Portfolio Services 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. | 907,668,  Ordinary | 907,668 |
| 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. | 30,000,  Ordinary | 30,000 |

1. **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 |
|  |  |

1. **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 RE 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 |
| FAT PROPHETS GLOBAL PROPERTY FUND (FPP) | The Company Secretary  FAT PROPHETS GLOBAL PROPERTY FUND (FPP)  Level 11, 20 Hunter Street  Sydney NSW 200 |

### Signature

Print name Tim Hartin Capacity Company Secretary

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Sign here Date 23/04/2018

#### 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:
7. 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
8. 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.

1. 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.
2. 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”.
3. 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 23/04/2018

**TRANSACTION HISTORY**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Sales & Purchases for the period : 11/10/2017 to 19/04/2018 | | |  |  |  |  |
| SECURITY: FPP | |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  | |  |  |  |  |  |
| **BT Funds Management Limited** | |  |  |  |  |  |
|  |  |  |  |  |  |  |
| **Date** | **Registered Company** | **Nature of Change** | **Quantity** | **Consideration** | **Class of Securities** | **Person’s votes affected** |
| 26/10/2017 | BT Portfolio Services Limited | Purchase | 576 | 604.80 | Ordinary | 576 |
| 31/10/2017 | BT Portfolio Services Limited | Purchase | 2,722 | 2,934.32 | Ordinary | 2,722 |
| 1/11/2017 | BT Portfolio Services Limited | Purchase | 5,171 | 5,646.21 | Ordinary | 5,171 |
| 1/11/2017 | BT Portfolio Services Limited | Purchase | 46,910 | 51,080.30 | Ordinary | 46,910 |
| 1/11/2017 | BT Portfolio Services Limited | Purchase | 30,962 | 33,714.52 | Ordinary | 30,962 |
| 2/11/2017 | BT Portfolio Services Limited | Purchase | 10,567 | 11,870.97 | Ordinary | 10,567 |
| 8/11/2017 | BT Portfolio Services Limited | Purchase | 3,171 | 3,478.27 | Ordinary | 3,171 |
| 8/11/2017 | BT Portfolio Services Limited | Sale | -5,171 | -5,716.54 | Ordinary | 5,171 |
| 16/11/2017 | BT Portfolio Services Limited | Purchase | 2,000 | 2,220.00 | Ordinary | 2,000 |
| 13/12/2017 | BT Portfolio Services Limited | Purchase | 68 | 74.12 | Ordinary | 68 |
| 13/12/2017 | BT Portfolio Services Limited | Purchase | 7,546 | 8,247.02 | Ordinary | 7,546 |
| 10/01/2018 | BT Portfolio Services Limited | Purchase | 1,122 | 1,244.86 | Ordinary | 1,122 |
| 12/01/2018 | BT Portfolio Services Limited | Purchase | 6,421 | 6,998.89 | Ordinary | 6,421 |
| 15/01/2018 | BT Portfolio Services Limited | Purchase | 9,374 | 10,239.22 | Ordinary | 9,374 |
| 19/02/2018 | BT Portfolio Services Limited | Purchase | 363 | 394.84 | Ordinary | 363 |
| 20/02/2018 | BT Portfolio Services Limited | Purchase | 11,248 | 12,260.32 | Ordinary | 11,248 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 3,506 | 3,773.16 | Ordinary | 3,506 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 3,326 | 3,580.77 | Ordinary | 3,326 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 2,860 | 3,082.22 | Ordinary | 2,860 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 2,761 | 2,976.08 | Ordinary | 2,761 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 4,146 | 4,458.19 | Ordinary | 4,146 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 3,322 | 3,576.47 | Ordinary | 3,322 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 2,370 | 2,557.70 | Ordinary | 2,370 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 1,066 | 1,162.47 | Ordinary | 1,066 |
| 9/03/2018 | BT Portfolio Services Limited | Purchase | 1,905 | 2,060.26 | Ordinary | 1,905 |
| 19/03/2018 | BT Portfolio Services Limited | Purchase | 11,525 | 12,043.63 | Ordinary | 11,525 |
| 19/03/2018 | BT Portfolio Services Limited | Sale | -11,525 | -12,043.63 | Ordinary | 11,525 |
| 29/03/2018 | BT Portfolio Services Limited | Sale | -3,180 | -3,111.95 | Ordinary | 3,180 |
| 13/04/2018 | BT Portfolio Services Limited | Purchase | 4,500 | 4,561.20 | Ordinary | 4,500 |
| 16/04/2018 | BT Portfolio Services Limited | Purchase | 3,063 | 3,093.63 | Ordinary | 3,063 |
| 19/04/2018 | BT Portfolio Services Limited | Purchase | 48,737 | 53,045.35 | Ordinary | 48,737 |
|  | **Total** |  | **211,432** | **230,107.68** |  |  |
|  |  |  |  |  |  |  |
|  | **BT Funds Management Limited Total :** |  | **211,432** | **230,107.68** |  |  |
|  |  |  |  |  |  |  |
| **Westpac RE Limited** | |  |  |  |  |  |
|  |  |  |  |  |  |  |
| **Date** | **Registered Company** | **Nature of Change** | **Quantity** | **Consideration** | **Class of Securities** | **Person’s votes affected** |
| 5/12/2017 | HSBC Custody Nominees (Australia) Limited. | Purchase | 16,469 | 18,445.28 | Ordinary | 16,469 |
| 7/12/2017 | HSBC Custody Nominees (Australia) Limited. | Purchase | 8,860 | 9,923.20 | Ordinary | 8,860 |
| 11/12/2017 | HSBC Custody Nominees (Australia) Limited. | Purchase | 4,671 | 5,231.52 | Ordinary | 4,671 |
| 9/02/2018 | HSBC Custody Nominees (Australia) Limited. | Sale | -68,181 | -76,362.72 | Ordinary | 68,181 |
|  | **Total** |  | **-38,181** | **-42,762.72** |  |  |
|  |  |  |  |  |  |  |
|  | **Westpac RE Limited Total :** |  | **-38,181** | **-42,762.72** |  |  |
|  |  |  |  |  |  |  |

**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 –23/04/2018

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Westpac Banking Corporation | Australia |  | SIE-LEASE (New Zealand) Pty Limited | New Zealand |
| 1925 (Commercial) Pty Limited | Australia |  | Sixty Martin Place (Holdings) Pty Limited | Australia |
| 1925 (Industrial) Pty Limited | Australia |  | St.George Business Finance Pty Limited | Australia |
| 1925 Advances Pty Limited | Australia |  | St.George Custodial Pty Limited | Australia |
| A.G.C. (Pacific) Limited | PNG |  | St.George Equity Finance Limited | Australia |
| Advance Asset Management Limited | Australia |  | St.George Finance Holdings Limited | Australia |
| Altitude Administration Pty Limited | Australia |  | St.George Finance Limited | Australia |
| Altitude Rewards Pty Limited | Australia |  | St.George Life Limited | Australia |
| Aotearoa Financial Services Limited | New Zealand |  | St.George Motor Finance Limited | Australia |
| Ascalon Capital Managers (Asia) Limited | Hong Kong |  | St.George Security Holdings Pty Limited | Australia |
| Ascalon Capital Managers Limited | Australia |  | Sydney Capital Corporation Inc. | USA |
| Ascalon Funds Seed Pool Trust | Australia |  | The Home Mortgage Company Limited | New Zealand |
| Asgard Capital Management Limited | Australia |  | Value Nominees Pty Limited | Australia |
| Asgard Wealth Solutions Limited | Australia |  | W2 Investments Pty Limited | Australia |
| Belliston Pty Limited | Australia |  | Waratah Receivables Corporation Pty Limited | Australia |
| Bill Acceptance Corporation Pty Limited | Australia |  | Waratah Securities Australia Limited | Australia |
| BT (Queensland) Pty Limited | Australia |  | Westpac (NZ) Investments Limited | New Zealand |
| BT Australia Pty Limited | Australia |  | Westpac Administration 2 **Pty** Limited | Australia |
| BT Financial Group (NZ) Limited | New Zealand |  | Westpac Administration 3 Pty Limited | Australia |
| BT Financial Group Pty Limited | Australia |  | Westpac Administration 4 Pty Limited | Australia |
| BT Funds Management (NZ) Limited | New Zealand |  | Westpac Administration Pty Limited | Australia |
| BT Funds Management Limited | Australia |  | Westpac Altitude Rewards Trust | Australia |
| BT Funds Management No.2 Limited | Australia |  | Westpac Americas Inc. | USA |
| BT Long Term Income Fund | Australia |  | Westpac Asian Lending Pty Limited | Australia |
| BT Portfolio Services Limited | Australia |  | Westpac Bank-PNG-Limited | Papua New Guinea |
| BT Private Nominees Pty Limited | Australia |  | Westpac Capital Markets Holding Corp. | USA |
| BT Securities Limited | Australia |  | Westpac Capital Markets LLC | USA |
| BT Short Term Income Fund | Australia |  | Westpac Capital-NZ-Limited | New Zealand |
| Capital Corporate Finance Limited | Australia |  | Westpac Cash PIE Fund | New Zealand |
| Capital Finance (NZ) Limited | Australia |  | Westpac Covered Bond Trust | Australia |
| Capital Finance Australia Limited | Australia |  | Westpac Custodian Nominees Pty Limited | Australia |
| Capital Finance New Zealand Limited | New Zealand |  | Westpac Databank Pty Limited | Australia |
| Capital Fleetlease Limited | Australia |  | Westpac Debt Securities Pty Limited | Australia |
| Capital Motor Finance Limited | Australia |  | Westpac Direct Equity Investments Pty Limited | Australia |
| Capital Rent Group Limited | Australia |  | Westpac Equity Holdings Pty Limited | Australia |
| CBA Limited | Australia |  | Westpac Equity Investments NZ Limited | New Zealand |
| Challenge Limited | Australia |  | Westpac Equity Pty Limited | Australia |
| Crusade ABS Series 2013-1 Trust | Australia |  | Westpac Europe Limited | UK |
| Crusade ABS Series 2015-1 Trust | Australia |  | Westpac Finance (HK) Limited | Hong Kong |
| Crusade ABS Series 2016-1 Trust | Australia |  | Westpac Financial Consultants Limited | Australia |
| Crusade ABS Series 2017-1 Trust | Australia |  | Westpac Financial Holdings Pty Limited | Australia |
| Crusade ABS Series 2017-1P Trust | Australia |  | Westpac Financial Services Group Limited | Australia |
| Crusade Management Limited | Australia |  | Westpac Financial Services Group-NZ-Limited | New Zealand |
| Crusade Trust No.2P of 2008 | Australia |  | Westpac Financial Services Limited | Australia |
| Danaby Pty Limited | Australia |  | Westpac General Insurance Limited | Australia |
| eQR Securities Pty. Limited | Australia |  | Westpac General Insurance Services Limited | Australia |
| General Credits Pty Limited | Australia |  | Westpac Global Capital Markets Pty Limited | Australia |
| Hastings Forestry Investments Limited | New Zealand |  | Westpac Group Investment-NZ-Limited | New Zealand |
| Hastings Forests Australia Pty Limited | Australia |  | Westpac Holdings-NZ-Limited | New Zealand |
| Hastings Funds Management Limited | Australia |  | Westpac Investment Capital Corporation | USA |
| Hastings Investment Management Pty Ltd | Australia |  | Westpac Investment Vehicle No.2 Pty Limited | Australia |
| Hastings Management Pty Limited | Australia |  | Westpac Investment Vehicle No.3 Pty Limited | Australia |
| Hastings Private Equity Fund IIA Pty Limited | Australia |  | Westpac Investment Vehicle Pty Limited | Australia |
| Hitton Pty Limited | Australia |  | Westpac Leasing Nominees-Vic.-Pty Limited | Australia |
| Infrastructure Research and Advisory Services Private Limited | India |  | Westpac Lenders Mortgage Insurance Limited | Australia |
| Magnitude Group Pty Limited | Australia |  | Westpac Life Insurance Services Limited | Australia |
| Mortgage Management Pty Limited | Australia |  | Westpac Life-NZ-Limited | New Zealand |
| Net Nominees Limited | Australia |  | Westpac New Zealand Group Limited | New Zealand |
| Number 120 Limited | New Zealand |  | Westpac New Zealand Limited | New Zealand |
| Oniston Pty Limited | Australia |  | Westpac New Zealand Staff Superannuation | Scheme Trustee Limited New Zealand |
| Partnership Pacific Pty Limited | Australia |  | Westpac Nominees-NZ-Limited | New Zealand |
| Partnership Pacific Securities Pty Limited | Australia |  | Westpac Notice Saver PIE Fund | New Zealand |
| Pashley Investments Pty Limited | Australia |  | Westpac NZ Covered Bond Holdings Limited | New Zealand |
| Planwise AU Pty Ltd | Australia |  | Westpac NZ Covered Bond Limited | New Zealand |
| Qvalent Pty Limited | Australia |  | Westpac NZ Operations Limited | New Zealand |
| RAMS Financial Group Pty Limited | Australia |  | Westpac NZ Securitisation Holdings Limited | New Zealand |
| Reinventure Fund II I.L.P | Australia |  | Westpac NZ Securitisation Limited | New Zealand |
| Reinventure Fund, I.L.P. | Australia |  | Westpac NZ Securitisation No.2 Limited | New Zealand |
| RMS Warehouse Trust 2007-1 | Australia |  | Westpac Overseas Holdings No. 2 Pty Limited | Australia |
| Sallmoor Pty Limited | Australia |  | Westpac Overseas Holdings Pty Limited | Australia |
| Securitor Financial Group Limited | Australia |  | Westpac Properties Limited | Australia |
| Seed Pool Trust No. 2 | Australia |  | Westpac RE Limited | Australia |
| Series 2008-1M WST Trust | Australia |  | Westpac Securities Administration Limited | Australia |
| Series 2009-1 WST Trust | Australia |  | Westpac Securities Limited | Australia |
| Series 2011-1 WST Trust | Australia |  | Westpac Securities NZ Limited | New Zealand |
| Series 2011-2 WST Trust | Australia |  | Westpac Securitisation Holdings Pty Limited | Australia |
| Series 2011-3 WST Trust | Australia |  | Westpac Securitisation Management Pty Limited | Australia |
| Series 2012-1 WST Trust | Australia |  | Westpac Singapore Limited | Singapore |
| Series 2013-1 WST Trust | Australia |  | Westpac Structured Products Limited | Australia |
| Series 2013-2 WST Trust | Australia |  | Westpac Superannuation Nominees-NZ-Limited | New Zealand |
| Series 2014-1 WST Trust | Australia |  | Westpac Syndications Management Pty Limited | Australia |
| Series 2014-2 WST Trust | Australia |  | Westpac Term PIE Fund | New Zealand |
| Series 2015-1 WST Trust | Australia |  | Westpac TPS Trust | Australia |
| SIE-LEASE (Australia) Limited | Australia |  | Westpac Unit Trust | Australia |