
Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme TOWER LIMITED (TWR)

ACN/ARSN ARBN 088 481 234

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

The holder became a substantial holder on 02/12/2013

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	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	10,397,169	10,397,169	5.02%

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	Registered holder of securities	Nature of relevant interest (6)	Number of securities
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	4,048

		securities held by these entities.	
BT Funds Management (NZ) Limited	.	BT Funds Management (NZ) 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.	10,393,121

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
Asgard Capital Management Limited	See Schedule	See Schedule	
BT Funds Management (NZ) Limited	See Schedule	See Schedule	

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 Schedule	See Schedule		

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
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Level 15, PWC Tower, 188 Quay Street, Auckland, New Zealand
TOWER LIMITED	The Company Secretary, Tower Limited Level 11, 22 Fanshawe Street AUCKLAND NEW ZEALAND Tel: +64 9 369 2000 Fax: +64 9 369 2160

Signature

print name Tim Hartin capacity Company Secretary

sign here _____ date 04/12/2013

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 6of 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 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 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).

See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (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) 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.

SCHEDULE

Sales & Purchases for the period : 02/08/2013 to 02/12/2013

SECURITY: TWR

BT Funds Management (NZ) Limited

Date	Registered Company	Quantity	Value
22/08/2013	BTNZ Unit Trust Nominees	28,800	47,710
22/08/2013	BTNZ Unit Trust Nominees	9,600	15,903
22/08/2013	BTNZ Unit Trust Nominees	19,000	31,475
22/08/2013	BTNZ Unit Trust Nominees	6,400	10,602
3/09/2013	BTNZ Unit Trust Nominees	7,578	12,825
3/09/2013	BTNZ Unit Trust Nominees	170,000	290,156
3/09/2013	BTNZ Unit Trust Nominees	130,000	221,884
3/09/2013	BTNZ Unit Trust Nominees	7,578	12,825
4/09/2013	BTNZ Unit Trust Nominees	150,000	259,032
18/09/2013	BTNZ Unit Trust Nominees	7,569	13,871
18/09/2013	BTNZ Unit Trust Nominees	5,046	9,247
20/09/2013	BTNZ Unit Trust Nominees	18,000	33,433
20/09/2013	BTNZ Unit Trust Nominees	12,000	22,289
30/09/2013	BTNZ Unit Trust Nominees	122,250	208,656
30/09/2013	BTNZ Unit Trust Nominees	623,475	1,064,147
30/09/2013	BTNZ Unit Trust Nominees	122,250	208,656
30/09/2013	BTNZ Unit Trust Nominees	623,475	1,064,147
21/10/2013	BTNZ Unit Trust Nominees	90,000	162,648
21/10/2013	BTNZ Unit Trust Nominees	60,000	108,432
1/11/2013	BTNZ Unit Trust Nominees	90,000	162,648
1/11/2013	BTNZ Unit Trust Nominees	60,000	108,432
20/11/2013	BTNZ Unit Trust Nominees	60,000	102,143
22/11/2013	BTNZ Unit Trust Nominees	36,631	61,259
26/11/2013	BTNZ Unit Trust Nominees	43,369	75,859
26/11/2013	BTNZ Unit Trust Nominees	14,000	24,176
27/11/2013	BTNZ Unit Trust Nominees	42,600	73,565
27/11/2013	BTNZ Unit Trust Nominees	972	1,674
27/11/2013	BTNZ Unit Trust Nominees	53,700	92,733
27/11/2013	BTNZ Unit Trust Nominees	1,215	2,093
29/11/2013	BTNZ Unit Trust Nominees	27,906	47,630
29/11/2013	BTNZ Unit Trust Nominees	65,114	111,137
	Total	2,708,528	4,661,288.43

Date	Registered Company	Quantity	Value
22/08/2013	Guardian Nominees No 2 Limited	112,200	185,870.52
22/08/2013	Guardian Nominees No 2 Limited	37,024	61,333.96
3/09/2013	Guardian Nominees No 2 Limited	700,000	1,194,760.00

18/09/2013	Guardian Nominees No 2 Limited	29,436	53,943.30
20/09/2013	Guardian Nominees No 2 Limited	70,000	130,018.00
30/09/2013	Guardian Nominees No 2 Limited	505,500	862,787.40
30/09/2013	Guardian Nominees No 2 Limited	2,578,050	4,400,215.74
9/10/2013	Guardian Nominees No 2 Limited	198,161	357,189.17
21/10/2013	Guardian Nominees No 2 Limited	350,000	632,520.00
1/11/2013	Guardian Nominees No 2 Limited	350,000	632,520.00
26/11/2013	Guardian Nominees No 2 Limited	86,000	148,511.68
27/11/2013	Guardian Nominees No 2 Limited	329,857	569,623.46
27/11/2013	Guardian Nominees No 2 Limited	7,533	12,974.90
29/11/2013	Guardian Nominees No 2 Limited	372,080	635,066.14
	Total	5,725,841	9,877,334.27
	BT Funds Management (NZ) Limited Total :	8,434,369	14,538,623

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 02/12/2013

Westpac Banking Corporation	Australia	Qvalent Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RMS Warehouse Trust 2007-1	Australia
1925 Advances Pty Limited	Australia	Sallmoor Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Securitor Financial Group Limited	Australia
Advance Asset Management Limited	Australia	Seed Pool Trust No. 2	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
Australian Loan Processing Security Company Pty Limited	Australia	Series 2013-2 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Belliston Pty Limited	Australia	Southern Cross Inc	USA
Bill Acceptance Corporation Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BLE Capital Limited	Australia	St.George Equity Finance Limited	Australia
BLE Development Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Life Limited	Australia
BT Australia Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Procurement Management Pty Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Sydney Capital Corp Inc.	USA
BT Funds Management Limited	Australia	Tavarua Funding Trust III	USA
BT Funds Management No.2 Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management (Fund Services) Limited	Australia	Teuton Pty Limited	Australia
BT Investment Management (Institutional) Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Life Limited	Australia	The Warehouse Financial Services Limited	New Zealand
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
Canning Park Capital Pte. Ltd	Australia	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA 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 2012 - 1 Trust	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
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 Cash PIE Fund	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 54	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 55	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 58	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2006	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Europe Limited	UK
Crusade Global Trust 2 of 2004	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Limited	Australia
Danaby Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funds Financing Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac General Insurance Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
General Credits Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Holdings-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investment Vehicle No.2 Pty Limited	Australia

Hastings Funds Management (UK) Limited	UK	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Group Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Operations Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Pacific Limited Partnership	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 Pty Limited	Australia	Westpac Securities Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Net Nominees Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Number 120 Limited1	New Zealand	Westpac Securitisation Management Pty Limited	Australia
Oniston Pty Limited	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 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Pty Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
		Westpac USA Inc.	USA

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

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