# **Appendix 3B**

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Name of entity

**ABN** 

## 33 007 457 141

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 Class of securities issued or to be issued
- Tranche No. 1 of Series 2016-6 fully paid senior floating rate medium term notes due September 2017 ("Series 2016-6 Notes").
- Number of securities issued or to be issued (if known) or maximum number which may be issued
- 5,000 Series 2016-6 Notes.
- 3 Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)

The Series 2016-6 Notes are fully paid senior notes paying floating rate interest in denominations of A\$100,000.

Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment

Yes.

The Series 2016-6 Notes rank equally for payment in a winding up with Westpac's Senior Fixed Rate Medium Term Notes Series 2009-7 with ASX Code WBCHAL, Senior Fixed Rate Medium Term Notes Series 2010-1 with ASX Code WBCHAM, Senior Floating Rate Medium Term Notes Series 2010-11 with ASX Code WBCHAY, Senior Floating Rate Medium Term Notes Series 2012-6 with ASX Code WBCHAW, Senior Fixed Rate Medium Term Notes Series 2012-7 with ASX Code WBCHAX, Senior Floating Rate Medium Term Notes Series 2013-1 with ASX Code WBCHAZ, Senior Fixed Rate Medium Term Notes Series 2013-2 with ASX Code WBCHBA, Senior Floating Rate Medium Term

 the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Notes Series 2014-1 with ASX Code WBCHBB, Senior Fixed Rate Medium Term Notes Series 2014-2 with ASX Code WBCHBC, Senior Floating Rate Medium Term Notes Series 2015-1 with ASX Code WBCHBF, Senior Fixed Rate Medium Term Notes Series 2015-2 with ASX Code WBCHBE, Senior Floating Rate Medium Terms Notes Series 2015-9 with ASX Code WBCHBI, Senior Fixed Rate Medium Term Notes Series 2015-10 with ASX Code WBCHBJ, Senior Floating Rate Medium Terms Notes Series 2015-15 with ASX Code WBCHBL, Senior Fixed Rate Medium Term Notes Series 2015-16 with ASX Code WBCHBM, Senior Fixed Rate Medium Term Notes Series 2015-20 with ASX Code WBCHBN, Senior Floating Rate Medium Term Notes Series 2016-2 with ASX Code WBCHBQ, Senior Fixed Rate Medium Term Notes Series 2016-3 with ASX Code WBCHBR, Senior Floating Rate Medium Term Notes Series 2016-4 with ASX Code WBCHBS and Senior Floating Rate Medium Term Notes Series 2016-5 with ASX Code WBCHBV.

The Series 2016-6 Notes rank ahead for payment in a winding up of Westpac's Subordinated Floating Rate Medium Term Notes Code 2014-3 with WBCHBD. Series ASX Westpac's Subordinated Floating Rate Medium Term Notes Series 2016-1 with ASX Code WBCHBP, Westpac CPS with ASX Code WBCPC, Westpac Subordinated Notes with ASX Code WBCHA, Westpac Capital Notes with ASX Code WBCPD, Westpac Subordinated Notes II with ASX Code WBCHB, Westpac Capital Notes 2 with ASX Code WBCPE, Westpac Capital Notes 3 with ASX Code WBCPF, Westpac Capital Notes 4 with ASX Code WBCPG, Westpac's Series 1183 Fixed Rate Subordinated Instruments with ASX Code WBCHBG, Westpac's Series 1187 Fixed Rate Subordinated Instruments with ASX Code WBCHBH, Westpac's Series 1198 Fixed Rate Subordinated Instruments with ASX Code WBCHBK, Westpac's Series 1227 Fixed Rate Subordinated Instruments with ASX Code WBCHBO. Westpac's Series 1267 Fixed Rate Subordinated Instruments with ASX Code WBCHBT and Westpac's Series 1269 Fixed Rate Subordinated Instruments with ASX Code WBCHBU

The Series 2016-6 Notes rank ahead of all ordinary shares of Westpac.

5	Issue	price	or	consid	leration

Series 2016-6 Notes: A\$100,000 fully paid per note.

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

The net proceeds of the issue of the Series 2016-6 Notes will be used for Westpac's general funding purposes.

6a Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?

Not Applicable

If Yes, complete sections 6b -

Rule 2.7, 3.10.3, 3.10.4, 3.10.5 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i 6b The date the security holder Not Applicable resolution under rule 7.1A was passed Number of securities issued Not Applicable 6c without security holder approval under rule 7.1 Not Applicable Number of securities issued with 6d security holder approval under rule 7.1A Not Applicable 6e Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) Not Applicable 6f Number of securities issued under an exception in rule 7.2 Not Applicable 6g If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. Not Applicable 6h If securities were issued under 7.1A rule for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements Not Applicable 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements 7 Issue dates 21 September 2016 Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date

for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

8 Number and class of all securities quoted on ASX (including the securities in clause 2 if applicable)

Number	Class
3,346,166,853	Fully Paid Ordinary Shares
16,950	Series 2009-7 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAL
3,900	Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM
12,400	Series 2010-11 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAY
19,250	Series 2012-6 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAW
7,250	Series 2012-7 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAX
24,000	Series 2013-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAZ
2,500	Series 2013-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBA
21,000	Series 2014-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBB
11,000	Series 2014-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBC
10,000	Series 2014-3 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHBD
24,500	Series 2015-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBF
3,250	Series 2015-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBE
27,000	Series 2015-9 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBI
2,000	Series 2015-10 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBJ
21,000	Series 2015-15 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBL
1,750	Series 2015-16 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBM
4,250	Series 2015-20 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBN

7,000	Series 2016-1 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHBP
23,500	Series 2016-2 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBQ
5,000	Series 2016-3 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBR
21,000	Series 2016-4 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBS
10,000	Series 2016-5 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBV
5,000	Series 2016-6 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBW
11,893,605	Westpac CPS ASX Code WBCPC
16,762,190	Westpac Subordinated Notes ASX Code WBCHA
13,835,690	Westpac Capital Notes ASX Code WBCPD
9,252,850	Westpac Subordinated Notes II ASX Code WBCHB
13,105,705	Westpac Capital Notes 2 ASX Code WBCPE
13,244,280	Westpac Capital Notes 3 ASX Code WBCPF
17,020,534	Westpac Capital Notes 4 ASX Code WBCPG
	CNY1,250,000,000 Fixed Rate Subordinated February 2025 ASX Code WBCHBG
Series 1187 Instruments due	AUD350,000,000 Fixed Rate Subordinated March 2027 ASX Code WBCHBH
Series 1198 Instruments due	SGD325,000,000 Fixed Rate Subordinated August 2027 ASX Code WBCHBK
Series 1227 Instruments due	USD100,000,000 Fixed Rate Subordinated February 2046 ASX Code WBCHBO
	JPY10,000,000,000 Fixed Rate Subordinated June 2026 ASX Code WBCHBT
Series 1269 Instruments due	AUD175,000,000 Fixed Rate Subordinated June 2028 ASX Code WBCHBU

9 Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	Class
483,436	Chief Executive Officer Agreements
472,462	Westpac Performance Plan
5,858,670	Westpac Reward Plan

10	trust, distribution policy) on the increased capital (interests)	Not Applicable
Part	2 - Pro rata issue	
11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or	Not Applicable
	non-renounceable?	Тестроподого
13	Ratio in which the securities will be offered	Not Applicable
14	Class of securities to which the offer relates	Not Applicable
15	Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable

		Hule 2.7, 3.10.3, 3.10.4, 3.10.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements in full through a broker?	Not Applicable
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities (tick one)
- Securities described in Part 1 (a)
- (b) All other securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

# Entities that have ticked box 34(a)

# Additional securities forming a new class of securities

Tick	to indid	cate you are providing the information or doc	ruments	
35		If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders		
36	If the securities are equity securities, a distribution schedule of the additional securities securities out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over			additional securities setting
37	A copy of any trust deed for the additional securities			
Enti	ties t	hat have ticked box 34(b)		
38	Number of securities for which quotation is sought		Not Applicable	
39	Class of securities for which quotation is sought		Not Applicable	
40	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?		Not Applicable	
	<ul> <li>If the additional securities do not rank equally, please state:</li> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>			
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period		Not Applicable	
		ued upon conversion of another security, y identify that other security)		
42	Number and class of all securities quoted on ASX (including the securities in clause 38)		Number	Class
			Not Applicable	

### **Quotation agreement**

- 1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those securities should not be granted quotation.
  - An offer of the securities for sale within 12 months after their issue will not require
    disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
    Note: An entity may need to obtain appropriate warranties from subscribers for the
    securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications
    received by us in relation to any securities to be quoted and that no-one has any right to
    return any securities to be quoted under sections 737, 738 or 1016F of the Corporations
    Act at the time that we request that the securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:	Company Secretary	Date: 21 September 2016
Print name:	Timothy Hartin	

Series No.:

2016-6

Tranche No.:



## Westpac Banking Corporation

(ABN 33 007 457 141)

### Debt Issuance Programme

Issue of A\$500,000,000 Floating Rate Instruments due September 2017 ("Debt Instruments")

The date of this Supplement is 19 September 2016.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 5 March 2014 ("Information Memorandum")) relates to the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with, the Senior Note Deed Poll dated 5 March 2014 made by Westpac Banking Corporation ("Deed Poll") and the Information Memorandum.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the Information Memorandum.

The particulars to be specified in relation to the Tranche of Debt Instruments referred to above are as follows:

Issuer

Westpac Banking Corporation

(ABN 33 007 457 141)

2 Lead Manager : Westpac Banking Corporation

(ABN 33 007 457 141)

3 Relevant Dealer Westpac Banking Corporation

(ABN 33 007 457 141)

Registrar and Australian Paying

Agent

BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 35 Clarence Street, Sydney

NSW 2000

5 **Calculation Agent**  Services

Australia

Limited

BTA Institutional (ABN 48 002 916 396)

6 Issuing and Paying Agent (Offshore)

Not Applicable

If to form a single Series with an : existing Series, specify date on which all Debt Instruments of the

Not Applicable

Series become fungible, if not the Issue Date

8 Status : Senior

9 Currency : Australian dollars ("A\$")

10 Aggregate Principal Amount of : A\$500,000,000 Tranche

11 If interchangeable with existing :

Series, Series No.

12 Issue Date : 21 September 2016

13 Issue Price : 100 per cent. per Denomination

14 Commissions Payable : As set out in the Subscription Acknowledgement

Not Applicable

dated 19 September 2016 between the Issuer and the

Lead Manager and Dealer.

15 Selling Concession : Not Applicable

**16 Purchase Price** : A\$100,000 fully paid per Denomination

**17 Denomination** : A\$100,000

The minimum aggregate consideration for offers or transfers of the Debt Instruments in Australia must be at least A\$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations

Act 2001 of Australia.

18 Partly Paid Senior Notes : Not Applicable

If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription moneys and any further additional provisions (including Forfeiture Dates in respect of late payment of Partly Paid

Unsubordinated Notes)

19 Type of Debt Instruments : Floating Rate Debt Instrument

20 If interest-bearing, specify which of the relevant Conditions is applicable, and then specify the

matters required for the relevant

Condition, namely

Condition 5.3 applies

21 Fixed Rate Debt Instruments : Not Applicable

22 Floating Rate Debt Instruments : Applicable

Interest Commencement Date, if not : Issue Date

Issue Date

Interest Rate

: Condition 5.3(b)(i) (ISDA Determination) applies

**Interest Payment Dates** 

21 December 2016, 21 March 2017, 21 June 2017 and the Maturity Date, subject to adjustment in accordance with the Applicable Business Day

Convention specified below.

**Applicable Business Day** Convention

- for Interest Payment Dates:

- for Interest Period End Dates:

- for Maturity Date:

- any other date:

Modified Following Business Day Convention

Not Applicable

Modified Following Business Day Convention

Not Applicable

Additional Business Centre(s)

Sydney

Floating Rate Option

AUD-BBR-BBSW (to four decimal places)

**Designated Maturity** 

3 months

**Reset Date** 

The Issue Date and each Interest Payment Date

Margin

Plus 0.43 per cent. per annum

Minimum/Maximum Interest Rate

Not Applicable

Day Count Fraction

Actual/365 (Fixed)

**Fallback Interest Rate** 

Not Applicable

23 Index-Linked Interest Debt

Instrument provisions

Not Applicable

24 Other rates Not Applicable

25 **Accrual of interest**  Not Applicable

26 **Default Rate**  Not Applicable

27 **Overdue Rate**  Not Applicable

28 Zero Coupon Debt Instrument Not Applicable

29 Reference Price Not Applicable

**Maturity Date** 30

21 September 2017, subject to adjustment in

accordance with the Applicable Business Day

Convention specified above.

31 **Maturity Redemption Amount**  : 100 per cent. of the Outstanding Principal Amount of

the Debt Instruments.

32 **Early Redemption Amount (Tax)**  Specify if applicable

: Applicable

Specify minimum notice period

15 days

Specify maximum notice period

45 days

Specify any conditions to early

redemption

Not Applicable

If Early Redemption Amount (Tax) : is not the Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments, insert amount or full calculation provisions

100 per cent. of the Outstanding Principal Amount of

the Debt Instruments.

33 Early Redemption Amount (Call)

Specify if applicable

: Not Applicable

34 **Early Redemption Amount (Put)** 

Specify if applicable

Not Applicable

35 **Early Redemption Amount (Adverse** 

Tax Event)

Specify if applicable

Not Applicable

36 **Early Redemption Amount** (Regulatory Event)

Specify if applicable

Not Applicable

37 **Early Termination Amount** 

> If Early Termination Amount is not the Outstanding Principal Amount of the Debt Instruments, insert amount or full calculation provisions

100 per cent. of the Outstanding Principal Amount of the Debt Instruments.

Specify if Holders are not to receive :

accrued interest on early redemption on default

Not Applicable

38 Redemption of Zero Coupon Debt : Not Applicable

Instruments

39 Deed Poll Senior Note Deed Poll dated 5 March 2014

40 Taxation Condition 8.8 is applicable

41 Other relevant terms and conditions Not Applicable

42 ISIN AU3FN0032553

43 **Common Code**  149436898

44	Common Depository	:	Not Applicable
45	Austraclear Number	:	WP2206
46	Any Clearing System other than Euroclear / Clearstream / Austraclear	:	Not Applicable
47	Settlement procedures	:	Customary medium term note settlement and payment procedures apply
48	U.S. selling restrictions	:	As set out in the Information Memorandum
49	Distribution of Information Memorandum	:	As set out in the Information Memorandum
50	Other selling restrictions	:	As set out in the Information Memorandum
51	Australian interest withholding tax	:	The Issuer intends to issue the Debt Instruments in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the "Tax Act"). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable (subject to Item 40 above), and accordingly the Issuer may, subject to certain exceptions, be obliged to pay Additional Amounts in accordance with Condition 8.8.  See also the section of the Information Memorandum entitled "Australian Taxation".
52	Transaction Documents	:	Not Applicable
53	Listing	:	It is intended that the Notes will be quoted on the Australian Securities Exchange
54	Events of Default	:	Condition 7.1 applies
55	Additional or alternate newspapers	:	Not Applicable
56	Stabilisation Manager	:	Not Applicable
57	Other amendments	:	Not Applicable
58	Other disclosure	:	(1) As set out in the Information Memorandum
			(2) As at the date of this Supplement, the Issuer's long term credit ratings are as follows:
			S&P· AA-

S&P: AA-

Moody's: Aa2

(3) The Debt Instruments to be issued are expected to be assigned the following ratings:

S&P: AA-

Moody's: Aa2

CONFIRMED For and on behalf of Westpac Banking Corporation

Ву:

Name:

Richard Salmon

Position:

Associate Director, Group Treasury

Date:

19 September 2016