

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

Westpac Banking Corporation (Westpac)

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	USD1.25 billion 5.00% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (the " Securities ")
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	USD1,250,000,000 of Securities
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)	<p>Please refer to the principal terms of the Securities as extracted in Westpac's ASX announcement titled "issue of USD1.25 billion Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities" dated 21 September 2017 ("Terms").</p> <p>Capitalised terms not otherwise defined in this Appendix 3B have the meaning set out in the Terms.</p> <p>The Securities are fully paid, direct, subordinated, perpetual, unsecured obligations of Westpac.</p> <p>Upon the occurrence of a Trigger Event, Westpac must Convert (or Write-off, if Conversion does not occur within five ASX Business Days after the Trigger Event Date) all or some Securities (or a percentage of the Outstanding Principal Amount of each Security), as the case may be. On the Conversion Date, Westpac will allot and issue to each holder of Securities the Conversion Number of Ordinary Shares for each Security (subject always to the Conversion Number being no greater than the Maximum Conversion Number).</p> <p>There are two types of Trigger Events:</p> <p>(i) A Capital Trigger Event, which occurs where Westpac determines, or APRA notifies Westpac in writing that it believes, that a Common Equity Capital Ratio is equal to or</p>

	<p>less than 5.125%.</p> <p>(ii) A Non-Viability Trigger Event, which occurs where APRA notifies Westpac in writing that it believes Conversion or Write-off of all or some Securities, or conversion, write-off or write-down of all or some Relevant Securities, is necessary because, without it, Westpac would become non-viable or a public sector injection of capital, or equivalent support, is necessary because, without it, Westpac would become non-viable.</p> <p>If, upon the occurrence of a Trigger Event, Conversion of the Securities (or a percentage of the Outstanding Principal Amount of the Securities) does not occur for any reason within five ASX Business Days after the Trigger Event Date, the Securities (or a percentage of the Outstanding Principal Amount of the Securities to be Converted) will be Written-off and the holders' rights in relation to the Securities (including with respect to payments of interest and Outstanding Principal Amount and, upon Conversion, the receipt of Ordinary Shares issued in respect of such Securities) will be immediately and irrevocably written-off and terminated with effect on and from the Trigger Event Date.</p>
<p>4 Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes.</p> <p>In a Winding-Up of Westpac in Australia, to the extent the Securities have not previously been Converted or Written-off, the Securities would:</p> <p>(i) be subordinate to, and rank junior in right of payment to, the obligations of Westpac to Senior Creditors as set out in the Terms;</p> <p>(ii) rank equally with the obligations of Westpac to the holders of other Securities that have not been Converted or Written-off (or that have been partially Converted or Written-off) and the obligations of Westpac to holders of Equal Ranking Instruments; and</p> <p>(iii) rank prior to, and senior in right of payment to, the obligations of Westpac to holders of Ordinary Shares.</p> <p>If the Securities have been Converted into Ordinary Shares, holders will rank equally with existing holders of Ordinary Shares.</p> <p>If the Securities have been Written-off, all rights in relation to the Securities will be terminated, and holders will not be paid the Outstanding Principal Amount or receive interest or have the right to have the Securities Converted into Ordinary Shares. In such an event, a holder's investment in the Securities will lose all of its value and such holder will not receive any compensation.</p>
<p>5 Issue price or consideration</p>	<p>100 per cent. of the aggregate principal amount of the Securities</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly</p>	<p>The net proceeds of the issue of the Securities will be used for general corporate purposes. The Securities will satisfy the requirements of the Australian Prudential Regulation Authority to qualify as Additional Tier 1 capital of Westpac.</p>

<p>identify those assets)</p>	
<p>6a Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p><i>Not Applicable</i></p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p><i>Not Applicable</i></p>
<p>6c Number of securities issued without security holder approval under rule 7.1</p>	<p><i>Not Applicable</i></p>
<p>6d Number of securities issued with security holder approval under rule 7.1A</p>	<p><i>Not Applicable</i></p>
<p>6e Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p><i>Not Applicable</i></p>
<p>6f Number of securities issued under an exception in rule 7.2</p>	<p><i>Not Applicable</i></p>
<p>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.</p>	<p><i>Not Applicable</i></p>
<p>6h If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements</p>	<p><i>Not Applicable</i></p>

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

Not Applicable

7 Issue dates

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.

21 September 2017

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

Number	Class
3,394,364,279	Fully Paid Ordinary Shares
3,900	Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM
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
29,000	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
23,500	Series 2017-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBX
2,500	Series 2017-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBY
11,000	Series 2017-4 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCB
11,893,605	Westpac CPS ASX Code WBCPC
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
Series 1183 CNY1,250,000,000 Fixed Rate Subordinated Instruments due February 2025 ASX Code WBCHBG	
Series 1187 AUD350,000,000 Fixed Rate Subordinated Instruments due March 2027 ASX Code WBCHBH	
Series 1198 SGD325,000,000 Fixed Rate Subordinated Instruments due August 2027 ASX Code WBCHBK	
Series 1227 USD100,000,000 Fixed Rate Subordinated Instruments due February 2046 ASX Code WBCHBO	
Series 1267 JPY10,000,000,000 Fixed Rate Subordinated Instruments due June 2026 ASX Code WBCHBT	
Series 1269 AUD175,000,000 Fixed Rate Subordinated Instruments due June 2028 ASX Code WBCHBU	
Series 1331 HKD600,000,000 Fixed Rate Subordinated Instruments due July 2027 ASX Code WBCHBZ	
Series 1333 AUD 350,000,000 Fixed Rate Subordinated Instruments due August 2029 ASX Code WBCHCA	

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

Number	Class
535,163	Chief Executive Officer Agreements
619,779	Westpac Performance Plan

	5,494,667	Westpac Reward Plan
	USD1.25 billion 5.00% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<i>Not Applicable</i>
Part 2 - Pro rata issue		
11	Is security holder approval required?	<i>Not Applicable</i>
12	Is the issue renounceable or non-renounceable?	<i>Not Applicable</i>
13	Ratio in which the securities will be offered	<i>Not Applicable</i>
14	Class of securities to which the offer relates	<i>Not Applicable</i>
15	Record date to determine entitlements	<i>Not Applicable</i>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<i>Not Applicable</i>
17	Policy for deciding entitlements in relation to fractions	<i>Not Applicable</i>
18	Names of countries in which the entity has security holders who will not be sent new offer documents <i>Note: Security holders must be told how their entitlements are to be dealt with.</i>	<i>Not Applicable</i>
19	Closing date for receipt of acceptances or renunciations	<i>Not Applicable</i>
20	Names of any underwriters	<i>Not Applicable</i>
21	Amount of any underwriting fee or commission	<i>Not Applicable</i>
22	Names of any brokers to the issue	<i>Not Applicable</i>

23	Fee or commission payable to the broker to the issue	<i>Not Applicable</i>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<i>Not Applicable</i>
25	If the issue is contingent on security holders' approval, the date of the meeting	<i>Not Applicable</i>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<i>Not Applicable</i>
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	<i>Not Applicable</i>
28	Date rights trading will begin (if applicable)	<i>Not Applicable</i>
29	Date rights trading will end (if applicable)	<i>Not Applicable</i>
30	How do security holders sell their entitlements in full through a broker?	<i>Not Applicable</i>
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	<i>Not Applicable</i>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<i>Not Applicable</i>
33	Issue date	<i>Not Applicable</i>

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) Securities described in Part 1

- (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 indicate you are providing the information or documents

- 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 setting 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
- 37 A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

- 38 Number of securities for which quotation is sought

<i>Not Applicable</i>

- 39 Class of securities for which quotation is sought

<i>Not Applicable</i>

- 40 Do the securities rank equally in all respects from the date of allotment 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
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

<i>Not Applicable</i>

- 41 Reason for request for quotation now
Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

<i>Not Applicable</i>

- 42 Number and class of all securities quoted on ASX (including the securities in clause 38)

Number	Class
<i>Not Applicable</i>	

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.
- 3 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.
- 4 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: 22 September 2017

Print name: Timothy Hartin