

## LODGE YOUR VOTE/PROXY

- ONLINE**  
vote.linkmarketservices.com/WBC
- BY MOBILE**  
Use the QR code on the reverse of this form
- BY EMAIL**  
Scan and email to: vote@linkmarketservices.com.au
- BY MAIL**  
Westpac Banking Corporation  
C/- Link Market Services Limited  
Locked Bag A6015  
Sydney South NSW 1235 Australia
- BY FAX**  
+61 2 9287 0309
- ALL ENQUIRIES TO**  
Telephone: +61 1800 804 255 (free call within Australia)



X99999999999

## VOTING/PROXY FORM FOR ORDINARY SHARES

**This form relates to your holding of ordinary shares only.** If you hold Westpac Convertible Preference Shares (CPS) you may complete the separate form that relates to your CPS. Westpac Banking Corporation (Westpac) shareholders are encouraged to vote on the items of business at our 2017 Annual General Meeting (AGM). This can be done in one of three ways:

1. Go online and either vote directly or appoint a proxy;
2. Use this form to vote directly or appoint a proxy; or
3. Attend the AGM and vote in person or appoint an attorney or representative to attend and vote on your behalf (please bring this form to assist with registration).

To vote directly or appoint a proxy please follow the three steps below, using the instructions overleaf. Forms will only be valid and accepted if they are signed and received no later than 48 hours before the AGM.

As a shareholder of Westpac entitled to attend and vote at Westpac's AGM to be held at **10:00am (Sydney time) on Friday, 8 December 2017, at the International Convention Centre Sydney, 14 Darling Drive, Sydney, NSW, 2000**, and at any adjournment or postponement of the meeting, I/we hereby:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

☐ elect to lodge my vote directly (mark box ☒)

If voting directly, only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box for an item, your vote for that item will not be counted.

### OR B APPOINT A PROXY

☐ appoint the Chairman of the Meeting (Chairman) (mark box ☒)

OR - appoint the person named in the box (excluding the registered shareholder) as my proxy.

Name

If no name is provided, or if the person does not attend the meeting, the Chairman will act as my proxy. In each case, my proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on my behalf at the AGM and at any adjournment or postponement of the AGM.

**Exercise of proxies by the Chairman for Items 2 (Remuneration Report) and 3 (Grant of equity to Managing Director and Chief Executive Officer):** If the Chairman is my proxy (or becomes my proxy by default), I expressly authorise the Chairman to vote on Item 2 and Item 3, even though Item 2 and Item 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Westpac. (Note: You may direct the Chairman how to vote on Item 2 and/or 3, by marking the appropriate box below.)

## VOTING/PROXY DIRECTIONS

Please read the instructions overleaf before marking any boxes with an ☒

### Items of Business

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5a To re-elect Lindsay Maxsted as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of equity to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5b To re-elect Peter Hawkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Buy-back of Westpac Convertible Preference Shares – First Buy-back Scheme**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5c To re-elect Alison Deans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b Buy-back of Westpac Convertible Preference Shares – Second Buy-back Scheme**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5d To elect Nerida Caesar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Note: The Chairman intends to vote all undirected and available proxies in favour of each item of business.**

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/ Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy must be attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

WBC PRX1701N

## HOW TO COMPLETE THIS VOTING/PROXY FORM

### UPDATING YOUR ADDRESS DETAILS

If your address details on the front of this form are incorrect, please mark the corrections on the form and return it so we can update your details in Westpac's share register. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### DIRECT VOTING UNDER BOX A

If you ticked Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted.

If no direction is given on an item, or if you complete both Box A and Box B, your vote will be passed to the Chairman as your proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote and your votes at the meeting will be counted, unless you advise Westpac or Link Market Services Limited (Link) otherwise.

Further guidelines about direct voting are set out in Westpac's Direct Voting Rules, which are available on our website ([www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre)).

### APPOINTING A PROXY UNDER BOX B

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name of the person or body corporate in Step 1. A proxy need not be a shareholder of Westpac.

### DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Box B blank, or your named proxy does not attend the meeting, the Chairman will be your proxy. If your named proxy attends the meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman will become your proxy in respect of that resolution. On a poll, the Chairman will vote proxies as directed.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses, subject to any voting exclusions that apply to your proxy. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

If you wish to appoint a Director (other than the Chairman) or other member of Westpac's KMP, or their closely related parties, as your proxy, you must specify how they should vote on Items 2 and 3 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Items 2 or 3.

If the Chairman is or becomes your proxy but you do not direct him how to vote on an item (that is, you do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

Shareholders entitled to cast two or more votes are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by telephoning Link or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### FURTHER INFORMATION FOR STEP 2

- \* If you mark the 'Abstain' box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.
- \*\* Please refer to the Notice of Meeting for details on voting restrictions for Items 4a and 4b. If you hold both CPS and ordinary shares and you, in respect of ordinary shares, are voting directly or directing your proxy to vote in favour

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of attorney:** to sign under power of attorney, you must lodge the power of attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Companies:** where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGE MENT OF VOTING/PROXY FORM

This Voting/Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Wednesday, 6 December 2017**, being not later than 48 hours before the commencement of the AGM. Voting/Proxy Forms received after that time will not be valid for the scheduled meeting.

Voting/Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE [vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC)

Log in to Link's website using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), as shown on this Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote/proxy.



#### BY MOBILE

Lodge your vote/proxy by scanning the QR code adjacent or enter the Westpac voting link [vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC) into your phone. Log in using your SRN or HIN and postcode for your shareholding. To scan the code you will need a QR code reader which can be downloaded for free on your mobile.

#### QR Code



#### BY EMAIL

Scan and email to: [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au)



#### BY MAIL

Westpac Banking Corporation  
C/- Link Market Services Limited  
Locked Bag A6015  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

Deliver to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

of Items 4a or 4b, by signing this form you are confirming to Westpac that: (i) you hold the ordinary shares as custodian or nominee on behalf of another person (Beneficial Holder); (ii) you have received written confirmation from the Beneficial Holder to the effect that the Beneficial Holder does not hold any CPS and is not an associate of a person who holds CPS; and (iii) the Beneficial Holder has given a direction to you to vote in favour of the resolution.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

## LODGE YOUR VOTE/PROXY



### ONLINE

[vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC)



### BY MOBILE

Use the QR code on the reverse of this form



### BY EMAIL

Scan and email to: [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)



### BY MAIL

Westpac Banking Corporation  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West, Auckland 1142



### BY FAX

+64 9 375 5990



### ALL ENQUIRIES TO

Telephone: 0800 002 727 (free call within New Zealand)



X99999999999

## VOTING/PROXY FORM FOR ORDINARY SHARES

**This form relates to your holding of ordinary shares only.** If you hold Westpac Convertible Preference Shares (CPS) you may complete the separate form that relates to your CPS. Westpac Banking Corporation (Westpac) shareholders are encouraged to vote on the items of business at our 2017 Annual General Meeting (AGM). This can be done in one of three ways:

1. Go online and either vote directly or appoint a proxy;
2. Use this form to vote directly or appoint a proxy; or
3. Attend the AGM and vote in person or appoint an attorney or representative to attend and vote on your behalf (please bring this form to assist with registration).

To vote directly or appoint a proxy please follow the three steps below, using the instructions overleaf. Forms will only be valid and accepted if they are signed and received no later than 48 hours before the AGM.

As a shareholder of Westpac entitled to attend and vote at Westpac's AGM to be held at **10:00am (Sydney time) on Friday, 8 December 2017, at the International Convention Centre Sydney, 14 Darling Drive, Sydney, NSW, 2000**, and at any adjournment or postponement of the meeting, I/we hereby:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

☐ elect to lodge my vote directly (mark box ☒)

If voting directly, only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box for an item, your vote for that item will not be counted.

### OR B APPOINT A PROXY

☐ appoint the Chairman of the Meeting (Chairman) (mark box ☒)

OR - appoint the person named in the box (excluding the registered shareholder) as my proxy.

Name

If no name is provided, or if the person does not attend the meeting, the Chairman will act as my proxy. In each case, my proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on my behalf at the AGM and at any adjournment or postponement of the AGM.

**Exercise of proxies by the Chairman for Items 2 (Remuneration Report) and 3 (Grant of equity to Managing Director and Chief Executive Officer):** If the Chairman is my proxy (or becomes my proxy by default), I expressly authorise the Chairman to vote on Item 2 and Item 3, even though Item 2 and Item 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Westpac. (Note: You may direct the Chairman how to vote on Item 2 and/or 3, by marking the appropriate box below.)

STEP 2

## VOTING/PROXY DIRECTIONS

Please read the instructions overleaf before marking any boxes with an ☒

### Items of Business

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5a To re-elect Lindsay Maxsted as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of equity to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5b To re-elect Peter Hawkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Buy-back of Westpac Convertible Preference Shares – First Buy-back Scheme**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5c To re-elect Alison Deans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b Buy-back of Westpac Convertible Preference Shares – Second Buy-back Scheme**	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5d To elect Nerida Caesar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Note: The Chairman intends to vote all undirected and available proxies in favour of each item of business.**

STEP 3

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director

Joint Shareholder 2 (Individual)

Director

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy must be attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Companies Act 1993 (NZ)*.

WBC PRX1701N



## HOW TO COMPLETE THIS VOTING/PROXY FORM

### UPDATING YOUR ADDRESS DETAILS

If your address details on the front of this form are incorrect, please mark the corrections on the form and return it so we can update your details in Westpac's share register. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### DIRECT VOTING UNDER BOX A

If you ticked Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted.

If no direction is given on an item, or if you complete both Box A and Box B, your vote will be passed to the Chairman as your proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote and your votes at the meeting will be counted, unless you advise Westpac or Link Market Services Limited (Link) otherwise.

Further guidelines about direct voting are set out in Westpac's Direct Voting Rules, which are available on our website ([www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre)).

### APPOINTING A PROXY UNDER BOX B

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name of the person or body corporate in Step 1. A proxy need not be a shareholder of Westpac.

### DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Box B blank, or your named proxy does not attend the meeting, the Chairman will be your proxy. If your named proxy attends the meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman will become your proxy in respect of that resolution. On a poll, the Chairman will vote proxies as directed.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses, subject to any voting exclusions that apply to your proxy. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

If you wish to appoint a Director (other than the Chairman) or other member of Westpac's KMP, or their closely related parties, as your proxy, you must specify how they should vote on Items 2 and 3 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Items 2 or 3.

If the Chairman is or becomes your proxy but you do not direct him how to vote on an item (that is, you do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

Shareholders entitled to cast two or more votes are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by telephoning Link or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### FURTHER INFORMATION FOR STEP 2

- \* If you mark the 'Abstain' box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.
- \*\* Please refer to the Notice of Meeting for details on voting restrictions for Items 4a and 4b. If you hold both CPS and ordinary shares and you, in respect of ordinary shares, are voting directly or directing your proxy to vote in favour

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of attorney:** to sign under power of attorney, you must lodge the power of attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Companies:** where the company has a sole director, this form must be signed by that person. Otherwise this form must be signed by a director jointly with another director. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF VOTING/PROXY FORM

This Voting/Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Wednesday, 6 December 2017**, being not later than 48 hours before the commencement of the AGM. Voting/Proxy Forms received after that time will not be valid for the scheduled meeting.

Voting/Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC)

Log in to Link's website using your Common Shareholder Number (CSN) or Holder Number, and your Faster Identification Number (FIN) as shown on this Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote/proxy.



#### BY MOBILE

Lodge your vote/proxy by scanning the QR code adjacent or enter the Westpac voting link [vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC) into your phone. Log in using your CSN or Holder Number and your FIN. To scan the code you will need a QR code reader which can be downloaded for free on your mobile.

#### QR Code



#### BY EMAIL

Scan and email to: [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)



#### BY MAIL

Westpac Banking Corporation  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142



#### BY FAX

+64 9 375 5990



#### BY HAND

Deliver to Link Market Services Limited\*  
Level 11, Deloitte Centre  
80 Queen Street  
Auckland 1010







\*During business hours (Monday to Friday, 9:00am - 5:00pm)

of Items 4a or 4b, by signing this form you are confirming to Westpac that: (i) you hold the ordinary shares as custodian or nominee on behalf of another person (Beneficial Holder); (ii) you have received written confirmation from the Beneficial Holder to the effect that the Beneficial Holder does not hold any CPS and is not an associate of a person who holds CPS; and (iii) the Beneficial Holder has given a direction to you to vote in favour of the resolution.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



## LODGE YOUR VOTE/PROXY

	<b>ONLINE</b> vote.linkmarketservices.com/WBC
	<b>BY MOBILE</b> Use the QR code on the reverse of this form
	<b>BY EMAIL</b> Scan and email to: vote@linkmarketservices.com.au
	<b>BY MAIL</b> Westpac Banking Corporation C/- Link Market Services Limited Locked Bag A6015 Sydney South NSW 1235 Australia
	<b>BY FAX</b> +61 2 9287 0309
	<b>ALL ENQUIRIES TO</b> Telephone: +61 1800 804 255 (free call within Australia)



X99999999999

## VOTING/PROXY FORM FOR CPS

**This form relates to your holding of Westpac Convertible Preference Shares (CPS) only.** If you hold Westpac ordinary shares you may complete the separate form that relates to your ordinary shares. Westpac Banking Corporation (Westpac) shareholders are encouraged to vote on the items of business at our 2017 Annual General Meeting (AGM). This can be done in one of three ways:

1. Go online and either vote directly or appoint a proxy;
2. Use this form to vote directly or appoint a proxy; or
3. Attend the AGM and vote in person or appoint an attorney or representative to attend and vote on your behalf (please bring this form to assist with registration).

To vote directly or appoint a proxy please follow the three steps below, using the instructions overleaf. Forms will only be valid and accepted if they are signed and received no later than 48 hours before the AGM.

As a shareholder of Westpac entitled to attend and vote at Westpac's AGM to be held at **10:00am (Sydney time) on Friday, 8 December 2017, at the International Convention Centre Sydney, 14 Darling Drive, Sydney, NSW, 2000**, and at any adjournment or postponement of the meeting, I/we hereby:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

☐ elect to lodge my vote directly (mark box ☒)

### OR B APPOINT A PROXY

☐ appoint the Chairman of the Meeting (Chairman) (mark box ☒)

OR - appoint the person named in the box (excluding the registered shareholder) as my proxy.

Name

If no name is provided, or if the person does not attend the meeting, the Chairman will act as my proxy. In each case, my proxy will act generally and vote in accordance with the following directions on my behalf at the AGM and at any adjournment or postponement of the AGM.

STEP 2

## VOTING/PROXY DIRECTIONS

Please read the instructions below and overleaf before marking any boxes with an ☒

### Items of Business

4a Buy-back of Westpac Convertible Preference Shares  
– First Buy-back Scheme

Against Abstain

☐ ☐

**Please refer to the Notice of Meeting for voting restrictions for CPS holders. You may only vote your CPS on Item 4a, but you may not vote in favour of this item.**

If you are voting directly and you mark the 'Abstain' box or do not mark a box, your vote will not be counted.

If you are appointing a proxy and you mark the 'Abstain' box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If you do not mark a box, your proxy may vote against this item or abstain as he or she chooses.

If you mark both boxes, your vote will be invalid.

STEP 3

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director / and Sole Company Secretary  
(Delete as appropriate)

Joint Shareholder 2 (Individual)

Director / Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy must be attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution, and the *Corporations Act 2001* (Cth) or the *Companies Act 1993* (NZ), as appropriate.

WBC PRX1702N



## HOW TO COMPLETE THIS VOTING/PROXY FORM

### UPDATING YOUR ADDRESS DETAILS

If your address details on the front of this form are incorrect, please mark the corrections on the form and return it so we can update your details in Westpac's share register. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### DIRECT VOTING UNDER BOX A

If you ticked Box A, you are indicating that you wish to vote directly.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote and your votes at the meeting will be counted, unless you advise Westpac or Link Market Services Limited (Link) otherwise.

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### APPOINTING A PROXY UNDER BOX B

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name of the person or body corporate in Step 1. A proxy need not be a shareholder of Westpac.

### DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Box B blank, or your named proxy does not attend the meeting, the Chairman will be your proxy. If your named proxy attends the meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman will become your proxy in respect of that resolution. On a poll, the Chairman will vote proxies as directed.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

Please direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item of business.

### APPOINTMENT OF A SECOND PROXY

Shareholders entitled to cast two or more votes are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by telephoning Link or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of attorney:** to sign under power of attorney, you must lodge the power of attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Companies:** where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF VOTING/PROXY FORM

This Voting/Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Wednesday, 6 December 2017**, being not later than 48 hours before the commencement of the AGM. Voting/Proxy Forms received after that time will not be valid for the scheduled meeting.

Voting/Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC)

#### Australia:

Log in to Link's website using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), as shown on this Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote/proxy.

#### New Zealand:

Log in to Link's website using your Common Shareholder Number (CSN) or Holder Number, and your Faster Identification Number (FIN) as shown on this Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote/proxy.



#### BY MOBILE

Lodge your vote/proxy by scanning the QR code adjacent or enter the Westpac voting link [vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC) into your phone. Log in using your SRN/CSN or HIN/FIN and postcode for your shareholding. To scan the code you will need a QR code reader which can be downloaded for free on your mobile.

#### QR Code



#### BY EMAIL

Scan and email to: [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au)



#### BY MAIL

##### Australia:

Westpac Banking Corporation  
C/- Link Market Services Limited  
Locked Bag A6015  
Sydney South NSW 1235  
Australia

##### New Zealand:

Westpac Banking Corporation  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142



#### BY FAX

**Australia:** +61 2 9287 0309

**New Zealand:** +64 9 375 5990



#### BY HAND

##### Australia:

Deliver to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

##### New Zealand:

Deliver to Link Market Services Limited\*  
Level 11, Deloitte Centre  
80 Queen Street  
Auckland 1010

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**