

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	Tranche No. 2 of Series 2017-5 fully paid senior floating rate medium term notes due October 2022 (" Series 2017-5 Notes ")
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	4,250 Series 2017-5 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 2017-5 Notes are fully paid senior notes paying floating rate interest in denominations of A\$100,000.
4	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 - the extent to which they do	Yes. The Series 2017-5 Notes rank equally for payment in a winding up with all other unsecured and unsubordinated obligations of Westpac. The Series 2017-5 Notes rank ahead for payment in a winding up of all unsecured and subordinated obligations of Westpac. The Series 2017-5 Notes rank ahead of all ordinary shares of Westpac.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

	not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	A\$100,348 fully paid per Series 2017-5 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 2017-5 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? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	<i>Not Applicable</i>
6b	The date the security holder resolution under rule 7.1A was passed	<i>Not Applicable</i>
6c	Number of securities issued without security holder approval under rule 7.1	<i>Not Applicable</i>
6d	Number of securities issued with security holder approval under rule 7.1A	<i>Not Applicable</i>
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<i>Not Applicable</i>
6f	Number of securities issued under an exception in rule 7.2	<i>Not Applicable</i>
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.	<i>Not Applicable</i>

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

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

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.

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

Number	Class
3,423,361,803	Fully Paid Ordinary Shares
3,900	Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM
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
30,500	Series 2015-15 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBL

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 Floating Rate Medium Term Notes ASX Code WBCHCB
23,750	Series 2017-5 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCC
3,000	Series 2017-6 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCD
2,500	Series 2018-1 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHCF
23,500	Series 2018-2 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCH
2,500	Series 2018-3 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCI
500	Series 2018-4 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCJ
13,835,690	Westpac Capital Notes ASX Code WBCPD
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
16,903,383	Westpac Capital Notes 5 ASX Code WBCPH
9,252,850	Westpac Subordinated Notes II ASX Code WBCHB
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 AUD350,000,000 Fixed Rate Subordinated Instruments due August 2029 ASX Code WBCHCA
Series 1361 AUD185,000,000 Fixed Rate Subordinated Instruments due February 2048 ASX Code WBCHCE
Series 1371 AUD130,000,000 Fixed Rate Subordinated Instruments due March 2048 ASX Code WBCHCG

9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	Class
		732,817	Chief Executive Officer Agreements
		691,977	Westpac Performance Plan
		5,029,273	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)	Not Applicable	

Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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?	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
33	Issue date	Not Applicable

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	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?

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

Not Applicable

- 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)

Not Applicable

- 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.
- 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: 17 April 2018

Print name: Timothy Hartin

Series No.: 2017-5

Tranche No.: 2



Westpac Banking Corporation

(ABN 33 007 457 141)

Debt Issuance Programme

Issue of

**A\$425,000,000 Floating Rate Instruments due October 2022 (to be consolidated to form a single series with A\$1,950,000,000 Floating Rate Instruments due October 2022)
("Debt Instruments")**

The date of this Supplement is 13 April 2018.

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:

- | | | |
|----------|--|---|
| 1 | 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) |
| 4 | Registrar and Australian Paying Agent | : BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 1 Bligh Street, Sydney NSW 2000 |
| 5 | Calculation Agent | : BTA Institutional Services Australia Limited
(ABN 48 002 916 396) |
| 6 | Issuing and Paying Agent (Offshore) | : Not Applicable |
| 7 | If to form a single Series with an existing Series, specify date on | : Issue Date |

which all Debt Instruments of the Series become fungible, if not the Issue Date

8	Status	: Senior
9	Currency	: Australian dollars ("A\$")
10	Aggregate Principal Amount of Tranche	: A\$425,000,000
11	If interchangeable with existing Series, Series No.	: Series 2017-5
12	Issue Date	: 17 April 2018
13	Issue Price	: 100.348 per cent. per Denomination, including accrued interest
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 13 April 2018 between the Issuer and the Lead Manager and Dealer.
15	Selling Concession	: Not Applicable
16	Purchase Price	: A\$100,348 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	: 27 January, 27 April, 27 July and 27 October of each year commencing on 27 April 2018, up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
	Applicable Business Day Convention	:
	- for Interest Payment Dates:	Modified Following Business Day Convention
	- for Interest Period End Dates:	Modified Following Business Day Convention
	- for Maturity Date:	Modified Following Business Day Convention
	- any other date:	Not Applicable
	Additional Business Centre(s)	: Sydney
	Floating Rate Option	: AUD-BBR-BBSW (to four decimal places)
	Designated Maturity	: 3 months
	Reset Date	: 27 January 2018 and each Interest Payment Date
	Margin	: Plus 0.81 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
30	Maturity Date	: 27 October 2022, 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 Instruments	: Not Applicable
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	: AU3FN0038915

43	Common Code	: 170874579
44	Common Depository	: Not Applicable
45	Austraclear Number	: WP2216
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	: As set out in the Information Memorandum

As at the date of this Supplement, the Issuer’s long term credit ratings are as follows:

S&P: AA- (Negative)

Moody’s: Aa3 (Stable)

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

S&P: AA-

Moody’s: Aa3

CONFIRMED

For and on behalf of

Westpac Banking Corporation

By:

A handwritten signature in dark ink, appearing to be 'RS', written over a horizontal line.

Name

Richard Salmon

Position

Director, Balance Sheet Funding

Date:

13 April 2018