

## Appendix 3B (updated)

### 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	<p>Two classes of securities have been issued:</p> <ol style="list-style-type: none"><li>1. Tranche No. 1 of Series 2019-2 fully paid senior floating rate medium term notes due April 2024 ("<b>Series 2019-2 Notes</b>"); and</li><li>2. Tranche No. 1 of Series 2019-3 fully paid senior fixed rate medium term notes due April 2024 ("<b>Series 2019-3 Notes</b>").</li></ol>
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	<ol style="list-style-type: none"><li>1. 19,000 Series 2019-2 Notes.</li><li>2. 3,500 Series 2019-3 Notes.</li></ol>
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>The Series 2019-2 Notes are fully paid senior notes paying floating rate interest in denominations of A\$100,000.</p> <p>The Series 2019-3 Notes are fully paid senior notes paying fixed rate interest in denominations of A\$100,000.</p>
4	<p>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"><li>• the date from which they do</li><li>• the extent to which they</li></ul>	<p>Yes.</p> <p>The Series 2019-2 Notes and the Series 2019-3 Notes rank equally for payment in a winding up with all other unsecured and unsubordinated obligations of Westpac.</p> <p>The Series 2019-2 Notes and the Series 2019-3 Notes rank ahead for payment in a winding up of all unsecured and</p>

	<p>participate for the next dividend, (in the case of a trust, distribution) or interest payment</p> <ul style="list-style-type: none"> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>subordinated obligations of Westpac.</p> <p>The Series 2019-2 Notes and the Series 2019-3 Notes rank ahead of all ordinary shares of Westpac.</p>
5	Issue price or consideration	<ol style="list-style-type: none"> <li>Series 2019-2 Notes: A\$100,000 fully paid per note.</li> <li>Series 2019-3 Notes: A\$99,760 fully paid per note.</li> </ol>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds of the issue of the Series 2019-2 Notes and the Series 2019-3 Notes will be used for Westpac's general corporate purposes.</p>
6a	<p>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>
6b	The date the security holder resolution under rule 7.1A was passed	<p><i>Not Applicable</i></p>
6c	Number of securities issued without security holder approval under rule 7.1	<p><i>Not Applicable</i></p>
6d	Number of securities issued with security holder approval under rule 7.1A	<p><i>Not Applicable</i></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><i>Not Applicable</i></p>
6f	Number of securities issued under an exception in rule 7.2	<p><i>Not Applicable</i></p>
6g	If securities issued under rule 7.1A, was issue price at least	<p><i>Not Applicable</i></p>

	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.																			
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  <i>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.</i>	24 January 2019																		
8	Number and class of all securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>3,447,571,023</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>3,900</td><td>Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM</td></tr><tr><td>14,674</td><td>Series 2014-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBB</td></tr><tr><td>10,500</td><td>Series 2014-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBC</td></tr><tr><td>10,000</td><td>Series 2014-3 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHBD</td></tr><tr><td>24,500</td><td>Series 2015-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBF</td></tr><tr><td>3,250</td><td>Series 2015-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBE</td></tr><tr><td>27,000</td><td>Series 2015-9 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBI</td></tr></table>	Number	Class	3,447,571,023	Fully Paid Ordinary Shares	3,900	Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM	14,674	Series 2014-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBB	10,500	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
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*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

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
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
18,928	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
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
7,250	Series 2018-5 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHCK
500	Series 2018-6 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCL
5,500	Series 2018-7 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCM
15,000	Series 2018-8 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCN
3,000	Series 2018-9 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCO
24,500	Series 2018-10 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCP

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

400	Series 2019-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCQ
19,000	Series 2019-2 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCR
3,500	Series 2019-3 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCS
6,619,687	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
14,230,580	Westpac Capital Notes 6 ASX Code WBCPI
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
840,679	Chief Executive Officer Long Term Variable Reward Plan
833,967	Westpac Performance Plan
4,195,679	Westpac Long Term Variable 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>
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## Part 2 - Pro rata issue

11	Is security holder approval required?	<i>Not Applicable</i>
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12	Is the issue renounceable or non-renounceable?	<i>Not Applicable</i>
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13	Ratio in which the securities will be offered	<i>Not Applicable</i>
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14	Class of securities to which the offer relates	<i>Not Applicable</i>
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15	Record date to determine entitlements	<i>Not Applicable</i>
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<i>Not Applicable</i>
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17	Policy for deciding entitlements in relation to fractions	<i>Not Applicable</i>
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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>
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19	Closing date for receipt of acceptances or renunciations	<i>Not Applicable</i>
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20	Names of any underwriters	<i>Not Applicable</i>
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21	Amount of any underwriting fee or commission	<i>Not Applicable</i>
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22	Names of any brokers to the issue	<i>Not Applicable</i>
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23	Fee or commission payable to the broker to the issue	<i>Not Applicable</i>
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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
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
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: <ul style="list-style-type: none"> <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>	Not Applicable					
41	Reason for request for quotation now <i>Example: In the case of restricted securities, end of restriction period</i>  (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)	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td colspan="2">Not Applicable</td> </tr> </tbody> </table>	Number	Class	Not Applicable		
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: 25 January 2019

Print name: Timothy Hartin

Series No.: 2019-2

Tranche No.: 1



**Westpac Banking Corporation**

(ABN 33 007 457 141)

**Debt Issuance Programme**

Issue of

**A\$1,900,000,000 Floating Rate Instruments due April 2024**

**("Debt Instruments")**

The date of this Supplement is 22 January 2019.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 20 July 2018 ("**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:

- |          |   |   |
|----------|---|---|
| <b>1</b> | <b>Issuer</b>   | : Westpac Banking Corporation<br>(ABN 33 007 457 141)   |
| <b>2</b> | <b>Lead Manager</b>   | : Westpac Banking Corporation<br>(ABN 33 007 457 141)   |
| <b>3</b> | <b>Relevant Dealer</b>  | : Westpac Banking Corporation<br>(ABN 33 007 457 141)   |
| <b>4</b> | <b>Registrar and Australian Paying Agent</b>  | : BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 1 Bligh Street, Sydney NSW 2000 |
| <b>5</b> | <b>Calculation Agent</b>  | : BTA Institutional Services Australia Limited<br>(ABN 48 002 916 396)  |
| <b>6</b> | <b>Issuing and Paying Agent (Offshore)</b>  | : Not Applicable  |
| <b>7</b> | <b>If to form a single Series with an existing Series, specify date on which all Debt Instruments of the Series become fungible, if not the</b> | : Not Applicable  |

	<b>Issue Date</b>	
8	<b>Status</b>	: Senior
9	<b>Currency</b>	: Australian dollars ("A\$")
10	<b>Aggregate Principal Amount of Tranche</b>	: A\$1,900,000,000
11	<b>If interchangeable with existing Series, Series No.</b>	: Not Applicable
12	<b>Issue Date</b>	: 24 January 2019
13	<b>Issue Price</b>	: 100 per cent. per Denomination
14	<b>Commissions Payable</b>	: As set out in the Subscription Acknowledgement dated 22 January 2019 between the Issuer and the Lead Manager and Dealer.
15	<b>Selling Concession</b>	: Not Applicable
16	<b>Purchase Price</b>	: A\$100,000 fully paid per Denomination
17	<b>Denomination</b>	: 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	<b>Partly Paid Senior Notes</b>	: 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	<b>Type of Debt Instruments</b>	: Floating Rate Debt Instrument
20	<b>If interest-bearing, specify which of the relevant Conditions is applicable, and then specify the matters required for the relevant Condition, namely</b>	: Condition 5.3 applies
21	<b>Fixed Rate Debt Instruments</b>	: Not Applicable
22	<b>Floating Rate Debt Instruments</b>	: Applicable
	<b>Interest Commencement Date, if not</b>	: Issue Date

	<b>Issue Date</b>		
	<b>Interest Rate</b>	:	Condition 5.3(b)(i) (ISDA Determination) applies
	<b>Interest Payment Dates</b>	:	24 April, 24 July, 24 October and 24 January of each year commencing on 24 April 2019, up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
	<b>Applicable Business Day Convention</b>	:	
	- 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
	<b>Additional Business Centre(s)</b>	:	Sydney
	<b>Floating Rate Option</b>	:	AUD-BBR-BBSW (to four decimal places)
	<b>Designated Maturity</b>	:	3 months
	<b>Reset Date</b>	:	The Issue Date and each Interest Payment Date
	<b>Margin</b>	:	Plus 1.14 per cent. per annum
	<b>Minimum/Maximum Interest Rate</b>	:	Not Applicable
	<b>Day Count Fraction</b>	:	Actual/365 (Fixed)
	<b>Fallback Interest Rate</b>	:	Not Applicable
23	<b>Index-Linked Interest Instrument provisions</b>	<b>Debt</b> :	Not Applicable
24	<b>Other rates</b>	:	Not Applicable
25	<b>Accrual of interest</b>	:	Not Applicable
26	<b>Default Rate</b>	:	Not Applicable
27	<b>Overdue Rate</b>	:	Not Applicable
28	<b>Zero Coupon Debt Instrument</b>	:	Not Applicable
29	<b>Reference Price</b>	:	Not Applicable
30	<b>Maturity Date</b>	:	24 April 2024, subject to adjustment in accordance with the Applicable Business Day Convention specified above.
31	<b>Maturity Redemption Amount</b>	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
32	<b>Early Redemption Amount (Tax)</b>		

	<b>Specify if applicable</b>	: Applicable
	<b>Specify minimum notice period</b>	: 15 days
	<b>Specify maximum notice period</b>	: 45 days
	<b>Specify any conditions to early redemption</b>	: Not Applicable
	<b>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</b>	: 100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
<b>33</b>	<b>Early Redemption Amount (Call)</b>	
	<b>Specify if applicable</b>	: Not Applicable
<b>34</b>	<b>Early Redemption Amount (Put)</b>	
	<b>Specify if applicable</b>	: Not Applicable
<b>35</b>	<b>Early Termination Amount</b>	:
	<b>If Early Termination Amount is not the Outstanding Principal Amount of the Debt Instruments, insert amount or full calculation provisions</b>	: 100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
	<b>Specify if Holders are not to receive accrued interest on early redemption on default</b>	: Not Applicable
<b>36</b>	<b>Redemption of Zero Coupon Debt Instruments</b>	: Not Applicable
<b>37</b>	<b>Deed Poll</b>	: Senior Note Deed Poll dated 5 March 2014
<b>38</b>	<b>Taxation</b>	: Condition 8.8 is applicable
<b>39</b>	<b>Other relevant terms and conditions</b>	: Not Applicable
<b>40</b>	<b>ISIN</b>	: AU3FN0046603
<b>41</b>	<b>Common Code</b>	: 193946399
<b>42</b>	<b>Common Depository</b>	: Not Applicable
<b>43</b>	<b>Austraclear Number</b>	: WP2231
<b>44</b>	<b>Any Clearing System other than Euroclear / Clearstream Luxembourg / Austraclear</b>	: Not Applicable
<b>45</b>	<b>Settlement procedures</b>	: Customary medium term note settlement and payment

procedures apply

46	<b>U.S. selling restrictions</b>	:	As set out in the Information Memorandum
47	<b>Distribution of Information Memorandum</b>	:	As set out in the Information Memorandum
48	<b>Other selling restrictions</b>	:	As set out in the Information Memorandum
49	<b>Australian interest withholding tax</b>	:	<p>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 “<b>Tax Act</b>”). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable (subject to Item 38 above), and accordingly the Issuer may, subject to certain exceptions, be obliged to pay Additional Amounts in accordance with Condition 8.8.</p> <p>See also the section of the Information Memorandum entitled “Australian Taxation”.</p>
50	<b>Transaction Documents</b>	:	Not Applicable
51	<b>Listing</b>	:	It is intended that the Notes will be listed on the Australian Securities Exchange
52	<b>Events of Default</b>	:	Condition 7.1 applies
53	<b>Additional or alternate newspapers</b>	:	Not Applicable
54	<b>Stabilisation Manager</b>	:	Not Applicable
55	<b>Other amendments</b>	:	Not Applicable
56	<b>Other disclosure</b>	:	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

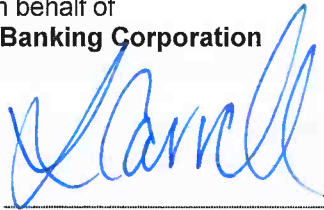
Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore: The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment

Products).

**CONFIRMED**

For and on behalf of

**Westpac Banking Corporation**



By:

Name Lucy Carroll

Position Senior Associate

Date: 22 January 2019

Series No.: 2019-3

Tranche No.: 1



**Westpac Banking Corporation**  
(ABN 33 007 457 141)

**Debt Issuance Programme**

Issue of  
**A\$350,000,000 Fixed Rate Instruments due April 2024**  
**("Debt Instruments")**

The date of this Supplement is 22 January 2019.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 20 July 2018 ("**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:

- |          |  |   |
|----------|--|---|
| <b>1</b> | <b>Issuer</b>  | : Westpac Banking Corporation<br>(ABN 33 007 457 141)   |
| <b>2</b> | <b>Lead Manager</b>  | : Westpac Banking Corporation<br>(ABN 33 007 457 141)   |
| <b>3</b> | <b>Relevant Dealer</b>   | : Westpac Banking Corporation<br>(ABN 33 007 457 141)   |
| <b>4</b> | <b>Registrar and Australian Paying Agent</b>   | : BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 1 Bligh Street, Sydney NSW 2000 |
| <b>5</b> | <b>Calculation Agent</b>   | : BTA Institutional Services Australia Limited<br>(ABN 48 002 916 396)  |
| <b>6</b> | <b>Issuing and Paying Agent (Offshore)</b>   | : Not Applicable  |
| <b>7</b> | <b>If to form a single Series with an existing Series, specify date on which all Debt Instruments of the</b> | : Not Applicable  |



	<b>Series become fungible, if not the Issue Date</b>	
<b>8</b>	<b>Status</b>	: Senior
<b>9</b>	<b>Currency</b>	: Australian dollars ("A\$")
<b>10</b>	<b>Aggregate Principal Amount of Tranche</b>	: A\$350,000,000
<b>11</b>	<b>If interchangeable with existing Series, Series No.</b>	: Not Applicable
<b>12</b>	<b>Issue Date</b>	: 24 January 2019
<b>13</b>	<b>Issue Price</b>	: 99.760 per cent. per Denomination
<b>14</b>	<b>Commissions Payable</b>	: As set out in the Subscription Acknowledgement dated 22 January 2019 between the Issuer and the Lead Manager and Dealer.
<b>15</b>	<b>Selling Concession</b>	: Not Applicable
<b>16</b>	<b>Purchase Price</b>	: A\$99,760 fully paid per Denomination
<b>17</b>	<b>Denomination</b>	: 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
<b>18</b>	<b>Partly Paid Senior Notes</b>	: 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)	
<b>19</b>	<b>Type of Debt Instruments</b>	: Fixed Rate Debt Instrument
<b>20</b>	<b>If interest-bearing, specify which of the relevant Conditions is applicable, and then specify the matters required for the relevant Condition, namely</b>	: Condition 5.2 applies
<b>21</b>	<b>Fixed Rate Debt Instruments</b>	: Applicable
	<b>Fixed Coupon Amount</b>	: A\$1,500 per Denomination

	<b>Interest Rate</b>	:	3.000 per cent. per annum payable semi-annually in arrear, except for the Initial Broken Amount.
	<b>Interest Commencement Date, if not Issue Date</b>	:	Issue Date
	<b>Interest Payment Dates</b>	:	24 April and 24 October of each year commencing on 24 April 2019, up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
	<b>Day Count Fraction</b>	:	Australian Bond Basis
	<b>Initial Broken Amount</b>	:	A\$1,500 per Denomination
	<b>Final Broken Amount</b>	:	Not Applicable
	<b>Applicable Business Day Convention</b>	:	
	- for Interest Payment Dates:		Modified Following Business Day Convention
	- for Interest Period End Dates:		Not Applicable
	- for Maturity Date:		Modified Following Business Day Convention
	- any other date:		Not Applicable
	<b>Additional Business Centre(s)</b>	:	Sydney
22	<b>Floating Rate Debt Instruments</b>	:	Not Applicable
23	<b>Index-Linked Interest Debt Instrument provisions</b>	:	Not Applicable
24	<b>Other rates</b>	:	Not Applicable
25	<b>Accrual of interest</b>	:	Not Applicable
26	<b>Default Rate</b>	:	Not Applicable
27	<b>Overdue Rate</b>	:	Not Applicable
28	<b>Zero Coupon Debt Instrument</b>	:	Not Applicable
29	<b>Reference Price</b>	:	Not Applicable
30	<b>Maturity Date</b>	:	24 April 2024, subject to adjustment in accordance with the Applicable Business Day Convention specified above.
31	<b>Maturity Redemption Amount</b>	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
32	<b>Early Redemption Amount (Tax)</b>		
	<b>Specify if applicable</b>	:	Applicable
	<b>Specify minimum notice period</b>	:	15 days
	<b>Specify maximum notice period</b>	:	45 days

	<b>Specify any conditions to early redemption</b>	: Not Applicable
	<b>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</b>	: 100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
<b>33</b>	<b>Early Redemption Amount (Call)</b>	
	<b>Specify if applicable</b>	: Not Applicable
<b>34</b>	<b>Early Redemption Amount (Put)</b>	
	<b>Specify if applicable</b>	: Not Applicable
<b>35</b>	<b>Early Termination Amount</b>	:
	<b>If Early Termination Amount is not the Outstanding Principal Amount of the Debt Instruments, insert amount or full calculation provisions</b>	: 100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
	<b>Specify if Holders are not to receive accrued interest on early redemption on default</b>	: Not Applicable
<b>36</b>	<b>Redemption of Zero Coupon Debt Instruments</b>	: Not Applicable
<b>37</b>	<b>Deed Poll</b>	: Senior Note Deed Poll dated 5 March 2014
<b>38</b>	<b>Taxation</b>	: Condition 8.8 is applicable
<b>39</b>	<b>Other relevant terms and conditions</b>	: Not Applicable
<b>40</b>	<b>ISIN</b>	: AU3CB0260206
<b>41</b>	<b>Common Code</b>	: 193946585
<b>42</b>	<b>Common Depository</b>	: Not Applicable
<b>43</b>	<b>Austraclear Number</b>	: WP2232
<b>44</b>	<b>Any Clearing System other than Euroclear / Clearstream Luxembourg / Austraclear</b>	: Not Applicable
<b>45</b>	<b>Settlement procedures</b>	: Customary medium term note settlement and payment procedures apply
<b>46</b>	<b>U.S. selling restrictions</b>	: As set out in the Information Memorandum
<b>47</b>	<b>Distribution of Information Memorandum</b>	: As set out in the Information Memorandum

<b>48</b>	<b>Other selling restrictions</b>	: As set out in the Information Memorandum
<b>49</b>	<b>Australian interest withholding tax</b>	: 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 " <b>Tax Act</b> "). 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".
<b>50</b>	<b>Transaction Documents</b>	: Not Applicable
<b>51</b>	<b>Listing</b>	: It is intended that the Notes will be listed on the Australian Securities Exchange
<b>52</b>	<b>Events of Default</b>	: Condition 7.1 applies
<b>53</b>	<b>Additional or alternate newspapers</b>	: Not Applicable
<b>54</b>	<b>Stabilisation Manager</b>	: Not Applicable
<b>55</b>	<b>Other amendments</b>	: Not Applicable
<b>56</b>	<b>Other disclosure</b>	: 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

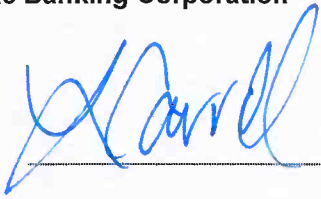
Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore: The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)).

**CONFIRMED**

For and on behalf of

**Westpac Banking Corporation**

By:



Name Lucy Carroll

Position Senior Associate

Date: 22 January 2019