Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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. 1 of Series 2019-8 fully paid senior floating rate medium term notes due September 2020 ("**Series 2019-8 Notes**")
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	6,000 Series 2019-8 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 2019-8 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	Yes. The Series 2019-8 Notes rank equally for payment in a winding up with all other unsecured and unsubordinated obligations of Westpac. The Series 2019-8 Notes rank ahead for payment in a winding up of all unsecured and subordinated obligations of Westpac. The Series 2019-8 Notes rank ahead of all ordinary shares of Westpac.

	• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	A$100,000 fully paid per Series 2019-8 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 2019-8 Notes will be used for Westpac's general corporate 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	*Not Applicable*
6b	The date the security holder resolution under rule 7.1A was passed	*Not Applicable*
6c	Number of securities issued without security holder approval under rule 7.1	*Not Applicable*
6d	Number of securities issued with security holder approval under rule 7.1A	*Not Applicable*
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	*Not Applicable*
6f	Number of securities issued under an exception in rule 7.2	*Not Applicable*
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of	*Not Applicable*

	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 *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.*	13 September 2019

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

Number	Class
3,489,928,773	Fully Paid Ordinary Shares
3,900	Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM
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
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

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
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
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
15,000	Series 2019-4 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCT
17,000	Series 2019-5 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHCU
3,000	Series 2019-6 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHCV
10,000	Series 2019-7 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHCW

6,000	Series 2019-8 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code
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
788,075	Westpac Performance Plan
4,554,589	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)

Not Applicable

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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*
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	*Not Applicable*
17	Policy for deciding entitlements in relation to fractions	*Not Applicable*
18	Names of countries in which the entity has security holders who will not be sent new offer documents *Note: Security holders must be told how their entitlements are to be dealt with.*	*Not Applicable*
19	Closing date for receipt of acceptances or renunciations	*Not Applicable*
20	Names of any underwriters	*Not Applicable*
21	Amount of any underwriting fee or commission	*Not Applicable*
22	Names of any brokers to the issue	*Not Applicable*
23	Fee or commission payable to the broker to the issue	*Not Applicable*
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	*Not Applicable*

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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: .... Date: 13 September 2019
Company Secretary

Print name: Timothy Hartin

Series No.: 2019-8
Tranche No.: 1

Westpac Banking Corporation

(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
A$600,000,000 Floating Rate Instruments due September 2020 ("Debt Instruments")

The date of this Supplement is 11 September 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:

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 which all Debt Instruments of the Series become fungible, if not the Issue Date**	:	Not Applicable
8	**Status**	:	Senior
9	**Currency**	:	Australian dollars ("A$")

10	**Aggregate Principal Amount of Tranche**	: A$600,000,000
11	**If interchangeable with existing Series, Series No.**	: Not Applicable
12	**Issue Date**	: 13 September 2019
13	**Issue Price**	: 100 per cent. per Denomination
14	**Commissions Payable**	: As set out in the Subscription Acknowledgement dated 11 September 2019 between the Issuer and the Lead Manager and Dealer.
15	**Selling Concession**	: Not Applicable
16	**Purchase Price**	: A$100,000 fully paid per Denomination
17	**Denomination**	: A$100,000 The minimum aggregate consideration for offers or transfers of the Debt Instruments in Australia must be at least A$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia
18	**Partly Paid Senior Notes**	: Not Applicable
	If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription moneys and any further additional provisions (including Forfeiture Dates in respect of late payment of Partly Paid Unsubordinated Notes)	:
19	**Type of Debt Instruments**	: Floating Rate Debt Instrument
20	**If interest-bearing, specify which of the relevant Conditions is applicable, and then specify the matters required for the relevant Condition, namely**	: Condition 5.3 applies
21	**Fixed Rate Debt Instruments**	: Not Applicable
22	**Floating Rate Debt Instruments**	: Applicable
	Interest Commencement Date, if not Issue Date	: Issue Date
	Interest Rate	: Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	: 11 December 2019, 11 March 2020, 11 June 2020 and the Maturity Date, subject to adjustment in accordance with the Applicable Business Day

			Convention specified below. There shall be a short first Interest Period commencing on and including the Issue Date and ending on but excluding the Interest Payment Date falling on 11 December 2019.
	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, except for the short first Interest Period in which the Interest Rate will be determined using linear interpolation between a Designated Maturity of 2 months and 3 months.
	Reset Date	:	The Issue Date and each Interest Payment Date
	Margin	:	Plus 0.30 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**	:	11 September 2020, 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 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
36	**Redemption of Zero Coupon Debt Instruments**	:	Not Applicable
37	**Deed Poll**	:	Senior Note Deed Poll dated 5 March 2014
38	**Taxation**	:	Condition 8.8 is applicable
39	**Other relevant terms and conditions**	:	Not Applicable
40	**ISIN**	:	AU3FN0050225
41	**Common Code**	:	205259791
42	**Common Depository**	:	Not Applicable
43	**Austraclear Number**	:	WP2242
44	**Any Clearing System other than Euroclear / Clearstream Luxembourg / Austraclear**	:	Not Applicable
45	**Settlement procedures**	:	Customary medium term note settlement and payment procedures apply

46	**U.S. selling restrictions**	:	As set out in the Information Memorandum
47	**Distribution of Information Memorandum**	:	As set out in the Information Memorandum
48	**Other selling restrictions**	:	As set out in the Information Memorandum
49	**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 38 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".
50	**Transaction Documents**	:	Not Applicable
51	**Listing**	:	It is intended that the Notes will be listed on the Australian Securities Exchange
52	**Events of Default**	:	Condition 7.1 applies
53	**Additional or alternate newspapers**	:	Not Applicable
54	**Stabilisation Manager**	:	Not Applicable
55	**Other amendments**	:	Not Applicable
56	**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- (stable) 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: Alexander Bischoff

Position: Executive Director, Group Treasury

Date: 11 September 2019