

Appendix 2A

Application for quotation of +securities

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.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	Westpac Banking Corporation (Westpac)
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ABN 33 007 457 141
1.3	*ASX issuer code	WBC
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	N/A
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	N/A
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.5	*Date of this announcement	16 December 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: <i>Select whichever item is applicable.</i> <i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i>	<input type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B <input type="checkbox"/> Being issued under a +dividend or distribution plan <input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted <input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities <input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire <input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease <input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer <input checked="" type="checkbox"/> Other
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought <i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i>	N/A
2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? <i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i>	N/A

2.2a.2.1	<p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p>	N/A
2.2b.1	<p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p>	N/A
2.2b.2	<p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p>	N/A
2.2c.1	<p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p>	N/A
2.2c.2	<p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p>	N/A
2.2d.1	<p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p>	N/A

2.2d.2	<p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p>	N/A
2.2e.1	<p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p>	N/A
2.2e.2	<p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p>	N/A
2.2f.1	<p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p>	N/A
2.2f.2	<p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p>	N/A
2.2g.1	<p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	N/A

2.2g.2	<p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	N/A						
2.2g.3	<p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	N/A						
2.2g.3.a	<p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1" data-bbox="338 969 1364 1066"> <thead> <tr> <th data-bbox="338 969 675 1014">Name of KMP</th><th data-bbox="675 969 1046 1014">Name of registered holder</th><th data-bbox="1046 969 1364 1014">Number of +securities</th></tr> </thead> <tbody> <tr> <td data-bbox="338 1014 675 1066">N/A</td><td data-bbox="675 1014 1046 1066">N/A</td><td data-bbox="1046 1014 1364 1066">N/A</td></tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of +securities	N/A	N/A	N/A
Name of KMP	Name of registered holder	Number of +securities						
N/A	N/A	N/A						
2.2h.1	<p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p>	<p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input checked="" type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> <p>The net proceeds of the issue of the fully paid senior floating rate medium term notes will be used by Westpac for general corporate purposes.</p>						
2.2h.2	<p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p>	As the decision to quote the fully paid senior floating rate medium term notes is made at the same time this Appendix 2A is lodged, an Appendix 3B is not necessary.						

2.2i	*Are these +securities being offered under a +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i>	No
2.2i.1	*Date of +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes". Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i>	N/A
2.3	*The +securities to be quoted are: <i>Tick whichever is applicable</i>	<input type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class") <input checked="" type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

Question No.	Question	Answer
3A.1	*ASX security code & description	
3A.2	*Number of +securities to be quoted	

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

Question No.	Question	Answer
3B.1	*ASX security code & description	N/A
3B.2	*Number of +securities to be quoted	N/A
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	N/A
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3B.3a is "No".</i>	N/A
3B.3c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i>	N/A

3B.3d	<p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p>	N/A
3B.3e	<p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p>	N/A

Part 3C – number and type of +securities to be quoted (new class)
where issue has not previously been notified to ASX in an
Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

Question No.	Question	Answer
3C.1	*Security description	<p>Tranche No. 1 of Series 2020-1 fully paid senior floating rate medium term notes due July 2022 ("Series 2020-1 Notes")</p> <p>Tranche No. 1 of Series 2020-2 fully paid senior floating rate medium term notes due August 2022 ("Series 2020-2 Notes")</p> <p>Tranche No. 1 of Series 2020-3 fully paid senior floating rate medium term notes due September 2022 ("Series 2020-3 Notes")</p> <p>Tranche No. 1 of Series 2020-4 fully paid senior floating rate medium term notes due October 2022 ("Series 2020-4 Notes")</p> <p>Tranche No. 1 of Series 2020-5 fully paid senior floating rate medium term notes due November 2022 ("Series 2020-5 Notes")</p> <p>Tranche No. 1 of Series 2020-6 fully paid senior floating rate medium term notes due February 2024 ("Series 2020-6 Notes")</p> <p>Tranche No. 1 of Series 2020-7 fully paid senior floating rate medium term notes due June 2024 ("Series 2020-7 Notes")</p>

3C.2	<p>*Security type</p> <p><i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p>	<p><input type="checkbox"/> Ordinary fully or partly paid shares/units</p> <p><input type="checkbox"/> Options</p> <p><input type="checkbox"/> +Convertible debt securities</p> <p><input checked="" type="checkbox"/> Non-convertible +debt securities</p> <p><input type="checkbox"/> Redeemable preference shares/units</p> <p><input type="checkbox"/> Other</p> <p>N/A</p>
3C.3	<p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i></p>	<p>Series 2020-1 Notes: AU3FN0057766</p> <p>Series 2020-2 Notes: AU3FN0057790</p> <p>Series 2020-3 Notes: AU3FN0057816</p> <p>Series 2020-4 Notes: AU3FN0057774</p> <p>Series 2020-5 Notes: AU3FN0057782</p> <p>Series 2020-6 Notes: AU3FN0057808</p> <p>Series 2020-7 Notes: AU3FN0057824</p>
3C.4	<p>*Number of +securities to be quoted</p>	<p>Series 2020-1 Notes: 428 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p> <p>Series 2020-2 Notes: 500 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p> <p>Series 2020-3 Notes: 500 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p> <p>Series 2020-4 Notes: 500 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p> <p>Series 2020-5 Notes: 500 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p> <p>Series 2020-6 Notes: 1,000 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p> <p>Series 2020-7 Notes: 500 (i.e. fully paid senior floating rate medium term notes with a denomination of AUD100,000)</p>
3C.5a	<p>*Will all the +securities issued in this class rank equally in all respects from the issue date?</p>	<p>Yes.</p> <p>The fully paid senior floating rate medium term notes rank equally for payment in a winding up with all other unsecured and unsubordinated obligations of Westpac.</p> <p>The fully paid senior floating rate medium term notes rank ahead for payment in a winding up of all unsecured and subordinated obligations of Westpac.</p> <p>The fully paid senior floating rate medium term notes rank ahead of all ordinary shares of Westpac.</p>

3C.5b	<p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p>	N/A
3C.5c	<p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i></p>	N/A
3C.5d	<p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p>	N/A
3C.5e	<p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p>	N/A
3C.6	<p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p>	<p>See the Information Memorandum dated 30 September 2020, released to the ASX Market Announcements Platform on the same date, (https://www.westpac.com.au/content/dam/public/wbc/documents/pdf/aw/ic/WBC_DIP_Information_Memorandum_30_September_2020.pdf) and the Pricing Supplements dated 16 December 2020</p>
3C.7	<p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p>	N/A

3C.8	<p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="339 297 1410 613"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>1,001 – 5,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>5,001 – 10,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>10,001 – 100,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>100,001 and over</td><td>N/A</td><td>N/A</td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p>		Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000	N/A	N/A	1,001 – 5,000	N/A	N/A	5,001 – 10,000	N/A	N/A	10,001 – 100,000	N/A	N/A	100,001 and over	N/A	N/A
Number of +securities held	Number of holders	Total percentage of +securities held																		
1 – 1,000	N/A	N/A																		
1,001 – 5,000	N/A	N/A																		
5,001 – 10,000	N/A	N/A																		
10,001 – 100,000	N/A	N/A																		
100,001 and over	N/A	N/A																		
3C.9a	<p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p>																			
	<p>*+Security currency</p> <p><i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i></p>	N/A																		
	<p>*Will there be CDIs issued over the +securities?</p>	N/A																		
	<p>*CDI ratio</p> <p><i>Answer this question if you answered “Yes” to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i></p>	N/A																		
	<p>*Is it a partly paid class of +security?</p>	N/A																		
	<p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered “Yes” to the previous question.</i></p> <p><i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered ‘partly paid’</i></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered ‘partly paid’.</i></p> <p><i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i></p>	N/A																		
	<p>*Is it a stapled +security?</p> <p><i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i></p>	N/A																		
3C.9b	<p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p>																			
	<p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p>																			

	<p>*Exercise price <i>The price at which each option can be exercised and convert into the underlying security.</i> <i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p>	N/A
	<p>*Expiry date <i>The date on which the options expire or terminate.</i></p>	N/A
	<p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised <i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p>	N/A
3C.9c	<p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units <i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i> <i>Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section</i></p>	
	<p>*Type of +security <i>Select one item from the list</i></p>	<p> <input type="checkbox"/> Simple corporate bond <input checked="" type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other </p> <p>N/A</p>
	<p>*+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i></p>	AUD
	<p>Face value <i>This is the principal amount of each security.</i> <i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i></p>	<p> Series 2020-1 Notes: AUD42,800,000 Series 2020-2 Notes: AUD50,000,000 Series 2020-3 Notes: AUD50,000,000 Series 2020-4 Notes: AUD50,000,000 Series 2020-5 Notes: AUD50,000,000 Series 2020-6 Notes: AUD100,000,000 Series 2020-7 Notes: AUD50,000,000 </p>
	<p>*Interest rate type <i>Select one item from the list</i> <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i></p>	<p> <input type="checkbox"/> Fixed rate <input checked="" type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other </p> <p>N/A</p>

	<p>Frequency of coupon/interest payments per year</p> <p><i>Select one item from the list.</i></p>	<input type="checkbox"/> Monthly <input checked="" type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other
	<p>First interest payment date</p> <p><i>A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments</i></p>	<p>Series 2020-1 Notes: 15 January 2021 Series 2020-2 Notes: 15 February 2021 Series 2020-3 Notes: 15 March 2021 Series 2020-4 Notes: 18 January 2021 Series 2020-5 Notes: 15 February 2021 Series 2020-6 Notes: 15 February 2021 Series 2020-7 Notes: 15 March 2021</p>
	<p>Interest rate per annum</p> <p><i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>*Is the interest rate per annum estimated at this time?</p> <p><i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)</p> <p><i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".</i> <i>Answer "Unknown" if the date is not known at this time.</i></p>	N/A
	<p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p>	Yes
	<p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	<p>3 month BBSW, except for the short first interest period as follows:</p> <p>Series 2020-1 Notes: 1 month BBSW Series 2020-2 Notes: 2 month BBSW Series 2020-4 Notes: 1 month BBSW Series 2020-5 Notes: 2 month BBSW Series 2020-6 Notes: 2 month BBSW</p>
	<p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p>	Yes

	<p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	<p>Series 2020-1 Notes: 0.07% per annum Series 2020-2 Notes: 0.07% per annum Series 2020-3 Notes: 0.07% per annum Series 2020-4 Notes: 0.08% per annum Series 2020-5 Notes: 0.09% per annum Series 2020-6 Notes: 0.15% per annum Series 2020-7 Notes: 0.17% per annum</p>
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security 	<p><input checked="" type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable</p>
	<p>*Is the +security perpetual (i.e. no maturity date)?</p>	<p>No</p>
	<p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p>	<p>Series 2020-1 Notes: 15 July 2022 Series 2020-2 Notes: 15 August 2022 Series 2020-3 Notes: 15 September 2022 Series 2020-4 Notes: 17 October 2022 Series 2020-5 Notes: 15 November 2022 Series 2020-6 Notes: 14 February 2024 Series 2020-7 Notes: 14 June 2024</p>
	<p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p>	<p><input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input checked="" type="checkbox"/> None of the above</p>

	*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	No
	*If yes, what is the first trigger date <i>Answer this question if your response to the previous question is "Yes".</i>	N/A
	Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged <i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i> <i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i>	N/A

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities to be quoted been issued yet?	No
4.1a	*What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i>	N/A
4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i>	17 December 2020
4.2	*Are the +securities to be quoted being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i>	Yes
4.2a	*In what currency is the cash consideration being paid <i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i> <i>Answer this question if your response to Q4.2 is "Yes".</i>	AUD
4.2b	*What is the issue price per +security <i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i> <i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i>	AUD100,000 fully paid per Series 2020-1 Note AUD100,000 fully paid per Series 2020-2 Note AUD100,000 fully paid per Series 2020-3 Note AUD100,000 fully paid per Series 2020-4 Note AUD100,000 fully paid per Series 2020-5 Note AUD100,000 fully paid per Series 2020-6 Note AUD100,000 fully paid per Series 2020-7 Note

4.2c	Please describe the consideration being provided for the +securities to be quoted <i>Answer this question if your response to Q4.2 is "No".</i>	N/A
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted <i>Answer this question if your response to Q4.2 is "No".</i>	N/A
4.3	Any other information the entity wishes to provide about the issue	N/A

Part 5 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.

5.1	*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	WBC (Fully Paid Ordinary Shares)	3,611,684,870
	WBCHBN (Series 2015-20 Fully Paid Senior Fixed Rate Medium Term Notes)	4,250
	WBCHBP (Series 2016-1 Fully Paid Subordinated Floating Rate Medium Term Notes)	7,000
	WBCHBR (Series 2016-3 Fully Paid Senior Fixed Rate Medium Term Notes)	5,000
	WBCHBS (Series 2016-4 Fully Paid Senior Floating Rate Medium Term Notes)	21,000
	WBCHBX (Series 2017-1 Fully Paid Senior Floating Rate Medium Term Notes)	23,500
	WBCHBY (Series 2017-2 Fully Paid Senior Fixed Rate Medium Term Notes)	2,500
	WBCHCC (Series 2017-5 Fully Paid Senior Floating Rate Medium Term Notes)	23,750
	WBCHCD (Series 2017-6 Fully Paid Senior Fixed Rate Medium Term Notes)	3,000
	WBCHCF (Series 2018-1 Fully Paid Subordinated Floating Rate Medium Term Notes)	2,500
	WBCHCH (Series 2018-2 Fully Paid Senior Floating Rate Medium Term Notes)	23,500

WBCHCI (Series 2018-3 Fully Paid Senior Fixed Rate Medium Term Notes)	2,500
WBCHCJ (Series 2018-4 Fully Paid Senior Fixed Rate Medium Term Notes)	500
WBCHCK (Series 2018-5 Fully Paid Subordinated Floating Rate Medium Term Notes)	7,250
WBCHCL (Series 2018-6 Fully Paid Senior Fixed Rate Medium Term Notes)	500
WBCHCN (Series 2018-8 Fully Paid Senior Floating Rate Medium Term Notes)	15,000
WBCHCO (Series 2018-9 Fully Paid Senior Fixed Rate Medium Term Notes)	3,000
WBCHCP (Series 2018-10 Fully Paid Senior Floating Rate Medium Term Notes)	24,500
WBCHCQ (Series 2019-1 Fully Paid Senior Fixed Rate Medium Term Notes)	400
WBCHCR (Series 2019-2 Fully Paid Senior Floating Rate Medium Term Notes)	19,000
WBCHCS (Series 2019-3 Fully Paid Senior Fixed Rate Medium Term Notes)	3,500
WBCHCT (Series 2019-4 Fully Paid Senior Floating Rate Medium Term Notes)	15,000
WBCHCU (Series 2019-5 Fully Paid Senior Floating Rate Medium Term Notes)	17,000
WBCHCV (Series 2019-6 Fully Paid Senior Fixed Rate Medium Term Notes)	3,000
WBCHCW (Series 2019-7 Fully Paid Subordinated Floating Rate Medium Term Notes)	10,000
WBCHCY (Series 2020-1 Fully Paid Senior Floating Rate Medium Term Notes)	428
WBCHCZ (Series 2020-2 Fully Paid Senior Floating Rate Medium Term Notes)	500
WBCHDA (Series 2020-3 Fully Paid Senior Floating Rate Medium Term Notes)	500
WBCHDB (Series 2020-4 Fully Paid Senior Floating Rate Medium Term Notes)	500
WBCHDC (Series 2020-5 Fully Paid Senior Floating Rate Medium Term Notes)	500
WBCHDD (Series 2020-6 Fully Paid Senior Floating Rate Medium Term Notes)	1,000
WBCHDE (Series 2020-7 Fully Paid Senior Floating Rate Medium Term Notes)	500
WBCPE (Westpac Capital Notes 2)	13,105,705
WBCPF (Westpac Capital Notes 3)	4,584,547
WBCPG (Westpac Capital Notes 4)	17,020,534

	WBCPH (Westpac Capital Notes 5)	16,903,383
	WBCPI (Westpac Capital Notes 6)	14,230,580
	WBCPJ (Westpac Capital Notes 7)	17,229,363
	WBCHBH (Series 1187 AUD350,000,000 Fixed Rate Subordinated Instruments) – due March 2027	
	WBCHBK (Series 1198 SGD325,000,000 Fixed Rate Subordinated Instruments) – due August 2027	
	WBCHBO (Series 1227 USD100,000,000 Fixed Rate Subordinated Instruments) – due February 2046	
	WBCHBT (Series 1267 JPY10,000,000,000 Fixed Rate Subordinated Instruments) – due June 2026	
	WBCHBU (Series 1269 AUD175,000,000 Fixed Rate Subordinated Instruments) – due June 2028	
	WBCHBZ (Series 1331 HKD600,000,000 Fixed Rate Subordinated Instruments) – due July 2027	
	WBCHCA (Series 1333 AUD350,000,000 Fixed Rate Subordinated Instruments) – due August 2029	
	WBCHCE (Series 1361 AUD185,000,000 Fixed Rate Subordinated Instruments) – due February 2048	
	WBCHCG (Series 1371 AUD130,000,000 Fixed Rate Subordinated Instruments) – due March 2048	
5.2	* Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	Westpac Performance Plan	818,133
	Westpac Long Term Variable Reward Plan	2,276,613
	USD1.25 billion 5.00% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities	

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is “Being issued under a dividend/distribution plan” and the response to Q2.2b.2 is “No”; or
- your response to Q2.1 is “Other”.

Note that if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”, it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	N/A

6.1a	<p>*Date of meeting or proposed meeting to approve the issue under listing rule 7.1</p> <p><i>Answer this question if the response to Q6.1 is "Yes".</i></p>	N/A
6.1b	<p>*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q6.1 is "No".</i></p>	N/A
6.1b.1	<p>*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1b is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i></p>	N/A
6.1c	<p>*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the response to Q6.1 is "No".</i></p>	N/A
6.1c.1	<p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p>	N/A

Introduced 01/12/19, amended 31/01/20

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-1

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$42,800,000 Floating Rate Medium Term Notes due July 2022
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$42,800,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable
	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 Senior Notes)	:	
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	15 January, 15 April, 15 July and 15 October of each year commencing on 15 January 2021, up to and including 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 15 January 2021.
	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

	Designated Maturity	: 3 months, except for the short first Interest Period in which the Interest Rate will be determined by using a Designated Maturity of 1 month.
	Reset Date	: The Issue Date and each Interest Payment Date
	Margin	: Plus 0.07 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	: 15 July 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
32	Early redemption for taxation reasons (Condition 6.3)	: Applicable
	Specify minimum notice period	: 15 days
	Specify maximum notice period	: 45 days
	Specify any conditions to early redemption	: Not Applicable
	Early Redemption Amount (Tax)	: As set out in Condition 6.3
	Early Redemption Date (Tax)	: As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	: Not Applicable
	Specify minimum notice period	: Not Applicable
	Specify maximum notice period	: Not Applicable
	Specify any additional conditions to exercise of the call option	: Not Applicable

	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable
	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057766
41	Common Code	: 227559250
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2243
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

- See also the section of the Information Memorandum entitled "Australian Taxation".

The Debt Instruments to be issued are expected to be assigned the following ratings:
S&P: AA-
Moody's: Aa3

Date: 16 December 2020

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-2

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$50,000,000 Floating Rate Medium Term Notes due August 2022
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$50,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable 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 Senior Notes)
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	15 February, 15 May, 15 August and 15 November of each year commencing on 15 February 2021, up to and including 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 15 February 2021.
	Applicable Business Day Convention	:	Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW

	Designated Maturity	: 3 months, except for the short first Interest Period in which the Interest Rate will be determined by using a Designated Maturity of 2 months.
	Reset Date	: The Issue Date and each Interest Payment Date
	Margin	: Plus 0.07 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	: 15 August 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
32	Early redemption for taxation reasons (Condition 6.3)	: Applicable
	Specify minimum notice period	: 15 days
	Specify maximum notice period	: 45 days
	Specify any conditions to early redemption	: Not Applicable
	Early Redemption Amount (Tax)	: As set out in Condition 6.3
	Early Redemption Date (Tax)	: As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	: Not Applicable
	Specify minimum notice period	: Not Applicable
	Specify maximum notice period	: Not Applicable
	Specify any additional conditions to exercise of the call option	: Not Applicable

	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable
	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057790
41	Common Code	: 227559381
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2246
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

- See also the section of the Information Memorandum entitled "Australian Taxation".

The Debt Instruments to be issued are expected to be assigned the following ratings:
S&P: AA-
Moody's: Aa3

Date: 16 December 2020

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-3

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$50,000,000 Floating Rate Medium Term Notes due September 2022
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$50,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable
	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 Senior Notes)	:	
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	15 March, 15 June, 15 September and 15 December of each year commencing on 15 March 2021, up to and including 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 15 March 2021.
	Applicable Business Day Convention	:	
	- for Interest Payment Dates: - for Interest Period End Dates: - for Maturity Date: - any other date:		Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW

	Designated Maturity	: 3 months
	Reset Date	: The Issue Date and each Interest Payment Date
	Margin	: Plus 0.07 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	: 15 September 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
32	Early redemption for taxation reasons (Condition 6.3)	: Applicable
	Specify minimum notice period	: 15 days
	Specify maximum notice period	: 45 days
	Specify any conditions to early redemption	: Not Applicable
	Early Redemption Amount (Tax)	: As set out in Condition 6.3
	Early Redemption Date (Tax)	: As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	: Not Applicable
	Specify minimum notice period	: Not Applicable
	Specify maximum notice period	: Not Applicable
	Specify any additional conditions to exercise of the call option	: Not Applicable
	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable

	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057816
41	Common Code	: 227559357
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2248
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 Debt Instruments 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

CONFIRMED

For and on behalf of

Westpac Banking Corporation

By: _____

Name: _____

Lucy Carroll

Position: _____

Associate Director, Global Funding

Date: _____

16 December 2020

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-4

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$50,000,000 Floating Rate Medium Term Notes due October 2022
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$50,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable
	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 Senior Notes)	:	
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	17 January, 17 April, 17 July and 17 October of each year commencing on 18 January 2021, up to and including 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 18 January 2021.
	Applicable Business Day Convention	:	
	- for Interest Payment Dates: - for Interest Period End Dates: - for Maturity Date: - any other date:		Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW

	Designated Maturity	: 3 months, except for the short first Interest Period in which the Interest Rate will be determined by using a Designated Maturity of 1 month.
	Reset Date	: The Issue Date and each Interest Payment Date
	Margin	: Plus 0.08 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	: 17 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
32	Early redemption for taxation reasons (Condition 6.3)	: Applicable
	Specify minimum notice period	: 15 days
	Specify maximum notice period	: 45 days
	Specify any conditions to early redemption	: Not Applicable
	Early Redemption Amount (Tax)	: As set out in Condition 6.3
	Early Redemption Date (Tax)	: As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	: Not Applicable
	Specify minimum notice period	: Not Applicable
	Specify maximum notice period	: Not Applicable
	Specify any additional conditions to exercise of the call option	: Not Applicable

	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable
	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057774
41	Common Code	: 227559306
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2244
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

- See also the section of the Information Memorandum entitled "Australian Taxation".

The Debt Instruments to be issued are expected to be assigned the following ratings:
S&P: AA-
Moody's: Aa3

Date: 16 December 2020

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-5

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$50,000,000 Floating Rate Medium Term Notes due November 2022
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$50,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable 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 Senior Notes)
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	15 February, 15 May, 15 August and 15 November of each year commencing on 15 February 2021, up to and including 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 15 February 2021.
	Applicable Business Day Convention	:	Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW

	Designated Maturity	:	3 months, except for the short first Interest Period in which the Interest Rate will be determined by using a Designated Maturity of 2 months.
	Reset Date	:	The Issue Date and each Interest Payment Date
	Margin	:	Plus 0.09 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	:	15 November 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
32	Early redemption for taxation reasons (Condition 6.3)	:	Applicable
	Specify minimum notice period	:	15 days
	Specify maximum notice period	:	45 days
	Specify any conditions to early redemption	:	Not Applicable
	Early Redemption Amount (Tax)	:	As set out in Condition 6.3
	Early Redemption Date (Tax)	:	As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	:	Not Applicable
	Specify minimum notice period	:	Not Applicable
	Specify maximum notice period	:	Not Applicable
	Specify any additional conditions to exercise of the call option	:	Not Applicable

	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable
	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057782
41	Common Code	: 227559322
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2245
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

- See also the section of the Information Memorandum entitled "Australian Taxation".

The Debt Instruments to be issued are expected to be assigned the following ratings:
S&P: AA-
Moody's: Aa3

Date: 16 December 2020

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-6

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$100,000,000 Floating Rate Medium Term Notes due February 2024
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$100,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable 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 Senior Notes)
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	14 February, 14 May, 14 August and 14 November of each year commencing on 15 February 2021, up to and including 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 15 February 2021.
	Applicable Business Day Convention	:	Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW

	Designated Maturity	: 3 months, except for the short first Interest Period in which the Interest Rate will be determined by using a Designated Maturity of 2 months.
	Reset Date	: The Issue Date and each Interest Payment Date
	Margin	: Plus 0.15 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	: 14 February 2024, 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
32	Early redemption for taxation reasons (Condition 6.3)	: Applicable
	Specify minimum notice period	: 15 days
	Specify maximum notice period	: 45 days
	Specify any conditions to early redemption	: Not Applicable
	Early Redemption Amount (Tax)	: As set out in Condition 6.3
	Early Redemption Date (Tax)	: As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	: Not Applicable
	Specify minimum notice period	: Not Applicable
	Specify maximum notice period	: Not Applicable
	Specify any additional conditions to exercise of the call option	: Not Applicable

	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable
	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057808
41	Common Code	: 227559411
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2247
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

- See also the section of the Information Memorandum entitled "Australian Taxation".

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

Date:

16 December 2020

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, (CHAPTER 289) OF SINGAPORE – The Debt Instruments 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).

PROHIBITION ON SALES TO EEA AND UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

Series No.: 2020-7

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
\$50,000,000 Floating Rate Medium Term Notes due June 2024
(“Debt Instruments”)

The date of this Supplement is 16 December 2020.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 30 September 2020 (“**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 Dealers	: Westpac Banking Corporation (ABN 33 007 457 141)
4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
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\$50,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 17 December 2020
13	Issue Price	: 100 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 16 December 2020 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	:	Denominations of 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 / TCDs	:	Not Applicable 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 Senior Notes)
19	Type of Debt Instruments	:	Floating Rate Debt Instruments
20	If interest-bearing, specify which of the relevant Conditions is applicable	:	Condition 5.3 applies
21	Fixed Rate Debt Instruments	:	Not Applicable
22	Floating Rate Debt Instruments (Condition 5.3)	:	Applicable
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates	:	14 March, 14 June, 14 September and 14 December of each year commencing on 15 March 2021, up to and including 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 15 March 2021.
	Applicable Business Day Convention	:	Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW

	Designated Maturity	: 3 months
	Reset Date	: The Issue Date and each Interest Payment Date
	Margin	: Plus 0.17 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	: 14 June 2024, 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
32	Early redemption for taxation reasons (Condition 6.3)	: Applicable
	Specify minimum notice period	: 15 days
	Specify maximum notice period	: 45 days
	Specify any conditions to early redemption	: Not Applicable
	Early Redemption Amount (Tax)	: As set out in Condition 6.3
	Early Redemption Date (Tax)	: As set out in Condition 6.3
33	Early redemption at the option of the Issuer (Call) (Condition 6.4)	: Not Applicable
	Specify minimum notice period	: Not Applicable
	Specify maximum notice period	: Not Applicable
	Specify any additional conditions to exercise of the call option	: Not Applicable
	Specify first date on which the call option may be exercised in the case of Subordinated Notes	: Not Applicable

	Early Redemption Amount (Call)	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
	Early Redemption Date (Call)	: The next Interest Payment Date
	Specify whether redemption is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount and the means by which Debt Instruments will be selected for redemption	: The Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments
34	Early redemption at the option of Holders (Put) (Condition 6.5)	: 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	: AU3FN0057824
41	Common Code	: 227559420
42	Common Depository	: Not applicable
43	Austraclear Number	: WP2249
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 Debt Instruments 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

CONFIRMED

For and on behalf of

Westpac Banking Corporation

By: _____

Name: _____

Lucy Carroll

Position: _____

Associate Director, Global Funding

Date: _____

16 December 2020
