

17 November 2014

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir / Madam

**Appendix 3Y – Director's Interest Notice for Mrs Gail Kelly, Managing Director and Chief Executive Officer**

Please find attached an Appendix 3Y – Change of Director's Interest Notice in relation to Westpac Banking Corporation (**Westpac**) security interests held by Mrs Kelly (and her associated parties).

Consistent with the terms of the CEO LTI Plan, 197,848 of Mrs Kelly's share rights have been automatically exercised upon vesting. Mrs Kelly continues to hold the underlying shares.

As indicated in the Appendix 3Y, following the transactions Mrs Kelly and her associated parties hold relevant interests in 1,740,307 Westpac fully paid ordinary shares.

Yours sincerely,

Tim Hartin  
Company Secretary

# Appendix 3Y

## Change of Director's Interest Notice

*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.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	<b>WESTPAC BANKING CORPORATION</b>
ABN	<b>33 007 457 141</b>
Date:	<b>17 November 2014</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	<b>GAIL PATRICIA KELLY</b>
Date of last notice	<b>9 May 2014</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct	Direct	Indirect	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-	-	G&A Kelly Investments Pty Ltd (ATF the Kelly Family Superannuation Fund)	G&A Kelly Investments Pty Ltd (ATF the Kelly Trust)
<b>Date of change</b>	(b) 11 Nov 2014	(a) 11 Nov 2014	-	-
<b>No. of securities held prior to change</b>	112,491	713,264	156,390	1,273,578
<b>Class</b>	WBC Fully paid ordinary shares	Rights to acquire fully paid ordinary shares	WBC Fully paid ordinary shares	WBC Fully paid ordinary shares

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

Direct or indirect interest	Direct	Direct	Indirect	Indirect
<b>Number acquired</b>	(b) 197,848	-	-	-
<b>Number disposed</b>	-	(a) 197,848 <sup>1</sup>	-	-
<b>Value / Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	-	(a) -	-	-
<b>No. of securities held after change</b>	(b) 310,339	(a) 515,416	156,390 (unchanged)	1,273,578 (unchanged)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(b) Shares received on exercise of share rights	(a) Exercise of share rights		

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

<sup>1</sup> Consistent with the terms of the CEO LTI Plan, 197,848 of Mrs Kelly's share rights have been automatically exercised upon vesting. As indicated above, Mrs Kelly continues to hold the underlying shares.

+ See chapter 19 for defined terms.

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	NO
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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<sup>+</sup> See chapter 19 for defined terms.