

Series No.: 2015-2

Tranche No.: 1



Westpac Banking Corporation

(ABN 33 007 457 141)

Debt Issuance Programme

Issue of

A\$325,000,000 Fixed Rate Instruments due January 2020

("Debt Instruments")

The date of this Supplement is 19 January 2015.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 5 March 2014 ("**Information Memorandum**")) relates to the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the Senior Note Deed Poll dated 5 March 2014 made by Westpac Banking Corporation ("**Deed Poll**") and the Information Memorandum.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the Information Memorandum.

The particulars to be specified in relation to the Tranche of Debt Instruments referred to above are as follows:

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|----------|--|---|
| 1 | Issuer | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 2 | Lead Manager | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 3 | Relevant Dealer | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 4 | Registrar and Australian Paying Agent | : BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 35 Clarence Street, Sydney NSW 2000 |
| 5 | Calculation Agent | : BTA Institutional Services Australia Limited
(ABN 48 002 916 396) |
| 6 | Issuing and Paying Agent (Offshore) | : Not Applicable |
| 7 | If to form a single Series with an existing Series, specify date on | : Not Applicable |

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

8	Status	: Senior
9	Currency	: Australian dollars ("A\$")
10	Aggregate Principal Amount of Tranche	: A\$325,000,000
11	If interchangeable with existing Series, Series No.	: Not Applicable
12	Issue Date	: 22 January 2015
13	Issue Price	: 99.407 per cent. per Denomination
14	Commissions Payable	: As set out in the Subscription Acknowledgement dated 19 January 2015 between the Issuer and the Lead Manager and Dealer.
15	Selling Concession	: Not Applicable
16	Purchase Price	: A\$99,407 fully paid per Denomination
17	Denomination	: A\$100,000
		The minimum aggregate consideration for offers or transfers of the Debt Instruments in Australia must be at least A\$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia.
18	Partly Paid Senior Notes	: Not Applicable
	If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription moneys and any further additional provisions (including Forfeiture Dates in respect of late payment of Partly Paid Unsubordinated Notes)	:
19	Type of Debt Instruments	: Fixed Rate Debt Instrument
20	If interest-bearing, specify which of the relevant Conditions is applicable, and then specify the matters required for the relevant Condition, namely	: Condition 5.2 applies
21	Fixed Rate Debt Instruments	: Applicable
	Fixed Coupon Amount	: A\$1,625.00 per Denomination

	Interest Rate	:	3.25 per cent. per annum payable semi-annually in arrear
	Interest Commencement Date, if not Issue Date	:	Issue Date
	Interest Payment Dates	:	22 January and 22 July of each year commencing on 22 July 2015, up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
	Day Count Fraction	:	Australian Bond Basis
	Initial Broken Amount	:	Not Applicable
	Final Broken Amount	:	Not Applicable
	Applicable Business Day Convention	:	
	- for Interest Payment Dates:		Modified Following Business Day Convention
	- for Interest Period End Dates:		Not applicable
	- for Maturity Date:		Modified Following Business Day Convention
	- any other date:		Not applicable
	Additional Business Centre(s)	:	Sydney
22	Floating Rate Debt Instruments	:	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	:	22 January 2020, subject to adjustment in accordance with the Applicable Business Day Convention specified above.
31	Maturity Redemption Amount	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
32	Early Redemption Amount (Tax)		
	Specify if applicable	:	Applicable
	Specify minimum notice period	:	15 days
	Specify maximum notice period	:	45 days

	Specify any conditions to early redemption	: Not Applicable
	If Early Redemption Amount (Tax) is not the Outstanding Principal Amount, together with accrued interest (if any) thereon of the Debt Instruments, insert amount or full calculation provisions	: 100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
33	Early Redemption Amount (Call)	
	Specify if applicable	: Not Applicable
34	Early Redemption Amount (Put)	
	Specify if applicable	: Not Applicable
35	Early Redemption Amount (Adverse Tax Event)	
	Specify if applicable	: Not Applicable
36	Early Redemption Amount (Regulatory Event)	
	Specify if applicable	: Not Applicable
37	Early Termination Amount	:
	If Early Termination Amount is not the Outstanding Principal Amount of the Debt Instruments, insert amount or full calculation provisions	: 100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
	Specify if Holders are not to receive accrued interest on early redemption on default	: Not Applicable
38	Redemption of Zero Coupon Debt Instruments	: Not Applicable
39	Deed Poll	: Senior Note Deed Poll dated 5 March 2014
40	Taxation	: Condition 8.8 is applicable
41	Other relevant terms and conditions	: Not Applicable
42	ISIN	: AU000WBCHBE9
43	Common Code	: 117188841
44	Common Depository	: Not Applicable
45	Austraclear Number	: WP2174
46	Any Clearing System other than Euroclear / Clearstream /	: Not Applicable

Austraclear

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|-----------|---|---|---|
| 47 | Settlement procedures | : | Customary medium term note settlement and payment procedures apply |
| 48 | U.S. selling restrictions | : | As set out in the Information Memorandum |
| 49 | Distribution of Information Memorandum | : | As set out in the Information Memorandum |
| 50 | Other selling restrictions | : | As set out in the Information Memorandum |
| 51 | Australian interest withholding tax | : | <p>The Issuer intends to issue the Debt Instruments in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the "Tax Act"). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable (subject to Item 40 above), and accordingly the Issuer may, subject to certain exceptions, be obliged to pay Additional Amounts in accordance with Condition 8.8.</p> <p>See also the section of the Information Memorandum entitled "Australian Taxation".</p> |
| 52 | Transaction Documents | : | Not Applicable |
| 53 | Listing | : | It is intended that the Notes will be quoted on the Australian Securities Exchange |
| 54 | Events of Default | : | Condition 7.1 applies |
| 55 | Additional or alternate newspapers | : | Not Applicable |
| 56 | Stabilisation Manager | : | Not Applicable |
| 57 | Other amendments | : | Not Applicable |
| 58 | Other disclosure | : | As set out in the Information Memorandum |

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

S&P: AA-

Moody's: Aa2

CONFIRMED

For and on behalf of

Westpac Banking Corporation

By:



Name

ALEXANDER BISCHOFF

Position

DIRECTOR, GROUP TREASURY

Date:

19 JANUARY 2015