

21 July 2016

Market Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Westpac Considers NZD Subordinated Notes Offer

Attached please find a copy of an announcement released by Westpac Banking Corporation on the NZX today.

If the offer referred to in the announcement proceeds, it will not be open to Australian residents.

Yours sincerely,



Tim Hartin
Company Secretary

NZX ANNOUNCEMENT

21 July 2016

WESTPAC CONSIDERS NZD SUBORDINATED NOTES OFFER

Westpac Banking Corporation (ABN 33 007 457 141), acting through its Sydney head office (**Westpac**), today announced that it is considering making an offer (**Offer**) of unsecured, subordinated, fixed rate notes (**Notes**). The Offer is expected to open in August 2016.

Should the Offer proceed, it will only be open to investors resident in New Zealand. Investors will only be able to obtain an allocation of Notes through the Joint Lead Managers, the Co-Managers or their financial adviser.

The Notes are expected to have a term of 10 years but may be repaid earlier in certain circumstances.

If Westpac encounters severe financial difficulty, a non-viability trigger event could occur and some or all of the Notes may be converted into Westpac ordinary shares (or written off completely). The Notes are expected to be treated as Tier 2 capital for Westpac and are expected to be quoted on the NZX Debt Market.

Further Information and Applications

Westpac has appointed Westpac Banking Corporation (acting through its New Zealand branch) as Arranger and a Joint Lead Manager for the Offer. BNZ, Deutsche Craigs, First NZ Capital, Forsyth Barr and Macquarie have been appointed as the other Joint Lead Managers. JBWere and Macquarie Equities have been appointed as Co-Managers.

Investors can register their interest for the Offer by contacting a Joint Lead Manager or a Co-Manager (details below) or their financial adviser. Indications of interest will not involve an obligation or commitment of any kind to acquire Notes.

No money is currently being sought and applications for the Notes cannot currently be made. If the Offer is made, the Offer will be made in accordance with the Financial Markets Conduct Act 2013 of New Zealand.

The Notes are complex financial products that are not suitable for many investors. If you do not fully understand how the Notes work or the risks associated with them, then you should not invest in them. If the Offer proceeds, you should read the product disclosure statement for the Notes in full when it becomes available. You can seek advice from a financial adviser to help you make an investment decision.

- ENDS -

Further enquiries

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Arranger & Joint Lead Manager
Westpac Banking Corporation
(acting through its New Zealand branch)
Tel: 0800 942 822
www.westpac.com.au/investorcentre

Joint Lead Managers

BNZ
Tel: 0800 284 017
www.bnz.co.nz

Deutsche Craigs
Tel: 0800 226 263
www.craigsip.com

First NZ Capital
Tel: 0800 005 678
www.firstnzcapiatal.co.nz

Forsyth Barr
Tel: 0800 367 227
www.forsythbarr.co.nz

Macquarie
Tel: 0800 742 737
www.macquarie.com/nz/corporate

Co-Managers

JBWere
Tel: 0800 555 555
www.jbwere.co.nz

Macquarie Equities
Tel: 0800 742 737
www.macquarie.com/nz/personal-nz

The Notes may only be offered for sale or sold in New Zealand. In particular, the Notes will not be registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) or the securities law of any state of the United States and may not be offered, sold or delivered or transferred in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the U.S. Securities Act).