

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Name of entity

Westpac Banking Corporation (Westpac)

ABN

33 007 457 141

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

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|---|---|--|
| 1 | Class of securities issued or to be issued | Two classes of securities have been issued:
1. Tranche No. 1 of Series 2016-3 fully paid senior fixed rate medium term notes due June 2021 (" Series 2016-3 Notes "); and
2. Tranche No. 1 of Series 2016-4 fully paid senior floating rate medium term notes due June 2021 (" Series 2016-4 Notes "). |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 1. 5,000 Series 2016-3 Notes; and
2. 18,000 Series 2016-4 Notes. |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion) | 1. The Series 2016-3 Notes are fully paid senior notes paying fixed rate interest in denominations of A\$100,000; and
2. The Series 2016-4 Notes are fully paid senior notes paying floating rate interest in denominations of A\$100,000. |
| 4 | Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?
If the additional securities do not rank equally, please state: <ul style="list-style-type: none">the date from which they dothe extent to which they | Yes.

The Series 2016-3 and Series 2016-4 Notes rank equally for payment in a winding up with Westpac's Senior Fixed Rate Medium Term Notes Series 2009-7 with ASX Code WBCHAL, Senior Fixed Rate Medium Term Notes Series 2010-1 with ASX Code WBCHAM, Senior Floating Rate Medium Term Notes Series 2010-11 with ASX Code WBCHAY, Senior Floating Rate Medium Term Notes Series 2012-6 with ASX Code WBCHAW, |

	<p>participate for the next dividend, (in the case of a trust, distribution) or interest payment</p> <ul style="list-style-type: none"> the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Senior Fixed Rate Medium Term Notes Series 2012-7 with ASX Code WBCHAX, Senior Floating Rate Medium Term Notes Series 2013-1 with ASX Code WBCHAZ, Senior Fixed Rate Medium Term Notes Series 2013-2 with ASX Code WBCHBA, Senior Floating Rate Medium Term Notes Series 2014-1 with ASX Code WBCHBB, Senior Fixed Rate Medium Term Notes Series 2014-2 with ASX Code WBCHBC, Senior Floating Rate Medium Term Notes Series 2015-1 with ASX Code WBCHBF, Senior Fixed Rate Medium Term Notes Series 2015-2 with ASX Code WBCHBE, Senior Floating Rate Medium Terms Notes Series 2015-9 with ASX Code WBCHBI, Senior Fixed Rate Medium Term Notes Series 2015-10 with ASX Code WBCHBJ, Senior Floating Rate Medium Terms Notes Series 2015-15 with ASX Code WBCHBL, Senior Fixed Rate Medium Term Notes Series 2015-16 with ASX Code WBCHBM, Senior Fixed Rate Medium Term Notes Series 2015-20 with ASX Code WBCHBN and Senior Floating Rate Medium Term Notes Series 2016-2 with ASX Code WBCHBQ.</p> <p>The Series 2016-3 and Series 2016-4 Notes rank ahead for payment in a winding up of Westpac's Subordinated Floating Rate Medium Term Notes Series 2014-3 with ASX Code WBCHBD, Westpac's Subordinated Floating Rate Medium Term Notes Series 2016-1 with ASX Code WBCHBP, Westpac CPS with ASX Code WBCPC, Westpac Subordinated Notes with ASX Code WBCHA, Westpac Capital Notes with ASX Code WBCPD, Westpac Subordinated Notes II with ASX Code WBCHB, Westpac Capital Notes 2 with ASX Code WBCPE, Westpac Capital Notes 3 with ASX Code WBCPF, Westpac Capital Notes 4 with ASX Code WBCPG (if issued), Westpac's Series 1183 Fixed Rate Subordinated Instruments with ASX Code WBCHBG, Westpac's Series 1187 Fixed Rate Subordinated Instruments with ASX Code WBCHBH, Westpac's Series 1198 Fixed Rate Subordinated Instruments with ASX Code WBCHBK and Westpac's Series 1227 Fixed Rate Subordinated Instruments with ASX Code WBCHBO.</p> <p>The Series 2016-3 and Series 2016-4 Notes rank ahead of all ordinary shares of Westpac.</p>
5	Issue price or consideration	<ol style="list-style-type: none"> Series 2016-3 Notes: A\$99,725 fully paid per note; and Series 2016-4 Notes: A\$100,000 fully paid per note.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The net proceeds of the issue of the Series 2016-3 Notes and the Series 2016-4 Notes will be used for Westpac's general funding purposes.</p>
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities	<p><i>Not Applicable</i></p>

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

	the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	<i>Not Applicable</i>
6c	Number of securities issued without security holder approval under rule 7.1	<i>Not Applicable</i>
6d	Number of securities issued with security holder approval under rule 7.1A	<i>Not Applicable</i>
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<i>Not Applicable</i>
6f	Number of securities issued under an exception in rule 7.2	<i>Not Applicable</i>
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	<i>Not Applicable</i>
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	<i>Not Applicable</i>
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<i>Not Applicable</i>
7	Issue dates <i>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must</i>	3 June 2016

comply with the applicable timetable in Appendix 7A.

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

Number	Class
3,335,774,947	Fully Paid Ordinary Shares
16,950	Series 2009-7 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAL
3,900	Series 2010-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAM
12,400	Series 2010-11 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAY
19,250	Series 2012-6 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAW
7,250	Series 2012-7 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAX
24,000	Series 2013-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAZ
2,500	Series 2013-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBA
21,000	Series 2014-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBB
11,000	Series 2014-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBC
10,000	Series 2014-3 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHBD
24,500	Series 2015-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBF
3,250	Series 2015-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBE
27,000	Series 2015-9 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBI
2,000	Series 2015-10 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBJ
21,000	Series 2015-15 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBL
1,750	Series 2015-16 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBM
3,000	Series 2015-20 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBN
7,000	Series 2016-1 Fully Paid Subordinated Floating

	Rate Medium Term Notes ASX Code WBCHBP
23,500	Series 2016-2 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBQ
5,000	Series 2016-3 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBR
18,000	Series 2016-4 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHBS
11,893,605	Westpac CPS ASX Code WBCPC
16,762,190	Westpac Subordinated Notes ASX Code WBCHA
13,835,690	Westpac Capital Notes ASX Code WBCPD
9,252,850	Westpac Subordinated Notes II ASX Code WBCHB
13,105,705	Westpac Capital Notes 2 ASX Code WBCPE
13,244,280	Westpac Capital Notes 3 ASX Code WBCPF
Approximately 14,500,000 but may be more or less	Westpac Capital Notes 4 ASX Code WBCPG ¹
Series 1183 CNY1,250,000,000 Fixed Rate Subordinated Instruments due February 2025 ASX Code WBCHBG	
Series 1187 AUD350,000,000 Fixed Rate Subordinated Instruments due March 2027 ASX Code WBCHBH	
Series 1198 SGD325,000,000 Fixed Rate Subordinated Instruments due August 2027 ASX Code WBCHBK	
Series 1227 USD100,000,000 Fixed Rate Subordinated Instruments due February 2046 ASX Code WBCHBO	

9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	Class
		483,436	Chief Executive Officer Agreements
		533,821	Westpac Performance Plan
		5,858,670	Westpac Reward Plan
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable	

Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable
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¹ See Appendix 3B lodged on 17 May 2016 and the replacement prospectus lodged on 26 May 2016.

12	Is the issue renounceable or non-renounceable?	<i>Not Applicable</i>
13	Ratio in which the securities will be offered	<i>Not Applicable</i>
14	Class of securities to which the offer relates	<i>Not Applicable</i>
15	Record date to determine entitlements	<i>Not Applicable</i>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<i>Not Applicable</i>
17	Policy for deciding entitlements in relation to fractions	<i>Not Applicable</i>
18	Names of countries in which the entity has security holders who will not be sent new offer documents <i>Note: Security holders must be told how their entitlements are to be dealt with.</i>	<i>Not Applicable</i>
19	Closing date for receipt of acceptances or renunciations	<i>Not Applicable</i>
20	Names of any underwriters	<i>Not Applicable</i>
21	Amount of any underwriting fee or commission	<i>Not Applicable</i>
22	Names of any brokers to the issue	<i>Not Applicable</i>
23	Fee or commission payable to the broker to the issue	<i>Not Applicable</i>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<i>Not Applicable</i>
25	If the issue is contingent on security holders' approval, the date of the meeting	<i>Not Applicable</i>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<i>Not Applicable</i>

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements in full through a broker?	Not Applicable
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	Issue date	Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities (tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 ☐ If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
1 - 1,000

1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

- 37 ☐ A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

38	Number of securities for which quotation is sought	Not Applicable					
39	Class of securities for which quotation is sought	Not Applicable					
40	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not Applicable					
41	Reason for request for quotation now <i>Example: In the case of restricted securities, end of restriction period</i> (if issued upon conversion of another security, clearly identify that other security)	Not Applicable					
42	Number and class of all securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>Not Applicable</td> <td></td> </tr> </tbody> </table>	Number	Class	Not Applicable		
Number	Class						
Not Applicable							

Quotation agreement

- 1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
Company Secretary

Date: 3 June 2016

Print name: Timothy Hartin