

LODGE YOUR VOTE



ONLINE

vote.linkmarketservices.com/WBC



BY MOBILE

Use the QR code on the reverse of this form



BY EMAIL

Scan and email to: vote@linkmarketservices.com.au



BY MAIL

Westpac Banking Corporation
C/- Link Market Services Limited
Locked Bag A6015
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



ALL ENQUIRIES TO

Telephone: +61 1800 804 255 (free call within Australia)

SHAREHOLDER PROXY FORM

Westpac Banking Corporation (Westpac) shareholders may appoint a proxy to vote on their behalf at Westpac's Annual General Meeting (AGM) either online/mobile or by completing this form. Please complete the three steps below and read the voting instructions overleaf. Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the AGM.

As a shareholder of Westpac entitled to attend and vote at Westpac's AGM to be held at **10:00 am (Adelaide time) on Friday, 9 December 2016, at the Adelaide Convention Centre, North Terrace, Adelaide, South Australia**, I hereby appoint:

APPOINT A PROXY

☐

The Chairman of the Meeting (Chairman)
(mark box)

OR

Please write the name of the person (excluding the registered shareholder) you are appointing as your proxy

If no person is named, or if the person does not attend the meeting, the Chairman will act as my proxy.

In each case, my proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on my behalf at the AGM and at any adjournment or postponement of the AGM.

Exercise of proxies by the Chairman for Item 2 (Remuneration Report) and Item 3 (Grant of equity to Managing Director and Chief Executive Officer): Where I have appointed the Chairman as my proxy (or the Chairman becomes my proxy by default), I expressly authorise the Chairman to vote on Item 2 and Item 3 even though Item 2 and Item 3 are connected directly or indirectly with the remuneration of a member of the key management personnel of Westpac.

(Note: You may direct the Chairman to vote against Item 2 and/or Item 3, or to abstain, by marking the appropriate box below.)

Proxies will only be valid and accepted by Westpac if they are signed and received no later than 48 hours before the meeting.

VOTING DIRECTIONS – ITEMS OF BUSINESS

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	☐	☐	☐	4 Election of Directors	☐	☐	☐
				4a Re-election of Ewen Crouch	☐	☐	☐
3 Grant of equity to Managing Director and Chief Executive Officer	☐	☐	☐	4b Re-election of Peter Marriott	☐	☐	☐

The Chairman intends to vote all undirected and available proxies in favour of each item of business.



* If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on Westpac's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of Westpac. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

If you wish to appoint a Director (other than the Chairman) or other member of Westpac's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 2 and Item 3 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 2 or Item 3.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Link Market Services Limited (Link) or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of attorney: to sign under power of attorney, you must lodge the power of attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

Companies: where the holder is a company with a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from Link.

LODGEMENT OF PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by **10:00 am (Adelaide time) on Wednesday, 7 December 2016**, being not later than 48 hours before the commencement of the AGM. Proxy Forms received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

vote.linkmarketservices.com/WBC

Log in to Link's website using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), as shown on this Proxy Form. Select "Voting" and follow the prompts to lodge your proxy vote.



BY MOBILE DEVICE

Lodge your proxy by scanning the QR code adjacent or enter the Westpac voting link vote.linkmarketservices.com/WBC into your phone. Log in using your SRN or HIN and postcode for your shareholding. To scan the code you will need a QR code reader which can be downloaded for free on your mobile.

QR Code



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Westpac Banking Corporation
C/- Link Market Services Limited
Locked Bag A6015
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00 am–5:00 pm)

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BY MAIL
Westpac Banking Corporation
C/- Link Market Services Limited
PO Box 91976
Victoria Street West, Auckland 1142



BY FAX
+64 9 375 5990



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Telephone: 0800 002 727 (free call within New Zealand)

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☐ **The Chairman of the Meeting (Chairman)** (mark box) **OR** Please write the name of the person (excluding the registered shareholder) you are appointing as your proxy

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In each case, my proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on my behalf at the AGM and at any adjournment or postponement of the AGM.

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(Note: You may direct the Chairman to vote against Item 2 and/or Item 3, or to abstain, by marking the appropriate box below.)

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Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director

Joint Shareholder 3 (Individual)

Director

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ONLINE

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Log in to Link's website using your Common Shareholder Number (CSN) or Holder Number as shown on this Proxy Form, and your Faster Identification Number (FIN). Select "Voting" and follow the prompts to lodge your proxy vote.



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QR Code



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BY MAIL

Westpac Banking Corporation
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142



BY FAX

+64 9 375 5990



BY HAND

Deliver to Link Market Services Limited*
Level 7, Zurich House
21 Queen Street
Auckland

* During business hours (Monday to Friday, 9:00 am–5:00 pm)

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