

Release

8 JUNE 2022

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Westpac Banking Corporation (“Westpac”) – issue of JPY26,000,000,000 Fixed Rate Reset Subordinated Instruments due 8 June 2032 (the “Subordinated Instruments”)

Cleansing notice under section 708A(12H)(e) of the Corporations Act 2001 (Cth) (“Act”) as inserted by ASIC Corporations (Regulatory Capital Securities) Instrument 2016/71 (“Instrument”)

1. Westpac will issue the Subordinated Instruments on 8 June 2022. Offers of the Subordinated Instruments do not require disclosure to investors under Part 6D.2 of the Act.
2. The terms and conditions of the Subordinated Instruments (“**Conditions**”) are set out on pages 61 to 157 of the Information Memorandum relating to Westpac’s Programme for the Issuance of Debt Instruments dated 8 November 2021 (“**Information Memorandum**”), as supplemented by the Pricing Supplement dated 6 June 2022, the form of which is attached to this notice as Annexure A (“**Pricing Supplement**”). The Information Memorandum was released to the Australian Securities Exchange (“**ASX**”) on 9 November 2021 and may be viewed at www.asx.com.au.
3. The Subordinated Instruments are expected to be treated as Tier 2 regulatory capital under the Basel III capital adequacy framework as implemented in Australia by the Australian Prudential Regulation Authority (“**APRA**”).
4. If APRA determines that Westpac is or would become non-viable, the Subordinated Instruments may be:
 - (a) Converted into fully paid ordinary shares in the capital of Westpac; or
 - (b) immediately and irrevocably Written-off (and rights attaching to the Subordinated Instruments terminated) if for any reason Conversion does not occur within five ASX Business Days of APRA notifying Westpac of the determination,in accordance with the Conditions.
5. In order to enable ordinary shares in the capital of Westpac issued on Conversion to be sold without disclosure under Chapter 6D of the Act, Westpac has elected to give this notice under section 708A(12H)(e) of the Act as inserted by the Instrument. The Conditions and the information in the attached Schedule are included in, and form part of, this notice.

6. Westpac confirms that:
 - (a) the information in this notice remains current as at today's date;
 - (b) this notice complies with section 708A of the Act, as notionally modified by the Instrument; and
 - (c) this notice complies with the content requirements of section 708A(12I) of the Act as inserted by the Instrument.
7. Unless otherwise defined, capitalised expressions used in this notice have the meanings given to them in the Information Memorandum or Pricing Supplement.

This document has been authorised for release by Tim Hartin, Company Secretary.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This market announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction. The securities offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered, sold or delivered in the United States or to, or for the account or benefit of, U.S. persons, except in certain transactions permitted by U.S. tax regulations.

SCHEDULE

A. Effect on Westpac of the offer of the Subordinated Instruments

The issuance of the Subordinated Instruments is expected to raise Tier 2 regulatory capital to satisfy Westpac's regulatory requirements and maintain the diversity of Westpac's sources and types of capital funding.

The proceeds from the issue of the Subordinated Instruments will be used for general corporate purposes. Those proceeds, less the costs of the issue, will be classified as loan capital in the financial statements of Westpac. The issue of the Subordinated Instruments will not have a material impact on Westpac's financial position.

The proceeds of the issue, less the costs of the issue, are expected to increase Westpac's total capital ratio on a Level 2 basis by 0.1%.

B. Rights and liabilities attaching to the Subordinated Instruments

The rights and liabilities attaching to the Subordinated Instruments are set out in the Conditions as supplemented by the Pricing Supplement.

C. Effect on Westpac of the issue of the ordinary shares if the Subordinated Instruments are required to be Converted¹

A key feature of APRA's requirements for Tier 2 regulatory capital instruments is that they absorb losses at the point of non-viability of the issuer. The Conditions include provisions that require the Subordinated Instruments to be Converted into ordinary shares in the capital of Westpac or Written-off on the occurrence of a Non-Viability Trigger Event. A Non-Viability Trigger Event will occur when APRA notifies Westpac in writing that it believes that relevant non-viability circumstances (as described in the definition of "Non-Viability Trigger Event" in the Conditions) subsist, which could occur at any time.

If a Non-Viability Trigger Event occurs and Westpac Converts the Subordinated Instruments and issues ordinary shares to Holders (as required under the Conditions), the effect of Conversion on Westpac would be to reduce loan capital by the principal amount, less any unamortised costs of the issue, of the Subordinated Instruments being Converted and increase Westpac's shareholders' equity (ordinary share capital) by a corresponding amount. APRA has not provided extensive guidance as to how it would determine non-viability. Non-viability could be expected to include serious impairment of Westpac's financial position and concerns about its capital, funding or liquidity levels and/or insolvency. APRA has indicated that non-viability is likely to arise prior to insolvency.

The number of ordinary shares issued on Conversion is variable, but is limited to the Maximum Conversion Number. Limiting the number of ordinary shares which may be issued to the Maximum Conversion Number means that it is likely that Holders will receive a number of ordinary shares that have a market value that is significantly less than the Outstanding Principal Amount of the Subordinated Instruments. The Australian Dollar may depreciate in value against the Japanese Yen by the time of Conversion. In that case, the Maximum Conversion Number is more likely to apply.

¹ If, in accordance with the Conditions, Westpac is replaced by an Approved Successor as debtor of the Subordinated Instruments and the issuer of ordinary shares, Subordinated Instruments may be Converted into fully paid ordinary shares in the capital of an Approved Successor in accordance with the Conditions. This notice also enables ordinary shares in the capital of an Approved Successor which is a NOHC for the purposes of the *Banking Act 1959 (Cth)* and the ultimate holding company of Westpac issued on Conversion to be sold without disclosure under Chapter 6D of the Act. Refer to the Conditions and the Instrument for further information.

The Maximum Conversion Number is calculated based on a VWAP set to reflect 20% of the Issue Date VWAP. The Maximum Conversion Number may be adjusted to reflect a consolidation, division or reclassification or pro rata bonus issue, of ordinary shares. However, no adjustment will be made to it on account of other transactions which may affect the price of ordinary shares, including for example, rights issues, returns of capital, buy-backs or special dividends.

The Maximum Conversion Number is 222,046.1249 Westpac ordinary shares per Subordinated Instrument (with denominations of JPY100,000,000), based on the Issue Date VWAP of AUD23.70. If Conversion of any Subordinated Instruments does not occur for any reason within five ASX Business Days after the occurrence of the Non-Viability Trigger Event, the Subordinated Instruments will be Written-off, and all corresponding rights and claims of Holders under the Conditions (including with respect to payments of interest, the repayment of the Outstanding Principal Amount and upon Conversion, the receipt of ordinary shares) will be immediately and irrevocably written-off and terminated, with effect on and from the Non-Viability Trigger Event Date in accordance with the Conditions, and investors will lose all or some of their investment and will not receive any compensation.

D. Rights and liabilities attaching to the ordinary shares in the capital of Westpac

Westpac was registered on 23 August 2002 as a public company limited by shares under the Act. Westpac's constitution was most recently amended at the general meeting held on 15 December 2021 ("**Constitution**", as amended from time to time). The ordinary shares in the capital of Westpac are admitted to trading on ASX. The rights attaching to the ordinary shares in the capital of Westpac are set out in the Act and the Constitution.

In addition, the rights and liabilities attaching to the ordinary shares in the capital of Westpac are described on pages 204 to 206 of the Information Memorandum².

E. Additional information

Information about the Subordinated Instruments is contained in the Information Memorandum and the Pricing Supplement.

Westpac is a disclosing entity for the purposes of the Act and, as a result, is subject to regular reporting and disclosure obligations under the Act and the ASX Listing Rules. In addition, Westpac must notify ASX immediately (subject to certain exceptions) if it becomes aware of information about Westpac that a reasonable person would expect to have a material effect on the price or value of its listed securities, including ordinary shares in the capital of Westpac.

Copies of documents lodged with the Australian Securities and Investments Commission ("**ASIC**") can be obtained from, or inspected at, an ASIC office and Westpac's ASX announcements may be viewed at www.asx.com.au.

Any person has the right to obtain copies of:

- Westpac's half-yearly and annual financial reports; and
- any continuous disclosure notices given by Westpac after the lodgement of the 2021 Westpac Group Annual Report, but before the date of this notice,

² If, in accordance with the Conditions, Westpac is replaced by an Approved Successor as debtor of the Subordinated Instruments and the issuer of ordinary shares, then on Conversion Holders will be issued with fully paid ordinary shares in the capital of the Approved Successor.

from www.westpac.com.au/investorcentre, or by request made in writing to Westpac at:

Westpac Group Secretariat
Level 18
Westpac Place
275 Kent Street
Sydney NSW 2000

ANNEXURE A

**Form of Pricing Supplement dated 6 June 2022 in respect of the issue of
JPY26,000,000,000 Fixed Rate Reset Subordinated Instruments due 8 June 2032**

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Subordinated Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Subordinated Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Subordinated Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Subordinated Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018, as amended by the European Union (Withdrawal Agreement) Act 2020 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the UK’s Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 in the UK, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Subordinated Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Subordinated Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Subordinated Instruments has led to the conclusion that: (i) the target market for the Subordinated Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Subordinated Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Subordinated Instruments (a “**UK distributor**”) should take into consideration the manufacturer’s target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Subordinated Instruments (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

NOTIFICATION UNDER SECTION 309B(1) OF THE SECURITIES AND FUTURES ACT, 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE “SFA”) – The Subordinated Instruments are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

THIS PRICING SUPPLEMENT HAS BEEN ISSUED IN RESPECT OF INSTRUMENTS WHICH ARE NOT ADMITTED TO THE OFFICIAL LIST OF THE UK FINANCIAL CONDUCT AUTHORITY OR TO ANY EUROPEAN ECONOMIC AREA REGULATED MARKET, OR OFFERED TO THE PUBLIC IN THE EUROPEAN ECONOMIC AREA FOR THE PURPOSES OF REGULATION (EU) 2017/1129 (AS AMENDED) (THE “**EU PROSPECTUS REGULATION**”) OR IN THE UK FOR THE PURPOSES OF THE FSMA. THIS PRICING SUPPLEMENT HAS NOT BEEN REVIEWED OR APPROVED BY THE UK FINANCIAL CONDUCT AUTHORITY AND DOES NOT CONSTITUTE A BASE PROSPECTUS FOR THE PURPOSES OF THE EU PROSPECTUS REGULATION OR REGULATION (EU) 2017/1129 AS IT FORMS PART OF THE DOMESTIC LAW IN THE UK BY VIRTUE OF THE EUWA.

PRICING SUPPLEMENT

Series No.: 1474

Tranche No.: 1

WESTPAC BANKING CORPORATION ABN 33 007 457 141

Programme for the Issuance of Debt Instruments

Issue of

JPY26,000,000,000

Fixed Rate Reset Subordinated Instruments due 8 June 2032

by Westpac Banking Corporation

Legal Entity Identifier (LEI): EN5TNI6CI43VEPAMHL14

This document constitutes the Pricing Supplement relating to the issue of Subordinated Instruments described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Terms and Conditions**”) set forth in the Information Memorandum dated 8 November 2021 and any supplement to the Information Memorandum prepared by the Issuer from time to time (the “**Information Memorandum**”). This Pricing Supplement must be read in conjunction with the Information Memorandum.

Full information on the Issuer and the Subordinated Instruments described herein is only available on the basis of a combination of this Pricing Supplement and the Information Memorandum. The Information Memorandum is available for viewing at Camomile Court, 23 Camomile Street, London EC3A 7LL, United Kingdom and copies may be obtained from the Specified Offices of the Paying Agents.

Part A: Contractual Terms

The Subordinated Instruments being purchased have the following terms:

- 1. Issuer:** Westpac Banking Corporation, acting through its head office
- 2. Date of Board Approval of the Issuer:** Not applicable, save as discussed in Section 2 of the “General Information” section of the Information Memorandum.
- 3. Status:** Subordinated

The primary method of loss absorption is Conversion, subject to possible Write-off in accordance with Condition 5.3.

For the purposes of:

- Condition 6.1, the formula to be used for calculating the Conversion Number, P is 0.99; and
- Condition 6.10(b), the Clearing System Cut-off Date is 10 ASX Business Days prior to the Non-Viability Trigger Event Date.

4. Specified Currency:	
(i) of denomination:	Japanese Yen (“ JPY ”)
(ii) of payment:	JPY
5. Aggregate Principal Amount of Tranche:	JPY26,000,000,000
6. Aggregate Principal Amount of Series:	JPY26,000,000,000
7. If interchangeable with existing Series, Series No.:	Not applicable
8. Issue Date:	8 June 2022
9. Interest Commencement Date:	Issue Date
10. Issue Price:	100 per cent. of the Aggregate Principal Amount of Tranche
11. Maturity Date:	8 June 2032, subject to adjustment in accordance with the Business Day Convention specified in paragraph 21(vii).
12. Total Expenses related to admission to trading:	Not applicable
13. Form of Subordinated Instruments:	Bearer
(i) Initially represented by a Temporary Global Instrument or Permanent Global Instrument:	Temporary Global Instrument
(ii) Temporary Global Instrument exchangeable for a Permanent Global Instrument or for Definitive Subordinated Instruments:	Yes. The Exchange Date shall be no earlier than 40 days after the Issue Date.
(iii) Specify date (if any) from which exchanges for Registered Subordinated Instruments will be made:	Not applicable

(iv) Permanent Global Instrument exchangeable at the option of the bearer for Definitive Subordinated Instruments:	No. Permanent Global Instruments are only exchangeable for Definitive Subordinated Instruments in the limited circumstances set out in Conditions 2.5(a) and (b).
(v) Talons for future Coupons to be attached to Definitive Subordinated Instruments:	No
14. If issued in registered form:	Not applicable
15. Denomination:	JPY100,000,000
16. Calculation Amount:	JPY100,000,000
17. Type of Subordinated Instrument(s):	Fixed Rate Reset Subordinated Instruments
18. Interest:	1.25 per cent. per annum Fixed Rate subject to the Reset Rate. Further details are specified in paragraph 21.
19. Change of interest basis:	Not applicable
20. Fixed Rate Subordinated Instruments Provisions:	Not applicable
21. Fixed Rate Reset Subordinated Instrument Provisions:	Applicable
(i) Initial Rate of Interest:	1.25 per cent. per annum payable semi-annually in arrear for the period from and including the Issue Date up to but excluding the Interest Payment Date scheduled to fall on 8 June 2027 (the “ Early Redemption Date (Call) ”).
(ii) Fixed Rate Reset Date:	Early Redemption Date (Call)
(iii) Reset Rate:	A fixed rate per annum equal to the sum of (a) the Reset Reference Rate and (b) the Reset Reference Rate Spread payable semi-annually in arrear for the period from and including the Early Redemption Date (Call) up to but excluding the Maturity Date.
(iv) Reset Reference Rate:	The percentage per annum yield of JGB 0.200% due 20 March 2032 (JGB 366) appearing on the Relevant Screen Page.
- Relevant Screen Page:	Bloomberg page JGB 0.2% 03/20/32 (JB366, ISIN JP1103661N43), or such other page as may replace such page on that service, or such other page as may be determined by the Calculation Agent for purposes of displaying comparable rates, including the yield of JGB 0.2% 03/20/32 (JB366) appearing on the page designated as

"Interest Information"

(https://www.mof.go.jp/jgbs/reference/interest_rate/jgbcm.csv) which is linked from "Information Regarding the Interest of Japanese Government Bonds" within the website of the Ministry of Finance Japan (or any successor file or web page of the Ministry of Finance Japan displaying the current yield on Japanese government bonds) at approximately the Reset Rate Time in Tokyo on the Reset Determination Date.

If the yield referred to in the paragraph above is not displayed on such Reset Determination Date, the Reset Reference Rate will be determined in accordance with Condition 7.3(iii).

- Reset Reference Rate Spread: 1.25 per cent. per annum, being the difference between the Initial Rate of Interest and the yield to maturity of the bid price of JGB 0.100% due 20 March 2027 (JGB 346) of 0.000 per cent. per annum appearing on Bloomberg at the time of pricing on 1 June 2022.
- (v) Interest Payment Dates: 8 June and 8 December of each year commencing on 8 December 2022 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 21(vii).
- (vi) Interest Period End Date(s): 8 June and 8 December of each year commencing on 8 December 2022 up to and including 8 June 2032
- (vii) Applicable Business Day Convention:
 - for Interest Payment Dates: Modified Following Business Day Convention
 - for Interest Period End Dates: No adjustment
 - for Maturity Date: Modified Following Business Day Convention
 - any other date: No adjustment
- (viii) Additional Business Centre(s): London, New York, Tokyo and Sydney
- (ix) Fixed Coupon Amount up to (but excluding) the Fixed Rate Reset Date: JPY625,000 per Calculation Amount
- (x) Broken Amount(s): Not applicable
- (xi) Day Count Fraction: 30/360
- (xii) Reset Determination Date: The second Business Day immediately preceding the Early Redemption Date (Call)
- (xiii) Reset Rate Time: 10:00am, Tokyo time

22. Floating Rate Subordinated Instrument Provisions:	Not applicable
23. Benchmark Replacement:	Not applicable
24. Final Redemption Amount of each Subordinated Instrument:	JPY100,000,000 per Calculation Amount
25. Early Redemption at the option of the Issuer (Call):	Condition 8.3 is applicable, but only in respect of the Interest Payment Date scheduled to fall in June 2027
(i) Early Redemption Date (Call):	Interest Payment Date scheduled to fall in June 2027
(ii) Early Redemption Amount (Call) of each Subordinated Instrument:	JPY100,000,000 per Calculation Amount
(iii) Series redeemable in part:	The Issuer may redeem all or some Subordinated Instruments at its discretion under Condition 8.3.
(iv) Notice period(s):	As set out in Condition 8.7
(v) Specify any additional conditions to exercise of the call option:	Not applicable
26. Early Redemption (Adverse Tax Event)	Condition 8.4 is applicable
(i) Early Redemption Amount (Adverse Tax Event) of each Subordinated Instrument:	JPY100,000,000 per Calculation Amount
(ii) Series redeemable in part:	Not applicable
(iii) Notice period(s):	As set out in Condition 8.7
(iv) Specify any additional conditions to exercise of option:	Not applicable
27. Early Redemption (Regulatory Event)	Condition 8.5 is applicable
(i) Early Redemption Amount (Regulatory Event) of each Subordinated Instrument:	JPY100,000,000 per Calculation Amount
(ii) Series redeemable in part:	Not applicable
(iii) Notice period(s):	As set out in Condition 8.7
(iv) Specify any additional conditions to exercise of option:	Not applicable
28. Early Termination (Event of Default):	Condition 11 is applicable

- Early Termination Amount: JPY100,000,000 per Calculation Amount
- 29. Taxation:** Condition 10.1 is applicable
- 30. Other terms and conditions:** Not applicable
- 31. Lead Manager:** Nomura International plc
- 32. Relevant Dealer:** Lead Manager
- 33. Paying Agent(s):** As set out in the Information Memorandum
- 34. Calculation Agent:** Fiscal Agent
- 35. Notices:** Condition 16 applies
- 36. U.S. selling restrictions:** Regulation S Category 2 restrictions apply to the Subordinated Instruments
- Not Rule 144A eligible
- TEFRAD Rules apply to the Subordinated Instruments

WESTPAC BANKING CORPORATION

By: 

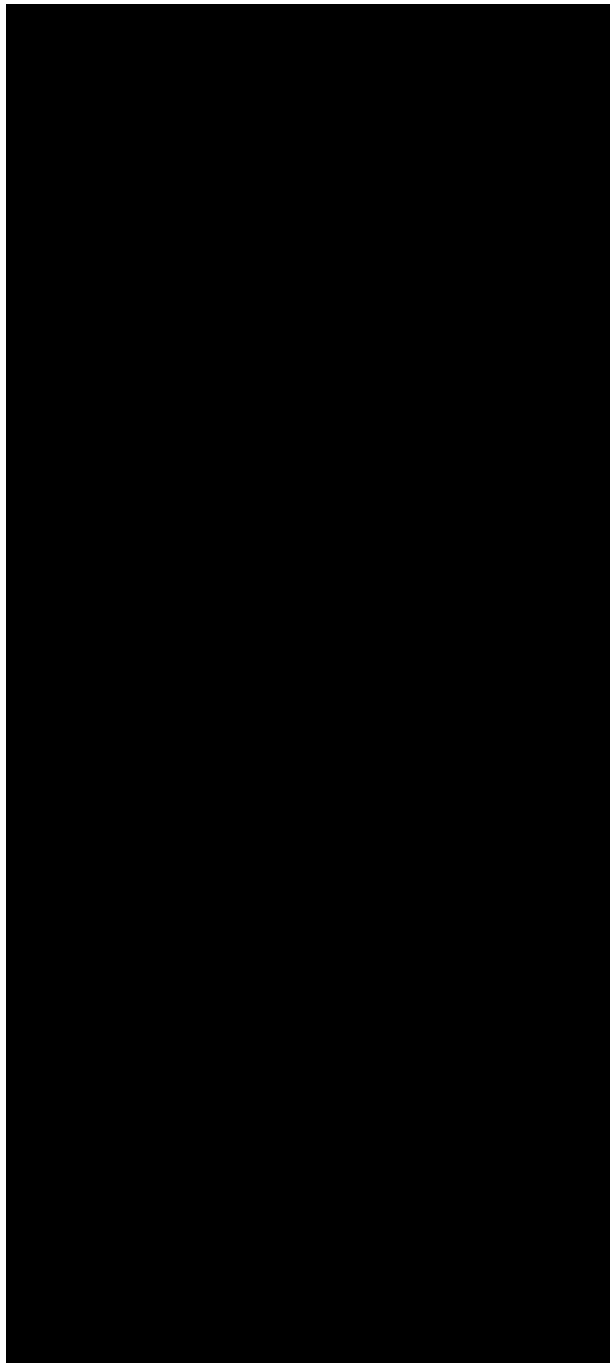
Name: Mitchell Cadman, Associate Director, Global Funding

Date: 6 June 2022

Part B: Other Information

1. **Listing:** None

2. **Ratings:**



3. **Interests of natural and legal persons involved in the issue:**

Save as discussed in the "Subscription and Sale" section of the Information Memorandum, so far as the Issuer is aware, no person involved in the offer of the Subordinated Instruments has an interest material to the offer.

4. **Reasons for the offer:**

Reasons for the offer and use of proceeds:

The net proceeds of the issue of the Subordinated Instruments will be used as described in the Information Memorandum.

5. Operational Information:

(i) Trade Date:	1 June 2022
(ii) ISIN:	XS2488800314
(iii) Common Code:	248880031
(iv) CFI:	DTFUFB
(v) FISN:	WESTPAC BANKING/1.25EMTN 20320608
(vi) Common Depository/Lodging Agent	The Bank of New York Mellon
(vii) Any Clearing System other than Euroclear and Clearstream, Luxembourg:	Not applicable
(viii) CMU Service Instrument Number:	Not applicable
(ix) Settlement procedures:	Customary medium term note settlement and payment procedures apply

6. Other

(i) Distribution of Information Memorandum:	See pages 1 to 4 and the "Subscription and Sale" section of the Information Memorandum.
(ii) Other selling restrictions:	See the "Subscription and Sale" section of the Information Memorandum.
(iii) Stabilisation Manager:	Not applicable
(iv) Other amendments:	Not applicable
(v) Additional disclosure:	See Annexure 1 to this Pricing Supplement.

ANNEXURE 1 TO THE PRICING SUPPLEMENT

On 9 May 2022, Westpac released its interim financial report for the six-month period ended 31 March 2022 (“**Interim Financial Report**”) containing the unaudited consolidated interim financial statements (including the auditor’s review report thereon and the notes thereto) as at and for the six-month period ended 31 March 2022, as set out on pages 97 to 136 (inclusive) of the Interim Financial Report. By virtue of this Pricing Supplement, pages 97 to 136 (inclusive) of the Interim Financial Report are incorporated in and form part of this Pricing Supplement, and are thereby incorporated in and form part of the Information Memorandum.

Any information in the Interim Financial Report which is not incorporated in and does not form part of this Pricing Supplement and therefore is not incorporated in and does not form part of the Information Memorandum is not relevant for investors or is contained elsewhere in the Information Memorandum.