

Westpac Banking Corporation ABN 33 007 457 141

LODGE YOUR PROXY

ONLINE >

vote.linkmarketservices.com/WBC

By email: Scan & email to: vote@linkmarketservices.com.au



By mail: Westpac Banking Corporation C/- Link Market Services Limited Locked Bag A6015

+61 2 9287 0309

All enquiries to:

1800 804 255

Sydney South NSW 1234 Australia

Telephone: Overseas: +61 2 8280 7070



X9999999999

SHAREHOLDER PROXY FORM

I/We being a member(s) of Westpac Banking Corporation (Company) and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY		
the Chairman of the Meeting (mark box)	proxy, please writ	pointing the Chairman of the Meeting as your te the name of the person (excluding the older) you are appointing as your proxy
or if no person is named, or if the person named does not attend the meeting, the Chairman of the Meeting as my/our proxy, in each case to act generally and to 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), for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Thursday, 13 December 2012, at the Hilton Sydney, 488 George Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting.		
Exercise of proxies by the Chairman for Item 2 (Remuneration Report). Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Item 2 even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel of the Westpac Group. (Note: You may direct the Chairman of the Meeting to vote against Item 2, or to abstain, by marking the appropriate box.)		
Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an X		
STEP 2 VOTING DIRECTIONS		
Item 2 Remuneration Report	For Against Abstain* Item 4(A) Changes to the West relating to preference	
Item 3(a) Re-election of Gordon Cairns	Item 4(B) Other Changes to the Constitution	e Westpac
Item 3(b) Election of Robert Elstone		
The Chairman intends to vote all 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.		
STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED		
Shareholder 1 (Individual) Sole Director and Sole Company Secretary	Joint Shareholder 2 (Individual) Director/Company Secretary (Delete one)	Joint Shareholder 3 (Individual) Director
sector and sole company secretary	2. Cotton company secretary (secretary)	256601

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).

WBC PRX201R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

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 he or she chooses 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 the Westpac Group's key management personnel, or their closely related parties as your proxy, you must specify how they should vote on Item 2 by completing the "For", "Against" or "Abstain" boxes. If you do not do that, your proxy will not be able to exercise your vote on your behalf for Item 2.

PLEASE NOTE: If you appoint the Chairman of the Meeting as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, if you appoint the Chairman of the Meeting as your proxy in relation to an item (or if he is appointed by default) but do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be authorising the Chairman to vote as he sees fit on that item. If you wish to appoint the Chairman of the Meeting as proxy with a direction to vote against, or to abstain from voting on an item, you should specify this by completing the "Against" or "Abstain" boxes on the shareholder voting form.

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 the Company's share Registrar or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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.
- (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 the Registrar. 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 company has 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 the Company's share Registrar.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (Sydney time) on Tuesday, 11 December 2012, being not later than 48 hours before the commencement of the meeting. Any Proxy Form 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

Login to the Link Market Services Limited website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your proxy vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Westpac Banking Corporation C/- Link Market Services Limited Locked Bag A6015 Sydney South NSW 1234 Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

by mobile device:

for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the Westpac voting link vote.linkmarketservices.com/WBC into your phone. Login using the holder number and postcode for your shareholding. To scan the code you will need a QR code reader application which can be downloaded for free on your mobile.

Our new voting website for mobiles is designed specifically

