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)	Westpac Banking Corporation (We	estpac)
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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).

 Class of securities issued or to be issued Fully paid ordinary shares in Westpac (ASX: WBC) (the "Shares")

2 Number of securities issued or to be issued (if known) or maximum number which may be issued

4,133 Shares issued pursuant to the Westpac Performance Plan ("WPP Shares").

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)

The shares are on the same terms as existing Westpac fully paid ordinary shares on issue

4	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: • 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	Yes
5	Issue price or consideration	WPP Shares:
	issue price or consideration	4,133 shares at Nil exercise price per WPP share right.
		, ,
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The WPP Shares are issued in accordance with the terms and conditions of the Westpac Performance Plan.
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?	Not Applicable
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable
6c	Number of securities issued without security holder approval under rule 7.1	Not Applicable
6d	Number of securities issued with security holder approval under rule 7.1A	Not Applicable
бе	Number of securities issued with security holder approval	Not Applicable

		Nai c 2.1, 3.10.3, 3.10.4, 3.10.
	under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of securities issued under an exception in rule 7.2	Not Applicable
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.	Not Applicable
		AL (A P LI
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	Not Applicable
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	Not Applicable
7	Dates of entering securities into uncertificated holdings or despatch of certificates	20 November 2012

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

3,081,303,978	Fully Paid Ordinary Shares
7,500	Series 2007-1 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHN
2,500	Series 2007-2 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHO
350	Series 2008-7 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHX
1,250	Series 2008-8 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHY
15,500	Series 2009G-2 Fully Paid Guaranteed Senior Floating Rate Medium Term Notes ASX Code WBCHAD
20,650	Series 2009G-3 Fully Paid Guaranteed Senior

	Fixed Rate Medium Term Notes ASX Code WBCHAC	
11,000	Series 2009G-6 Fully Paid Guaranteed Senior Fixed Rate Medium Term Notes ASX Code WBCHAK	
10,550	Series 2009-5 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAJ	
24,150	Series 2009-6 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAI	
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	
24,382	Series 2010-2 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAN	
5,061	Series 2010-3 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAO	
26,350	Series 2010-7 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAP	
7,700	Series 2010-8 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAQ	
12,000	Series 2010-11 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAY	
16,000	Series 2011-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAS	
5,000	Series 2011-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAT	
18,250	Series 2011-3 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAU	
4,250	Series 2011-4 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHAV	
17,750	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	
10,362,670	Westpac SPS ASX Code WBCPA	
9,083,278	Westpac SPS II ASX Code WBCPB	
11,893,605	Westpac CPS ASX Code WBCPC	
16,762,190	Westpac Subordinated Notes ASX Code WBCHA	

9	Number and class of all
	securities not quoted on ASX
	(including the securities in
	clause 2 if applicable)

Number	Class
2,576,479	Chief Executive Officer Agreements
4,869,577	Westpac Performance Plan
5,058,584	Westpac Reward Plan

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) 10

Not Applicable

2 - Bonus issue or pro ra	ta issue
Is security holder approval required?	Not Applicable
Is the issue renounceable or non-renounceable?	Not Applicable
Ratio in which the securities will be offered	Not Applicable
Class of securities to which the offer relates	Not Applicable
Record date to determine entitlements	Not Applicable
Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
Policy for deciding entitlements in relation to fractions	Not Applicable
Names of countries in which the entity has security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with.	Not Applicable
Closing date for receipt of	Not Applicable
·	Not Applicable
	Is security holder approval required? Is the issue renounceable or non-renounceable? Ratio in which the securities will be offered Class of securities to which the offer relates Record date to determine entitlements Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? Policy for deciding entitlements in relation to fractions Names of countries in which the entity has security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with.

21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not Applicable
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	Despatch date	Not Applicable

Part 3 - Quotation of securities

You	need c	only complete this section if you are applying	for quotation of securities
34	Type (tick	of securities 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		
Enti	ties t	hat have ticked box 34(a)	
Add	lition	al securities forming a new class o	f securities
Tick	to indi	cate you are providing the information or doc	uments
35			names of the 20 largest holders of the additional of additional securities held by those holders
36	If the securities are equity securities, a distribution schedule of the additional securities settir 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 s	securities
Enti	ties t	hat have ticked box 34(b)	
38	Num soug	ber of securities for which quotation is ght	Not Applicable
39	Clas	s of securities for which quotation is sought	Not Applicable
40	the c	ne securities rank equally in all respects from late of allotment with an existing class of ed securities?	Not Applicable
If the additional securities do not rank equally, please state: • 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		se state: e date from which they do e extent to which they participate for the next vidend, (in the case of a trust, distribution) or terest payment e extent to which they do not rank equally, her than in relation to the next dividend,	

41 Reason for request for quotation now Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and class of all securities quoted on ASX (including the securities in clause 38)

Not Applicable		
To the special control of		

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.
- 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.
- 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:		Date: 20 November 2012
	Company Secretary	

Print name: Timothy Hartin