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)	
rrootpas Zamang sorperation (rrootpas)	

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 Tranch No. 2 of Series 2011-1 fully paid senior floating rate medium term notes due November 2015 ("Series 2011-1 Notes")

Number of securities issued or to be issued (if known) or maximum number which may be issued 1,500 Series 2011-1 Notes

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 Series 2011-1 Notes are fully paid senior notes paying floating rate interest in denominations of A\$100,000

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.

The Series 2011-1 Notes rank equally for payment in a winding up with Westpac's Guaranteed Senior Floating Rate Medium Term Notes Series 2009G-2 with ASX Code WBCHAD, Guaranteed Senior Fixed Rate Medium Term Notes Series 2009G-3 with ASX Code WBCHAC, Senior Fixed Rate Medium Term Notes Series 2009-5 with ASX Code WBCHAJ, Senior Floating Rate Medium Term Notes Series 2009-6 with ASX Code WBCHAI, Guaranteed Senior Fixed Rate Medium Term Notes Series 2009G-6 with ASX Code WBCHAK. 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 2010-2 with ASX Code WBCHAN, Senior Fixed Rate Medium Term Notes Series 2010-3 with ASX Code WBCHAO, Senior Floating Rate Medium Term Notes Series 2010-7 with ASX Code WBCHAP, Senior Fixed Rate Medium Term Notes Series 2010-8 with ASX Code WBCHAQ, Senior Fixed Rate Medium Term Notes Series 2010-11 with ASX Code WBCHAY, Senior Floating Rate Medium Term Notes Series 2011-1 with ASX Code WBCHAS, Senior Fixed Rate Medium Term Notes Series 2011-2 with ASX Code WBCHAT, Senior Floating Rate Medium Term Notes Series 2011-3 with ASX Code WBCHAU, Senior Fixed Rate Medium Term Notes Series 2011-4 with ASX Code WBCHAV, Senior Floating Rate Medium Term Notes Series 2012-6 with ASX Code WBCHAW and Senior Fixed Rate Medium Term Notes Series 2012-7 with ASX Code WBCHAX.

The Series 2011-1 Notes rank ahead for payment in a winding up of Westpac's Subordinated Floating Rate Medium Term Notes Series 2007-1 with ASX Code WBCHN, Subordinated Fixed Rate Medium Term Notes Series 2007-2 with ASX Code WBCHO, Subordinated Floating Rate Medium Term Notes Series 2008-7 with ASX Code WBCHX, Subordinated Fixed Rate Medium Term Notes Series 2008-8 with ASX Code WBCHY, Westpac SPS with ASX Code WBCPA, Westpac SPS II with ASX Code WBCPB, Westpac CPS with ASX Code WBCPC and Westpac Subordinated Notes with ASX Code WBCHA.

The Series 2011-1 Notes rank ahead of all ordinary shares of Westpac.

5 Issue price or consideration

A\$102,079 fully paid per Series 2011-1 Note

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

The net proceeds of the issue of the Series 2011-1 Notes will be used for Westpac's general funding purposes.

6a Is the entity an eligible entity

Not Applicable

	that has obtained security holder approval under rule 7.1A?	
	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
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable
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
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	14 January 2013
•	Dates of chitering scounties into	1 1 Sandary 2010

uncertificated holdings or despatch of certificates

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

3,103,729,084	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
928	Series 2009G-2 Fully Paid Guaranteed Senior Floating Rate Medium Term Notes ASX Code WBCHAD
5,775	Series 2009G-3 Fully Paid Guaranteed Senior Fixed Rate Medium Term Notes ASX Code WBCHAC
6,660	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
22,382	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
17,500	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
2,476,479	Chief Executive Officer Agreements
4,779,429	Westpac Performance Plan
5,042,036	Westpac Reward Plan

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

Not Applicable

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the securities will be offered	Not Applicable
14	Class of securities to which the offer relates	Not Applicable
15	Record date to determine entitlements	Not Applicable

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	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
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5 29 Date rights trading will end (if Not Applicable applicable) How do security holders sell 30 Not Applicable their entitlements in full through a broker? 31 How do security holders sell Not Applicable part of their entitlements through a broker and accept for the balance? 32 How do security holders Not Applicable dispose of their entitlements (except by sale through a broker)? 33 Despatch 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 П 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

Westpac Banking Corporation

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?	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		
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)	Not Applicable	
42	Number and class of all securities quoted on ASX	Number	Class
	(including the securities in clause 38)		Oiuss
		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.

Appendix 3B **New issue announcement**

		Rule 2.7, 3.10.3, 3.10.4, 3.10.5
Sign here:Company Secretary		Date: 14 January 2013
Print name:	Timothy Hartin	