Rule 3.8A

Appendix 3C

Announcement of buy-back
(*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Westpac Banking Corporation (***Westpac***)	33 007 457 141

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market buy-back
2	⁺Class of shares/units which is the subject of the buy-back *(eg, ordinary/preference)*	Westpac SPS (stapled preferred securities)
3	Voting rights *(eg, one for one)*	One for one (in limited circumstances)
4	Fully paid/partly paid *(and if partly paid, details of how much has been paid and how much is outstanding)*	Fully paid
5	Number of shares/units in the ⁺class on issue	10,362,670
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Ongoing capital management

| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer *(eg, details of any proposed takeover bid)* | Please refer to the announcements to the ASX and prospectus lodged by Westpac on 10 July 2013 in relation to the offer of Westpac Subordinated Notes II (the ***Offer***).

The Offer includes the Reinvestment Offer, which is a priority offer to Eligible Westpac SPS Holders to sell all or some of their Westpac SPS through the On-Market Buy-Back Facility and reinvest the sale proceeds in Westpac Subordinated Notes II.

Westpac intends that Westpac SPS on issue following the on-market buy-back will be transferred to the Nominated Party on 26 September 2013 in accordance with the SPS terms of issue, with holders of those outstanding Westpac SPS at the time of the transfer paid $100 per Westpac SPS, plus a final distribution on Westpac SPS (provided the distribution payment test in the Westpac SPS terms is satisfied). |

On-market buy-back

| 9 | Name of broker who will act on the company's behalf | UBS AG, Australia Branch |

| 10 | Deleted 30/9/2001. | |

| 11 | If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage. | Not applicable – the maximum number of Westpac SPS that can be bought back is the number on issue, being 10,362,670 (see 5 above) |

| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | 19 August 2013 |

| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions | Not applicable |

Employee share scheme buy-back

14   Number of shares proposed to be
      bought back

15   Price to be offered for shares

Selective buy-back

16   Name of person or description of
      class of person whose shares are
      proposed to be bought back

17   Number of shares proposed to be
      bought back

18   Price to be offered for shares

Equal access scheme

19   Percentage of shares proposed to be
      bought back

20   Total number of shares proposed to
      be bought back if all offers are
      accepted

21   Price to be offered for shares

22   +Record date for participation in
      offer

      Cross reference: Appendix 7A, clause 9.

Compliance statement

1.   The company is in compliance with all Corporations Act requirements relevant to
      this buy-back.

or, for trusts only:

1.   The trust is in compliance with all requirements of the Corporations Act as modified
      by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2.   There is no information that the listing rules require to be disclosed that has not
      already been disclosed, or is not contained in, or attached to, this form.

Sign here: .... Date: 10 July 2013
                  Company Secretary

Print name: Timothy Hartin