

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)

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).

1	Class of securities issued or to be issued	Westpac Subordinated Notes II
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	9,252,850
3	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)	<p>Refer to the Westpac Subordinated Notes II Prospectus lodged with ASX on 18 July 2013 ("Prospectus") (in particular, the "Investment overview" in Section 1, the "Information about Westpac Subordinated Notes II" in Section 2 and the "Conditions of Westpac Subordinated Notes II" in Appendix B).</p> <p>Capitalised terms in this Appendix 3B have the meaning set out in the Prospectus.</p> <p>Westpac Subordinated Notes II are fully paid, redeemable, subordinated, unsecured and registered debt obligations of Westpac.</p> <p>Westpac Subordinated Notes II pay interest quarterly in arrear at a fixed Margin (as determined under the Bookbuild) per annum plus the Bank Bill Rate, subject to the Solvency Condition being met.</p> <p>Westpac Subordinated Notes II have a fixed maturity date of 22 August 2023, provided the Westpac Subordinated Notes II have not been Redeemed, Converted or Written-off earlier. The Westpac Subordinated Notes II may be Redeemed earlier at Westpac's option (in accordance with the Conditions) on 22 August 2018 (and any Interest Payment Date thereafter) or on the</p>

	<p>occurrence of a Tax Event or a Regulatory Event. Redemption is subject to Westpac receiving APRA's prior written approval.</p> <p>The Westpac Subordinated Notes II may be Converted into Ordinary Shares upon the occurrence of a Non-Viability Trigger Event. Whether a Non-Viability Trigger Event will occur is at the discretion of APRA. Upon Conversion, Holders will receive a variable number of Ordinary Shares (based on the VWAP during the 5 Business Days before the Non-Viability Trigger Event Date or during the 20 Business Days before the Issue Date).</p> <p>Westpac Subordinated Notes II Holders do not have any right to vote at a general meeting of Westpac before Conversion. Holders have certain voting rights which can be exercised at a meeting of Holders. Following Conversion, Holders will become holders of Ordinary Shares and have the rights that attach to Ordinary Shares.</p>
<p>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:</p> <ul style="list-style-type: none"> • 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 	<p>In a Winding-Up of Westpac, Westpac Subordinated Notes II rank for payment ahead of Ordinary Shares and any other Junior Ranking Capital Instruments, equally among themselves and with the Equal Ranking Capital Instruments and behind the claims of Senior Creditors.</p> <p>If the Westpac Subordinated Notes II have been Converted into Ordinary Shares, those Ordinary Shares will rank equally with other holders of Ordinary Shares.</p> <p>For more information refer to Sections 1.2.8, 1.4.2, 2.8.1 and 6.1.10 of the Prospectus.</p>
<p>5 Issue price or consideration</p>	<p>A\$100 per Westpac Subordinated Note II</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Westpac is issuing the Westpac Subordinated Notes II to raise regulatory capital which satisfies the requirements of APRA. The Notes qualify as Tier 2 Capital for APRA purposes. The proceeds received under the Offer will be used by Westpac for general business purposes.</p>
<p>6a Is the entity an eligible entity 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</p>	<p><i>Not Applicable</i></p>

6b	The date the security holder resolution under rule 7.1A was passed	<i>Not Applicable</i>
6c	Number of securities issued without security holder approval under rule 7.1	<i>Not Applicable</i>
6d	Number of securities issued with security holder approval under rule 7.1A	<i>Not Applicable</i>
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<i>Not Applicable</i>
6f	Number of securities issued under an exception in rule 7.2	<i>Not Applicable</i>
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.	<i>Not Applicable</i>
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	<i>Not Applicable</i>
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	<i>Not Applicable</i>
7	Dates of entering securities into uncertificated holdings or despatch of certificates	<p>Date of entry into uncertificated holdings occurred on 22 August 2013.</p> <p>Holding Statements are expected to be dispatched by 28 August 2013.</p>

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
228	Series 2009G-2 Fully Paid Guaranteed Senior Floating Rate Medium Term Notes ASX Code WBCHAD
4,975	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
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
23,500	Series 2011-3 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAU
6,250	Series 2011-4 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBHAV
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
19,500	Series 2013-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHAZ
2,500	Series 2013-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHBA
7,041,207	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 WCHA
13,835,690	Westpac Capital Notes ASX Code WBCPD
9,252,850	Westpac Subordinated Notes II ASX Code WBCHB

	Number	Class
9	711,956	Chief Executive Officer Agreements
	2,966,348	Westpac Performance Plan
	4,910,948	Westpac Reward Plan
9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<i>Not Applicable</i>

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	<i>Not Applicable</i>
12	Is the issue renounceable or non-renounceable?	<i>Not Applicable</i>
13	Ratio in which the securities will be offered	<i>Not Applicable</i>
14	Class of securities to which the offer relates	<i>Not Applicable</i>
15	Record date to determine entitlements	<i>Not Applicable</i>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<i>Not Applicable</i>
17	Policy for deciding entitlements in relation to fractions	<i>Not Applicable</i>

18	Names of countries in which the entity has security holders who will not be sent new issue documents <i>Note: Security holders must be told how their entitlements are to be dealt with.</i>	<i>Not Applicable</i>
19	Closing date for receipt of acceptances or renunciations	<i>Not Applicable</i>
20	Names of any underwriters	<i>Not Applicable</i>
21	Amount of any underwriting fee or commission	<i>Not Applicable</i>
22	Names of any brokers to the issue	<i>Not Applicable</i>
23	Fee or commission payable to the broker to the issue	<i>Not Applicable</i>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<i>Not Applicable</i>
25	If the issue is contingent on security holders' approval, the date of the meeting	<i>Not Applicable</i>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<i>Not Applicable</i>
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	<i>Not Applicable</i>
28	Date rights trading will begin (if applicable)	<i>Not Applicable</i>
29	Date rights trading will end (if applicable)	<i>Not Applicable</i>
30	How do security holders sell their entitlements in full through a broker?	<i>Not Applicable</i>
31	How do security holders sell part of their entitlements through a broker and accept for the	<i>Not Applicable</i>

balance?	
32 How do security holders dispose of their entitlements (except by sale through a broker)?	<i>Not Applicable</i>
33 Despatch date	<i>Not Applicable</i>

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 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

Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought	<i>Not Applicable</i>
39 Class of securities for which quotation is sought	<i>Not Applicable</i>

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

Not Applicable

(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)

Number	Class
<i>Not Applicable</i>	

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.
- 3 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.
- 4 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: 22 August 2013

Company Secretary

Print name: Timothy Hartin