

Series No.: 2012-6

Tranche No.: 3



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
A\$150,000,000 Floating Rate Instruments due February 2017
(to be consolidated to form a single series with the A\$1,275,000,000 Floating Rate Instruments due February 2017 and the A\$500,000,000 Floating Rate Instruments due February 2017)
("Notes")

The date of this Supplement is 7 May 2014.

This Supplement (as referred to in the Information Memorandum dated 5 March 2014 in relation to the above Programme ("**2014 Information Memorandum**")) relates to the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the Note Deed Poll dated 15 January 2007 made by Westpac Banking Corporation ("**Deed Poll**") and the 2014 Information Memorandum, except that the terms and conditions applicable to the Debt Instruments are as set forth in the Information Memorandum dated 8 November 2011 ("**2011 Information Memorandum**") (as amended and supplemented by this supplement) and the Conditions of the Senior Notes in the 2014 Information Memorandum are to be disregarded.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the 2011 Information Memorandum.

The particulars to be specified in relation to the Tranche of Debt Instruments referred to above are as follows:

- | | | |
|----------|--|---|
| 1 | Issuer | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 2 | Lead Manager | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 3 | Relevant Dealer | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 4 | Registrar and Australian Paying Agent | : BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 35 Clarence Street, Sydney NSW 2000 |
| 5 | Calculation Agent | : BTA Institutional Services Australia Limited |

(ABN 48 002 916 396)

- 6 **Issuing and Paying Agent (Offshore)** : Not applicable
- 7 **If to form a single Series with an existing Series, specify date on which all Debt Instruments of the Series become fungible, if not the Issue Date** : Issue Date
- 8 **Status of the Debt Instruments (Condition 4)** : Unsubordinated. Condition 4A applies.
- 9 **Currency** : Australian dollars ("A\$")
- 10 **Aggregate Principal Amount of Tranche** : A\$150,000,000
- 11 **If interchangeable with existing Series, Series No.** : Series 2012-6
- 12 **Issue Date** : 12 May 2014
- 13 **Issue Price** : 104.003 per cent. per Denomination including accrued interest
- 14 **Commissions Payable** : As set out in the Subscription Acknowledgement dated 7 May 2014 between the Issuer and the Lead Manager and Dealer.
- 15 **Selling Concession** : Not applicable
- 16 **Purchase Price** : A\$104,003 fully paid per Denomination
- 17 **Denomination (Condition 2.5)** : A\$100,000
- The minimum aggregate consideration for offers or transfers of the Debt Instruments in Australia must be at least A\$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.
- ** **Partly Paid Instruments (Condition 2.4)** : No
- If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription moneys and any further additional provisions (including Forfeiture Dates in respect of late payment of Partly Paid Debt Instruments) : Not applicable
- 18 **Type of Debt Instrument** : Floating Rate Debt Instrument

- 19 If interest-bearing, specify which of Conditions 5.2 (fixed rate), 5.3 (floating rate) or (index-linked interest) or 5.4 (other rates) is applicable, and then specify the matters required for the relevant Condition, namely : Condition 5.3 applies
- 20 Condition 5.2 for Fixed Rate Debt Instruments : Applicable: No
- 21 Condition 5.3 for Floating Rate Debt Instruments : Applicable: Yes
- Interest Commencement Date, if not Issue Date (Condition 5.3(a)) : 20 February 2014
- Interest Rate : Condition 5.3(b)(i) (ISDA Determination) applies
- Interest Payment Dates (Condition 5.5(a)) : 20 February, 20 May, 20 August and 20 November of each year commencing on 20 May 2014, up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
- Applicable Business Day Convention :**
- for Interest Payment Dates: Modified Following Business Day Convention
 - for Interest Period End Dates: Modified Following Business Day Convention
 - for Maturity Date: Modified Following Business Day Convention
 - any other date: Not applicable
- Additional Business Centre(s) :** Sydney
- Floating Rate Option :** AUD-BBR-BBSW (to four decimal places)
- Designated Maturity :** 3 months
- Reset Date :** The Interest Commencement Date and each Interest Payment Date
- Margin :** Plus 1.65 per cent. per annum
- Minimum/Maximum Interest Rate (Condition 5.3(b)(iv)) :** Not applicable
- Day Count Fraction :** Actual/365 (Fixed)
- Fallback Interest Rate (Condition 5.3(b)(v)) :** Not applicable
- ** Condition 5.3 for Interest-Linked Interest Debt Instrument provisions : Applicable: No

22	Condition 5.4 for other rates	:	Not applicable
23	Accrual of interest	:	Not applicable
24	Default Rate	:	Not applicable
25	Overdue Rate	:	Not applicable
26	Zero Coupon Debt Instrument	:	Not applicable
27	Reference Price	:	Not applicable
28	Maturity Date (Condition 6.1)	:	20 February 2017, subject to adjustment in accordance with the Applicable Business Day Convention specified above.
29	Maturity Redemption Amount (Condition 6.1)	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
30	Early Redemption Amount (Call)		
	Specify if Condition 6.4 is applicable	:	Not applicable
31	Early Redemption Amount (Tax)		
	Specify if Condition 6.3 is applicable	:	Condition 6.3 applies
	Specify any relevant conditions to exercise of option	:	Not applicable
	If Early Redemption Amount (Tax) is not the Outstanding Principal Amount together with accrued interest (if any) thereon of the Debt Instruments, insert amount or full calculation provisions	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
	Specify if Holders are not to receive accrued interest on early redemption for tax reasons	:	Not applicable
32	Early Redemption Amount (Put)		
	Specify if Condition 6.5 is applicable	:	Not applicable
33	Early Redemption Amount (Loss of Deductibility)		
	Specify if Condition 6.6 is applicable	:	Not applicable
34	Early Redemption Amount (Regulatory Reasons)		
	Specify if Condition 6.7 is applicable	:	Not applicable

35	Early Redemption Amount (Default) (Condition 7B.3)	:	Not applicable
36	Redemption of Zero Coupon Debt Instruments	:	Not applicable
37	Deed Poll	:	Note Deed Poll dated 15 January 2007
38	Taxation	:	Condition 8.8 applies
39	Other relevant terms and conditions	:	Not applicable
40	ISIN	:	AU000WBCHAW3
41	Common Code	:	075671946
42	Common Depository	:	Not applicable
43	Austraclear Number	:	WP2121
44	Any Clearing System other than Euroclear / Clearstream or Austraclear	:	Not applicable
**	Settlement procedures	:	Customary medium term note settlement and payment procedures apply
45	U.S. selling restrictions	:	As set out in the 2014 Information Memorandum
46	Distribution of Information Memorandum	:	As set out in the 2014 Information Memorandum
47	Other selling restrictions	:	As set out in the 2014 Information Memorandum
48	Australian interest withholding tax	:	The Issuer intends to issue the Debt Instruments in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the "Tax Act"). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable, and accordingly the Issuer will be obliged to pay Additional Amounts in accordance with Condition 8.8. See also the section of the 2014 Information Memorandum entitled "Australian Taxation".
49	Transaction Documents	:	Not applicable
50	Listing	:	It is intended that the Notes will be quoted on the Australian Securities Exchange
51	Events of Default (Condition 7)	:	Condition 7A applies
52	Additional or alternate newspapers	:	Not applicable
53	Stabilisation Manager	:	Not applicable
54	Ratings	:	As at the date of this Supplement, the Issuer's long

term credit ratings are as follows:

S&P: AA-

Moody's: Aa2

55 Other amendments

: Not applicable

56 Other disclosure

: As set out in the 2014 Information Memorandum

CONFIRMED

For and on behalf of

Westpac Banking Corporation

By:



Name **Curt Zuber**

Position **Group Treasurer**

Date: **7 May 2014**