

Policy for Transactions by Directors involving securities and other price-sensitive products

1. The purchase or sale, by any Director of Westpac Banking Corporation (“Westpac”), of Westpac’s securities or derivatives involving Westpac’s securities is permitted only within the 56 calendar day period commencing 2 trading days after announcements to the Australian Stock Exchange Limited (“ASX”) of Westpac’s half yearly and yearly results subject to:
 - (a) prior approval by the Chairman of the Board, who will subsequently notify approvals to the Board; and
 - (b) that Director not, at the time of the purchase or sale, having any price-sensitive information about Westpac or its affairs that has not been announced to the ASX.

In the case of the Chairman of the Board, the purchase or sale of Westpac’s securities or derivatives involving Westpac’s securities must be approved by the Chairman of the Board Audit and Compliance Committee, who will subsequently notify approvals to the Board.

2. The purchase or sale, by any Director of Westpac, of other price-sensitive products of Westpac is subject to:
 - (a) prior approval by the Chairman of the Board, who will subsequently notify approvals to the Board; and
 - (b) that Director not, at the time of the purchase or sale, having any price-sensitive information about those other price-sensitive products.
3. In the case of the Chairman of the Board, the purchase or sale of other price-sensitive products of Westpac must be approved by the Chairman of the Board Audit and Compliance Committee, who will subsequently notify approvals to the Board. The purchase or sale, by any Director of Westpac, of the securities or other price-sensitive products of other companies or bodies, about which that Director may, by virtue of being a Director of Westpac, have or gain price-sensitive information in relation to that other company or body, is not permitted.
4. This policy also extends to the purchase or sale of the securities or other price-sensitive product of Westpac and any other company or body by:
 - (a) the spouse or partner of a Director;
 - (b) the dependent children of a Director;
 - (c) any trustee of a trust or other fiduciary arrangement under which the Director, the Director’s spouse or partner or dependent children or any one or more of them is or may be a beneficiary;
 - (d) any company or other body in which a Director holds (directly or indirectly) a majority of the shares or otherwise controls (directly or indirectly) that company or body; and
 - (e) any other company or body (not falling within paragraph (d)) in which a Director is a director, secretary or executive officer, unless that director is able to demonstrate to the satisfaction of the Chairman of the Board that appropriate arrangements are in place within that other company or body to ensure that the Director:
 - (i) takes no part in the decision by that other company or body to purchase or sell Westpac’s securities or other price-sensitive products; and
 - (ii) has not induced or encouraged that other company or body to purchase or sell Westpac’s securities or other price-sensitive products.

5. Nothing in this policy precludes a Director or any person or entity described in paragraph 3 from acquiring securities or other price-sensitive products of Westpac, other company or body pursuant to an election made under the terms of any plan or other scheme for the reinvestment of dividends or other distributions made in respect of existing securities or other price-sensitive products of Westpac, other company or body or the issue of bonus shares in lieu of dividends.
6. For the purposes of this policy:
- (a) **executive officer** of a company or other body means a person who is concerned in, or takes part in, the management of that company or body (regardless of that person's designation and whether or not the person is a director of that company or body);
 - (b) **price-sensitive information** is information that is not generally available but which, if it were available, would be expected, by a reasonable person, to have a material effect on the price or value of securities or other price-sensitive products of the company or other body and would, or who would be likely to, influence persons who commonly invest in securities or other price-sensitive products (ie professional investors) in deciding whether or not to purchase or sell those securities or other price-sensitive products;
 - (c) **securities** in relation to Westpac, other company or body means:
 - (i) shares or debentures;
 - (ii) a legal or equitable right or interest in shares or debentures; or
 - (iii) options to acquire, by way of issue, securities of the type covered by paragraphs (a) or (b);
 - (d) **other price sensitive products** in relation to Westpac, other company or body means:
 - (i) derivatives - for example, this includes forward contracts, futures or swaps;
 - (ii) debentures, stocks or bonds issued or proposed to be issued by a government;
 - (iii) interests in a managed investment scheme - for example, this includes an interest in a share trust, a property trust or a cash management trust;
 - (iv) superannuation products - this includes a beneficial interest in:
 - (A) a regulated superannuation fund;
 - (B) an approved deposit fund; or
 - (C) a pooled superannuation trust;
 - (v) any other financial products that are able to be traded on a financial market - this includes all other-the-counter dealings in foreign exchange products, interest rate and commodities products.

Revised 28 January 2004