

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

Or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2017

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Or

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-10167

**WESTPAC BANKING CORPORATION**

Australian Business Number 33 007 457 141  
(Exact name of Registrant as specified in its charter)

New South Wales, Australia  
(Jurisdiction of incorporation or organization)

275 Kent Street, Sydney, NSW 2000, Australia  
(Address of principal executive offices)

Westpac Banking Corporation, New York branch,  
575 Fifth Avenue, 39<sup>th</sup> Floor, New York, New York 10017-2422,  
Attention: Branch Manager, telephone number: (212) 551-1800  
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
<b>Ordinary shares</b>	Listed on the New York Stock Exchange, not for trading, but only in connection with the registration of related American Depositary Shares, pursuant to the requirements of the New York Stock Exchange. New York Stock Exchange
<b>American Depositary Shares, each representing the right to receive one ordinary share</b>	

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **1.50% Notes due December 1, 2017, Floating Rate Notes due December 1, 2017, 1.60% Notes due January 12, 2018, 4.625% Subordinated Notes due 2018, 1.55% Notes due May 25, 2018, Floating Rate Notes due May 25, 2018, 2.25% Notes due July 30, 2018, Floating Rate Notes due July 30, 2018, 1.950% Notes due November 23, 2018, Floating Rate Notes due November 23, 2018, 2.25% Notes due January 17, 2019, Floating Rate Notes due January 17, 2019, 1.650% Notes due May 13, 2019, Floating Rate Notes due May 13, 2019, 1.600% Notes due August 19, 2019, Floating Rate Notes due August 19, 2019, 4.875% Notes due November 19, 2019, 2.150% Notes due March 6, 2020, Floating Rate Notes due March 6, 2020, 2.30% Notes due May 26, 2020, 2.600% Notes due November 23, 2020, 2.100% Notes due May 13, 2021, Floating Rate Notes due May 13, 2021, 2.000% Notes due August 19, 2021, Floating Rate Notes due August 19, 2021, 2.800% Notes due January 11, 2022, Floating Rate Notes due January 11, 2022, 2.500% Notes due June 28, 2022, Floating Rate Notes due June 28, 2022, 2.850% Notes due May 13, 2026, 2.700% Notes due August 19, 2026, 3.350% Notes due March 8, 2027, 4.322% Subordinated Notes due November 23, 2031, 5.000% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities and notes issued under our Retail Medium-Term Notes program (Registration Statement No. 333-172579)**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**Ordinary shares** **3,394,364,279 fully paid**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No  (not currently applicable to registrant)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board   
Other

If this is an annual report, indicate by check mark whether the registrant is a shell company.

Yes  No

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In this Annual Report a reference to 'Westpac', 'Group', 'Westpac Group', 'we', 'us' and 'our' is to Westpac Banking Corporation ABN 33 007 457 141 and its subsidiaries unless it clearly means just Westpac Banking Corporation.

For certain information about the basis of preparing the financial information in this Annual Report see 'Reading this report' in Section 2. In addition, this Annual Report contains statements that constitute 'forward-looking statements' within the meaning of Section 21E of the US Securities Exchange Act of 1934. For an explanation of forward-looking statements and the risks, uncertainties and assumptions to which they are subject, see 'Reading this report' in Section 2.

Information contained in or accessible through the websites mentioned in this Annual Report does not form part of this report unless we specifically state that it is incorporated by reference and forms part of this report. All references in this report to websites are inactive textual references and are for information only.

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# 01

Information on Westpac  
Corporate governance  
Directors' report  
(including Remuneration Report)

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Westpac is one of the four major banking organisations in Australia and one of the largest banking organisations in New Zealand. We provide a broad range of banking and financial services in these markets, including consumer<sup>1</sup>, business and institutional banking and wealth management services.

We have branches, affiliates and controlled entities<sup>2</sup> throughout Australia, New Zealand, Asia and in the Pacific region, and maintain branches and offices in some of the key financial centres around the world.

We were founded in 1817 and were the first bank established in Australia. In 1850, we were incorporated as the Bank of New South Wales by an Act of the New South Wales Parliament. In 1982, we changed our name to Westpac Banking Corporation following our merger with the Commercial Bank of Australia. On 23 August 2002, we were registered as a public company limited by shares under the Australian *Corporations Act 2001* (Cth) (Corporations Act).

At 30 September 2017, our market capitalisation was \$108 billion<sup>3</sup> and we had total assets of \$852 billion.

## Business strategy

Westpac's vision is 'To be one of the world's great service companies, helping our customers, communities and people to prosper and grow'.

Our strategy seeks to deliver on this vision by building deep and enduring customer relationships, being a leader in the community, being a place where the best people want to work and, in so doing, delivering superior returns for shareholders.

In delivering on our strategy, we are focused on our core markets, including Australia and New Zealand, where we provide a comprehensive range of financial products and services that assist us in meeting the financial services needs of customers. With our strong position in these markets, and over 13 million customers<sup>4</sup>, our focus is on organic growth, growing customer numbers in our chosen segments and building stronger and deeper customer relationships.

A key element of this approach is our portfolio of financial services brands, which we believe enables us to appeal to a broader range of customers and provides us with the strategic flexibility to offer solutions that better meet individual customer needs.

As we continue to build the business, the financial services environment remains challenging and has required us to maintain focus on strengthening our financial position while at the same time improving efficiency. This strengthening has involved:

- lifting the level and quality of our capital;
- improving our funding and liquidity position; and
- seeking to maintain a high level of asset quality and provisioning.

While we are currently one of the most efficient banks globally, as measured by a cost to income ratio, we continue to focus on ways to simplify our business to make it easier for customers to do business with us and to make work more enjoyable for our people. We believe these improvement efforts also contribute to reducing unit costs that create capacity for further investment for growth.

Throughout 2017 we continued our focus on delivering superior outcomes for our customers and shareholders through our Service Revolution transformation. The Service Revolution is seeking to: provide a truly personal service for customers while better anticipating their needs; put customers in control of their finances; respond to the increased pace of innovation, disruption and changing customer behaviours through digitisation and increasing our capacity for innovation; and innovate and simplify to reinvent the customer experience.

As part of our delivery of the Service Revolution, we have developed an integrated, multi-year plan that will be executed across the Group. In 2017, we delivered significant outcomes and met key milestones on a number of our transformation programs focused on the digitisation of the company through the design and development of a single bank technology infrastructure. We expect this will significantly transform customer experiences and drive operational efficiency. At the same time, our Consumer Bank and Business Bank transformation programs continued to deliver market-leading customer services, while lowering the cost to serve.

Over the year, substantial work has also been undertaken on conduct and culture, with work focused on continuing to strengthen our conduct management across the Group. In addition, work continues on ensuring that we are responding to our changing regulatory and industry landscape, with initiatives around a product remediation program, implementing Australian Bankers' Association (ABA) industry initiatives (further information is contained in 'Significant developments') and enhancing our remuneration frameworks.

Sustainability is part of our strategy of seeking to anticipate and shape the most pressing emerging social issues where we have the skills and experience to make a meaningful difference and drive business value. Our approach makes sustainability part of the way we do business, embedded in our strategy, values, culture and processes.

<sup>1</sup> A consumer is defined as a person who uses our products and services. It does not include business entities.

<sup>2</sup> Refer to Note 35 to the financial statements for a list of our material controlled entities as at 30 September 2017.

<sup>3</sup> Based on the closing share price of our ordinary shares on the ASX as at 30 September 2017.

<sup>4</sup> All customers with an active relationship (excludes channel only and potential relationships) as at 30 September 2017.



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Supporting our customer-focused strategy is a strong set of company-wide values, which are embedded in our culture. These are:

- integrity;
- service;
- one team;
- courage; and
- achievement.

#### **Strategic priorities**

In delivering our strategy, we have five strategic priorities that help guide our activities:

##### **a) Service leadership**

- provide a seamless customer experience across all channels;
- deepen relationships through context-based customer experiences using our portfolio of brands; and
- acquire new customers by making it simpler, easier and better for customers to choose us.

##### **b) Digital transformation**

- create a 21st century, digitised bank with multi-brand capabilities;
- simplify products and processes by digitising end-to-end; and
- drive efficiency opportunities from digitisation and consolidation of systems.

##### **c) Performance discipline**

- to be the region's best performing bank;
- manage the business in a balanced way across strength, growth, return and productivity;
- maintain strong levels of capital, to meet the needs of all our stakeholders and requirements of regulators;
- continue to enhance our funding and liquidity position, including ensuring a diversity of funding pools and meeting new liquidity requirements; and
- maintain a high quality portfolio of assets, coupled with appropriate provisioning.

##### **d) Growth highways**

- focus on stronger growth in:
  - small to medium enterprises;
  - wealth; and
- be targeted in specific business segments.

##### **e) Workforce revolution**

- focus on a customer-centric culture;
- strengthen the skills of our people to better serve customers and meet their complete financial needs;
- empower our people to drive innovation, deliver new and improved ways of working and be responsive to change; and

- continue to enhance the diversity of our workforce.

#### **Organisational structure**

Our operations comprise the following key customer-facing business divisions operating under multiple brands.

**Consumer Bank (CB)** is responsible for sales and service to consumer customers in Australia under the Westpac, St. George, BankSA, Bank of Melbourne and RAMS brands. Activities are conducted through a dedicated team of specialist consumer relationship managers along with our call centres and our extensive network of branches and ATMs. Customers are also supported by a range of internet and mobile banking solutions. CB also works in an integrated way with BTFG and WIB in the sales and service of select financial services and products, including in wealth and foreign exchange. The revenue from these products is mostly retained by the product originator.

**Business Bank (BB)** is responsible for sales and service to micro, small to medium enterprises (SME) and commercial business customers in Australia for facilities up to approximately \$150 million. The division operates under the Westpac, St. George, BankSA and Bank of Melbourne brands. Customers are provided with a wide range of banking and financial products and services to support their borrowing, payments and transaction needs. In addition, specialist services are provided for cash flow finance, trade finance, automotive and equipment finance, property finance and treasury. The division is also responsible for consumer customers with auto finance loans. BB works in an integrated way with BTFG and WIB in the sales and service of select financial services and products including corporate superannuation, foreign exchange and interest rate hedging. The revenue from these products is mostly retained by the product originator.

**BT Financial Group (Australia) (BTFG)** is the Australian wealth management and insurance arm of the Westpac Group, providing a broad range of associated services. BTFG's funds management operations include the manufacturing and distribution of investment, superannuation, retirement products, wealth administration platforms, private banking, margin lending and equities broking. BTFG's insurance business covers the manufacturing and distribution of life, general and lenders mortgage insurance. The division also uses third parties to manufacture certain general insurance products. In managing risk across all insurance classes, the division reinsures certain risks using external providers. BTFG operates a range of wealth, funds management and financial advice brands (including Ascalon which is a boutique incubator of emerging fund managers) and operates under the banking brands of Westpac, St. George, Bank of Melbourne and BankSA for Private Wealth and Insurance.

**Westpac Institutional Bank (WIB)** delivers a broad range of financial products and services to commercial, corporate, institutional and government customers with connections to Australia and New Zealand. WIB operates through dedicated industry relationship and specialist product teams, with expert knowledge in transactional banking, financial and debt capital markets, specialised capital and alternative investment solutions. Customers are supported throughout Australia as well as via branches and subsidiaries located in New Zealand, the US, UK and Asia. WIB is also responsible

for Westpac Pacific, currently providing a range of banking services in Fiji and PNG. WIB works in an integrated way with all the Group's divisions in the provision of more complex financial needs, including across foreign exchange and fixed interest solutions.

**Westpac New Zealand** is responsible for sales and service of banking, wealth and insurance products for consumers, business and institutional customers in New Zealand. Westpac conducts its New Zealand banking business through two banks in New Zealand:

- Westpac New Zealand Limited (WNZL), which is incorporated in New Zealand; and
- Westpac Banking Corporation (New Zealand Branch), which is incorporated in Australia.

Westpac New Zealand operates via an extensive network of branches and ATMs across both the North and South Islands. Business and institutional customers are also served through relationship and specialist product teams. Banking products are provided under the Westpac brand, while insurance and wealth products are provided under Westpac Life and BT brands, respectively. Westpac New Zealand also maintains its own infrastructure, including technology, operations and treasury.

**Group Businesses** include:

- Treasury, which is responsible for the management of the Group's balance sheet including wholesale funding, capital and management of liquidity. Treasury also manages the interest rate risk and foreign exchange risks inherent in the balance sheet, including managing the mismatch between Group assets and liabilities. Treasury's earnings are primarily sourced from managing the Group's balance sheet and interest rate risk (excluding Westpac New Zealand) within set risk limits;
- Group Technology, which comprises functions for the Australian businesses, is responsible for technology strategy and architecture, infrastructure and operations, applications development and business integration; and
- Core Support, which comprises functions performed centrally, including Australian banking operations, property services, strategy, finance, risk, compliance, legal and human resources.

Group Technology costs are fully allocated to other divisions in the Group. Core Support costs are partially allocated to other divisions in the Group, with costs attributed to enterprise activity retained in Group Businesses.

Group Businesses also includes items, including earnings on capital not allocated to divisions, accounting entries for certain intra-group transactions that facilitate the presentation of the performance of the Group's operating segments, earnings from non-core asset sales and certain other head office items such as centrally raised provisions.

### Competition

The Group operates in a highly competitive environment across the regions in which we do business.

We serve the banking, wealth and risk management needs of customer segments from consumers to small businesses

through to large corporate and institutional clients. The Group competes with other financial services industry players for customers, by covering their transacting, saving, investing, protecting and borrowing needs with a wide set of products and services. Our competitors range from large global organisations with broad offerings to entities more focused on specific regions, products or services. Our competitors include financial services and advisory companies such as banks, investment banks, credit unions, building societies, mortgage originators, credit card issuers, brokerage firms, fund and asset management companies, insurance companies, online financial services providers and increasingly, technology companies are also developing competitive offerings.

Like other financial services providers, our competitive position across customer segments, products and geographies is determined by a variety of factors. These include:

- the quality, range, innovation and pricing of products and services offered;
- digital and technology solutions;
- customer service quality and convenience;
- the effectiveness of, and access to, distribution channels;
- brand reputation and preference;
- the types of customer served; and
- the talent and experience of our employees.

We also operate in an environment where digital innovation is changing the competitive landscape. In the context of innovation, we are dependent on our ability to offer new products and services that match evolving customer preference and compare favourably to those of our competitors. The competitive nature of the industry means that if we are not successful in developing or introducing new products and services, or in responding or adapting to changes in customer preferences and habits, we will lose customers to our competitors.

Competition within Australia's financial system is evidenced by both the significant number of providers and the range of products and services available to customers. In Australia, we have seen competition for deposits partly driven by clearer global regulatory requirements for liquidity management in the post-Global Financial Crisis environment, such as the introduction of the Liquidity Coverage Ratio (LCR) in 2015 and the upcoming Net Stable Funding Ratio (NSFR). Banks and other financial institutions also seek to achieve a higher proportion of high quality deposit funding as credit rating agencies and debt investors look for strong balance sheet positions in their assessment of quality institutions.

Competition for lending is also expected to remain high. At the same time, businesses and consumers are cautious about the global outlook and continue to reduce gearing. The residential mortgage business continues to be highly competitive, with increased regulatory oversight to make the balance sheets of both borrowers and lenders more resilient. In particular, the most recent regulatory focus has been on limiting interest only lending. The high degree of competition

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and regulatory interest is expected to continue. Serving business customers' transaction and trade financing needs has been at the centre of competitive activity as customer expectations increase.

In our wealth business, we expect the broader competitive landscape to continue to undergo significant change with ongoing consolidation in life insurance, continued regulatory and structural change in financial advice, and increased overseas interest and participation in superannuation.

In New Zealand, the Group is experiencing strong competition as banks vie for new customers. Competition for deposits remains intense and home lending is particularly competitive on price and switching incentives.

#### Outlook<sup>1</sup>

The Australian economy has continued to grow solidly in 2017. GDP increased by 1.8% for the year to June 2017, being affected by the severe weather along Australia's eastern seaboard in the March quarter 2017. As this impact fades, GDP growth is forecast to increase to around 3% by the end of calendar 2017.

Recent growth has been supported by continued employment growth, more confidence around the global economy, higher commodity prices, a boost in public spending and a reduced drag from the slowdown in mining investment. We have also been encouraged by some improvement in the level of non-mining business investment, particularly in the construction sector.

Despite this encouraging news, the Reserve Bank has chosen to keep interest rates on hold. Concerns around the consumer are a key issue. Income growth has been modest; household leverage has increased and household budgets are being impacted by rising energy costs.

The current mix of growth has continued to vary across Australia. NSW and Victoria are performing particularly well, benefiting from low interest rates and stronger housing construction. Conditions have been much more challenging in areas impacted by the slowdown in mining (WA and regional Queensland). In both these regions we have seen rising unemployment, falling house prices, restrained spending and higher loan delinquencies. More recently, there are signs of an improvement, particularly in light of higher commodity prices, although realistically, a full recovery is likely to take some time.

In New Zealand, the economy has also been sound, with a solid pipeline of construction projects, strong population growth and low interest rates all supporting growth. Some construction delays and capacity constraints have, however, limited this growth. GDP growth has held at around 3%, with unemployment of around 5% and inflation near 2%.

The international outlook has improved over the year. The consensus view at the recent IMF meeting in Washington was that 2017 has been the best year for synchronised global growth since the Global Financial Crisis.

Within Australia, the 2018 outlook is for real GDP to grow at around 2.5%, with growth expected to slow through the year. That profile reflects the Group's expectation that ongoing

weak income growth will further weigh on the consumer through 2018. Prospects for a reasonable lift in business investment are still clouded while housing construction, after being a contributor to growth, is likely to peak with its impact slowing in the year ahead. On the other hand, there will be ongoing contributions from exports, both resources and services, public demand, including infrastructure and from private non-residential construction. Consistent with that growth profile, we expect the recent strength in employment growth to slow next year, with a small rise in the unemployment rate likely.

Inflation is also anticipated to remain at the lower end of the RBA's target band and this, along with a modest slowdown in growth, is expected to see the RBA's cash rate hold at 1.5% through 2018.

Financial system credit grew by just below 6% in the year to September 2017, with system housing credit rising 6.5%, and system business credit expanding by 4.5%. Other consumer credit declined over the year by just over 1% – this continues a path of no growth in other consumer credit for a number of years.

Given the economic backdrop, and the further tightening of credit standards as the full consequences of macro-prudential measures flow through, growth in financial system credit in the year to September 2018 is expected to slow to around 4.5%. In particular, housing credit growth is forecast to ease to closer to 5.0%, while business credit is expected to slow to nearer 4.0%.

Westpac Group remains focused on executing our strategy of creating a great service company, with our five strategic priorities assisting to guide this transformation. These include:

- maintaining our performance disciplines – continuing to be prudent in the management of capital, funding and liquidity; managing returns effectively seeking to achieve a cash ROE between 13% and 14% and remaining disciplined on asset growth;
- through service leadership, continue to build our customer base while also increasing the depth of customer relationships;
- digital transformation is utilising technology to materially improve efficiency and reduce the Group's cost to income ratio to below 40% in the medium term;
- wealth, small and medium business enterprises will continue to be our areas of targeted growth. These include further building on the Group's wealth management system, called Panorama, and using new technologies to make business banking more accessible to customers; and
- through our workforce revolution priority we are seeking to further build a stronger and more diverse workforce where the best people want to work.

The financial services industry continues to experience significant regulatory change and pressure. The Bank Levy will be fully applied through the year. Following announcements from our regulator, APRA, we have greater clarity on what sort of capital levels we require to be considered 'unquestionably strong'. APRA have indicated

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<sup>1</sup> All data and opinions under 'Outlook' are generated by our internal economists and management.

they expect to finalise their updated capital rules by the end of calendar 2017, which will draw upon the capital frameworks being developed by the Basel Committee on Banking Supervision. Banks are expected to be required to meet these new standards by 1 January 2020. We believe the Group is already well placed to meet the Net Stable Funding Ratio (NSFR) which applies from 1 January 2018.

Given the strength of our business, and our balance sheet, in both absolute terms and relative to peers, we believe Westpac is well placed to respond to any additional regulatory requirements.

Looking ahead, with our strong positioning, disciplined growth and solid operating performance across all divisions, combined with good progress on our strategic priorities, Westpac believes it is well positioned to continue delivering sustainable outcomes for shareholders and customers.

### Significant developments

#### Corporate significant developments

##### *Bank Levy for Authorised Deposit-taking Institutions (ADIs)*

On 23 June 2017, legislation was enacted that introduced a new levy on ADIs with liabilities of at least \$100 billion (Bank Levy). The Bank Levy became effective from 1 July 2017 and the rate is set at 0.06% per annum of certain ADI liabilities. There is no end date provided for the Bank Levy.

The Bank Levy applies to liabilities of Westpac (including its offshore branches), but does not apply to liabilities of Westpac's subsidiaries. Furthermore, the Bank Levy is not charged on Additional Tier 1 capital, deposits protected by the Financial Claims Scheme and RBA exchange settlement balances. The legislation also provides for inclusion of derivative liabilities on a net basis and for the Bank Levy to be tax deductible.

The Bank Levy cost Westpac \$95 million in Full Year 2017, with an after tax impact of \$66 million and is estimated to cost Westpac approximately \$405 million in Full Year 2018, with an after tax impact of approximately \$284 million.

##### *House of Representatives Standing Committee on Economics' Review of the Four Major Banks and other reviews*

On 16 September 2016, the Chairman of the House of Representatives Standing Committee on Economics announced that the Committee had commenced its Review of the Four Major Banks (Parliamentary Review). The terms of reference for the Parliamentary Review are wide-ranging, with one area of focus being how individual banks and the industry as a whole are responding to issues identified through other inquiries, including through the Australian Bankers' Association (ABA) action plan. Westpac attended public hearings of the Parliamentary Review on 6 October 2016, 8 March 2017 and 11 October 2017.

The first report of the Parliamentary Review was published on 24 November 2016 and contained ten recommendations.

The second report was published on 21 April 2017. In its second report, the Committee restated its support for the recommendations in the first report and supported a recommendation of the Australian Small Business and Family Enterprise Ombudsman to remove non-monetary default clauses in small business loan contracts.

In May 2017, the Australian Government announced that it supported nine of the ten recommendations made by the Committee in its first report and announced a range of measures designed to implement these recommendations, such as:

- the introduction of the Banking Executive Accountability Regime (discussed below);
- an independent review to recommend the best approach to implement an open banking regime with respect to banking product and consumer data; and
- the creation of a new dispute resolution framework, including the establishment of the Australian Financial Complaints Authority, which is designed to be a single external dispute resolution body for the handling of financial and superannuation disputes.

On 29 November 2016, the Senate referred an inquiry into the regulatory framework for the protection of consumers, including small businesses, in the banking, insurance and financial services sector to the Senate Economics References Committee. The terms of reference for the inquiry focus on a range of matters relating to the protection of consumers against wrongdoing in the sector. They also require the inquiry to examine the availability and adequacy of redress and support for consumers who have been victims of wrongdoing. The inquiry is scheduled to produce a report in the first half of 2018.

Further, there are a number of other reviews commissioned by the Australian Government, including an independent review to recommend the best approach to implement an open banking regime in Australia. The review will advise on the design of the model and regulatory framework to require banks to share product and customer data with customers and third parties, including the scope of data sets to be shared, data transfer mechanisms, risks such as customer trust and privacy safeguard requirements, and costs of implementation. The review will report to the Government by the end of 2017.

In addition to the reviews and inquiries mentioned above, the ACCC is undertaking a specific inquiry, until 30 June 2018, into the pricing of residential mortgages by those banks affected by the Bank Levy (including Westpac), which includes monitoring the extent to which the Bank Levy is passed on to customers.

As these reviews and inquiries progress, they may lead to further regulation and reform.

##### *Banking Executive Accountability Regime*

In May 2017, the Australian Government announced that it would introduce the Banking Executive Accountability Regime (BEAR). The Government's stated intention is to introduce a strengthened responsibility and accountability framework for the most senior and influential directors and executives in ADI groups (referred to as 'accountable persons' under BEAR). The Treasury Laws Amendment (Banking Executive Accountability and Related Measures) Bill 2017 was introduced into Parliament on 19 October 2017. The Bill has been referred to the Senate Economics Legislation Committee, which is expected to report on the Bill by 24 November 2017.

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If enacted in the form currently proposed, BEAR will involve a range of new measures, including:

- imposing a set of requirements to be met by ADIs and accountable persons, including accountability obligations;
- requirements for ADIs to register accountable persons with APRA prior to their commencement in an accountable person role, to maintain and provide APRA with a map of the roles and responsibilities of accountable persons across the ADI group, and to give APRA accountability statements for each accountable person detailing that individual's roles and responsibilities; and
- new and stronger APRA enforcement powers, including disqualification powers in relation to accountable persons who breach the obligations of BEAR and a new civil penalty regime that will enable APRA to seek civil penalties in the Federal Court of up to \$210 million (for large ADIs, such as Westpac) where an ADI breaches its obligations under BEAR and the breach relates to 'prudential matters'.

The proposed commencement date for implementation of BEAR is 1 July 2018 (with transitional arrangements for certain aspects of BEAR).

#### *Productivity Commission Inquiry into Competition in the Australian Financial System*

In May 2017, the Australian Government announced a Productivity Commission inquiry into competition in the financial system. This review was a recommendation of the Financial System Inquiry. The terms of reference are broad and require the Productivity Commission to review competition in Australia's financial system with a view to improving consumer outcomes, and the productivity and international competitiveness of the financial system and the economy more broadly, and supporting ongoing financial system innovation, while balancing these with financial stability objectives. The review commenced on 1 July 2017 and the Productivity Commission is due to hand its final report to the Government by 1 July 2018.

#### *Australian Bankers' Association Banking Reform Program and industry initiatives*

On 21 April 2016, the ABA announced an action plan to protect consumer interests, increase transparency and accountability and build trust and confidence in banks.

The reform program includes a number of industry-led initiatives including:

- a review of product sales commissions and product based payments;
- the establishment of an independent customer advocate in each bank;
- supporting the broadening of external dispute resolution schemes;
- evaluating the establishment of an industry-wide, mandatory, last resort compensation scheme;
- strengthening protections available to whistleblowers;

- the implementation of a new information sharing protocol to help stop individuals with a history of poor conduct moving around the industry;
- strengthening the commitment to customers in the Code of Banking Practice; and
- supporting ASIC as a strong regulator.

On 20 October 2017, the independent governance expert overseeing the ABA action plan released his sixth report titled, *Australian banking industry: Package of Initiatives*, which noted that banks are continuing to make good progress in delivering the initiatives, with a number of the initiatives now implemented or moving into implementation stage.

#### *Australian Securities and Investments Commission (ASIC) Enforcement Review Taskforce*

On 19 October 2016, the Australian Government released the terms of reference for the ASIC Enforcement Review Taskforce (Taskforce), which will assess the suitability of ASIC's existing regulatory tools (including the penalties available) and whether they need to be strengthened.

The Taskforce has completed consultations on a range of matters, including proposed reforms to the mandatory breach reporting framework. These reforms include clarifying when a reporting obligation is triggered, expanding the class of reports that must be made to include misconduct by individual advisers and employees and strengthening the penalties for failing to report, including through the introduction of an infringement notice regime.

The Taskforce has also consulted on:

- strengthening ASIC's licensing powers, which would enable ASIC to take action to refuse to grant, or to suspend or cancel, a licence where the applicant or licensee is not considered to be a fit and proper person; and
- proposals to expand ASIC's powers to ban senior managers working in financial services businesses.

It is currently consulting on proposals to strengthen penalties for corporate and financial sector misconduct.

The Taskforce is scheduled to report its recommendations to the Australian Government in 2017.

#### *Product design and distribution obligations and product intervention power*

As part of a package of reforms announced by the Australian Government in 2016, the Federal Government announced that it would accelerate the implementation of certain recommendations made by the Financial System Inquiry (FSI), including granting ASIC a product intervention power and introducing a new 'principles-based' product design and distribution obligation on issuers and distributors.

On 13 December 2016, the Australian Government released a consultation paper seeking feedback on these proposed reforms. Submissions on the consultation paper closed on 15 March 2017 and it is anticipated that draft legislation will be released for consultation in 2018.

## *Financial benchmarks reform*

In October 2016, the Australian Government announced a package of measures designed to strengthen the regulation of financial benchmarks. The measures were recommended to the Australian Government by the Council of Financial Regulators following a consultation process on financial benchmark reform.

The key measures to be implemented include:

- ASIC will be empowered to develop enforceable rules for administrators and entities that make submissions to significant benchmarks (such as Westpac), including the power to compel submissions to benchmarks in the case that other calculation mechanisms fail;
- administrators of significant benchmarks will be required to hold a new 'benchmark administration' licence issued by ASIC (unless granted an exemption); and
- the manipulation of any financial benchmark or financial product used to determine a financial benchmark (such as negotiable certificates of deposit) will be made a specific criminal and civil offence.

These measures are expected to be implemented over the next 6-12 months.

## *Residential mortgage lending – reviews by and engagement with regulators*

APRA has been looking at, and speaking publicly about, the broader issue of bank serviceability standards pertaining to residential mortgage lending. Westpac is engaging proactively with APRA in relation to its work in this area.

In the mortgage area, ASIC continues to focus on interest only mortgage origination and high risk customer groups. ASIC has also initiated a review into public statements by some banks (including Westpac) about interest rate changes. We are working with ASIC on their reviews in these areas.

## *BBSW proceedings*

Following ASIC's investigations into the interbank short-term money market and its impact on the setting of the bank bill swap reference rate (BBSW), on 5 April 2016, ASIC commenced civil proceedings against Westpac in the Federal Court of Australia, alleging certain misconduct, including market manipulation and unconscionable conduct. The conduct that is the subject of the proceedings is alleged to have occurred between 6 April 2010 and 6 June 2012. Westpac is defending these proceedings. ASIC is seeking from the court declarations that Westpac breached various provisions of the *Corporations Act 2001* (Cth) and the *Australian Securities and Investments Commission Act 2001* (Cth), pecuniary penalties of unspecified amounts and orders requiring Westpac to implement a comprehensive compliance program for persons involved in Westpac's trading in the relevant market.

In August 2016, a class action was filed in the United States District Court for the Southern District of New York against Westpac and a large number of other Australian and international banks alleging misconduct in relation to BBSW. These proceedings are at an early stage and the level of damages sought has not been specified. Westpac is defending these proceedings.

## *ASIC's responsible lending litigation against Westpac*

On 1 March 2017, ASIC commenced Federal Court proceedings against Westpac in relation to home loans entered into between December 2011 and March 2015, which were automatically approved by Westpac's systems. ASIC has alleged that the way in which Westpac used the Household Expenditure Measure (HEM) benchmark to assess the suitability of home loans for customers during this period was in contravention of the *National Consumer Credit Protection Act 2009* (Cth) (NCCPA). On 26 September 2017, ASIC amended its court documents to include an additional allegation that the way serviceability was assessed for interest only loans during the same period also contravened the NCCPA. ASIC has also raised specific allegations in respect of seven loan applications. ASIC alleges that Westpac improperly assessed whether those loans were unsuitable because of the way Westpac used HEM, and for five of the loan applications (which are loans with an interest only period), because of the way Westpac assessed serviceability. ASIC has not made any criminal allegations, or allegations against specific individuals. Westpac is defending the proceedings.

## *Outbound scaled advice division proceedings*

On 22 December 2016, ASIC commenced Federal Court proceedings against BT Financial Management Limited (BTFM) and Westpac Securities Administration Limited (WSAL) in relation to a number of superannuation account consolidation campaigns conducted between 2013 and 2016. ASIC has alleged that in the course of some of these campaigns, customers were provided with personal advice in contravention of a number of *Corporations Act 2001* (Cth) provisions. ASIC has selected 15 specific customers as the focus of their claim. BTFM and WSAL are defending the proceedings. The proceedings are scheduled to be heard in February 2018.

## *Class action against Westpac Banking Corporation and Westpac Life Insurance Services Limited*

On 12 October 2017, a class action was filed in the Federal Court of Australia on behalf of customers who, since October 2011, have obtained insurance issued by Westpac Life Insurance Services Limited (WLIS) on the recommendation of financial advisers at Westpac Banking Corporation, St. George Bank, Bank of Melbourne, BankSA or BT Advice. The action is in relation to the premiums these customers have been charged for the WLIS policies. The plaintiffs have alleged, amongst other things, that in providing the financial advice Westpac breached the fiduciary duties it owed to the members of the class, the conduct was unconscionable and WLIS was knowingly involved in these breaches. Westpac and WLIS are defending the proceedings.

## *Brexit*

On 29 March 2017, the Prime Minister of the United Kingdom (UK) notified the European Council in accordance with Article 50 of the Treaty on European Union of the UK's intention to withdraw from the European Union (EU), triggering a two year period for the negotiation of the UK's withdrawal from the EU.

As Westpac's business and operations are based predominantly in Australia and New Zealand, the direct impact of the UK's departure from the EU is unlikely to be

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material to Westpac. However, it remains difficult to predict the impact that Brexit may have on financial markets, the global economy and the global financial services industry.

#### *Reduction to the corporate tax rate*

On 11 May 2017, the Australian Government introduced into Parliament a bill to reduce the corporate tax rate progressively from 30% to 25% over the next 10 years for all corporate entities in a staged approach with reference to aggregated annual turnover thresholds. If the legislation is passed in its current form, the benefit will begin to take effect from 1 July 2023, when the corporate tax rate for Westpac will reduce to 27.5%. Accordingly, the proposed reduction to the corporate tax rate will not significantly impact Westpac in the short term. A reduction to the corporate tax rate will reduce the value of imputation credits ultimately attached to franked dividends and distributions to certain security holders.

#### *Taxation of cross-border financing arrangements*

The Australian and New Zealand Governments have each decided to implement the Organisation for Economic Co-operation and Development's (OECD) proposals relating to the taxation treatment of cross-border financing arrangements. These proposals may affect the taxation arrangements for 'hybrid' regulatory capital instruments issued by Westpac. If implemented without grandfathering, the potential effect of the OECD proposals is to increase the after-tax cost to Westpac of certain previously issued Additional Tier 1 capital securities. Neither Government has released draft legislation.

#### *Comprehensive Credit Reporting (CCR)*

On 2 November 2017, the Federal Treasurer announced that the Australian Government will legislate for a mandatory comprehensive credit reporting regime to come into effect by 1 July 2018. This would require credit providers to provide a monthly update to credit reporting agencies of all open consumer credit accounts, including credit cards, personal loans, mortgages and auto loans. According to the announcement, the four major banks will be required to have 50% of their credit data ready for reporting by 1 July 2018, increasing to 100% a year later.

Westpac is currently moving to implement CCR, as we recognise that CCR supports our principles for responsible lending by enhancing transparency of consumers' existing liabilities. Westpac is also focused on ensuring the highest level of security of personal data is maintained within the data sharing arrangements that will underpin CCR data supply and use.

#### *Sale of shares in BTIM*

On 26 May 2017, Westpac sold 60 million shares in BTIM at a price of \$10.75 per share, pursuant to a fully underwritten institutional offer. Following completion of the sale, Westpac's holding in BTIM decreased to approximately 10%. Westpac has announced that it intends to sell its remaining 10% shareholding in BTIM in the future, subject to favourable market conditions. In accordance with escrow arrangements communicated to BTIM in respect of the retained shareholding, any sale would not occur prior to the release of BTIM's first half 2018 results (expected to be in May 2018).

#### *Issue of Additional Tier 1 capital securities*

On 21 September 2017, Westpac issued US\$1.25 billion Additional Tier 1 capital securities, which qualify as Additional Tier 1 capital under APRA's capital adequacy framework.

#### **Regulatory significant developments**

##### *Financial System Inquiry's (FSI) recommendations on bank capital*

The Australian Government's response to the FSI has endorsed APRA's actions in implementing the FSI's capital-related recommendations, and has confirmed APRA's responsibility for implementing the remaining recommendations.

On 19 July 2017, APRA released an information paper titled, *Strengthening banking system resilience – establishing unquestionably strong capital ratios*. In its release, APRA concluded that the four major Australian banks, including Westpac, need to have a CET1 ratio of at least 10.5%, as measured under the existing capital framework to be considered 'unquestionably strong'. Banks are expected to meet this new benchmark by 1 January 2020.

APRA's implementation of capital standards to produce 'unquestionably strong capital ratios' will also incorporate changes to the prudential framework, including consideration of the finalisation of international Basel III reforms. The final Basel III reforms may result in significant changes in the risk weighted asset framework including the introduction of a revised capital floor for internal model-based methods, based on standardised approaches.

Whilst APRA has signalled that its revisions to the capital framework will not necessitate further capital increases for the industry above the 10.5% benchmark, the details of the changes (including at a product level) remain unclear.

APRA has announced that it intends to release a discussion paper on proposed revisions to the capital framework later in 2017 and, following release of the discussion paper, that it expects to consult on draft prudential standards giving effect to the new framework in 2018, leading to the release of final prudential standards in 2019. The new framework is anticipated to take effect in early 2021.

In addition to the risk-based capital ratio, APRA may also implement other key FSI recommendations, including:

- the introduction of a leverage ratio that acts as a backstop to an ADI's risk-based capital requirements. Whilst APRA requires the disclosure of the leverage ratio on a quarterly basis, it is yet to be implemented as a minimum requirement; and
- the implementation of a framework for additional loss-absorbing capacity, discussed further below.

##### *Resolution planning including additional loss absorbing capacity and APRA's crisis management powers*

In response to the FSI recommendations, the Australian Government also agreed to further reforms regarding crisis management. In August 2017, Treasury issued draft legislation to strengthen APRA's crisis management powers. This was introduced into Parliament in October 2017. The intention of these reforms is to strengthen APRA's powers to facilitate the orderly resolution of an institution so as to protect the interests of depositors and to protect the stability

of the financial system. The reforms also enhance APRA's ability to take actions in relation to resolution planning, including measures to ensure regulated entities and their groups are better prepared for resolution.

Consistent with international developments, APRA may also establish a framework for additional loss absorbing capacity for the four major Australian banks, including Westpac. The intention of this would be to facilitate the orderly resolution of banks and minimise taxpayer support. APRA is yet to release any consultation on additional loss-absorbing capacity.

### *Macro-prudential regulation*

From December 2014, APRA has made use of macro-prudential measures targeting mortgage lending that continue to impact lending practices in Australia. The measures include limiting investment property lending growth to below 10% and imposing additional levels of conservatism in serviceability assessments.

On 31 March 2017, APRA added to these measures, requiring ADIs to restrict mortgage lending with interest only terms to 30% of new mortgage lending. APRA also indicated that it expects ADIs to place strict internal limits on the volume of interest only loans with loan-to-valuation ratios above 80%.

Westpac has implemented steps to achieve these limits, including introducing differential pricing for investor property loans and interest only loans, a restriction on the volume of interest only loans with an LVR of greater than 80% (includes limit increases, interest only term extension and switches), no repayment switch fee for customers switching to principal and interest from interest only loans and no longer accepting external refinances (from other financial institutions) for owner occupied interest only loans. Interest only residential mortgages constituted 26% of new mortgage lending for the quarter ended 30 September 2017 (currently 46% of Westpac's overall Australian residential mortgage portfolio as at 30 September 2017).

### **Other regulatory developments**

#### *Net Stable Funding Ratio*

APRA released a revised prudential standard on liquidity (APS 210) on 20 December 2016. This prudential standard includes the Net Stable Funding Ratio (NSFR) requirement, a measure designed to encourage longer-term funding of assets and better match the duration of assets and liabilities. The revised APS 210, inclusive of the NSFR, will commence from 1 January 2018. During Full Year 2017, Westpac continued to take steps in preparation for the introduction of the NSFR from 1 January 2018. Based on the latest guidance from APRA, Westpac had an estimated NSFR at 30 September 2017 which is above that required from 1 January 2018.

#### *OECD Common Reporting Standard*

The OECD has developed Common Reporting Standard (CRS) rules for the automatic exchange of customer tax residency and financial account information amongst participating CRS countries.

CRS requires the Westpac Group to collect and check the tax residency of all customers and to report the tax residency and financial account details of non-resident customers to the relevant authorities in jurisdictions with

which Australia has entered into an exchange of information agreement.

Together with other Australian financial institutions, Westpac began collecting tax residency information from 1 July 2017 and will report these details and associated financial account information from July 2018.

Westpac has implemented changes to its business operations to comply with the CRS requirements in countries which have implemented the rules prior to 1 July 2017.

#### *European Union General Data Protection Regulation*

The European Union General Data Protection Regulation (the GDPR) contains new data protection requirements that will apply from 25 May 2018. The GDPR is intended to 'strengthen and unify' data protection for individuals across the EU and supersedes the existing EU Data Protection Directive.

Australian businesses of any size may need to comply if they have an establishment in the EU, if they offer goods or services in the EU, or if they monitor the behaviour of individuals in the EU. Westpac is evaluating the impact of GDPR on its businesses with a view to implementing the necessary changes before commencement of the GDPR.

#### *OTC derivatives reform*

International regulatory reforms relating to over-the-counter (OTC) derivatives continue to be implemented by financial regulators across the globe, with the focus moving to implementing variation margin and initial margin requirements for non-centrally cleared derivatives.

Variation margin requirements in a number of key jurisdictions for Westpac (being Australia, the EU, US and Hong Kong) became applicable during Full Year 2017.

Westpac has completed a substantial amount of work to comply with all applicable variation margin requirements. In addition, initial margin requirements commenced on 1 September 2016. These requirements are being introduced in phases through to 1 September 2020.

Westpac currently expects that it will be required to commence exchanging initial margin by either September 2018 or September 2019.

#### **New Zealand**

Regulatory reforms and significant developments in New Zealand include:

#### *Reserve Bank of New Zealand (RBNZ) – macro-prudential policy framework*

On 8 June 2017, the RBNZ published a consultation paper seeking feedback on serviceability restrictions such as debt-to-income ratio (DTI) limits being added to its macro-prudential toolkit. The RBNZ stated in the consultation paper that the RBNZ would not utilise a DTI policy in current market conditions, but considers DTI limits a useful option in the future.

#### *RBNZ – Review of Outsourcing Policy*

On 19 September 2017, the RBNZ released the final version of its revised Outsourcing Policy (and updated conditions of registration). These took effect on 1 October 2017. Key changes under the revised policy are:



- banks will need to obtain a non-objection letter from the RBNZ before entering into outsourcing arrangements with a parent or other related party;
- a bank that outsources certain functions to any third party will need to have certain prescribed contractual terms with that third party and ensure that the third party has adequate disaster recovery and business continuity plan capability in relation to the outsourced function;
- a bank that outsources certain functions to its overseas parent or to another non-controlled related party will need to have robust back-up arrangements in place;
- banks will be required to maintain a compendium of functions and processes that have been outsourced; and
- banks that are members of foreign-owned banking groups, such as WNZL, will be required to have a separation plan which describes how they would operate previously outsourced services if a statutory manager is appointed or they are otherwise separated from their overseas parent.

There will be a five year transitional period in relation to existing outsourcing arrangements.

The key impact of the revised policy will be in respect of outsourcing arrangements related to institutional products, settlements, finance, risk management and regulatory reporting.

#### *RBNZ Capital Review*

In March 2017, the RBNZ outlined its plans for its review of bank capital requirements. The RBNZ's aim is to agree a capital regime that ensures a very high level of confidence in the solvency of the banking system while avoiding economic inefficiency. The review will look at the three key components of the regulatory capital regime:

- the definition of eligible capital instruments;
- the measurement of risk, in particular the risk weights attached to credit exposures; and
- the minimum capital ratio and buffers.

The RBNZ has said that the outcomes of the review will be heavily influenced by the international regulatory context, the risk characteristics of the New Zealand system, and the RBNZ's regulatory capital approach. The RBNZ released a high-level Issues Paper in May 2017 and a consultation paper considering what type of financial instruments should qualify as bank capital. The RBNZ expects to conclude its review in the first quarter of 2018. Based on the high level information released to date, the expectation is that the RBNZ will likely propose increasing capital ratios and certain risk weights, with internal ratings-based (IRB) banks having fewer models to use (to reduce the difference between standardised and IRB banks).

#### *Reform of the regulation of financial advice*

The New Zealand Government announced plans for changes to the regime regulating financial advice in July 2016. In August 2017, the Financial Services Legislation Amendment Bill was introduced into Parliament. Under the proposed new regime, financial advice will be provided by licensed firms who will employ financial advisers

and nominated representatives. A Code of Conduct will apply to all advice and advisers and representatives will be subject to the same duties and ethical standards, including a duty to give priority to the client's interests. Firms will be responsible for ensuring their advisers and representatives comply with these duties. The reforms will also remove legislative barriers to the provision of robo-advice.

A two stage transition is proposed with all industry participants being required to be operating under a full licence by May 2021.

#### *RBNZ – Review under section 95 of the Reserve Bank of New Zealand Act 1989*

On 10 February 2017, the RBNZ issued WNZL with a notice under section 95 of the Reserve Bank of New Zealand Act 1989, requiring WNZL to obtain an independent review of its compliance with advanced internal rating-based aspects of the RBNZ's 'Capital Adequacy Framework (Internal Models Based Approach) (BS2B)' (BS2B). WNZL has disclosed non-compliance with BS2B (compliance with which is a condition of registration for WNZL) in its quarterly disclosure statements. WNZL expects to receive the RBNZ's final decision in 2017. There are a range of possible consequences for WNZL, including potential increases in minimum capital requirements.

#### **Supervision and regulation**

##### **Australia**

Within Australia, we are subject to supervision and regulation by six principal agencies: the Australian Prudential Regulation Authority (APRA); the Reserve Bank of Australia (RBA); the Australian Securities and Investments Commission (ASIC); the Australian Securities Exchange (ASX); the Australian Competition and Consumer Commission (ACCC); and the Australian Transaction Reports and Analysis Centre (AUSTRAC).

APRA is the prudential regulator of the Australian financial services industry. It oversees banks, credit unions, building societies, general insurance, re-insurance, life insurance and private health insurance companies, friendly societies and most of the superannuation (pension) industry. APRA's role includes establishing and enforcing prudential standards and practices designed to ensure that, under all reasonable circumstances, financial promises made by the institutions it supervises are met within a stable, efficient and competitive financial system. APRA is expected to have new and strengthened powers under the proposed new Banking Executive Accountability Regime. For further information, refer to 'Significant developments' above.

As an ADI, we report prudential information to APRA, including information in relation to capital adequacy, large exposures, credit quality and liquidity. Our controlled entities in Australia that are authorised insurers and trustees of superannuation funds are also subject to the APRA regulatory regime. Reporting is supplemented by consultations, on-site inspections and targeted reviews. Our external auditor also has an obligation to report on compliance with certain statutory and regulatory banking requirements and on any matters that in their opinion may have the potential to materially prejudice the interests of depositors and other stakeholders.

Australia's risk-based capital adequacy guidelines are based on the approach agreed upon by the BCBS. National

discretion is then applied to that approach, which results in Australia's capital requirements being more stringent. Refer to 'Capital resources – Basel Capital Accord' in Section 2.

The RBA is responsible for monetary policy, maintaining financial system stability and promoting the safety and efficiency of the payments system. The RBA is an active participant in the financial markets, manages Australia's foreign reserves, issues Australian currency notes and serves as banker to the Australian Government.

ASIC is the national regulator of Australian companies and consumer protection within the financial sector. Its primary responsibility is to regulate and enforce company, consumer credit, financial markets and financial products and services laws that protect consumers, investors and creditors. With respect to financial services, it promotes fairness and transparency by providing consumer protection, using regulatory powers to enforce laws relating to deposit-taking activities, general insurance, life insurance, superannuation, retirement savings accounts, securities (such as shares, debentures and managed investments) and futures contracts and financial advice. ASIC has responsibility for supervising trading on Australia's domestic licensed markets and of trading participants. There are currently proposals to strengthen ASIC's existing powers and to provide ASIC with a product intervention power. For further information, refer to 'Significant developments' above.

The ASX operates Australia's primary national market for trading of securities issued by listed companies. Some of our securities (including our ordinary shares) are listed on the ASX and we therefore have obligations to comply with the ASX Listing Rules, which have statutory backing under the *Corporations Act 2001*. The ASX has responsibility for the oversight of listed entities under the ASX Listing Rules and for monitoring and enforcing compliance with the ASX Operating Rules by its market, clearing and settlement participants. ASX is now also the benchmark administrator of BBSW.

The ACCC is the regulator responsible for the regulation and prohibition of anti-competitive and unfair market practices and mergers and acquisitions in Australia. Its broad objective is to administer the *Competition and Consumer Act 2010* (Cth) and related legislation to bring greater competitiveness, fair trading, consumer protection and product safety to the Australian economy. The ACCC's role in consumer protection complements that of ASIC (for financial services) and Australian state and territory consumer affairs agencies that administer the unfair trading legislation of their jurisdictions.

The Australian Government's present policy, known as the 'four pillars policy', is that there should be no fewer than four major banks to maintain appropriate levels of competition in the banking sector. Under the *Financial Sector (Shareholdings) Act 1998* (Cth), the Australian Government's Treasurer must approve an entity acquiring a stake of more than 15% in a particular financial sector company.

Proposals for foreign acquisitions of a stake in Australian banks are subject to the Australian Government's foreign investment policy and, where required, approval by the Australian Government under the *Australian Foreign Acquisitions and Takeovers Act 1975* (Cth). For further

details refer to 'Limitations affecting security holders' in Section 4.

AUSTRAC oversees the compliance of Australian reporting entities (including Westpac) with the requirements under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) and the *Financial Transaction Reports Act 1988* (Cth). These requirements include:

- implementing programs for identifying and monitoring customers, and for managing the risks of money laundering and terrorism financing;
- reporting suspicious matters, threshold transactions and international funds transfer instructions; and
- submitting an annual compliance report.

AUSTRAC provides financial information to Australian federal law enforcement, national security, human services and revenue agencies, and certain international counterparts.

### **New Zealand**

The Reserve Bank of New Zealand (RBNZ) is responsible for supervising New Zealand registered banks. The New Zealand prudential supervision regime requires that registered banks publish quarterly disclosure statements, which contain information on financial performance and risk positions as well as attestations by the directors about the bank's compliance with its conditions of registration and certain other matters. The RBNZ is developing proposals to replace off-quarter disclosure statements with a 'dashboard' of key information about each locally incorporated bank to be published on the RBNZ's website.

The Financial Markets Authority (FMA) is a financial conduct regulator whose main objective is to promote and facilitate the development of fair, efficient and transparent financial markets. Its functions include promoting the confident and informed participation of businesses, investors and consumers in those markets. The Financial Markets Conduct Act, which was passed in 2013, resulted in the FMA having extensive new responsibilities in the licensing and supervision of various market participants as well as new enforcement powers.

### **United States**

Our New York branch is a US federally licensed branch and therefore is subject to supervision, examination and regulation by the US Office of the Comptroller of the Currency and the Board of Governors of the Federal Reserve System (the US Federal Reserve) under the US International Banking Act of 1978 (IBA) and related regulations.

A US federal branch must maintain, with a US Federal Reserve member bank, a capital equivalency deposit as prescribed by the US Comptroller of the Currency, which is at least equal to 5% of its total liabilities (including acceptances, but excluding accrued expenses, and amounts due and other liabilities to other branches, agencies and subsidiaries of the foreign bank).

In addition, a US federal branch is subject to periodic onsite examination by the US Comptroller of the Currency. Such examination may address risk management, operations, asset quality, compliance with the record-keeping and

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reporting, and any additional requirements prescribed by the US Comptroller of the Currency from time to time.

A US federal branch of a foreign bank is, by virtue of the IBA, subject to the receivership powers exercisable by the US Comptroller of the Currency.

As of 22 June 2016, we elected to be treated as a financial holding company in the US pursuant to the Bank Holding Company Act of 1956 and Federal Reserve Board Regulation Y. Our election will remain effective so long as we meet certain capital and management standards prescribed by the US Federal Reserve.

Westpac and some of its affiliates are engaged in various activities that are subject to regulation by other US federal regulatory agencies, including the US Securities and Exchange Commission and the US Commodity Futures Trading Commission.

#### **Anti-money laundering regulation and related requirements**

Westpac has a Group-wide program to manage its obligations under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth). We continue to actively engage with the regulator, AUSTRAC, on our activities.

Our Anti-Money Laundering and Counter-Terrorism Financing Policy (AML/CTF Policy) sets out how the Westpac Group complies with its legislative obligations.

The AML/CTF Policy applies to all business divisions and employees (permanent, temporary and third party providers) working in Australia, New Zealand and overseas.

#### **United States**

The USA PATRIOT Act of 2001 requires US financial institutions, including the US branches of foreign banks, to take certain steps to prevent, detect and report individuals and entities involved in international money laundering and the financing of terrorism. The required actions include verifying the identity of financial institutions and other customers and counterparties, terminating correspondent accounts for foreign 'shell banks' and obtaining information about the owners of foreign bank clients and the identity of the foreign bank's agent for service of process in the US. The anti-money laundering compliance requirements of the USA PATRIOT Act include requirements to adopt and implement an effective anti-money laundering program, report suspicious transactions or activities, and implement due diligence procedures for correspondent and other customer accounts. Westpac's New York branch and Westpac Capital Markets LLC maintain an anti-money laundering compliance program designed to address US legal requirements.

US economic and trade sanctions, as administered by the Office of Foreign Assets Control (OFAC), prohibit or significantly restrict US financial institutions, including the US branches and operations of foreign banks, and other US persons from doing business with certain persons, entities and jurisdictions. Westpac's New York branch and Westpac Capital Markets LLC maintain compliance programs designed to comply with OFAC sanctions programs, and Westpac has a Group-wide program to ensure adequate compliance.

#### **Legal proceedings**

Our entities are defendants from time to time in legal proceedings arising from the conduct of our business. Material legal proceedings, if any, are described in Note 31 to the financial statements and under 'Significant developments' above. Where appropriate as required by the accounting standards, a provision has been raised in respect of these proceedings and disclosed in the financial statements.

#### **Principal office**

Our principal office is located at 275 Kent Street, Sydney, New South Wales, 2000, Australia. Our telephone number for calls within Australia is (+61) 2 9155 7713 and our international telephone number is (+61) 2 9155 7700.

## Introduction

This Corporate Governance Statement, which has been approved by the Board, describes our corporate governance framework, policies and practices as at 6 November 2017.

## Framework and approach

Our approach to corporate governance is based on a set of values and behaviours that underpin day-to-day activities, provide transparency and fair dealing and seek to protect stakeholder interests.

This approach includes a commitment to excellence in governance standards, which Westpac sees as fundamental to the sustainability of our business and our performance. It includes monitoring local and global developments in corporate governance and assessing their implications.

We have equity securities quoted on securities exchanges in Australia, New Zealand and the United States.

## Australia

The principal listing of Westpac ordinary shares is on the ASX, trading under the code WBC. Westpac also has hybrid securities, preference shares, capital notes, senior notes and subordinated notes listed on the ASX.

We comply with the ASX Corporate Governance Principles and Recommendations (third edition) (ASXCGC Recommendations) published by the ASX Limited's Corporate Governance Council (ASXCGC). We must also comply with the Corporations Act and, as an Authorised Deposit-taking Institution, with governance requirements prescribed by APRA under Prudential Standard CPS 510 Governance.

This Corporate Governance Statement addresses each of the ASXCGC Recommendations with an explanation of our corporate governance practices, demonstrating our compliance with each Recommendation.

Further details about the ASXCGC Recommendations can be found on the ASX website [www.asx.com.au](http://www.asx.com.au).

## New Zealand

Westpac's ordinary shares are also quoted on the NZX, which is the main board equity security market operated by NZX Limited. Westpac also has subordinated notes quoted on the NZX Debt Market. As an overseas listed issuer in New Zealand, we are deemed to satisfy and comply with the NZX Listing Rules, provided that we remain listed on the ASX and comply with the ASX Listing Rules.

The ASX, through the ASXCGC Recommendations and the NZX, through the NZX Corporate Governance Code, have adopted similar 'comply or explain' approaches to corporate governance. The ASXCGC Recommendations may, however, materially differ from the corporate governance rules and the principles of NZX's Corporate Governance Code.

## United States

Westpac has American Depositary Shares (ADS) representing its ordinary shares quoted on the New York Stock Exchange (NYSE), trading under the symbol WBK. Under the NYSE Listing Rules, foreign private issuers (like Westpac) are permitted to follow home country practice in respect of corporate governance in lieu of the NYSE Listing

Rules. However, we are still required to comply with certain audit committee and additional notification requirements.

We comply in all material respects with all NYSE Listing Rules applicable to us.

Under the NYSE Listing Rules, foreign private issuers are required to disclose any significant ways in which their corporate governance practices differ from those followed by domestic US companies. We have compared our corporate governance practices to the corporate governance requirements of the NYSE Listing Rules and note the significant differences below.

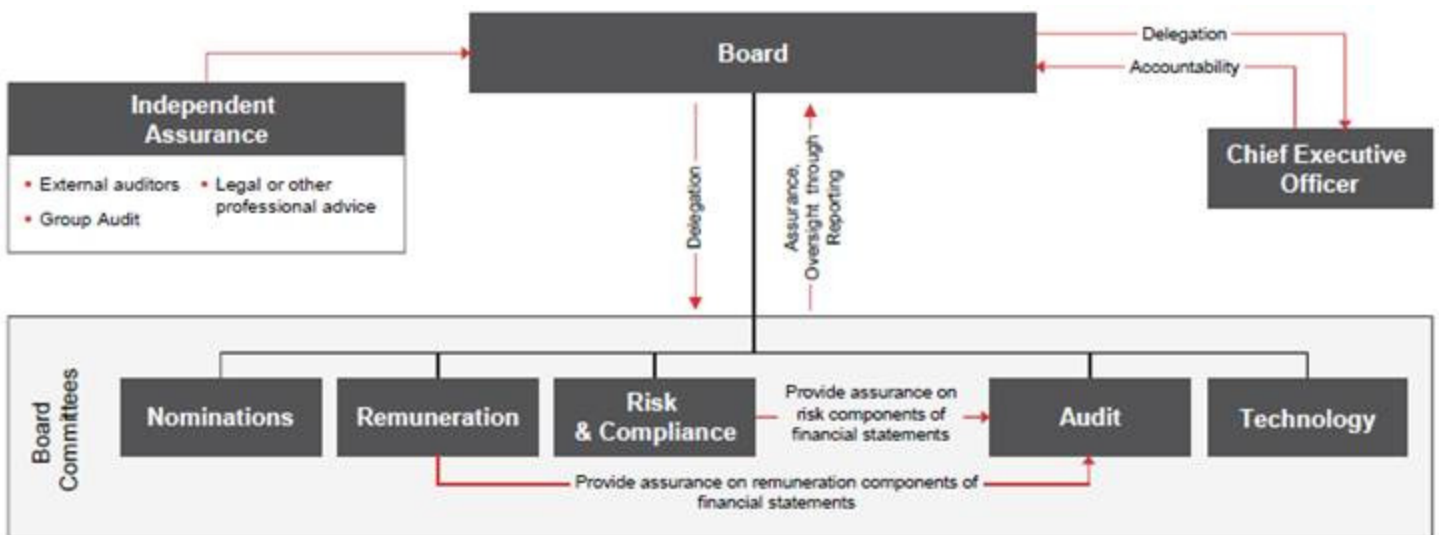
The NYSE Listing Rules require that, subject to limited exceptions, shareholders be given the opportunity to vote on equity compensation plans and material revisions to those plans. In Australia, there are no laws or ASX Listing Rules that require shareholder approval of equity based incentive plans or individual grants under those plans (other than for Directors, including the Chief Executive Officer (CEO)).

Westpac's employee equity plans have been disclosed in the Remuneration Report in Section 10 of the Directors' report, which is subject to a non-binding shareholder vote at the Annual General Meeting (AGM) and grants to our CEO are approved by shareholders. The details of grants under our equity-based incentive plans have been disclosed in Note 37 of our financial statements for the year ended 30 September 2017.

The NYSE Listing Rules set out specific requirements for determining whether a director will be regarded as independent. While these requirements are broadly consistent with Westpac's criteria for independence (described below under 'Board, Committees and oversight of management'), under Australian independence requirements, the Board is able to apply discretion in its determination of a director's independence that differs from the NYSE Listing Rules.

The NYSE Listing Rules provide that the Board Nominations Committee's responsibilities should include selecting, or recommending that the Board select, the Director nominees for the next annual meeting for shareholders, and overseeing the evaluation of the Board. The Board, rather than the Board Nominations Committee, reviews and recommends the Director nominees for election at the AGM and undertakes an annual review of its performance.

**Governance framework**



The diagram above shows Westpac’s current governance framework, including the current Committees of the Board. From time to time, the Board may form other Committees or request Directors to undertake specific extra duties.

In addition, from time to time, the Board participates (either directly or through representatives) in due diligence committees in relation to strategic decisions, capital and funding activities.

The Executive Team, Disclosure Committee and Executive Risk Committees are not Board Committees (that is, they have no delegation of authority from the Board) but sit beneath the CEO and the Board Committees to implement Board-approved strategies, policies and management of risk across the Group.

The key functions of the Board and each of the Board Committees are outlined in this Corporate Governance Statement. All Board Committee Charters are available on our website at [www.westpac.com.au/corgov](http://www.westpac.com.au/corgov).

## Board, Committees and oversight of management

### Board of Directors

#### Roles and responsibilities

The Board Charter outlines the roles and responsibilities of the Board. Key responsibilities in summary are:

- overseeing the sound and prudent management of the Westpac Group;
- approving the strategic direction of Westpac Group;
- evaluating Board performance and determining Board size and composition;
- considering and approving the Westpac Board Renewal Policy;
- appointing and determining the duration, remuneration and other terms of appointment of the CEO, Chief Financial Officer (CFO) and other Group Executives;
- determining the remuneration of persons whose activities in the Board's opinion affects, the financial soundness of Westpac, any person specified by APRA, and any other person the Board determines;
- evaluating the performance of the CEO;
- succession planning for the Board, CEO and Group Executives;
- approving the appointment of Group Executives and the General Manager Group Audit and monitoring the performance of senior management;
- approving the annual targets and financial statements and monitoring performance against forecast and prior periods;
- determining our dividend policy;
- determining our capital structure;
- approving our risk management strategy and frameworks, and monitoring their effectiveness;
- considering the social, ethical and environmental impact of our activities and monitoring compliance with our sustainability policies and practices;
- monitoring Workplace Health and Safety (WHS) issues in the Group and considering appropriate WHS reports and information;
- maintaining an ongoing dialogue with Westpac's external auditor and, where appropriate, principal regulators; and
- overseeing internal governance, including delegated authorities, policies for appointments to our controlled entity boards and monitoring resources available to senior executives.

### Delegated authority

The Constitution and the Board Charter enable the Board to delegate to Committees and management.

The roles and responsibilities delegated to the Board Committees are captured in the Charters of each of the five established Committees, namely:

- Audit;
- Risk & Compliance;
- Nominations;
- Remuneration; and
- Technology.

The Board Charter, Board Committee Charters and the Constitution are available on our website at [www.westpac.com.au/corpgov](http://www.westpac.com.au/corpgov).

The Delegated Authority Policy Framework outlines principles to govern decision-making within the Westpac Group, including appropriate escalation and reporting to the Board. The Board has also delegated to the CEO, and through the CEO to other executives, responsibility for the day-to-day management of our business. The scope of, and limitations to, management delegated authority is clearly documented and covers areas such as operating and capital expenditure, funding and securitisation, and lending. These delegations balance effective oversight with appropriate empowerment and accountability of management.

### Independence

Together, the Board members have a broad range of relevant financial and other skills and knowledge, combined with the extensive experience necessary to guide our business. Details are set out in Section 1 of the Directors' report.

All of our Non-executive Directors satisfy our criteria for independence, which align with the guidance provided in the ASXCGC Recommendations and the criteria applied by the NYSE and the US Securities and Exchange Commission (SEC).

The Board assesses the independence of our Directors on appointment and annually. Each Director provides an annual attestation of his or her interests and independence.

Directors are considered independent if they are independent of management and free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement. Materiality is assessed on a case by case basis by reference to each Director's individual circumstances rather than by applying general materiality thresholds.

Each Director is expected to disclose any business or other relationship that he or she has directly, or as a partner, shareholder or officer of a company or other entity that has an interest in Westpac or a related entity. The Board considers information about any such interests or relationships, including any related financial or other details, when it assesses the Director's independence.

**Size and membership of Board Committees as at 30 September 2017**

		Board Audit Committee	Board Risk & Compliance Committee	Board Nominations Committee	Board Remuneration Committee	Board Technology Committee
<b>Committee Composition<sup>1</sup></b>		Minimum three members All members are Independent Non-executive Directors Chair is Independent Non-executive Director, who is not the Board Chairman	Minimum three members All members are Non-executive Directors Majority of members are Independent Directors Chair is Independent Director, who is not the Board Chairman	Composed of all Board Committee Chairs, Board Chairman and such other members as determined by the Board All members are Independent Non-executive Directors Chair determined by the Board	Minimum three members All members are Independent Non-executive Directors Chair determined by the Board	Minimum three members Maximum one Executive Director All other members are Independent Non-executive Directors Chair determined by the Board
<b>Lindsay Maxsted</b>	Chairman, Non-executive, Independent	✓	✓	<b>Chair</b> ✓		
<b>Brian Hartzler</b>	CEO, Executive					✓
<b>Nerida Caesar</b>	Non-executive, Independent		✓			✓
<b>Ewen Crouch</b>	Non-executive, Independent		<b>Chair</b> ✓	✓	✓	
<b>Alison Deans</b>	Non-executive, Independent		✓			✓
<b>Craig Dunn</b>	Non-executive, Independent		✓	✓	<b>Chair</b> ✓	
<b>Robert Elstone</b>	Non-executive, Independent	✓	✓		✓	
<b>Peter Hawkins</b>	Non-executive, Independent	✓	✓	✓		<b>Chair</b> ✓
<b>Peter Marriott</b>	Non-executive, Independent	<b>Chair</b> ✓	✓	✓		✓

<sup>1</sup> Composition requirements for each Committee are set out in the relevant Committee Charter.

## **Chairman**

The Board elects one of the independent Non-executive Directors as Chairman. Our Chairman is Lindsay Maxsted, who became Chairman on 14 December 2011. The Chairman's role includes:

- providing effective leadership to the Board in relation to all Board matters;
- guiding the agenda and conducting all Board meetings;
- in conjunction with the Company Secretaries, arranging regular Board meetings throughout the year, confirming that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors;
- overseeing the process for appraising Directors and the Board as a whole;
- overseeing Board succession;
- acting as a conduit between management and the Board, and being the primary point of communication between the Board and CEO;
- representing the views of the Board to the public; and
- taking a leading role in creating and maintaining an effective corporate governance system.

## **CEO**

Our CEO is Brian Hartzler. The CEO's role includes:

- leadership of the management team;
- developing strategic objectives for the business; and
- the day-to-day management of the Westpac Group's operations.

## **Board meetings**

The Board had nine scheduled meetings for the financial year ended 30 September 2017, with additional meetings held as required. In addition to the Board considering strategic matters at each Board meeting, the Board also discusses our strategic plan and approves our overall strategic direction on an annual basis. The Board also conducts a half year review of our strategy. The Board conducts workshops on specific subjects relevant to our business throughout the year. Board meetings are characterised by robust exchanges of views, with Directors bringing their experience and independent judgement to bear on the issues and decisions at hand.

Non-executive Directors regularly meet without management present, so that they can discuss issues appropriate to such a forum. In all other respects, senior executives are invited, where considered appropriate, to participate in Board meetings. They are also available to be contacted by Directors between meetings.

Meetings attended by Directors for the financial year ended 30 September 2017 are reported in Section 9 of the Directors' report.

## **Nomination and appointment**

As set out in its Charter, the Board Nominations Committee is responsible for:

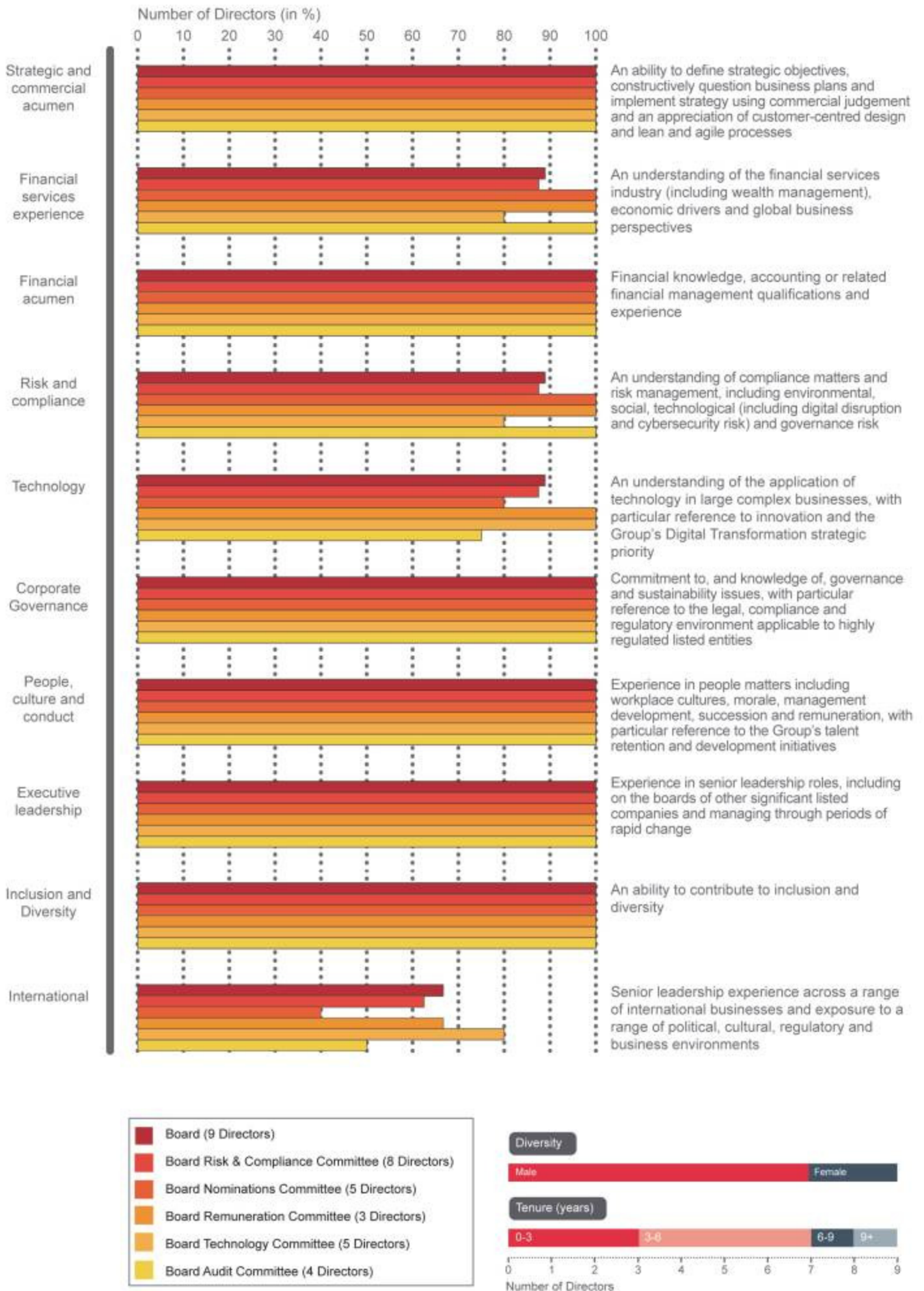
- developing and reviewing policies on Board composition, strategic function and size;
- reviewing and making recommendations to the Board annually on diversity generally within the Group, measurable objectives for achieving diversity and progress in achieving those objectives;
- planning succession of the Non-executive Directors;
- reviewing the process for the orientation and education of new Directors and any continuing education for existing Directors;
- reviewing eligibility criteria for the appointment of Directors;
- recommending the appointment of Directors to the Board; and
- considering and recommending candidates for appointment to the Boards of relevant subsidiaries (including Westpac New Zealand Limited and our insurance and superannuation businesses).

## **Board skills, experience and attributes**

Westpac seeks to maintain a Board of Directors with a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Group. In addition, Westpac seeks to maintain a diverse Board, which at a minimum, collectively has the skills and experience detailed in Figure 1 overleaf. Figure 1 also illustrates Board tenure and diversity.



Figure 1



The Board Nominations Committee considers and makes recommendations to the Board on candidates for appointment as Directors. Such recommendations pay particular attention to the mix of skills, experience, expertise, diversity and other qualities of existing Directors, and how the candidate's attributes will balance and complement those qualities and address any potential skills gaps in light of the evolving strategic direction of the Group. External consultants are used to access a wide base of potential Directors.

Board appointments are also made with regard to the Group's Service Revolution vision and five strategic priorities of:

- service leadership;
- digital transformation;
- performance discipline;
- growth highways; and
- workforce revolution.<sup>1</sup>

Prior to a Director's appointment or consideration for election or re-election by shareholders, Westpac conducts due diligence and provides shareholders with all material information relevant to a decision on whether or not to elect or re-elect a Director.

New Directors receive an induction pack which includes a letter of appointment setting out the expectations of the role, conditions of appointment including the expected term of appointment, and remuneration. This letter conforms to the ASXCGC Recommendations.

### **Term of office**

The Board may appoint a new Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed fifteen Non-executive Directors and three Executive Directors. Except for the Managing Director, a Director appointed by the Board holds office only until the close of the next AGM but is eligible for election by shareholders at that meeting.

Our Constitution states that at each AGM, one-third of eligible Directors, and any other Director who has held office for three or more years since their last election, must retire. In determining the number of Directors to retire by rotation, no account is to be taken of Directors holding casual vacancy positions or of the CEO. The Directors to retire by rotation are those who have been the longest in office. A retiring Director holds office until the conclusion of the meeting at which he or she retires but is eligible for re-election by shareholders at that meeting. The Board makes recommendations concerning the election or re-election of any Director by shareholders. In considering whether to support a candidate, the Board takes into account the results of the Board performance evaluation conducted during the year.

The Westpac Board Renewal Policy limits the maximum tenure of office that any Non-executive Director other than the Chairman may serve to nine years, from the date of first election by shareholders. The maximum tenure for the

Chairman is twelve years (inclusive of any term as a Director prior to being elected as Chairman), from the date of first election by shareholders. The Board, on its initiative and on an exceptional basis, may exercise discretion to extend the maximum terms specified above where it considers that such an extension would benefit the Group. Such discretion will be exercised on an annual basis and the Director concerned will be required to stand for re-election annually.

### **Director induction and continuing education**

All new Directors participate in an induction program to familiarise themselves with our business and strategy, culture and values and any current issues before the Board. The induction program includes meetings with the Chairman, the CEO, the Board Committee Chairs and each Group Executive.

The Board encourages Directors to undertake continuing education and training to develop and maintain the skills and knowledge needed to perform their role as Directors effectively, including by participating in workshops held throughout the year, attending relevant site visits and undertaking relevant external education.

### **Access to information and advice**

All Directors have unrestricted access to company records and information, and receive regular detailed financial and operational reports from senior management. Each Director also enters into an access and indemnity agreement, which among other things, provides for access to documents for up to seven years after his or her retirement as a Director.

The Chairman and other Non-executive Directors regularly consult with the CEO, CFO and other senior executives, and may consult with, and request additional information from, any of our employees.

All Directors have access to advice from senior internal legal advisors including the Group Executive, Compliance, Legal & Secretariat.

In addition, the Board collectively, and all Directors individually, have the right to seek independent professional advice, at our expense, to help them carry out their responsibilities. While the Chairman's prior approval is needed, it may not be unreasonably withheld.

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<sup>1</sup> For further information about the Service Revolution and our strategic priorities please refer to 'Information on Westpac' in Section 1.

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## Company Secretaries

Westpac has two Company Secretaries:

- The Senior Company Secretary is our Group Executive, Compliance, Legal & Secretariat<sup>1</sup>. The Senior Company Secretary attends Board and Board Committee meetings and is responsible for providing Directors with advice on legal and corporate governance issues.
- The Group Company Secretary also attends Board and Board Committee meetings and is responsible for the operation of the secretariat function, including implementing our governance framework and, in conjunction with management, giving practical effect to the Board's decisions. The Group Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Profiles of our Company Secretaries for the financial year ended 30 September 2017 are set out in Section 1 of the Directors' report.

## Board Committees

### Composition and independence

Board Committee members are chosen for the skills and experience they can contribute to the respective Board Committees and their qualifications are set out in Section 1 of the Directors' report. The membership of each Board Committee is set out in the table entitled 'Size and membership of Board Committees as at 30 September 2017' in this Corporate Governance Statement. All of the Board Committees are comprised of independent Non-executive Directors, save for the Board Technology Committee, of which the CEO is also a member.

### Operation and reporting

Scheduled meetings of the Board Committees occur at least quarterly. Each member's attendance at Board Committee meetings held during the financial year ended 30 September 2017 is reported in Section 9 of the Directors' report. All Board Committees are able to meet more frequently as necessary. Each Board Committee is entitled to the resources and information it requires and has direct access to our employees and advisers. The CEO attends all Board Committee meetings, except where he has a material personal interest in a matter being considered. Senior executives and other selected employees are invited to attend Board Committee meetings as required. All Directors can receive all Board Committee papers and can attend any Board Committee meeting, provided there is no conflict of interest.

## Performance

### Board, Board Committees and Directors

The Board undertakes ongoing self-assessment as well as commissioning an annual performance review by an independent consultant.

The review process conducted in 2017 included an assessment of the performance of the Board, the Board Committees and each Director, with outputs collected, analysed and presented to the Board. The Board discussed the results and agreed follow up action on matters relating to Board composition, process and priorities.

The Chairman also discusses the results with individual Directors and Board Committee Chairs. The full Board (excluding the Chairman) reviews the results of the performance review of the Chairman and results are then privately discussed by the Chairman of the Board Risk & Compliance Committee with the Chairman.

### Management

The Board, in conjunction with its Board Remuneration Committee, is responsible for approving the performance objectives and measures for the CEO and other senior executives, and providing input into the evaluation of performance against these objectives. The Board Risk & Compliance Committee also refers to the Board Remuneration Committee any matters that come to its attention that are relevant with respect to remuneration policy or practices.

Management performance evaluations for the financial year ended 30 September 2017 were conducted following the end of the financial year.

There is a further discussion on performance objectives and performance achieved in the Remuneration Report in Section 10 of the Directors' report.

All new senior executives receive a letter of appointment setting out the conditions and expectations of the role, together with an extensive briefing on our strategies and operations and the respective roles and responsibilities of the Board and senior management.

### Advisory Boards

Westpac has established Advisory Boards for its operations in Asia and for each of BankSA and Bank of Melbourne, to advise management on the strategies and initiatives of those businesses within the overall Group strategy.

Responsibilities of the Advisory Boards include:

- providing advice to management on management's strategies and initiatives to continue to strengthen the position and identity of the business;
- providing advice to management of the relevant business so as to promote and preserve its distinct position and identity and align business values with those of the relevant communities served;
- considering and assessing reports provided by management on the health of the relevant business;

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<sup>1</sup> Rebecca Lim's title was changed from Group General Counsel & Chief Compliance Officer to Group Executive, Compliance, Legal & Secretariat effective from 2 October 2017.

- acting as ambassadors for the business, including by supporting community and major corporate promotional events to assist in building relationships with the bank's customers, local communities and the business and government sector, and advising senior management on community matters relevant to the provision of financial services in the community it serves; and
- alerting management to local market opportunities and issues of which Advisory Board members are aware that would enhance the provision of services to customers and potential customers and the position of the bank in its local communities.

## Ethical and responsible decision-making

### Code of Conduct and Principles for Doing Business

Our Code of Conduct (Code) describes the standards of conduct expected of our people, both employees and contractors. The seven principles making up the Code are:

- we act with honesty and integrity;
- we comply with laws and with our policies;
- we do the right thing by our customers;
- we respect confidentiality and do not misuse information;
- we value and maintain our professionalism;
- we work as a team; and
- we manage conflicts of interest responsibly.

The Code provides a set of guiding principles to help us make the right decisions, ensuring we uphold the reputation of the Group. As employees of the banking and finance industry, we are also committed to creating greater accountability, transparency and trust with our customers and the broader community. With that in mind, the principles within our Code also reflect the community's expectations of us, such as those outlined in the Banking and Finance Oath. The Code has the full support of the Board and the Executive Team and we take compliance with the Code very seriously.

Our Principles for Doing Business (Principles) underpin the Group's commitment to sustainable business practice and community involvement. In summary:

- we believe our success depends on the trust and confidence placed in us by our customers, people, shareholders, suppliers, advisers and the community;
- we believe in maintaining the highest level of governance and ethical practice while protecting the interests of our stakeholders;
- we believe in putting our customers at the centre of everything we do;
- we believe our people are a crucial element of a successful service business;
- we are committed to managing our direct and indirect impacts on the environment;
- we believe being actively involved in our community is fundamental to the sustainability of our business; and

- we believe our suppliers should be viewed as partners in our sustainability journey.

The Principles align with key global initiatives that promote responsible business practices. The Principles apply to all Directors, employees and contractors.

We also have the following frameworks in place which apply to support both our Code and Principles, internally and externally across our value chain:

- a range of internal guidelines, policies, frameworks, communications and training processes and tools, including an online learning module entitled 'Doing the Right Thing'; and
- a range of externally-facing codes, frameworks, operating principles, policies, and position statements, addressing issues such as human rights, climate change and the environment.

### Key policies

We have a number of key policies to manage our regulatory compliance and human resource requirements. We also voluntarily subscribe to a range of external industry codes, such as the Code of Banking Practice and the ePayments Code.

### Code of Ethics for Senior Finance Officers

The Code of Accounting Practice and Financial Reporting complements our own Code. The Code of Accounting Practice and Financial Reporting is designed to assist our CEO, CFO and other principal financial officers in applying the highest ethical standards to the performance of their duties and responsibilities with respect to accounting practice and financial reporting by requiring those officers to:

- act honestly and ethically, particularly with respect to conflicts of interest;
- provide full, fair, accurate and timely disclosure in reporting and other communications;
- comply with applicable laws, rules and regulations;
- promptly report violations of the Code; and
- be accountable for adherence to the Code.

### Conflicts of interest

The Group has a detailed conflicts of interest framework, which includes a Group policy supported by specific divisional policies and guidelines aimed at identifying and managing actual, potential or apparent conflicts of interest.

The conflicts of interest framework includes a separate Westpac Group Gifts and Hospitality Policy. This Policy provides our employees with guidance to manage their obligations relating to the giving and receiving of gifts or hospitality.

### The Board

All Directors are required to disclose any actual, potential or apparent conflicts of interest upon appointment and are required to keep these disclosures to the Board up to date.

Any Director with a material personal interest in a matter being considered by the Board must declare their interest and, unless the Board resolves otherwise, may not be

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present during the boardroom discussions or vote on the relevant matter.

#### **Our employees and contractors**

We expect our employees and contractors to:

- have in place adequate arrangements for the management of actual, potential or apparent conflicts of interest;
- obtain consent from senior management before accepting a directorship on the board of a non-Westpac Group company;
- disclose any material interests they have with our customers or suppliers to their manager and not be involved with customer relationships where they have such an interest;
- not participate in business activities outside their employment with us (whether as a principal, partner, director, agent, guarantor, investor or employee) without approval or when it could adversely affect their ability to carry out their duties and responsibilities; and
- not solicit, provide facilitation payments, accept or offer money, gifts, favours or entertainment that might influence, or might appear to influence, their business judgement.

#### **Fit and Proper Person assessments**

We have a Board-approved Westpac Group Fit and Proper Policy that meets the requirements of the related APRA Prudential Standards. In accordance with that Policy, we assess the fitness and propriety of our Directors and also of individuals who perform specified statutory roles required by APRA Prudential Standards or ASIC licensing requirements. The Chairman of the Board (and in the case of the Chairman, the Board) is responsible for assessing the Directors and Non-executive Directors of the Westpac and subsidiary Boards, Group Executives, external auditors and actuaries. An executive Fit and Proper Committee is responsible under delegated authority of the Westpac Board for undertaking assessments of all other employees who hold statutory roles. In all cases, the individual is asked to provide a detailed declaration and background checks are completed.

#### **Concern reporting and whistleblower protection**

Under the Westpac Group Whistleblower Protection Policy, we encourage our employees, contractors, secondees, former employees, brokers, service providers (such as auditors, accountants and consultants) and our suppliers to raise any concerns about activities or behaviour that may be unlawful or unethical. Our attitude is *'when in doubt report'* and our senior management are committed to protecting the dignity, well-being, career and good name of anyone reporting wrongdoing, as well as providing them with the necessary support.

The Whistleblower Protection Policy outlines all reporting channels, including our concern reporting system 'Concern Online' and our Whistleblower Hotline. Both channels enable reporting on an anonymous basis. Concerns may include suspected breaches of our Code, Westpac policies or regulatory requirements.

When a whistleblower raises a concern they may choose to involve the Whistleblower Protection Officer, who is responsible for protecting the whistleblower against personal disadvantage as a result of making a report.

We investigate reported concerns in a manner that is confidential, fair and objective. If the investigation shows that wrongdoing has occurred, we are committed to changing our processes and taking action in relation to those parties who have behaved incorrectly. Outcomes may also involve reporting the matter to relevant authorities and regulators.

Relevant Board Committees charged with overseeing Westpac's whistleblower program and the Westpac Group Executive Risk Committee are provided with quarterly reporting on whistleblowing. These reports include a number of metrics, including statistics about concerns raised.

A summary of Westpac's Whistleblower Protection Policy is available on our website at <https://www.westpac.com.au/about-westpac/westpac-group/corporate-governance/principles-policies/>.

#### **Securities trading**

Under the Westpac Group Securities Trading Policy, Directors, employees, secondees and contractors (and their 'associates') are prohibited from dealing in any securities and other financial products if they possess inside information. They are also prohibited from passing on inside information to others who may use that information to trade in securities. In addition, Directors and any employees, secondees or contractors who, because of their seniority or the nature of their position, may have access to material non-public information about Westpac (known as Prescribed Employees) are subject to further restrictions, including prohibitions on trading prior to and immediately following annual and half year results announcements.

We manage and monitor these obligations through:

- the insider trading provisions of our Policy, which prohibit any dealing in any securities where a Director or employee has access to inside information that may affect the price of those securities;
- restrictions limiting the periods in which the Directors and Prescribed Employees can trade in Westpac securities and other Westpac financial products (Blackout Periods);
- placing limitations upon Directors, employees and contractors participating in a new product issue where their position puts them in an actual, potential or apparent position of conflict of interest;
- requiring Directors and Prescribed Employees to either obtain approval or notify their intention to trade outside Blackout Periods and confirm that they have no inside information;
- monitoring the trading of Westpac securities by Directors and Prescribed Employees;
- maintaining a register of Prescribed Employees, which is regularly updated;
- notifying ASX of trades by Directors of Westpac securities as required under the ASX Listing Rules; and

- forbidding employees from entering into hedging arrangements in relation to their unvested employee shares or securities, whether directly or indirectly.

### Diversity

Westpac has an Inclusion & Diversity Policy that sets out the inclusion and diversity initiatives for the Group. This is coupled with a comprehensive Inclusion & Diversity strategy to enable execution of key priorities and actions. In this context, diversity covers both the visible and invisible differences that make our employees unique, whether that be gender, gender identity, age, ethnicity, accessibility requirements, cultural background, sexual orientation or religious beliefs, or the differences we have based on our experiences, insights and perspectives.

The objectives of the policy are to ensure that the Group:

- has a workforce profile that delivers competitive advantage through the ability to garner a deep understanding of customer needs;
- has a truly inclusive workplace where every individual can shine regardless of gender, cultural identity, age, work style or approach;
- leverages the value of diversity for all our stakeholders to deliver the best customer experience, improved financial performance and a stronger corporate reputation; and
- continues to take a leadership position on inclusion and diversity practices and setting the agenda in the external community.

To achieve these objectives, the Group:

- has set Board-determined, measurable objectives for achieving gender diversity. The Board assesses annually both the objectives and progress in achieving them;
- assesses pay equity on an annual basis;
- encourages and supports the application of flexibility policies across the business;
- is committed to proactively assisting Aboriginal and Torres Strait Islander Australians wishing to access employment across our brands;
- implements our Accessibility Action Plan for employees and customers with accessibility requirements, including ensuring employment opportunities are accessible for people with a disability; and
- actively promotes an environment of inclusion for lesbian, gay, bisexual, transgender and intersex (LGBTI) employees.

The implementation of these objectives is overseen by the Westpac Group Inclusion & Diversity Council, which is chaired by the CEO and meets bi-annually.

The Board, or an appropriate Board Committee, receives regular updates from the Inclusion & Diversity Council on inclusion and diversity initiatives.

During the financial year ended 30 September 2017, the Inclusion & Diversity Governance Framework was implemented and resulted in the establishment of:

- Inclusion & Diversity Business Unit Councils, chaired by the relevant Group Executive of that business unit; and
- the Inclusion & Diversity Working Group, consisting of appointed general manager representatives across each business unit and chaired by the Head of Inclusion & Diversity.

We continue to listen to the needs of our employees through the engagement of our employee action groups, our annual employee survey (which includes questions that constitute an 'Inclusion Index'), and bi-annual inclusion and diversity focused surveys.

Our Inclusive Leadership program ensures we are investing in the right capabilities for an inclusive culture. Senior leaders and Group Executives have already completed the program which will be rolled out to approximately 3,000 members of Westpac's wider leadership team from late 2017.

In October 2010, the Board set an objective to increase the proportion of women in leadership roles (over 5,000 leaders from our Executive Team through to our bank managers) from 33% to 40% by 2014, which was achieved in September 2012, two years ahead of schedule. Westpac has now attained 50% women in leadership roles. The focus will now shift to maintaining this equality.

At 30 September 2017, the proportion of women employed by the Group was as follows:

- Board of Directors: 22%;
- leadership<sup>1</sup> roles: 50%; and
- total Westpac workforce: 58%.

In addition to the Group's commitment to achieving its targets, in 2015 our CEO signed up as a Pay Equity Ambassador through the Workplace Gender Equality Agency.

<sup>1</sup> Women in Leadership refers to the proportion of women (permanent and maximum term) in leadership roles across the Group. It includes the CEO, Group Executives, General Managers, senior leaders with significant influence on business outcomes (direct reports to General Managers and their direct reports), large (3+) team people leaders three levels below General Manager, and Bank and Assistant Bank Managers.

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## Sustainability

We view sustainable and responsible business practices as important for our business and shareholder value. Sustainability is about managing risks and opportunities in a way that best balances the long term needs of all our stakeholders – our customers, employees, suppliers, investors and community partners – as well as the wider community and the environment at large.

Our management of sustainability aims to address the matters that we believe are the most material for our business and stakeholders, now and in the future. We also understand that this is an evolving agenda and seek to progressively embed the management of sustainability matters into business as usual practice, while also anticipating and shaping emerging social issues where we have the skills and experience to make a meaningful difference and drive business value.

### Reporting

We report on the most material sustainability matters to Westpac, details of how we manage the associated risks and opportunities and our performance against our sustainability strategy in the Annual Review and Sustainability Report, this Annual Report, the Sustainability Performance Report and the full year and half year ASX results.

Our sustainability reporting is subject to independent limited assurance, performed in accordance with the Australian Standard on Assurance Engagements 3000 (revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ASAE 3000'). The AA1000 AccountAbility Principles Standard and the Global Reporting Initiative G4 Guidelines are also used by the assurance provider to test the extent to which sustainability policies and processes are embedded across the organisation.

## Financial reporting

### Approach to financial reporting

Our approach to financial reporting reflects three core principles:

- that our financial reports present a true and fair view;
- that our accounting methods comply with applicable accounting standards and policies; and
- that our external auditor is independent and serves security holders' interests.

The Board, through the Board Audit Committee, monitors Australian and international developments relevant to these principles, and reviews our practices accordingly.

The Board delegates oversight responsibility for risk management between the Board Audit Committee and the Board Risk & Compliance Committee. Similarly, the Board delegates oversight responsibility for the preparation of remuneration reports and disclosures to the Board Remuneration Committee.

## Board Audit Committee

As detailed in its charter, the Board Audit Committee has oversight of:

- the integrity of the financial statements and financial reporting systems and matters relating to taxation risks;
- the external audit engagement, including the external auditor's qualifications, performance, independence and fees;
- performance of the internal audit function;
- financial reporting and compliance with prudential regulatory reporting. With reference to the Board Risk & Compliance Committee, this includes an oversight of regulatory and statutory reporting requirements; and
- procedures for the receipt, retention and treatment of financial complaints, including accounting, internal controls or auditing matters, and the confidential reporting by employees of concerns regarding accounting or auditing matters.

The Board Audit Committee reviews, discusses with management and the external auditor, and assesses:

- any significant financial reporting issues and judgements made in connection with the preparation of the financial reports;
- the processes used to monitor and comply with laws, regulations and other requirements relating to external reporting of financial and non-financial information; and
- the process surrounding the disclosures made by the CEO and CFO in connection with their personal certifications of the annual financial statements.

In addition, the Board Audit Committee maintains an ongoing dialogue with the external auditor, including regarding those matters that are likely to be designated as Key Audit Matters in the external auditor's report. Key Audit Matters are those matters which, in the opinion of the external auditor, are of the most significance in their audit of the financial report.

As part of its oversight responsibilities, the Board Audit Committee also conducts discussions with a wide range of internal and external stakeholders including:

- the external auditor, about our major financial reporting risk exposures and the steps management has taken to monitor and control such exposures;
- the General Manager Group Audit and external auditor concerning their audits and any significant findings, and the adequacy of management's responses;
- management and the external auditor concerning the half year and annual financial statements;
- management and the external auditor regarding any correspondence with regulators or government agencies, and reports which raise material issues or could impact on matters regarding the Westpac Group's financial statements or accounting policies; and

- the Group Executive, Compliance, Legal & Secretariat regarding any legal matters that may have a material impact on, or require disclosure in, the financial statements.

Periodically, the Board Audit Committee consults with the external auditor without the presence of management about internal controls over financial information, reporting and disclosure and the fullness and accuracy of Westpac's financial statements. The Board Audit Committee also meets with the General Manager Group Audit without management being present.

### Financial knowledge

The Board Audit Committee comprises four independent, Non-executive Directors and is chaired by Peter Marriott.

All Board Audit Committee members have appropriate financial experience, an understanding of the financial services industry and satisfy the independence requirements under the ASXCGC Recommendations, the United States Securities Exchange Act of 1934 (as amended) and its related rules, and the NYSE Listing Rules.

The Board has determined that Mr Marriott, who is a member of the Board Audit Committee, is an 'audit committee financial expert' and independent in accordance with US securities law.

The designation of Mr Marriott as an audit committee financial expert does not impose duties, obligations or liability on him that are greater than those imposed on him as a Board Audit Committee member, and does not affect the duties, obligations or liability of any other Board Audit Committee member or Board member. Audit committee financial experts are not deemed as an 'expert' for any other purpose.

### CEO and CFO assurance

The Board receives regular reports from management about our financial condition and operational results, as well as that of our controlled entities. Before the Board approves the financial statements for a financial period, the CEO and the CFO provide formal statements to the Board, and have done so for the financial year ended 30 September 2017, that state that in all material respects:

- Westpac's financial records have been properly maintained in that they:
  - correctly record and explain its transactions, and financial position and performance;
  - enable true and fair financial statements to be prepared and audited; and
  - are retained for seven years after the transactions covered by the records are completed;
- the financial statements and notes comply with the appropriate accounting standards;
- the financial statements and notes give a true and fair view of Westpac's and its consolidated entities' financial position and of their performance;
- any other matters that are prescribed by the Corporations Act and regulations as they relate to the financial statements and notes are satisfied; and

- the declarations provided in accordance with section 295A of the Corporations Act are founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risks.

### External auditor

The role of the external auditor is to provide an independent opinion that our financial reports are true and fair, and comply with applicable regulations.

Our external auditor is PricewaterhouseCoopers (PwC), appointed by shareholders at the 2002 Annual General Meeting (AGM). Our present PwC lead audit partner is Lona Mathis and the quality review partner is Wayne Andrews. Ms Mathis and Mr Andrews assumed responsibility for these roles in June 2017 and January 2015, respectively.

The external auditor receives all Board Audit Committee, Board Risk & Compliance Committee and Board Technology Committee papers, attends all meetings of these committees and is available to Committee members at any time. The external auditor also attends the AGM to answer questions from shareholders regarding the conduct of its audit, the audit report and financial statements and its independence.

As our external auditor, PwC is required to confirm its independence and compliance with specified independence standards on a quarterly basis.

We strictly govern our relationship with the external auditor, including restrictions on employment, business relationships, financial interests and use of our financial products by the external auditor.

### Engagement of the external auditor

To avoid possible independence or conflict issues, the external auditor is not permitted to carry out certain types of non-audit services for Westpac and may be limited as to the extent to which it can perform other non-audit services as specified in our 'Pre-approval of engagement of PwC for audit and non-audit services' (Guidelines). Use of the external audit firm for any non-audit services must be assessed and approved in accordance with the pre-approval process determined by the Board Audit Committee and set out in the Guidelines.

The breakdown of the aggregate fees billed by the external auditor in respect of each of the two most recent financial years for audit, audit-related, tax and other services is provided in Note 39 to our financial statements for the year ended 30 September 2017. A declaration regarding the Board's satisfaction that the provision of non-audit services by PwC is compatible with the general standards of auditor independence is provided in Section 11 of the Directors' report.

### Group Audit (internal audit)

Group Audit is Westpac's internal audit function and includes the Credit Portfolio Review team, both of which provide the Board and Executive Management with an independent and objective evaluation of the adequacy and effectiveness of management's control over risk. Group Audit is governed by a Charter approved by the Board Audit Committee that sets out the purpose, role, scope and high level standards for the function. Group Audit covers the governance, risk management and internal control frameworks of Westpac



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and our wholly owned subsidiaries. It has access to all of our wholly owned entities and conducts audits and reviews following a risk-based planning approach. The General Manager Group Audit has a direct reporting line to the Chairman of the Board Audit Committee and an administrative line to the Chief Financial Officer. Group Audit also has direct access to the Chief Executive Officer.

Group Audit's responsibilities include regularly reporting to the Board Audit Committee and the Board Risk & Compliance Committee and Board Technology Committee and raising any significant issues with those committees.

### Market disclosure

We maintain a level of disclosure that seeks to provide all investors with equal, timely, balanced and meaningful information. Consistent with these standards, the Group maintains a Board-approved Market Disclosure Policy, which governs how we communicate with our shareholders and the investment community.

The policy reflects the requirements of the ASX, NZX and other offshore stock exchanges where we have disclosure obligations, as well as relevant securities and corporations legislation. Under our policy, information that a reasonable person would expect to have a material effect on the price or value of our securities must first be disclosed via the ASX unless an exception applies under regulatory requirements.

Our Disclosure Committee is responsible for determining what information should be disclosed publicly under the policy, and for assisting employees in understanding what information may require disclosure to the market on the basis that it is price sensitive. The Disclosure Committee is comprised of the CEO, the Executive Team and the General Manager, Corporate Affairs and Sustainability.

The Group Executive, Compliance, Legal & Secretariat is the Disclosure Officer. The Disclosure Officer is ultimately responsible for all communication with relevant stock exchanges and notifying regulators in any jurisdiction as a result of market disclosure.

Once relevant information is disclosed to the market and available to investors, it is also published on our website. This includes investor discussion packs, presentations on and explanations about our financial results. Our website information also includes Annual Review and Sustainability Reports, Annual Reports, results announcements, CEO and executive briefings (including webcasts, recordings or transcripts of all major events), notices of meetings and key media releases.

### Shareholder communication and participation

We seek to keep shareholders fully informed about our business operations, performance and governance framework. As part of our investor relations program, these methods are regularly reviewed to continue to encourage effective two-way communication with shareholders and utilise new technologies. These approaches include:

- direct communications via mail and email;
- the publication of all relevant company information in the Investor Centre section of our website; and
- access to all major market briefings and shareholder meetings, including via webcasts and lodging information on our website.

Shareholders are provided with advance notice of all major market briefings and shareholder meetings through ASX announcements. We also publish an investor calendar of events on our website.

Shareholders are given the option to receive information in print or electronic format from both Westpac and its share registry.

We regard our AGM as an important opportunity for engaging and communicating with shareholders. While shareholders are encouraged to attend and actively participate, the AGM is webcast and can also be viewed at a later time from our website. Shareholders who are unable to attend the AGM are able to lodge a direct vote or their proxies through a number of channels, including via mobile and the internet. At the time of receiving the Notice of Meeting, shareholders are also invited to put forward questions they would like addressed at the AGM.

### Risk management

#### Roles and responsibilities

The Board is responsible for approving the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement and for monitoring the effectiveness of risk management by the Westpac Group. The Board has delegated to the Board Risk & Compliance Committee responsibility to: review and recommend the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement to the Board for approval; set risk appetite consistent with the Group Risk Appetite Statement; approve frameworks, policies and processes for managing risk; and review and, where appropriate, approve risks beyond the approval discretion provided to management.

Westpac's Risk Management Strategy was reviewed by the Board Risk & Compliance Committee and was approved by the Board during the financial year ended 30 September 2017.

The Board Risk & Compliance Committee monitors the alignment of the Westpac Group's risk profile and controls with risk appetite (as defined in the Group Risk Appetite Statement) and reviews and monitors capital levels for consistency with the Group's risk appetite. The Board Risk & Compliance Committee receives regular reports from management on the effectiveness of our management of Westpac's material risks. More detail about the role of the Board Risk & Compliance Committee is set out later in this section under 'Board Risk & Compliance Committee'.

The CEO and Executive Team are responsible for implementing our risk management strategy and frameworks, and for developing policies, controls, processes and procedures for identifying and managing risk in all of Westpac's activities.

We adopt a Three Lines of Defence approach to risk management, which reflects our culture of 'risk is everyone's business' in which all employees are responsible for identifying and managing risk and operating within the Group's desired risk profile. Effective risk management enables us to:

- accurately measure our risk profile and balance risk and reward within our risk appetite, optimising financial growth opportunities and mitigating potential loss or damage;
- protect Westpac's depositors, policyholders and investors by maintaining a balance sheet with sound credit quality and buffers over regulatory minimums;
- embed adequate controls to guard against excessive risk or undue risk concentration; and
- meet our regulatory and compliance obligations.

### **The 1st Line of Defence – Risk identification, risk management and self-assessment**

Divisional business units are responsible for identifying, evaluating and managing the risks that they originate within approved risk appetite and policies. They are required to establish and maintain appropriate risk management controls, resources and self-assessment processes.

### **The 2nd Line of Defence – Establishment of risk management frameworks and policies and risk management oversight**

Our 2nd Line of Defence comprises separate risk and compliance advisory, control, assurance and monitoring functions, which establish frameworks, policies, limits and processes for the management, monitoring and reporting of risk. The 2nd Line of Defence can approve risks outside the authorities granted to the 1st Line, and evaluates and provides assurance over the adequacy and effectiveness of 1st Line controls and application of frameworks and policies and, where necessary, require improvement and monitor the 1st Line's progress toward remediation of identified deficiencies.

### **The 3rd Line of Defence – Independent assurance**

Group Audit is an independent assurance function that evaluates and opines on the adequacy and effectiveness of both 1st and 2nd Line risk management approaches and tracks remediation progress, with the aim of providing the Board, and senior executives, with comfort that the Group's governance, risk management and internal controls are operating effectively.

Our overall risk management approach is summarised in the following diagram:



Our overall risk management governance structure is set out in more detail in the table 'Risk Management Governance Structure' included in this Corporate Governance Statement.

Westpac distinguishes between different types of risk:

- **credit risk** – the risk of financial loss where a customer or counterparty fails to meet their financial obligations to Westpac;
- **liquidity risk** – the risk that the Group will be unable to fund assets and meet obligations as they become due;
- **market risk** – the risk of an adverse impact on earnings resulting from changes in market factors, such as foreign exchange rates, interest rates, commodity prices or equity prices. This includes interest rate risk in the banking book - the risk to interest income from a mismatch between the duration of assets and liabilities that arises in the normal course of business activities;
- **conduct risk** – the risk that the provision of our services and products results in unsuitable or unfair outcomes for our stakeholders or undermines market integrity;
- **operational risk** – the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition is aligned to the regulatory (Basel II) definition, including legal and regulatory risk but excluding strategic and reputation risk;
- **compliance risk** – the risk of legal or regulatory sanction, financial or reputational loss, arising from our failure to abide by the compliance obligations required of us;
- **business risk** – the risk associated with the vulnerability of a line of business to changes in the business environment;
- **sustainability risk** – the risk of reputational or financial loss due to failure to recognise or address material existing or emerging sustainability related environmental, social or governance issues;
- **equity risk** – the potential for financial loss arising from movements in equity values. Equity risk may be direct, indirect or contingent;

- **insurance risk** – the risk in our insurance entities of mis-estimation of the expected cost of insured events, volatility in the number or severity of insured events, and mis-estimation of the cost of incurred claims;
- **related entity (contagion) risk** – the risk that problems arising in other Westpac Group members compromise the financial and operational position of the authorised deposit-taking institution in the Westpac Group; and
- **reputation risk** – the risk of the loss of reputation, stakeholder confidence, or public trust and standing.

Westpac has received advanced accreditation from APRA and the RBNZ under the Basel II capital framework, and uses the Advanced Internal Ratings Based (AIRB) approach for credit risk and the Advanced Measurement Approach (AMA) for operational risk when calculating regulatory capital.

#### **Material exposure to economic, environmental and social sustainability risks**

Westpac's material exposures to economic, environmental and social sustainability risks are managed in accordance with our risk management strategy and frameworks.

#### **Board Risk & Compliance Committee**

The Board Risk & Compliance Committee comprises all of Westpac's independent, Non-executive Directors and is chaired by Ewen Crouch.

As set out in its charter, the Board Risk & Compliance Committee:

- reviews and recommends the Risk Management Strategy and Westpac Group Risk Appetite Statement to the Board for approval;
- sets risk appetite consistent with the Westpac Group Risk Appetite Statement;
- approves the frameworks, policies and processes for managing risk;
- reviews and approves the limits and conditions that apply to credit risk approval authority delegated to the CEO, CFO and CRO and any other officers of the Westpac Group to whom the Board has delegated credit approval authority;
- monitors the alignment of the Westpac Group's risk profile and controls with risk appetite, and oversees the identification, management and reporting of risks inherent in the Westpac Group's operations;
- monitors changes anticipated for the economic and business environment and other factors relevant to our risk profile and risk appetite; and
- may approve risks beyond the approval discretion provided to management.

From the perspective of specific types of risk, the Board Risk & Compliance Committee's role includes:

- **credit risk** – approving key policies and limits supporting the Credit Risk Management Framework, and monitoring the risk profile, performance and management of our credit portfolio;

- **market risk** – approving key policies and limits supporting the Market Risk Management Framework, including, but not limited to, the Value at Risk and Net Interest Income at Risk limits, and monitoring the market risk profile;
- **liquidity risk** – approving key policies and limits supporting the Liquidity Risk Management Framework, including our annual funding strategy, recovery and resolutions plans and monitoring the liquidity position and requirements;
- **operational risk** – approving key policies supporting the Operational Risk Management Framework and monitoring the performance of operational risk management and controls;
- **conduct risk** – reviewing and approving the Group's approach to the management of conduct risk and reviewing and monitoring the performance of conduct risk management and controls;
- **reputation risk** – reviewing and approving the Reputation Risk Management Framework and reviewing the monitoring of the performance of reputation risk management and controls; and
- **compliance risk** – reviewing and approving the Compliance Risk Management Framework and reviewing compliance processes and our compliance with applicable laws, regulations and regulatory requirements, discussing with management and the external auditor any material correspondence with regulators or government agencies and any published reports that raise material issues, and reviewing complaints and whistleblower concerns.

The Board Risk & Compliance Committee also:

- approves the Internal Capital Adequacy Assessment Process and in doing so reviews the outcomes of enterprise wide stress testing, sets the preferred capital ranges for regulatory capital and reviews and monitors capital levels for consistency with the Westpac Group's risk appetite;
- provides relevant periodic assurances to the Board Audit Committee;
- assists the Board to make its annual declaration to APRA on risk management under APRA prudential standard CPS220 Risk Management;

- reviews and approves other risk management frameworks<sup>1</sup> and the monitoring of performance under those frameworks;
- oversees Westpac's risk culture, through the provision of regular risk culture and organisational culture reporting;
- refers to other Board Committees any matters that come to the attention of the Board Risk & Compliance Committee that are relevant for those respective Board Committees; and
- in its capacity as the Westpac Group's US Risk Committee, oversees the key risks, risk management framework and policies of the Group's US operations.

## Compliance Management Framework

To proactively manage our compliance risks, our compliance objective is to:

- comply with our legal obligations, regulatory requirements, voluntary codes of practice to which we subscribe, and Group policies, including the Westpac Code of Conduct;
- establish frameworks, policies and processes designed to manage, monitor and report compliance and to minimise the potential for breaches, fines or penalties, or loss of regulatory accreditations; and
- ensure that appropriate remedial action is taken to address instances of non-compliance.

The Compliance Management Framework (the Framework) sets out our approach to managing compliance obligations and mitigating compliance risk, in order to achieve our compliance objective. It is an integral part of Westpac's Board-approved Risk Management Strategy and is supported by a number of key policies.

An effective Group compliance management system enables us to demonstrate our commitment to compliance and to comply with our compliance obligations. The approach we use to establish, implement, maintain, evaluate and improve our compliance management system includes:

- strategy and scope – business strategy, compliance objective and scope of the compliance management system;
- governance and accountability – roles and responsibilities, governance, developing a culture where employees understand their obligations and feel comfortable to identify compliance issues and incidents in a timely fashion, competence and training;
- framework and documentation – framework, policies and documentation supporting the compliance management system;
- compliance planning – management of compliance obligations, risks, controls, issues & incidents, and compliance monitoring and reporting; and

- evaluation and improvement – compliance performance measures, escalation and continual improvement.

As with other forms of risk, 1<sup>st</sup> Line management is primarily responsible for managing compliance. This is supported by an independent 2<sup>nd</sup> Line Compliance function, which reports to the Group Executive, Compliance, Legal & Secretariat. The Group Executive, Compliance, Legal & Secretariat is a member of the Westpac Group Executive Risk Committee, has direct access to the Chair of the Westpac Board Risk & Compliance Committee and regularly attends and presents to that Committee.

## Remuneration

The Board Remuneration Committee assists the Board by ensuring that Westpac has coherent remuneration policies and practices that fairly and responsibly reward individuals having regard to performance, Westpac's risk management framework, the law and the highest standards of governance.

The Board Remuneration Committee has been in place for the whole of the financial year and is comprised of three independent Non-executive Directors and is chaired by Craig Dunn. All members of the Board Remuneration Committee are also members of the Board Risk & Compliance Committee, which assists in the integration of effective risk management into the remuneration framework.

As set out in its charter, the Board Remuneration Committee:

- reviews and makes recommendations to the Board in relation to the Westpac Group Remuneration Policy (Group Remuneration Policy) and assesses the Group Remuneration Policy's effectiveness and its compliance with prudential standards;
- reviews and makes recommendations to the Board in relation to the individual remuneration levels of the CEO, Non-executive Directors, Group Executives, other Executives who report directly to the CEO, other persons whose activities in the Board's opinion affect the financial soundness of Westpac, any person specified by APRA, and any other person the Board determines;
- reviews and makes recommendations to the Board in relation to the remuneration structures for each category of persons covered by the Group Remuneration Policy;
- reviews and makes recommendations to the Board on corporate goals and objectives relevant to the remuneration of the CEO, and the performance of the CEO in light of these objectives;
- reviews and makes recommendations to the Board on the short-term and long-term incentive plans for Group Executives;
- reviews and makes recommendations to the Board in relation to approving equity based remuneration plans; and
- oversees general remuneration practices across the Group.

The Board Remuneration Committee reviews and recommends to the Board the size of variable reward pools

<sup>1</sup> Additional frameworks include the Sustainability Risk Management Framework, Equity Risk Management Framework, Related Entity Risk Management Framework and Insurance Risk Management Framework.

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each year based on consideration of pre-determined business performance indicators and the financial soundness of Westpac. The Board Remuneration Committee also approves remuneration arrangements outside of the Group Remuneration Policy relating to individuals or groups of individuals which are significant because of their sensitivity, precedence or disclosure implications. In addition, the Board Remuneration Committee considers and evaluates the performance of senior executives when making remuneration determinations and otherwise as required.

The Board Remuneration Committee also reviews and makes recommendations to the Board for the reduction or lapsing of incentive-based equity grants to employees, where subsequent information or circumstances indicate that the grant was not justified.

Independent remuneration consultants are engaged by the Board Remuneration Committee to provide information across a range of issues, including remuneration benchmarking, market practices and emerging trends and regulatory reforms.

Further details of our remuneration framework are included in the Remuneration Report in Section 10 of the Directors' report. The Board Remuneration Committee reviews and recommends the report for approval.

## Risk Management Governance Structure

Westpac's risk management governance structure is set out in the table below:

<p><b>Board</b></p> <ul style="list-style-type: none"> <li>approves our overall Westpac Group Risk Management Strategy and the Westpac Group Risk Appetite Statement; and</li> <li>approves Aggregate Risk Exposures policy and Related Entity Risk Management Framework in accordance with APRA prudential standards 3PS221: Aggregate Risk Exposures and 3PS222: Intra-group Transactions and Exposures.</li> </ul>
<p><b>Board Risk &amp; Compliance Committee (BRCC)</b></p> <ul style="list-style-type: none"> <li>reviews and recommends the Risk Management Strategy and Westpac Group Risk Appetite Statement to the Board for approval;</li> <li>sets risk appetite consistent with the Westpac Group Risk Appetite Statement;</li> <li>approves the frameworks, policies and processes for managing risk;</li> <li>reviews and approves the limits and conditions that apply to credit risk approval authority delegated to the CEO, CFO, CRO and any other officers of the Westpac Group to whom the Board has delegated credit approval authority;</li> <li>monitors the alignment of the Westpac Group's risk profile and controls with risk appetite, and oversees the identification, management and reporting of risks inherent in the Westpac Group's operations;</li> <li>monitors changes anticipated for the economic and business environment and other factors relevant to our risk profile and risk appetite;</li> <li>assists the Board to make its annual declaration to APRA on risk management under APRA prudential standard CPS220 Risk Management; and</li> <li>may approve risks beyond the approval discretion provided to management.</li> </ul>
<p><b>Other Board Committees with a risk focus</b></p> <p><b>Board Audit Committee</b></p> <ul style="list-style-type: none"> <li>oversees the integrity of financial statements and financial reporting systems, and matters relating to taxation risks.</li> </ul> <p><b>Board Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>oversees remuneration policies and practices of the Westpac Group.</li> </ul> <p><b>Board Technology Committee</b></p> <ul style="list-style-type: none"> <li>oversees the implementation of the Westpac Group's technology strategy, including risks associated with major technology programs.</li> </ul>
<p><b>Executive Team</b></p> <ul style="list-style-type: none"> <li>executes the Board-approved strategy;</li> <li>delivers the Group's various strategic and performance goals within the approved risk appetite; and</li> <li>monitors key risks within each business unit, capital adequacy and the Group's reputation.</li> </ul>
<p><b>Executive risk committees</b></p> <p><b>Westpac Group Executive Risk Committee</b></p> <ul style="list-style-type: none"> <li>leads the management and oversight of material risks across the Westpac Group within the context of the risk appetite approved by the Board;</li> <li>oversees the embedding of the Risk Management Strategy in the Group's approach to risk governance;</li> <li>oversees risk-related management frameworks and key supporting policies;</li> <li>oversees the Group's material risks;</li> <li>oversees reputation risk and sustainability risk management frameworks and key supporting policies; and</li> <li>identifies emerging credit, operational, compliance and market risks and allocates responsibility for assessing impacts and implementing appropriate actions to address these.</li> </ul>

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## Risk Management Governance Structure (continued)

### Executive risk committees (continued)

#### Westpac Group Asset & Liability Committee

- leads the optimisation of funding and liquidity risk-reward across the Group;
- reviews the level and quality of capital to ensure that it is commensurate with the Group's risk profile, business strategy and risk appetite;
- oversees the Liquidity Risk Management Framework and key policies;
- oversees the funding and liquidity risk profile and balance sheet risk profile; and
- identifies emerging funding and liquidity risks and appropriate actions to address these.

#### Westpac Group Credit Risk Committee

- leads the optimisation of credit risk-reward across the Group;
- reviews and oversees the Credit Risk Management Framework and key supporting policies;
- oversees Westpac's credit risk profile; and
- identifies emerging credit risks, allocates responsibility for assessing impacts, and responds as appropriate.

#### Westpac Group Market Risk Committee

- leads the optimisation of market risk, equity risk and insurance risk across the Group;
- reviews and oversees the Market Risk, Equity Risk and Insurance Risk Management Frameworks and key market risk management policies;
- reviews policies and limits for managing traded and non-traded market risk; and
- reviews and oversees the market risk, equity risk and insurance risk profile.

#### Westpac Group Operational Risk and Financial Crime Committee

- leads the optimisation of operational risk across the Group;
- reviews and oversees the Operational Risk and Financial Crime Risk Management Frameworks and key supporting policies;
- oversees Westpac's operational risk and financial crime risk profile; and
- identifies emerging operational and financial crime risks, and appropriate actions to address these.

#### Westpac Group Remuneration Oversight Committee

- provides assurance that the remuneration arrangements across the Group have been examined from a human resources, risk, finance, legal and compliance perspective;
- is responsible for ensuring that risk is embedded in all key steps in our remuneration framework;
- reviews and makes recommendations to the CEO for recommendation to the Board Remuneration Committee on the Group Remuneration Policy and provides assurance that remuneration arrangements across the Group encourage behaviour that supports Westpac's long-term financial soundness and the Risk Management Framework;
- reviews and monitors the remuneration arrangements (other than for Group Executives) for Responsible Persons (as defined in the Group's Statutory Officers Fit and Proper Policy), risk and financial control personnel, and all other employees for whom a significant portion of total remuneration is based on performance and whose activities, either individually or collectively, may affect the financial soundness of Westpac; and
- reviews and recommends to the CEO for recommendation to the Board Remuneration Committee the criteria and rationale for determining the total quantum of the Group variable reward pool.

## Risk Management Governance Structure (continued)

### Risk and compliance functions

#### Risk Function

- assist the Board, Board Committees and senior management to establish, maintain and review the Risk Management Strategy and supporting risk management frameworks;
- operate within Board approved risk appetite;
- define risk appetite, risk concentration limits and authorities;
- notify the Board or Board Committees of any significant breach, or material deviation from the risk management framework;
- monitor emerging risk issues and risk concentration;
- monitor resources and capabilities (including systems and data); and
- maintain resources with the skills and tools required to fulfil their risk responsibilities and support the strategy.

#### Compliance Function

- assist the Board, Board Committees and senior management to establish, maintain and review compliance management frameworks;
- design, implement and monitor controls to ensure compliance with internal, regulatory and legislative requirements;
- provide independent advice on design, implementation and monitoring of controls and compliance;
- reports on compliance standards and directs the review and development of compliance policies, compliance plans, controls and procedures; and
- maintain resources with the skills and tools required to fulfil their compliance responsibilities and support the strategy.

### Independent internal review

#### Group Audit

- reviews the adequacy and effectiveness of management controls over risk.

### Divisional business units

#### Business Units

- responsible for identifying, evaluating and managing the risks that they originate within approved risk appetite and policies; and
- establish and maintain appropriate risk management and compliance controls, resources and self-assurance processes.



# Directors' report

Our Directors present their report together with the financial statements of the Group for the financial year ended 30 September 2017.

## 1. Directors

The names of the persons who have been Directors, or appointed as Directors, during the period since 1 October 2016 and up to the date of this report are: Lindsay Philip Maxsted, Brian Charles Hartzler, Elizabeth Blomfield Bryan (retired as a Director on 9 December 2016), Nerida Frances Caesar (Director from 1 September 2017), Ewen Graham Wolseley Crouch, Catriona Alison Deans (Alison Deans), Craig William Dunn, Robert George Elstone, Peter John Oswin Hawkins and Peter Ralph Marriott.

Particulars of the skills, experience, expertise and responsibilities of the Directors at the date of this report, including all directorships of other listed companies held by a Director at any time in the past three years immediately before 30 September 2017 and the period for which each directorship has been held, are set out below.



**Name:** Lindsay Maxsted, DipBus (Gordon), FCA, FAICD

**Age:** 63

**Term of office:** Director since March 2008 and Chairman since December 2011.

**Date of next scheduled re-election:** December 2017.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:** Transurban Group (since March 2008, and Chairman since August 2010), BHP Billiton Limited (since March 2011) and BHP Billiton plc (since March 2011).

**Other principal directorships:** Managing Director of Align Capital Pty Ltd and Director of Baker Heart and Diabetes Institute.

**Other interests:** Nil.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:** Lindsay was formerly a partner at KPMG and was the CEO of that firm from 2001 to 2007. His principal area of practice prior to his becoming CEO was in the corporate recovery field managing a number of Australia's largest insolvency/workout/turnaround engagements including

Linter Textiles (companies associated with Abraham Goldberg), Bell Publishing Group, Bond Brewing, McEwans Hardware and Brashes. He is also a former Director and Chairman of the Victorian Public Transport Corporation.

**Westpac Board Committee membership:** Chairman of the Board Nominations Committee. Member of each of the Board Audit and Board Risk & Compliance Committees.

**Directorships of other listed entities over the past three years and dates of office:** Nil.



**Name:** Brian Hartzler, BA, CFA

**Age:** 50

**Term of office:** Managing Director & Chief Executive Officer since February 2015.

**Date of next scheduled re-election:** Not applicable.

**Independent:** No.

**Current directorships of listed entities and dates of office:** Nil.

**Other principal directorships:** The Australian National University Business and Industry Advisory Board (Chairman since March 2017), the Financial Markets Foundation for Children and Australian Bankers' Association Incorporated.

**Other interests:** Nil.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:** Brian was appointed Managing Director & Chief Executive Officer in February 2015. Brian joined Westpac as Chief Executive, Australian Financial Services in June 2012 encompassing Westpac Retail & Business Banking, St. George Banking Group and BT Financial Group. Prior to joining Westpac, Brian spent three years in the UK as CEO for Retail, Wealth and Ulster Bank at the Royal Bank of Scotland Group.

Prior to that, he spent ten years with Australia and New Zealand Banking Group Limited (ANZ) in Australia in a variety of roles, including his final role as CEO, Australia and Global Segment Lead for Retail and Wealth. Before joining ANZ, Brian spent ten years as a financial services consultant in New York, San Francisco and Melbourne.

**Westpac Board Committee membership:** Member of the Board Technology Committee.

**Directorships of other listed entities over the past three years and dates of office:** Nil.



**Name:** Nerida Caesar, BCom, MBA, GAICD

**Age:** 53

**Term of office:** Director since September 2017.

**Date of next scheduled re-election:** December 2017.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:** Nil.

**Other principal directorships:** Stone and Chalk Limited and Genome.One Pty Ltd.

**Other interests:** Member of the University of Technology Vice Chancellor's Industry Advisory Board and the Federal Government's FinTech Advisory Group.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:** Nerida has 30 years of broad-ranging commercial and business management experience. Most recently, Nerida was Group Managing Director and Chief Executive Officer, Australia and New Zealand, of Equifax (formerly Veda Group Limited) from February 2011.

Nerida was formerly Group Managing Director, Telstra Enterprise and Government, responsible for Telstra's corporate, government and large business customers in Australia as well as the international sales division. She also worked as Group Managing Director, Telstra Wholesale, and prior to that held the position of Executive Director National Sales where she was responsible for

managing products, services and customer relationships throughout Australia.

Prior to joining Telstra, Nerida held several senior management and sales positions with IBM within Australia and internationally over a 20 year period, including as Vice President of IBM's Intel Server Division for the Asia Pacific region.

**Westpac Board Committee membership:** Member of each of the Board Risk & Compliance and Board Technology Committees.

**Directorships of other listed entities over the past three years and dates of office:** Veda Group Limited (December 2013 – February 2016). Veda Group Limited was a listed entity from December 2013 to February 2016 when it was delisted upon its acquisition by Equifax Inc.



**Name:** Ewen Crouch AM, BEc (Hons.), LLB, FAICD

**Age:** 61

**Term of office:** Director since February 2013.

**Date of next scheduled re-election:** December 2019.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:** BlueScope Steel Limited (since March 2013).

**Other principal directorships:** Sydney Symphony Orchestra Holdings Pty Limited and Jawun.

**Other interests:** Member of the Commonwealth Remuneration Tribunal, Law Committee of the Australian Institute of Company Directors and Corporations

Committee of the Law Council of Australia.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:** Ewen was a Partner at Allens from 1988 to 2013, where he was one of Australia's most accomplished mergers and acquisitions lawyers. He served as a member of the firm's board for 11 years, including four years as Chairman of Partners. His other roles at Allens included Co-Head Mergers and Acquisitions and Equity Capital Markets, Executive Partner, Asian offices and Deputy Managing Partner. He is now a Consultant to Allens. Ewen served as a director of

Mission Australia from 1995 and as Chairman from 2009, before retiring in November 2016. From 2010 to 2015, Ewen was a member of the Takeovers Panel. In 2013, Ewen was awarded an Order of Australia in recognition of his significant service to the law as a contributor to legal professional organisations and to the community.

**Westpac Board Committee membership:** Chairman of the Board Risk & Compliance Committee. Member of each of the Board Nominations and Board Remuneration Committees.

**Directorships of other listed entities over the past three years and dates of office:** Nil.



**Name:** Alison Deans, BA, MBA, GAICD

**Age:** 49

**Term of office:** Director since April 2014.

**Date of next scheduled re-election:** December 2017.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:**

Cochlear Limited (since January 2015).

**Other principal directorships:**

kikki.K Holdings Pty Ltd and SCEGGS Darlinghurst Limited.

**Other interests:** Senior Advisor, McKinsey & Company and

Investment Committee member of the CSIRO Innovation Fund (Main Sequence Ventures).

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:**

Alison has more than 20 years' experience in senior executive roles focused on building digital businesses and digital transformation across

e-commerce, media and financial services. During this time, Alison served as the CEO of eCorp Limited, CEO of Hoyts Cinemas and CEO of eBay, Australia and New Zealand. She was the CEO

of a technology-based investment company netus Pty Ltd. Alison was an Independent Director of Social Ventures Australia from September 2007 to April 2013.

**Westpac Board Committee membership:** Member of each of the Board Risk & Compliance and Board Technology Committees.

**Directorships of other listed entities over the past three years and dates of office:**

Insurance Australia Group Limited (February 2013 – October 2017).



**Name:** Craig Dunn, BCom, FCA

**Age:** 54

**Term of office:** Director since June 2015.

**Date of next scheduled re-election:** December 2018.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:**

Telstra Corporation Limited (since April 2016).

**Other principal directorships:**

Financial Literacy Australia Limited, Chairman of The Australian Ballet and Chairman of Stone and Chalk Limited.

**Other interests:** Chairman of the Australian Government's Fintech Advisory Group and the International Standards Technical Committee on Blockchain and

Distributed Ledger Technologies (ISO/TC 307). Member of the ASIC External Advisory Panel, and the New South Wales Government's Quantum Computing Fund Advisory Panel. Board member of Jobs for New South Wales and Consultant to King & Wood Mallesons.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:**

Craig has more than 20 years' experience in financial services, including as CEO of AMP Limited from 2008 to 2013. Craig was previously a Board member of the Australian Japanese Business Cooperation Committee and the New South Wales Government's Financial Services Knowledge Hub, and

former Chairman of the Investment and Financial Services Association (now the Financial Services Council). He was also a member of the Financial Services Advisory Committee, the Australian Financial Centre Forum, the Consumer and Financial Literacy Taskforce and a Panel member of the Australian Government's Financial System Inquiry.

**Westpac Board Committee membership:** Chairman of the Board Remuneration Committee. Member of each of the Board Nominations and Board Risk & Compliance Committees.

**Directorships of other listed entities over the past three years and dates of office:** Nil.



**Name:** Robert Elstone, BA (Hons.), MA (Econ.), MCom

**Age:** 64

**Term of office:** Director since February 2012.

**Date of next scheduled re-election:** Not applicable. Robert Elstone will retire following the 2017 AGM.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:** Nil.

**Other principal directorships:** University of Western Australia Business School.

**Other interests:** Adjunct Professor at the Business Schools of the Universities of

Sydney and Western Australia.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:** Robert has over 30 years' experience in senior management roles spanning investment banking, corporate finance, wholesale financial markets and risk management. From July 2006 to October 2011, Robert was Managing Director and CEO of ASX Limited. Previously, he was Managing Director and CEO of the Sydney Futures Exchange from May 2000 to July 2006, and from January 1995 to May 2000, he

was Finance Director of Pioneer International. Robert was a Non-executive Director of the National Australia Bank from September 2004 to July 2006, an inaugural member of the Board of Guardians of the Future Fund, and former Chairman of the Financial Sector Advisory Council to the Federal Treasurer.

**Westpac Board Committee membership:** Member of each of the Board Audit, Board Remuneration and Board Risk & Compliance Committees.

**Directorships of other listed entities over the past three years and dates of office:** Nil.



**Name:** Peter Hawkins, BCA (Hons.), SF Fin, FAIM, ACA (NZ), FAICD

**Age:** 63

**Term of office:** Director since December 2008.

**Date of next scheduled re-election:** December 2017.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:** Mirvac Group (since January 2006).

**Other principal directorships:** Liberty Financial Pty Ltd and Crestone Holdings Limited.

**Other interests:** Nil.

**Other Westpac related entities directorships and dates of office:** Member of the Bank of Melbourne Advisory Board since November 2010.

**Skills, experience and expertise:** Peter's career in the banking and financial services industry spans over 40 years in Australia and overseas at both the highest levels of management and directorship of major organisations. Peter has held various senior management and directorship positions with Australia and New Zealand Banking Group Limited from 1971 to 2005.

He was also previously a Director of BHP (NZ) Steel Limited, ING Australia Limited, Esanda Finance Corporation, Visa Inc and Clayton Utz.

**Westpac Board Committee membership:** Chairman of the Board Technology Committee. Member of each of the Board Audit, Board Nominations and Board Risk & Compliance Committees.

**Directorships of other listed entities over the past three years and dates of office:** MG Responsible Entity Limited, which is the responsible entity for ASX listed MG Unit Trust (April 2015 to October 2016).



**Name:** Peter Marriott, BEc (Hons.), FCA

**Age:** 60

**Term of office:** Director since June 2013.

**Date of next scheduled re-election:** December 2019.

**Independent:** Yes.

**Current directorships of listed entities and dates of office:** ASX Limited (since July 2009).

**Other principal directorships:** ASX Clearing Corporation Limited, ASX Settlement Corporation Limited and Austraclear Limited.

**Other interests:** Member of the Review Panel & Policy Council of the Banking & Finance Oath.

**Other Westpac related entities directorships and dates of office:** Nil.

**Skills, experience and expertise:** Peter has over 30 years' experience in senior management roles in the finance industry encompassing international banking, finance and auditing. Peter joined Australia and New Zealand Banking Group Limited (ANZ) in 1993 and held the role of Chief Financial Officer from July 1997 to May 2012. Prior to his career

at ANZ, Peter was a banking and finance, audit and consulting partner at KPMG Peat Marwick. Peter was formerly a Director of ANZ National Bank Limited in New Zealand and various ANZ subsidiaries.

**Westpac Board Committee membership:** Chairman of the Board Audit Committee. Member of each of the Board Nominations, Board Risk & Compliance and Board Technology Committees.

**Directorships of other listed entities over the past three years and dates of office:** Nil.

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## Company Secretary

Our Company Secretaries as at 30 September 2017 were Rebecca Lim and Tim Hartin.

Rebecca Lim (B Econ, LLB (Hons.)) was appointed as a Group Executive effective 1 October 2016, with her title now being Group Executive, Compliance, Legal & Secretariat<sup>1</sup>, as well as Company Secretary. Rebecca joined Westpac in 2002 and has held a variety of senior leadership roles including General Manager, Human Resources for St. George Bank and General Manager, St. George Private Clients. She was appointed Group General Counsel in November 2011 and Chief Compliance Officer from 2013 to 2017. Rebecca held an in-house role in investment banking at Goldman Sachs in London after which she joined Westpac on her return to Australia. Rebecca was previously with US firm Skadden Arps where she worked in the Corporate Finance area in both New York and London. Prior to that she worked at Blake Dawson Waldron (now Ashurst) as a solicitor.

Tim Hartin (LLB (Hons.)) was appointed Group Company Secretary in November 2011. Before that appointment, Tim was Head of Legal - Risk Management & Workouts, Counsel & Secretariat and prior to that, he was Counsel, Corporate Core. Before joining Westpac in 2006, Tim was a Consultant with Gilbert + Tobin, where he provided corporate advisory services to ASX listed companies. Tim was previously a lawyer at Henderson Boyd Jackson W.S. in Scotland and in London in Herbert Smith's corporate and corporate finance division.

## 2. Executive Team

As at 30 September 2017 our Executive Team was:

Name	Position	Year Joined Group	Year Appointed to Position
Brian Hartzler	Managing Director & Chief Executive Officer	2012	2015
Lyn Cobley	Chief Executive, Westpac Institutional Bank	2015	2015
Brad Cooper	Chief Executive Officer, BT Financial Group	2007	2010
Dave Curran	Chief Information Officer	2014	2014
George Frazis	Chief Executive, Consumer Bank	2009	2015
Alexandra Holcomb	Chief Risk Officer	1996	2014
Peter King	Chief Financial Officer	1994	2014
Rebecca Lim <sup>1</sup>	Group Executive, Compliance, Legal & Secretariat	2002	2016
David Lindberg	Chief Executive, Business Bank	2012	2015
David McLean	Chief Executive Officer, Westpac New Zealand Limited	1999	2015
Christine Parker	Group Executive, Human Resources, Corporate Affairs & Sustainability	2007	2011
Gary Thursby	Group Executive, Strategy & Enterprise Services	2008	2016

There are no family relationships between or among any of our Directors or Executive Team members.

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<sup>1</sup> Prior to 2 October 2017, Rebecca Lim's title was Group General Counsel & Chief Compliance Officer.



**Brian Hartzler** BA, CFA. Age 50  
Managing Director & Chief Executive Officer

Brian was appointed Managing Director & Chief Executive Officer in February 2015. Brian joined Westpac as Chief Executive, Australian Financial Services in June 2012 encompassing Westpac Retail & Business Banking, St. George Banking Group and BT Financial Group.

Brian is a Director of the Australian Bankers' Association and was formerly the Chairman until December 2015. Prior to joining Westpac, Brian spent three years in the UK as CEO for Retail, Wealth and Ulster Bank at the Royal Bank of Scotland Group. Prior to that, he spent ten years with Australia and New Zealand Banking Group Limited (ANZ) in Australia in a variety of roles, including his final role as CEO, Australia and Global Segment Lead for Retail and Wealth. Before joining ANZ, Brian spent ten years as a financial services consultant in New York, San Francisco and Melbourne.

Brian graduated from Princeton University with a degree in European History and is a Chartered Financial Analyst.

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**Lyn Cobley** BEc, SF FIN, GAICD. Age 54  
Chief Executive, Westpac Institutional Bank

Lyn was appointed Chief Executive, Westpac Institutional Bank in September 2015. She has responsibility for Westpac's global relationships with corporate, institutional and government clients as well as all products across financial and capital markets, transactional banking, structured finance and working capital payments. In addition, Lyn oversees Hastings Funds Management as well as Westpac's International and Pacific Island businesses.

Lyn has over 25 years' experience in financial services. Prior to joining Westpac, Lyn held a variety of senior positions at the Commonwealth Bank of Australia including serving as Group Treasurer from 2007 to 2013 and most recently as Executive General Manager, Retail Products & Third Party Banking. She was also Head of Financial Institutions at Barclays Capital in Australia, held senior roles at Citibank in Australia and Asia Pacific including Head of Securitisation and was CEO of Trading Room (a joint venture between Macquarie Bank and Fairfax).

Lyn is a Board member of the Australian Financial Markets Association (AFMA), the Banking & Finance Oath and the Westpac Foundation. She is Chairman of Westpac's Asia Advisory Board and is also a member of Chief Executive Women.

Lyn has a Bachelor of Economics from Macquarie University, is a Senior Fellow of the Financial Services Institute of Australia and is a graduate of the Australian Institute of Company Directors.

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**Brad Cooper** DipBM, MBA. Age 55  
Chief Executive Officer, BT Financial Group

Brad was appointed Chief Executive Officer, BT Financial Group in February 2010. Brad initially joined Westpac in April 2007 as Chief Executive, Westpac New Zealand Limited and after successfully leading a change program in that market, moved to the role of Group Chief Transformation Officer, leading the Westpac Group's St. George merger implementation. Prior to joining Westpac, Brad was Chairman of GE Capital Bank and CEO of GE Consumer Finance UK & Ireland. He drove GE's UK Six Sigma program and was certified as a Quality Leader (Black Belt) in December 2002. He was promoted to CEO of GE Consumer Finance UK in January 2003 and appointed Chairman of GE Capital Bank in April 2004.

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**Dave Curran** BCom. Age 52  
Chief Information Officer

Dave was appointed Chief Information Officer in September 2014. Dave has almost 30 years of experience with proven expertise in IT and financial services and the implementation of large, complex projects.

Since 2015, Dave has been on the Board of the Westpac Bicentennial Foundation, a \$100 million scholarship fund with exclusive focus on Australian education and leadership.

Before joining Westpac, Dave spent ten years in senior roles at the Commonwealth Bank of Australia (CBA). Before joining CBA, he spent sixteen years at Accenture, where he was a partner, primarily consulting on financial services.

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**George Frazis** B Eng (Hons.), MBA (AGSM/Wharton). Age 53  
Chief Executive, Consumer Bank

George was appointed Chief Executive, Consumer Bank in June 2015, responsible for managing the end to end relationship with consumer customers. This includes all consumer distribution, digital, marketing, transformation and banking products and services under the Westpac, St.George, BankSA, Bank of Melbourne and RAMS brands.

Prior to this appointment, he was CEO, St.George Banking Group. George joined the Westpac Group in March 2009 as Chief Executive, Westpac New Zealand Limited. George is highly experienced in the financial services industry. He was formerly Group Executive General Manager at National Australia Bank. Prior to that, George was a senior executive in Commonwealth Bank of Australia's Institutional Banking Division and has also been a partner with the Boston Consulting Group and an officer in the Royal Australian Air Force. George is a Governor of the St.George Foundation and is Chair of the Prime Minister's Industry Advisory Committee on Veterans' Employment.



**Alexandra Holcomb** BA, MBA, MA. Age 56  
Chief Risk Officer

Alexandra was appointed Chief Risk Officer in August 2014. As Westpac Group's Chief Risk Officer, Alexandra is responsible for key risk management activities across the enterprise.

Since joining Westpac in 1996, Alexandra has held a number of senior positions including Group General Manager, Group Strategy, M&A and Major Projects, Group Executive, Group Strategy, Head of Westpac Institutional Bank Strategy, and until August 2014 was the Group General Manager of Global Transactional Services.

Prior to joining Westpac, Alexandra was a senior executive from 1992 to 1996 with Booz Allen & Hamilton International where she specialised in international credit, working throughout the Asia Pacific region. Before that, she worked with Chase Manhattan Bank in New York in private and business banking and international credit audit. She also worked in project finance in Paris and New York for Banque Indosuez and Barclays Bank respectively.

Alexandra is Deputy Chairman of the Asia Society Australia and serves on the Westpac Foundation Board. She is a member of Chief Executive Women and a Fellow of the Australian Institute of Company Directors. Alexandra has an MBA in Finance and Multinational Management from the Wharton School of Business and a Master of Arts in International Studies and French from the University of Pennsylvania. She also holds a BA in English and Economics from Cornell University.



**Peter King** BEc, FCA. Age 47  
Chief Financial Officer

Peter was appointed Chief Financial Officer in April 2014, with responsibility for Westpac's Finance, Group Audit, Tax, Treasury and Investor Relations functions. Prior to this appointment, Peter was the Deputy Chief Financial Officer for three years.

Since joining Westpac in 1994, Peter has held senior finance positions across the Group, including in Group Finance, Business and Consumer Banking, Business and Technology Services, Treasury and Financial Markets.

Peter commenced his career at Deloitte Touche Tohmatsu. He has a Bachelor of Economics from Sydney University and completed the Advanced Management Programme at INSEAD. He is a Fellow of the Institute of Chartered Accountants.



**Rebecca Lim** B Econ, LLB (Hons). Age 45  
Group Executive, Compliance, Legal & Secretariat

Rebecca was appointed as Westpac's Group Executive responsible for compliance, legal and secretariat functions globally from October 2016. She was appointed Group General Counsel in November 2011 and was Chief Compliance Officer from 2013 to 2017.

Rebecca joined Westpac in 2002 and has held a variety of other senior leadership roles including General Manager, Human Resources for St.George Bank and General Manager, St.George Private Clients.

Rebecca began her career at Blake Dawson Waldron (now Ashurst) before joining the US firm Skadden Arps where she worked in both New York and London. Rebecca then moved into an in-house role in investment banking at Goldman Sachs in London before returning to Australia and joining Westpac.

Rebecca is Deputy Chair of the GC100 Executive Committee and a member of Chief Executive Women.



**David Lindberg** HBA (Hons. Economics). Age 42  
Chief Executive, Business Bank

David was appointed Chief Executive, Business Bank in June 2015. He manages the Group's end to end relationships with business customers for the Westpac, St.George, BankSA and Bank of Melbourne brands. The Business Bank provides a wide range of banking and financial products and services to Australia's small, commercial, corporate and agri businesses.

Prior to this appointment, David was Chief Product Officer, responsible for the Group's retail and business products across all brands, as well as overseeing the Group's digital activities. Before joining Westpac in 2012, David was Executive General Manager, Cards, Payments & Retail Strategy at the Commonwealth Bank of Australia. David was also formerly Managing Director, Strategy, Marketing & Customer Segmentation at Australia and New Zealand Banking Group Limited and Managing Vice President and Head of Australia for First Manhattan.



**David McLean** LLB (Hons.). Age 59  
Chief Executive Officer, Westpac New Zealand Limited

David was appointed Chief Executive Officer, Westpac New Zealand Limited in February 2015. Since joining Westpac in February 1999, David has held a number of senior roles, including Head of Debt Capital Markets New Zealand, General Manager, Private, Wealth and Insurance New Zealand and Head of Westpac Institutional Bank New Zealand, and most recently, Managing Director of the Westpac New York branch.

Before joining Westpac, David was Director, Capital Markets at Deutsche Morgan Grenfell since 1994. He also established the New Zealand branch of Deutsche Bank and was New Zealand Resident Branch Manager. In 1988, David joined Southpac/National Bank as a Capital Markets Executive. Prior to this, David worked as a lawyer in private practice and also served as in-house counsel for NatWest NZ from 1985. David is a Barrister & Solicitor of the High Court of New Zealand.



**Christine Parker** BGDipBus (HRM). Age 57  
Group Executive, Human Resources, Corporate Affairs & Sustainability

Christine was appointed Group Executive, Human Resources, Corporate Affairs & Sustainability in October 2011, with responsibility for human resources strategy and management, including reward and recognition, safety, learning and development, careers and talent, employee relations and employment policy. She is also responsible for Corporate Affairs and Sustainability, and Customer Advocacy.

Prior to this appointment, she was Group General Manager, Human Resources, from March 2010, with responsibilities across the entire Westpac Group. Prior to that, Christine was General Manager, Human Resources, Westpac New Zealand Limited.

Prior to joining Westpac in 2007, Christine was Group Human Resources Director, Carter Holt Harvey, and from 1999 to 2004, she was Director of Human Resources with Restaurant Brands New Zealand.

Christine is a Governor of the St.George Foundation and also a Director of Women's Community Shelters.



**Gary Thursby** BEc, DipAcc, FCA. Age 55  
Group Executive, Strategy & Enterprise Services

Gary was appointed Group Executive Strategy & Enterprise Services in October 2016. In addition to leading the Group's strategy function, his role is designed to accelerate the delivery of the Group's Service Revolution and provide services to support the Group's operating businesses.

Gary's responsibilities also include banking operations, procurement, property, analytics, and enterprise investments. In addition, Gary oversees the Group's mergers & acquisitions and business development portfolios.

Before joining Westpac in 2008, Gary held a number of senior finance roles at Commonwealth Bank of Australia (CBA) including Deputy CFO and CFO Retail Bank. Gary has over 20 years' experience in financial services, covering finance, M&A and large scale program delivery. He commenced his career at Deloitte Touche Tohmatsu.

Gary has a Bachelor of Economics and a Post Graduate Diploma in Accounting from Flinders University of South Australia and is a Fellow of the Institute of Chartered Accountants.



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### 3. Report on the business

#### a) Principal activities

The principal activities of the Group during the financial year ended 30 September 2017 were the provision of financial services including lending, deposit taking, payments services, investment portfolio management and advice, superannuation and funds management, insurance services, leasing finance, general finance, interest rate risk management and foreign exchange services.

There have been no significant changes in the nature of the principal activities of the Group during 2017.

#### b) Operating and financial review

The net profit attributable to equity holders of Westpac for the financial year ended 30 September 2017 was \$7,990 million, an increase of \$545 million or 7% compared to 2016. Key features of this result were:

- a 4% increase in net operating income before operating expenses and impairment charges with:
  - net interest income of \$15,516 million, an increase of \$368 million or 2% compared to 2016, with total loan growth of 3% and a 4 basis point decrease in net interest margin to 2.06%; and
  - non-interest income of \$6,286 million, an increase of \$449 million or 8% compared to 2016, primarily due to a \$279 million gain associated with the sale of shares in BT Investment Management Limited (BTIM), a rise in trading income of \$78 million and the impact of volatility in economic hedges of \$140 million. These increases were partly offset by provisions for customer refunds and lower wealth management and insurance income;
- operating expenses were \$9,434 million, an increase of \$217 million or 2% compared to 2016 due to annual salary and rental increases, higher technology expenses related to the Group's investment program, a rise in regulatory and compliance costs and expenses associated with the sale of shares in BTIM. These increases were partially offset by productivity benefits; and
- impairment charges were \$853 million, a decrease of \$271 million or 24% compared to 2016. Asset quality remained sound, with stressed exposures as a percentage of total committed exposures at 1.05%, down 15 basis points over the year. The decrease in impairment charges was primarily due to significantly lower large individual provisions. Additional provisioning for these larger facilities was required in 2016, following the downgrade to impaired.

A review of the operations of the Group and its divisions and their results for the financial year ended 30 September 2017 is set out in Section 2 of the Annual Report under the sections 'Review of Group operations', 'Divisional performance' and 'Risk and risk management', which form part of this report.

Further information about our financial position and financial results is included in the financial statements in Section 3 of this Annual Report, which form part of this report.

#### c) Dividends

Since 30 September 2017, Westpac has announced a final ordinary dividend of 94 cents per Westpac ordinary share, totalling approximately \$3,191 million for the year ended 30 September 2017 (2016 final ordinary dividend of 94 cents per Westpac ordinary share, totalling approximately \$3,145 million). The dividend will be fully franked and will be paid on 22 December 2017.

An interim ordinary dividend for the current financial year of 94 cents per Westpac ordinary share for the half year ended 31 March 2017, totalling \$3,156 million, was paid as a fully franked dividend on 4 July 2017 (2016 interim ordinary dividend of 94 cents per Westpac ordinary share, totalling \$3,136 million). The payment comprised direct cash disbursements of \$2,031 million with \$1,125 million being reinvested by participants through the DRP.

Further, in respect of the year ended 30 September 2016, a fully franked final dividend of 94 cents per ordinary share totalling \$3,145 million was paid on 21 December 2016. The payment comprised direct cash disbursements of \$2,818 million with \$327 million being reinvested by participants through the DRP.

New shares were issued to satisfy the DRP for each of the 2016 final ordinary dividend and the 2017 interim ordinary dividend.

#### d) Significant changes in state of affairs and events during and since the end of the 2017 financial year

Significant changes in the state of affairs of the Group were:

- introduction of the Federal Government's Bank Levy for ADIs. The Bank Levy cost Westpac \$95 million in Full Year 2017, with an after tax impact of \$66 million and is estimated to cost Westpac approximately \$405 million in Full Year 2018, with an after tax impact of approximately \$284 million;
- the sale by Westpac of 60 million shares in BTIM for \$10.75 per share;
- the issuance of US\$1.25 billion AT1 securities, which qualify as Additional Tier 1 capital under APRA's capital adequacy framework;
- the proposed sale by Westpac of its interest in Hastings Management Pty Limited, which is subject to confirmatory due diligence and regulatory approvals; and

- ongoing regulatory changes and developments, which have included changes relating to liquidity, capital, financial services, taxation, executive accountability and other regulatory requirements.

For a discussion of these matters, please refer to 'Significant developments' in Section 1 under 'Information on Westpac'.

The Directors are not aware of any other matter or circumstance that has occurred since the end of the financial year that has significantly affected or may significantly affect the operations of the Group, the results of these operations or the state of affairs of the Group in subsequent financial years.

### **e) Business strategies, developments and expected results**

Our business strategies, prospects and likely major developments in the Group's operations in future financial years and the expected results of those operations are discussed in Section 1 of the Annual Report under 'Information on Westpac', including under 'Outlook' and 'Significant developments'.

Further information on our business strategies and prospects for future financial years and likely developments in our operations and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to us.

## **4. Directors' interests**

### **a) Directors' interests in securities**

The following particulars for each Director are set out in the Remuneration Report in Section 10 of the Directors' report for the year ended 30 September 2017 and in the tables below:

- their relevant interests in our shares or the shares of any of our related bodies corporate;
- their relevant interests in debentures of, or interests in, any registered managed investment scheme made available by us or any of our related bodies corporate;
- their rights or options over shares in, debentures of, or interests in, any registered managed investment scheme made available by us or any of our related bodies corporate; and
- any contracts:
  - to which the Director is a party or under which they are entitled to a benefit; and
  - that confer a right to call for or deliver shares in, debentures of, or interests in, any registered managed investment scheme made available by us or any of our related bodies corporate.

**Directors' interests in Westpac and related bodies corporate as at 6 November 2017**

	Number of Relevant Interests in Westpac Ordinary Shares	Number of Westpac Share Rights	Westpac CPS
<b>Westpac Banking Corporation</b>			
<b>Current Directors</b>			
Lindsay Maxsted	20,689	-	-
Brian Hartzler	77,427 <sup>1</sup>	569,426 <sup>2</sup>	-
Nerida Caesar	-	-	-
Ewen Crouch	36,450 <sup>3</sup>	-	-
Alison Deans	9,392	-	-
Craig Dunn	8,869	-	-
Robert Elstone	12,096	-	-
Peter Hawkins	15,880 <sup>4</sup>	-	1,370
Peter Marriott	20,870	-	-

<sup>1</sup> Brian Hartzler's interest in Westpac ordinary shares includes 20,222 restricted shares held under the CEO Restricted Share Plan.

<sup>2</sup> Share rights issued under the CEO Long Term Incentive Plan and Long Term Incentive Plan.

<sup>3</sup> Ewen Crouch and his related bodies corporate also hold relevant interests in 250 Westpac Capital Notes 2.

<sup>4</sup> Peter Hawkins and his related bodies corporate also hold relevant interests in 850 Westpac Capital Notes 3 and 882 Westpac Capital Notes 4.

Note: Certain subsidiaries of Westpac offer a range of registered schemes. The Directors from time to time invest in these schemes and are required to provide a statement to the ASX when any of their interests in these schemes change. ASIC has exempted each Director from the obligation to notify the ASX of a relevant interest in a security that is an interest in BT Cash Management Trust (ARSN 087 531 539), BT Premium Cash Fund (ARSN 089 299 730), Westpac Cash Management Trust (ARSN 088 187 928), BT Wholesale Managed Cash Fund (ARSN 088 832 491), BT Wholesale Enhanced Cash Fund (ARSN 088 863 469), Advance Cash Multi-Blend Fund (ARSN 094 113 050) or BT Cash (ARSN 164 257 854).

### **b) Indemnities and insurance**

Under the Westpac Constitution, unless prohibited by statute, we indemnify each of the Directors and Company Secretaries of Westpac and of each of our related bodies corporate (except related bodies corporate listed on a recognised stock exchange), each employee of Westpac or our subsidiaries (except subsidiaries listed on a recognised stock exchange), and each person acting as a responsible manager under an Australian Financial Services Licence of any of Westpac's wholly-owned subsidiaries against every liability (other than a liability for legal costs) incurred by each such person in their capacity as director, company secretary, employee or responsible manager, as the case may be; and all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity.

Each of the Directors named in this Directors' report and each of the Company Secretaries of Westpac has the benefit of this indemnity.

Consistent with shareholder approval at the 2000 Annual General Meeting, Westpac has entered into a Deed of Access and Indemnity with each of the Directors, which includes indemnification in identical terms to that provided in the Westpac Constitution.

Westpac also executed a deed poll in September 2009 providing indemnification equivalent to that provided under the Westpac Constitution to individuals acting as:

- statutory officers (other than as a director) of Westpac;
- directors and other statutory officers of wholly-owned subsidiaries of Westpac; and
- directors and statutory officers of other nominated companies as approved by Westpac in accordance with the terms of the deed poll and Westpac's Contractual Indemnity Policy.

Some employees of Westpac's related bodies corporate and responsible managers of Westpac and its related bodies corporate are also currently covered by a deed poll that was executed in November 2004, which is in similar terms to the September 2009 deed poll.

The Westpac Constitution also permits us, to the extent permitted by law, to pay or agree to pay premiums for contracts insuring any person who is or has been a Director or Company Secretary of Westpac or any of its related bodies corporate against liability incurred by that person in that capacity, including a liability for legal costs, unless:

- we are forbidden by statute to pay or agree to pay the premium; or
- the contract would, if we paid the premium, be made void by statute.

Under the September 2009 deed poll, Westpac also agrees to provide directors' and officers' insurance to Directors of Westpac and Directors of Westpac's wholly-owned subsidiaries.

For the year ended 30 September 2017, the Group has insurance cover which, in certain circumstances, will provide reimbursement for amounts which we have to pay under the indemnities set out above. That cover is subject to the terms and conditions of the relevant insurance, including but not limited to the limit of indemnity provided by the insurance. The insurance policies prohibit disclosure of the premium payable and the nature of the liabilities covered.

### **c) Options and share rights outstanding**

As at the date of this report there are 256,840 share options outstanding and 5,107,825 share rights outstanding in relation to Westpac ordinary shares. The expiry date of the share options range between 17 December 2017 and 1 October 2018 and the weighted average exercise price is \$26.36. The latest dates for exercise of the share rights range between 17 December 2017 and 1 October 2032.

Holders of outstanding share options and share rights in relation to Westpac ordinary shares do not have any rights under the share options and share rights to participate in any share issue or interest of Westpac or any other body corporate.

### **d) Proceedings on behalf of Westpac**

No application has been made and no proceedings have been brought or intervened in, on behalf of Westpac under section 237 of the Corporations Act.

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## 5. Environmental disclosure

As part of our 2017 Sustainability Strategy, we have set targets for our environmental performance. The Westpac Group's environmental framework starts with 'Our Principles for Doing Business', which outline our broad environmental principles. This framework includes:

- our Westpac Group Environment Policy, which has been in place since 1992;
- our Sustainability Risk Management Framework;
- our Responsible Sourcing Code of Conduct; and
- public reporting of our environmental performance.

We also participate in a number of voluntary initiatives including the Dow Jones Sustainability Index, CDP<sup>1</sup>, the Equator Principles, the Principles for Responsible Investment, the United Nations Global Compact and the Banking Environment Initiative's Soft Commodities Compact.

The *National Greenhouse and Energy Reporting Act 2007* (Cth) (National Greenhouse Act) came into effect in July 2008. The Group reports on greenhouse gas emissions, energy consumption and production under the National Greenhouse Act for the period 1 July through 30 June each year.

The Group was previously subject to the reporting requirements of the *Energy Efficiency Opportunities Act 2006* (Cth) (EEO Act). The Commonwealth Government repealed the EEO Act, effective from 29 June 2014. Accordingly, all obligations and activities under the EEO Program, including reporting requirements, have ceased.<sup>2</sup>

Our operations are not subject to any other significant environmental regulation under any law of the Commonwealth of Australia or of any state or territory of Australia. We may, however, become subject to environmental regulation as a result of our lending activities in the ordinary course of business and we have policies in place to ensure that this potential risk is addressed as part of our normal processes.

We have not incurred any liability (including for rectification costs) under any environmental legislation.

## 6. Human rights supply chain disclosure

Westpac's overall approach to human rights is set out in our Westpac Group Human Rights Position Statement, and this references our Responsible Sourcing Code of Conduct as the primary framework for managing human rights in our supply chain.

The Group is subject to the United Kingdom's Transparency in Supply Chains provisions under the *Modern Slavery Act 2015*, which came into effect in March 2015. Westpac releases an annual statement each year for the period ended 30 September to disclose the steps taken during the year to help prevent modern slavery from occurring within the Group's operations and supply chain.

## 7. Rounding of amounts

Westpac is an entity to which ASIC Corporations Instrument 2016/191 dated 24 March 2016, relating to the rounding of amounts in directors' reports and financial reports, applies. Pursuant to this Instrument, amounts in this Directors' report and the accompanying financial report have been rounded to the nearest million dollars, unless indicated to the contrary.

## 8. Political expenditure

In line with Westpac policy, no cash donations were made to political parties during the financial year ended 30 September 2017.

In Australia, political expenditure for the financial year ended 30 September 2017 was \$162,726. This relates to payment for participation in legitimate political activities where they were assessed to be of direct business relevance to Westpac. Such activities include business observer programs attached to annual party conferences, policy dialogue forums and other political functions, such as speeches and events with industry participants.

In New Zealand, political expenditure for the financial year ended 30 September 2017 was NZD\$2,756. In line with Westpac policy, no cash donations were made to political parties in New Zealand during the year.

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<sup>1</sup> Formerly known as the Carbon Disclosure Project.

<sup>2</sup> Westpac implemented energy efficiency opportunities that are expected to result in estimated energy savings of 14,964GJ, carbon savings of 2,858 tCO<sub>2</sub>e and cost savings of \$791,544 per year.

## 9. Directors' meetings

Each Director attended the following meetings of the Board and Committees of the Board during the financial year ended 30 September 2017:

	Notes	Board		Audit Committee		Risk & Compliance Committee		Nominations Committee		Remuneration Committee		Technology Committee	
		A	B	A	B	A	B	A	B	A	B	A	B
Number of meetings held during the year													
<b>Director</b>		<b>A</b>	<b>B</b>	<b>A</b>	<b>B</b>	<b>A</b>	<b>B</b>	<b>A</b>	<b>B</b>	<b>A</b>	<b>B</b>	<b>A</b>	<b>B</b>
Lindsay Maxsted	1	9	9	4	4	4	4	4	4	-	-	-	-
Brian Hartzler	2	9	9	-	-	-	-	-	-	-	-	4	4
Elizabeth Bryan	3	2	2	-	-	1	1	1	1	2	2	-	-
Nerida Caesar	4	1	1	-	-	-	-	-	-	-	-	-	-
Ewen Crouch	5	9	9	-	-	4	4	4	4	6	6	-	-
Alison Deans	6	9	9	-	-	4	4	-	-	-	-	4	4
Craig Dunn	7	9	9	-	-	4	4	3	3	6	6	-	-
Robert Elstone	8	9	9	4	4	4	4	-	-	6	6	-	-
Peter Hawkins	9	9	9	4	4	4	3	4	4	-	-	4	4
Peter Marriott	10	9	9	4	4	4	4	4	4	-	-	4	4

This table shows membership of standing Committees of the Board. From time to time the Board may form other committees or request Directors to undertake specific extra duties.

A - Meetings eligible to attend as a member      B - Meetings attended as a member

Unless otherwise stated, each Director has been a member, or the Chairman, of the relevant Committee for the whole of the period from 1 October 2016.

<sup>1</sup> Chairman of the Board Nominations Committee. Member of the Board Audit Committee and the Board Risk & Compliance Committee.

<sup>2</sup> Member of the Board Technology Committee.

<sup>3</sup> Elizabeth Bryan retired from the Board and its Committees on 9 December 2016.

<sup>4</sup> Nerida Caesar was appointed as a Director on 1 September 2017. Member of the Board Risk & Compliance Committee and Board Technology Committee from 28 September 2017.

<sup>5</sup> Chairman of the Board Risk & Compliance Committee from 9 December 2016. Chairman of the Board Remuneration Committee, and member of the Board Risk & Compliance Committee, until 9 December 2016. Member of the Board Nominations Committee and from 9 December 2016, a member of the Board Remuneration Committee.

<sup>6</sup> Member of the Board Risk & Compliance Committee and the Board Technology Committee.

<sup>7</sup> Chairman of the Board Remuneration Committee from 9 December 2016. Member of the Board Remuneration Committee until 9 December 2016. Member of the Board Risk & Compliance Committee, and from 9 December 2016, a member of the Board Nominations Committee.

<sup>8</sup> Member of the Board Remuneration Committee, the Board Risk & Compliance Committee and the Board Audit Committee.

<sup>9</sup> Chairman of the Board Technology Committee. Member of the Board Audit Committee, the Board Nominations Committee and the Board Risk & Compliance Committee.

<sup>10</sup> Chairman of the Board Audit Committee. Member of the Board Risk & Compliance Committee, the Board Technology Committee and the Board Nominations Committee.

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## 10. Remuneration Report

### Introduction from the Chairman of the Board Remuneration Committee

Dear Shareholder,

We are pleased to present Westpac's 2017 Remuneration Report (Report).

The past year has seen significant developments in the banking industry relating to remuneration. The Banking Executive Accountability Regime (BEAR) will be put before Parliament and the Retail Banking Remuneration Review commissioned by the Australian Banker's Association (known as the Sedgwick report) was released earlier this year.

A comprehensive review is being undertaken in anticipation of the enactment of the BEAR legislation to ensure that our CEO and Group Executive remuneration framework and principles remain consistent with both the letter and spirit of legislative developments. While this review is underway in 2018, the remuneration framework will remain unchanged and be consistent with the 2017 structures outlined in this Report.

We are also committed to implementing fully the recommendations of the Sedgwick report, which we are addressing in a phased manner over the next three years. To date we have made significant progress on implementing around three quarters of the recommendations, with good progress made on implementation of the remaining recommendations as we develop appropriate support systems, frameworks and metrics. For example, in November 2016 we removed all product-related incentives from around 2,000 tellers in the Westpac branch network.

### 2017 Remuneration outcomes – the link to Group performance

Each year the Board assesses a number of factors when determining remuneration outcomes. In addition to the financial results included in Short-term Incentive (STI) balanced scoreboards, the Committee assesses other elements of performance such as the quality of the results, key performance drivers, meeting customer needs, the risk and operating environment and effectiveness of implementation of strategic initiatives to determine if the scoreboard outcomes adequately reflect actual performance and returns to shareholders.

In what continues to be a challenging and competitive business environment, the Group's financial performance was sound. There was moderate growth in cash earnings and earnings per share, with marginal declines in return on equity and economic profit, as capital and funding positions were strengthened further to position the Group to meet APRA's unquestionably strong benchmark. Significant improvements were achieved in net promoter scores (NPS) for customers, with Westpac being rated with the highest overall NPS among major Australian banks for the first time in September 2017; employee engagement scores also increased significantly, with outcomes achieved above the high performing global norm. This year we also retained our position as the most sustainable bank globally in the 2017 Dow Jones Sustainability Indices for the fourth year running.

### STI outcomes

It is against these outcomes that the short and long-term incentives were determined. STI outcomes during the year for the CEO and the Group Executive team averaged 109% of target, up by an average of 14% on last year, and were within a range of 96% to 116%. Different incentive outcomes across the Group Executive team reflect the performance of each division and the quality of the performance delivered by the accountable executive.

### Long-term Incentive (LTI) outcomes

In 2017, the 2014 LTI reached its test date. As the minimum performance vesting thresholds were not met, none of the 2014 LTI will vest.

More specifically:

- Westpac's LTI plan Total Shareholder Return (TSR) over the last three years was 11.791%, which was below the 50th percentile vesting threshold, so none of the 2014 TSR hurdled rights vested. This is the third consecutive year where the TSR hurdle has not been met; and
- Westpac's Cash Earnings per Share (EPS) growth over the last three years was also below the vesting threshold of 15.8% (5.0% compound annual growth), so none of the 2014 EPS hurdled rights vested.

### **Changes to Key Management Personnel in 2017**

The appointment effective 1 October 2016 of Rebecca Lim as the Group General Counsel & Chief Compliance Officer<sup>1</sup> and Gary Thursby as Group Executive, Strategy & Enterprise Services was advised in last year's Report, and their remuneration details for the full 2017 period have been disclosed.

Philip Coffey retired during the year, after 21 years with Westpac.

This year we have made some minor changes to the way that we have presented the information in our Report, with the aim of improving its format and layout.

We welcome your feedback as we continue to improve the disclosure of our remuneration policies, practices and outcomes.



Craig Dunn

Chairman – Board Remuneration Committee

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<sup>1</sup> Rebecca Lim's title was amended to Group Executive, Compliance, Legal & Secretariat effective 2 October 2017.



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## Topics covered in this Report

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<i>Section 1</i>	List of 2017 Key Management Personnel
<i>Section 2</i>	Summary of 2017 CEO and Group Executive remuneration strategy and framework
<i>Section 3</i>	Summary of 2017 remuneration outcomes including: <ul style="list-style-type: none"><li>▪ remuneration paid and vested;</li><li>▪ equity awarded;</li><li>▪ LTI and STI outcomes; and</li><li>▪ further details on the link to Group performance</li></ul>
<i>Section 4</i>	Further detail on 2017 executive remuneration structure
<i>Section 5</i>	Remuneration governance
<i>Section 6</i>	Non-executive Director remuneration structure
<i>Section 7</i>	Statutory remuneration disclosures including: <ul style="list-style-type: none"><li>▪ Non-executive Director remuneration;</li><li>▪ CEO and Group Executive remuneration; and</li><li>▪ additional statutory disclosures</li></ul>

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Note: All references to Return on Equity (ROE) in this remuneration report are on a cash ROE basis. Refer to the Glossary of abbreviations and defined terms for more detail.

## 1. Key Management Personnel remuneration disclosed in this Report

The remuneration of Key Management Personnel (KMP) for the Group is disclosed in this Report. In 2017, KMP comprised Non-executive Directors, the CEO and Group Executives who reported to the CEO.

### CEO and Group Executives

Name	Position	Term as KMP
<b>Managing Director &amp; Chief Executive Officer</b>		
Brian Hartzler	Managing Director & Chief Executive Officer	Full Year
<b>Current Group Executives</b>		
Lyn Coble	Chief Executive, Westpac Institutional Bank	Full Year
Brad Cooper	Chief Executive Officer, BT Financial Group	Full Year
Dave Curran	Chief Information Officer	Full Year
George Frazis	Chief Executive, Consumer Bank	Full Year
Alexandra Holcomb	Chief Risk Officer	Full Year
Peter King	Chief Financial Officer	Full Year
Rebecca Lim	Group General Counsel & Chief Compliance Officer	Commenced 1 October 2016
David Lindberg	Chief Executive, Business Bank	Full Year
David McLean	Chief Executive Officer, Westpac New Zealand Limited	Full Year
Christine Parker	Group Executive, Human Resources, Corporate Affairs & Sustainability	Full Year
Gary Thursby	Group Executive, Strategy & Enterprise Services	Commenced 1 October 2016
<b>Former Group Executive</b>		
Philip Coffey	Deputy Chief Executive Officer	Ceased role 31 May 2017

### Non-executive Directors

Name	Position	Term as KMP
<b>Current Non-executive Directors</b>		
Lindsay Maxsted	Chairman	Full Year
Nerida Caesar	Director	Appointed 1 September 2017
Ewen Crouch	Director	Full Year
Alison Deans	Director	Full Year
Craig Dunn	Director	Full Year
Robert Elstone	Director	Full Year
Peter Hawkins	Director	Full Year
Peter Marriott	Director	Full Year
<b>Former Non-executive Director</b>		
Elizabeth Bryan	Director	Retired 9 December 2016

## 2. Summary of the 2017 CEO and Group Executive remuneration framework

Remuneration Principles				
<p>Westpac's remuneration strategy is designed to attract and retain talented employees by rewarding them for achieving high performance and delivering superior long term results for our customers and shareholders, while adhering to sound management and governance principles and reflecting accountability.</p> <p>The remuneration framework is designed to:</p> <ul style="list-style-type: none"> <li>align remuneration with customer and shareholder interests;</li> <li>support appropriate risk culture and employee conduct;</li> <li>differentiate pay for behaviour and performance in line with our strategy and vision;</li> <li>provide market competitive and fair remuneration;</li> <li>enable recruitment and retention of talented employees;</li> <li>provide the ability to risk adjust remuneration; and</li> <li>be simple, flexible and transparent.</li> </ul>				
Total Reward Framework				
	Fixed Remuneration	At Risk Remuneration (Variable Reward)		
		Short-term Incentive (STI)		Long-term Incentive (LTI)
		Cash STI	Deferred STI	
Target pay mix	34%	34%		32%
Purpose	Provided to attract and retain executives, and takes into account the size and complexity of the role, individual responsibilities, experience and skills.	Rewards financial and non-financial performance consistent with the Group's strategy over the short to medium term. The deferred component provides: <ul style="list-style-type: none"> <li>alignment with shareholders over the medium term; and</li> <li>at risk pay with malus provisions.</li> </ul>		Aligns executive accountability and remuneration outcomes with the delivery of sustained group performance and shareholder interests over the long term. The LTI is also subject to adjustments via malus provisions during the performance period if required.
Delivery	Fixed remuneration comprises: <ul style="list-style-type: none"> <li>cash salary;</li> <li>salary sacrificed items; and</li> <li>superannuation contributions.</li> </ul>	STI delivered as: <ul style="list-style-type: none"> <li>50% cash; and</li> <li>50% restricted ordinary shares or share rights (for Group Executives outside Australia).</li> </ul>		LTI comprises: <ul style="list-style-type: none"> <li>performance share rights which may vest to varying degrees if performance hurdles are achieved.</li> </ul>
FY17 approach	Fixed remuneration is set with reference to relevant market benchmarks in the financial services industry.	STI performance measures include economic profit, earnings, risk, strategic programs, customer outcomes, people and sustainability. The STI performance measures have been selected to ensure focus in these key areas.		LTI performance measures (50:50): <ul style="list-style-type: none"> <li>TSR is a comparative measure of Westpac's performance relative to peers; and</li> <li>ROE aims to reward achievement of returns above the cost of capital while generating shareholder value.</li> </ul>
Performance, governance and risk-adjustment overlay				
All performance is assessed by the Board with reference to Group and divisional risk management policies. The Board retains the ultimate discretion to adjust remuneration outcomes and/or unvested variable reward (including to zero). This applies to equity granted under both the deferred STI and LTI plans if information comes to light that all or part of the award was not justified (malus).				
Timeline of potential 2017 remuneration				
	FY17	FY18	FY19	FY20
Fixed remuneration	Base salary			
STI	Cash STI (50%)			
	Deferred STI (25%)			
LTI	LTI subject to Relative TSR performance (50%) – measured over 4 years			
	LTI subject to ROE performance (50%) – measured over 3 years			+1 year holding
	◆ Date paid	◆ Date earned	◆ Date granted	◆ Vesting date

All equity based remuneration is subject to:

- reduction via malus (if required); and
- potential further restrictions to ensure minimum shareholder requirements are met.

### 3. Summary of remuneration outcomes

#### 3.1. Executive KMP remuneration – paid and vested in 2017<sup>1</sup>

The following table shows the actual remuneration paid or vested to each executive KMP in 2017 compared to 2016 (unaudited) and includes:

- fixed remuneration earned during the year;
- cash STI awarded and paid in respect of the 2017 and 2016 performance years;
- deferred STI amounts awarded in prior years that vested at the end of 2017 and 2016 respectively; and
- LTI originally granted in 2014 and 2013 that vested or was forfeited at the end of 2017 and 2016 respectively.

This table shows actual remuneration paid, vested or forfeited while Section 7 represents outcomes prepared in accordance with Australian Accounting Standards (AAS).

Name	Fixed Remuneration \$	Cash STI awarded and paid \$	Prior year Deferred STI vested \$	Prior year LTI vested <sup>2</sup> \$	Total realised remuneration \$	Prior year LTI forfeited <sup>2</sup> \$
<b>Managing Director &amp; Chief Executive Officer</b>						
Brian Hartzler						
2017	2,686,000	1,490,730	1,280,114	-	<b>5,456,844</b>	3,046,592
2016	2,686,000	1,302,710	949,349	-	<b>4,938,059</b>	2,610,944
<b>Current Group Executives</b>						
Lyn Cobley, Chief Executive, Westpac Institutional Bank						
2017	1,122,000	640,000	244,864	-	<b>2,006,864</b>	-
2016	1,122,000	492,500	-	-	<b>1,614,500</b>	-
Brad Cooper, Chief Executive Officer, BT Financial Group						
2017	1,102,517	792,500	779,625	-	<b>2,674,642</b>	2,206,129
2016	1,102,517	735,000	733,887	-	<b>2,571,404</b>	1,350,495
Dave Curran, Chief Information Officer						
2017	952,000	552,500	510,291	-	<b>2,014,791</b>	-
2016	952,000	467,500	258,810	-	<b>1,678,310</b>	-
George Frazis, Chief Executive, Consumer Bank						
2017	1,150,000	872,500	876,225	-	<b>2,898,725</b>	1,155,565
2016	1,150,000	815,000	798,746	-	<b>2,763,746</b>	990,344
Alexandra Holcomb, Chief Risk Officer						
2017	1,003,000	532,500	498,536	-	<b>2,034,036</b>	772,487
2016	1,003,000	492,500	400,492	-	<b>1,895,992</b>	450,134
Peter King, Chief Financial Officer						
2017	1,088,000	615,000	536,202	-	<b>2,239,202</b>	1,132,480
2016	1,088,000	545,000	410,367	-	<b>2,043,367</b>	270,075
Rebecca Lim, Group General Counsel & Chief Compliance Officer						
2017	750,000	412,500	248,227	-	<b>1,410,727</b>	388,674
2016	-	-	-	-	-	-
-----Not a KMP in 2016-----						
David Lindberg, Chief Executive, Business Bank						
2017	952,000	532,500	419,808	-	<b>1,904,308</b>	709,083
2016	901,000	477,500	314,033	-	<b>1,692,533</b>	405,142
David McLean, Chief Executive Officer, Westpac New Zealand Limited						
2017	864,889	412,570	430,410	-	<b>1,707,869</b>	-
2016	854,565	363,050	285,422	-	<b>1,503,037</b>	-

Name	Fixed Remuneration \$	Cash STI awarded and paid \$	Prior year Deferred STI vested \$	Prior year LTI vested <sup>2</sup> \$	Total realised remuneration \$	Prior year LTI forfeited <sup>2</sup> \$
<b>Current Group Executives (cont.)</b>						
Christine Parker, Group Executive, Human Resources, Corporate Affairs & Sustainability						
2017	850,000	517,500	481,816	-	<b>1,849,316</b>	1,365,665
2016	850,000	450,000	457,952	-	<b>1,757,952</b>	630,225
Gary Thursby, Group Executive, Strategy & Enterprise Services						
2017	840,000	485,000	371,764	-	<b>1,696,764</b>	409,680
2016	-----Not a KMP in 2016-----					
<b>Former Group Executive</b>						
Philip Coffey, Deputy Chief Executive Officer <sup>3</sup>						
2017	908,741	457,500	669,828	-	<b>2,036,069</b>	2,237,655
2016	1,363,112	597,500	694,327	-	<b>2,654,939</b>	1,530,554

<sup>1</sup> We have adopted a new approach for this table regarding equity disclosures, where we show equity that vests at the end of the performance year as being part of the remuneration for that performance year (i.e. the 1 October 2017 vesting of deferred STI and LTI is one day after the completion of the 2017 performance year and is shown as vested or forfeited against 2017 in the table below). This is different from the approach adopted in prior years, where equity was disclosed as being part of remuneration in the year in which it vested or was forfeited.

<sup>2</sup> The value shown is calculated by multiplying the number of equity instruments by the closing share price on the date of vesting or forfeiture.

<sup>3</sup> See Section 1 for details.

### Summary of Group LTI vesting outcomes

The vesting outcomes for LTI awards to the CEO (CEO LTI Plan) and Group Executives (Westpac LTI Plan) that reached the completion of the performance period in 2017 and 2016 appear below:

	Performance measure	Performance start date	Test date	Performance range		Outcome	% Vested	% Lapsed
				Threshold	Maximum			
<b>2014 LTI grant</b>	<b>TSR</b> (50% of award)	1 October 2014	1 October 2017	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile	20 <sup>th</sup> percentile	0%	100%
	<b>EPS</b> (50% of award)	1 October 2014	1 October 2017	5.0% CAGR	7.0% CAGR	(0.8%) CAGR	0%	100%
<b>2013 LTI grant</b>	<b>TSR</b> (50% of award)	1 October 2013	1 October 2016	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile	20 <sup>th</sup> percentile	0%	100%
	<b>EPS</b> (50% of award)	1 October 2013	1 October 2016	4.0% CAGR	6.0% CAGR	1.10% CAGR	0%	100%

### Other equity that vested during 2017

Lyn Cobley had 16,696 restricted shares which vested in July 2017 which were allocated in respect of equity forfeited from her previous employer on joining Westpac.

**3.2. Executive KMP remuneration – equity awarded in 2017**

The following table shows the fair value of equity awarded in 2017 and 2016 (unaudited) which is due to vest in future years, subject to performance hurdles, tenure and malus conditions as applicable including:

- deferred STI awards, being restricted shares valued as 50% of the STI allocated in the year divided by the 5 day volume weighted average price (VWAP)<sup>1</sup> to date of grant; and
- LTI awards, showing fair value of share rights granted in the year, where fair value is 40% of face value at date of grant for the 2017 award, and 41.5%<sup>2</sup> of face value at the date of grant for the 2016 award. LTI share rights are subject to performance conditions – see Section 4.3 for more detail.

The final value of equity that vests will depend on the proportion of shares or share rights that vest and the share price at the time of vesting. The values differ from those in Section 7 which represent outcomes prepared in accordance with AAS.

This table can be read in conjunction with table 7.3 which shows the number of securities granted in 2017.

Name		Deferred STI \$	LTI (Fair value) \$
<b>Managing Director &amp; Chief Executive Officer</b>			
Brian Hartzel <sup>3</sup>	2017	1,490,730	2,528,000
	2016	1,302,710	2,528,000
<b>Group Executives</b>			
Lyn Cobley	2017	640,000	1,056,000
Chief Executive, Westpac Institutional Bank	2016	492,500	1,056,000
Brad Cooper	2017	792,500	1,050,000
Chief Executive Officer, BT Financial Group	2016	735,000	1,050,000
Dave Curran	2017	552,500	896,000
Chief Information Officer	2016	467,500	896,000
George Frazis	2017	872,500	1,000,000
Chief Executive, Consumer Bank	2016	815,000	1,000,000
Alexandra Holcomb	2017	532,500	944,000
Chief Risk Officer	2016	492,500	944,000
Peter King	2017	615,000	1,024,000
Chief Financial Officer	2016	545,000	1,024,000
Rebecca Lim	2017	412,500	700,000
Group General Counsel & Chief Compliance Officer	2016	----- Not a KMP in 2016 -----	-----
David Lindberg	2017	532,500	912,000
Chief Executive, Business Bank	2016	477,500	848,000
David McLean	2017	412,570	810,138
Chief Executive Officer, Westpac New Zealand Limited	2016	363,050	804,296
Christine Parker	2017	517,500	750,000
Group Executive, Human Resources, Corporate Affairs & Sustainability	2016	450,000	750,000
Gary Thursby	2017	485,000	700,000
Group Executive, Strategy & Enterprise Services	2016	----- Not a KMP in 2016 -----	-----
<b>Former Group Executive</b>			
Philip Coffey <sup>4</sup>	2017	457,500	1,280,000
Deputy Chief Executive Officer	2016	597,500	1,280,000

<sup>1</sup> The 2017 award 5 day VWAP was \$29.87, and the 2016 award 5 day VWAP was \$29.87.

<sup>2</sup> The fair value of 2016 TSR and EPS rights was 40% and 43% respectively.

<sup>3</sup> The 2016 LTI opportunity for Brian Hartzel does not include the part year award for 2015 following his appointment as CEO that was awarded at the same time as the 2016 LTI award.

<sup>4</sup> See Section 1 for details.

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### 3.3. Summary of 2017 STI outcomes - How Group performance impacted CEO and Group Executive STI outcomes

STI scoreboard targets provide the basis of short term variable reward and communicate the areas of focus for the year, which includes the management of risk and demonstrating behaviours which are aligned to the Group values.

#### **Application of discretion**

The Board and the Remuneration Committee recognise that the scoreboard approach, while embracing a number of complementary performance objectives, may not always enable a complete assessment of overall performance. The Board and Remuneration Committee may therefore make discretionary adjustments, positive and negative, to the scoreboard outcomes for the CEO and Group Executives. The Board and Remuneration Committee use the following criteria to apply discretionary adjustments:

- matters not known or not relevant at the beginning of the financial year, which are relevant to the under or over performance of the CEO and Group Executives during the financial year;
- the degree of stretch implicit in the scoreboard measures and targets themselves and the context in which the targets were set;
- whether the operating environment during the financial year has been materially better or worse than forecast;
- comparison with the performance of the Group's principal competitors;
- any relevant positive or negative risk management or reputational issue that impacts the Group;
- the quality of the financial result including its composition and sustainability;
- whether there have been major positive or negative aspects regarding the quality of leadership and/or behaviours consistent with our values; and
- any other relevant under or over performance or other matter not captured.

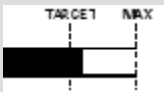
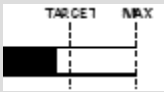

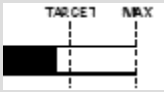

The process ensures that financial measures such as economic profit are adjusted for non-operating items which impact the current year process such as write-offs, accounting standard changes or one-off transactions (where appropriate) to ensure that employees are neither advantaged nor disadvantaged when determining the incentive outcome. Adjustments are considered on a multi-year basis where appropriate e.g. where a material adjustment impacts future earnings.

#### **Group balanced scoreboard – CEO performance objectives**

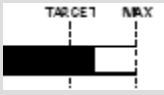
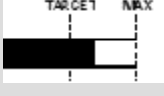

The structure of the Group balanced scoreboard (which forms the CEO scoreboard), performance measures, weightings, assessment and the resulting STI outcomes are detailed in the following tables. The Group balanced scoreboard is also used in part for the Group Executive STI outcomes, in combination with individual scoreboard measures which contribute to determining the overall Group outcome.

The STI outcomes for individual executives have been determined using both quantitative and qualitative inputs including: the overall Group performance relative to the external competitive environment, individual performance against stretching targets, and judgement of individual's capability and contribution to the Group relative to peer executives including demonstrated leadership behaviours.

Group balanced scoreboard – CEO performance objectives (cont.)

	Measure	Weighting	Assessment	Considerations
Performance disciplines	<b>Economic profit</b> <i>Delivering underlying returns that create value for shareholders</i>	30%		<ul style="list-style-type: none"> <li>Delivered economic profit of \$3,774 million with ROE at 13.8% within the 13-14% range we are seeking to achieve. Cash earnings growth of 3% was offset by a 5% increase in capital charge as we boosted capital levels in preparation for APRA 'unquestionably strong' capital requirements.</li> <li>The Group prioritised return over growth, and capital requirements were managed actively with credit risk weighted assets down 3%.</li> </ul>
	<b>Core earnings growth</b> <i>Delivering consistent and sustainable growth in core earnings</i>	10%		<ul style="list-style-type: none"> <li>Increased 1%.</li> <li>Revenues grew 2% supported by a 5% lending growth and 4% deposit growth partly offset by 4bps margin compression.</li> <li>Expenses rose just below 2% with productivity largely offsetting operating costs, with the increase due to investment and higher regulatory and compliance costs.</li> </ul>
	<b>Capital management</b> <i>Providing a strong, stable and sustainable capital base on which to grow the business</i>	10%		<ul style="list-style-type: none"> <li>Capital and liquidity positions are well placed to meet new regulatory requirements.</li> <li>Common equity tier 1 ratio of 10.6% was over a full percentage point higher over the year. Ended the year above the 'unquestionably strong' capital requirement set by APRA which does not come into effect until 2020.</li> <li>The Group is well placed for the introduction of the Net Stable Funding Ratio from 1 January 2018, with the 30 September 2017 ratio at 109%.</li> </ul>
	<b>Adherence to Group Risk Appetite Statement</b> <i>Ensuring we operate within accepted risk tolerances</i>	10%		<ul style="list-style-type: none"> <li>The external risk, regulatory and compliance environment continues to be increasingly complex and challenging. Overall we have remained within the Group Risk Appetite.</li> <li>Financial risk classes have been managed well including capital, funding and credit risk. We have continued to tighten underwriting standards in the residential and commercial property portfolios.</li> <li>Improvements have been made to the control environment across fraud, financial crime and conduct risk. Responsible lending, financial advice and sales practices have been a key focus, with management accelerating the pace of customer remediation programs. We have also made provisions for customer refunds and payments where we've identified instances where we need to take action so that our customers are not at a disadvantage from certain past practices. Ongoing programs of work are underway to address and enhance management of system and data related risks.</li> </ul>
Driving strategic change	<b>Service revolution</b> <i>Putting customers at the centre of everything we do</i>	10%		<ul style="list-style-type: none"> <li>Finished the year as No 1 in the Australian ranking for both consumer and business Net Promoter Score (Roy Morgan); with Westpac finishing the year ranked No 2 for Customer Satisfaction in the DBM survey.</li> <li>Complaints reduced by 18%.</li> <li>Continued to roll out multiple technology innovations to customers, including Panorama (our wealth management platform), e-conveyancing, Corporate Lending portal and faster on-boarding, Collections web portal, LOLA (our Live Online Lending Application), and numerous feature and useability enhancements for mobile banking across all brands.</li> </ul>



	Measure	Weighting	Assessment	Considerations
Driving strategic change (cont.)	<b>Service revolution (cont.)</b>			<ul style="list-style-type: none"> <li>Continued to receive external recognition with some of the awards won this year being: Retail Financial Institution of the year, Best Private Bank in Australia, Best use of technology in Private Banking/Wealth Management, and Best Digital Bank (NZ).</li> </ul>
	<b>Building growth highways</b> <i>Securing future growth in earnings</i>	10%		<ul style="list-style-type: none"> <li>Grew ahead of expectations on deposits and SME lending and in target segments of health and professional services.</li> <li>In Wealth maintained a market share of #1 on all retail platforms with positive net flows in funds under administration.</li> </ul>
	<b>Digital transformation</b> <i>Delivering solutions that anticipate the needs and expectations of our customers</i>	10%		<ul style="list-style-type: none"> <li>Delivered \$262 million in productivity savings, through digitising activities and transactions, reducing manual activity and increasing eStatements.</li> <li>Good progress on a number of major investments - Customer Service Hub, launched a Big Data platform and installed a new call centre platform. Major milestones included implementation of the Oracle Banking platform and Group Customer Master within the Westpac Technology environment.</li> <li>All programs on track, delivering committed milestones and outcomes.</li> <li>Continued our focus on using technology to drive transformation. We have used process automation and simplification initiatives across ~500 processes and the management of ~32 million customer activities annually.</li> <li>Upgraded our Cybersecurity Coordination Centre (further improving our ability to detect and respond to global threats 24x7).</li> <li>Installed new call centre infrastructure that will materially improve the experience of calling Westpac as well as providing the foundation for a range of new customer service initiatives.</li> </ul>
People	<b>People and sustainability</b> <i>Providing an environment that encourages our employees to be the best they can be and drives the right behaviours</i>	10%		<ul style="list-style-type: none"> <li>We were awarded the Dow Jones Sustainability Index's most sustainable bank for 4th year in a row, with our highest score ever achieved of 94 out of 100 points.</li> <li>Achieved our target of 50% of women in leadership roles.</li> <li>Group employee engagement was 79%, 2% above the Global High Performing Norm, with employee pride in the organisation increasing 11 points to 91%.</li> <li>Strengthened our incident management and whistleblowing processes to help our employees 'feel safe to speak up' (latest employee survey result being 80% and above the Global High Performing Norm of 79%).</li> <li>Our Health, Safety and Wellbeing metrics continue to be market leading with Lost Time Injury Frequency rates of 0.65 relative to a target of 0.75 and our same day incident reporting exceeding 90%.</li> </ul>

#### CEO STI outcome for 2017

The CEO outcome for 2017 was determined by the Board with reference to the Group balanced scoreboard outcome and the principles of discretion detailed overleaf.

Name and position title	Target STI	STI outcome % of target	STI outcome % of max	Actual Cash STI (50%)	Actual Deferred STI (50%)
<b>Brian Hartzler</b> Managing Director & Chief Executive Officer	\$2,686,000	111%	74%	\$1,490,730	\$1,490,730

## Individual Group Executive STI outcomes for 2017

Name and position title	Target STI	STI outcome % of target	STI outcome % of max	Actual Cash STI (50%)	Actual Deferred STI (50%)
<b>Current Group Executives</b>					
<b>Lyn Cobley</b> Chief Executive, Westpac Institutional Bank	\$1,122,000	114%	76%	\$640,000	\$640,000
<b>Brad Cooper</b> Chief Executive Officer, BT Financial Group	\$1,600,000	99%	66%	\$792,500	\$792,500
<b>Dave Curran</b> Chief Information Officer	\$952,000	116%	77%	\$552,500	\$552,500
<b>George Frazis</b> Chief Executive, Consumer Bank	\$1,600,000	109%	73%	\$872,500	\$872,500
<b>Alexandra Holcomb</b> Chief Risk Officer	\$1,003,000	106%	71%	\$532,500	\$532,500
<b>Peter King</b> Chief Financial Officer	\$1,088,000	113%	75%	\$615,000	\$615,000
<b>Rebecca Lim</b> Group General Counsel & Chief Compliance Officer	\$750,000	110%	73%	\$412,500	\$412,500
<b>David Lindberg</b> Chief Executive, Business Bank	\$969,000	110%	73%	\$532,500	\$532,500
<b>David McLean</b> Chief Executive Officer, Westpac New Zealand Limited	\$860,772	96%	64%	\$412,570	\$412,570
<b>Christine Parker</b> Group Executive, Human Resources, Corporate Affairs & Sustainability	\$900,000	115%	77%	\$517,500	\$517,500
<b>Gary Thursby</b> Group Executive, Strategy & Enterprise Services	\$860,000	113%	75%	\$485,000	\$485,000
<b>Former Group Executive</b>					
<b>Philip Coffey</b> <sup>1</sup> Deputy Chief Executive Officer	\$906,667	101%	67%	\$457,500	\$457,500

<sup>1</sup> See Section 1 for details.

## 3.4. Group financial performance – five year perspective

The following table provides the Group's economic profit, ROE, TSR, dividends per share, cash earnings per share and share price performance each year from 2013 for the past five years including 2017 and the STI outcomes for the CEO over the same period:

	Years Ended 30 September				
	2017	2016	2015	2014	2013
<b>CEO STI outcome (% target)</b>	111%	97%	108%	127%	123%
Economic profit (\$m)	3,774	3,774	4,418	4,491	4,068
ROE	13.77%	14.00%	15.80%	16.40%	15.90%
TSR – three years	11.79%	15.24%	62.30%	102.03%	66.09%
TSR – five years	81.32%	100.72%	92.78%	103.74%	90.91%
Dividends per Westpac share (cents) <sup>1</sup>	188	188	187	182	174
Cash earnings per Westpac share <sup>2</sup>	\$2.40	\$2.35	\$2.48	\$2.45	\$2.28
Share price – high	\$35.39	\$33.74	\$40.07	\$35.99	\$34.79
Share price – low	\$28.92	\$27.57	\$29.10	\$30.00	\$24.23
Share price – close	\$31.92	\$29.51	\$29.70	\$32.14	\$32.73

<sup>1</sup> Does not include \$0.20 special dividend determined in 2013.

<sup>2</sup> Cash earnings are not prepared in accordance with AAS and have not been subject to audit.

#### 4. Further detail on 2017 executive remuneration structure

##### 4.1. Fixed remuneration

Fixed remuneration takes into account the size and complexity of the role, individual responsibilities, experience and skills. Fixed remuneration is set based on relevant market benchmarks within the financial services industry.

##### 4.2. Short-term incentive

STI provides the opportunity for participants to earn cash and deferred equity incentives where specific outcomes have been achieved in the financial year. The STI outcomes for the CEO and each Group Executive are assessed using a balanced scoreboard, combining both annual financial and non-financial objectives which support the Group's strategy.

2017 STI Plan	
<b>Plan structure</b>	50% cash, 50% deferred equity in the form of restricted ordinary shares (or share rights for Group Executives based outside of Australia). The equity portion of the STI award vests over the following schedule: 50% at the end of year 1, and 50% at the end of year 2.
<b>Target opportunity</b>	The CEO's STI target for 2017 was \$2,686,000, unchanged from 2016. STI targets for the CEO and Group Executives are set by the Remuneration Committee and approved by the Board at the beginning of each performance year, based on a range of factors including market competitiveness and the nature of each role. The STI targets for the 2017 performance year did not increase for those Group Executives whose fixed remuneration was unchanged in 2017.
<b>Maximum opportunity</b>	The maximum STI opportunity is 150% of target (the minimum opportunity being nil).
<b>Performance conditions</b>	Performance is measured against risk-adjusted financial targets and non-financial targets which support the Group's strategy. Performance measures are based on performance at Group, divisional and individual level. The deferred STI awards recognise past performance and are not subject to further performance hurdles (other than continued service) and receive dividends over the vesting period. See Section 3.3 for the Group balanced scoreboard.
<b>Assessment of performance outcomes</b>	STI outcomes are subject to both a quantitative and qualitative assessment, including a risk management overlay, which is embedded in the scoreboard measurement process. The Board has the capacity to adjust STI outcomes (and reduce STI outcomes to zero if appropriate) in the assessment process.

##### 4.3. Long-term incentive

The LTI is designed to align the remuneration of executives to the long-term performance of the Group and the interests of shareholders. The amount of the award takes into account market benchmarks, individual performance over time, succession potential and key skills.

##### LTI structure 2017 (awarded at the beginning of the 2017 performance year)

CEO LTI Plan and Westpac LTI Plan	
<b>Equity instrument</b>	Performance share rights - One share right entitles the holder to one ordinary share at the time of vesting at a nil exercise cost. Share rights do not attract the payment of dividends.
<b>LTI award opportunity</b>	The CEO was granted an LTI award of \$2,528,000 (at fair value) in the form of share rights for 2017 under the CEO LTI Plan. At the beginning of each year, the Board, advised by the Remuneration Committee, sets the dollar value of the LTI award target for the CEO and each Group Executive.
<b>Determining the number of securities</b>	The number of share rights each individual receives is determined by dividing the dollar value of the LTI award by the fair value of the share rights at the beginning of the performance assessment period (performance period). The fair value of share rights is determined by an independent valuer taking as a starting point the market price of Westpac shares at grant and using a Monte Carlo simulation pricing model, applying assumptions based on expected life, volatility, risk-free interest rate and dividend yield associated with the securities and the risk of forfeiture attributed to each performance hurdle. The Remuneration Committee caps the valuation at a maximum discount of 60% of the relevant share price. The value of a TSR hurdled share right may be different to an ROE hurdled share right.

CEO LTI Plan and Westpac LTI Plan																																	
2017 LTI (Awarded in December 2016)																																	
Performance hurdles	TSR 50% of the allocation																																
	ROE 50% of the allocation																																
	<p>The TSR performance hurdle measures Westpac's TSR against a composite TSR index over the four year performance period, providing an arms-length assessment of our comparative performance against peers.</p> <p>At the end of the performance period, TSR performance of each of the index companies will be multiplied by its index TSR weighting, and the total of the 10 scores will comprise the composite index performance measure. Performance levels required for vesting of TSR share rights are detailed in the table below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e0e0e0;">TSR performance (2017 to 2020 inclusive)</th> <th style="background-color: #e0e0e0;">% vesting</th> </tr> </thead> <tbody> <tr> <td>At or exceeding the index growth by 21.55<sup>1</sup></td> <td>100%</td> </tr> <tr> <td>Between meeting index and exceeding the index growth by 21.55</td> <td>Straight line vesting</td> </tr> <tr> <td>Equal to index</td> <td>50%</td> </tr> <tr> <td>Below index</td> <td>0%</td> </tr> </tbody> </table> <p><sup>1</sup> 21.55 (5% average compound annual growth rate)</p> <p>The companies in the 2017 peer group for the Westpac LTI Plan and their relative weightings are:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e0e0e0;">Company</th> <th style="background-color: #e0e0e0;">TSR weighting</th> </tr> </thead> <tbody> <tr><td>ANZ Banking Group</td><td>16.67%</td></tr> <tr><td>Commonwealth Bank</td><td>16.67%</td></tr> <tr><td>National Australia Bank</td><td>16.67%</td></tr> <tr><td>AMP</td><td>7.14%</td></tr> <tr><td>Bank of Queensland</td><td>7.14%</td></tr> <tr><td>Bendigo and Adelaide Bank</td><td>7.14%</td></tr> <tr><td>Challenger</td><td>7.14%</td></tr> <tr><td>Macquarie Group</td><td>7.14%</td></tr> <tr><td>Perpetual</td><td>7.14%</td></tr> <tr><td>Suncorp Group</td><td>7.14%</td></tr> </tbody> </table> <p>For the 2017 grant, the TSR share rights will be tested against the performance hurdle on 30 September 2020.</p>	TSR performance (2017 to 2020 inclusive)	% vesting	At or exceeding the index growth by 21.55 <sup>1</sup>	100%	Between meeting index and exceeding the index growth by 21.55	Straight line vesting	Equal to index	50%	Below index	0%	Company	TSR weighting	ANZ Banking Group	16.67%	Commonwealth Bank	16.67%	National Australia Bank	16.67%	AMP	7.14%	Bank of Queensland	7.14%	Bendigo and Adelaide Bank	7.14%	Challenger	7.14%	Macquarie Group	7.14%	Perpetual	7.14%	Suncorp Group	7.14%
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	<p>This hurdle aims to reward achievement of returns comfortably above the Group's cost of capital while generating shareholder value and further improving how efficiently the Group uses its limited capital resources within the Group's risk appetite.</p> <p>The ROE performance hurdle measures the average cash return on average ordinary equity over the three year performance period.</p> <p>ROE rights which satisfy the ROE hurdle and qualify for vesting at the completion of the three year performance period will have a one year holding lock applied and will vest at the completion of the four year term from the commencement date. A description of the process used to determine cash earnings is provided at Note 2 to the financial statements.</p> <p>Performance levels required for vesting of ROE share rights are detailed in the table below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e0e0e0;">ROE performance (2017 to 2019 inclusive)</th> <th style="background-color: #e0e0e0;">% vesting</th> </tr> </thead> <tbody> <tr> <td>At or above 14.5%</td> <td>100%</td> </tr> <tr> <td>Between 13.5% and 14.5%</td> <td>Straight line vesting</td> </tr> <tr> <td>Equal to 13.5%</td> <td>50%</td> </tr> <tr> <td>Below 13.5%</td> <td>0%</td> </tr> </tbody> </table> <p>For the 2017 grant, the share rights will be tested against the performance hurdles on 30 September 2019. Share rights that qualify for vesting will have a one year holding lock applied and will vest on 30 September 2020.</p>	ROE performance (2017 to 2019 inclusive)	% vesting	At or above 14.5%	100%	Between 13.5% and 14.5%	Straight line vesting	Equal to 13.5%	50%	Below 13.5%	0%																						
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Equal to 13.5%	50%																																
Below 13.5%	0%																																
Who measures the performance hurdle outcomes?	<p>To ensure objectivity and external validation, TSR results are calculated by an independent external consultant and are provided to the Board or its delegate to review and determine vesting outcomes. Under the relevant plan rules, the Board may exercise discretion if in all prevailing circumstances Directors think it is appropriate to do so when determining the ultimate vesting outcome.</p>																																
No re-testing	<p>The ROE outcome will be determined by the Board based on the ROE disclosed in our results at the completion of the performance period. Under the relevant plan rules, the Board may exercise discretion if in all prevailing circumstances Directors think it is appropriate to do so when determining the ultimate vesting outcome.</p> <p>There has been no re-testing on LTI awards made since 2011. No award currently on foot is subject to re-testing. Accordingly, securities that have not vested after the measurement period lapse immediately.</p>																																

CEO LTI Plan and Westpac LTI Plan	
<b>Early vesting is possible in limited cases</b>	For awards made since 1 October 2009, unvested securities may vest before a test date if the executive is no longer employed by the Group due to death or disability. In general, any such vesting is not subject to performance hurdles being met.
<b>Treatment of securities</b>	<p>The Board has discretion in relation to performance share rights where the CEO or a Group Executive resigns or retires or otherwise leaves the Group before vesting occurs. This discretion enables the Board to vest the relevant securities or leave them on foot for the remainder of the performance period. In exercising its discretion, the Board will take into account all relevant circumstances including those surrounding the departure in question. The Board may also adjust the number of performance share rights downwards, or to zero (in which case they will lapse) where the circumstances of the departure warrant, or to respond to misconduct resulting in significant financial and/or reputational impact to Westpac.</p> <p>Where a holder acts fraudulently or dishonestly, or is in material breach of their obligations under the relevant equity plan, unexercised performance share rights (whether vested or unvested) will lapse unless the Board determines otherwise.</p>

Details for other LTI awards currently on foot (CEO and Group Executives) can be found in the following Reports:

- 2015 LTI award, vesting on 30 September 2018 – 50% of award subject to ranked TSR performance against a peer group, and 50% of the award subject to cash EPS CAGR performance condition. Refer to the 2015 Annual Report; and
- 2016 LTI award, vesting on 30 September 2019 – 50% of award subject to TSR performance against a weighted composite index of comparator companies, and 50% of the award subject to cash EPS CAGR performance condition. Refer to the 2016 Annual Report.

***LTI structure 2018 (awarded at the beginning of 2018 performance year)***

The LTI structure for the 2018 award will retain the same design features as the 2017 award.

The TSR hurdle, as detailed above, will remain unchanged in 2018.

The performance range for the ROE component of the 2018 LTI has been set at an average ROE of between 13.25% and 14.25%. The range is 25 basis points lower than the 2017 LTI ROE target as it reflects updated information on regulatory capital requirements, and the likely prospects of a more competitive business environment and higher impairment charges. The ROE target range also takes into account the Group's risk appetite whilst incentivising the delivery of stretching performance outcomes.

The Board retains ultimate discretion to ensure that vesting outcomes deliver alignment between performance and shareholder outcomes.

#### 4.4. Shareholding requirements and hedging policy

To align further their interests with those of shareholders, the CEO and Group Executives are required to build and maintain a substantial Westpac shareholding within five years of being appointed to their role.

	Minimum shareholding requirement
CEO	Five times annual fixed remuneration (\$13.43 million)
Group Executives	\$1.2 million each

All Group Executives who have been in a Group Executive role for more than five years meet these shareholding requirements. Executives that have been in Group Executive roles for less than five years are working towards, or have already satisfied, these requirements.

Participants in the Group's equity plans are forbidden from entering, either directly or indirectly, into hedging arrangements for unvested securities in their STI and LTI equity awards. No financial products of any kind may be used to mitigate the risk associated with these awards. Any attempt to hedge these securities makes them subject to forfeiture. These restrictions have been in place for some time and satisfy the requirements of the Corporations Act which prohibit hedging of unvested securities.

#### 4.5. Employment agreements

The remuneration and other terms of employment for the CEO and Group Executives are formalised in their employment agreements. Each of these employment agreements provides for the payment of fixed and performance-based remuneration, employer superannuation contributions and other benefits such as death and disablement insurance cover.

The term and termination provisions of the employment agreements for the FY17 Executive KMP are summarised below:

Term	Who	Conditions
Duration of agreement	CEO and all Group Executives	<ul style="list-style-type: none"> <li>Ongoing until notice given by either party</li> </ul>
Notice to be provided by the executive or the Group to terminate the employment agreement	CEO and Group Executives (excluding Philip Coffey)	<ul style="list-style-type: none"> <li>12 months<sup>1</sup></li> </ul>
	Philip Coffey	<ul style="list-style-type: none"> <li>6 months</li> </ul>
Termination payments to be made on termination without cause <sup>2</sup>	CEO and all Group Executives	<ul style="list-style-type: none"> <li>Deferred STI and LTI awards vest according to the applicable equity plan rules</li> </ul>
Termination for cause	CEO and Group Executives (excluding Brad Cooper and Philip Coffey)	<ul style="list-style-type: none"> <li>Immediately for misconduct</li> <li>3 months' notice for poor performance</li> </ul>
	Brad Cooper and Philip Coffey	<ul style="list-style-type: none"> <li>Immediately for misconduct</li> <li>Contractual notice period for poor performance</li> </ul>
Post-employment restraints	CEO and all Group Executives	<ul style="list-style-type: none"> <li>12 month non-solicitation restraint</li> </ul>

<sup>1</sup> Payment in lieu of notice may in certain circumstances be approved by the Board for some or all of the notice period.

<sup>2</sup> The maximum liability for termination benefits for the CEO and other Executive KMP at 30 September 2017 was \$13.4 million (2016: \$13 million).

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## 5. Remuneration governance

The Group's remuneration policy supports Westpac's vision and strategy by:

- requiring the design and management of remuneration to align with customer and shareholder interests;
- supporting financial soundness; and
- encouraging prudent risk management.

The role of the Board is to provide strategic guidance for the Group and effective oversight of management. As part of this role, the Board has overall accountability for remuneration.

The Remuneration Committee assists the Board to fulfil its remuneration responsibilities to shareholders by monitoring the remuneration policies and practices of the Group, external remuneration practices, market expectations and regulatory requirements in Australia and internationally. The Committee's purpose, responsibilities and duties are outlined in the Board Remuneration Committee Charter which is available on the Group's website. The Charter was last reviewed and amended in March 2016.

The Group's remuneration strategy, executive remuneration framework, policies and practices all reflect the sound risk management that is fundamental to the way the Group operates, the law and high standards of governance. The performance of each division is reviewed and measured with reference to how risk is managed and the results influence remuneration outcomes for accountable employees.

In carrying out its duties, the Remuneration Committee can access risk and financial control personnel and engage external advisors who are independent of management. The Chairman of the Board Risk & Compliance Committee is also a member of the Remuneration Committee, and members of the Remuneration Committee are also members of the Board Risk & Compliance Committee.

The executive Total Reward framework (outlined in Section 2 of this Report) specifically includes features to take account of risk.

### **Members of the Remuneration Committee during 2017**

All members of the Remuneration Committee are independent Non-executive Directors. During 2017, the members were:

- Craig Dunn (Chairman from 9 December 2016);
- Ewen Crouch (Chairman to 9 December 2016);
- Elizabeth Bryan (retired on 9 December 2016); and
- Robert Elstone.

### **Independent remuneration consultant**

In 2017, the Board retained Guerdon Associates as its independent consultant to provide specialist information on executive remuneration and other remuneration matters, the services being provided directly to the Remuneration Committee independent of management. The Chairman of the Remuneration Committee oversees the engagement and costs of the independent consultant.

Work undertaken by Guerdon Associates during 2017 included the provision of information relating to the benchmarking of Non-executive Director, CEO and Group Executive remuneration. No remuneration recommendations, as prescribed under the Corporations Act, were made by Guerdon Associates in 2017.

### **Approval of remuneration decisions**

The Group follows a strict process of 'two-up' approval for all remuneration decisions. This means that remuneration is approved by the next most senior person above the employee's manager. This concept is also reflected in our requirement for the Board, based on recommendations from the Remuneration Committee, to approve performance outcomes and remuneration for:

- the CEO and Group Executives; and
- other executives who report directly to the CEO, other persons whose activities in the Board's opinion affect the financial soundness of the Group and any other person specified by the Australian Prudential Regulation Authority.

Any significant remuneration arrangements that fall outside the Group Remuneration Policy are referred to the Remuneration Committee for review and approval.

## 6. Non-executive Director remuneration

### 6.1. Structure and policy

#### Remuneration policy

Westpac's Non-executive Director remuneration strategy is designed to attract and retain experienced, qualified Board members and remunerate them appropriately for their time and expertise.

Fees for Non-executive Directors are not related to the Group's short-term results and Non-executive Directors do not receive performance-based remuneration. Non-executive Director remuneration consists of the following components:

Remuneration Component	Paid as	Detail
Base fee	Cash	This fee is for service on the Westpac Banking Corporation Board. The base fee for the Chairman covers all responsibilities, including all Board Committees.
Committee fees	Cash	Additional fees are paid to other Non-executive Directors for chairing or participating in Board Committees.
Employer superannuation contributions	Superannuation	Reflects statutory superannuation contributions which are capped at the superannuation maximum contributions base as prescribed under the Superannuation Guarantee legislation.
Subsidiary Board and Advisory Board fees	Cash	Fees are for service on Subsidiary Boards and Advisory Boards and are paid by the relevant subsidiary.

#### Non-executive Director remuneration in 2017

##### Non-executive Director fee review — Effective 1 October 2016

The Board reviewed the Non-executive Director fee framework in late 2016. On the basis of market data provided by Guerdon Associates, the Board approved an increase to the member fees for the Board Technology Committee recognising the workload associated with these roles.

#### Changes to Board and Committee composition

The following changes were made to Board and Committee composition:

- Elizabeth Bryan retired on 9 December 2016 following the 2016 Annual General Meeting;
- Ewen Crouch was appointed Chairman of the Board Risk & Compliance Committee effective 9 December 2016 stepping down as Chairman of the Board Remuneration Committee on the same date (remaining a member of that Committee);
- Craig Dunn was appointed as Chairman of the Board Remuneration Committee and member of the Board Nominations Committee effective 9 December 2016; and
- Nerida Caesar was appointed as a Non-executive Director to the Westpac Board effective 1 September 2017 and appointed to the Board Risk & Compliance and Board Technology Committees effective 28 September 2017.

#### Fee pool

At the 2008 Annual General Meeting, the current fee pool of \$4.5 million per annum was approved by shareholders. For the year ended 30 September 2017, \$2.94 million (65%) of this fee pool was used. The fee pool is inclusive of employer superannuation contributions.



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**Fee framework**

This section details the current Non-executive Director fee framework.

**Base and Committee fees**

The following table sets out the Board and standing Committee fees:

<b>Base Fee</b>	<b>Annual Rate</b>
	<b>\$</b>
Chairman	810,000
Non-executive Directors	225,000
<b>Committee Chairman Fees</b>	
Audit Committee	70,400
Risk and Compliance Committee	70,400
Remuneration Committee	63,800
Technology Committee	35,200
<b>Committee Membership Fees</b>	
Audit Committee	32,000
Risk and Compliance Committee	32,000
Remuneration Committee	29,000
Technology Committee	20,000

Committee fees are not payable to the Chairman of the Board and members of the Nominations Committee.

**Employer superannuation contributions**

The Group pays superannuation contributions to Non-executive Directors of up to 9.5% of their fees. The contributions are capped at the superannuation maximum compulsory contributions base prescribed under the Superannuation Guarantee legislation.

**Subsidiary Board and Advisory Board fees**

During the reporting period, additional fees of \$35,000 were paid to Peter Hawkins as a member of the Bank of Melbourne Advisory Board.

**Minimum shareholding**

Non-executive Directors are required to build and maintain their individual holdings of Westpac ordinary shares to align their interests with the long-term interests of shareholders. The Board Chair and each Non-executive Director are required to hold an interest in shares in Westpac with a market value not less than the Board base fee within five years of appointment to the Board. Details of Non-executive Directors' Westpac (and related bodies corporate) shareholdings are set out in Section 7.4.

## 7. Statutory remuneration details

### 7.1. Details of Non-executive Director remuneration

Details of Non-executive Director remuneration are set out in the table below:

Name	Short-Term Benefits		Post-Employment Benefits		Total \$
	Westpac Banking Corporation Board Fees <sup>1</sup> \$	Subsidiary and Advisory Board Fees \$	Superannuation \$		
<b>Current Non-executive Directors</b>					
Lindsay Maxsted, Chairman					
2017	810,000	-	19,734		829,734
2016	810,000	-	19,540		829,540
Nerida Caesar <sup>2</sup>					
2017	18,921	-	1,619		20,540
Ewen Crouch					
2017	323,719	-	19,734		343,453
2016	320,800	-	19,540		340,340
Alison Deans					
2017	277,000	-	19,734		296,734
2016	273,000	-	19,540		292,540
Craig Dunn					
2017	314,221	-	19,734		333,955
2016	286,000	-	19,540		305,540
Robert Elstone					
2017	318,000	-	19,734		337,734
2016	318,000	-	19,540		337,540
Peter Hawkins					
2017	324,200	35,000	19,658		378,858
2016	324,200	35,000	19,465		378,665
Peter Marriott					
2017	347,400	-	19,734		367,134
2016	343,400	-	19,540		362,940
<b>Former Non-executive Director</b>					
Elizabeth Bryan <sup>2</sup>					
2017	62,214	-	3,709		65,923
2016	324,400	-	19,540		343,940
<b>Total fees</b>					
2017	2,795,675	35,000	143,390		2,974,065
2016 <sup>3</sup>	2,999,800	35,000	156,245		3,191,045

<sup>1</sup> Includes fee paid to the Chairman and members of Board Committees.

<sup>2</sup> Refer to Section 1 of the Report for details.

<sup>3</sup> The total fees for 2016 reflect the prior year remuneration for the 2016 reported Non-executive Directors.

## 7.2. Remuneration details — CEO and Group Executives

This section sets out details of remuneration for the CEO and Group Executives for the 2017 financial year, calculated in accordance with AAS.

Name	Short-Term Benefits				Post-Employment Benefits Superannuation Benefits <sup>5</sup>	Other Long-Term Benefits Long Service Leave	Share-Based Payments		Total <sup>9</sup>
	Fixed Remuneration <sup>1</sup>	STI (Cash) <sup>2</sup>	Non-Monetary Benefits <sup>3</sup>	Other Short-Term Benefits <sup>4</sup>			Restricted Shares <sup>6</sup>	Share Rights <sup>7,8</sup>	
	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Managing Director &amp; Chief Executive Officer</b>									
Brian Hartzler									
2017	2,665,249	1,490,730	19,494	-	41,226	40,697	1,287,590	1,136,724	6,681,710
2016	2,774,879	1,302,710	21,349	-	36,522	40,722	1,128,139	1,447,696	6,752,017
<b>Current Group Executives</b>									
Lyn Cobley, Chief Executive, Westpac Institutional Bank									
2017	1,089,650	640,000	4,014	-	37,818	16,995	767,014	591,601	3,147,092
2016	1,097,409	492,500	1,850	-	27,480	17,005	977,182	307,514	2,920,940
Brad Cooper, Chief Executive Officer, BT Financial Group									
2017	1,064,384	792,500	2,924	-	39,503	(41,160)	754,634	347,391	2,960,176
2016	1,060,435	735,000	4,089	-	36,727	16,730	831,388	800,145	3,484,514
Dave Curran, Chief Information Officer									
2017	941,632	552,500	4,014	-	28,451	14,424	487,089	404,406	2,432,516
2016	914,905	467,500	4,089	-	25,921	14,424	428,244	461,898	2,316,981
George Frazis, Chief Executive, Consumer Bank									
2017	1,127,559	872,500	4,014	-	40,509	17,419	842,782	401,563	3,306,346
2016	1,131,541	815,000	3,039	-	37,090	17,451	925,520	591,094	3,520,735
Alexandra Holcomb, Chief Risk Officer									
2017	950,564	532,500	2,924	-	39,645	4,669	520,145	386,131	2,436,578
2016	949,671	492,500	3,039	-	36,936	16,199	587,415	566,909	2,652,669
Peter King, Chief Financial Officer									
2017	1,047,360	615,000	4,014	-	34,421	16,485	537,796	405,875	2,660,951
2016	1,041,344	545,000	4,089	-	31,072	48,728	499,345	661,789	2,831,367
Rebecca Lim, Group General Counsel & Chief Compliance Officer									
2017	756,722	412,500	3,512	-	28,201	45,641	425,776	206,069	1,878,421
David Lindberg, Chief Executive, Business Bank									
2017	928,528	532,500	11,901	-	27,244	18,507	453,174	398,655	2,370,509
2016	880,296	477,500	17,070	-	23,103	15,069	403,624	464,140	2,280,802
David McLean, Chief Executive Officer, Westpac New Zealand Limited									
2017	736,628	412,570	39,739	-	76,082	-	39	837,360	2,102,418
2016	760,848	363,050	33,753	-	76,093	-	14,322	932,957	2,181,023
Christine Parker, Group Executive, Human Resources, Corporate Affairs & Sustainability									
2017	824,006	517,500	4,604	-	26,643	(3,479)	464,335	260,141	2,093,750
2016	849,556	450,000	4,650	-	24,279	(5,013)	518,374	558,680	2,400,526
Gary Thursby, Group Executive, Strategy & Enterprise Services									
2017	820,262	485,000	2,924	-	29,819	12,642	372,119	225,354	1,948,120
<b>Former Group Executive</b>									
Philip Coffey, Deputy Chief Executive Officer <sup>10</sup>									
2017	844,753	457,500	3,053	-	28,654	13,750	780,444	2,811,904	4,940,058
2016	1,289,796	597,500	4,105	-	41,497	20,678	766,988	913,187	3,633,751

<sup>1</sup> Fixed remuneration is the total cost of salary, salary sacrificed benefits (including motor vehicles, parking, etc., and any associated fringe benefits tax (FBT)) and an accrual for annual leave entitlements.

<sup>2</sup> 2017 STI figures reflect annual cash performance awards accrued but not yet paid in respect of the year ended 30 September 2017. STI awards are paid in the December pay cycle.

<sup>3</sup> Non-monetary benefits are determined on the basis of the cost to the Group (including associated FBT, where applicable) and include annual health checks, provision of taxation advice, relocation costs, living away from home expenses and allowances.

<sup>4</sup> Includes payments on cessation of employment or other contracted amounts.

<sup>5</sup> The CEO and Group Executives are provided with life insurance cover under the Westpac Group Plan at no cost. Superannuation benefits have been calculated consistent with AASB 119 Employee Benefits.

<sup>6</sup> The value of restricted shares is amortised over the applicable vesting period and the amount shown is the amortisation relating to the 2017 reporting year (and 2016 year as comparison). See footnote 10 for the treatment of Philip Coffey's equity.

- <sup>7</sup> Equity-settled remuneration is based on the amortisation over the vesting period (normally three or four years) of the 'fair value' at grant date of hurdled and unhurdled options and share rights that were granted during the four years ended 30 September 2017. Details of prior years' grants have been disclosed in previous Annual Reports. The value for David McLean includes 53% attributed to deferred STI. See footnote 10 for the treatment of Philip Coffey's equity.
- <sup>8</sup> The expensed value of the December 2015 LTI EPS hurdled rights has been reduced to 0% and the expensed value of the December 2016 LTI EPS hurdled rights and 2017 LTI ROE hurdled rights have been reduced to 50%. This reflects the Board's current assessment of the probability of the threshold ROE (2017 grant) or EPS hurdles (2015 and 2016 grants) being met and share rights vesting over time. See footnote 10 for the treatment of Philip Coffey's equity.
- <sup>9</sup> The percentage of the total remuneration which is performance related (i.e. STI cash plus share-based payments) was: Brian Hartzler 59%, Lyn Cobley 64%, Philip Coffey 82%, Brad Cooper 64%, Dave Curran 59%, George Frazis 64%, Alexandra Holcomb 59%, Peter King 59%, Rebecca Lim 56%, David Lindberg 58%, David McLean 59%, Christine Parker 59% and Gary Thursby 56%. The percentage of total remuneration delivered in the form of options (including share rights) was: Brian Hartzler 17%, Lyn Cobley 19%, Philip Coffey 57%, Brad Cooper 12%, Dave Curran 17%, George Frazis 12%, Alexandra Holcomb 16%, Peter King 15%, Rebecca Lim 11%, David Lindberg 17%, David McLean 40%, Christine Parker 12% and Gary Thursby 12%.
- <sup>10</sup> Refer Section 1 of the Report for details. The share based payment values for Philip Coffey reflect the accruals for all unvested equity granted for the entire period up to the end of each performance period. For example, the 2017 LTI will include the accrual for four years until the vesting date in lieu of a single year accrual value for 2017. While the full value is being accrued for all unvested equity held by Philip Coffey, the awards may or may not vest subject to the relevant performance hurdles.

### 7.3. Movement in equity-settled instruments during this year

This table shows the details of movements during 2017 in the number and value of equity instruments for the CEO and Group Executives under the relevant plans:

Name	Type of Equity-Based Instrument	Number Granted <sup>1</sup>	Number Vested <sup>2</sup>	Number Exercised <sup>3</sup>	Value Granted <sup>4</sup> \$	Value Exercised <sup>5</sup> \$	Value Forfeited or Lapsed <sup>5,6</sup> \$
<b>Managing Director &amp; Chief Executive Officer</b>							
Brian Hartzler	CEO Performance share rights	211,548	-	-	4,226,729	-	-
	Performance share rights	-	-	-	-	-	2,610,944
	Shares under the CEO Restricted Share Plan	40,444	19,746	-	1,302,187	-	-
	Shares under Restricted Share Plan	-	12,075	-	-	-	-
<b>Current Group Executives</b>							
Lyn Cobley	Performance share rights	88,368	-	-	1,693,573	-	-
	Shares under Restricted Share Plan	15,290	16,696	-	492,296	-	-
Brad Cooper	Performance share rights	87,866	-	-	1,683,952	-	1,350,495
	Shares under Restricted Share Plan	22,819	24,599	-	734,710	-	-
Dave Curran	Performance share rights	74,978	-	-	1,436,953	-	-
	Shares under Restricted Share Plan	14,514	8,675	-	467,311	-	-
George Frazis	Performance share rights	83,682	-	-	1,603,766	-	990,344
	Shares under Restricted Share Plan	25,302	26,773	-	814,655	-	-
Alexandra Holcomb	Performance share rights	78,994	-	-	1,513,920	-	450,134
	Performance options	-	-	38,847	-	65,509	-
	Shares under Restricted Share Plan	15,290	19,268	-	492,296	-	-
Peter King	Performance share rights	85,690	-	-	1,642,249	-	270,075
	Shares under Restricted Share Plan	16,920	13,755	-	544,778	-	-
Rebecca Lim	Performance share rights	58,576	-	-	1,122,609	-	252,066
	Shares under Restricted Share Plan	7,619	8,433	-	245,311	-	-
David Lindberg	Performance share rights	76,316	-	-	1,462,596	-	405,142
	Shares under Restricted Share Plan	14,824	11,849	-	477,292	-	-
David McLean	Performance share rights	67,094	-	-	1,285,857	-	-
	Unhurdled share rights	12,332	14,623	-	356,629	-	-
	Shares under Restricted Share Plan	-	1,327	-	-	-	-
Christine Parker	Performance share rights	62,760	-	-	1,202,795	-	630,225
	Shares under Restricted Share Plan	13,970	15,350	-	449,796	-	-
Gary Thursby	Performance share rights	58,576	-	-	1,122,609	-	351,085
	Shares under Restricted Share Plan	11,176	11,609	-	359,837	-	-
<b>Former Group Executive</b>							
Philip Coffey	Performance share rights	107,112	-	-	2,052,801	-	1,503,554
	Shares under Restricted Share Plan	18,550	23,273	-	597,259	-	-

<sup>1</sup> No performance options were granted in 2017. Deferred STI in the form of restricted shares or unhurdled share rights (David McLean) are awarded in December. David McLean's unhurdled deferred STI share rights allocated in December 2016 were allocated at a fair value of \$30.28 (rights vesting on 1 October 2017) and \$28.47 (rights vesting on 1 October 2018).

<sup>2</sup> No hurdled share rights granted in 2013 vested in October 2016 as assessed against the TSR and EPS performance hurdles.

<sup>3</sup> Vested options and share rights that were awarded prior to October 2009 can be exercised up to a maximum of 10 years from their commencement date. Vested rights awarded between October 2009 and July 2015 are automatically exercised at vesting. Vested rights granted after July 2015 may be exercised at will up to a maximum of 15 years from their commencement date. For each share right and each performance option exercised during the year, the relevant executive received one fully paid Westpac ordinary share. The exercise price for share rights is nil.

- <sup>4</sup> For performance share rights, the value granted represents the number of securities granted multiplied by the fair value per instrument as set out in the table in the sub-section titled 'Fair value of LTI grants made during the year' below. For restricted shares, the value granted represents the number of ordinary shares granted multiplied by the five day VWAP of a Westpac ordinary share on the date the shares were granted. These values, which represent the full value of the equity-based awards made to disclosed CEO and Group Executives in 2017, do not reconcile with the amount shown in the table in Section 7.2 of this Report, which shows the amount amortised in the current year of equity awards over their vesting period. The minimum total value of the grants for future financial years is nil and an estimate of the maximum possible total value in future financial years is the fair value, as shown above.
- <sup>5</sup> The value of each option or share right exercised or lapsed is calculated based on the five day volume weighted average price of Westpac ordinary shares on the ASX on the date of exercise (or lapse), less the relevant exercise price (if any). Where the exercise price is greater than the five day VWAP of Westpac ordinary shares, the value has been calculated as nil.
- <sup>6</sup> Apart from equity instruments referred to in this section, no other equity instruments granted in prior years vested and none were forfeited during the financial year.

## Fair value of LTI grants made during the year

The table below provides a summary of the fair value of LTI awards granted to the CEO and Group Executives during 2017 calculated in accordance with AASB 2 (Share-based Payment) and is used for accounting purposes only. The LTI grants will vest on satisfaction of performance and/or service conditions tested in future financial years.

Equity Instrument	Granted to	Performance Hurdle	Grant Date		Commencement		Fair Value <sup>2</sup> per Instrument
				Date <sup>1</sup>	Test Date	Expiry	
CEO Long-Term Incentive Plan	Brian Hartzler	TSR Index	9 December 2016	1 October 2016	1 October 2020	1 October 2031	\$14.09
		ROE	9 December 2016	1 October 2016	1 October 2019	1 October 2031	\$25.87
Westpac Long-Term Incentive Plan	All Group Executives	TSR Index	1 December 2016	1 October 2016	1 October 2020	1 October 2031	\$13.33
		ROE	1 December 2016	1 October 2016	1 October 2019	1 October 2031	\$25.00

<sup>1</sup> The commencement date is the start of the performance period.

<sup>2</sup> The fair values of share rights granted during the year included in the table above have been independently calculated at their respective grant dates based on the requirements of AASB 2 (Share-based Payment). The fair value of rights with ROE hurdles has been assessed with reference to the share price at grant date and a discount rate reflecting the expected dividend yield over their vesting periods which for the rights valued at \$25.00 is four years to the 1 October 2019 vesting date. For the purpose of allocating rights with ROE hurdles, the valuation also takes into account the average ROE outcome using a Monte Carlo simulation model. The fair value of rights with hurdles based on TSR performance relative to a group of comparator companies also takes into account the average TSR outcome determined using a Monte Carlo simulation pricing model.

## 7.4. Movement in equity-settled instruments during this year

### Equity holdings

The following table sets out details of relevant interests in Westpac ordinary shares held by Non-executive Directors (including their related parties) during the year ended 30 September 2017<sup>1</sup>:

Name	Number Held at Start of the Year	Other Changes During the Year	Number Held at End of the Year
<b>Current Non-executive Directors</b>			
Lindsay Maxsted	19,550	1,217	20,767
Nerida Caesar <sup>2</sup>	n/a	-	-
Ewen Crouch <sup>3</sup>	40,245	19	40,264
Alison Deans	9,392	-	9,392
Craig Dunn	8,869	-	8,869
Robert Elstone	11,384	712	12,096
Peter Hawkins <sup>4</sup>	15,880	-	15,880
Peter Marriott	20,870	-	20,870
<b>Former Non-executive Director</b>			
Elizabeth Bryan <sup>2</sup>	27,967	-	n/a

<sup>1</sup> None of these share interests include non-beneficially held shares.

<sup>2</sup> The information relates to the period these individuals were Non-executive Directors. Refer Section 1 for details.

<sup>3</sup> In addition to holdings of ordinary shares, Ewen Crouch and his related parties held interests in 250 Westpac Capital Notes 2 at year end.

<sup>4</sup> In addition to holdings of ordinary shares, Peter Hawkins and his related parties held interests in 1,370 Convertible Preference Shares, 850 Westpac Capital Notes 3 and 882 Westpac Capital Notes 4 at year end.

## 7.5. Details of Westpac equity holdings of Executive Key Management Personnel

The following table sets out details of Westpac equity held by the CEO and Group Executives (including their related parties) for the year ended 30 September 2017<sup>1</sup>:

Name	Type of Equity-based Instrument	Number Held at Start of the Year	Number Granted During the Year as Remuneration	Received on Exercise and/or Exercised During the Year	Number Lapsed During the Year	Other Changes During the Year	Number Held at End of the Year	Number Vested and Exercisable at End of the Year
<b>Managing Director &amp; Chief Executive Officer</b>								
Brian Hartzler	Ordinary shares	53,722	40,444	-	-	(16,739)	77,427	-
	CEO Performance share rights	323,615	211,548	-	-	-	535,163	-
	Performance share rights	215,375	-	-	(85,828)	-	129,547	-
<b>Current Group Executives</b>								
Lyn Copley	Ordinary shares	56,360	15,290	-	-	-	71,650	-
	Performance share rights	90,914	88,368	-	-	-	179,282	-
Brad Cooper	Ordinary shares	83,973	22,819	-	-	-	106,792	-
	Performance share rights	272,648	87,866	-	(44,394)	-	316,120	-
Dave Curran	Ordinary shares	17,350	14,514	-	-	-	31,864	-
	Performance share rights	135,898	74,978	-	-	-	210,876	-
George Frazis	Ordinary shares	136,267	25,302	-	-	(90,000)	71,569	-
	Performance share rights	207,708	83,682	-	(32,555)	-	258,835	-
Alexandra Holcomb	Ordinary shares	27,188	15,290	38,847	-	(58,115)	23,210	-
	Performance options	38,847	-	(38,847)	-	-	-	-
	Performance share rights	178,733	78,994	-	(14,797)	-	242,930	-
Peter King	Ordinary shares	61,323	16,920	-	-	-	78,243	-
	Performance share rights	192,804	85,690	-	(8,878)	-	269,616	-
Rebecca Lim	Ordinary shares	27,084	7,619	-	-	(8,433)	26,270	-
	Performance share rights	51,228	58,576	-	(8,286)	-	101,518	-
David Lindberg	Ordinary shares	41,202	14,824	-	-	(8,000)	48,026	-
	Performance share rights	133,486	76,316	-	(13,318)	-	196,484	-
David McLean	Ordinary shares	9,613	-	-	-	-	9,613	-
	Performance share rights	102,608	67,094	-	-	-	169,702	2,148
	Unhurdled share rights	30,504	12,332	-	-	-	42,836	19,770
Christine Parker	Ordinary shares	23,408	13,970	-	-	(15,350)	22,028	-
	Performance share rights	177,182	62,760	-	(20,717)	-	219,225	-
Gary Thursby	Ordinary shares	65,853	11,176	-	-	-	77,029	-
	Performance share rights	65,601	58,576	-	(11,541)	-	112,636	-
<b>Former Group Executive</b>								
Philip Coffey <sup>2</sup>	Ordinary shares	350,253	18,550	-	-	(100,076)	n/a	-
	Performance share rights	314,438	107,112	-	(50,313)	-	n/a	-

<sup>1</sup> The highest number of shares held by an individual in the table is 0.0031% of total Westpac ordinary shares outstanding as at 30 September 2017.

<sup>2</sup> The information relates to the period the individual was a Key Management Personnel. Refer Section 1 for details.

**7.6. Loans to Non-executive Directors and Executive Key Management Personnel disclosures**

All financial instrument transactions that occurred during the financial year between Directors or Executive KMP and the Group are in the ordinary course of business on terms and conditions (including interest and collateral) as apply to other employees and certain customers. These transactions consisted principally of normal personal banking and financial investment services.

Details of loans to Non-executive Directors and Executive KMP (including their related parties) of the Group:

	Balance at Start of the Year <sup>1,2</sup> \$	Interest Paid and Payable for the Year \$	Interest Not Charged During the Year \$	Balance at End of the Year \$	Number in Group at End of the Year
Non-executive Directors	3,932,987	163,646	-	3,199,593	2
Executive KMP	14,912,791	575,820	-	12,090,727	7
	18,845,778	739,466	-	15,290,320	9

<sup>1</sup> Some opening balances have been restated to include additional individual loans.

<sup>2</sup> Opening balances are reflective of changes to Key Management Personnel effective from 1 October 2016.

Individuals (including their related parties) with loans above \$100,000 during the 2017 financial year:

	Balance at Start of the Year <sup>1,2</sup> \$	Interest Paid and Payable for the Year \$	Interest Not Charged During the Year \$	Balance at End of the Year \$	Highest Indebtedness during the Year \$
<b>Directors</b>					
Lindsay Maxsted	2,598,160	111,846	-	2,061,911	2,971,831
Ewen Crouch	1,334,827	51,800	-	1,137,682	1,516,138
<b>Executive KMP</b>					
Brian Hartzler	106,748	6,544	-	83,617	191,366
Philip Coffey <sup>3</sup>	2,394,000	78,148	-	n/a	2,399,831
Brad Cooper	867,571	73,943	-	2,037,998	2,058,343
Alexandra Holcomb	3,665,374	183,799	-	4,114,727	4,122,365
Rebecca Lim	2,856,283	18,096	-	711,642	2,863,432
David McLean	475,551	24,414	-	534,828	597,442
Christine Parker	2,619,094	111,610	-	2,647,386	2,776,565
Gary Thursby	1,928,170	79,266	-	1,960,529	2,088,080

<sup>1</sup> Some opening balances have been restated to include additional individual loans.

<sup>2</sup> Opening balances are reflective of changes to Key Management Personnel effective from 1 October 2016.

<sup>3</sup> The information relates to the period the individual was a Key Management Personnel. Refer Section 1 of this Report for details.



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## 11. Auditor

### a) Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act is below:



#### **Auditor's Independence Declaration**

As lead auditor for the audit of Westpac Banking Corporation for the year ended 30 September 2017, I declare that, to the best of my knowledge and belief, there have been:

- a. no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Westpac Banking Corporation and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Lona Mathis', written in a cursive style.

Lona Mathis  
Partner  
PricewaterhouseCoopers

Sydney  
6 November 2017

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**PricewaterhouseCoopers, ABN 52 780 433 757**  
*One International Towers Sydney, Watermans Quay, BARANGAROO NSW 2000*  
T +61 2 8266 0000, F +61 2 8266 9999, [www.pwc.com.au](http://www.pwc.com.au)

### **b) Non-audit services**

We may decide to engage PwC on assignments additional to their statutory audit duties where their expertise or experience with Westpac or a controlled entity is important.

Details of the non-audit service amounts paid or payable to PwC for non-audit services provided during the 2016 and 2017 financial years are set out in Note 39 to the financial statements.

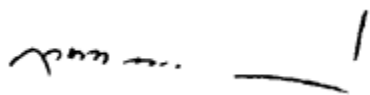
PwC also provides audit and non-audit services to non-consolidated entities, non-consolidated trusts of which a Westpac Group entity is trustee, manager or responsible entity and non-consolidated superannuation funds or pension funds. The fees in respect of these services were approximately \$6 million in total (2016 \$8.1 million). PwC may also provide audit and non-audit services to other entities in which Westpac holds a minority interest and which are not consolidated. Westpac is not aware of the amount of any fees paid to PwC by those entities.

Westpac has a policy on engaging PwC, details of which are set out in the 'Corporate governance' section, including the subsection entitled 'Engagement of the external auditor', which forms part of this Directors' report.

The Board has considered the position and, in accordance with the advice received from the Board Audit Committee, is satisfied that the provision of the non-audit services during 2017 by PwC is compatible with the general standard of independence for auditors imposed by the Corporations Act. The Directors are satisfied that the provision of non-audit services by PwC, as set out above, did not compromise the auditor independence requirements of the Corporations Act for the following reasons:

- all non-audit services have been reviewed by the Board Audit Committee, which is of the view that they do not impact the impartiality and objectivity of the auditor; and
- based on Board quarterly independence declarations made by PwC to the Board Audit Committee, none of the services undermine the general principles relating to auditor independence including reviewing or auditing PwC's own work, acting in a management or a decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risk and rewards.

Signed in accordance with a resolution of the Board.



Lindsay Maxsted  
Chairman  
6 November 2017



Brian Hartzler  
Managing Director & Chief Executive Officer  
6 November 2017

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# 02

Five year summary

Reading this report

Review of Group operations

Divisional performance

Risk and risk management

Westpac's approach to sustainability

Other Westpac business information

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# Five year summary<sup>1</sup>

(in \$m unless otherwise indicated)	2017	2016	2015	2014	2013
<b>Income statements for the years ended 30 September<sup>2</sup></b>					
Net interest income	15,516	15,148	14,267	13,542	12,821
Non-interest income	6,286	5,837	7,375	6,395	5,774
Net operating income before operating expenses and impairment charges	21,802	20,985	21,642	19,937	18,595
Operating expenses	(9,434)	(9,217)	(9,473)	(8,547)	(7,976)
Impairment charges	(853)	(1,124)	(753)	(650)	(847)
Profit before income tax	11,515	10,644	11,416	10,740	9,772
Income tax expense	(3,518)	(3,184)	(3,348)	(3,115)	(2,947)
Profit attributable to non-controlling interests	(7)	(15)	(56)	(64)	(74)
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>7,990</b>	<b>7,445</b>	<b>8,012</b>	<b>7,561</b>	<b>6,751</b>
<b>Balance sheet as at 30 September<sup>2</sup></b>					
Loans	684,919	661,926	623,316	580,343	536,164
Other assets	166,956	177,276	188,840	190,499	164,933
<b>Total assets</b>	<b>851,875</b>	<b>839,202</b>	<b>812,156</b>	<b>770,842</b>	<b>701,097</b>
Deposits and other borrowings	533,591	513,071	475,328	460,822	424,482
Debt issues	168,356	169,902	171,054	152,251	144,133
Loan capital	17,666	15,805	13,840	10,858	9,330
Other liabilities	70,920	82,243	98,019	97,574	75,615
<b>Total liabilities</b>	<b>790,533</b>	<b>781,021</b>	<b>758,241</b>	<b>721,505</b>	<b>653,560</b>
<b>Total shareholders' equity and non-controlling interests</b>	<b>61,342</b>	<b>58,181</b>	<b>53,915</b>	<b>49,337</b>	<b>47,537</b>
<b>Key financial ratios</b>					
<b>Shareholder value</b>					
Dividends per ordinary share (cents)	188	188	187	182	174
Special dividends per ordinary share (cents)	-	-	-	-	20
Dividend payout ratio (%) <sup>3</sup>	79.28	84.19	73.39	74.68	79.71
Return on average ordinary equity (%)	13.65	13.32	16.23	16.27	15.22
Basic earnings per share (cents)	238.0	224.6	255.0	242.5	217.2
Net tangible assets per ordinary share (\$) <sup>4</sup>	14.66	13.90	13.02	11.51	11.02
Share price (\$):					
High	35.39	33.74	40.07	35.99	34.79
Low	28.92	27.57	29.10	30.00	24.23
Close	31.92	29.51	29.70	32.14	32.73
<b>Business performance</b>					
Operating expenses to operating income ratio (%)	43.27	43.92	43.77	42.87	42.89
Net interest margin (%)	2.06	2.10	2.09	2.09	2.14
<b>Capital adequacy</b>					
Total equity to total assets (%)	7.2	6.9	6.6	6.4	6.8
Total equity to total average assets (%)	7.1	6.9	6.8	6.7	6.9
APRA Basel III:					
Common equity Tier 1 (%)	10.56	9.48	9.50	8.97	9.10
Tier 1 ratio (%)	12.66	11.17	11.38	10.56	10.65
Total capital ratio (%)	14.82	13.11	13.26	12.28	12.25
<b>Credit quality</b>					
Net impaired assets to equity and collectively assessed provisions (%)	1.29	1.79	1.80	2.49	4.08
Total provisions for impairment on loans and credit commitments to total loans (basis points)	45	54	53	60	73
<b>Other information</b>					
Full time equivalent employees (number at financial year end) <sup>5</sup>	35,096	35,580	35,484	36,596	35,894

<sup>1</sup> Where accounting classifications have changed or where changes in accounting policy are adopted retrospectively, comparatives have been revised and may differ from results previously reported.

<sup>2</sup> The above income statement extracts for 2017, 2016 and 2015 and balance sheet extracts for 2017 and 2016 are derived from the consolidated financial statements included in this Annual Report. The above income statement extracts for 2014 and 2013 and balance sheet extracts for 2015, 2014 and 2013 are derived from financial statements previously published.

<sup>3</sup> Excludes special dividends and adjusted for Treasury shares.

<sup>4</sup> Total equity attributable to owners of Westpac Banking Corporation, after deducting intangible assets divided by the number of ordinary shares outstanding, less Treasury shares held.

<sup>5</sup> Full-time equivalent employees includes full-time, pro-rata part-time, overtime, temporary and contract staff.

## Disclosure regarding forward-looking statements

This Annual Report contains statements that constitute 'forward-looking statements' within the meaning of Section 21E of the US Securities Exchange Act of 1934.

Forward-looking statements are statements about matters that are not historical facts. Forward-looking statements appear in a number of places in this Annual Report and include statements regarding Westpac's intent, belief or current expectations with respect to its business and operations, market conditions, results of operations and financial condition, including, without limitation, future loan loss provisions and financial support to certain borrowers. Words such as 'will', 'may', 'expect', 'intend', 'seek', 'would', 'should', 'could', 'continue', 'plan', 'estimate', 'anticipate', 'believe', 'probability', 'risk', 'aim' or other similar words are used to identify forward-looking statements. These forward-looking statements reflect Westpac's current views with respect to future events and are subject to change, certain risks, uncertainties and assumptions which are, in many instances, beyond Westpac's control, and have been made based upon management's expectations and beliefs concerning future developments and their potential effect upon Westpac. There can be no assurance that future developments will be in accordance with Westpac's expectations or that the effect of future developments on Westpac will be those anticipated. Actual results could differ materially from those expected, depending on the outcome of various factors, including, but not limited to:

- the effect of, and changes in, laws, regulations, taxation or accounting standards or practices and government policy, particularly changes to liquidity, leverage and capital requirements;
- regulatory investigations, litigation, fines, penalties, restrictions or other regulator imposed conditions, including as a result of our failure to comply with laws (such as financial crime laws), regulations or regulatory policy;
- internal and external events which may adversely impact Westpac's reputation;
- information security breaches, including cyberattacks;
- reliability and security of Westpac's technology and risks associated with changes to technology systems;
- the stability of Australian and international financial systems and disruptions to financial markets and any losses or business impacts Westpac or its customers or counterparties may experience as a result;
- market volatility, including uncertain conditions in funding, equity and asset markets;
- adverse asset, credit or capital market conditions;
- the conduct, behaviour or practices of Westpac or its staff;
- changes to Westpac's credit ratings or to the methodology used by credit rating agencies;
- levels of inflation, interest rates, exchange rates and market and monetary fluctuations;
- market liquidity and investor confidence;
- changes in economic conditions, consumer spending, saving and borrowing habits in Australia, New Zealand and in other countries in which Westpac or its customers or counterparties conduct their operations and Westpac's ability to maintain or to increase market share, margins and fees, and control expenses;
- the effects of competition in the geographic and business areas in which Westpac conducts its operations;
- the timely development and acceptance of new products and services and the perceived overall value of these products and services by customers;
- the effectiveness of Westpac's risk management policies, including internal processes, systems and employees;
- the incidence or severity of Westpac insured events;
- the occurrence of environmental change (including as a result of climate change) or external events in countries in which Westpac or its customers or counterparties conduct their operations;
- changes to the value of Westpac's intangible assets;
- changes in political, social or economic conditions in any of the major markets in which Westpac or its customers or counterparties operate;
- the success of strategic decisions involving diversification or innovation, in addition to business expansion and integration of new businesses; and
- various other factors beyond Westpac's control.

The above list is not exhaustive. For certain other factors that may impact on forward-looking statements made by Westpac, refer to 'Risk factors' under the section 'Risk and risk management'. When relying on forward-looking statements to make decisions with respect to Westpac, investors and others should carefully consider the foregoing factors and other uncertainties and events.

Westpac is under no obligation to update any forward-looking statements contained in this Annual Report, whether as a result of new information, future events or otherwise, after the date of this Annual Report.

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## Significant developments

For a discussion of significant developments impacting the Group, refer to 'Significant developments' under 'Information on Westpac' in Section 1.

### Currency of presentation, exchange rates and certain definitions

In this Annual Report, 'financial statements' means our audited consolidated balance sheets as at 30 September 2017 and 30 September 2016 and income statements, statements of comprehensive income, changes in equity and cash flows for each of the years ended 30 September 2017, 2016 and 2015 together with accompanying notes which are included in this Annual Report.

Our financial year ends on 30 September. As used throughout this Annual Report, the financial year ended 30 September 2017 is referred to as 2017 and other financial years are referred to in a corresponding manner.

We publish our consolidated financial statements in Australian dollars. In this Annual Report, unless otherwise stated or the context otherwise requires, references to 'dollars', 'dollar amounts', '\$', 'AUD' or 'A\$' are to Australian dollars, references to 'US\$', 'USD' or 'US dollars' are to United States dollars and references to 'NZ\$', 'NZD' or 'NZ dollars' are to New Zealand dollars. Solely for the convenience of the reader, certain Australian dollar amounts have been translated into US dollars at a specified rate. These translations should not be construed as representations that the Australian dollar amounts actually represent such US dollar amounts or have been or could be converted into US dollars at the rate indicated. Unless otherwise stated, the translations of Australian dollars into US dollars have been made at the rate of A\$1.00 = US\$0.7840, the noon buying rate in New York City for cable transfers in Australian dollars as certified for customs purposes by the Federal Reserve Bank of New York (the 'noon buying rate') as of Friday, 29 September 2017. The Australian dollar equivalent of New Zealand dollars at 29 September 2017 was A\$1.00 = NZ\$1.0867, being the closing spot exchange rate on that date. Refer to 'Exchange rates' in Section 4 for information regarding the rates of exchange between the Australian dollar and the US dollar for the financial years ended 30 September 2013 to 30 September 2017.

Any discrepancies between totals and sums of components in tables contained in this Annual Report are due to rounding.

## **Selected consolidated financial and operating data**

We have derived the following selected financial information as of, and for the financial years ended, 30 September 2017, 2016, 2015, 2014 and 2013 from our audited consolidated financial statements and related notes.

This information should be read together with our audited consolidated financial statements and the accompanying notes included elsewhere in this Annual Report.

## **Accounting standards**

The financial statements and other financial information included elsewhere in this Annual Report, unless otherwise indicated, have been prepared and presented in accordance with Australian Accounting Standards (AAS). Compliance with AAS ensures that the financial statements also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The financial statements have been prepared in accordance with the accounting policies described in the Notes to the financial statements.

## **Recent accounting developments**

For a discussion of recent accounting developments refer to Note 1 to the financial statements.

## **Critical accounting estimates**

Our reported results are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of the income statement and the balance sheet. Note 1(b) includes details of the areas of our critical accounting assumptions and estimates and a reference to the relevant note in the financial statements providing further information. Each of the assumptions and estimates have been discussed at our Board Audit Committee (BAC). The following is a summary of the areas involving our most critical accounting estimates.

### *Fair value of financial instruments*

Financial instruments classified as held-for-trading (including derivatives) or designated at fair value through income statement and financial assets classified as available-for-sale are recognised in the financial statements at fair value. All derivatives are measured and recognised at fair value. As far as possible, financial instruments are valued with reference to quoted, observable market prices or by using models which employ observable valuation parameters. Where valuation models rely on parameters for which inputs are not observable, judgements and estimation may be required.

As at 30 September 2017, the fair value of trading securities and financial assets designated at fair value through profit or loss, available-for-sale securities, loans designated at fair value, life insurance assets and regulatory deposits with central banks overseas was \$101,923 million (2016: \$102,595 million). The value of other financial liabilities at fair value through income statement, deposits and other borrowings at fair value, debt issues at fair value and life insurance liabilities was \$64,317 million (2016: \$67,643 million). The fair value of outstanding derivatives was a net liability of \$1,342 million (2016: \$3,849 million net liability). The fair value of financial assets and financial liabilities determined by valuation models that use unobservable market prices was \$1,399 million (2016: \$1,587 million) and \$9 million (2016: \$17 million), respectively. The fair value of financial assets and financial liabilities, including derivatives, is largely determined based on valuation models using observable market prices and rates. Where observable market inputs are not available, day one profits or losses are not recognised.

We believe that the judgements and estimates used are reasonable in the current market. However, a change in these judgements and estimates would lead to different results as future market conditions can vary from those expected.

### *Provisions for impairment charges on loans*

Provisions for credit impairment represent management's best estimate of the impairment charges incurred in the loan portfolios as at the balance date. There are two components of our loan impairment provisions: Individually Assessed Provisions (IAPs) and Collectively Assessed Provisions (CAPs).

IAPs are raised where loans exceeding specified thresholds are assessed as impaired. In determining IAPs, considerations that have a bearing on the amount and timing of expected future cash flows are taken into account. For example, the business prospects of the customer, the realisable value of collateral, our position relative to other claimants, the reliability of customer information and the likely cost and duration of the work-out process. These judgements and estimates can change with time as new information becomes available or as work-out strategies evolve, resulting in revisions to the impairment provision as individual decisions are made.

CAPs are raised for impaired loans below specified thresholds and for all loans which are not individually identified as impaired. The CAPs are established on a portfolio basis taking into account the level of arrears, collateral and security, past loss experience, current economic conditions, expected default and timing of recovery based on portfolio trends. The most significant factors in establishing these provisions are estimated loss rates and related emergence periods. The future credit quality of these portfolios is subject to uncertainties that could cause actual credit losses to differ from reported loan impairment provisions. These uncertainties include the economic environment, notably interest rates, unemployment levels, payment behaviour and bankruptcy rates.

As at 30 September 2017, gross loans to customers were \$687,785 million (2016: \$665,256 million) and the provision for impairment on loans was \$2,866 million (2016: \$3,330 million).



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### *Goodwill*

Goodwill represents the excess of purchase consideration, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree, over the fair value of the identified net assets of acquired businesses. The determination of the fair value of the assets and liabilities of acquired businesses requires the exercise of management judgement. Different fair values would result in changes to the goodwill and to the post-acquisition performance of the acquisitions.

Goodwill is tested for impairment annually by determining if the carrying value of the cash-generating unit (CGU) that it has been allocated to is recoverable. The recoverable amount is the higher of the CGU's fair value less costs to sell and its value-in-use. Determination of appropriate cash flows and discount rates for the calculation of the value in use is subjective. As at 30 September 2017, the carrying value of goodwill was \$9,012 million (2016: \$9,030 million).

### *Superannuation obligations*

The actuarial valuation of our defined benefit plan obligations are dependent upon a series of assumptions, the key ones being price inflation, salary growth, mortality, morbidity, discount rate and investment returns. Different assumptions could significantly alter the amount of the difference between plan assets and defined benefit obligations and the amount recognised directly in retained profits.

The aggregate superannuation deficits across all our plans as at 30 September 2017 were \$43 million (2016: \$282 million). One plan had a superannuation surplus as at 30 September 2017 of \$48 million (2016: \$32 million).

### *Provisions (other than loan impairment charges)*

Provisions are held in respect of a range of obligations such as employee entitlements, restructuring costs, litigation provisions, non-lending losses, impairment charges on credit commitments and surplus lease space. Some of the provisions involve significant judgement about the likely outcome of various events and estimated future cash flows. Refer Note 29.

### *Income taxes*

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. All our businesses predominantly operate in jurisdictions with similar tax rates to the Australian corporate tax rate. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. For these circumstances, we hold appropriate provisions. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period where such determination is made.

### *Life insurance contract liabilities*

The actuarial valuation of life insurance contract liabilities and associated deferred policy acquisition costs are dependent upon a number of assumptions. The key factors impacting the valuation of these liabilities and related assets are the cost of providing benefits and administering the contracts, mortality and morbidity experience, discontinuance experience and the rate at which projected future cash flows are discounted.

## Income statement review

### Consolidated income statement<sup>1</sup>

For the years ending 30 September (in \$m unless otherwise indicated)	2017 US\$ <sup>2</sup>	2017 A\$	2016 A\$	2015 A\$	2014 A\$	2013 A\$
Interest income	24,486	31,232	31,822	32,295	32,248	33,009
Interest expense	(12,321)	(15,716)	(16,674)	(18,028)	(18,706)	(20,188)
Net interest income	12,165	15,516	15,148	14,267	13,542	12,821
Non-interest income	4,928	6,286	5,837	7,375	6,395	5,774
Net operating income before operating expenses and impairment charges	17,093	21,802	20,985	21,642	19,937	18,595
Operating expenses	(7,396)	(9,434)	(9,217)	(9,473)	(8,547)	(7,976)
Impairment charges	(669)	(853)	(1,124)	(753)	(650)	(847)
<b>Profit before income tax</b>	<b>9,028</b>	<b>11,515</b>	<b>10,644</b>	<b>11,416</b>	<b>10,740</b>	<b>9,772</b>
Income tax expense	(2,758)	(3,518)	(3,184)	(3,348)	(3,115)	(2,947)
<b>Net profit for the year</b>	<b>6,270</b>	<b>7,997</b>	<b>7,460</b>	<b>8,068</b>	<b>7,625</b>	<b>6,825</b>
Profit attributable to non-controlling interests	(6)	(7)	(15)	(56)	(64)	(74)
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>6,264</b>	<b>7,990</b>	<b>7,445</b>	<b>8,012</b>	<b>7,561</b>	<b>6,751</b>
Weighted average number of ordinary shares (millions)	3,355	3,355	3,313	3,140	3,114	3,103
Basic earnings per ordinary share (cents)	186.6	238.0	224.6	255.0	242.5	217.2
Diluted earnings per share (cents) <sup>3</sup>	179.8	229.3	217.8	248.2	237.6	212.5
Dividends per ordinary share (cents)	147	188	188	187	182	174
Special dividends per ordinary share (cents)	-	-	-	-	-	20
Dividend payout ratio (%) <sup>4</sup>	79.28	79.28	84.19	73.39	74.68	79.71

<sup>1</sup> Where accounting classifications have changed or where changes in accounting policy are adopted retrospectively, comparatives have been revised and may differ from results previously reported.

<sup>2</sup> Australian dollar amounts have been translated into US dollars solely for the convenience of the reader at the rate of A\$1.00 = US\$0.7840, the noon buying rate in New York City on 29 September 2017.

<sup>3</sup> Based on basic earnings per share, with the weighted average number of fully paid ordinary shares outstanding adjusted for the conversion of dilutive potential ordinary shares, issued for no consideration, and after adjusting earnings for distributions on dilutive potential ordinary shares.

<sup>4</sup> Excludes special dividends and adjusted for Treasury shares.

### Overview of performance – 2017 v 2016

Net profit attributable to owners of Westpac Banking Corporation for 2017 was \$7,990 million, an increase of \$545 million or 7% compared to 2016. Features of this result included a \$817 million or 4% increase in net operating income before operating expenses and impairment charges, a \$217 million or 2% increase in operating expenses and a \$271 million or 24% decrease in impairment charges.

Net interest income increased \$368 million or 2% compared to 2016, with total loan growth of 3%, primarily from Australian housing which grew 6%. Reported net interest margin decreased 4 basis points to 2.06% from higher funding costs, the impact of lower interest rates, and lower treasury earnings, partly offset by loan repricing.

Non-interest income increased \$449 million or 8% compared to 2016 primarily due to a \$279 million gain associated with sale of shares in BT Investment Management Limited (BTIM), a rise in trading income of \$78 million and the impact of volatility in economic hedges of \$140 million. These increases were partly offset by provisions for customer refunds, and lower wealth management and insurance income.

Operating expenses increased \$217 million or 2% compared to 2016. The rise in operating expenses includes annual salary and rental increases, higher technology expenses related to the Group's investment program, a rise in regulatory and compliance costs and expenses associated with the sale of shares in BTIM. These increases were partially offset by productivity benefits.

Impairment charges were \$271 million lower or 24% compared to 2016. Asset quality remained sound, with stressed exposures as a percentage of total committed exposures (TCE) at 1.05%, down 15 basis points over the year. The decrease in impairment charges was primarily due to significantly lower large individual provisions. Additional provisioning for these larger facilities was required in 2016, following the downgrade to impaired.

The effective tax rate of 30.6% in 2017 was higher than the 2016 effective tax rate of 29.9% as 2016 benefited from the finalisation of some prior period taxation matters.

2017 basic earnings per share were 238.0 cents per share compared to 224.6 cents per share in 2016.

The Board has determined a final dividend of 94 cents per ordinary share. The full year ordinary dividends of 188 cents is unchanged over ordinary dividends declared in 2016 and a pay-out ratio of 79.3%. The full year ordinary dividend is fully franked.

The Board considered the impact of the Bank Levy on shareholders (which equated to 2 cents per share in 2017), and decided to leave the dividend unchanged.

**Income statement review – 2017 v 2016**  
**Net interest income – 2017 v 2016**

\$m	2017	2016	2015
Interest income	31,232	31,822	32,295
Interest expense	(15,716)	(16,674)	(18,028)
<b>Net interest income</b>	<b>15,516</b>	<b>15,148</b>	<b>14,267</b>
<b>Increase/(decrease) in net interest income</b>			
Due to change in volume	855	1,313	878
Due to change in rate	(487)	(432)	(153)
<b>Change in net interest income</b>	<b>368</b>	<b>881</b>	<b>725</b>

Net interest income increased \$368 million or 2% compared to 2016. Key features include:

- 4% increase in average interest-earning assets, primarily from growth in Australian housing. Third party liquid assets increased \$11 billion or 13% in response to a \$10 billion lower Committed Liquidity Facility (CLF), which reduced from \$59 billion to \$49 billion on 1 January 2017;
- Group net interest margin decreased 4 basis points. Higher funding costs primarily from term deposit competition, the impact of lower interest rates and lower Treasury earnings were, partly offset by loan repricing and economic hedge volatility.

Total loans increased \$23.0 billion or 3% compared to 2016. Excluding foreign currency translation impacts, total loans increased \$26.0 billion or 4%.

Key features of total loan growth were:

- Australian housing loans increased \$23.0 billion or 6%. During the year, the Group further tightened origination standards, reduced new lending discounts and adjusted interest rates on different loan categories. Based on the APRA definition of investor lending, the Group's investor property lending grew 6%, below the 10% cap. Fixed rate loans increased from 17% of the portfolio in 2016 to 21% in 2017;
- Australian business loans increased \$0.3 billion, with growth in Business Bank (BB) across SME, professional services and health, largely offset by lower institutional lending including a decline in the utilisation of mortgage warehouse facilities; and
- New Zealand lending increased NZ\$2.1 billion or 3%. Housing loans grew at 4% and business lending increased 1% primarily from growth in SME and agriculture. Following the Loan to Value Ratio (LVR) restrictions imposed by the RBNZ on investor property loans (with an LVR of greater than 60%), the proportion of new flows for investor property lending decreased by 9 percentage points to 22%.

Total customer deposits increased \$20.1 billion or 4% compared to 2016. Excluding foreign currency translation impacts, customer deposits increased \$22.3 billion or 5%.

Key features of total customer deposits growth were:

- Australian customer deposits increased \$23.8 billion or 6%, with above system<sup>1</sup> growth in household deposits and growth in institutional deposits. Customers continued to direct funds to mortgage offset accounts, supporting 8% growth in Australian non-interest bearing deposits. The Group continues to focus on growing higher quality deposits in preparation for the introduction of the Net Stable Funding Ratio (NSFR) on 1 January 2018;
- New Zealand customer deposits increased NZ\$0.9 billion or 2%, with a 14% increase in non-interest bearing deposits from growth in business and consumer transaction accounts; and
- Other overseas deposits decreased \$2.6 billion or 18% due to a decline in Asian deposits.

Certificate of deposits increased \$0.5 billion or 1%, with lower balances offshore more than offset by growth in Australia.

<sup>1</sup> Source: Australian Prudential Regulation Authority (APRA)

## Interest spread and margin – 2017 v 2016

\$m	2017	2016	2015
<b>Group</b>			
Net interest income	15,516	15,148	14,267
Average interest earning assets	752,294	721,843	683,814
Average interest bearing liabilities	694,924	667,276	640,628
<b>Average net non-interest bearing assets, liabilities and equity</b>	<b>57,370</b>	<b>54,567</b>	<b>43,186</b>
Interest spread <sup>1</sup>	1.89%	1.91%	1.91%
Benefit of net non-interest bearing assets, liabilities and equity <sup>2</sup>	0.17%	0.19%	0.18%
<b>Net interest margin<sup>3</sup></b>	<b>2.06%</b>	<b>2.10%</b>	<b>2.09%</b>

<sup>1</sup> Interest spread is the difference between the average yield on all interest earning assets and the average yield on all interest bearing liabilities.

<sup>2</sup> The benefit of net non-interest bearing assets, liabilities and equity is determined by applying the average yield paid on all interest bearing liabilities to the average level of net non-interest bearing funds as a percentage of average interest earning assets.

<sup>3</sup> Net interest margin is calculated by dividing net interest income by average interest earning assets.

Net interest margin was 2.06% in 2017, down 4 basis points compared to 2016. Key drivers of the margin decrease were:

- 9 basis points increase from loan spreads primarily from the full year impact of Australian mortgage and business lending repricing in 2016 and changes to Australian mortgage rates for interest-only and investor loans during 2017. This was partly offset by broad based competition and higher short term funding costs;
- 5 basis points decrease from customer deposit spreads, driven by increased competition for term deposits in late 2016 and early 2017 and the impact of lower interest rates on the hedging of transaction deposits;
- 2 basis points decrease from higher term wholesale funding costs as the Group lengthened average tenors in preparation for the implementation of NSFR on 1 January 2018 and an increase in Additional Tier 1 and Tier 2 capital balances and the higher cost of these instruments;
- 1 basis point decrease from the introduction of the Bank Levy;
- Capital and other decreased 2 basis points primarily from the impact of lower interest rates;
- 2 basis points decrease from liquidity, due to increased holdings of third party liquid assets; and
- 1 basis point decrease from Treasury and Markets, with lower market volatility impacting returns from interest rate risk management.

## Non-interest income – 2017 v 2016

\$m	2017	2016	2015
Fees and commissions	2,755	2,755	2,942
Wealth management and insurance income	1,800	1,899	2,228
Trading income	1,202	1,124	964
Other income	529	59	1,241
<b>Non-interest income</b>	<b>6,286</b>	<b>5,837</b>	<b>7,375</b>

Non-interest income was \$6,286 million in 2017, an increase of \$449 million or 8% compared to 2016. The increase was impacted by a number of infrequent items (\$136 million), including the profit on the further sale of BTIM shares (\$279 million), provisions for customer refunds and payments related to Advice and wealth products<sup>1</sup> (\$111 million) and a revaluation loss on the Group's investments in boutique funds (\$32 million). Excluding these items, non-interest income increased \$313 million or 5% due to the impact of hedging New Zealand future earnings, higher Westpac Institutional Bank (WIB) markets income, increase in operating lease rental income and higher business lending fees, partly offset by lower wealth management and insurance income and a reduction in Australian credit card interchange fees.

Fees and commissions of \$2,755 million in 2017 were flat compared to 2016, due to:

- lower Advice income including provisions for customer refunds and payments (\$55 million);
- lower Australian credit card income (\$39 million) primarily from lower revenue associated with rewards programs and regulatory impacts on interchange rates from 1 July 2017; partly offset by

<sup>1</sup> Some of the items provided for include: payments to superannuation customers with pre-existing conditions who did not have the benefit of our improved disclosure practices and had their claims denied; payments to customers who did not receive all the benefits to which they were entitled under their 'packaged accounts'; and refunds where ongoing advice fees were paid but we were unable to demonstrate that advice service was provided in the relevant period.

- increased business lending fees (\$50 million) supported by higher line fees from business growth;
- higher New Zealand credit card income (\$41 million) primarily from a change to accounting treatment for credit card rewards scheme to align with Group practice; and
- higher transaction fees (\$15 million) from an increase in account numbers, pricing changes, and transaction volumes across the Group.

Wealth management and insurance income was \$1,800 million in 2017, a decrease of \$99 million or 5% compared to 2016 with:

- provisions for customer refunds and payments related to wealth products (\$56 million);
- insurance income decreased \$29 million, primarily from;
  - general insurance income reduced \$32 million from higher claims, including the impact of Cyclone Debbie, partly offset by a 2% increase in net earned premiums; and
  - life insurance income was little changed (down \$3 million) with higher claims partly offset by a 6% increase in net earned premiums; partly offset by
  - higher Lenders mortgage insurance (LMI) income (\$6 million) related to arrangements for mortgages with an LVR >90%;
- lower contribution from investments in boutique funds (\$26 million); and
- a decrease in funds under management (FUM) and funds under administration (FUA) income (\$13 million), with the benefit from higher asset markets and positive net flows more than offset by margin compression from the transfer of legacy products to lower fee 'MySuper' products; partly offset by
- increase in WIB wealth management income (\$6 million).

Trading income was \$1,202 million in 2017, an increase of \$78 million or 7% compared to 2016. This was primarily driven by higher WIB markets income from an increase in risk management income across fixed income, foreign exchange and commodities and higher derivative valuation adjustments.

Other income was \$529 million in 2017, an increase of \$470 million compared to 2016. This result was driven by the profit on a further sale of BTIM shares (\$279 million), the impact of hedging New Zealand future earnings (\$140 million) and higher rental income on operating leases (\$34 million) from portfolio growth.

#### Operating expenses – 2017 v 2016

\$m	2017	2016	2015
Staff expenses	4,701	4,601	4,704
Occupancy expenses	1,073	1,032	954
Technology expenses	2,008	1,929	2,288
Other expenses	1,652	1,655	1,527
<b>Total operating expenses</b>	<b>9,434</b>	<b>9,217</b>	<b>9,473</b>
Total operating expenses to net operating income ratio	43.27%	43.92%	43.77%

Operating expenses increased \$217 million or 2% compared to 2016. The key factors of the result were:

- growth in regulation and compliance expenses of \$84 million;
- higher investment related expenses of \$82 million;
- separation costs related to the sale of shares in BTIM of \$35 million; and
- productivity benefits of \$262 million largely offset growth in other operating costs.

Staff expenses were \$4,701 million, an increase of \$100 million or 2% compared to 2016. Annual salary increases, higher investment costs and separation costs related to the further sale of shares in BTIM were partly offset by productivity benefits, lower restructuring costs and reduced share based payments.

Occupancy expenses increased \$41 million or 4% compared to 2016 due to higher expenses relating to annual rental expenses and exit costs associated with retail property consolidation and branch network optimisation.

Technology expense increased \$79 million or 4% compared to 2016 largely from the completion of key elements of the Group's investment programs. This included higher amortisation of software assets (\$57 million) and higher software maintenance and licensing costs (\$36 million) from programs including the Customer Service Hub, Panorama, new payment platform and systems for regulatory and compliance purposes.

## Review of Group operations

Other expenses decreased \$3 million compared to 2016. The increase in regulatory and compliance costs have been mostly offset by lower outsourced operational costs. In addition, non-lending losses were \$8 million lower from reduced credit card and digital fraud, which has benefitted from recent enhancements to early detection capability and additional security.

### Impairment charges – 2017 v 2016

\$m	2017	2016	2015
Impairment charges	853	1,124	753
Impairment charges to average gross loans (basis points)	13	17	12

Asset quality improved through 2017 with stressed assets to total committed exposures reducing 15 basis points to 1.05%. The reduction in stress mostly reflects the work-out or return to health of a number of watchlist and substandard facilities. Impaired assets were also lower, with gross impaired assets to gross loans reducing 10 basis points to 0.22%. The reduction in impaired assets principally related to the work-out or write-off of a small number of institutional facilities. Where stress in the portfolio has emerged it can mostly be traced back to the slowdown in mining investment, sectors undergoing structural change, along with a rises in delinquencies and properties in possession in these regions, particularly in Western Australia and Queensland.

The improved asset quality and the write-off of a small number of larger impaired facilities led to a reduction in provisions which were down \$483 million. IAPs were \$389 million lower while collectively assessed provisions were \$94 million lower. Within collectively assessed provisions the economic overlay was reduced by \$66 million, ending at \$323 million as at 30 September 2017.

This trend of improved asset quality and work-out of existing stressed facilities has contributed to the reduction in impairment charges in 2017.

Impairment charges of \$853 million were down \$271 million or 24% compared to 2016.

Key movements included:

- total new IAPs less write-backs and recoveries were \$226 million lower than 2016. New IAPs decreased \$117 million primarily due to a small number of large impairments in WIB in 2016 whereas there were only two larger facilities that migrated to impaired over 2017. This was partially offset by higher new IAPs in the Business Bank and in mortgages. 2017 also benefited from a larger number of write-backs and recoveries which were \$109 million higher than 2016 as impaired facilities were worked out; and
- CAPs were \$45 million lower due to a \$66 million reduction in the economic overlay provision and a \$45 million benefit from improvement in asset quality, partially offset by a \$66 million lift in write-offs principally in personal lending associated with changes to reporting of customers granted hardship assistance.

### Income tax expense – 2017 v 2016

\$m	2017	2016	2015
Income tax expense	3,518	3,184	3,348
Tax as a percentage of profit before income tax expense (effective tax rate)	30.55%	29.91%	29.33%

The effective tax rate of 30.6% in 2017 was higher than the 2016 effective tax rate of 29.9% as 2016 benefited from the finalisation of some prior period taxation matters. The effective tax rate above the Australian corporate tax rate of 30% reflects several Additional Tier 1 instruments whose distributions are not deductible for Australian taxation purposes.

### Overview of performance – 2016 v 2015

Net profit attributable to owners for 2016 was \$7,445 million, a decrease of \$567 million or 7% compared to 2015. The 7% reduction reflected higher impairment charges in 2016 compared to 2015 and a number of significant infrequent items<sup>1</sup> in 2015 which in aggregate added \$347 million to Net profit attributable to owners which were not repeated in 2016.

Net interest income increased \$881 million or 6% compared to 2015, with total loan growth of 6% and customer deposit growth of 9%. Net interest margin increased 1 basis point to 2.10%, with repricing of mortgages including for increased regulatory capital requirements, improved customer deposit spreads and higher Treasury income, partly offset by higher wholesale funding costs, economic hedge volatility and broad based lending competition.

Non-interest income decreased \$1,538 million or 21% compared to 2015 primarily due to large infrequent items in the prior year. Infrequent items included the profit on the partial sale of BTIM and the impact of the move to equity accounting the remaining BTIM shareholding (\$1,316 million), lower profit on the sale of assets (\$102 million) and lower performance fees (\$24 million), partly offset by the derivative valuation methodology adjustment of \$122 million. Excluding these items, non-interest

<sup>1</sup> 2015 included the profit on the partial sale of the Group's shareholding in BTIM of \$665 million and several tax recoveries of \$121 million, partially offset by higher technology expenses of \$354 million and a charge of \$85 million for derivative valuation methodology changes.

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income declined \$218 million or 4% with reduced fees in WIB from lower activity and reduced credit cards income in Consumer Bank (CB) which included the impact of lower interchange rates.

Operating expenses reduced \$256 million or 3% compared to 2015. 2015 included \$505 million of higher technology expenses related to changes to accounting treatment for technology investment spending. Excluding this item, operating expenses increased \$249 million or 3% primarily from the impact of the Group's investment programs, higher compliance and regulatory expenses and higher occupancy expenses relating to operating leases in the auto and equipment finance businesses, partly offset by productivity benefits and the impact of the partial sale of BTIM.

Impairment charges increased \$371 million or 49% compared to 2015. Overall asset quality remained sound, with stressed exposures as a percentage of TCE at 1.20% while total impaired loans to total loans were 0.32%. The increase in impairment charges was primarily due to additional provisioning following the downgrade of a small number of institutional customers to impaired in first half of 2016, a rise in write-offs in the auto finance portfolio and lower write-backs.

The effective tax rate of 29.9% in 2016 was higher than the 29.3% recorded in 2015.

2016 basic earnings per share were 224.6 cents per share compared to 255.0 cents per share in 2015.

The Board has determined a final dividend of 94 cents per ordinary share. The full year ordinary dividends of 188 cents represent an increase of 1% over ordinary dividends declared in 2015 and a pay-out ratio of 84.2%. The full year ordinary dividend is fully franked.

### **Income statement review – 2016 v 2015**

#### **Net interest income – 2016 v 2015**

Net interest income increased \$881 million or 6% compared to 2015. Key features include:

- 6% increase in average interest-earning assets, primarily from growth in Australian housing;
- Group net interest margin increased 1 basis point primarily due to improved deposit spreads and Australian mortgage repricing, including for additional regulatory capital requirements, partly offset by higher wholesale funding costs, economic hedge volatility and the impact of lower interest rates.

Total loans increased \$38.6 billion or 6% compared to 2015. Excluding foreign exchange translation impacts, total loans increased \$36.7 billion or 6%.

Key features of total loan growth were:

- Australian housing loans increased \$28.3 billion or 8%, with new lending volumes up 7% and run-off increasing 3%. Following the introduction of regulatory caps on the growth in investor property lending and the introduction of differential pricing, there was some switching of mortgage loans to more appropriately reflect their current purpose. Adjusting for these movements, owner occupied lending grew a little faster than investor property lending;
- Australian business loans increased \$4.7 billion or 3% primarily in the BB, with growth in SME and diversified industries and lower growth in the property segment;
- New Zealand lending increased \$8.7 billion or 14% with business lending increasing 17% largely due to growth in property, electricity and gas and financial services. Housing increased 12% largely in facilities with a loan to value ratio (LVR) of less than 80%; and
- Other overseas loans decreased \$3.4 billion or 20% mainly from a decline in trade finance in Asia as the institutional division sought to reduce lower returning assets.

Total customer deposits increased \$39.5 billion or 9% compared to 2015, fully funding lending growth during the year. Excluding foreign exchange translation impacts, customer deposits increased \$38.9 billion or 9%.

Key features of total customer deposit growth were:

- Australian customer deposits increased \$32.2 billion or 9% with above system<sup>1</sup> growth in household deposits (term deposits up 22%) and institutional deposits largely from the State Government sector. In addition, customers continued to direct funds to mortgage offset accounts, lending to a 14% growth in Australian non-interest bearing deposits; and
- New Zealand customer deposits increased \$7.6 billion or 16%. Term deposits grew 27%, as customers moved funds to higher rate fixed term products in a falling interest rate environment.

Certificates of deposits declined \$1.7 billion or 4%, reflecting reduced reliance on wholesale funding in this form.

#### **Interest spread and margin – 2016 v 2015**

Net interest margin was 2.10% in 2016, up 1 basis point compared to 2015. Key drivers of the margin increase were:

- a 4 basis point increase from higher customer deposit spreads across term deposits, online accounts and savings deposits, partly offset by the impact of lower interest rates on transactional deposit spreads;

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<sup>1</sup> Source: Australian Prudential Regulation Authority (APRA)

- a 2 basis point increase from assets spreads. Australian mortgage repricing, including for additional regulatory capital requirements and business lending repricing were partly offset by broad based lending competition, including continued elevated levels of global liquidity impacting institutional margins and higher short term funding costs; partly offset by
- a 3 basis point decline from term wholesale funding spreads reflecting the lengthening of the average tenor in preparation for the implementation of the NSFR and investors requiring increased spreads for new issuance. This saw new issuance spreads above maturing deals; and
- a 2 basis point decline from Treasury and Markets mainly due to economic hedge volatility partly offset by improved results relating to Treasury's interest rate risk management and increased earnings from higher capital balances held centrally.

### **Non-interest income – 2016 v 2015**

Non-interest income was \$5,837 million in 2016, a decrease of \$1,538 million or 21% compared to 2015 with infrequent items having a large impact. Infrequent items included the profit on the partial sale of BTIM and the impact of the move to equity accounting (\$1,316 million), lower profit on the sale of assets (\$102 million) and lower performance fees (\$24 million), partly offset by the derivative valuation methodology adjustment of \$122 million<sup>1</sup>.

Excluding these items, non-interest income decreased \$218 million or 4% as underlying growth was more than offset by reduced fees in WIB from lower activity and reduced Australian credit cards income in CB related to regulatory changes to interchange rates.

Fees and commissions decreased \$187 million or 6% compared to 2015, largely due to:

- lower institutional fees (\$92 million) from subdued lending activity and reduced debt market issuance;
- lower Australian credit card income (\$70 million) including regulation impacts on interchange rates effective 1 November 2015; and
- lower BT Financial Group (Australia)(BTFG) fees from reduced activity; partly offset by
- higher business lending fees and transactional deposit fees from balance sheet growth.

Wealth management and insurance income decreased \$329 million or 15% compared to 2015 mainly due to the impact of the partial sale of BTIM (\$310 million) in 2015.

Excluding this item, wealth management and insurance income was little changed:

- lower contribution from Ascalon (\$42 million) as both lower asset markets and foreign currency translation impacted returns from overseas funds managed by this business;
- lower Hastings performance fees (\$24 million); and
- life insurance income was flat, as net earned premium growth and repricing was offset by a rise in the number of claims which increased the claims ratio by 2% to 36%. Lapses were also higher; partly offset by
- FUM/FUA income increased \$21 million, or 3% from positive flows;
- general insurance income grew 15% primarily from lower insurance claims related to weather events and was supported by a 2% increase in gross written premiums from growth in home and contents sales; and
- LMI income increased \$17 million related to the transitional arrangements with Arch Capital for the insurance of mortgages where the LVR is above 90%.

Trading income increased \$160 million or 17% compared to 2015, with the \$122 million impact from methodology changes to derivative valuation adjustments in 2015 not repeated<sup>1</sup>. Excluding this item, trading income was up \$38 million, primarily in WIB markets.

Other income was \$59 million in 2016, a decrease of \$1,182 million or 95% compared to 2015. This decrease reflected gains from the partial sale of BTIM (\$1,036 million) in 2015 that did not repeat, lower income from asset sales (\$102 million) and the impact of hedging New Zealand future earnings.

### **Operating expenses – 2016 v 2015**

Operating expenses decreased \$256 million or 3% compared to 2015. 2015 included \$505 million of higher technology expenses related to changes to accounting treatment for technology investment spending not repeated in 2016. Excluding this item, operating expenses increased \$249 million or 3%. The key factors of the result were:

- higher investment related expenses of \$143 million primarily due to a 20% increase in spend on Group's investment programs; and;
- growth in regulation and compliance expenses of \$90 million;
- higher occupancy expenses of \$73 million relating to operating leases in the auto and equipment finance businesses; partly offset by

<sup>1</sup> In 2015 changes were made to derivative valuation methodologies, which included the first time adoption of FVA to the fair value of derivatives.



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- lower BTIM expenses associated with the partial sale and move to equity accounting<sup>1</sup>; and
  - delivery of productivity benefits of \$263 million.

Staff expenses were \$4,601 million, a decrease of \$103 million or 2% compared to 2015. A reduction in average FTE from productivity initiatives related to digitising processes and simplifying the organisation and the removal of BTIM salary expenses were partly offset by higher restructuring costs (\$18 million) and annual salary increases.

Occupancy expenses increased \$78 million or 8% compared to 2015 due to higher occupancy expenses of \$73 million relating to operating leases in the auto and equipment finance businesses and rental expenses related to the relocation of various Sydney locations to new premises at Barangaroo. This was partly offset by the benefit of corporate property consolidation and branch network optimisation.

Technology expense decreased \$359 million or 16% compared to 2015. 2015 included \$505 million related to changes to accounting treatment for technology investment spending not repeated in 2016. Excluding this item, technology expense increased \$146 million or 8% due to higher investment spending, and directly expensing a higher proportion of that spending, which drove an increase to technology services expenses of \$97 million. Software maintenance and licence costs were higher (\$56 million) from volume increases and investment related licenses following delivery of enhancements to Westpac Live, BT Panorama and other digital innovations.

Other expenses increased \$128 million or 8% compared to 2015 largely from an increase in professional and processing services costs (\$126 million) related to the Group's investment programs, higher outsourced operational costs from increased volumes and increased regulation and compliance related expenses.

#### **Impairment charges – 2016 v 2015**

Asset quality was sound in 2016 with stressed assets to TCE increasing to 1.20%, but still remaining relatively low. The rise in stress mostly reflects the impact from a slowdown in mining investment, along with a weakening of global milk prices impacting the New Zealand dairy portfolio. Total impaired loans to total loans also remained low at 0.32%, up 2 basis points over the year. The higher impaired assets principally reflect the downgrade of a small number of institutional customers in the first half of the year. These trends were reflected in impairment charges, which increased to 17 basis points of average gross loans, but still low by historical experience.

Impairment charges of \$1,124 million were up by \$371 million or 49% compared to 2015.

Key movements included:

- total new IAPs less write-backs and recoveries were \$242 million higher than 2015. New IAPs increased \$161 million primarily from the downgrade of a small number of institutional customers, partially offset by lower new impairments in Business Bank and in Westpac New Zealand. 2015 also benefited from a larger number of write-backs and recoveries, which were \$81 million higher than 2016; and
- total new CAPs were \$129 million higher due to a \$109 million increase in write-offs, principally for the auto finance portfolio. The impact from other changes in CAPs was also lower, adding \$20 million to the impairment charge. Total economic overlays were \$1 million higher compared to 2015 with a balance of \$389 million.

#### **Income tax expense – 2016 v 2015**

The effective tax rate of 29.9% in 2016 was marginally higher than the 2015 effective tax rate of 29.3%. This increase was largely due to lower benefits following the finalisation of prior period taxation matters in 2016.

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<sup>1</sup> Refer to divisional results of BTFG for more detail.

## Balance sheet review

### Selected consolidated balance sheet data<sup>1</sup>

The detailed components of the balance sheet are set out in the notes to the financial statements.

As at 30 September	2017 US\$m <sup>2</sup>	2017 A\$m	2016 A\$m	2015 A\$m	2014 A\$m	2013 A\$m
Cash and balances with central banks	14,423	18,397	17,015	14,770	25,760	11,699
Receivables due from other financial institutions	5,588	7,128	9,951	9,583	7,424	11,210
Trading securities and financial assets designated at fair value and available-for-sale securities	67,451	86,034	81,833	82,287	81,933	79,100
Derivative financial instruments	18,842	24,033	32,227	48,173	41,404	28,356
Loans	536,976	684,919	661,926	623,316	580,343	536,164
Life insurance assets	8,344	10,643	14,192	13,125	11,007	13,149
All other assets	16,246	20,721	22,058	20,902	22,971	21,419
<b>Total assets</b>	<b>667,870</b>	<b>851,875</b>	<b>839,202</b>	<b>812,156</b>	<b>770,842</b>	<b>701,097</b>
Payables due to other financial institutions	17,175	21,907	18,209	18,731	18,636	8,836
Deposits and other borrowings	418,335	533,591	513,071	475,328	460,822	424,482
Other financial liabilities at fair value through income statement	3,180	4,056	4,752	9,226	19,236	10,302
Derivative financial instruments	19,894	25,375	36,076	48,304	39,539	32,990
Debt issues	131,991	168,356	169,902	171,054	152,251	144,133
Life insurance liabilities	7,071	9,019	12,361	11,559	9,637	11,938
All other liabilities	8,282	10,563	10,845	10,199	10,526	11,549
Total liabilities excluding loan capital	605,928	772,867	765,216	744,401	710,647	644,230
Total loan capital	13,850	17,666	15,805	13,840	10,858	9,330
<b>Total liabilities</b>	<b>619,778</b>	<b>790,533</b>	<b>781,021</b>	<b>758,241</b>	<b>721,505</b>	<b>653,560</b>
<b>Net assets</b>	<b>48,092</b>	<b>61,342</b>	<b>58,181</b>	<b>53,915</b>	<b>49,337</b>	<b>47,537</b>
Total equity attributable to owners of Westpac Banking Corporation	48,050	61,288	58,120	53,098	48,456	46,674
Non-controlling interests	42	54	61	817	881	863
<b>Total shareholders' equity and non-controlling interests</b>	<b>48,092</b>	<b>61,342</b>	<b>58,181</b>	<b>53,915</b>	<b>49,337</b>	<b>47,537</b>
<b>Average balances</b>						
Total assets	677,788	864,525	843,555	798,703	737,124	688,295
Loans and other receivables <sup>3</sup>	515,917	658,058	629,159	594,200	559,789	516,482
Total equity attributable to owners of Westpac Banking Corporation	45,908	58,556	55,896	49,361	46,477	44,350
Non-controlling interests	16	20	575	854	862	1,972

<sup>1</sup> Where accounting classifications have changed or where changes in accounting policy are adopted retrospectively, comparatives have been revised and may differ from results previously reported.

<sup>2</sup> Australian dollar amounts have been translated into US dollars solely for the convenience of the reader at the rate of A\$1.00 = US\$0.7840, the noon buying rate in New York City on 29 September 2017.

<sup>3</sup> Includes interest earning balances. Other receivables include cash and balances with central banks and other interest earning assets.

## Summary of consolidated ratios

As at 30 September (in \$m unless otherwise indicated)	2017 US\$ <sup>1</sup>	2017 A\$	2016 A\$	2015 A\$	2014 A\$	2013 A\$
<b>Profitability ratios (%)</b>						
Net interest margin <sup>2</sup>	2.06	2.06	2.10	2.09	2.09	2.14
Return on average assets <sup>3</sup>	0.92	0.92	0.88	1.00	1.03	0.98
Return on average ordinary equity <sup>4</sup>	13.65	13.65	13.32	16.23	16.27	15.22
Return on average total equity <sup>5</sup>	13.64	13.64	13.18	15.96	15.97	14.57
<b>Capital ratios (%)</b>						
Average total equity to average total assets	6.78	6.78	6.69	6.29	6.42	6.73
Common equity Tier 1	10.56	10.56	9.48	9.50	8.97	9.10
Tier 1 ratio	12.66	12.66	11.17	11.38	10.56	10.65
Total capital ratio	14.82	14.82	13.11	13.26	12.28	12.25
<b>Earning ratios</b>						
Basic earnings per ordinary share (cents) <sup>6</sup>	186.6	238.0	224.6	255.0	242.5	217.2
Diluted earnings per ordinary share (cents) <sup>7</sup>	179.8	229.3	217.8	248.2	237.6	212.5
Dividends per ordinary share (cents)	147	188	188	187	182	174
Special dividends per ordinary share (cents)	-	-	-	-	-	20
Dividend payout ratio (%)	79.28	79.28	84.19	73.39	74.68	79.71
<b>Credit quality ratios</b>						
Impairment charges on loans written off (net of recoveries)	1,167	1,488	1,052	1,107	1,302	1,323
Impairment charges on loans written off (net of recoveries) to average loans (bps)	22	22	16	18	23	25

<sup>1</sup> Australian dollar amounts have been translated into US dollars solely for the convenience of the reader at the rate of A\$1.00 = US\$0.7840, the noon buying rate in New York City on 29 September 2017.

<sup>2</sup> Calculated by dividing net interest income by average interest earning assets.

<sup>3</sup> Calculated by dividing net profit attributable to owners of Westpac Banking Corporation by average total assets.

<sup>4</sup> Calculated by dividing net profit attributable to owners of Westpac Banking Corporation by average ordinary equity.

<sup>5</sup> Calculated by dividing net profit attributable to owners of Westpac Banking Corporation by average ordinary equity and non-controlling interests.

<sup>6</sup> Based on the weighted average number of fully paid ordinary shares.

<sup>7</sup> Based on basic earnings per share, with the weighted average number of fully paid ordinary shares outstanding adjusted for the conversion of dilutive potential ordinary shares, issued for no consideration, and after adjusting earnings for distributions on dilutive potential ordinary shares.

## Balance sheet review

### Assets – 2017 v 2016

Total assets as at 30 September 2017 were \$851.9 billion, an increase of \$12.7 billion or 2% compared to 30 September 2016.

Significant movements during the year included:

- cash and balances with central banks increased \$1.4 billion or 8% reflecting higher liquid assets;
- receivables due from other financial institutions decreased \$2.8 billion or 28% mainly due to reduction in collateral posted with derivative counterparties;
- trading securities and financial assets designated at fair value and available-for-sale securities increased \$4.2 billion or 5% in response to a CLF reduction on 1 January 2017;
- derivative assets decreased \$8.2 billion or 25% mainly driven by the closing out of positions via cash settlement, partly offset by movements in foreign currency translation impacts on cross currency swaps and forward contracts;
- loans grew \$23.0 billion or 3%. Refer to loan quality – 2017 v 2016 below for further information; and
- life insurance assets decreased \$3.5 billion or 25% mainly due to the deconsolidation of 16 managed funds as a result of a decline in the Group's unit holdings.

## Liabilities and equity – 2017 v 2016

Total liabilities as at 30 September 2017 were \$790.5 billion, an increase of \$9.5 billion or 1% compared to 30 September 2016. Significant movements during the year included:

- payables due to other financial institutions increased \$3.7 billion or 20% due to increased funding of securities through repurchase agreement and interbank borrowings, partially offset by lower offshore central bank deposits;
- deposits and other borrowings increased \$20.5 billion or 4%;
- other financial liabilities at fair value through the income statement decreased \$0.7 billion or 15% reflecting reduced securities sold through repurchase agreements;
- derivative liabilities decreased \$10.7 billion or 30% mainly driven by the closing out of positions via cash settlement, partly offset by movements in foreign currency translation impacts on cross currency swaps and forward contracts;
- debt issues decreased \$1.5 billion or 1% (\$1.7 billion or 1% increase excluding foreign currency translation impacts);
- life insurance liabilities decreased \$3.3 billion or 27% mainly due to the deconsolidation of 16 managed funds as a result of a decline in the Group's unit holdings; and
- loan capital increased \$1.9 billion or 12% mainly due to issuances of \$1.6 billion of USD Additional Tier 1 securities and net issuances of \$0.3 billion of Tier 2 subordinated notes. During the year \$2.5 billion of Tier 2 Basel III fully compliant subordinated notes were issued, mostly offset by the redemption of \$2.2 billion of Tier 2 Basel III transitional subordinated notes (including foreign currency translation impacts).

Equity attributable to owners of Westpac Banking Corporation increased \$3.2 billion reflecting additional retained profits less dividends paid during the period and shares issued under the 2017 interim DRP and 2016 final DRP.

## Loan quality – 2017 v 2016

\$m	As at 30 September		
	2017	2016	2015
<b>Total gross loans<sup>1</sup></b>	<b>687,785</b>	<b>665,256</b>	<b>626,344</b>
<b>Average gross loans</b>			
Australia	588,920	562,633	526,378
New Zealand	72,269	67,686	62,508
Other overseas	12,837	15,112	15,906
<b>Total average gross loans</b>	<b>674,026</b>	<b>645,431</b>	<b>604,792</b>

<sup>1</sup> Gross loans are stated before related provisions for impairment.

Total gross loans represented 81% of the total assets of the Group as at 30 September 2017, compared to 79% in 2016.

Australia average gross loans were \$588.9 billion in 2017, an increase of \$26.3 billion or 5% from \$562.6 billion in 2016. This increase was primarily due to growth in housing lending.

New Zealand average gross loans were \$72.3 billion in 2017, an increase of \$4.6 billion or 7% from \$67.7 billion in 2016. This increase was primarily due to growth in housing lending.

Other overseas average loans were \$12.8 billion in 2017, a decrease of \$2.3 billion or 15% from \$15.1 billion in 2016. This was primarily due to a decline in Asia.

Approximately 13.1% of the loans at 30 September 2017 mature within one year and 18.9% mature between one year and five years. Retail lending comprises the majority of the loan portfolio maturing after five years.

\$m	As at 30 September				
	2017	2016	2015	2014	2013
<b>Impaired loans</b>					
Non-performing loans <sup>1</sup> :					
Gross	1,142	1,851	1,593	2,030	3,249
Impairment provisions	(507)	(885)	(689)	(862)	(1,363)
Net	635	966	904	1,168	1,886
Restructured loans:					
Gross	27	31	39	93	156
Impairment provisions	(12)	(16)	(16)	(44)	(56)
Net	15	15	23	49	100
Overdrafts, personal loans and revolving credit facilities greater than 90 days past due:					
Gross	373	277	263	217	195
Impairment provisions	(195)	(166)	(172)	(141)	(135)
Net	178	111	91	76	60
<b>Net impaired loans</b>	<b>828</b>	<b>1,092</b>	<b>1,018</b>	<b>1,293</b>	<b>2,046</b>
<b>Provisions for impairment on loans and credit commitments</b>					
Individually assessed provisions	480	869	669	867	1,364
Collectively assessed provisions	2,639	2,733	2,663	2,614	2,585
<b>Total provisions for impairment on loans and credit commitments</b>	<b>3,119</b>	<b>3,602</b>	<b>3,332</b>	<b>3,481</b>	<b>3,949</b>
<b>Loan quality</b>					
Total impairment provisions for impaired loans to total impaired loans <sup>2</sup>	46.30%	49.42%	46.28%	44.76%	43.17%
Total impaired loans to total loans	0.22%	0.32%	0.30%	0.40%	0.67%
Total provisions for impairment on loans and credit commitments to total loans	0.45%	0.54%	0.53%	0.60%	0.73%
Total provisions for impairment on loans and credit commitments to total impaired loans	202.3%	166.8%	175.8%	148.8%	109.7%

<sup>1</sup> Non-performing loans are loans with an impaired internal risk grade, excluding restructured assets.

<sup>2</sup> Impairment provisions relating to impaired loans include IAP plus the proportion of the CAP that relate to impaired loans. The proportion of the CAP that relates to impaired loans was \$234 million as at 30 September 2017 (2016: \$198 million, 2015: \$208 million, 2014: \$180 million, 2013: \$190 million). This sum is compared to the total gross impaired loans to determine this ratio.

The credit quality of the portfolio improved over 2017, with total stressed exposures to TCE remaining low. Total impaired loans as a percentage of total gross loans were 0.22% at 30 September 2017, a decrease of 0.10% from 0.32% at 30 September 2016.

At 30 September 2017, we had one impaired counterparty with exposure greater than \$50 million, accounting for 5% of total impaired loans. This compares to four impaired counterparties with exposure greater than \$50 million in 2016 accounting for 30% of total impaired loans. There were four impaired exposures at 30 September 2017 that were less than \$50 million and greater than \$20 million (2016: seven impaired exposures).

At 30 September 2017, 78% of our exposure was to either investment grade or secured consumer mortgage segment (2016: 78%, 2015: 77%, 2014: 77%) and 96% of our exposure as at 30 September 2017 was in Australia, New Zealand and the Pacific region (2016: 96%, 2015: 95%, 2014: 95%).

We believe that Westpac remains appropriately provisioned. Total impairment provisions for impaired loans to total impaired loans coverage at 46.3% at 30 September 2017 compared to 49.4% at 30 September 2016. Total provisions for impairment on loans and credit commitments to total impaired loans represented 202.3% of total impaired loans as at 30 September 2017, up from 166.8% at 30 September 2016. Total provisions for impairments on loans and credit commitments to total loans were 0.45% at 30 September 2017, down from 0.54% at 30 September 2016 (2015: 0.53%).

Group mortgage loans 90 days past due at 30 September 2017 were 0.62% of outstandings, up from 0.61% of outstandings at 30 September 2016 (2015: 0.42%).

Group other consumer loan delinquencies (including credit card and personal loan products) were 1.57% of outstandings as at 30 September 2017, an increase of 46 basis points from 1.11% of outstandings as at 30 September 2016 (2015: 1.07%).

Potential problem loans as at 30 September 2017 amounted to \$1,247 million, a decrease of 13% from \$1,436 million at 30 September 2016. The decrease in potential problem loans was mainly due to the upgrade of loans that were impacted by the downturn in the New Zealand dairy portfolio.

Potential problem loans are facilities that are performing and no loss is expected, but the customer demonstrates significant weakness in debt servicing or security cover that could jeopardise repayment of debt on current terms if not rectified. Potential problem loans are identified using established credit frameworks and policies, which include the ongoing monitoring of facilities through the use of watchlists.

### Capital resources

APRA measures an ADI's regulatory capital using three measures:

- Common Equity Tier 1 Capital (CET1) comprises the highest quality components of capital that consists of paid-up share capital, retained profits and certain reserves, less certain intangible assets, capitalised expenses and software, and investments and retained profits in insurance and funds management subsidiaries that are not consolidated for capital adequacy purposes;
- Tier 1 Capital being the sum of CET1 and Additional Tier 1 Capital. Additional Tier 1 Capital comprises high quality components of capital that consists of certain securities not included in CET1, but which include loss absorbing characteristics; and
- Total Capital being the sum of Tier 1 Capital and Tier 2 Capital. Tier 2 Capital includes subordinated instruments and other components of capital that, to varying degrees, do not meet the criteria for Tier 1 Capital, but nonetheless contribute to the overall strength of an ADI and its capacity to absorb losses.

Under APRA's Prudential Standards, Australian ADIs, including Westpac, are required to maintain a minimum CET1 ratio of at least 4.5%, Tier 1 ratio of at least 6.0% and Total Regulatory Capital of at least 8.0%. APRA may also require ADIs, including Westpac, to meet Prudential Capital Requirements (PCRs) above the minimum capital ratios. APRA does not allow the PCRs for individual ADIs to be disclosed.

APRA also requires ADIs to hold additional CET1 buffers comprising of:

- a capital conservation buffer (CCB) of 3.5%, for ADI's designated by APRA as domestic systemically important banks (D-SIBs) (unless otherwise determined by APRA), which includes a 1.0% surcharge for D-SIBs. APRA has determined that Westpac is a D-SIB; and
- a countercyclical buffer. The countercyclical buffer is set on a jurisdictional basis and APRA is responsible for setting the requirement in Australia. The countercyclical buffer requirement is currently set to zero for Australia and New Zealand.

Collectively, the above buffers are referred to as the "Capital Buffer". Should the CET1 capital ratio fall within the capital buffer range, restrictions on the distributions of earnings will apply. This includes restrictions on the amount of earnings that can be distributed through dividends, Additional Tier 1 Capital distributions and discretionary staff bonuses.

### Capital management strategy

Westpac's approach to capital management seeks to balance the fact that capital is an expensive form of funding with the need to be adequately capitalised. Westpac considers the need to balance efficiency, flexibility and adequacy when determining sufficiency of capital and when developing capital management plans.

Westpac evaluates these considerations through an Internal Capital Adequacy Assessment Process (ICAAP), the key features of which include:

- the development of a capital management strategy, including consideration of regulatory minimums, capital buffers and contingency plans;
- consideration of both economic and regulatory capital requirements;
- a stress testing framework that challenges the capital measures, coverage and requirements including the impact of adverse economic scenarios; and
- consideration of the perspectives of external stakeholders including rating agencies and equity and debt investors.

In light of APRA's announcement on "unquestionably strong" capital on 19 July 2017, Westpac has ceased to use its preferred range of 8.75% to 9.25% as a guide to managing capital levels. Westpac will revise its preferred range for the CET1 ratio once APRA finalises its review of the capital adequacy framework. In the interim, Westpac will seek to operate with a CET1 ratio of at least 10.5% in March and September as measured under the existing capital framework. This also takes into consideration:

- current regulatory capital minimums and the CCB, which together are the total CET1 requirement;
- stress testing to calibrate an appropriate buffer against a downturn; and
- quarterly volatility of capital ratios due to the half yearly cycle of ordinary dividend payments.

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### Basel Capital Accord

APRA's risk-based capital adequacy standards are generally consistent with the International Regulatory Framework for Banks, also known as Basel III, issued by the Basel Committee on Banking Supervision (BCBS), except where APRA has exercised certain discretions. On balance, the application of these discretions acts to reduce capital ratios reported under APRA's Prudential Standards relative to the BCBS approach and to those reported in some other jurisdictions.

Westpac is accredited by APRA to apply advanced models permitted by the Basel III global capital adequacy regime to the measurement of its regulatory capital requirements. Westpac uses the Advanced Internal Ratings Based approach for credit risk, the Advanced Measurement Approach (AMA) for operational risk and the internal model approach for Interest Rate Risk in the Banking Book (IRRBB).

Westpac's Level 2 regulatory capital ratios as at 30 September are summarised in the table below. As the table summarises Westpac's Level 2 regulatory capital structure, the capital amounts shown are not the same as the Westpac Group's consolidated financial statements. Westpac's Pillar 3 Report provides further details regarding Westpac's capital structure.

\$m	2017	2016
Common equity	60,520	57,235
Deductions from common equity	(17,850)	(18,360)
<b>Total common equity after deductions</b>	<b>42,670</b>	<b>38,875</b>
Additional Tier 1 capital	8,505	6,910
<b>Net Tier 1 regulatory capital</b>	<b>51,175</b>	<b>45,785</b>
Tier 2 capital	8,952	8,201
Deductions from Tier 2 capital	(217)	(218)
Total Tier 2 capital after deductions	8,735	7,983
<b>Total regulatory capital</b>	<b>59,910</b>	<b>53,768</b>
Credit risk	349,258	358,812
Market risk	8,094	7,861
Operational risk	31,229	33,363
Interest rate risk in the banking book	11,101	5,373
Other assets	4,553	4,644
<b>Total risk weighted assets</b>	<b>404,235</b>	<b>410,053</b>
<b>Common Equity Tier 1 capital ratio</b>	<b>10.56%</b>	<b>9.48%</b>
Additional Tier 1 capital ratio	2.10%	1.69%
<b>Tier 1 capital ratio</b>	<b>12.66%</b>	<b>11.17%</b>
Tier 2 capital ratio	2.16%	1.94%
<b>Total regulatory capital ratio</b>	<b>14.82%</b>	<b>13.11%</b>

Refer to 'Significant developments' in Section 1 for a discussion on future regulatory developments that may impact upon capital requirements.

## Review of Group operations

### Purchase of equity securities

The following table details share repurchase activity for the year ended 30 September 2017:

Month	Total Number of Ordinary Shares Purchased	Average Price Paid per Ordinary Share \$	Total Number of Ordinary Shares Purchased as Part of a Publicly Announced Program	Maximum Number (or Approximate \$ Value) of Ordinary Shares that May Yet Be Purchased Under the Plans or Programs
October (2016)	121,858	30.27	-	n/a
November (2016)	1,020,106	31.01	-	n/a
December (2016)	1,959,777	32.19	-	n/a
January (2017)	44,712	32.70	-	n/a
February (2017)	149,914	32.89	-	n/a
March (2017)	218,255	34.39	-	n/a
April (2017)	40,622	34.85	-	n/a
May (2017)	118,763	34.55	-	n/a
June (2017)	5,258	30.36	-	n/a
July (2017)	55,821	32.22	-	n/a
August (2017)	38,998	32.10	-	n/a
September (2017)	8,493	31.39	-	n/a
<b>Total</b>	<b>3,782,577</b>	<b>32.07</b>	<b>-</b>	<b>-</b>

Purchases of ordinary shares during the year were made on market and relate to the following:

- to deliver to eligible employees under the Employee Share Plan (ESP): 862,912 ordinary shares;
- to deliver to employees upon the exercise of options and performance share rights: 521,016 ordinary shares;
- Treasury shares held by statutory life funds and managed investment schemes and ordinary shares held by Westpac in respect of equity derivatives sold to customers: 275,014 ordinary shares; and
- to allocate to eligible employees under the Restricted Share Plan (RSP): 2,123,635 ordinary shares.

Refer to Note 32 to the financial statements for a discussion of Treasury share purchases.

### Commitments

#### Contractual obligations and commitments

In connection with our operating activities we enter into certain contractual obligations and commitments. The following table shows our significant contractual obligations as at 30 September 2017:

\$m	Up to 1 Year	Over 1 to 3 Years	Over 3 to 5 Years	Over 5 Years	Total
On balance sheet long-term debt <sup>1</sup>	24,121	56,473	40,938	20,259	141,791
Operating leases <sup>2</sup>	548	913	678	1,994	4,133
<b>Total contractual cash obligations</b>	<b>24,669</b>	<b>57,386</b>	<b>41,616</b>	<b>22,253</b>	<b>145,924</b>

<sup>1</sup> Refer to Note 19 to the financial statements for details of on balance sheet long-term debt.

<sup>2</sup> Refer to Note 30 to the financial statements for details of operating leases.

The above table excludes deposits and other liabilities taken in the normal course of banking business and short-term and undated liabilities.

#### Commercial commitments<sup>1</sup>

The following table shows our significant commercial commitments as at 30 September 2017:

\$m	Up to 1 Year	Over 1 to 3 Years	Over 3 to 5 Years	Over 5 Years	Total
Letters of credit and guarantees	8,797	2,860	1,009	2,794	15,460
Commitments to extend credit	66,663	34,523	16,906	60,351	178,443
Other	-	-	100	548	648
<b>Total commercial commitments</b>	<b>75,460</b>	<b>37,383</b>	<b>18,015</b>	<b>63,693</b>	<b>194,551</b>

<sup>1</sup> The numbers in this table are notional amounts (refer to Note 31 to the financial statements).



# Divisional performance

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## Divisional performance – 2017 v 2016

Westpac reports under the following five primary customer-facing business divisions:

- Consumer Bank, which we refer to as CB: responsible for all Australian consumer relationships across all brands;
- Business Bank, which we refer to as BB: responsible for all Australian business and commercial consumer relationships across all brands;
- BT Financial Group (Australia), which we refer to as BTFG: responsible for the Group's wealth management, insurance and private banking businesses;
- Westpac Institutional Bank, which we refer to as WIB: responsible for the relationship with institutional and corporate customers, along with the Group's international operations including Asia and the Pacific; and
- Westpac New Zealand: responsible for all customer segments in New Zealand.

Group Businesses include Treasury, Group Technology and Core Support.

The Group has completed an update to its capital allocation framework. The update further improves the alignment of capital held by divisions with regulatory capital requirements. Divisional results have been restated for 2016 and 2015 to ensure comparability with 2017 results (refer to Note 2 to the financial statements for the disclosure of the Group's reportable operating segments and revisions to capital allocation).

The accounting standard AASB 8 *Operating Segments* requires segment results to be presented on a basis that is consistent with information provided internally to Westpac's key decision makers. In assessing financial performance, including divisional results, Westpac Group uses a measure of performance referred to as 'cash earnings'. Cash earnings is viewed as a measure of the level of profit that is generated by ongoing operations and is therefore considered in assessing distributions, including dividends. Cash earnings is neither a measure of cash flow nor net profit determined on a cash accounting basis, as it includes non-cash items reflected in net profit determined in accordance with AAS. To calculate cash earnings, the specific adjustments to the net profit attributable to owners of Westpac Banking Corporation include both cash and non-cash items and are outlined below. Management believes this allows the Group to more effectively assess performance for the current period against prior periods and to compare performance across business divisions and across peer companies.

A reconciliation of cash earnings to net profit attributable to owners of Westpac Banking Corporation for each business division is set out in Note 2 to the financial statements.

To determine cash earnings, three categories of adjustments are made to statutory results:

- material items that key decision makers at Westpac believe do not reflect ongoing operations;
- items that are not considered when dividends are recommended, such as the amortisation of intangibles, impact of Treasury shares and economic hedging impacts; and
- accounting reclassifications between individual line items that do not impact statutory results.

The discussion of our divisional performance in this section is presented on a cash earnings basis unless otherwise stated. Cash earnings is not directly comparable to statutory results presented in other parts of this Annual Report.

Outlined below are the cash earnings adjustments to the reported result:

- amortisation of intangible assets: The merger with St. George and the acquisition of select Lloyds' Australian businesses resulted in the recognition of identifiable intangible assets. Notional identifiable intangible assets were also recognised within the carrying value of BTIM during the period this investment was equity accounted. The intangible assets recognised relate to core deposits, customer relationships, management contracts and distribution relationships. These intangible items are amortised over their useful lives, ranging between four and twenty years. This amortisation (excluding capitalised software) is a cash earnings adjustment because it is a non-cash flow item and does not affect cash distributions available to shareholders;
- acquisition, transaction and integration expenses: Costs associated with the acquisition of select Lloyds' Australian businesses were treated as a cash earnings adjustment as they do not reflect the earnings expected from the acquired businesses following the integration period;
- capitalised technology cost balances: Following changes to the Group's technology and digital strategy, rapid changes in technology and evolving regulatory requirements, a number of accounting changes were introduced in 2015, including moving to an accelerated amortisation methodology for most existing assets with a useful life of greater than three years, writing off the capitalised cost of regulatory program assets where the regulatory requirements have changed and directly expensing more project costs. The expense recognised in 2015 to reduce the carrying value of impacted assets was treated as a cash earnings adjustment given its size and that it does not reflect ongoing operations;
- fair value on economic hedges (which do not qualify for hedge accounting under AAS) comprise:
  - the unrealised fair value (gain)/loss on foreign exchange hedges of future New Zealand earnings impacting non-interest income is reversed in deriving cash earnings as they may create a material timing difference on reported results but do not affect the Group's cash earnings over the life of the hedge; and

## Divisional performance

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- the unrealised fair value (gain)/loss on hedges of accrual accounted term funding transactions are reversed in deriving cash earnings as they may create a material timing difference on reported results but do not affect the Group's cash earnings over the life of the hedge;
- ineffective hedges: The unrealised (gain)/loss on ineffective hedges is reversed in deriving cash earnings for the period because the gain or loss arising from the fair value movement in these hedges reverses over time and does not affect the Group's profits over time;
- Lloyds tax adjustments: Tax adjustments arising from the acquisition of Lloyds have been treated as a cash earnings adjustment in line with our treatment of Lloyds acquisition and integration costs;
- sale of BTIM shares: During 2015 the Group recognised a significant gain following the partial sale of the Group's shareholding in BTIM. This gain has been treated as a cash earnings adjustment given its size and that it does not reflect ongoing operations. During 2017 the Group recognised a gain, net of costs, following the further sell down of the Group's shareholding in BTIM. Consistent with previous treatment this gain has been treated as a cash earnings adjustment given its size and that it does not reflect ongoing operations. The Group has indicated that it may sell the remaining 10% shareholding in BTIM at some future date. Any future gain or loss on the sale will similarly be excluded from the calculation of cash earnings;
- Treasury shares: Under AAS, Westpac shares held by the Group in the managed funds and life businesses are deemed to be Treasury shares and the results of holding these shares cannot be recognised as income in the reported results. In deriving cash earnings, these results are included to ensure there is no asymmetrical impact on the Group's profits because the Treasury shares support policyholder liabilities and equity derivative transactions which are re-valued in determining income;
- accounting reclassifications between individual line items that do not impact reported results comprise:
  - in 2017 the Group changed the accounting treatment for Westpac New Zealand credit card rewards scheme to align with Group practice. This change has no impact on cash earnings or reported profit but it has led to the restatement of non-interest income and operating expenses, within cash earnings, in prior periods. Components of reported profit have not been changed;
  - policyholder tax recoveries: Income and tax amounts that are grossed up to comply with the AAS accounting standard covering Life Insurance Business (policyholder tax recoveries) are reversed in deriving income and taxation expense on a cash earnings basis; and
  - operating leases: Under AAS rental income on operating leases is presented gross of the depreciation of the assets subject to the lease. These amounts are offset in deriving non-interest income and operating expenses on a cash earnings basis.

The guidance provided in Australian Securities and Investments Commission (ASIC) Regulatory Guide 230 has been followed when presenting this information.

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**Cash earnings and assets by division**

The following tables present, for each of the key divisions of our business, the cash earnings and total assets at the end of the financial years ended 30 September 2017, 2016 and 2015. Refer to Note 2 to the financial statements for the disclosure of our geographic and business segments and the reconciliation to net profit attributable to owners of Westpac Banking Corporation.

**Cash earnings by business division**

<b>\$m</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Consumer Bank	3,104	2,984	2,625
Business Bank	2,099	1,975	1,957
BT Financial Group (Australia)	771	868	906
Westpac Institutional Bank	1,304	1,106	1,357
Westpac New Zealand	916	825	863
Group Businesses	(132)	64	112
<b>Total cash earnings</b>	<b>8,062</b>	<b>7,822</b>	<b>7,820</b>

**Total assets by business division**

<b>\$bn</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Consumer Bank	369.5	351.5	328.6
Business Bank	161.1	156.8	149.3
BT Financial Group (Australia)	35.2	38.2	35.8
Westpac Institutional Bank	102.9	110.4	127.3
Westpac New Zealand	81.3	82.1	71.5
Group Businesses	101.9	100.2	99.7
<b>Total assets</b>	<b>851.9</b>	<b>839.2</b>	<b>812.2</b>

In presenting divisional results on a management reporting basis, internal charges and transfer pricing adjustments are included in the performance of each division reflecting the management structure rather than the legal entity (these results cannot be compared to results for individual legal entities). Where management reporting structures or accounting classifications have changed, financial results for comparative periods have been revised and may differ from results previously reported.

Our internal transfer pricing frameworks facilitate risk transfer, profitability measurement, capital allocation and business unit alignment, tailored to the jurisdictions in which we operate. Transfer pricing allows us to measure the relative contribution of our products and divisions to the Group's interest margin and other dimensions of performance. Key components of our transfer pricing frameworks are funds transfer pricing for interest rate and liquidity risk and allocation of basis and contingent liquidity costs, including capital allocation.

## Divisional performance

### Consumer Bank

Consumer Bank (CB) is responsible for sales and service to consumer customers in Australia under the Westpac, St.George, BankSA, Bank of Melbourne and RAMS brands. Activities are conducted through a dedicated team of specialist consumer relationship managers along with an extensive network of branches, call centres and ATMs. Customers are also supported by a range of internet and mobile banking solutions. CB also works in an integrated way with BTFG and WIB in the sales and service of select financial services and products including in wealth and foreign exchange. The revenue from these products is mostly retained by the product originator.

#### Financial performance

\$m	2017	2016	2015
Net interest income	7,509	7,175	6,403
Non-interest income	802	850	940
<b>Net operating income before operating expenses and impairment charges</b>	<b>8,311</b>	<b>8,025</b>	<b>7,343</b>
Operating expenses	(3,337)	(3,270)	(3,113)
Impairment charges	(541)	(492)	(478)
<b>Profit before income tax</b>	<b>4,433</b>	<b>4,263</b>	<b>3,752</b>
Income tax expense	(1,329)	(1,279)	(1,127)
<b>Cash earnings for the year</b>	<b>3,104</b>	<b>2,984</b>	<b>2,625</b>
Net cash earnings adjustments	(116)	(116)	(116)
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>2,988</b>	<b>2,868</b>	<b>2,509</b>
	<b>\$bn</b>	<b>\$bn</b>	<b>\$bn</b>
Deposits and other borrowings	191.8	180.6	168.2
Net loans	362.5	344.8	320.7
Total assets	369.5	351.5	328.6
Total operating expenses to net operating income ratio	40.15%	40.75%	42.39%

#### 2017 v 2016

The 4% rise in cash earnings to \$3,104 million, was due to balance sheet growth and disciplined expense management.

Net interest income up \$334 million, 5%	<ul style="list-style-type: none"> <li>mortgages growth was slightly below system<sup>1</sup>. The decline in other lending was in credit cards and personal loans (in line with lower system<sup>1</sup> balances);</li> <li>the above system growth in deposits included a 9% lift in transaction account balances; and</li> <li>net interest margin was 3 basis points lower primarily from higher wholesale funding and deposits costs, partly offset by some repricing and continued discipline on discounting.</li> </ul>
Non-interest income down \$48 million, 6%	<ul style="list-style-type: none"> <li>decline mostly due to lower cards income (net impact of interchange fee changes, loyalty point redemption costs, and a prior year benefit not repeated) and provisions for customer refunds and payments; partly offset by;</li> <li>some fee repricing and higher foreign exchange income.</li> </ul>
Operating expenses up \$67 million, 2%	<ul style="list-style-type: none"> <li>higher technology and investment related costs;</li> <li>a rise in regulatory and compliance spending;</li> <li>increased product development and marketing costs; and</li> <li>productivity benefits largely offset business as usual expense increases.</li> </ul>
Impairment charges up \$49 million, 10%	<ul style="list-style-type: none"> <li>higher impairments were mostly due to an increase in mortgage IAPs for regions impacted by the slowing of the mining investment cycle and CAPs for hardship changes in the other consumer lending portfolio; and</li> <li>90+ day other consumer loan delinquencies were higher mostly due to changes in the measurement and reporting of customers in hardship arrangements. Excluding hardship changes, 90+ day delinquencies improved.</li> </ul>

For a discussion of the results of CB for 2016 v 2015, refer to 'Divisional performance – 2016 v 2015'.

<sup>1</sup> Source: RBA September 2017.

## Business Bank

Business Bank (BB) is responsible for sales and service to micro, SME and commercial business customers in Australia for facilities up to approximately \$150 million. The division operates under the Westpac, St.George, BankSA and Bank of Melbourne brands. Customers are provided with a wide range of banking and financial products and services to support their borrowing, payments and transaction needs. In addition, specialist services are provided for cash flow finance, trade finance, automotive and equipment finance, property finance and treasury. The division is also responsible for consumer customers with auto finance loans. BB works in an integrated way with BTFG and WIB in the sales and service of select financial services and products including corporate superannuation, foreign exchange and interest rate hedging. The revenue from these products is mostly retained by the product originator.

### Financial performance

\$m	2017	2016	2015
Net interest income	4,055	3,925	3,735
Non-interest income	1,153	1,104	1,068
<b>Net operating income before operating expenses and impairment charges</b>	<b>5,208</b>	<b>5,029</b>	<b>4,803</b>
Operating expenses	(1,839)	(1,796)	(1,731)
Impairment charges	(367)	(410)	(273)
<b>Profit before income tax</b>	<b>3,002</b>	<b>2,823</b>	<b>2,799</b>
Income tax expense	(903)	(848)	(842)
<b>Cash earnings for the year</b>	<b>2,099</b>	<b>1,975</b>	<b>1,957</b>
Net cash earnings adjustments	(10)	(10)	(10)
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>2,089</b>	<b>1,965</b>	<b>1,947</b>
	<b>\$bn</b>	<b>\$bn</b>	<b>\$bn</b>
Deposits and other borrowings	115.3	110.6	101.8
Net loans	157.5	153.4	146.4
Total assets	161.1	156.8	149.3
Total operating expenses to net operating income ratio	35.31%	35.71%	36.04%

### 2017 v 2016

Cash earnings of \$2,099 million was \$124 million, or 6% higher than 2016 from net operating income before operating expenses and impairment charges growth of 4% and a 10% decline in impairment charges. The result was supported by increased fee income, balance sheet growth and productivity gains.

Net interest income up \$130 million, 3%	<ul style="list-style-type: none"> <li>lending growth of 3% was supported by growth in SME and targeted industries while commercial property lending was lower from optimising risk return profile;</li> <li>a 15% rise in transaction balances supported the 4% rise in deposits. Term deposit balances declined following the migration of some customers to Private Wealth (in BTFG); and</li> <li>net interest margin was little changed over the year. Asset spreads were higher following some repricing, although these were offset by lower deposit spreads and higher wholesale funding costs.</li> </ul>
Non-interest income up \$49 million, 4%	<ul style="list-style-type: none"> <li>higher line fees from both portfolio growth and some repricing for facilities; and</li> <li>fees were also supported by the growth in transaction balances and repricing.</li> </ul>
Operating expenses up \$43 million, 2%	<ul style="list-style-type: none"> <li>business as usual cost increases were largely offset by efficiency gains from digitisation of processes and streamlining in the division's service model including specialist industry teams and more targeted handling of customer service requests; and</li> <li>increased investment spending and technology costs led to most of the increase.</li> </ul>
Impairment charges down \$43 million, 10%	<ul style="list-style-type: none"> <li>lower impairments were principally due to improved collections processes for auto finance. This was partly offset by increased provisions across the property, construction, mining and manufacturing sectors, particularly in Queensland; and</li> <li>credit quality remains sound, with total stressed assets to TCE lower. Auto delinquencies were higher due to the changes in hardship reporting.</li> </ul>

For a discussion of the results of BB for 2016 v 2015, refer to 'Divisional performance – 2016 v 2015'.

### BT Financial Group (Australia)

BT Financial Group (Australia) (BTFG) is the Australian wealth management and insurance arm of the Westpac Group providing a broad range of associated services. BTFG's funds management operations include the manufacturing and distribution of investment, superannuation, retirement products, wealth administration platforms, private banking, margin lending and equities broking. BTFG's insurance business covers the manufacturing and distribution of life, general and lenders mortgage insurance. The division also uses third parties to manufacture certain general insurance products. In managing risk across all insurance classes the division reinsures certain risks using external providers. BTFG operates a range of wealth, funds management and financial advice brands and operates under the banking brands of Westpac, St.George, Bank of Melbourne and BankSA for Private Wealth and Insurance.

In 2017 Westpac sold down its investment in BT Investment Management Limited (BTIM) from 29% to 10%. That sale led to a change in the way the business is accounted for from being equity accounted to being reflected as an available-for-sale investment. The profit on sale of shares in BTIM is not included in BTFG's cash earnings results below.

#### Financial performance

\$m	2017	2016	2015
Net interest income	537	486	434
Non-interest income	1,744	1,908	2,192
<b>Net operating income before operating expenses and impairment charges</b>	<b>2,281</b>	<b>2,394</b>	<b>2,626</b>
Operating expenses	(1,176)	(1,160)	(1,286)
Impairment (charges)/benefit	(4)	-	4
<b>Profit before income tax</b>	<b>1,101</b>	<b>1,234</b>	<b>1,344</b>
Income tax expense	(330)	(366)	(406)
Profit attributable to non-controlling interests	-	-	(32)
<b>Cash earnings for the year</b>	<b>771</b>	<b>868</b>	<b>906</b>
Net cash earnings adjustments	160	(32)	(23)
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>931</b>	<b>836</b>	<b>883</b>
	<b>\$bn</b>	<b>\$bn</b>	<b>\$bn</b>
Deposits and other borrowings	29.7	25.5	23.4
Net loans	20.1	18.6	17.2
Total assets	35.2	38.2	35.8
Funds Under Management (FUM) <sup>1</sup>	53.1	48.4	46.3
Funds Under Administration (FUA)	138.3	130.8	121.9
Total operating expenses to net operating income ratio	51.56%	48.45%	48.97%

#### Cash earnings

\$m	2017	2016	2015
Funds management business	435	520	560
Insurance	293	309	291
Capital and other	43	39	55
<b>Total cash earnings</b>	<b>771</b>	<b>868</b>	<b>906</b>

<sup>1</sup> FUM represents Retail which includes Annuities, Retail Investment, Retirement Products and Retail Superannuation where risk profiles are selected by investors and Investment Solutions through Advance (a multi manager of investment management companies).

## 2017 v 2016

Cash earnings was 11% lower than full year 2016, impacted by a number of infrequent items totalling \$129 million before tax. The cash earnings impact of infrequent items (after tax) includes provisions for customer refunds and payments (\$58 million), revaluation loss on investments in boutique funds (\$24 million) and lower revenue following the further sale of shares in BTIM (\$10 million). The underlying business was flat over the year with volume growth partly offset by lower FUM and FUA margins, lower Advice activity levels, higher insurance claims and increased regulatory and compliance costs.

Net interest income up \$51 million, 10%	<ul style="list-style-type: none"> <li>▪ balance sheet growth in Private Wealth, deposits up 16% and loans up 8%; and</li> <li>▪ net interest margin was up 13 basis points mostly due to repricing of certain mortgages and improved term deposit spreads.</li> </ul>
Non-interest income down \$164 million, 9%	<ul style="list-style-type: none"> <li>▪ Funds Management contribution was down \$151 million: <ul style="list-style-type: none"> <li>- infrequent items indicated above (\$129 million);</li> <li>- advice income was lower mostly from reduced activity (\$33 million); and</li> <li>- FUM and FUA revenue was higher with growth in average FUM and FUA (10% and 7% respectively) offsetting lower margins from product mix changes, including the migration to MySuper products. FUM and FUA net flows were \$4 billion for the year.</li> </ul> </li> <li>▪ insurance income was down \$26 million (or 5%); <ul style="list-style-type: none"> <li>- general insurance income was lower (\$33 million) mostly from higher claims concentrated in the first half of the year;</li> <li>- life insurance income was flat as the 10% growth in in-force premiums and improved lapses were offset by higher claims; and</li> <li>- LMI contribution was higher mostly due to the arrangements for loans with a LVR &gt;90%.</li> </ul> </li> <li>▪ partly offsetting this was improved returns on capital mostly related to lower hedging costs.</li> </ul>
Operating expenses up \$16 million, 1%	<ul style="list-style-type: none"> <li>▪ regulatory and compliance costs were \$28 million higher over the year;</li> <li>▪ investment related spending was up from costs associated with the launch of Panorama; and</li> <li>▪ productivity benefits mostly offset these increases.</li> </ul>

For a discussion of the results of BTFG for 2016 v 2015, refer to 'Divisional performance – 2016 v 2015'.

### Funds management business

\$m	2017	2016	2015
Net interest income	525	474	416
Non-interest income	1,183	1,334	1,663
<b>Net operating income before operating expenses and impairment charges</b>	<b>1,708</b>	<b>1,808</b>	<b>2,079</b>
Operating expenses	(1,082)	(1,067)	(1,219)
Impairment (charges)/benefit	(3)	-	4
<b>Profit before income tax</b>	<b>623</b>	<b>741</b>	<b>864</b>
Income tax expense	(188)	(221)	(272)
Profit attributable to non-controlling interests	-	-	(32)
<b>Cash earnings for the year</b>	<b>435</b>	<b>520</b>	<b>560</b>
Net cash earnings adjustments	160	(32)	(23)
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>595</b>	<b>488</b>	<b>537</b>
Total operating expenses to net operating income ratio	63.35%	59.02%	58.63%

### Insurance business

The Insurance business result includes the Westpac and St.George Life Insurance, General Insurance and Lenders Mortgage Insurance (LMI) businesses.

\$m	2017	2016	2015
Net interest income	8	5	6
Non-interest income	499	525	488
<b>Net operating income before operating expenses and impairment charges</b>	<b>507</b>	<b>530</b>	<b>494</b>
Operating expenses	(92)	(88)	(79)
<b>Profit before income tax</b>	<b>415</b>	<b>442</b>	<b>415</b>
Income tax expense	(122)	(133)	(124)
<b>Cash earnings for the year</b>	<b>293</b>	<b>309</b>	<b>291</b>
Net cash earnings adjustments	-	-	-
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>293</b>	<b>309</b>	<b>291</b>
Total operating expenses to net operating income ratio	18.15%	16.60%	15.99%

## Westpac Institutional Bank

Westpac Institutional Bank (WIB) delivers a broad range of financial products and services to commercial, corporate, institutional and government customers with connections to Australia and New Zealand. WIB operates through dedicated industry relationship and specialist product teams, with expert knowledge in transactional banking, financial and debt capital markets, specialised capital, and alternative investment solutions. Customers are supported throughout Australia as well as via branches and subsidiaries located in New Zealand, the US, UK and Asia. WIB is also responsible for Westpac Pacific currently providing a range of banking services in Fiji and PNG. WIB works in an integrated way with all the Group's divisions in the provision of more complex financial needs including foreign exchange and fixed interest solutions.

### Financial performance

\$m	2017	2016	2015
Net interest income	1,507	1,574	1,658
Non-interest income	1,706	1,536	1,578
<b>Net operating income before operating expenses and impairment charges</b>	<b>3,213</b>	<b>3,110</b>	<b>3,236</b>
Operating expenses	(1,323)	(1,347)	(1,319)
Impairment (charges)/benefit	(56)	(177)	38
<b>Profit before income tax</b>	<b>1,834</b>	<b>1,586</b>	<b>1,955</b>
Income tax expense	(523)	(473)	(590)
Profit attributable to non-controlling interests	(7)	(7)	(8)
<b>Cash earnings for the year</b>	<b>1,304</b>	<b>1,106</b>	<b>1,357</b>
Net cash earnings adjustments	-	-	-
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>1,304</b>	<b>1,106</b>	<b>1,357</b>
	<b>\$bn</b>	<b>\$bn</b>	<b>\$bn</b>
Deposits and other borrowings <sup>1</sup>	89.4	88.4	80.3
Net loans	74.0	73.8	76.3
Total assets	102.9	110.4	127.3
Total operating expenses to net operating income ratio	41.18%	43.31%	40.76%

<sup>1</sup> Refers to total customer deposits in this table and excludes Certificates of Deposit.

### 2017 v 2016

Cash earnings of \$1,304 million, was \$198 million or 18% higher compared to 2016, supported by higher customer and trading income, disciplined expense management and lower impairments.

Net interest income down \$67 million, 4%	<ul style="list-style-type: none"> <li>average loan balances were lower over the year, which contributed to lower net interest income; partly offset by</li> <li>7 basis points improvement in net interest margin from the run-down in lower returning assets and pricing disciplines.</li> </ul>
Non-interest income up \$170 million, 11%	<ul style="list-style-type: none"> <li>higher trading revenue across both fixed income and commodities;</li> <li>customer revenue was higher reflecting some larger customer transactions; and</li> <li>positive movement in derivative valuation adjustments.</li> </ul>
Operating expenses down \$24 million, 2%	<ul style="list-style-type: none"> <li>disciplined operating expense management, productivity initiatives and lower investment in Asia contributed to the 2% reduction in operating expenses.</li> </ul>
Impairment charges down \$121 million, 68%	<ul style="list-style-type: none"> <li>asset quality was sound, with the ratio of impaired assets to TCE down 26 basis points following the work-out and write-off of some larger facilities; and</li> <li>the lower charge was partly due to higher impairment charges in 2016 with increased provisions for the downgrade of a small number of large names.</li> </ul>

For a discussion of the results of WIB for 2016 v 2015, refer to 'Divisional performance – 2016 v 2015'.



## Westpac New Zealand

Westpac New Zealand is responsible for sales and service of banking, wealth and insurance products for consumers, business and institutional customers in New Zealand. Westpac conducts its New Zealand banking business through two banks in New Zealand: Westpac New Zealand Limited, which is incorporated in New Zealand and Westpac Banking Corporation (New Zealand Branch), which is incorporated in Australia. Westpac New Zealand operates via an extensive network of branches and ATMs across both the North and South Islands. Business and institutional customers are also served through relationship and specialist product teams. Banking products are provided under the Westpac brand while insurance and wealth products are provided under Westpac Life and BT brands, respectively. Westpac New Zealand also maintains its own infrastructure, including technology, operations and treasury.

### Financial performance

\$m	2017	2016	2015
Net interest income	1,627	1,606	1,583
Non-interest income <sup>1</sup>	479	482	493
<b>Net operating income before operating expenses and impairment charges</b>	<b>2,106</b>	<b>2,088</b>	<b>2,076</b>
Operating expenses <sup>1</sup>	(903)	(889)	(844)
Impairment (charges)/benefit	72	(54)	(44)
<b>Profit before income tax</b>	<b>1,275</b>	<b>1,145</b>	<b>1,188</b>
Income tax expense	(359)	(320)	(322)
Profit attributable to non-controlling interests	-	-	(3)
<b>Cash earnings for the year</b>	<b>916</b>	<b>825</b>	<b>863</b>
Net cash earnings adjustments	(14)	2	-
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>902</b>	<b>827</b>	<b>863</b>
	<b>\$bn</b>	<b>\$bn</b>	<b>\$bn</b>
Deposits and other borrowings <sup>2</sup>	53.7	54.9	47.3
Net loans	71.1	71.7	62.8
Total assets	81.3	82.1	71.5
Funds under management <sup>3</sup>	7.7	7.1	5.9
Funds under administration <sup>3</sup>	1.6	2.0	1.8
Total operating expenses to net operating income ratio	42.88%	42.58%	40.66%

<sup>1</sup> Comparatives have been restated for the accounting change to the Westpac New Zealand credit card rewards scheme. (2016: \$33 million, 2015: \$36 million).

<sup>2</sup> Refers to total customer deposits in this table.

<sup>3</sup> During 2017 \$0.2 billion transferred from FUA to FUM.

## Divisional performance

### 2017 v 2016

Cash earnings up 11% to \$916 million, with an impairment benefit of \$72 million, from higher write-back and recoveries. Net operating income before operating expenses and impairment charges was up 1%, with volume growth offset by margin decline. Operating expenses were up 2% driven by investment in the division's transformation program.

<p>Net interest income up \$21 million, 1%</p>	<ul style="list-style-type: none"> <li>▪ excluding foreign currency translation impacts, loan growth of 3% was mostly in mortgages, up 4% with business lending 1% higher;</li> <li>▪ excluding foreign currency translation impacts, deposits growth of 2% was mostly in term deposits (3%) with customers preferring higher rate term products over at call accounts;</li> <li>▪ net interest margin was 13 basis points lower mostly from increased deposit competition and increased wholesale funding costs, partly offset by;</li> <li>▪ repricing of certain mortgages and business loans.</li> </ul>
<p>Non-interest income down \$3 million, 1%</p>	<ul style="list-style-type: none"> <li>▪ increased investment income (from a 6% increase in FUM and FUA excluding foreign currency translation impacts) and higher cards income were offset by higher insurance claims and lower banking fees following the removal of some consumer fees.</li> </ul>
<p>Operating expenses up \$14 million, 2%</p>	<ul style="list-style-type: none"> <li>▪ the increase was principally due to costs of and investment in the division's transformation program; and</li> <li>▪ outside of this increase operating expenses were 3% lower through a range of productivity initiatives including a net reduction of 20 branches, a 3% reduction in FTE, increased self-serve adoption and the digitisation of more processes.</li> </ul>
<p>Impairment benefit of \$72m compared to a \$54 million impairment charge.</p>	<ul style="list-style-type: none"> <li>▪ asset quality remained sound with stressed assets to TCE reducing 48 basis points to 2.06%. The decline was due to reduction of stress in the dairy sector (improving milk prices). Consumer 90+ day delinquencies were a little higher but continue to be near historical lows; and</li> <li>▪ the impairment benefit reflects the work-out and write-back of a few large facilities combined with the lower levels of stress.</li> </ul>

For a discussion of the results of Westpac New Zealand for 2016 v 2015, refer to 'Divisional performance – 2016 v 2015'.

## Group Businesses

This segment comprises:

- Treasury, which is responsible for the management of the Group's balance sheet including wholesale funding, capital and management of liquidity. Treasury also manages the interest rate risk and foreign exchange risks inherent in the balance sheet, including managing the mismatch between Group assets and liabilities. Treasury's earnings are primarily sourced from managing the Group's balance sheet and interest rate risk, (excluding Westpac New Zealand) within set risk limits;
- Group Technology<sup>1</sup>, which comprises functions for the Australian businesses is responsible for technology strategy and architecture, infrastructure and operations, applications development and business integration;
- Core Support<sup>2</sup>, which comprises functions performed centrally, including Australian banking operations, property services, strategy, finance, risk, compliance, legal and human resources; and
- Group Businesses also includes: earnings on capital not allocated to divisions, accounting entries for certain intra-group transactions that facilitate the presentation of the performance of the Group's operating segments, earnings from non-core asset sales, earnings and costs associated with the Group's fintech investments, and certain other head office items such as centrally raised provisions.

### Financial performance

\$m	2017	2016	2015
Net interest income	469	582	426
Non-interest income	(32)	8	66
<b>Net operating income before operating expenses and impairment charges</b>	<b>437</b>	<b>590</b>	<b>492</b>
Operating expenses	(527)	(469)	(378)
Impairment benefits	43	9	-
<b>Profit before income tax</b>	<b>(47)</b>	<b>130</b>	<b>114</b>
Income tax (expense)/benefit	(85)	(58)	13
Profit attributable to non-controlling interests	-	(8)	(15)
<b>Cash earnings for the year</b>	<b>(132)</b>	<b>64</b>	<b>112</b>
Net cash earnings adjustments	(92)	(221)	341
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>(224)</b>	<b>(157)</b>	<b>453</b>

### 2017 v 2016

Cash earnings decreased by \$196 million from lower Treasury revenue, increased expenses and a higher tax expense.

Net operating income down \$153 million, 26%	<ul style="list-style-type: none"> <li>▪ net interest income decreased \$113 million largely from lower Treasury revenue related to interest rate risk management; and</li> <li>▪ non-interest income decreased \$40 million primarily due to the impact of exchange rate movements on the hedging of New Zealand earnings.</li> </ul>
Operating expenses up \$58 million, 12%	<ul style="list-style-type: none"> <li>▪ increase in operating expenses primarily from higher expenses associated with the Group's fintech investments and higher regulatory and compliance costs.</li> </ul>
Impairment benefits up \$34 million	<ul style="list-style-type: none"> <li>▪ impairment benefit increased \$34 million due to a reduction to the centrally held economic overlay provisions, largely related to the mining sector. This reduction offsets provisions raised in divisions.</li> </ul>
Tax and non-controlling interests up \$19 million, 29%	<ul style="list-style-type: none"> <li>▪ tax and non-controlling interests increased \$19 million, as 2016 benefitted from the finalisation of prior period taxation matters, and hybrid distributions (not deductible for tax purposes) were also higher in the current year.</li> </ul>

For a discussion of the results of Group Businesses for 2016 v 2015, refer to 'Divisional performance – 2016 v 2015'.

<sup>1</sup> Costs are fully allocated to other divisions in the Group.

<sup>2</sup> Costs are partially allocated to other divisions in the Group, with costs attributed to enterprise activity retained in Group Businesses.

### Divisional performance – 2016 v 2015

#### Consumer Bank

##### 2016 v 2015

CB increased cash earnings by \$359 million or 14%.

Net interest income increased \$772 million or 12% due to a 6% rise in average interest-earning assets and a 12 basis point improvement in net interest margin:

- the rise in net interest margin was predominantly due to higher asset spreads from mortgage repricing including for increased regulatory capital requirements, along with higher rates on investor property lending. Partly offsetting these benefits were higher wholesale funding costs and intense competition across both lending and deposits;
- mortgages increased 8%, with growth higher in the first half of 2016. Other lending (mostly credit cards) grew 4%; and
- deposits increased \$12.4 billion or 7%, primarily from term deposits growth. The rise can be traced back to a preference for growing deposits with a higher LCR value and from customers looking for higher relative yields in a low interest rate environment.

Non-interest income decreased \$90 million or 10%, mostly from reduced credit cards revenue, including regulation changes to interchange rates following the scheduled three year review by the RBA that reset average and maximum interchange rates. Renegotiation and modification of the reward program introduced in the second half of 2016 partly offset these impacts.

Operating expenses increased \$157 million or 5% mostly from higher investment related expenses including increased depreciation and software amortisation. Investment spending has been directed to transforming the customer experience including completing the digitisation of the top 7 manual service transactions. This contributed to productivity savings of \$119 million.

Impairment charges increased \$14 million or 3% due to higher mortgage delinquencies including from changes in the measurement and reporting of customers in hardship arrangements and a deterioration in those states and regions impacted by the slowing mining investment cycle

#### Business Bank

##### 2016 v 2015

BB cash earnings increased by \$18 million or 1%.

Net interest income increased by \$190 million or 5% due to a 6% rise in average interest-earning assets, partly offset by a 1 basis point decline in net interest margin:

- BB has continued to focus on returns and as a result margin contraction was limited to 1 basis point. Increased funding costs and compression in lending spreads were partly offset by pricing changes across the portfolio;
- net loans increased \$7 billion or 5%:
  - mortgages increased \$3.4 billion or 6%;
  - business lending increased \$3.5 billion or 4%, diversified across the health, professional services and agriculture segments; and
  - other lending increased 2% primarily from growth in auto finance; and
- deposits increased \$8.8 billion or 9%, more than funding the growth in lending and contributing to a 256 basis point increase in the deposit to loan ratio to 72.1%. Most of the growth in deposits was in term deposits (up \$7 billion) with the remainder in transaction accounts.

Non-interest income increased by \$36 million or 3% mainly due to higher facility fees in business lending.

Operating expenses increased by \$65 million or 4% due to technology costs and investments to transform BB's capability. This growth was partly offset by productivity benefits including changes to the operating model to better align bankers and customers.

Asset quality was broadly stable over the year, however a reduction in write-backs combined with the lift in auto finance delinquencies in the first half of 2016 led to impairment charges increasing \$137 million

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**BT Financial Group (Australia)**  
**2016 v 2015**

BTFG cash earnings decreased by \$38 million or 4% due to a decline in funds management income mostly attributed to the partial sale of BTIM (\$24 million), along with higher regulatory and compliance expenses. These were partly offset by growth in lending, FUA and insurance premiums:

- Funds management business cash earnings decreased by \$40 million or 7%. Excluding the impact from the partial sale of BTIM, the Funds management business cash earnings decreased by \$16 million or 3%. Private Wealth income was higher and average FUM and FUA were up 2% and 4%, respectively, although these increases were more than offset by lower advice income and a reduction in the value of investments in Ascalon funds due to weaker markets and rise in the Australian dollar. Regulatory and compliance costs also increased significantly during the year;
- Insurance cash earnings increased by \$18 million or 6% with growth in premiums and lower general insurance claims partially offset by higher life insurance benefits paid to customers. Revenue growth was supported by a higher LMI contribution mostly due to transitional arrangements with Arch Capital. Life insurance in-force premiums were up 9% and general insurance gross written premiums rose 2%; and
- Capital and other cash earnings decreased by \$16 million reflecting lower returns on invested capital and higher regulatory and compliance costs.

**Funds Management Business**

The partial sale of BTIM in June 2015 reduced the Group's ownership to 31% at that time. In considering the impact of the partial BTIM sale, the contribution to cash earnings of the BTIM shares sold was \$24 million in 2015. This contribution was wholly in the Funds management business.

BTIM is now equity accounted with the share of BTIM's profit recorded in non-interest income, less tax Westpac is required to pay.

Cash earnings decreased by \$40 million or 7%.

Net interest income was up \$58 million or 14% primarily due to an 8% increase in lending, a 9% rise in deposits and improved margins in Private Wealth.

Non-interest income decreased \$329 million or 20%. Excluding the impact of the partial sale of BTIM and move to equity accounting, non-interest income was down by \$49 million with the key drivers being:

- advice income was down \$33 million from a reduction in activity;
- the contribution from Ascalon was \$42 million lower due to the revaluation of investments from weaker markets and a rise in the Australian dollar; partly offset by
- increased FUA revenues from higher net flows and good management of margins.

Operating expenses decreased by \$152 million or 12%. Excluding the partial sale of BTIM and the move to equity accounting, expenses were \$32 million or 3% higher. The increase was due to higher regulatory related costs associated with remediation and compliance programs, and increased investment costs including higher software amortisation as new modules of the Panorama platform went live.

Tax and non-controlling interests decreased by \$83 million or 27% associated with the lower earnings and the move to equity accounting for BTIM reducing the value of non-controlling interests.

**Insurance Business**

Cash earnings increased by \$18 million or 6%, with lower general insurance claims and increased LMI revenue, partly offset by higher life insurance claims.

Net operating income increased by \$36 million or 7%:

- general insurance net earned premiums increased \$17 million with gross written premiums rising 2% from growth in home and contents sales. Net claims decreased \$22 million, mostly from a reduction in significant weather events during the year;
- LMI income increased \$18 million related to the transitional arrangements with Arch Capital for the insurance for mortgages where the LVR is above 90%; and
- life insurance net earned premiums increased \$70 million, with in-force premiums rising 9%, offset by a rise in the number of benefits paid to customers, which increased the claims ratio to 36% and a 22% increase in lapses resulting in deferred acquisition costs being written off during the year.

Operating expenses increased \$9 million or 11% due to an increase in volumes and higher employee costs to support the larger portfolio and costs of linking systems with Allianz following the establishment of a strategic partnership last year.

### **Westpac Institutional Bank 2016 v 2015**

WIB cash earnings decreased by \$251 million or 18% due to a \$215 million increase in impairment charges and a 8 basis point decline in net interest margin.

Net interest income decreased by \$84 million or 5% from a \$0.4 billion decrease in average interest-earning assets and a 8 basis point decline in net interest margin:

- net loans decreased 3% mostly from lower trade finance balances, predominantly in Asia;
- deposits increased 10% mainly in term deposits; and
- institutional margins continue to be impacted by higher levels of global liquidity. This has contributed to tightening asset spreads for new lending.

Non-interest income decreased \$42 million or 3%. 2015 included a \$122 million negative impact from methodology changes to derivative valuations. Excluding this impact, non-interest income was down \$164 million from a decline in fee income due to lower corporate and institutional activity and lower fees from Hastings.

Operating expenses increased \$28 million or 2% mostly from further investment to meet additional regulatory and compliance requirements. This increase was partially offset by disciplined expense management, including benefits from changes to the WIB operating model and the sale of certain Pacific Island operations.

Asset quality remains sound and the business has maintained its focus on origination standards and portfolio diversification. Impairments have moved to a charge of \$177 million in 2016 compared to an impairment benefit of \$38 million in 2015, predominantly due to increased provisions associated with the deterioration of a small number of individual names which were downgraded in first half of 2016.

### **Westpac New Zealand 2016 v 2015**

Cash earnings decreased by \$38 million or 4%.

Net interest income increased by \$23 million or 1% due to a 9% rise in average interest-earning assets, partly offset by a 15 basis point decline in net interest margin:

- the decline in net interest margin was principally due to:
  - lower asset spreads due to heightened competition for mortgages and a further customer preference for lower spread fixed rate loans which now represent 77% of portfolio, up 3% from 2015;
  - lower Treasury income;
  - higher wholesale funding costs included increased term issuance costs and the higher costs of shorter term funding; partially offset by
  - improved spread on deposits principally from changed interest rates on online savings accounts;
- lending increased \$8.9 billion or 14%:
  - mortgages increased \$4.8 billion or 12%. This growth was a little lower than the system<sup>1</sup> as the division was more prioritised on return over growth especially in the second half of 2016; and
  - business lending increased \$4.0 billion or 18% with the key sectors of agriculture, energy and financial services contributing to the growth; and
- deposits increased \$7.6 billion or 16%, with growth broadly spread across the portfolio. Term deposits dominated growth as customers sought fixed returns in a falling interest rate environment and online savings deposits were repriced.

Non-interest income decreased \$11 million or 2%. The decline was principally due to lower asset sales which contributed \$21 million to income in 2015. This was partly offset by higher wealth and insurance income. Customers with a wealth product increased 27 basis points to 28.4%. This is reflected in FUM balances which rose 20% over the year.

Operating expenses increased \$45 million or 5% mostly due to investment in the division's transformation program, costs of relaunching the brand and higher depreciation and software amortisation.

Overall asset quality metrics remain sound, although stressed assets to TCE increased 94 basis points to 2.54% mostly reflecting additional stress in the dairy sector. Impairment charges increased \$10 million due to higher stress in the dairy portfolio and a lower level of write-backs and recoveries.

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<sup>1</sup> Source: RBNZ.

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**Group Businesses****2016 v 2015**

Group Businesses cash earnings decreased by \$48 million or 43%.

Net interest income increased \$156 million or 37% due to improved Treasury performance related to interest rate risk management and increased earnings from higher capital balances held centrally. This was partially offset by additional funding costs incurred to further strengthen the balance sheet in preparation for NSFR and lower interest rates.

Non-interest income decreased \$58 million or 88% reflecting a gain on asset sale in 2015 that did not repeat.

Operating expenses increased \$91 million or 24% due to an increase in restructuring costs, higher regulation and compliance costs and an increase in employee provisions.

Impairment benefit of \$9 million is primarily due to a reduction in the centrally held economic overlay provision.

The effective tax rate of 45% is higher than the Group average primarily due to the impact of hybrid distributions that are non-deductible for taxation purposes.

## Risk factors

Our business is subject to risks that can adversely impact our financial performance, financial condition and future performance. If any of the following risks occur, our business, prospects, reputation, financial performance or financial condition could be materially adversely affected, with the result that the trading price of our securities could decline and as a security holder you could lose all, or part, of your investment. You should carefully consider the risks described and the other information in this Annual Report before investing in our securities. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently deem to be immaterial, may also become important factors that affect us.

### Risks relating to our business

#### ***Our businesses are highly regulated and we could be adversely affected by changes in laws, regulations or regulatory policy***

As a financial institution, we are subject to detailed laws and regulations in each of the jurisdictions in which we operate or obtain funding, including Australia, New Zealand, the United Kingdom, the United States and various jurisdictions in Asia. We are also supervised by a number of different regulatory and supervisory authorities which have broad administrative powers over our businesses. In Australia, the relevant regulatory authorities include the Australian Prudential Regulation Authority (APRA), Reserve Bank of Australia (RBA), Australian Securities and Investments Commission (ASIC), Australian Securities Exchange (ASX), Australian Competition and Consumer Commission (ACCC), the Australian Transaction Reports and Analysis Centre (AUSTRAC) and the Australian Taxation Office (ATO). The Reserve Bank of New Zealand (RBNZ) and the Financial Markets Authority (FMA) have supervisory oversight of our New Zealand operations. In the United States, we are subject to supervision and regulation by the US Office of the Comptroller of the Currency (OCC), the Board of Governors of the Federal Reserve System, the Commodity Futures Trading Commission (CFTC) and the US Securities and Exchange Commission (SEC). In the United Kingdom, we are subject to supervision and regulation by the Financial Conduct Authority (FCA) and the Prudential Regulation Authority (PRA). In Asia, we are subject to supervision and regulation by local authorities, including the Monetary Authority of Singapore (MAS), the China Banking Regulatory Commission (CBRC) and the Hong Kong Monetary Authority (HKMA). In other jurisdictions in which we operate, including various Pacific countries, we are also required to comply with relevant requirements of the local regulatory bodies.

The Group's business, reputation, prospects, financial performance and financial condition could all be affected by changes to law and regulation, changes to policies and changes in the supervisory activities of our regulators.

As with other financial services providers, we face increasing supervision and regulation in most of the jurisdictions in which we operate or obtain funding particularly in the areas of funding, liquidity, capital adequacy, tax, anti-money laundering and counter-terrorism financing, conduct, competition and consumer protection (including in the design and distribution of financial products), remuneration, privacy, data access, prudential regulation, anti-bribery and corruption, and economic and trade sanctions.

Regulatory changes could impact us in a number of ways. For example, new regulation could require us to have increased levels of liquidity and higher levels of, and better quality, capital and funding. Regulatory change could also result in restrictions on how we operate our business by imposing restrictions on the types of businesses we can conduct, require us or our competitors to change our business models or require us to amend our corporate structure.

If regulatory change has any such effect, it could adversely affect one or more of our businesses, restrict our flexibility, require us to incur substantial costs and could impact the profitability of one or more of our business lines. Any such costs or restrictions could adversely affect our business, prospects, financial performance or financial condition.

Regulation may also affect how we provide products and services to our customers. New laws and regulations could restrict our ability to provide products and services to certain customers (including by imposing regulatory limits on certain types of lending and on lending to certain customer segments), require us to alter our product and service offerings and restrict our ability to set prices for certain products and services. These types of changes could affect our profitability by adversely affecting our ability to maintain or increase margins and fees. This could occur because a regulation seeks to place a cap on the price of a product or service we provide, or because, in response to new regulation, we increase the price we charge for a product or service. This price increase could lead to customers seeking out alternative products or services, whether within the Group or with a competitor (including customers switching residential mortgages from interest-only to principal and interest).

There are numerous sources of regulatory change that could affect our business. In some cases, changes to regulation are driven by international bodies. For example, in December 2010, the Basel Committee on Banking Supervision (BCBS) announced a revised global regulatory framework known as Basel III. Basel III, among other things, increased the required quality and quantity of capital held by banks and introduced new standards for the management of liquidity risk. The BCBS continues to refine this framework, while, in July 2017, APRA took steps to implement the next wave of capital requirements for banks by clarifying its expectations for banks to hold 'unquestionably strong' levels of capital. In other cases, authorities in the various jurisdictions in which we operate or obtain funding may propose regulatory change for financial institutions. Examples of proposed regulatory change that could impact us include changes to accounting and reporting standards, derivatives reform and changes to tax legislation (including dividend imputation). Further details on regulatory changes that may impact Westpac (including the Basel III framework) are set out in 'Significant developments' in Section 1.



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Further changes may occur driven by policy, prudential or political factors. Westpac is currently operating in an environment where there is increased political scrutiny of the Australian financial services sector. This environment has served to increase the pace and scope of regulatory change. For example, as part of the Federal Government's 2017 Budget, a series of reforms impacting the banking sector were announced, including the introduction of the Bank Executive Accountability Regime (BEAR) and a new levy on ADIs with liabilities of at least A\$100 billion. Further details about the Bank Levy and BEAR are set out in 'Significant developments' in Section 1.

Legislation introduced in one jurisdiction may lead to other governments seeking to introduce similar legislation in their jurisdiction. This was demonstrated by the South Australian Government's proposal to introduce a levy on the banks that are subject to the Federal Government's Bank Levy. While it is unclear if the South Australian levy will come into effect, it is possible that other governments may attempt to introduce their own version of the Bank Levy or similar legislation in the future.

As part of the heightened political scrutiny on the financial services sector, the Australian Government, other regulators and parliamentary bodies are increasingly initiating reviews and inquiries (such as the Financial System Inquiry, the House of Representatives Standing Committee on Economics' ongoing 'Review of Australia's Four Major Banks' and the Senate Economics References Committee's inquiry into consumer protection in the banking, insurance and financial sector, the Productivity Commission Inquiry into Competition in the Australian Financial System and the ACCC inquiry into residential mortgage pricing). These reviews and commissions of inquiry could lead to substantial regulatory change or investigations, which could have a material impact on our business, prospects, financial performance or financial condition.

It is also possible that governments or regulators in jurisdictions in which we operate or obtain funding might revise their application of existing regulatory policies that apply to, or impact, our business (including by instituting macro-prudential limits on lending). Regulators or governments may take this action for a variety of reasons, including for reasons relating to national interest and/or systemic stability.

Regulatory changes and the timing of their introduction continue to evolve and we manage our businesses in the context of regulatory uncertainty and complexity. The nature and impact of future changes are not predictable and are beyond our control. Regulatory compliance and the management of regulatory change are an important part of our planning processes. We expect that we will be required to continue to invest significantly in compliance and the management and implementation of regulatory change and, at the same time, significant management attention and resources will be required to update existing, or implement new, processes to comply with new regulations. Furthermore, the challenge in managing regulatory change may be heightened by multiple jurisdictions seeking to adopt a coordinated approach to the introduction of new regulations. Where these jurisdictions elect not to adopt regulation in a uniform manner across each jurisdiction, this may result in conflicts between the specific requirements of the different jurisdictions in which we operate.

For further information refer to 'Significant developments' in Section 1 and the sections 'Critical accounting assumptions and estimates' and 'Future developments in accounting standards' in Note 1 to the financial statements.

***Our businesses are highly regulated and we could be adversely affected by failing to comply with laws, regulations or regulatory policy***

We are responsible for ensuring that we comply with all applicable legal and regulatory requirements (including accounting standards) and industry codes of practice in the jurisdictions in which we operate or obtain funding, as well as meeting our ethical standards.

The Group is subject to compliance risk, which is the risk of legal or regulatory sanction or financial or reputational loss, arising from our failure to abide by the compliance obligations required of us. This risk is exacerbated by the increasing complexity and volume of global regulation. Compliance risk can also arise where we interpret our regulatory obligations, compliance requirements and rights (including tax incentives) differently to our regulators or a court.

The Group's failure, or suspected failure, to comply with a compliance obligation could lead to a regulator commencing an investigation into the Group or taking other administrative or enforcement action against us. In addition, the failure or alleged failure of our competitors to comply with their compliance obligations could lead to increased regulatory scrutiny across the financial services sector.

In many cases, our regulators have broad administrative and enforcement powers. For example, under the *Banking Act 1959* (Cth), APRA can, in certain circumstances, investigate our affairs and/or issue a direction to us (such as a direction to comply with a prudential requirement, to conduct an audit, to remove a Director, executive officer or employee or not to undertake transactions). Other regulators also have the power to investigate, including looking into past conduct.

The powers exercisable by our regulators may also be expanded in the future. For example, the Australian Government has consulted on a proposal to provide ASIC with a product intervention power and has also consulted on expanding ASIC's powers to ban individuals working in the financial services sector. Further details are set out in 'Significant developments' in Section 1.

Changes may also occur in the oversight approach of regulators which could result in a regulator exercising its enforcement powers rather than adopting a more consultative approach.

In recent years, there have been significant increases in the nature and scale of regulatory investigations, enforcement actions and the quantum of fines issued by global regulators. The nature of regulatory activity can be wide-ranging and may result in litigation, fines, penalties, reputational damage, revocation, suspension or variation of conditions of relevant regulatory licences (including potentially requiring us to change or adjust our business model) or other enforcement or administrative action or agreements (such as enforceable undertakings).

For example:

- In April 2016, ASIC commenced civil proceedings against Westpac in the Federal Court of Australia, alleging certain misconduct in relation to the setting of the BBSW in the period April 2010 to June 2012, including market manipulation and unconscionable conduct. Westpac is defending the proceedings;
- On 1 March 2017, ASIC commenced civil proceedings against Westpac in the Federal Court of Australia in relation to certain home loan responsible lending practices (including interest only lending). Westpac is defending the proceedings; and
- On 15 March 2017, Westpac entered into an enforceable undertaking with ASIC following ASIC's industry-wide investigation into wholesale Spot Foreign Exchange (FX) trading activity between January 2008 and June 2013. As part of the enforceable undertaking, Westpac undertook, amongst other things, to continue to progress its program of strengthening its policies and processes in its Spot FX trading business, with input from an independent expert.

Furthermore, regulatory activity may result in Westpac being exposed to the risk of litigation brought by third parties (including through class action proceedings). The outcome of such litigation (including class action proceedings) may be payment of compensation to third parties and/or further remediation activities. In addition, action taken in one jurisdiction may prompt similar action to be taken in another jurisdiction.

During the year ended 30 September 2017, Westpac has responded to requirements, compulsory notices and requests for information from its regulators as part of both industry-wide and Westpac-specific reviews, including in relation to matters involving sales practices, responsible lending, reverse mortgages, interest only loans, the provision of financial advice and ongoing advice service fees.

Regulatory investigations, litigation, fines, penalties, revocation, suspension or variation of conditions of relevant regulatory licences or other enforcement or administrative action or agreements (such as enforceable undertakings) could, either individually or in aggregate with other regulatory action, adversely affect our business, reputation, prospects, financial performance or financial condition.

### ***The failure to comply with financial crime obligations could have an adverse effect on our business and reputation***

The Group is subject to anti-money laundering and counter-terrorism financing laws, anti-bribery and corruption laws and economic and trade sanctions laws in the jurisdictions in which it operates. These laws can be complex, and are undergoing change in a number of jurisdictions. Furthermore, in recent years there has been increased focus on compliance with these obligations, with regulators around the globe commencing large-scale investigations and taking enforcement action where they have identified non-compliance (often seeking significant monetary penalties).

While the Group has systems, policies, processes and controls in place that are designed to manage its financial crime obligations, these may not always be effective. If we fail to comply with these obligations, we could face regulatory action such as litigation, fines, penalties and the revocation, suspension or variation of licence conditions. Non-compliance could also lead to litigation commenced by third parties (including class action proceedings) and cause reputational damage. These actions could, either individually or in aggregate, adversely affect our business, reputation, prospects, financial performance or financial condition.

### ***Reputational damage could harm our business and prospects***

Our ability to attract and retain customers and our prospects could be adversely affected if our reputation is damaged.

Reputation risk is the risk of loss of reputation, stakeholder confidence or public trust and standing. It arises where there are differences between stakeholders' current and emerging perceptions, beliefs and expectations and our current and planned activities, processes, performance and behaviours.

During the full year ended 30 September 2017, we commenced a broader program to reduce complexity and resolve prior issues that have the potential to impact customers and reputation. As part of these reviews, we are strengthening our processes and controls in certain businesses and we have identified some prior instances where we are now taking action to put things right so that our customers are not at a disadvantage from certain past practices. For further information about these and other internal reviews, refer to Note 31 to the Financial Statements.

There are various potential sources of reputational damage, including failure to effectively manage risks in accordance with our risk management frameworks, potential conflicts of interest, failure to comply with legal and regulatory requirements, failure to meet our market disclosure obligations, regulatory investigations into past conduct, adverse findings from regulatory reviews (including Westpac-specific and industry-wide reviews), making inaccurate public statements, environmental, social and ethical issues, engagement and conduct of external suppliers, failure to comply with anti-money laundering and counter-terrorism

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financing laws, anti-bribery and corruption laws, economic and trade sanctions legislation or privacy laws, litigation, failure of information security systems, improper sales and trading practices, failure to comply with personnel and supplier policies, improper conduct of companies in which we hold strategic investments, technology failures and security breaches and inadequate record keeping which may prevent Westpac from demonstrating that a past decision was appropriate at the time it was made.

Westpac may incur reputational damage where one of its practices fails to meet evolving community expectations. As these expectations may exceed the standard required in order to comply with the law, Westpac may incur reputational damage even where it has met its legal obligations. A divergence between community expectations and Westpac's practices could arise in a number of ways, including in relation to our product and services disclosure practices, the features and benefits available under our products, pricing policies and use of data. Our reputation could also be adversely affected by the actions of the financial services industry in general or from the actions of our competitors, customers, suppliers and other counterparties. Furthermore, the risk of reputational damage may be heightened by the increasing use of social media.

Failure, or perceived failure, to appropriately address issues that could or do give rise to reputational risk could also impact the regulatory change agenda, give rise to additional legal risk, subject us to regulatory investigations, regulatory enforcement actions, fines and penalties or litigation brought by third parties (including class actions), require us to remediate and compensate customers and incur remediation costs or harm our reputation among customers, investors and the marketplace. This could lead to loss of business which could adversely affect our business, prospects, financial performance or financial condition.

***We could suffer information security risks, including cyberattacks***

The proliferation of new technologies, the increasing use of the internet and telecommunications to conduct financial transactions and the growing sophistication and activities of attackers (including organised crime and state-sponsored actors) have resulted in increased information security risks for major financial institutions such as Westpac and our external service providers.

While Westpac has systems in place to protect against, detect and respond to cyberattacks, these systems may not always be effective and there can be no assurance that we will not suffer losses from cyberattacks or other information security breaches in the future.

Our operations rely on the secure processing, storage and transmission of information on our computer systems and networks, and the systems and networks of external suppliers. Although we implement measures to protect the security, integrity and confidentiality of our information, there is a risk that the computer systems, software and networks on which we rely may be subject to security breaches, unauthorised access, malicious software, external attacks or internal breaches that could have an adverse impact on our confidential information or that of our customers and counterparties.

Major banks in other jurisdictions have suffered security breaches from sophisticated cyberattacks. Our external service providers or other parties that facilitate our business activities (such as vendors, exchanges, clearing houses, central depositories and financial intermediaries) are also subject to the risk of cyberattacks. Any such security breach could result in the loss of customers and business opportunities, significant disruption to Westpac's operations, misappropriation of Westpac's confidential information and/or that of our customers and damage to Westpac's computers or systems and/or those of our customers. Such a security breach could also result in reputational damage, claims for compensation and regulatory investigations and penalties, which could adversely affect our business, prospects, financial performance, or financial condition.

Our risk and exposure to such threats remains heightened because of the evolving nature of technology, Westpac's prominence within the financial services industry, the prominence of our customers (including government, mining and health) and our plans to continue to improve and expand our internet and mobile banking infrastructure.

***We could suffer losses due to technology failures***

The reliability, integrity and security of our information and technology is crucial in supporting our customers' banking requirements and meeting our compliance obligations and our regulators' expectations.

While the Group has a number of processes in place to provide for and monitor the availability and recovery of our systems, there is a risk that our information and technology systems might fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control. If we incur a technology failure we may fail to meet a compliance obligation, which could result in a regulator commencing an investigation and/or taking administrative or enforcement action against us.

Further, in order to continue to deliver new products and services to customers and comply with our regulatory obligations, we need to regularly renew and enhance our technology. We are constantly managing technology projects including projects to consolidate technology platforms, simplify and enhance our technology and operations environment, improve productivity and provide for a better customer experience. Failure to implement these projects or manage associated change effectively could result in cost overruns, unrealised productivity, operational instability or reputational damage. In turn, this could place us at a competitive disadvantage and adversely affect our financial performance.

### ***Adverse credit and capital market conditions or depositor preferences may significantly affect our ability to meet funding and liquidity needs and may increase our cost of funding***

We rely on deposits, and credit and capital markets, to fund our business and as a source of liquidity. Our liquidity and costs of obtaining funding are related to credit and capital market conditions.

Global credit and capital markets can experience periods of extreme volatility, disruption and decreased liquidity as was demonstrated during the Global Financial Crisis. While there have now been extended periods of stability in these markets, the environment remains unpredictable. The main risks we face are damage to market confidence, changes to the access and cost of funding and a slowing in global activity or other impacts on entities with whom we do business.

As of 30 September 2017, approximately 30% of our total funding originated from domestic and international wholesale markets. Of this, around 62% was sourced outside Australia and New Zealand. Customer deposits provide around 62% of total funding. Customer deposits held by Westpac are comprised of both term deposits which can be withdrawn after a certain period of time and at call deposits which can be withdrawn at any time.

A shift in investment preferences could result in deposit withdrawals by customers which could increase our need for funding from other, potentially less stable, or more expensive, forms of funding.

If market conditions deteriorate due to economic, financial, political or other reasons, there may also be a loss of confidence in bank deposits and we could experience unexpected deposit withdrawals. In this situation our funding costs may be adversely affected and our liquidity and our funding and lending activities may be constrained.

If our current sources of funding prove to be insufficient, we may be forced to seek alternative financing. The availability of such alternative financing, and the terms on which it may be available, will depend on a variety of factors, including prevailing market conditions, the availability of credit, our credit ratings and credit market capacity. Even if available, these alternatives may be more expensive or on unfavourable terms, which could adversely affect our financial performance, liquidity, capital resources or financial condition. There is no assurance that we will be able to obtain adequate funding and do so at acceptable prices, nor that we will be able to recover any additional costs.

If Westpac is unable to source appropriate funding, we may also be forced to reduce our lending or begin selling liquid securities. Such actions may adversely impact our business, prospects, liquidity, capital resources, financial performance or financial condition.

Westpac enters into collateralised derivative obligations, which may require Westpac to post additional collateral based on movements in market rates, which has the potential to adversely affect Westpac's liquidity or ability to use derivative obligations to hedge its interest rate, currency and other financial instrument risks.

For a more detailed description of liquidity risk, refer to 'Funding and liquidity risk management' in Note 22 to the financial statements.

### ***Sovereign risk may destabilise financial markets adversely***

Sovereign risk is the risk that foreign governments will default on their debt obligations, will be unable to refinance their debts as they fall due or will nationalise parts of their economy including assets of financial institutions such as Westpac. Sovereign defaults could negatively impact the value of our holdings of high quality liquid assets. There may also be a cascading effect to other markets and countries, the consequences of which, while difficult to predict, may be similar to or worse than those experienced during the Global Financial Crisis. Such an event could destabilise global financial markets adversely affecting our liquidity, financial performance or financial condition.

### ***Failure to maintain credit ratings could adversely affect our cost of funds, liquidity, competitive position and access to capital markets***

Credit ratings are independent opinions on our creditworthiness. Our credit ratings can affect the cost and availability of our funding from capital markets and other funding sources and they may be important to customers or counterparties when evaluating our products and services. Therefore, maintaining high credit ratings is important.

The credit ratings assigned to us by rating agencies are based on an evaluation of a number of factors, including our financial strength, the quality of our governance, structural considerations regarding the Australian financial system and the credit rating of the Australian Government. A credit rating downgrade could be driven by a downgrade of the Australian Government, the occurrence of one or more of the other risks identified in this section or by other events including changes to the methodologies used by the rating agencies to determine ratings.

A downgrade or series of downgrades to our credit ratings could have an adverse effect on our cost of funds and related margins, collateral requirements, liquidity, competitive position and our access to capital markets. The extent and nature of these impacts would depend on various factors, including the extent of any ratings change, whether our ratings differ among agencies (split ratings) and whether any ratings changes also impact our competitors or the sector.

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***A systemic shock in relation to the Australian, New Zealand or other financial systems could have adverse consequences for Westpac or its customers or counterparties that would be difficult to predict and respond to***

There is a risk that a major systemic shock could occur that causes an adverse impact on the Australian, New Zealand or other financial systems.

As outlined above, during the past decade the financial services industry and capital markets have been, and may continue to be, adversely affected by market volatility, global economic conditions, geopolitical instability (such as threats of or actual conflict occurring around the world) and political developments (such as Brexit). A shock to one of the major global economies could again result in currency and interest rate fluctuations and operational disruptions that negatively impact the Group.

Any such market and economic disruptions could adversely affect financial institutions such as Westpac because consumer and business spending may decrease, unemployment may rise and demand for the products and services we provide may decline, thereby reducing our earnings. These conditions may also affect the ability of our borrowers to repay their loans or our counterparties to meet their obligations, causing us to incur higher credit losses and affect investors' willingness to invest in the Group. These events could also result in the undermining of confidence in the financial system, reducing liquidity, impairing our access to funding and impairing our customers and counterparties and their businesses. If this were to occur, our business, prospects, financial performance or financial condition could be adversely affected.

The nature and consequences of any such event are difficult to predict and there can be no certainty that we could respond effectively to any such event.

***Declines in asset markets could adversely affect our operations or profitability***

Declines in Australian, New Zealand or other asset markets, including equity, residential and commercial property and other asset markets, could adversely affect our operations and profitability.

Declining asset prices also impact our wealth management business. Earnings in our wealth management business are, in part, dependent on asset values because we typically receive fees based on the value of securities and/or assets held or managed. A decline in asset prices could negatively impact the earnings of this business.

Declining asset prices could also impact customers and counterparties and the value of security (including residential and commercial property) we hold against loans and derivatives. This may impact our ability to recover amounts owing to us if customers or counterparties were to default. It may also affect our level of provisioning which in turn impacts our profitability and financial condition.

***Our business is substantially dependent on the Australian and New Zealand economies***

Our revenues and earnings are dependent on economic activity and the level of financial services our customers require. In particular, lending is dependent on various factors including economic growth, business investment, business and consumer sentiment, levels of employment, interest rates, asset prices and trade flows in the countries in which we operate.

We conduct the majority of our business in Australia and New Zealand and, consequently, our performance is influenced by the level and cyclical nature of lending in these countries. These factors are in turn impacted by both domestic and international economic conditions, natural disasters and political events. A significant decrease in Australian and New Zealand housing valuations could adversely impact our home lending activities because borrowers with loans in excess of their property value show a higher propensity to default. In the event of defaults our security may be eroded, causing us to incur higher credit losses. The demand for our home lending products may also decline due to adverse changes in tax legislation (such as changes to tax rates, concessions or deductions), regulatory requirements or other buyer concerns about decreases in values.

Adverse changes to economic and business conditions in Australia and New Zealand and other countries such as China, India and Japan, could also adversely affect the Australian economy and our customers. In particular, due to the current economic relationship between Australia and China, particularly in the mining and resources sectors, a slowdown in China's economic growth could negatively impact the Australian economy. Changes in commodity prices, Chinese government policies and broader economic conditions could, in turn, result in reduced demand for our products and services and affect the ability of our borrowers to repay their loans. If this were to occur, it could negatively impact our business, prospects, financial performance or financial condition.

***An increase in defaults in credit exposures could adversely affect our liquidity, capital resources, financial performance or financial condition***

Credit risk is the risk of financial loss where a customer or counterparty fails to meet their financial obligations to Westpac. It is a significant risk and arises primarily from our lending activities.

We establish provisions for credit impairment based on current information. If economic conditions deteriorate, some customers and/or counterparties could experience higher levels of financial stress and we may experience a significant increase in defaults and write-offs, and be required to increase our provisioning. Such events would diminish available capital and could adversely affect our liquidity, capital resources, financial performance or financial condition.

Credit risk also arises from certain derivative, clearing and settlement contracts we enter into, and from our dealings with, and holdings of, debt securities issued by other banks, financial institutions, companies, clearing houses, governments and government bodies, the financial conditions of which may be affected to varying degrees by economic conditions in global financial markets.

For a discussion of our risk management procedures, including the management of credit risk, refer to the 'Risk management' section and Note 22 to the financial statements.

### ***We face intense competition in all aspects of our business***

The financial services industry is highly competitive. We compete, both domestically and internationally, with retail and commercial banks, asset managers, investment banking firms, brokerage firms, other financial service firms and businesses in other industries with emerging financial services aspirations. This includes specialist competitors that may not be subject to the same capital and regulatory requirements and therefore may be able to operate more efficiently. Digital technologies are changing consumer behaviour and the competitive environment. The use of digital channels by customers to conduct their banking continues to rise and emerging competitors are increasingly utilising new technologies and seeking to disrupt existing business models, including in relation to digital payment services. The Group faces competition from established providers of financial services as well as from banking businesses developed by non-financial services companies.

If we are unable to compete effectively in our various businesses and markets, our market share may decline. Increased competition may also adversely affect us by diverting business to our competitors or creating pressure to lower margins and fees.

Increased competition for deposits could also increase our cost of funding and lead us to seek access to other types of funding or reduce lending. We rely on bank deposits to fund a significant portion of our balance sheet and deposits have been a relatively stable source of funding. We compete with banks and other financial services firms for such deposits. To the extent that we are not able to successfully compete for deposits, we would be forced to rely more heavily on other, potentially less stable or more expensive forms of funding, or reduce lending.

We are also dependent on our ability to offer products and services that match evolving customer preferences. If we are not successful in developing or introducing new products and services or responding or adapting to changes in customer preferences and habits, we may lose customers to our competitors. This could adversely affect our business, prospects, financial performance or financial condition.

For more detail on how we address competitive pressures refer to 'Competition' in Section 1.

### ***We could suffer losses due to market volatility***

We are exposed to market risk as a consequence of our trading activities in financial markets, our defined benefit plan and through the asset and liability management of our financial position. This is the risk of an adverse impact on earnings resulting from changes in market factors, such as foreign exchange rates, commodity prices, equity prices and interest rates including the potential for negative interest rates. This includes interest rate risk in the banking book, such as the risk to interest income from a mismatch between the duration of assets and liabilities that arises in the normal course of business activities. If we were to suffer substantial losses due to any market volatility it may adversely affect our business, prospects, liquidity, capital resources, financial performance or financial condition. For a discussion of our risk management procedures, including the management of market risk, refer to the 'Risk management' section.

### ***We could suffer losses due to operational risks***

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It also includes, among other things, technology risk, model risk and outsourcing risk, as well as the risk of business disruption due to external events such as natural disasters, environmental hazard, damage to critical utilities, and targeted activism and protest activity. While we have policies, processes and controls in place to manage these risks, these may not always be effective.

If a process or control is ineffective, it could result in an adverse outcome for Westpac's customers. For example, a process breakdown could result in a customer not receiving a product on the terms and conditions, or at the pricing, they agreed to. In addition, inadequate record keeping may prevent Westpac from demonstrating that a past decision was appropriate at the time it was made. If this was to occur, Westpac may incur significant costs in paying refunds and compensation to customers, as well as remediating any underlying process breakdown. These types of failure may also result in increased regulatory scrutiny, with a regulator potentially commencing an investigation and/or taking other enforcement, administrative or supervisory action.

We could incur losses from fraudulent applications for loans or from incorrect or fraudulent payments and settlements, particularly real-time payments. Fraudulent conduct can also emerge from external parties seeking to access the bank's systems and customers' accounts. If systems, procedures and protocols for managing fraud fail, or are ineffective, they could lead to losses which could adversely affect our business, prospects, reputation, financial performance or financial condition.

As a financial services organisation, Westpac is heavily reliant on the use of data and models in the conduct of its business (including in the calculation of risk-weighted assets). We are therefore exposed to model risk, being the risk of loss arising because of errors or inadequacies in data or a model, or in the control and use of the model.

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Westpac relies on a number of suppliers, both in Australia and overseas, to provide services to it and its customers. Failure by these suppliers to deliver services as required could disrupt services and adversely impact Westpac's operations, profitability or reputation.

Operational risks can directly impact our reputation and result in financial losses (including through decreased demand for our products and services) which would adversely affect our financial performance or financial condition.

The Group (and individual entities within the Group) may, from time to time, be involved in legal proceedings (including class action proceedings), regulatory actions or arbitration arising from the conduct of their business. These may, either individually or in aggregate, adversely affect the Group's business, operations, prospects or financial condition. Such matters are subject to many uncertainties (for example, the outcome may not be able to be predicted accurately) and the Group may be required to pay money such as damages, fines, penalties or legal costs. The Group's material contingent liabilities are described in Note 31 to the financial statements. There is a risk that these contingent liabilities may be larger than anticipated or that additional litigation or other contingent liabilities may arise.

For a discussion of our risk management procedures, including the management of operational risk, refer to the 'Risk management' section.

***We could suffer losses due to conduct risk***

Conduct risk is the risk that our provision of services and products results in unsuitable or unfair outcomes for our stakeholders or undermines market integrity. This risk can manifest itself through the poor conduct of our employees, contractors and external service providers. In addition, conduct risk could occur through the provision of products and services to our customers that do not meet their needs or do not support market integrity. This could occur through a failure to meet professional obligations to specific clients (including fiduciary and suitability requirements), poor product design and implementation, selling products and services outside of customer target markets or a failure to adequately provide the products or services we had agreed to provide a customer. While we have policies and processes that are designed to manage poor conduct outcomes, these policies and processes may not always be effective. The failure of these policies and processes could result in financial losses and reputational damage and this could adversely affect our business, prospects, financial performance or financial condition.

***We could suffer losses due to failures in governance or risk management strategies***

We have implemented risk management strategies, frameworks and internal controls involving processes and procedures intended to identify, monitor and manage risks including liquidity risk, credit risk, equity risk, market risk (such as interest rate and foreign exchange risk), compliance risk, conduct risk, insurance risk, sustainability risk, related entity (contagion) risk and operational risk, all of which may impact the Group's reputation.

However, there are inherent limitations with any risk management framework as there may exist, or emerge in the future, risks that we have not anticipated or identified. The effectiveness of risk management frameworks is also connected to the establishment and maintenance of a sound risk management culture.

If any of our governance or risk management processes and procedures prove ineffective or inadequate or are otherwise not appropriately implemented, we could suffer unexpected losses and reputational damage which could adversely affect our business, prospects, financial performance or financial condition.

For a discussion of our risk management procedures, refer to the 'Risk management' section.

***Climate change may have adverse effects on our business***

We and our customers may be adversely affected by the physical risks of climate change, including increases in temperatures, sea levels, and the frequency and severity of adverse climatic events including fires, storms, floods, and droughts. These changes may directly impact us and our customers through reputational damage, environmental factors, insurance risk, and an increase in defaults in credit exposures.

Initiatives to mitigate or respond to adverse impacts of climate change may in turn impact market and asset prices, economic activity, and customer behaviour, particularly in geographic locations and industry sectors adversely affected by these changes. Failure to effectively manage these transition risks could adversely affect our reputation, business, prospects, financial performance or financial condition.

***We could suffer losses due to environmental factors***

We and our customers operate businesses and hold assets in a diverse range of geographic locations. Any significant environmental change or external event (including fire, storm, flood, earthquake, pandemic, civil unrest or terrorism events) in any of these locations has the potential to disrupt business activities, impact on our operations, damage property and otherwise affect the value of assets held in the affected locations and our ability to recover amounts owing to us. In addition, such an event could have an adverse impact on economic activity, consumer and investor confidence, or the levels of volatility in financial markets, all of which could adversely affect our business, prospects, financial performance or financial condition.

### ***We could suffer losses due to insurance risk***

We have exposure to insurance risk in our life insurance, general insurance and lenders mortgage insurance businesses, which may adversely affect our business, operations or financial condition.

Insurance risk is the risk of mis-estimation of the expected cost of insured events, volatility in the number or severity of insured events, and mis-estimation of the cost of incurred claims.

In the life insurance business, risk arises primarily through mortality (death) and morbidity (illness and injury) risks, the costs of claims relating to those risks being greater than was anticipated when pricing those risks and policy lapses.

In the general insurance business, insurance risk arises mainly through environmental factors (including storms, floods and bushfires) and other calamities, such as earthquakes, tsunamis and volcanic activity, as well as general variability in home and contents insurance claim amounts. The frequency and severity of external events such as natural disasters is difficult to predict and it is possible that the amounts we reserve for potential losses from existing events, such as those arising from natural disaster events, may not be adequate to cover actual claims that may arise.

In the lenders mortgage insurance business, insurance risk arises primarily from unexpected downturn in economic conditions leading to higher levels of mortgage defaults from unemployment or other economic factors.

If our reinsurance arrangements are not effective, this could also lead to greater risks, and more losses than anticipated.

### ***We could suffer losses due to impairment of capitalised software, goodwill and other intangible assets that may adversely affect our business, operations or financial condition.***

In certain circumstances Westpac may be exposed to a reduction in the value of intangible assets. As at 30 September 2017, Westpac carried goodwill principally related to its investments in Australia, other intangible assets principally relating to assets recognised on acquisition of subsidiaries and capitalised software balances.

Westpac is required to assess the recoverability of the goodwill and other intangible asset balances on at least an annual basis or wherever an indicator of impairment exists. For this purpose Westpac uses a discounted cash flow calculation. Changes in the methodology or assumptions upon which the calculation is based, together with expected changes in future cash flows, could materially impact this assessment, resulting in the potential write-off of part or all of the intangible assets.

Capitalised software and other intangible assets are assessed for indicators of impairment at least annually or on indication of impairment. In the event that an asset is no longer in use, or its value has been reduced or that its estimated useful life has declined, an impairment will be recorded, adversely impacting the Group's financial condition. The estimates and assumptions used in assessing the useful life of an asset can be affected by a range of factors including changes in strategy and the rate of external changes in technology and regulatory requirements.

### ***We could suffer losses if we fail to syndicate or sell down underwritten securities***

As a financial intermediary, we underwrite listed and unlisted debt and equity securities. Underwriting activities include the development of solutions for corporate and institutional customers who need capital and investor customers who have an appetite for certain investment products. We may guarantee the pricing and placement of these facilities. We could suffer losses if we fail to syndicate or sell down our risk to other market participants. This risk is more pronounced in times of heightened market volatility.

### ***Certain strategic decisions may have adverse effects on our business***

Westpac, at times, evaluates and may implement strategic decisions and objectives including diversification, innovation, divestment or business expansion initiatives, including acquisitions of businesses. The expansion or integration of a new business, or entry into a new business, can be complex and costly and may require Westpac to comply with additional local or foreign regulatory requirements which may carry additional risks. In addition, we may be unable to successfully divest businesses or assets. These activities may, for a variety of reasons, not deliver the anticipated positive business results and could have a negative impact on our business, prospects, engagement with regulators, financial performance or financial condition.

### ***Limitation on Independent Registered Public Accounting Firm's Liability***

The liability of PricewaterhouseCoopers (an Australian partnership which we refer to as PwC Australia), with respect to claims arising out of its audit report included in this Annual Report, is subject to the limitations set forth in the Professional Standards Act 1994 of New South Wales, Australia, as amended (the Professional Standards Act) and Chartered Accountants Australia and New Zealand (NSW) scheme adopted by Chartered Accountants Australia and New Zealand on 8 October 2014 and approved by the New South Wales Professional Standards Council pursuant to the Professional Standards Act (the NSW Accountants Scheme). For matters occurring on or prior to 7 October 2014, the liability of PwC Australia may be subject to the limitations set forth in predecessor schemes. The current NSW Accountants Scheme expires on 7 October 2019 unless further extended or replaced.

The Professional Standards Act and the NSW Accountants Scheme may limit the liability of PwC Australia for damages with respect to certain civil claims arising in, or governed by the laws of, New South Wales directly or vicariously from anything done or omitted to be done in the performance of its professional services for us, including, without limitation, its audits of our financial statements. The extent of the limitation depends on the timing of the relevant matter and is:



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- in relation to matters occurring on or after 8 October 2013, a maximum liability for audit work of A\$75 million; or
  - in relation to matters occurring on or prior to 7 October 2013, the lesser of (in the case of audit services) ten times the reasonable charge for the service provided and a maximum liability for audit work of A\$75 million.

The limitations do not apply to claims for breach of trust, fraud or dishonesty.

In addition, there is equivalent professional standards legislation in place in other states and territories in Australia and amendments have been made to a number of Australian federal statutes to limit liability under those statutes to the same extent as liability is limited under state and territory laws by professional standards legislation. Accordingly, liability for acts or omissions by PwC Australia in Australian states or territories other than New South Wales may be limited in a manner similar to that in New South Wales. These limitations of liability may limit recovery upon the enforcement in Australian courts of any judgement under US or other foreign laws rendered against PwC Australia based on or related to its audit report on our financial statements. Substantially all of PwC Australia's assets are located in Australia. However, the Professional Standards Act and the NSW Accountants Scheme have not been subject to extensive judicial consideration and therefore how the limitation might be applied by the courts and the effect of the limitation remain untested in a number of respects, including its effect in respect of the enforcement of foreign judgements.

## Risk management

Westpac's vision is to be one of the world's great service companies, helping our customers, communities and people to prosper and grow.

Effective risk management including a sound risk culture is one of the keys to achieving our vision as it influences our customers' experiences, the public's perceptions, our financial performance, our reputation and our shareholders' expectations. It is critical to our future success. We regard managing risk as a core function performed at all levels of the Group.

The Risk Management Strategy is approved by the Board and reviewed by the Board Risk and Compliance Committee (BRCC) on an annual basis or more frequently where required by a material business or strategy change or a material change to the Group's risk profile. It is owned by the Chief Executive Officer (CEO).

For further information regarding the roles and responsibilities of the BRCC and other Board committees in managing risk, refer to Westpac's Corporate Governance Statement in Section 1.

The CEO and Executive Team are responsible for implementing our Risk Management Strategy and frameworks, and for developing policies, controls, processes and procedures for identifying and managing risk in all of Westpac's activities.

As outlined in the 'Corporate governance' section, we adopt a Three Lines of Defence approach to risk management which reflects our culture of 'risk is everyone's business' and that all employees are responsible for identifying and managing risk and operating within the Group's desired risk profile.

For a discussion of the risks to which Westpac is exposed, and its policies to manage these risks, refer to Westpac's 2017 Corporate Governance Statement and Note 22 to the financial statements.

## Credit risk

Credit risk is the risk of financial loss where a customer or counterparty fails to meet their financial obligations to Westpac.

We have a framework and supporting policies for managing the credit risk associated with lending across our business divisions. The framework and policies encompass all stages of the credit cycle – origination, evaluation, approval, documentation, settlement, ongoing administration and problem management. For example, we have established product-based standards for lending to individuals, with key controls including minimum serviceability standards and maximum loan to security value ratios. We offer residential property loans to both owner-occupiers and investors at both fixed and variable rates, secured by a mortgage over the property or other acceptable collateral. Where we lend to higher loan to value ratios, we typically also require lenders mortgage insurance. Similarly, we have established criteria for business, commercial, corporate and institutional lending, which can vary by industry segment. In this area we focus on the performance of key financial risk ratios, including interest coverage, debt serviceability and balance sheet structure. When providing finance to smaller business, commercial and corporate borrowers we typically obtain security, such as a mortgage over property and/or a general security agreement over business assets. For larger corporates and institutions, we typically also require compliance with selected financial ratios and undertakings and may hold security. In respect of commercial property lending, we maintain loan origination and ongoing risk management standards, including specialised management for higher value loans. We consider factors such as the nature, location, quality and expected demand for the asset, tenancy profile and experience and quality of management. We actively monitor the Australian and New Zealand property markets and the composition of our commercial property loan book across the Group.

The extension of credit is underpinned by the Group's Principles of Responsible Lending. This is reflected in our commitment to comply with all local legislation, codes of practice and relevant guidelines and obligations to market our products responsibly and stay in touch with the expectations of customers and the community.

Refer to Note 22 to the financial statements for details of our credit risk management policies.

## Provisions for impairment charges on loans

For information on the basis for determining the provision for impairment charges on loans refer to 'Critical accounting assumptions and estimates' in Note 14 to the financial statements.

### Credit risk concentrations

We monitor our credit portfolio to manage risk concentrations. At 30 September 2017, our exposure to consumers comprised 72% (2016: 72%, 2015: 71%) of our on-balance sheet loans and 59% (2016: 58%, 2015: 57%) of total credit commitments. At 30 September 2017, 92% (2016: 91%, 2015: 90%) of our exposure to consumers was supported by residential real estate mortgages. The consumer category includes investment property loans to individuals, credit cards, personal loans, overdrafts and lines of credit. Our consumer credit risks are diversified, with substantial consumer market share in every state and territory in Australia, New Zealand and the Pacific region. Moreover, these customers service their debts with incomes derived from a wide range of occupations, in city as well as country areas.

Exposures to businesses, government and other financial institutions are classified into a number of industry clusters based on groupings of related Australian and New Zealand Standard Industrial Classification (ANZSIC) codes and are monitored against industry risk limits. The level of industry risk is measured and monitored on a dynamic basis. We also control the concentration risks that can arise from large exposures to individual borrowers.

### Cross-border outstandings

Cross-border outstandings are loans, placements with banks, interest earning investments and monetary assets denominated in currencies other than the borrower's or guarantor's local currency, or the local currency of the Westpac branch or subsidiary holding the asset. They are grouped on the basis of the country of domicile of the borrower or the ultimate guarantor of the risk. The table below excludes irrevocable letters of credit, amounts of which are immaterial. The relevant foreign denominated currencies have been converted at the closing spot exchange rate used in the financial statements.

Our cross-border outstandings to borrowers in countries that individually represented in excess of 0.75% of Group total assets as at 30 September in each of the past three years were as follows:

(in \$millions unless otherwise indicated) <sup>1</sup>	Governments and Official Institutions	Banks and Other Financial Institutions	Other (Primarily Commercial and Industrial)	Total	% of Total Assets
<b>2017</b>					
United States	8,106	2,497	947	11,550	1.4%
<b>2016</b>					
United States	8,288	3,831	1,351	13,470	1.6%
<b>2015</b>					
United States	8,063	3,403	951	12,417	1.5%
Australia	2	2,237	4,438	6,677	0.8%

<sup>1</sup> At face value.

Impaired assets among cross-border outstandings were \$12 million as at 30 September 2017 (2016: \$277 million, 2015: \$6 million).

### Liquidity risk

Liquidity risk is the risk that the Group will be unable to fund assets and meet obligations as they become due. This risk could potentially arise as a result of:

- an inability to meet both expected and unexpected current and future cash flows and collateral needs without affecting either daily operations or the financial condition of the bank; and/or
- inadequate market depth or market disruption impacting the ability to offset or eliminate a position at the market price.

The Westpac Group has a liquidity risk management framework which seeks to meet cash flow obligations under a wide range of market conditions, including name specific and market-wide scenarios as well as meeting the requirements of the LCR.

Refer to Note 22 to the financial statements for a more detailed discussion of our liquidity risk management policies.

## Westpac debt programs and issuing shelves

Access in a timely and flexible manner to a diverse range of debt markets and investors is provided by the following programs and issuing shelves as at 30 September 2017:

Program Limit	Issuer(s)	Program/Issuing Shelf Type
<b>Australia</b>		
No limit	WBC	Debt Issuance Program
<b>Euro Market</b>		
USD 2.5 billion	WBC	Euro Transferable Certificate of Deposit Program
USD 20 billion	WBC/WSNZL <sup>1</sup>	Euro Commercial Paper and Certificate of Deposit Program
USD 70 billion	WBC	Euro Medium Term Note Program
USD 10 billion	WSNZL <sup>1</sup>	Euro Medium Term Note Program
USD 40 billion	WBC <sup>2</sup>	Global Covered Bond Program
EUR 5 billion	WSNZL <sup>3</sup>	Global Covered Bond Program
<b>Japan</b>		
JPY 750 billion	WBC	Samurai shelf
JPY 750 billion	WBC	Uridashi shelf
<b>United States</b>		
USD 45 billion	WBC	US Commercial Paper Program
USD 10 billion	WSNZL <sup>1</sup>	US Commercial Paper Program
USD 35 billion	WBC	US Medium Term Note Program
USD 15 billion	WBC (NY Branch)	US Medium Term Deposit Note Program
No limit	WBC (NY Branch)	Certificate of Deposit Program
No limit	WBC	US Securities and Exchange Commission registered shelves
<b>New Zealand</b>		
No limit	WNZL	Medium Term Note and Registered Certificate of Deposit Program

<sup>1</sup> Notes issued under this program by Westpac Securities NZ Limited, London branch are guaranteed by Westpac New Zealand Limited, its parent company.

<sup>2</sup> Notes issued under this program are guaranteed by BNY Trust Company of Australia Limited as trustee of the Westpac Covered Bond Trust.

<sup>3</sup> Notes issued under this program by Westpac Securities NZ Limited, London branch are guaranteed by Westpac New Zealand Limited, its parent company, and Westpac NZ Covered Bond Limited.

## Market risk

Market risk is the risk of an adverse impact on earnings resulting from changes in market factors, such as foreign exchange rates, interest rates, commodity prices or equity prices. This includes interest rate risk in the banking book – the risk to interest income from a mismatch between the duration of assets and liabilities that arises in the normal course of business activities. Market risk arises in both trading and banking book activities.

Our trading activities are conducted in our Financial Markets and Treasury businesses. Financial Markets trading book activity represents dealings that encompass book running and distribution activity. Treasury's trading activity represents dealings that include the management of interest rate, foreign exchange (FX) and credit spread risk associated with wholesale funding, liquid asset portfolios and hedging of foreign currency earnings and capital deployed offshore.

Refer to Note 22 to the financial statements for a more detailed discussion of our market risk management policies.

The table below depicts the aggregate Value at Risk (VaR), by risk type, for traded risk for the year ended 30 September:

Consolidated and Parent Entity \$m	2017			2016			2015		
	High	Low	Average	High	Low	Average	High	Low	Average
Interest rate risk	16.0	4.6	8.5	14.0	4.6	8.8	18.1	7.0	11.4
Foreign exchange risk	9.4	0.6	3.1	12.2	1.4	5.1	11.8	0.5	3.6
Equity risk	0.4	0.0	0.1	2.9	0.1	0.3	0.6	0.1	0.3
Commodity risk <sup>1</sup>	14.1	3.3	6.6	4.5	1.4	2.7	5.7	1.7	3.1
Other market risks <sup>2</sup>	5.1	3.5	4.2	6.0	2.6	3.6	6.7	2.9	4.6
Diversification effect	n/a	n/a	(8.6)	n/a	n/a	(8.0)	n/a	n/a	(7.2)
Net market risk	22.9	9.7	13.9	18.7	7.7	12.5	23.5	9.0	15.8

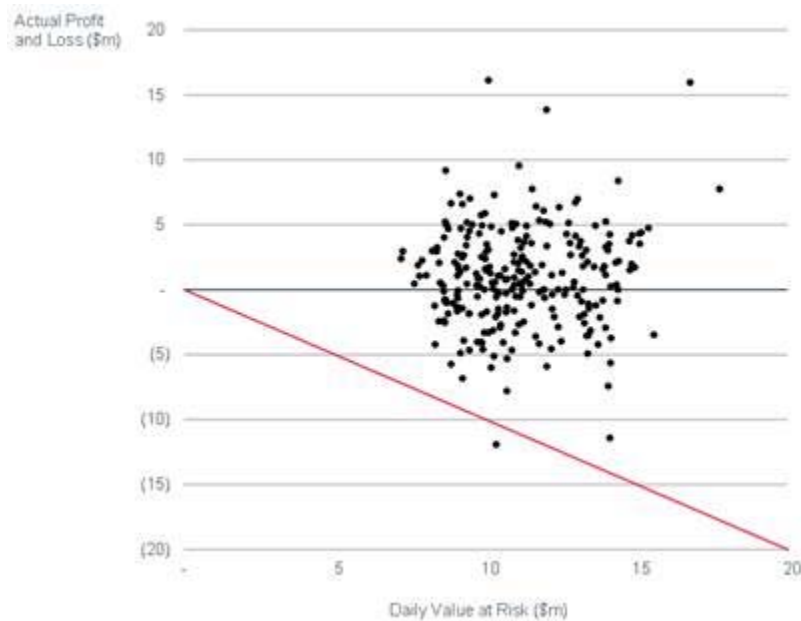
<sup>1</sup> Includes electricity risk.

<sup>2</sup> Include prepayment risk and credit spread risk (exposure to movements in generic credit rating bands).

The graph below compares the actual profit and loss from trading activities on a daily basis to VaR<sup>1</sup> over the reporting period:

#### Traded Risk: Actual Profit and Loss vs. VaR

01 October 2016 to 30 September 2017



Each point on the graph represents one day's profit or loss from trading activities. The result is placed on the graph relative to the associated VaR utilisation. The downward sloping line represents the point where a loss is equal to VaR utilisation. Therefore, any point below the line represents a back-test exception (i.e. where the loss is greater than VaR).

#### Operational risk and compliance risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. This definition is aligned to regulatory (Basel II) definition, including legal and regulatory risk but excluding strategic and reputation risk. It also includes, among other things, technology risk, model risk and outsourcing risk.

The way operational risk is managed has the potential to positively or negatively impact our customers, our employees, our financial performance and our reputation.

Compliance risk is the risk of legal or regulatory sanction, financial or reputational loss, arising from our failure to abide by the compliance obligations required of us.

Compliance is focused on meeting our legal and regulatory obligations in each of the jurisdictions in which we operate by proactively managing compliance risk. Refer to Westpac's Corporate Governance Statement in Section 1 for information on our management of operational and compliance risk.

<sup>1</sup> Westpac estimates VaR as the potential loss in earnings from adverse market movements and is calculated over a 1 day time horizon to a 99% confidence level using 1 year of historical data.

The Group's Operational Risk Management Framework and Compliance Management Framework provide the basis for divisions to identify, assess, measure, manage, monitor and report on their risks. The Operational Risk Management Framework sets out the Group's approach to managing operational risk, and is supported by a number of key Group-wide and divisional operational risk policies. The Compliance Management Framework sets out the approach of Westpac Group to managing compliance obligations and mitigating compliance risk, in order to achieve our compliance objective. This is discussed in further detail in Note 22 to the financial statements.

### Other risks

#### Business risk

The risk associated with the vulnerability of a line of business to changes in the business environment.

#### Conduct risk

The risk that our provision of services and products results in unsuitable or unfair outcomes for our stakeholders or undermines market integrity.

The Westpac Group Code of Conduct describes the standards of conduct expected of our people, both employees and contractors. It is supported by policies and procedures to manage conduct-related risks, including through our dealings in financial markets, and through managing our statutory and professional obligations to specific clients, including fiduciary and suitability requirements, and product management and design.

#### Sustainability risk

The risk of reputational or financial loss due to failure to recognise or address material existing or emerging sustainability related environmental, social or governance issues.

The Group has in place a Sustainability Risk Management Framework that is supported by a suite of key policies and position statements. These include the Principles for Doing Business, Responsible Investment Position Statement, Environmental, Social and Governance (ESG) Credit Risk Policy, Climate Change Position Statement and Action Plan, Human Rights Position Statement and Action Plan and sensitive sector position statements, and Responsible Sourcing Code of Conduct and Framework, many of which are publicly available. The Sustainability Risk Management Framework was reviewed and updated in 2017.

Westpac is also a signatory to a number of voluntary principles-based frameworks that guide the integration of ESG-related issues into banking, lending and investment analysis. These include the Equator Principles, covering project finance activities and the Principles for Responsible Investments, covering investment analysis.

#### Equity risk

The potential for financial loss arising from movements in equity values. Equity risk may be direct, indirect or contingent.

The Group's direct equity risk arises from principal investments or net trading or underwriting positions in listed or unlisted equities. It also includes seed funding, debt for equity swaps, equity derivatives and other situations where the value of Westpac's investment is directly affected by the change in value of the equity instrument to the full extent of that change.

Our indirect equity risk arises from movements in the equity markets that affect business performance e.g. income derived as a result of managing or the administration of equity investments on behalf of other parties where fee income is based on the value of funds under management.

Our contingent equity risk arises from normal lending activities secured by, or with recourse to, listed and/or unlisted equities or to another equity-like source of risk protection. This risk materialises when there is a default, and a subsequent shortfall from the realisation of equity-related assets that is not covered from other sources of recourse.

The Group has in place various policies, limits and controls which seek to manage these risks and the conflicts of interest that can potentially arise.

#### Insurance risk

The risk in our licensed regulated insurance entities of mis-estimation of the expected cost of insured events, volatility in the number or severity of insured events, and mis-estimation of the cost of incurred claims.

Subsidiaries within the Group undertake life insurance, general insurance and lenders mortgage insurance. They are governed by independent boards and are subject to separate regulatory oversight and controls. These subsidiaries have reinsurance arrangements in place to reduce risk, including from catastrophic events. They are capitalised to a level that exceeds the minimum required by the relevant regulator.

#### Related entity (contagion) risk

The risk that problems arising in other Westpac Group members compromise the financial and operational position of the authorised deposit-taking institution in the Westpac Group.

The Group has in place a Related Entity Risk Management Framework and a suite of supporting policies and procedures governing the control of dealings with, and activities that may be undertaken by, Group members. Controls include the measurement, approval and monitoring of, and limitations on, the extent of intra-group credit exposures and other forms of

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parent entity support, plus requirements related to control of Group badging, product distribution, promotional material, service-level agreements and managing potential conflicts of interest.

### **Reputation risk**

The risk of the loss of reputation, stakeholder confidence, or public trust and standing.

Reputation risk arises where there are differences between stakeholder's current and/or emerging perceptions, beliefs and expectations relative to our current and planned activities, performance and behaviours. It can affect the Group's brands and businesses positively or negatively. Stakeholder perceptions can include (but are not limited to) views on financial performance, quality of products or services, quality of management, leadership and governance, history and heritage and our approach to sustainability, social responsibility and ethical behaviour.

We have a Reputation Risk Management Framework and key supporting policies in place covering the way we manage reputation risk as one of our key risks across the Group, including the setting of risk appetite and roles and responsibilities for risk identification, measurement and management, monitoring and reporting. The Reputation Risk Management Framework was reviewed and updated in 2017.

### **Structured entities**

We are associated with a number of structured entities in the ordinary course of business, primarily to provide funding and financial services products to our customers.

Structured entities are typically set up for a single, pre-defined purpose, have a limited life, generally are not operating entities and do not have employees. The most common form of structured entity involves the acquisition of financial assets by the structured entity that is funded by the issuance of securities to external investors (securitisation). Repayment of the securities is determined by the performance of the assets acquired by the structured entity.

Under AAS, a structured entity is consolidated and reported as part of the Group if it is controlled by the parent entity in line with AASB 10 Consolidated Financial Statements. The definition of control is based on the substance rather than the legal form. Refer to Note 36 to the financial statements for a description of how we apply the requirements to evaluate whether to consolidate structured entities and for information on both consolidated and unconsolidated structured entities.

In the ordinary course of business, we have established or sponsored the establishment of structured entities in relation to securitisation, as detailed below.

### **Covered bond guarantors**

Through our covered bond programs we assign our equitable interests in residential mortgage loans to a structured entity covered bond guarantor which guarantees the obligations of our covered bonds. We provide arm's length swaps to the covered bond guarantor in accordance with relevant prudential guidelines. We have no obligation to repurchase any assets from the covered bond guarantor, other than in certain circumstances where there is a breach of representation or warranty. We may repurchase loans from the covered bond guarantor at our discretion, subject to the conditions set out in the transaction documents.

As at 30 September 2017, the carrying value of assets pledged for the covered bond programs for the Group was \$42.1 billion (2016: \$45.4 billion).

Refer to Note 25 to the financial statements for further details.

### **Securitisation structured entities**

Through our securitisation programs we assign our equitable interests in assets (in respect of RMBS, principally residential mortgage loans, and in respect of ABS, principally auto receivables) to structured entities, which issue securities to investors. We provide arm's length interest rate swaps and liquidity facilities to the structured entities in accordance with relevant prudential guidelines. We have no obligation to repurchase any securitisation securities, unless there is a breach of representation or warranty within 120 days of the initial sale (except in respect of our program in New Zealand which imposes no such time limitation). We may remove assets from the program where they cease to conform with the terms and conditions of the securitisation programs or through a program's clean-up features.

As at 30 September 2017, our assets securitised through a combination of privately or publicly placed issues primarily to Australian, New Zealand, European and Asian investors was \$8.2 billion (2016: \$9.5 billion).

Under AAS substantially all of the structured entities involved in our loan securitisation programs are consolidated by the Group.

Refer to Note 25 to the financial statements for further details.

### **Customer funding conduits**

We arrange financing for certain customer transactions through a commercial paper conduit that provides customers with access to the commercial paper market. As at 30 September 2017, we administered one significant conduit (2016: one), that was created prior to 1 February 2003, with commercial paper outstanding of \$0.4 billion (2016: \$0.9 billion). We provide a letter of credit facility as credit support to the commercial paper issued by the conduit. This facility is a variable interest in the conduit that we administer and represents a maximum exposure to loss of \$41 million as at 30 September 2017 (2016: \$97 million). The conduit is consolidated by the Group.

Refer to Note 25 to the financial statements for further details.

### **Structured finance transactions**

We have entered into transactions with structured entities to provide financing to customers or to provide financing to the Group. Any financing arrangements to customers are entered into under normal lending criteria and are subject to our normal credit approval processes. The assets arising from these financing activities are generally included in loans, receivables due from other financial institutions or available-for-sale securities. The liabilities arising from these financing activities are generally included in payables due to other financial institutions, debt issues or financial liabilities designated at fair value. Exposures in the form of guarantees or undrawn credit lines are included within contingent liabilities and credit-related commitments.

### **Other off-balance sheet arrangements**

Refer to Note 38 to the financial statements for details of our superannuation plans and Note 31 for details of our contingent liabilities, contingent assets and credit commitments.

### **Financial reporting**

#### **Internal control over financial reporting**

The US Congress passed the Public Company Accounting Reform and Investor Protection Act in July 2002, which is commonly known as the Sarbanes-Oxley Act of 2002 (SOx). SOx is a wide ranging piece of US legislation concerned largely with financial reporting and corporate governance. We are obligated to comply with SOx by virtue of being a foreign registrant with the SEC and we have established procedures designed to comply with all applicable requirements of SOx.

#### **Disclosure controls and procedures**

Our management, with the participation of our CEO and CFO, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the US Securities Exchange Act of 1934) as of 30 September 2017.

Based upon this evaluation, our CEO and CFO have concluded that the design and operation of our disclosure controls and procedures were effective as of 30 September 2017.

#### **Management's Report on internal control over financial reporting**

Rule 13a-15(a) under the US Securities Exchange Act of 1934 requires us to maintain an effective system of internal control over financial reporting. Refer to the sections headed 'Management's report on internal control over financial reporting' and 'Report of independent registered public accounting firm' in Section 3 for those reports.

#### **Changes in our internal control over financial reporting**

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the US Securities Exchange Act of 1934) for the year ended 30 September 2017 that has been identified and that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



# Westpac's approach to sustainability

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## Sustainability performance

### Westpac's approach to sustainability

The Group's approach to operating sustainably is designed to anticipate, respond to and shape the most pressing emerging topics (issues and opportunities) that have the potential to materially impact customers, employees, suppliers, shareholders and communities. We believe that as one of Australia's largest companies we have a role to play in helping to create positive social, economic and environmental impact, for the benefit of all. This view is embedded within our core business activities, and aligns with the priorities set out in the Group's strategy.

### Guiding our approach

Accountability for the Group's Sustainability Strategy starts with the Board and flows through to all employees. The Board has responsibility for considering the social, ethical and environmental impact of the Group's activities, setting standards and monitoring compliance with sustainability policies and practices. The Westpac Sustainability Council, comprising senior leaders from across the business and meeting four times a year, oversees strategic progress and guides the Group's approach.

Progress against the sustainability strategy is reported to and discussed with the Executive Team and Board twice each year, with other items discussed on an as needs basis.

Westpac's sustainability strategy is based upon the use of the widely accepted global standard for corporate responsibility and sustainable development, the AA1000 AccountAbility Principles Standard (2008).

### Our sustainability principles

In line with AA1000, Westpac has adopted the Standard's three key principles:

- Involving all stakeholders in identifying topics and developing strategy – Inclusivity;
- Evaluating all topics identified to determine the impact they may have on stakeholders and the Group's operations – Sustainability materiality; and
- Ensuring decisions, actions and performance, as well as communication with stakeholders, is responsive to the topics identified – Responsiveness.

### Frameworks and policies

Westpac responds to enduring and emerging material topics through frameworks and policies that are complementary to the business strategy and form part of the Group's overall approach to risk management. Collectively, they help to guide decisions, manage risk and drive action. Key frameworks and policies include:

- Our Principles for Doing Business – which sets out the behaviours the Group expects to be judged against in pursuit of the vision, and the framework to embed sustainable practices throughout the business in the areas of: governance and ethics; customer practices; employee practices; care for the environment; community involvement; and supply chain management;
- Our Sustainability and Reputation Risk Management Frameworks – which set out how the Group manages these risks in operations, lending and investment decisions, and the supply chain provides a clear guide on roles and responsibilities within the organisation, reflecting the Group's 'three lines of defence' risk management approach; and
- A suite of policies that embed the principles and management requirements into day to day operations. These include internal and external sensitive sector position statements, as well as Group-wide issue-based positions.

### Sustainability leadership

Leadership in sustainability is regularly acknowledged and validated by a number of third party ratings and awards. During 2017, these included:

- Assessed as the most sustainable bank globally in the 2017 Dow Jones Sustainability Indices (DJSI) achieving a score of 94. This marks the fourth year in a row and 10th time that Westpac has achieved global banking sector leadership, and the 16th year in a row that Westpac has been recognised among global banking leaders;
- Assigned a Gold Class ranking in the RobecoSAM Sustainability Yearbook for 2017, released in January 2017; and
- Recognised as one of only ten Australian companies to achieve Leadership level in the 2017 CDP<sup>1</sup>, with a climate score of A-. This puts Westpac among the top 22% of companies globally to achieve this level.

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<sup>1</sup> Formerly the Carbon Disclosure Project.

## Material sustainability topics

Westpac identifies the most material sustainability topics through regular assessments of industry trends, internal reports, information from stakeholder engagement and independent research. The table below outlines those topics considered highly material for the Group and its stakeholders, and further detailed in Westpac's 2017 Sustainability Performance Report. Prioritisation of material topics continues to be subject to annual independent external assurance by PricewaterhouseCoopers.

Material sustainability topic		Full year responses and achievements
<b>Customer experience, support and access</b>	Customers' needs are becoming more complex, and at the same time they want banking to be simpler and more efficient.	<ul style="list-style-type: none"> <li>▪ Launched a new credit card, Westpac Lite, in response to customer feedback for a simple, low rate and low limit 'no frills' credit card and also launched Westpac SmartPlan, an online tool to help customers manage their credit card balance and pay down their debts more easily;</li> <li>▪ Introduced a number of new products and services such as 'Bump Savings account' which encourages savings habits early that allows parents and children to set and track savings goals; and partnered with Mathspace to provide free access to online maths education for all Australians; and</li> <li>▪ Released a Financial Inclusion Plan outlining our vision for financial inclusion, with priority areas of crisis and hardship, understanding money and inclusive growth.</li> </ul>
<b>Information security and data privacy</b>	Maintaining customer confidentiality and the security of our systems is paramount given the threat of cyberattacks and the evolving nature of technology.	<ul style="list-style-type: none"> <li>▪ Invested in new cybersecurity capability and additional dedicated resources to counter new and emerging threats;</li> <li>▪ Enhanced the resilience and security of systems to protect the privacy, confidentiality, integrity and availability of customer information and sensitive commercial data; and</li> <li>▪ Delivered cybercrime information sessions to more than 3,000 business customer across Australian capital cities.</li> </ul>
<b>Digital product and service transformation</b>	Digitisation offers opportunities to improve efficiency and deliver services in new ways, including new fintech business models which we are embracing to better meet changing customer expectations.	<ul style="list-style-type: none"> <li>▪ Introduced 160 new features and enhancements across digital banking platforms, including: <ul style="list-style-type: none"> <li>– categorisation of customers transactions into groups such as bills and payments, food and beverages etc;</li> <li>– secured and unsecured personal loan applications where existing customers can apply online, receive an instant response, accept their contract electronically and receive funds automatically 24/7.</li> </ul> </li> <li>▪ Westpac Quick Transfer is a new function in our mobile banking app allowing customers to make transfers among their own accounts without having to log in. This was awarded a 2017 CANSTAR Innovation Excellence Award; and</li> <li>▪ Continued to incubate and partner with a number of fintech start-ups to offer new services for customers now and in the future.</li> </ul>
<b>Changing regulatory landscape</b>	Supervision and regulation in jurisdictions in which Westpac operates continues to evolve, creating uncertainty in the operating environment.	<ul style="list-style-type: none"> <li>▪ Invested over \$325 million during the year to enhance existing and implement new processes to comply with recent regulatory and compliance changes; and</li> <li>▪ For further detail, see Section 1 Information on Westpac.</li> </ul>
<b>Conduct and culture</b>	Conduct and culture is vital for maintaining the trust of customers, shareholders and regulators.	<ul style="list-style-type: none"> <li>▪ Established a customer advocate to provide a new independent avenue of review of complaints for personal and small business customers;</li> <li>▪ Rolled out refreshed 'Doing the Right Thing' mandatory compliance training which aligns to our Values and includes an updated ethical awareness component;</li> <li>▪ Improved alignment of sales practices to Our Service Promise by removing all sales incentives for tellers and personal bankers are now incentivised equally for sales and service;</li> <li>▪ Updated Whistleblower Policy, increased the channels available to report matters, and established a wellbeing and quality assurance process to ensure whistleblowers receive adequate support;</li> <li>▪ Continue to actively review the design and communication of our products and services for fairness and suitability, and established Product Governance Committees in each division; and</li> <li>▪ Made progress in implementing industry reform initiatives, such as the conduct background check protocol, through our commitment to the ABA-led Better Banking Reform Program.</li> </ul>

Material sustainability topic		Full year responses and achievements
<b>Governance, risk and remuneration</b>	Clear governance practices, active management of risk, commitment to compliance, and fair remuneration in our operations, supplier and partner relationships is critical to the longevity and financial wellbeing of the Group.	<ul style="list-style-type: none"> <li>For further detail, see Section 1 Corporate governance and our Remuneration Report and Section 2 Risk and risk management.</li> </ul>
<b>Financial and economic performance</b>	Maintaining a healthy financial performance and strong balance sheet is vital to the Group's long term sustainability.	<ul style="list-style-type: none"> <li>Delivered another sound performance with a cash return on equity of 13.8% supported by disciplined business growth and well managed margins;</li> <li>Strengthened the balance sheet meeting APRA's 'unquestionably strong' capital benchmark capital ratio of 10.5%. On track for the implementation of the Net Stable Funding Ratio on 1 January 2018; and</li> <li>Asset quality has improved with level of stressed assets decreasing over the year.</li> </ul>
<b>Climate change transition and opportunities</b>	As a major financial institution, Westpac has an important role to play in supporting the transition to a sustainable economy model aligned to a two degree economy, meaning the Australian economy reaches net zero emissions by 2050.	<ul style="list-style-type: none"> <li>Informed by our climate scenario analysis completed in 2016, developed the next phase of actions we are taking over the short, medium and long term demonstrating our commitment to operate consistent with limiting global warming to less than two degrees Celsius;</li> <li>Issued the first offshore foreign currency Climate Bond by an Australian bank, and published the first Westpac Climate Bond Impact Report;</li> <li>Announced new targets to increase lending and facilitate climate change solutions; and</li> <li>Continued to report climate related disclosures in our annual Sustainability Performance Report and commenced alignment with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).</li> </ul>
<b>Value chain sustainability risks</b>	We actively manage a range of sustainability risks (including climate change and human rights) in our value chain through our lending to customers, our investments in funds, and through our supply chain.	<ul style="list-style-type: none"> <li>Continued to apply the Group's Sustainability Risk Management Framework to the identification, assessment and management of sustainability risks across the organisation – including to decisions related to customers and suppliers;</li> <li>Refreshed and reset our Position Statement and 2020 Action Plan for both Human Rights and Climate Change and updated other position statements, including Financing Agribusiness and Providers of Payday Lending;</li> <li>Released our Responsible Sourcing Code of Conduct and established a global Responsible Sourcing Steering Committee to oversee its application across jurisdictions; and</li> <li>Released our first statement in response to the UK Modern Slavery Act requirements for large companies operating in the UK to report on the steps taken to prevent slavery and human trafficking in supply chains.</li> </ul>
<b>Inclusion and diversity</b>	As the population ages and becomes more culturally diverse, Westpac needs to think creatively about how to find, develop and retain the right employees and tailor services that consider diverse customer needs.	<ul style="list-style-type: none"> <li>Reached 50% women in leadership roles and exceeded 40% women in general management positions;</li> <li>Indigenous employment parity was maintained, whereby the proportion of Indigenous Australians employed is 4%, reflecting the proportion of Indigenous Australians in the wider Australian population;</li> <li>Hosted Australia's first corporate LGBTIQ inclusion summit which featured a number of high profile speakers from business, sports and entertainment;</li> <li>Announced our Accessibility Action Plan for 2017-2020 continuing our public commitment to enhance access and inclusion for our employees, customers and communities; and</li> <li>St.George Bank became the first Australian bank to be accredited as dementia-friendly by Alzheimer's Australia.</li> </ul>
<b>Talent attraction and retention</b>	Attracting, retaining and developing the right people requires innovative recruitment strategies and working conditions to match changing employee expectations.	<ul style="list-style-type: none"> <li>Launched Certificate of Executive Leadership, a professional accreditation with the Australian Graduate School of Management in Australia and the University of Auckland in New Zealand to more than 900 leaders to strengthen the leadership capabilities of our middle managers;</li> <li>Introduced Motivate, our new approach to performance, development and reward to four divisions, with the remainder set to follow in 2018;</li> <li>To build the skills of the future and encourage a culture of lifelong learning, LearningBank (our new learning and development platform) was extended to all employees and to Westpac Scholars through the Westpac Bicentennial Foundation; and</li> <li>Conducted a Group-wide employee engagement survey which demonstrated good progress in all key areas and an overall engagement score of 79%, placing the Group in the top 25% of companies globally against the survey benchmark.</li> </ul>

# Westpac's approach to sustainability

## Sustainability objectives

Our 2013-2017 Sustainability Strategy sets measurable objectives against the following three priority areas:

- Embracing societal change: helping improve the way people work and live, as our society changes;
- Environmental solutions: helping find solutions to environmental challenges; and
- Better financial futures: helping customers to have a better relationship with money, for a better life.

## Performance against sustainability objectives<sup>1</sup>

Priority	Objectives	Full year 2017 performance
Help improve the way people work and live, as our society changes	Ensure our workforce is representative of the community	<ul style="list-style-type: none"> <li>▪ Proportion of leadership roles held by women increased from 48% to 50% achieving the Group's 2017 target;</li> <li>▪ Recruited an additional 177 people who identify as Aboriginal and Torres Strait Islander peoples, bringing to 628 those recruited and exceeding our three year goal of 500 by 2017;</li> <li>▪ Participation of mature aged workers (50+) is 22.2%, up from 21.5% a year ago; and</li> <li>▪ Financial wellbeing of women aged 40+ as rated by the BT Financial Health Index survey remained stable.</li> </ul>
	Extend length and quality of working lives	<ul style="list-style-type: none"> <li>▪ Mean employee retirement age was 62.3 years, up compared to a year ago; and</li> <li>▪ Workplace wellbeing as measured by the Work Ability Index remained within the 'good' range.</li> </ul>
	Anticipate the future product and service needs of ageing and culturally diverse customers	<ul style="list-style-type: none"> <li>▪ Increased convenience for multi-cultural customers by enabling foreign currency accounts in core currencies to be opened via Westpac Live online banking;</li> <li>▪ Introduced new Bereavement Support sites on the websites for all our major bank brands, as well as Bereavement customer guide booklets;</li> <li>▪ Improved online guidance and banker training supporting bereaved customers for all four bank brands in Australia;</li> <li>▪ Launched educational videos via the Westpac Davidson Institute to help new arrivals and multicultural Australians better understand Australian super, tax and the process of transferring money overseas; and</li> <li>▪ Launched live stream videos via our social media platforms with tips on how Chinese students in the midst of planning their move to Australia can manage their finances.</li> </ul>
Help find solutions to environmental challenges	Provide products and services to help customers adapt to environmental challenges	<ul style="list-style-type: none"> <li>▪ Since 2013 launched nine unique products/services, including incorporation of sustainability market data into the Panorama investment platform and announced as the preferred financial partner for the Tasmanian Energy Efficiency Loan Scheme.</li> </ul>
	Increase lending and investment in CleanTech and environmental services	<ul style="list-style-type: none"> <li>▪ Increased committed exposure to the CleanTech and environmental services sector relative to 2016, taking total committed exposure to \$7.0 billion, surpassing the 2017 target by 16%.</li> </ul>
	Reduce our environmental footprint	<ul style="list-style-type: none"> <li>▪ Maintained carbon neutral status and achieved a reduction of more than 40% in office paper consumption since 2012;</li> <li>▪ Bank of Melbourne's 525 Collins Street branch became the first 6 Star Green Star bank branch in Victoria, reflecting leading eco-efficient practices;</li> <li>▪ Achieved 2017 power usage effectiveness target of 1.6 and surpassed the 2017 energy efficiency target with 169 kWh/m<sup>2</sup>; and</li> <li>▪ Recycling rates and water consumption in Sydney head offices improved to 75% and 104,866 kL respectively.</li> </ul>

<sup>1</sup> All results as at 30 September 2017 except environmental footprint which is as at 30 June 2017.

Priority	Objectives	Full year 2017 performance
Help customers to have a better relationship with money, for a better life	Ensure all our customers have access to the right advice to achieve a secure retirement	<ul style="list-style-type: none"> <li>▪ Lifted engagement between customers and BT Adviser View to increase transparency on quality of advice and service; and</li> <li>▪ BT Advice average customer satisfaction rating was 4.91 out of 5.00 for 2017, above the target of 4.90.</li> </ul>
	Help our customers meet their financial goals in retirement	<ul style="list-style-type: none"> <li>▪ The proportion of Group customers with Group superannuation was 7.5%, a decrease compared to 7.8% in 2016;</li> <li>▪ Launched SuperCheck, a tool which allows our customers to find all their superannuation within 60 seconds and open an account and rollover in three clicks, in Westpac and St.George group channels; and</li> <li>▪ 'Wealth Review' tool provided members and their families key insights into their financial position.</li> </ul>
	Increase access to financial services in the Pacific	<ul style="list-style-type: none"> <li>▪ Launched Choice Wantok, an ambitious financial inclusion program in PNG as part of a joint venture between Westpac and the Pacific Financial Inclusion Program;</li> <li>▪ Met 2017 target for the number of 300,000 Choice Basic banking customers in our Pacific operations ahead of schedule; and</li> <li>▪ There were nearly 177,000 mobile banking activations and over 330,000 In-store transactional volumes as at 30 September 2017.</li> </ul>
	Help people gain access to social and affordable housing and services	<ul style="list-style-type: none"> <li>▪ Lent over \$1.32 billion to the social and affordable housing sector, up from \$1.05 billion at 30 September 2016 and short of our \$2 billion 2017 target.</li> </ul>

# Westpac's approach to sustainability

## Five year non-financial summary<sup>1</sup>

Key trends across a range of non-financial areas of performance are provided in the following five year non-financial summary.

	2017	2016	2015	2014	2013
<b>Customer</b>					
Total customers (millions) <sup>2</sup>	13.8	13.4	13.1	12.8	12.2
Digitally active customers (millions) <sup>3</sup>	5.3	4.9	4.9	4.7	4.2
Branches <sup>4</sup>	1,251	1,310	1,429	1,534	1,544
Branches with 24/7 capability (%) <sup>5</sup>	29	27	22	15	-
ATMs	3,665	3,757	3,850	3,890	3,814
Smart ATMs (%) <sup>6</sup>	44	37	31	24	17
Change in consumer compliments (%) - Australia	19	38	-	-	-
Change in consumer complaints (%) - Australia	(18)	(31)	(31)	(27)	(15)
Change in consumer complaints (%) - NZ	(21)	(7)	(18)	(16)	19
Wealth customer penetration (%) <sup>7</sup>	17.6	19.1	19.7	20.0	18.7
<b>Employees</b>					
Total employees (full-time equivalent) <sup>8</sup>	35,096	35,580	35,484	36,596	35,894
Employee voluntary attrition (%) <sup>9</sup>	9.6	10.6	10.6	9.8	9.8
New starter retention (%) <sup>10</sup>	84.7	85.5	85.3	88.0	86.7
Employee engagement index (%) <sup>11</sup>	79	69	-	-	-
Lost Time Injury Frequency Rate (LTIFR) <sup>12</sup>	0.6	0.8	0.8	1.1	1.5
Women as percentage of the total workforce (%)	58	58	59	59	60
Women in leadership (%) <sup>13</sup>	50	48	46	44	42
<b>Environment</b>					
Total Scope 1 and 2 emissions - Aust and NZ (tonnes CO <sub>2</sub> -e) <sup>14</sup>	131,723	154,339	173,437	175,855	180,862
Total Scope 3 emissions - Aust and NZ (tonnes CO <sub>2</sub> -e) <sup>15</sup>	68,415	63,016	67,899	73,871	85,013
Paper consumption - Aust and NZ (tonnes) <sup>16</sup>	2,706	3,304	4,857	5,334	5,762
<b>Sustainable lending and investment</b>					
CleanTech and environmental services attributable financing - Aust and NZ (\$m)	6,979	6,193	6,054	7,978	6,438
Proportion of electricity generation financing in renewables including hydro - Aust and NZ (%) <sup>17</sup>	65	59	61	59	55
Electricity generation portfolio emissions intensity (tonnes CO <sub>2</sub> -e/MWh) <sup>18</sup>	0.36	0.38	0.38	0.41	0.44
Finance assessed under the Equator Principles - Group (\$m) <sup>19</sup>	891	617	1,065	851	268
Responsible investment funds under management (\$m) <sup>20</sup>	21,881	18,723	15,017	-	-
<b>Social impact</b>					
Community investment (\$m) <sup>21</sup>	164	148	149	217	131
Community investment as a percentage of pre-tax profits - Group (%)	1.42	1.39	1.30	2.02	1.33
Community investment as a percentage of pre-tax operating profit (cash earnings basis)	1.41	1.32	1.33	1.99	1.28
Financial education (participants) <sup>22</sup>	112,263	59,596	65,538	49,812	32,577
<b>Supply chain<sup>23</sup></b>					
Number of suppliers assessed against Responsible Sourcing Code of Conduct	31	-	-	-	-
Spend with indigenous Australian suppliers - Australia (\$m) <sup>24</sup>	2.5	1.6	1.2	-	-

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- <sup>1</sup> All data represents Group performance as at 30 September unless otherwise stated.
- <sup>2</sup> All customers with an active relationship (excludes channel only and potential relationships).
- <sup>3</sup> Unique customers who have successfully authenticated (including Quickzone) into the digital banking platforms within 90 days. Figures prior to 2016 are not comparable.
- <sup>4</sup> FY16 restated from 1,309 to 1,310.
- <sup>5</sup> Branches that allow customers to self-serve 24/7 via a range of devices that allow them to withdraw and deposit cash, coin exchange etc. (not all these services would be available at every 24/7 zone). Access determined by individual location (i.e. shopping centre opening hours may prevent 24/7 access).
- <sup>6</sup> ATMs with deposit taking functionality. Excludes old style envelope deposit machines.
- <sup>7</sup> Data based on Roy Morgan Research, respondents aged 14+; 12 month average to September. Wealth customer penetration is defined as the proportion of Australians who have a Deposit or Transaction Account, Mortgage, Personal Lending or Major Card with the Westpac Group and also have Managed Investments, Superannuation or Insurance with the Westpac Group.
- <sup>8</sup> Full-time equivalent employees include permanent (full-time and pro-rata part-time staff) employees, and temporary (overtime, temporary and contract staff) employees.
- <sup>9</sup> Employee voluntary attrition refers to the total voluntary separation of permanent employees over the 12 month average total permanent headcount for the period (includes full time, part time and maximum term employees). Westpac Pacific figures included since FY15.
- <sup>10</sup> Voluntary new starter retention over the 12 month rolling new starter headcount for the period (includes full time and part time permanent employees). Westpac Pacific figures included since FY15.
- <sup>11</sup> New employee engagement survey conducted in 2016 and prior data not included due to change in survey methodology.
- <sup>12</sup> Lost Time Injury Frequency Rate (LTIFR) measures the number of Lost Time Injuries, defined as injuries or illnesses (based on workers compensation claims accepted) resulting in an employee being unable to work for a full scheduled day (or shift) other than the day (or shift) on which the injury occurred where work was a significant contributing factor, per one million hours worked in the rolling 12 months reported. Westpac Pacific figures included since FY16.
- <sup>13</sup> Women in Leadership refers to the proportion of women (permanent and maximum term) in leadership roles across the Group. It includes the CEO, Group Executives, General Managers, senior leaders with significant influence on business outcomes (direct reports to General Managers and their direct reports), large (3+) team people leaders three levels below General Manager, and Bank and Assistant Bank Managers.
- <sup>14</sup> Scope 1 greenhouse emissions are the release of greenhouse gases into the atmosphere as a direct result of Westpac's Australian and New Zealand banking operations. Scope 2 emissions are indirect greenhouse gas emissions from consumption of purchased electricity from Westpac's Australian and New Zealand banking operations. Australian data is prepared in accordance with the National Greenhouse and Energy Reporting Act 2007. New Zealand data is prepared in accordance with the guidance for Voluntary Corporate Greenhouse Gas Reporting published by the New Zealand Ministry for the Environment. These definitions also align with the GHG protocol and ISO 14064-1 standard and are reported for the period 1 July to 30 June.
- <sup>15</sup> Scope 3 emissions are greenhouse gases emitted as a consequence of Westpac's Australian and New Zealand banking operations but by another facility. Australian data is prepared in accordance with the National Carbon Offset Standard. New Zealand data is prepared in accordance with the New Zealand Ministry for the Environment for GHG reporting. These definitions also align with the GHG protocol and ISO 14064-1 standard and are reported for the period 1 July to 30 June.
- <sup>16</sup> Total copy paper purchased (in tonnes) by the Group as reported by its suppliers.
- <sup>17</sup> Measured as the percentage of indirect and direct financing (total committed exposure) to energy generation assets in the Australian and New Zealand electricity markets.
- <sup>18</sup> Data is based on the reported exposures to energy generation (AUD lending only). The average financed emissions intensity is calculated by weighting each loan (total committed exposures) by the emissions intensity of each company.
- <sup>19</sup> The Equator Principles is a voluntary set of standards for determining, assessing and managing social and environmental risk in project financing.
- <sup>20</sup> BTFG funds applying an environmental, social and governance (ESG integration) approach. Data prior to 2015 not available due to change in reporting methodology.
- <sup>21</sup> This amount includes monetary contributions, time contributions, management costs and in-kind contributions comprising gifts and foregone fee revenue. The 2014 figure includes Westpac's \$100 million contribution to the Westpac Bicentennial Foundation.
- <sup>22</sup> Total number of employees, customers and general public attending financial education courses offered by the Westpac Group during the year (including online webinars). In Australia financial education covers personal, business and social sector content inclusive of modules on financial basics, owning your home, building wealth, retirement planning, starting and growing a business and financials for non-profit organisations. New Zealand and Pacific businesses deliver locally tailored programs.
- <sup>23</sup> New metrics introduced as we implement the Group's Responsible Sourcing Code of Conduct.
- <sup>24</sup> Annual spend with businesses that are 51% or more owned and operated by an Aboriginal or Torres Strait Islander person and certified with a relevant member organisation.

## Other Westpac business information

### Employees

The number of employees in each area of business as at 30 September:

	2017	2016	2015
Consumer Bank <sup>1</sup>	10,162	9,207	9,240
Business Bank	3,136	3,186	3,060
BT Financial Group (Australia)	4,175	4,153	4,045
Westpac Institutional Bank	2,682	2,693	2,846
Westpac New Zealand <sup>2</sup>	4,328	4,445	4,618
Group Businesses	10,613	11,896	11,675
<b>Total Group businesses<sup>3</sup></b>	<b>35,096</b>	<b>35,580</b>	<b>35,484</b>

<sup>1</sup> Consumer Bank and Group Businesses employees impacted by the transfer of customer contact centres during 2017. Prior periods were not restated

<sup>2</sup> Comparatives have been restated for New Zealand contractors. (2016: increased by 300, 2015: increased by 243)

<sup>3</sup> Total employees include full-time, pro-rata part time, overtime, temporary and contract staff.

### 2017 v 2016

Total employees decreased by 484 compared to 30 September 2016 from productivity initiatives that have streamlined and digitised processes across both technology and operations, partly offset by investment in growth and productivity initiatives and resources for compliance activities.

### 2016 v 2015

Total employees increased by 96 from 30 September 2015 compared to 30 September 2016 from increased resourcing to support higher investment in growth and productivity initiatives and regulation and compliance programs and additional Bank of Melbourne employees (30). These were partially offset by productivity initiatives across the Group and the sale of operations in the Solomon Islands and Vanuatu (138).

### Property

We occupy premises primarily in Australia, New Zealand and the Pacific Islands including 1,251 branches (2016: 1,310) as at 30 September 2017. As at 30 September 2017, we owned approximately 1.6% (2016: 1.6%) of the premises we occupied in Australia, none (2016: none) in New Zealand and 40% (2016: 40%) in the Pacific Islands. The remainder of premises are held under commercial lease with terms generally averaging three to five years. As at 30 September 2017, the carrying value of our directly owned premises and sites was approximately \$95 million (2016: \$102 million).

Westpac Place in the Sydney CBD is the Group's head office. In December 2015, an Agreement for Lease was executed for 275 Kent Street, allowing for Westpac's continued occupation of levels 1-23 until 2030, and for an earlier exit of levels 24-32 in 2024. This site is currently undergoing a refurbishment program and will have the capacity for over 6,000 staff in an agile environment upon its completion.

Westpac also occupies levels 1-28 of T2 in International Towers Sydney with a lease extended until 2030. This site has a capacity for over 6,000 personnel in an agile environment.

We continue a corporate presence in Kogarah, in the Sydney metro area, which is a key corporate office of St. George. The Kogarah office has a 2,650 seat capacity and is home to 'The Hive', our innovation centre. A lease commitment at this site extends to 2034 with five five-year options to extend.

In Melbourne, Westpac has occupied the majority of 150 Collins Street since October 2015 with a lease term that extends to 2026. This was Westpac's first fully agile workspace environment with over 1,000 staff now occupying our new Melbourne Head Office.

'Westpac on Takutai Square' is Westpac New Zealand's head office, located at the eastern end of Britomart Precinct near Customs Street in Auckland, contains 24,510 square metres of office space across two buildings and has a capacity of approximately 2,110 seats. A lease commitment at this site extends to 2021, with two six-year options to extend.

### Significant long term agreements

Westpac has no individual contracts, other than contracts entered into in the ordinary course of business, that would constitute a material contract.



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## **Related party disclosures**

Details of our related party disclosures are set out in Note 40 to the financial statements and details of Directors' interests in securities are set out in the Remuneration Report included in the Directors' Report.

Other than as disclosed in Note 40 to the financial statements and the Remuneration Report, if applicable, loans made to parties related to Directors and other key management personnel of Westpac are made in the ordinary course of business on normal terms and conditions (including interest rates and collateral). Loans are made on the same terms and conditions (including interest rates and collateral) as they apply to other employees and certain customers in accordance with established policy. These loans do not involve more than the normal risk of collectability or present any other unfavourable features.

## **Auditor's remuneration**

Auditor's remuneration, including goods and services tax, to the external auditor for the years ended 30 September 2017 and 2016 is provided in Note 39 to the financial statements.

## **Audit related services**

Westpac Group Secretariat monitors the application of the pre-approval process in respect of audit, audit-related and non-audit services provided by PricewaterhouseCoopers (PwC) and promptly brings to the attention of the BAC any exceptions that need to be approved pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X. The pre-approval guidelines are communicated to Westpac's divisions through publication on the Westpac intranet.

During the year ended 30 September 2017, there were no fees paid by Westpac to PwC that required approval by the BAC pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

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## Financial statements

### Income statements for the years ended 30 September Westpac Banking Corporation

\$m	Note	Consolidated			Parent Entity	
		2017	2016	2015	2017	2016
Interest income	3	31,232	31,822	32,295	30,865	31,803
Interest expense	3	(15,716)	(16,674)	(18,028)	(17,765)	(19,182)
Net interest income		15,516	15,148	14,267	13,100	12,621
Non-interest income	4	6,286	5,837	7,375	6,131	4,617
Net operating income before operating expenses and impairment charges		21,802	20,985	21,642	19,231	17,238
Operating expenses	5	(9,434)	(9,217)	(9,473)	(7,898)	(7,572)
Impairment charges	6	(853)	(1,124)	(753)	(870)	(922)
<b>Profit before income tax</b>		<b>11,515</b>	<b>10,644</b>	<b>11,416</b>	<b>10,463</b>	<b>8,744</b>
Income tax expense	7	(3,518)	(3,184)	(3,348)	(2,620)	(2,437)
<b>Net profit for the year</b>		<b>7,997</b>	<b>7,460</b>	<b>8,068</b>	<b>7,843</b>	<b>6,307</b>
Profit attributable to non-controlling interests		(7)	(15)	(56)	-	-
<b>Net profit attributable to owners of Westpac Banking Corporation</b>		<b>7,990</b>	<b>7,445</b>	<b>8,012</b>	<b>7,843</b>	<b>6,307</b>
<b>Earnings per share (cents)</b>						
Basic	8	238.0	224.6	255.0		
Diluted	8	229.3	217.8	248.2		

The above income statements should be read in conjunction with the accompanying notes.

**Statements of comprehensive income** for the years ended 30 September  
Westpac Banking Corporation

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Net profit for the year</b>	<b>7,997</b>	<b>7,460</b>	<b>8,068</b>	<b>7,843</b>	<b>6,307</b>
<b>Other comprehensive income</b>					
<b>Items that may be reclassified subsequently to profit or loss</b>					
Gains/(losses) on available-for-sale securities:					
Recognised in equity	75	56	(148)	88	71
Transferred to income statements	(3)	(8)	(73)	(3)	(1)
Gains/(losses) on cash flow hedging instruments:					
Recognised in equity	(91)	(304)	(59)	(42)	(193)
Transferred to income statements	115	21	(131)	19	(106)
Exchange differences on translation of foreign operations	(116)	(238)	15	(77)	(105)
Income tax on items taken to or transferred from equity:					
Available-for-sale securities reserve	(18)	(13)	67	(25)	(19)
Cash flow hedging reserve	(6)	85	54	7	90
Share of associates' other comprehensive income:					
Recognised in equity (net of tax)	3	(17)	5	-	-
Transferred to income statements	9	-	-	-	-
<b>Items that will not be reclassified subsequently to profit or loss</b>					
Own credit adjustment on financial liabilities designated at fair value (net of tax)	(164)	(54)	160	(164)	(54)
Remeasurement of defined benefit obligation recognised in equity (net of tax)	190	(47)	111	182	(42)
<b>Other comprehensive income for the year (net of tax)</b>	<b>(6)</b>	<b>(519)</b>	<b>1</b>	<b>(15)</b>	<b>(359)</b>
<b>Total comprehensive income for the year</b>	<b>7,991</b>	<b>6,941</b>	<b>8,069</b>	<b>7,828</b>	<b>5,948</b>
Attributable to:					
Owners of Westpac Banking Corporation	7,984	6,926	8,013	7,828	5,948
Non-controlling interests	7	15	56	-	-
<b>Total comprehensive income for the year</b>	<b>7,991</b>	<b>6,941</b>	<b>8,069</b>	<b>7,828</b>	<b>5,948</b>

The above statements of comprehensive income should be read in conjunction with the accompanying notes.

**Balance Sheets** as at 30 September  
Westpac Banking Corporation

\$m	Note	Consolidated		Parent Entity	
		2017	2016	2017	2016
<b>Assets</b>					
Cash and balances with central banks	41	18,397	17,015	16,405	15,186
Receivables due from other financial institutions	10	7,128	9,951	6,357	8,325
Trading securities and financial assets designated at fair value	11	25,324	21,168	22,946	18,562
Derivative financial instruments	21	24,033	32,227	23,823	32,090
Available-for-sale securities	12	60,710	60,665	55,800	56,161
Loans	13	684,919	661,926	606,237	579,739
Life insurance assets	15	10,643	14,192	-	-
Regulatory deposits with central banks overseas		1,048	1,390	945	1,269
Due from subsidiaries		-	-	142,455	143,549
Investment in subsidiaries		-	-	3,975	4,622
Investment in associates	35	60	726	46	-
Property and equipment		1,487	1,737	1,250	1,458
Deferred tax assets <sup>1</sup>	7	1,112	1,351	1,053	1,399
Intangible assets <sup>1</sup>	26	11,652	11,721	9,259	9,305
Other assets	27	5,362	5,133	4,318	4,055
<b>Total assets</b>		<b>851,875</b>	<b>839,202</b>	<b>894,869</b>	<b>875,720</b>
<b>Liabilities</b>					
Payables due to other financial institutions	16	21,907	18,209	21,775	18,141
Deposits and other borrowings	17	533,591	513,071	477,693	455,742
Other financial liabilities at fair value through income statement	18	4,056	4,752	4,038	4,371
Derivative financial instruments	21	25,375	36,076	24,911	35,209
Debt issues	19	168,356	169,902	144,116	145,576
Current tax liabilities		308	385	234	314
Life insurance liabilities	15	9,019	12,361	-	-
Due to subsidiaries		-	-	143,834	142,808
Provisions	28	1,462	1,420	1,295	1,267
Deferred tax liabilities	7	10	36	-	-
Other liabilities	29	8,783	9,004	7,126	7,286
<b>Total liabilities excluding loan capital</b>		<b>772,867</b>	<b>765,216</b>	<b>825,022</b>	<b>810,714</b>
Loan capital	20	17,666	15,805	17,666	15,805
<b>Total liabilities</b>		<b>790,533</b>	<b>781,021</b>	<b>842,688</b>	<b>826,519</b>
<b>Net assets</b>		<b>61,342</b>	<b>58,181</b>	<b>52,181</b>	<b>49,201</b>
<b>Shareholders' equity</b>					
Share capital:					
Ordinary share capital	32	34,889	33,469	34,889	33,469
Treasury shares and RSP treasury shares	32	(495)	(455)	(437)	(369)
Reserves	32	794	727	858	790
Retained profits		26,100	24,379	16,871	15,311
<b>Total equity attributable to owners of Westpac Banking Corporation</b>		<b>61,288</b>	<b>58,120</b>	<b>52,181</b>	<b>49,201</b>
Non-controlling interests	32	54	61	-	-
<b>Total shareholders' equity and non-controlling interests</b>		<b>61,342</b>	<b>58,181</b>	<b>52,181</b>	<b>49,201</b>

<sup>1</sup> Comparatives have been revised for changes in accounting policy. Refer to Note 1(iv).

The above balance sheets should be read in conjunction with the accompanying notes.

## Statements of changes in equity for the years ended 30 September Westpac Banking Corporation

Consolidated	Share capital (Note 32)	Reserves (Note 32)	Retained profits	Total equity attributable to owners of Westpac Banking Corporation	Non- controlling interests (Note 32)	Total shareholders' equity and non- controlling interests
\$m						
<b>Balance at 1 October 2014</b>	<b>26,639</b>	<b>1,176</b>	<b>20,641</b>	<b>48,456</b>	<b>881</b>	<b>49,337</b>
<b>Net profit for the year</b>	-	-	<b>8,012</b>	<b>8,012</b>	<b>56</b>	<b>8,068</b>
Net other comprehensive income for the year	-	(270)	271	1	-	1
<b>Total comprehensive income for the year</b>	-	<b>(270)</b>	<b>8,283</b>	<b>8,013</b>	<b>56</b>	<b>8,069</b>
<b>Transactions in capacity as equity holders</b>						
Dividends on ordinary shares <sup>1</sup>	-	-	(5,752)	(5,752)	-	(5,752)
Dividend reinvestment plan	1,412	-	-	1,412	-	1,412
Dividend reinvestment plan underwrite	1,000	-	-	1,000	-	1,000
<b>Other equity movements</b>						
Share based payment arrangements	-	141	-	141	-	141
Exercise of employee share options and rights	16	-	-	16	-	16
Purchase of shares (net of issue costs)	(91)	-	-	(91)	-	(91)
(Acquisition)/disposal of treasury shares	(81)	-	-	(81)	-	(81)
Disposal of controlled entities	-	-	-	-	(105)	(105)
Other	-	(16)	-	(16)	(15)	(31)
<b>Total contributions and distributions</b>	<b>2,256</b>	<b>125</b>	<b>(5,752)</b>	<b>(3,371)</b>	<b>(120)</b>	<b>(3,491)</b>
<b>Balance at 30 September 2015</b>	<b>28,895</b>	<b>1,031</b>	<b>23,172</b>	<b>53,098</b>	<b>817</b>	<b>53,915</b>
<b>Net profit for the year</b>	-	-	<b>7,445</b>	<b>7,445</b>	<b>15</b>	<b>7,460</b>
Net other comprehensive income for the year	-	(418)	(101)	(519)	-	(519)
<b>Total comprehensive income for the year</b>	-	<b>(418)</b>	<b>7,344</b>	<b>6,926</b>	<b>15</b>	<b>6,941</b>
<b>Transactions in capacity as equity holders</b>						
Dividends on ordinary shares <sup>1</sup>	-	-	(6,128)	(6,128)	-	(6,128)
Dividend reinvestment plan	726	-	-	726	-	726
Share entitlement offer	3,510	-	-	3,510	-	3,510
<b>Other equity movements</b>						
Share based payment arrangements	-	116	-	116	-	116
Exercise of employee share options and rights	2	-	-	2	-	2
Purchase of shares (net of issue costs)	(49)	-	-	(49)	-	(49)
(Acquisition)/disposal of treasury shares	(70)	-	-	(70)	-	(70)
Other <sup>2</sup>	-	(2)	(9)	(11)	(771)	(782)
<b>Total contributions and distributions</b>	<b>4,119</b>	<b>114</b>	<b>(6,137)</b>	<b>(1,904)</b>	<b>(771)</b>	<b>(2,675)</b>
<b>Balance at 30 September 2016</b>	<b>33,014</b>	<b>727</b>	<b>24,379</b>	<b>58,120</b>	<b>61</b>	<b>58,181</b>
<b>Net profit for the year</b>	-	-	<b>7,990</b>	<b>7,990</b>	<b>7</b>	<b>7,997</b>
Net other comprehensive income for the year	-	(32)	26	(6)	-	(6)
<b>Total comprehensive income for the year</b>	-	<b>(32)</b>	<b>8,016</b>	<b>7,984</b>	<b>7</b>	<b>7,991</b>
<b>Transactions in capacity as equity holders</b>						
Dividends on ordinary shares <sup>1</sup>	-	-	(6,291)	(6,291)	-	(6,291)
Dividend reinvestment plan	1,452	-	-	1,452	-	1,452
<b>Other equity movements</b>						
Share based payment arrangements	-	98	-	98	-	98
Exercise of employee share options and rights	11	-	-	11	-	11
Purchase of shares (net of issue costs)	(43)	-	-	(43)	-	(43)
(Acquisition)/disposal of treasury shares	(40)	-	-	(40)	-	(40)
Other	-	1	(4)	(3)	(14)	(17)
<b>Total contributions and distributions</b>	<b>1,380</b>	<b>99</b>	<b>(6,295)</b>	<b>(4,816)</b>	<b>(14)</b>	<b>(4,830)</b>
<b>Balance at 30 September 2017</b>	<b>34,394</b>	<b>794</b>	<b>26,100</b>	<b>61,288</b>	<b>54</b>	<b>61,342</b>

<sup>1</sup> 2017 comprises 2017 interim dividend 94 cents (\$3,150 million) and 2016 final dividend 94 cents per share (\$3,141 million) (2016: 2016 interim dividend 94 cents (\$3,130 million) and 2015 final dividend 94 cents (\$2,998 million), 2015: 2015 interim dividend 93 cents (\$2,897 million) and 2014 final dividend 92 cents (\$2,855 million), all fully franked at 30%.

<sup>2</sup> On 30 June 2016 the 2006 TPS were redeemed in full.

The above statements of changes in equity should be read in conjunction with the accompanying notes.

**Statements of changes in equity** for the years ended 30 September (continued)  
Westpac Banking Corporation

Parent Entity				Total equity attributable to owners of Westpac Banking Corporation	Convertible debentures (Note 32)	Total shareholders' equity and other equity instruments
\$m	Share capital (Note 32)	Reserves (Note 32)	Retained profits			
<b>Balance at 1 October 2015</b>	<b>28,972</b>	<b>940</b>	<b>15,248</b>	<b>45,160</b>	<b>755</b>	<b>45,915</b>
<b>Net profit for the year</b>	-	-	<b>6,307</b>	<b>6,307</b>	-	<b>6,307</b>
Net other comprehensive income for the year	-	(263)	(96)	(359)	-	(359)
<b>Total comprehensive income for the year</b>	-	<b>(263)</b>	<b>6,211</b>	<b>5,948</b>	-	<b>5,948</b>
<b>Transactions in capacity as equity holders</b>						
Dividends on ordinary shares <sup>1</sup>	-	-	(6,129)	(6,129)	-	(6,129)
Dividend reinvestment plan	726	-	-	726	-	726
Share entitlement offer	3,510	-	-	3,510	-	3,510
Distributions on convertible debentures	-	-	(11)	(11)	-	(11)
<b>Other equity movements</b>						
Share based payment arrangements	-	113	-	113	-	113
Exercise of employee share options and rights	2	-	-	2	-	2
Purchase of shares (net of issue costs)	(49)	-	-	(49)	-	(49)
(Acquisition)/disposal of treasury shares	(61)	-	-	(61)	-	(61)
Other <sup>2</sup>	-	-	(8)	(8)	(755)	(763)
<b>Total contributions and distributions</b>	<b>4,128</b>	<b>113</b>	<b>(6,148)</b>	<b>(1,907)</b>	<b>(755)</b>	<b>(2,662)</b>
<b>Balance at 30 September 2016</b>	<b>33,100</b>	<b>790</b>	<b>15,311</b>	<b>49,201</b>	-	<b>49,201</b>
<b>Net profit for the year</b>	-	-	<b>7,843</b>	<b>7,843</b>	-	<b>7,843</b>
Net other comprehensive income for the year	-	(33)	18	(15)	-	(15)
<b>Total comprehensive income for the year</b>	-	<b>(33)</b>	<b>7,861</b>	<b>7,828</b>	-	<b>7,828</b>
<b>Transactions in capacity as equity holders</b>						
Dividends on ordinary shares <sup>1</sup>	-	-	(6,301)	(6,301)	-	(6,301)
Dividend reinvestment plan	1,452	-	-	1,452	-	1,452
<b>Other equity movements</b>						
Share based payment arrangements	-	101	-	101	-	101
Exercise of employee share options and rights	11	-	-	11	-	11
Purchase of shares (net of issue costs)	(43)	-	-	(43)	-	(43)
(Acquisition)/disposal of treasury shares	(68)	-	-	(68)	-	(68)
Other	-	-	-	-	-	-
<b>Total contributions and distributions</b>	<b>1,352</b>	<b>101</b>	<b>(6,301)</b>	<b>(4,848)</b>	-	<b>(4,848)</b>
<b>Balance at 30 September 2017</b>	<b>34,452</b>	<b>858</b>	<b>16,871</b>	<b>52,181</b>	-	<b>52,181</b>

<sup>1</sup> 2017 comprises 2017 interim dividend 94 cents (\$3,156 million) and 2016 final dividend 94 cents per share (\$3,145 million) (2016: 2016 interim dividend 94 cents (\$3,136 million) and 2015 final dividend 94 cents (\$2,993 million), all fully franked at 30%.

<sup>2</sup> On 30 June 2016 the 2006 TPS were redeemed in full.

The above statements of changes in equity should be read in conjunction with the accompanying notes.

# Financial statements

## Cash flow statements for the years ended 30 September Westpac Banking Corporation

\$m	Note	Consolidated			Parent Entity	
		2017	2016	2015	2017	2016
<b>Cash flows from operating activities</b>						
Interest received		31,133	31,817	32,377	30,784	31,812
Interest paid		(15,415)	(16,721)	(18,319)	(17,458)	(19,221)
Dividends received excluding life business		27	43	12	1,861	960
Other non-interest income received		5,064	5,050	5,289	4,457	3,426
Operating expenses paid		(7,966)	(8,106)	(7,502)	(6,748)	(6,496)
Income tax paid excluding life business		(3,388)	(3,373)	(3,322)	(3,192)	(3,143)
Life business:						
Receipts from policyholders and customers		2,239	1,893	1,921	-	-
Interest and other items of similar nature		24	30	33	-	-
Dividends received		433	348	328	-	-
Payments to policyholders and suppliers		(1,861)	(1,642)	(1,754)	-	-
Income tax paid		(164)	(96)	(104)	-	-
Cash flows from operating activities before changes in operating assets and liabilities		10,126	9,243	8,959	9,704	7,338
Net (increase)/decrease in:						
Trading securities and financial assets designated at fair value		(5,054)	6,755	21,538	(5,194)	6,706
Loans		(26,815)	(38,082)	(39,569)	(27,677)	(35,852)
Receivables due from other financial institutions		2,653	(896)	(1,000)	1,817	(128)
Life insurance assets and liabilities		219	(253)	(191)	-	-
Regulatory deposits with central banks overseas		308	(209)	497	294	(219)
Derivative financial instruments		(5,042)	(5,107)	11,730	(5,378)	(3,796)
Other assets		200	(476)	95	136	4
Net increase/(decrease) in:						
Other financial liabilities at fair value through income statement		(681)	(4,488)	(10,027)	(325)	(4,861)
Deposits and other borrowings		23,062	38,771	8,526	22,518	33,508
Payables due to other financial institutions		3,859	(73)	(1,194)	3,792	459
Other liabilities		(15)	312	95	78	284
<b>Net cash provided by/(used in) operating activities</b>	41	<b>2,820</b>	<b>5,497</b>	<b>(541)</b>	<b>(235)</b>	<b>3,443</b>
<b>Cash flows from investing activities</b>						
Proceeds from available-for-sale securities		25,717	18,779	8,471	23,707	14,357
Purchase of available-for-sale securities		(27,028)	(24,724)	(26,551)	(24,820)	(20,149)
Net (increase)/decrease in investments in controlled entities		-	-	-	640	(37)
Net movement in amounts due to/from controlled entities		-	-	-	2,999	888
Purchase of intangible assets		(766)	(707)	(630)	(692)	(625)
Purchase of property and equipment		(264)	(521)	(677)	(203)	(441)
Proceeds from disposal of property and equipment		65	32	24	55	17
Net (increase)/decrease in investments in associates		(52)	-	-	(46)	-
Proceeds from sale of associates		630	-	-	-	-
Proceeds from disposal of controlled entities, net of cash disposed	41	-	(104)	648	-	(104)
<b>Net cash provided by/(used in) investing activities</b>		<b>(1,698)</b>	<b>(7,245)</b>	<b>(18,715)</b>	<b>1,640</b>	<b>(6,094)</b>
<b>Cash flows from financing activities</b>						
Issue of loan capital (net of issue costs)		4,437	3,596	2,244	4,437	3,596
Redemption of loan capital		(2,188)	(1,444)	-	(2,188)	(1,444)
Net increase/(decrease) in debt issues		3,249	5,213	6,826	2,746	5,674
Proceeds from Share Entitlement Offer		-	3,510	-	-	3,510
Dividend reinvestment plan underwrite		-	-	1,000	-	-
Proceeds from exercise of employee options		11	2	16	11	2
Purchase of shares on exercise of employee options and rights		(17)	(24)	(73)	(17)	(24)
Shares purchased for delivery of employee share plan		(27)	(27)	(27)	(27)	(27)
Purchase of RSP treasury shares		(68)	(62)	(69)	(68)	(62)
Net sale/(purchase) of other treasury shares		7	(8)	(12)	-	1
Payment of dividends		(4,839)	(5,402)	(4,340)	(4,849)	(5,414)
Payment of distributions to non-controlling interests		(13)	(18)	(52)	-	-
Redemption of 2006 Trust Preferred Securities		-	(763)	-	-	(763)
<b>Net cash provided by/(used in) financing activities</b>		<b>552</b>	<b>4,573</b>	<b>5,513</b>	<b>45</b>	<b>5,049</b>
Net increase/(decrease) in cash and cash equivalents		1,674	2,825	(13,743)	1,450	2,398
Effect of exchange rate changes on cash and cash equivalents		(292)	(580)	2,753	(231)	(584)
Cash and cash equivalents as at the beginning of the year		17,015	14,770	25,760	15,186	13,372
<b>Cash and cash equivalents as at the end of the year</b>	41	<b>18,397</b>	<b>17,015</b>	<b>14,770</b>	<b>16,405</b>	<b>15,186</b>

The above cash flow statements should be read in conjunction with the accompanying notes. Details of the reconciliation of net cash (used in)/provided by operating activities to net profit are provided in Note 41.



# Notes to the financial statements

## Note 1. Financial statements preparation

This financial report of Westpac Banking Corporation (the Parent Entity), together with its controlled entities (the Group or Westpac), for the year ended 30 September 2017 was authorised for issue by the Board of Directors on 6 November 2017. The Directors have the power to amend and reissue the financial report.

The principal accounting policies are set out below and in the relevant notes to the financial statements. The accounting policy for the recognition and derecognition of financial assets and financial liabilities precedes Note 10. These accounting policies provide details of the accounting treatments adopted for complex balances and where accounting standards provide policy choices. These policies have been consistently applied to all the years presented, unless otherwise stated.

### a. Basis of preparation

#### (i) Basis of accounting

This financial report is a general purpose financial report prepared in accordance with:

- the requirements for an authorised deposit-taking institution under the *Banking Act 1959* (as amended);
- Australian Accounting Standards (AAS) and Interpretations as issued by the Australian Accounting Standards Board (AASB); and
- the *Corporations Act 2001*.

Westpac Banking Corporation is a for-profit entity for the purposes of preparing this financial report.

The financial report also complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC). It also includes additional disclosures required for foreign registrants by the United States Securities and Exchange Commission (US SEC).

All amounts have been rounded in accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, to the nearest million dollars, unless otherwise stated.

#### (ii) Historical cost convention

The financial report has been prepared under the historical cost convention, as modified by applying fair value accounting to available-for-sale securities, and financial assets and liabilities (including derivative instruments) measured at fair value through income statement or in other comprehensive income.

#### (iii) Comparative revisions

Comparative information has been revised where appropriate to conform to changes in presentation in the current year and to enhance comparability.

#### (iv) Changes in accounting policies

In November 2016 the IFRS Interpretations Committee (IFRIC) published an agenda decision addressing the expected manner of recovery of intangible assets with indefinite useful lives for the purposes of measuring deferred tax.

The IFRIC determined that the fact that an entity does not amortise an intangible asset with an indefinite useful life does not mean that it has an infinite life and that the entity will recover the carrying amount of that asset only through sale and not through use.

As a result, the Group has retrospectively changed its accounting policy for the accounting of deferred income tax on our brand name indefinite life intangible assets acquired through business combinations. The deferred tax was determined based on the full difference between the carrying amount and the tax base of these assets as the assets are expected to be recovered through use.

The change in accounting policy resulted in the following adjustments to the Group's consolidated financial statements:

Balance Sheet	Consolidated			Parent Entity		
	Reported 30-Sep 2016	Adjustment	Restated 30-Sep 2016	Reported 30-Sep 2016	Adjustment	Restated 30-Sep 2016
<b>\$m</b>						
<b>Assets</b>						
Deferred tax assets <sup>1</sup>	1,552	(201)	1,351	1,590	(191)	1,399
Intangible assets <sup>2</sup>	11,520	201	11,721	9,114	191	9,305
<b>Total assets</b>	<b>839,202</b>	<b>-</b>	<b>839,202</b>	<b>875,720</b>	<b>-</b>	<b>875,720</b>

<sup>1</sup> The adjustment was made against deferred tax liability which was offset (where appropriate) against deferred tax assets.

<sup>2</sup> The adjustment was made against goodwill.

## **(v) Business combinations**

Business combinations are accounted for using the acquisition method of accounting. Acquisition cost is measured as the aggregate of the fair value at the date of acquisition of the assets given, equity instruments issued or liabilities incurred or assumed. Acquisition-related costs are expensed as incurred (except for those costs arising on the issue of equity instruments which are recognised directly in equity).

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at fair value on the acquisition date. Goodwill is measured as the excess of the acquisition cost, the amount of any non-controlling interest and the fair value of any previous Westpac equity interest in the acquiree, over the fair value of the identifiable net assets acquired.

## **(vi) Foreign currency translation**

### *Functional and presentational currency*

The consolidated financial statements are presented in Australian dollars which is the Parent Entity's functional and presentation currency. The functional currency of offshore entities is usually the main currency of the economy it operates in.

### *Transactions and balances*

Foreign currency transactions are translated into the functional currency of the relevant branch or subsidiary using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income for qualifying cash flow hedges and qualifying net investment hedges.

### *Foreign operations*

Assets and liabilities of foreign branches and subsidiaries that have a functional currency other than the Australian dollar are translated at exchange rates prevailing on the balance date. Income and expenses are translated at average exchange rates prevailing during the year. Other equity balances are translated at historical exchange rates. The resulting exchange differences are recognised in the foreign currency translation reserve and in other comprehensive income.

On consolidation, exchange differences arising from the translation of borrowings and other foreign currency instruments designated as hedges of the net investment in foreign operations are reflected in the foreign currency translation reserve and in other comprehensive income. When all or part of a foreign operation is disposed or borrowings that are part of the net investments are repaid, a proportionate share of such exchange differences is recognised in the income statement as part of the gain or loss on disposal or repayment of borrowing.

## **b. Critical accounting assumptions and estimates**

Applying the Group's accounting policies requires the use of judgement, assumptions and estimates which impact the financial information. The significant assumptions and estimates used are discussed in the relevant notes below:

- Note 7 Income tax
- Note 14 Provisions for impairment charges
- Note 15 Life insurance assets and life insurance liabilities
- Note 23 Fair values of financial assets and financial liabilities
- Note 26 Intangible assets
- Note 28 Provisions
- Note 38 Superannuation commitments

## **c. Future developments in accounting standards**

The following new standards and interpretations which may have a material impact on the Group have been issued, but are not yet effective, and unless otherwise stated, have not been early adopted by the Group:

AASB 9 *Financial Instruments* (December 2014) (AASB 9) will replace AASB 139 *Financial Instruments: Recognition and Measurement* (AASB 139). It includes a forward looking 'expected credit loss' impairment model, revised classification and measurement model and modifies the approach to hedge accounting. The standard is effective for the 30 September 2019 year end. The major changes under the standard and details of the implementation project are outlined below.

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## Note 1. Financial statements preparation (continued)

### *Impairment*

AASB 9 introduces a revised impairment model which requires entities to recognise expected credit losses based on unbiased forward looking information, replacing the existing incurred loss model which only recognises impairment if there is objective evidence that a loss has been incurred. Key elements of the new impairment model are:

- requires more timely recognition of expected credit losses using a three stage approach. For financial assets where there has been no significant increase in credit risk since origination a provision for 12 months expected credit losses is required (stage 1). For financial assets where there has been a significant increase in credit risk or where the asset is credit impaired a provision for full lifetime expected losses is required (stages 2 and 3 respectively);
- expected credit losses are probability-weighted amounts determined by evaluating a range of possible outcomes and taking into account the time value of money, past events, current conditions and forecasts of future economic conditions. This will involve a greater use of judgement than the existing impairment model; and
- interest is calculated on the gross carrying amount of a financial asset, except where the asset is credit impaired.

### *Implementation*

The Group has established an AASB 9 impairment project which will deliver conversion to the new standard effective 1 October 2018.

Models are currently being developed, tested and approved for core portfolios. These models use three main components to determine the expected credit loss (as well as the time value of money) including:

- Probability of default (PD): the probability that a counterparty will default;
- Loss given default (LGD); the loss that is expected to arise in the event of a default; and
- Exposure at default (EAD): the estimated outstanding amount of credit exposure at the time of the default.

The models use a 12 month timeframe for expected losses in stage 1 and a lifetime timeframe for expected losses in stages 2 and 3. This incorporates past experience, current conditions and multiple probability-weighted macroeconomic scenarios for reasonably supportable future economic conditions.

There will be a new governance framework to implement appropriate controls to address the new requirements of AASB 9 including key areas of judgement such as the determination of a significant increase in credit risk and the use of forward looking information in future economic scenarios.

The judgement to determine significant deterioration of credit risk will be based on changes in internally assessed customer risk grades since origination of the facility. The movement between stages 2 and 3 will be based on whether financial assets are credit-impaired at the reporting date which is expected to be similar to the individual assessment of impairment for financial assets under the current AASB 139.

New AASB 9 models will be independently reviewed and validated in accordance with the Group's model risk policies and approved by the Credit Risk Estimates Committee (CREC). The Board Risk and Compliance Committee (BRCC) will also approve the methodology and key areas of judgement will be discussed with the Board Audit Committee.

Models and credit risk processes will be further tested during a parallel run prior to adoption to provide a better understanding of the implications of the new impairment requirements. This includes an evaluation of the effect on the Group's results as well as validating the controls and effectiveness of the governance and operational processes.

### *Classification and measurement*

AASB 9 replaces the classification and measurement model in AASB 139 with a new model that categorises financial assets based on a) the business model within which the assets are managed, and b) whether the contractual cash flows under the instrument solely represent the payment of principal and interest. Financial assets will be measured at:

- amortised cost where the business model is to hold the financial assets in order to collect contractual cash flows and those cash flows represent solely payments of principal and interest;
- fair value through other comprehensive income where the business model is to both collect contractual cash flows and sell financial assets and the cash flows represent solely payments of principal and interest. Non-traded equity instruments can also be measured at fair value through other comprehensive income; or
- fair value through profit or loss if they are held for trading or if the cash flows on the asset do not solely represent payments of principal and interest. An entity can also elect to measure a financial asset at fair value through profit or loss if it eliminates or reduces an accounting mismatch.

The accounting for financial liabilities is largely unchanged.

## Note 1. Financial statements preparation (continued)

### Implementation

The Group's classification and measurement implementation project is in progress including an assessment of business models and a review of the contractual cash flows across financial assets balances. The Group does not currently expect that there will be a material change to the classification and measurement of financial instruments as a result of implementing AASB 9.

### Hedging

AASB 9 will change hedge accounting by increasing the eligibility of both hedged items and hedging instruments and introducing a more principles-based approach to assessing hedge effectiveness. Adoption of the new hedge accounting model is optional until the IASB completes its accounting for dynamic risk management project. Until this time, current hedge accounting under AASB 139 can continue to be applied.

### Implementation

The Group currently anticipates applying the option to continue hedge accounting under AASB 139, however will implement the amended AASB 7 hedge accounting disclosures as required.

### Transition

The impairment and classification and measurement requirements of AASB 9 will be applied retrospectively by adjusting the opening balance sheet at the date of initial application, 1 October 2018. There is no requirement to restate comparatives and the Group does not expect that the comparatives will be restated. However, detailed transitional disclosures will be provided in accordance with the amended requirements of AASB 7.

The Group intends to quantify the potential impact of adopting AASB 9 once it is practical to provide a reliable estimate. We expect that this will be no later than the 2018 Westpac Group Annual Report.

AASB 15 *Revenue from Contracts with Customers* (AASB 15) was issued on 28 May 2014 and will be effective for the 30 September 2019 financial year. The standard provides a single comprehensive model for revenue recognition. It replaces AASB 118 *Revenue* and related interpretations. The application of AASB 15 is not expected to have a material impact on the Group.

AASB 16 *Leases* was issued on 24 February 2016 and will be effective for the 30 September 2020 financial year. The main changes under the standard are:

- all operating leases of greater than 12 months duration will be required to be presented on balance sheet as a right-of-use asset and lease liability. The asset and liability will initially be measured at the present value of non-cancellable lease payments and payments to be made in optional periods where it is reasonably certain that the option will be exercised. Details of the Group's current lease obligations are included in Note 30; and
- all leases on balance sheet will give rise to a combination of interest expense on the lease liability and depreciation of the right-of-use asset.

The standard will result in the recognition of an asset and liability on the balance sheet, however, the quantum of these balances will be determined by the level of operating lease commitments greater than 12 months duration at adoption and is not yet practicable to determine.

AASB 2016-2 *Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107* was issued on 23 March 2016 and will be effective for the 30 September 2018 year end unless early adopted. Comparatives are not required on first application. The standard requires additional disclosures regarding both cash and non-cash changes in liabilities arising from financing activities. The standard is not expected to have a material impact on the Group.

AASB 17 *Insurance Contracts* was issued on 18 July 2017 and will be effective for the 30 September 2022 year end unless early adopted. This will replace AASB 4 *Insurance Contracts*, AASB 1023 *General Insurance Contracts* and AASB 1038 *Life Insurance Contracts*. The main changes under the standard are:

- the scope of the standard may result in some contracts that are currently "unbundled", i.e. accounted for separately as insurance and investment contracts being required to be "bundled" and accounted for as an insurance contract;
- portfolios of contracts (with similar risks which are managed together) will be required to be disaggregated to a more granular level by both the age of a contract and the likelihood of the contract being onerous in order to determine the recognition of profit over the contract period (i.e. the contractual service margin). The contractual service margin uses a different basis to recognise profit to the current Margin on Services approach for life insurance and therefore the pattern of profit recognition is likely to differ;
- risk adjustments, which reflect uncertainties in the amount and timing of future cash flows, are required for both general and life insurance contracts rather than just general insurance contracts under the current accounting standards;

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## Note 1. Financial statements preparation (continued)

- the contract boundary, which is the period over which profit is recognised, differs and is determined based on the ability to compel the policyholder to pay premiums or the substantive obligation to provide coverage/services. For some general insurance contracts (e.g. some lender mortgage insurance and reinsurance contracts) this may result in the contract boundary being longer. For life insurance, in particular term renewable contracts, the contract boundary is expected to be shorter. Both will be impacted by difference patterns of profit recognition compared to the current standards;
- a narrower definition of what acquisition costs may be deferred;
- an election to recognise changes in assumptions regarding discount rate in other comprehensive income rather than in profit and loss;
- an election to recognise changes in the fair value of assets supporting policy liabilities in other comprehensive income rather than through profit and loss;
- reinsurance contracts and the associated liability is to be determined separately to the gross contract liability and may have different contract boundaries; and
- additional disclosure requirements.

The standard is expected to result in a reduction in the level of deferred acquisition costs, however the quantum of this and the profit and loss impacts to the Group are not yet practicable to determine.

## FINANCIAL PERFORMANCE

### Note 2. Segment reporting

#### Accounting policy

Operating segments are presented on a basis consistent with information provided internally to Westpac's key decision makers and reflects the management of the business, rather than the legal structure of the Group.

Internally, Westpac uses 'cash earnings' in assessing the financial performance of its divisions. Management believes this allows the Group to:

- more effectively assess current year performance against prior years;
- compare performance across business divisions; and
- compare performance across peer companies.

Cash earnings is viewed as a measure of the level of profit that is generated by ongoing operations and is therefore considered in assessing distributions, including dividends. Cash earnings is neither a measure of cash flow nor net profit determined on a cash accounting basis, as it includes both cash and non-cash adjustments to statutory net profit.

To determine cash earnings, three categories of adjustments are made to statutory results:

- material items that key decision makers at Westpac Group believe do not reflect ongoing operations;
- items that are not considered when dividends are recommended, such as the amortisation of intangibles, impact of Treasury shares and economic hedging impacts; and
- accounting reclassifications between individual line items that do not impact statutory results.

Internal charges and transfer pricing adjustments have been reflected in the performance of each operating segment. Inter-segment pricing is determined on an arm's length basis.

#### Reportable operating segments

The operating segments are defined by the customers they service and the services they provide:

- Consumer Bank (CB):
  - responsible for sales and service of banking and financial products and services;
  - customer base is consumer customers in Australia; and
  - operates under the Westpac, St.George, BankSA, Bank of Melbourne and RAMS brands.
- Business Bank (BB):
  - responsible for sales and service of banking and financial products and services;
  - customer base is micro, SME and commercial business customers for facilities up to approximately \$150 million; and
  - operates under the Westpac, St.George, BankSA and Bank of Melbourne brands.

## Note 2. Segment reporting (continued)

- BT Financial Group (Australia) (BTFG):
  - Westpac's Australian wealth management and insurance division;
  - services include the manufacturing and distribution of investment, superannuation, retirement products, wealth administration platforms, private banking, margin lending and equities broking;
  - BTFG's insurance business covers the manufacturing and distribution of life, general and lenders mortgage insurance;
  - operates under the Advance, Ascalon Capital Managers, Asgard, Licensee Select, BT Select, and Securator brands, as well as the Advice, Private Banking and Insurance operations of Westpac, St. George, Bank of Melbourne and BankSA brands; and
  - includes the share of the Group's interest in BT Investment Management (BTIM) which was equity accounted from July 2015 to May 2017. In May 2017, the Group sold a further interest in BTIM which reduced its ownership to approximately 10%. Following completion of sale, the remaining interest in BTIM was reclassified to available-for-sale securities (refer to Note 35).
- Westpac Institutional Bank (WIB):
  - Westpac's institutional financial services division delivering a broad range of financial products and services;
  - expert knowledge in transactional banking, financial and debt capital markets, specialised capital and alternative investment solutions;
  - customer base includes commercial, corporate, institutional and government customers in Australia and New Zealand;
  - supports customers through branches and subsidiaries located in Australia, New Zealand, US, UK and Asia; and
  - also responsible for Westpac Pacific, providing a range of banking services in Fiji and Papua New Guinea (PNG).
- Westpac New Zealand:
  - responsible for sales and service of banking, wealth and insurance products to customers in New Zealand;
  - customer base includes consumers, business and institutional customers; and
  - operates under the Westpac brand for banking products, the Westpac Life brand for life insurance products and the BT brand for wealth products.

### Group Businesses include:

- Treasury which is responsible for the management of the Group's balance sheet including wholesale funding, capital and management of liquidity. Treasury also manages the interest rate risk and foreign exchange risks inherent in the balance sheet, including managing the mismatch between Group assets and liabilities. Treasury's earnings are primarily sourced from managing the Group's balance sheet and interest rate risk, (excluding Westpac New Zealand) within set risk limits;
- Group Technology<sup>1</sup> which comprises functions for the Australian businesses is responsible for technology strategy and architecture, infrastructure and operations, applications development and business integration;
- Core Support<sup>2</sup>, which comprises functions performed centrally, including Australian banking operations, property services, strategy, finance, risk, compliance, legal, and human resources; and
- Group Businesses also includes items, including earnings on capital not allocated to divisions, accounting entries for certain intra-group transactions that facilitate the presentation of the performance of the Group's operating segments, earnings from non-core asset sales, earnings and costs associated with the Group's fintech investments, and certain other head office items such as centrally held provisions.

### Revisions to capital allocation

The Group has completed an update to its capital allocation framework. The update further improves the alignment of capital held by divisions with regulatory capital requirements. The change has led to more capital being allocated to WIB, Westpac New Zealand and Group Businesses with less capital allocated to CB, BB and BTFG. Divisional results have been restated to ensure comparability with 2017 results.

The capital allocation change impacts divisional financials including net interest income, as each division earns interest on capital held. Importantly, the change has no impact on Westpac Group's reported results, cash earnings or any of the Group's performance metrics.

### Revisions to Westpac New Zealand

In 2017 the Group changed the accounting treatment for Westpac New Zealand's credit card rewards scheme to align with Group practice. This change has no impact on cash earnings or reported profit but has led to a restatement which increases both non-interest income and expenses within cash earnings in prior periods. Comparatives of reported profit have not been changed.

<sup>1</sup> Costs are fully allocated to other divisions in the Group.

<sup>2</sup> Costs are partially allocated to other divisions in the Group, with costs attributed to enterprise activity retained in Group Businesses.

## Note 2. Segment reporting (continued)

The following tables present the segment results on a cash earnings basis for the Group:

2017	BT						Total	Net cash earnings adjustment	Income Statement
	Consumer Bank	Business Bank	Financial Group (Australia)	Westpac Institutional Bank	Westpac New Zealand	Group Businesses			
\$m	Bank	Bank	(Australia)	Bank	Zealand	Businesses	Total	adjustment	Statement
Net interest income	7,509	4,055	537	1,507	1,627	469	15,704	(188)	15,516
Non-interest income	802	1,153	1,744	1,706	479	(32)	5,852	434	6,286
<b>Net operating income before operating expenses and impairment charges</b>	<b>8,311</b>	<b>5,208</b>	<b>2,281</b>	<b>3,213</b>	<b>2,106</b>	<b>437</b>	<b>21,556</b>	<b>246</b>	<b>21,802</b>
Operating expenses	(3,337)	(1,839)	(1,176)	(1,323)	(903)	(527)	(9,105)	(329)	(9,434)
Impairment (charges)/benefits	(541)	(367)	(4)	(56)	72	43	(853)	-	(853)
<b>Profit before income tax</b>	<b>4,433</b>	<b>3,002</b>	<b>1,101</b>	<b>1,834</b>	<b>1,275</b>	<b>(47)</b>	<b>11,598</b>	<b>(83)</b>	<b>11,515</b>
Income tax expense	(1,329)	(903)	(330)	(523)	(359)	(85)	(3,529)	11	(3,518)
Profit attributable to non-controlling interests	-	-	-	(7)	-	-	(7)	-	(7)
<b>Cash earnings for the year</b>	<b>3,104</b>	<b>2,099</b>	<b>771</b>	<b>1,304</b>	<b>916</b>	<b>(132)</b>	<b>8,062</b>	<b>(72)</b>	<b>7,990</b>
Net cash earnings adjustments	(116)	(10)	160	-	(14)	(92)	(72)		
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>2,988</b>	<b>2,089</b>	<b>931</b>	<b>1,304</b>	<b>902</b>	<b>(224)</b>	<b>7,990</b>		
<b>Additional information</b>									
Depreciation, amortisation and impairments	(169)	(51)	(46)	(113)	(82)	(514)	(975)		
<b>Balance Sheet</b>									
Total assets	369,522	161,107	35,187	102,929	81,285	101,845	851,875		
Total liabilities	198,065	119,731	40,383	116,194	71,433	244,727	790,533		
Additions of property and equipment and intangible assets	276	54	93	55	85	442	1,005		
<b>2016</b>									
2016	BT						Total	Net cash earnings adjustment	Income Statement
	Consumer Bank	Business Bank	Financial Group (Australia)	Westpac Institutional Bank	Westpac New Zealand <sup>2</sup>	Group Businesses			
\$m	Bank	Bank	(Australia)	Bank	Zealand <sup>2</sup>	Businesses	Total	adjustment	Statement
Net interest income	7,175	3,925	486	1,574	1,606	582	15,348	(200)	15,148
Non-interest income	850	1,104	1,908	1,536	482	8	5,888	(51)	5,837
<b>Net operating income before operating expenses and impairment charges</b>	<b>8,025</b>	<b>5,029</b>	<b>2,394</b>	<b>3,110</b>	<b>2,088</b>	<b>590</b>	<b>21,236</b>	<b>(251)</b>	<b>20,985</b>
Operating expenses	(3,270)	(1,796)	(1,160)	(1,347)	(889)	(469)	(8,931)	(286)	(9,217)
Impairment (charges)/benefits	(492)	(410)	-	(177)	(54)	9	(1,124)	-	(1,124)
<b>Profit before income tax</b>	<b>4,263</b>	<b>2,823</b>	<b>1,234</b>	<b>1,586</b>	<b>1,145</b>	<b>130</b>	<b>11,181</b>	<b>(537)</b>	<b>10,644</b>
Income tax expense	(1,279)	(848)	(366)	(473)	(320)	(58)	(3,344)	160	(3,184)
Profit attributable to non-controlling interests	-	-	-	(7)	-	(8)	(15)	-	(15)
<b>Cash earnings for the year</b>	<b>2,984</b>	<b>1,975</b>	<b>868</b>	<b>1,106</b>	<b>825</b>	<b>64</b>	<b>7,822</b>	<b>(377)</b>	<b>7,445</b>
Net cash earnings adjustments	(116)	(10)	(32)	-	2	(221)	(377)		
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>2,868</b>	<b>1,965</b>	<b>836</b>	<b>1,106</b>	<b>827</b>	<b>(157)</b>	<b>7,445</b>		
<b>Additional information</b>									
Depreciation, amortisation and impairments	(116)	(36)	(43)	(115)	(97)	(524)	(931)		
<b>Balance Sheet</b>									
Total assets <sup>1</sup>	351,528	156,804	38,217	110,416	82,071	100,166	839,202		
Total liabilities	186,629	116,804	39,710	120,653	72,408	244,817	781,021		
Additions of property and equipment and intangible assets	178	83	88	459	96	417	1,321		

<sup>1</sup> Total assets for BT Financial Group (Australia) include the equity accounted carrying value of the investment in BTIM of \$718 million.

<sup>2</sup> Comparatives have been restated to account for the Westpac New Zealand credit card rewards scheme (2016: \$33 million).

## Notes to the financial statements

### Note 2. Segment reporting (continued)

2015	BT						Group	Total	Net cash earnings adjustment	Income Statement
	Consumer Bank	Business Bank	Financial Group (Australia)	Westpac Institutional Bank	Westpac New Zealand <sup>2</sup>	Westpac Group Businesses				
Net interest income	6,403	3,735	434	1,658	1,583	426	14,239	28	14,267	
Non-interest income	940	1,068	2,192	1,578	493	66	6,337	1,038	7,375	
<b>Net operating income before operating expenses and impairment charges</b>	<b>7,343</b>	<b>4,803</b>	<b>2,626</b>	<b>3,236</b>	<b>2,076</b>	<b>492</b>	<b>20,576</b>	<b>1,066</b>	<b>21,642</b>	
Operating expenses	(3,113)	(1,731)	(1,286)	(1,319)	(844)	(378)	(8,671)	(802)	(9,473)	
Impairment (charges)/benefits	(478)	(273)	4	38	(44)	-	(753)	-	(753)	
<b>Profit before income tax</b>	<b>3,752</b>	<b>2,799</b>	<b>1,344</b>	<b>1,955</b>	<b>1,188</b>	<b>114</b>	<b>11,152</b>	<b>264</b>	<b>11,416</b>	
Income tax expense	(1,127)	(842)	(406)	(590)	(322)	13	(3,274)	(74)	(3,348)	
Profit attributable to non-controlling interests	-	-	(32)	(8)	(3)	(15)	(58)	2	(56)	
<b>Cash earnings for the year</b>	<b>2,625</b>	<b>1,957</b>	<b>906</b>	<b>1,357</b>	<b>863</b>	<b>112</b>	<b>7,820</b>	<b>192</b>	<b>8,012</b>	
Net cash earnings adjustments	(116)	(10)	(23)	-	-	341	192			
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>2,509</b>	<b>1,947</b>	<b>883</b>	<b>1,357</b>	<b>863</b>	<b>453</b>	<b>8,012</b>			
<b>Additional information</b>										
Depreciation, amortisation and impairments	(118)	(27)	(42)	(132)	(93)	(1,047)	(1,459)			
<b>Balance Sheet</b>										
Total assets <sup>1</sup>	328,566	149,346	35,813	127,316	71,538	99,577	812,156			
Total liabilities	175,247	108,589	37,168	127,600	63,490	246,147	758,241			
Additions of property and equipment and intangible assets	90	42	73	282	58	768	1,313			

<sup>1</sup> Total assets for BT Financial Group (Australia) include the equity accounted carrying value of the investment in BTIM of \$756 million.

<sup>2</sup> Comparatives have been restated to account for the Westpac New Zealand credit card rewards scheme (2015: \$36 million).



## Note 2. Segment reporting (continued)

### Reconciliation of cash earnings to net profit

\$m	2017	2016	2015
<b>Cash earnings for the year</b>	<b>8,062</b>	<b>7,822</b>	<b>7,820</b>
<b>Cash earning adjustments:</b>			
Partial sale of BTIM	171	-	665
Capitalised technology cost balances	-	-	(354)
Amortisation of intangible assets	(137)	(158)	(149)
Acquisition, transaction and integration expenses	-	(15)	(66)
Lloyds tax adjustments	-	-	64
Fair value gain/(loss) on economic hedges	(69)	(203)	33
Ineffective hedges	(16)	9	(1)
Treasury shares	(21)	(10)	(1)
Buyback of government guaranteed debt	-	-	1
<b>Total cash earnings adjustments</b>	<b>(72)</b>	<b>(377)</b>	<b>192</b>
<b>Net profit attributable to owners of Westpac Banking Corporation</b>	<b>7,990</b>	<b>7,445</b>	<b>8,012</b>

Further details of the above cash earnings adjustments, which are all net of tax, are provided in Divisional performance in Section 2.

### Revenue from products and services

Details of revenue from external customers by product or service are disclosed in Notes 3 and 4. No single customer amounted to greater than 10% of the Group's revenue.

### Geographic segments

Geographic segments are based on the location of the office where the following items were recognised:

	2017		2016		2015	
	\$m	%	\$m	%	\$m	%
<b>Revenue</b>						
Australia	32,328	86.2	32,868	87.3	33,991	85.7
New Zealand	4,360	11.6	4,158	11.0	4,937	12.4
Other <sup>1</sup>	830	2.2	633	1.7	742	1.9
<b>Total</b>	<b>37,518</b>	<b>100.0</b>	<b>37,659</b>	<b>100.0</b>	<b>39,670</b>	<b>100.0</b>
<b>Non-current assets<sup>2</sup></b>						
Australia <sup>3</sup>	12,326	93.8	12,607	93.7	12,150	90.9
New Zealand	745	5.7	774	5.8	751	5.6
Other <sup>1</sup>	68	0.5	77	0.5	466	3.5
<b>Total</b>	<b>13,139</b>	<b>100.0</b>	<b>13,458</b>	<b>100.0</b>	<b>13,367</b>	<b>100.0</b>

<sup>1</sup> Other included Pacific Islands, Asia, the Americas and Europe.

<sup>2</sup> Non-current assets represent property and equipment and intangible assets.

<sup>3</sup> Comparatives have been revised for changes in accounting policy. Refer to Note 1(iv) for further details.

**Note 3. Net interest income****Accounting policy**

Interest income and expense for all interest earning financial assets and interest bearing financial liabilities, detailed within the table below, are recognised using the effective interest rate method. Net income from treasury's interest rate and liquidity management activities and the cost of the Bank levy are included in net interest income.

The effective interest rate method calculates the amortised cost of a financial instrument by discounting the financial instrument's estimated future cash receipts or payments to their present value and allocates the interest income or interest expense, including any fees, costs, premiums or discounts integral to the instrument, over its expected life.

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Interest income</b>					
Cash and balances with central banks	241	260	219	216	228
Receivables due from other financial institutions	110	100	87	85	64
Net ineffectiveness on qualifying hedges	(22)	12	(13)	(13)	8
Trading securities and financial assets designated at fair value	558	645	1,032	505	585
Available-for-sale securities	1,795	1,808	1,634	1,613	1,625
Loans	28,504	28,953	29,307	24,577	24,641
Regulatory deposits with central banks overseas	17	13	12	17	13
Due from subsidiaries	-	-	-	3,838	4,608
Other interest income	29	31	17	27	31
<b>Total interest income</b>	<b>31,232</b>	<b>31,822</b>	<b>32,295</b>	<b>30,865</b>	<b>31,803</b>
<b>Interest expense</b>					
Payables due to other financial institutions	(279)	(345)	(304)	(278)	(344)
Deposits and other borrowings	(8,868)	(9,369)	(10,669)	(7,680)	(8,074)
Trading liabilities	(2,065)	(2,520)	(2,475)	(1,646)	(2,206)
Debt issues	(3,585)	(3,737)	(3,908)	(3,034)	(3,101)
Due to subsidiaries	-	-	-	(4,211)	(4,788)
Loan capital	(693)	(589)	(535)	(693)	(571)
Bank levy	(95)	-	-	(95)	-
Other interest expense	(131)	(114)	(137)	(128)	(98)
<b>Total interest expense</b>	<b>(15,716)</b>	<b>(16,674)</b>	<b>(18,028)</b>	<b>(17,765)</b>	<b>(19,182)</b>
<b>Net interest income</b>	<b>15,516</b>	<b>15,148</b>	<b>14,267</b>	<b>13,100</b>	<b>12,621</b>

Of the amounts noted in total interest income and total interest expense, the amounts related to financial instruments not measured at fair value through income statement were as follows:

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Interest income	30,555	30,941	31,276	30,232	30,986
Interest expense	12,673	13,101	14,363	15,205	15,993

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## Note 4. Non-interest income

### Accounting policy

#### *Fees and commissions*

Fees and commission income are recognised as follows:

- facility fees are primarily earned for the provision of credit and other facilities to customers and are recognised as the services were provided;
- transaction fees are earned for facilitating transactions and are recognised once the transaction is executed;
- other non-risk fee income includes advisory and underwriting fees which are recognised when the related service is completed.

Income which forms an integral part of the effective interest rate of a financial instrument is recognised using the effective interest method and recorded in interest income (for example, loan origination fees).

#### *Funds management income*

Funds management fees earned for the ongoing management of customer funds and investments are recognised over the period of management.

#### *Premium income*

Premium income includes premiums earned for life insurance, life investment and general insurance products:

- life insurance premiums with a regular due date are recognised as revenue on an accrual basis. Premiums with no due date are recognised on a cash received basis;
- life investment premiums included a management fee component which is recognised as funds management income over the period the service is provided. The deposit components of life insurance and investment contracts are not revenue and were treated as movements in life insurance policy liabilities;
- general insurance premium comprises amounts charged to policyholders, excluding taxes and is recognised based on the likely pattern in which the insured risk is likely to emerge. The portion not yet earned based on the pattern assessment is recognised as unearned premium liability.

#### *Claims expense*

- life and general insurance contract claims are recognised as an expense when the liability is established;
- claims incurred in respect of life investment contracts represent withdrawals and are recognised as a reduction in life insurance liabilities.

#### *Trading income*

- realised and unrealised gains or losses from changes in the fair value of trading assets, liabilities and derivatives are recognised in the period in which they arise (except day one profits or losses which are deferred, refer to Note 23). Those relating to foreign exchange related products are recognised in foreign exchange income, the remaining gains and losses are recognised in other trading products;
- dividend income on the trading portfolio is recorded as part of trading income;
- net income related to Treasury's interest rate and liquidity management activities is included in net interest income.

#### *Dividend income*

- dividends on quoted shares are recognised on the ex-dividend date;
- dividends on unquoted shares are recognised when the company's right to receive payment is established.

## Note 4. Non-interest income (continued)

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Fees and commissions</b>					
Facility fees	1,333	1,297	1,342	1,299	1,256
Transaction fees and commissions received	1,193	1,177	1,247	953	965
Other non-risk fee income	229	281	353	211	252
<b>Total fees and commissions</b>	<b>2,755</b>	<b>2,755</b>	<b>2,942</b>	<b>2,463</b>	<b>2,473</b>
<b>Wealth management and insurance income<sup>1</sup></b>					
Life insurance and funds management net operating income	1,590	1,657	2,033	-	-
General insurance and lenders mortgage insurance net operating income	210	242	195	-	-
<b>Total wealth management and insurance income</b>	<b>1,800</b>	<b>1,899</b>	<b>2,228</b>	<b>-</b>	<b>-</b>
<b>Trading income<sup>2,3</sup></b>					
Foreign exchange income	875	974	708	838	927
Other trading products	327	150	256	257	85
<b>Total trading income</b>	<b>1,202</b>	<b>1,124</b>	<b>964</b>	<b>1,095</b>	<b>1,012</b>
<b>Other income</b>					
Dividends received from subsidiaries	-	-	-	1,859	954
Dividends received from other entities	2	7	12	2	6
Net gain on sale of associates <sup>4</sup>	279	-	-	-	-
Net gain on disposal of assets	6	1	103	5	-
Net gain/(loss) on ineffective hedges	-	-	2	-	-
Net gain/(loss) on hedging overseas operations	-	(6)	(1)	152	(241)
Net gain/(loss) on derivatives held for risk management purposes <sup>5</sup>	52	(88)	(27)	52	(88)
Net gain/(loss) on financial instruments designated at fair value	11	(6)	(10)	3	-
Gain on disposal of controlled entities	-	1	1,041	-	1
Rental income on operating leases	143	109	54	104	74
Share of associates' net profit	17	30	5	-	-
Other	19	11	62	20	-
<b>Total other income</b>	<b>529</b>	<b>59</b>	<b>1,241</b>	<b>2,197</b>	<b>706</b>
Transactions with subsidiaries	-	-	-	376	426
<b>Total non-interest income</b>	<b>6,286</b>	<b>5,837</b>	<b>7,375</b>	<b>6,131</b>	<b>4,617</b>
<b>Wealth management and insurance income comprised</b>					
Funds management income	997	1,006	1,334	-	-
Life insurance premium income	1,204	1,114	1,002	-	-
Life insurance commissions, investment income and other income	544	386	530	-	-
Life insurance claims and changes in life insurance liabilities	(1,155)	(849)	(833)	-	-
General insurance and lenders mortgage insurance net premiums earned	451	455	453	-	-
General insurance and lenders mortgage insurance investment, commissions and other income	77	70	30	-	-
General insurance and lenders mortgage insurance claims incurred, underwriting and commission expenses	(318)	(283)	(288)	-	-
<b>Total wealth management and insurance income</b>	<b>1,800</b>	<b>1,899</b>	<b>2,228</b>	<b>-</b>	<b>-</b>

<sup>1</sup> Wealth management and insurance income includes policy holder tax recoveries.

<sup>2</sup> Trading income represents a component of total markets income from our WIB markets business, Westpac Pacific and Treasury foreign exchange operations in Australia and New Zealand.

<sup>3</sup> Comparatives have been revised for consistency.

<sup>4</sup> On 26 May 2017, the Group sold shares of BTIM (19% of BTIM's shares on issue). Refer to Note 35 for further details.

<sup>5</sup> Income from derivatives held for risk management purposes reflected the impact of economic hedges of foreign currency capital and earnings.

## Note 5. Operating expenses

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Staff expenses</b>					
Employee remuneration, entitlements and on-costs	4,133	4,005	4,094	3,371	3,233
Superannuation expense <sup>1</sup>	380	369	362	314	304
Share-based payments	113	135	174	96	108
Restructuring costs	75	92	74	68	89
<b>Total staff expenses</b>	<b>4,701</b>	<b>4,601</b>	<b>4,704</b>	<b>3,849</b>	<b>3,734</b>
<b>Occupancy expenses</b>					
Operating lease rentals	648	622	586	579	554
Depreciation of property and equipment	291	285	229	235	225
Other	134	125	139	111	105
<b>Total occupancy expenses</b>	<b>1,073</b>	<b>1,032</b>	<b>954</b>	<b>925</b>	<b>884</b>
<b>Technology expenses</b>					
Amortisation and impairment of software assets <sup>2</sup>	628	571	1,051	572	503
Depreciation and impairment of IT equipment <sup>2</sup>	158	156	170	139	136
Technology services	639	672	575	512	518
Software maintenance and licences	313	277	221	269	235
Telecommunications	190	181	204	163	160
Data processing	80	72	67	78	70
<b>Total technology expenses</b>	<b>2,008</b>	<b>1,929</b>	<b>2,288</b>	<b>1,733</b>	<b>1,622</b>
<b>Other expenses</b>					
Professional and processing services <sup>3</sup>	755	741	615	515	535
Amortisation and impairment of intangible assets and deferred expenditure	192	216	221	169	197
Postage and stationery	217	217	204	179	175
Advertising	155	156	150	107	110
Credit card loyalty programs	152	144	134	118	144
Non-lending losses	73	81	74	58	74
Impairment/(reversal of impairment) on investments in subsidiaries	-	-	-	7	(4)
Other expenses	108	100	129	238	101
<b>Total other expenses</b>	<b>1,652</b>	<b>1,655</b>	<b>1,527</b>	<b>1,391</b>	<b>1,332</b>
<b>Total operating expenses</b>	<b>9,434</b>	<b>9,217</b>	<b>9,473</b>	<b>7,898</b>	<b>7,572</b>

<sup>1</sup> Superannuation expense includes both defined contribution and defined benefit expense. Further details of the Group's defined benefit plans are in Note 38.

<sup>2</sup> In 2015, the Group reviewed the depreciation method and useful lives of certain technology assets, resulting in increased depreciation, amortisation and impairment of \$505 million which otherwise would have been recognised over the following 8 years. Refer to Note 26 for further details on Intangible assets.

<sup>3</sup> Professional and processing services relates to services provided by external suppliers including items such as cash handling and security services, marketing costs, research and recruitment fees (2017: \$268 million; 2016: \$283 million; 2015: \$202 million), operations processing (2017: \$184 million; 2016: \$196 million; 2015: \$170 million), consultants (2017: \$162 million; 2016: \$120 million; 2015: \$104 million), credit assessment (2017: \$53 million; 2016: \$60 million; 2015: \$46 million), legal and audit fees (2017: \$61 million; 2016: \$51 million; 2015: \$68 million), and regulatory fees and share market related costs (2017: \$27 million; 2016: \$31 million; 2015: \$25 million).

**Note 6. Impairment charges****Accounting policy**

At each balance sheet date, the Group assesses whether there is any objective evidence of impairment of its loan portfolio. An impairment charge is recognised if there is objective evidence that its principal or interest repayments may not be recoverable and when the financial impact of the non-recoverable loan can be reliably measured.

Objective evidence of impairment could include a breach of contract with the Group such as a default on interest or principal payments, a borrower experiencing significant financial difficulties or observable economic conditions that correlate to defaults on a group of loans.

The impairment charge is measured as the difference between the loan's current carrying amount and the present value of its estimated future cash flows. The estimated future cash flows exclude any expected future credit losses which have not yet occurred and are discounted to their present value using the loan's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment is the current effective interest rate.

The impairment charge is recognised in the income statement with a corresponding reduction of the carrying value of the loan through an offsetting provision account (refer to Note 14).

In subsequent periods, objective evidence may indicate that an impairment charge should be reversed. Objective evidence could include a borrower's credit rating or financial circumstances improving. The impairment charge is reversed in the income statement of that future period and the related provision for impairment is reduced.

**Uncollectable loans**

A loan may become uncollectable in full or part if, after following the Group's loan recovery procedures, the Group remains unable to collect that loan's contractual repayments. Uncollectable amounts are written off against their related provision for impairment, after all possible repayments have been received.

The Group may subsequently be able to recover cash flows from loans written off. In the period which these recoveries are made, they are recognised in the income statement.

Critical accounting assumptions and estimates relating to impairment charges are included in Note 14.

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Individually assessed provisions raised	610	727	566	581	694
Write-backs	(288)	(210)	(297)	(218)	(188)
Recoveries	(168)	(137)	(131)	(121)	(94)
Collectively assessed provisions raised	699	744	615	628	510
<b>Impairment charges</b>	<b>853</b>	<b>1,124</b>	<b>753</b>	<b>870</b>	<b>922</b>

Refer to Note 14 for further details on Provisions for impairment charges.

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## Note 7. Income tax

### Accounting policy

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised in the statement of other comprehensive income.

Current tax is the tax payable for the year using enacted or substantively enacted tax rates and laws for each jurisdiction. Current tax also includes adjustments to tax payable for previous years.

Deferred tax accounts for temporary differences between the carrying amounts of assets and liabilities in the financial statements and their values for taxation purposes.

Deferred tax is determined using the enacted or substantively enacted tax rates and laws for each jurisdiction which are expected to apply when the assets will be realised or the liabilities settled.

Deferred tax assets and liabilities have been offset where they relate to the same taxation authority, the same taxable entity or group, and where there is a legal right and intention to settle on a net basis.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available to utilise the assets.

Deferred tax is not recognised for the following temporary differences:

- the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither the accounting nor taxable profit or loss;
- the initial recognition of goodwill in a business combination;
- retained earnings in subsidiaries which the Parent Entity does not intend to distribute for the foreseeable future.

The Parent Entity is the head entity of a tax consolidated group with its wholly owned, Australian subsidiaries. All entities in the tax consolidated group have entered into a tax sharing agreement which, in the opinion of the Directors, limits the joint and several liabilities in the case of a default by the Parent Entity.

Tax expense and income deferred tax balances arising from temporary differences are recognised using a 'group allocation basis'. As head entity, the Parent Entity recognises all current tax balances and deferred tax assets arising from unused tax losses and relevant tax credits for the tax-consolidated group. The Parent Entity fully compensates/is compensated by the other members for these balances.

### Critical accounting assumptions and estimates

The Group operates in multiple tax jurisdictions and significant judgement is required in determining the worldwide current tax liability. There are many transactions with uncertain tax outcomes and provisions are held to reflect these tax uncertainties.

## Notes to the financial statements

### Note 7. Income tax (continued)

#### Income tax expense

The income tax expense for the year reconciles to the profit before income tax as follows:

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Profit before income tax</b>	<b>11,515</b>	<b>10,644</b>	<b>11,416</b>	<b>10,463</b>	<b>8,744</b>
Tax at the Australian company tax rate of 30%	3,455	3,193	3,425	3,139	2,623
<b>The effect of amounts which are not deductible (assessable) in calculating taxable income</b>					
Hybrid capital distributions	64	50	46	64	50
Life insurance:					
Tax adjustment on policyholder earnings	8	(2)	-	-	-
Adjustment for life business tax rates	(1)	-	(4)	-	1
Dividend adjustments	(3)	(4)	11	(558)	(286)
Other non-assessable items	(3)	(10)	(52)	(2)	(5)
Other non-deductible items	32	35	25	25	27
Adjustment for overseas tax rates	(30)	(26)	(27)	(5)	(4)
Income tax (over)/under provided in prior years	4	(65)	(88)	1	(65)
Other items	(8)	13	12	(44)	96
<b>Total income tax expense</b>	<b>3,518</b>	<b>3,184</b>	<b>3,348</b>	<b>2,620</b>	<b>2,437</b>
<b>Income tax analysis</b>					
Income tax expense comprises:					
Current income tax	3,404	3,351	3,347	2,367	2,540
Movement in deferred tax	110	(102)	89	252	(38)
Income tax (over)/under provision in prior years	4	(65)	(88)	1	(65)
<b>Total income tax expense</b>	<b>3,518</b>	<b>3,184</b>	<b>3,348</b>	<b>2,620</b>	<b>2,437</b>
Total Australia	3,072	2,835	2,964	2,544	2,426
Total Overseas	446	349	384	76	11
<b>Total income tax expense<sup>1</sup></b>	<b>3,518</b>	<b>3,184</b>	<b>3,348</b>	<b>2,620</b>	<b>2,437</b>

<sup>1</sup> As the Bank Levy is not a levy on income, it is not included in income tax. It is included in Note 3: Net interest income.

The effective tax rate was 30.55% in 2017 (2016: 29.91%, 2015: 29.33%).



## Note 7. Income tax (continued)

### Deferred tax assets

The balance comprises temporary differences attributable to:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Amounts recognised in the income statements</b>				
Provisions for impairment charges on loans	847	983	701	793
Provision for long service leave, annual leave and other employee benefits	321	300	292	272
Financial instruments	3	49	4	8
Property and equipment	198	234	180	220
Other provisions	239	173	223	163
Other liabilities	100	356	99	356
<b>Total amounts recognised in the income statements</b>	<b>1,708</b>	<b>2,095</b>	<b>1,499</b>	<b>1,812</b>
<b>Amounts recognised directly in other comprehensive income</b>				
Available-for-sale securities	(19)	(1)	(26)	(1)
Defined benefit deficit	3	82	3	79
<b>Total amounts recognised directly in other comprehensive income</b>	<b>(16)</b>	<b>81</b>	<b>(23)</b>	<b>78</b>
<b>Gross deferred tax assets</b>	<b>1,692</b>	<b>2,176</b>	<b>1,476</b>	<b>1,890</b>
Set-off of deferred tax assets and deferred tax liabilities <sup>1</sup>	(580)	(825)	(423)	(491)
<b>Net deferred tax assets</b>	<b>1,112</b>	<b>1,351</b>	<b>1,053</b>	<b>1,399</b>
<b>Movements</b>				
Opening balance <sup>1</sup>	1,351	1,176	1,399	1,272
Recognised in the income statements <sup>2</sup>	(387)	(130)	(313)	(121)
Recognised in other comprehensive income	(97)	7	(101)	(1)
Set-off of deferred tax assets and deferred tax liabilities <sup>2</sup>	245	298	68	249
<b>Closing balance</b>	<b>1,112</b>	<b>1,351</b>	<b>1,053</b>	<b>1,399</b>

### Deferred tax liabilities

The balance comprises temporary differences attributable to:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Amounts recognised in the income statements</b>				
Financial instruments	3	42	3	2
Finance lease transactions	106	134	83	78
Property and equipment	162	181	163	183
Life insurance assets	47	79	-	-
Other assets <sup>1</sup>	335	494	215	262
<b>Total amounts recognised in the income statements</b>	<b>653</b>	<b>930</b>	<b>464</b>	<b>525</b>
<b>Amounts recognised directly in other comprehensive income</b>				
Cash flow hedges	(63)	(69)	(41)	(34)
<b>Gross deferred tax liabilities</b>	<b>590</b>	<b>861</b>	<b>423</b>	<b>491</b>
Set-off of deferred tax assets and deferred tax liabilities <sup>1</sup>	(580)	(825)	(423)	(491)
<b>Net deferred tax liabilities</b>	<b>10</b>	<b>36</b>	<b>-</b>	<b>-</b>
<b>Movements</b>				
Opening balance	36	55	-	-
Recognised in the income statements <sup>2</sup>	(277)	(232)	(61)	(159)
Recognised in other comprehensive income	6	(85)	(7)	(90)
Set-off of deferred tax assets and deferred tax liabilities <sup>2</sup>	245	298	68	249
<b>Closing balance</b>	<b>10</b>	<b>36</b>	<b>-</b>	<b>-</b>

<sup>1</sup> Comparatives have been revised for changes in accounting policy. Refer to Note 1 (iv) for further details.

<sup>2</sup> Comparatives have been revised for consistency.

**Note 7. Income tax (continued)****Unrecognised deferred tax balances**

The following potential deferred tax balances have not been recognised. The values shown are the gross balances and not tax effected. The tax effected balances would be approximately 30% of the values shown.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Unrecognised deferred tax asset</b>				
Tax losses on revenue account	213	204	162	180
<b>Unrecognised deferred tax liability</b>				
Gross retained earnings of subsidiaries which the Parent Entity does not intend to distribute in the foreseeable future	51	51	-	-

**Note 8. Earnings per share****Accounting policy**

Basic earnings per share (EPS) is calculated by dividing the net profit attributable to shareholders, by the weighted average number of ordinary shares on issue during the year, adjusted for treasury shares. Diluted EPS is calculated by adjusting the basic earnings per share by assuming all dilutive potential ordinary shares (share based payments – Note 37 and convertible loan capital – Note 20) are converted.

Consolidated \$m	2017		2016		2015	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
<b>Net profit attributable to shareholders</b>	<b>7,990</b>	<b>7,990</b>	<b>7,445</b>	<b>7,445</b>	<b>8,012</b>	<b>8,012</b>
Adjustment for RSP dividends <sup>1</sup>	(6)	-	(5)	-	(6)	-
Adjustment for potential dilution:						
Distributions to convertible loan capital holders <sup>2</sup>	-	253	-	222	-	184
<b>Adjusted net profit attributable to shareholders</b>	<b>7,984</b>	<b>8,243</b>	<b>7,440</b>	<b>7,667</b>	<b>8,006</b>	<b>8,196</b>
<b>Weighted average number of ordinary shares (millions)</b>						
Weighted average number of ordinary shares on issue	3,364	3,364	3,322	3,322	3,150	3,150
Treasury shares (including RSP share rights)	(9)	(9)	(9)	(9)	(10)	(10)
Adjustment for potential dilution:						
Share-based payments	-	4	-	4	-	6
Convertible loan capital <sup>2</sup>	-	236	-	203	-	157
<b>Adjusted weighted average number of ordinary shares</b>	<b>3,355</b>	<b>3,595</b>	<b>3,313</b>	<b>3,520</b>	<b>3,140</b>	<b>3,303</b>
<b>Earnings per ordinary share (cents)</b>	<b>238.0</b>	<b>229.3</b>	<b>224.6</b>	<b>217.8</b>	<b>255.0</b>	<b>248.2</b>

<sup>1</sup> RSP share rights are explained in Note 37. Some RSP share rights have not vested and are not ordinary shares but do receive dividends. These RSP dividends are deducted to show the profit attributable to ordinary shareholders.

<sup>2</sup> The Group has issued convertible loan capital which is expected to convert into ordinary shares in the future (refer to Note 20 for further details). These convertible loan capital instruments are all dilutive and diluted EPS is therefore calculated as if the instruments had already been converted.

## Note 9. Average balance sheet and interest rates

The daily average balances of the Group's interest earning assets and interest bearing liabilities are shown below along with their interest income or expense.

Consolidated	2017			2016			2015		
	Average Balance \$m	Interest Income \$m	Average Rate %	Average Balance \$m	Interest Income \$m	Average Rate %	Average Balance \$m	Interest Income \$m	Average Rate %
<b>Assets</b>									
<b>Interest earning assets</b>									
Receivables due from other financial institutions:									
Australia	7,422	82	1.1	9,616	84	0.9	2,542	63	2.5
New Zealand	850	8	0.9	449	6	1.3	359	6	1.7
Overseas	851	20	2.4	1,292	10	0.8	7,005	18	0.3
Trading securities and financial assets designated at fair value:									
Australia	18,418	416	2.3	18,632	481	2.6	28,077	822	2.9
New Zealand	4,238	96	2.3	4,105	118	2.9	3,812	138	3.6
Overseas	3,214	46	1.4	3,339	46	1.4	4,772	72	1.5
Available-for-sale securities:									
Australia	52,457	1,573	3.0	48,151	1,581	3.3	36,974	1,422	3.8
New Zealand	3,479	147	4.2	3,193	141	4.4	2,886	130	4.5
Overseas	2,272	75	3.3	2,710	86	3.2	2,040	82	4.0
Regulatory deposits:									
Other Overseas	1,035	17	1.6	1,197	13	1.1	1,147	12	1.0
Loans and other receivables <sup>1</sup> :									
Australia	557,865	24,772	4.4	532,172	25,162	4.7	502,474	25,280	5.0
New Zealand	72,938	3,460	4.7	68,370	3,617	5.3	63,349	3,818	6.0
Overseas	27,255	520	1.9	28,617	477	1.7	28,377	432	1.5
<b>Total interest earning assets and interest income</b>	<b>752,294</b>	<b>31,232</b>	<b>4.2</b>	<b>721,843</b>	<b>31,822</b>	<b>4.4</b>	<b>683,814</b>	<b>32,295</b>	<b>4.7</b>
<b>Non-Interest earning assets</b>									
Cash, receivables due from other financial institutions and regulatory deposits	2,000			2,431			1,970		
Derivative financial instruments	37,673			48,666			49,400		
Life insurance assets	12,447			12,702			11,590		
All other assets <sup>2</sup>	60,111			57,913			51,929		
<b>Total non-interest earning assets</b>	<b>112,231</b>			<b>121,712</b>			<b>114,889</b>		
<b>Total assets</b>	<b>864,525</b>			<b>843,555</b>			<b>798,703</b>		

<sup>1</sup> Loans and other receivables are stated net of provisions for impairment charges on loans. Other receivables include cash and balances with central banks and other interest earning assets.

<sup>2</sup> Includes property and equipment, intangibles, deferred tax, non-interest bearing loans relating to mortgage offset accounts and other assets.

## Notes to the financial statements

### Note 9. Average balance sheet and interest rates (continued)

Consolidated	2017			2016			2015		
	Average Balance \$m	Interest Expense \$m	Average Rate %	Average Balance \$m	Interest Expense \$m	Average Rate %	Average Balance \$m	Interest Expense \$m	Average Rate %
<b>Liabilities</b>									
<b>Interest bearing liabilities</b>									
Payables due to other financial institutions:									
Australia	15,740	241	1.5	16,570	301	1.8	11,839	247	2.1
New Zealand	642	9	1.4	567	10	1.8	584	14	2.4
Overseas	2,451	29	1.2	2,811	34	1.2	5,417	43	0.8
Deposits and other borrowings:									
Australia	409,586	7,344	1.8	376,115	7,801	2.1	357,199	8,815	2.5
New Zealand	51,042	1,173	2.3	48,251	1,280	2.7	45,555	1,643	3.6
Overseas	24,085	351	1.5	29,336	288	1.0	30,760	211	0.7
Loan capital:									
Australia	15,841	638	4.0	12,150	513	4.2	10,888	492	4.5
New Zealand	43	2	4.7	-	-	-	-	-	-
Overseas	1,324	53	4.0	1,687	76	4.5	753	43	5.7
Other interest bearing liabilities <sup>1</sup> :									
Australia	157,842	5,117	3.2	164,871	5,574	3.4	164,075	5,856	3.6
New Zealand	15,821	747	4.7	14,067	787	5.6	12,842	661	5.1
Overseas	507	12	2.4	851	10	1.2	716	3	0.4
<b>Total interest bearing liabilities and interest expense</b>	<b>694,924</b>	<b>15,716</b>	<b>2.3</b>	<b>667,276</b>	<b>16,674</b>	<b>2.5</b>	<b>640,628</b>	<b>18,028</b>	<b>2.8</b>
<b>Non-interest bearing liabilities</b>									
Deposits and payables due to other financial institutions:									
Australia	40,514			36,594			29,948		
New Zealand	4,716			4,105			3,531		
Overseas	869			1,023			1,061		
Derivative financial instruments	42,780			55,956			51,808		
Life insurance policy liabilities	10,560			10,985			10,035		
All other liabilities <sup>2</sup>	11,586			11,145			11,477		
<b>Total non-interest bearing liabilities</b>	<b>111,025</b>			<b>119,808</b>			<b>107,860</b>		
<b>Total liabilities</b>	<b>805,949</b>			<b>787,084</b>			<b>748,488</b>		
Shareholders' equity	58,556			55,896			49,361		
Non-controlling interests	20			575			854		
<b>Total equity</b>	<b>58,576</b>			<b>56,471</b>			<b>50,215</b>		
<b>Total liabilities and equity</b>	<b>864,525</b>			<b>843,555</b>			<b>798,703</b>		

<sup>1</sup> Include net impact of Treasury balance sheet management activities.

<sup>2</sup> Include other liabilities, provisions, current and deferred tax liabilities.

## Note 9. Average balance sheet and interest rates (continued)

Net interest income may vary from year to year due to changes in the volume of, and interest rates associated with, interest earning assets and interest bearing liabilities. The table below allocates the change in net interest income between changes in volume and interest rate for those assets and liabilities.

### Calculation of variances

- volume changes are determined based on the movements in average asset and liability balances.
- interest rate changes are determined based on the change in interest rate associated with those assets and liabilities.

Where variances arise due to a combination of volume and interest rate changes, the absolute dollar value of each change is allocated in proportion to their impact on the total change.

### Consolidated

\$m	2017			2016		
	Change Due to Volume	Change Due to Rate	Total	Change Due to Volume	Change Due to Rate	Total
<b>Interest earning assets</b>						
Receivables due from other financial institutions:						
Australia	(19)	17	(2)	175	(154)	21
New Zealand	5	(3)	2	2	(2)	-
Overseas	(3)	13	10	(15)	7	(8)
Trading securities and financial assets designated at fair value:						
Australia	(6)	(59)	(65)	(277)	(64)	(341)
New Zealand	4	(26)	(22)	11	(31)	(20)
Overseas	(2)	2	-	(22)	(4)	(26)
Available-for-sale securities:						
Australia	141	(149)	(8)	430	(271)	159
New Zealand	13	(7)	6	14	(3)	11
Overseas	(14)	3	(11)	27	(23)	4
Regulatory deposits:						
Overseas	(2)	6	4	1	-	1
Loans and other receivables:						
Australia	1,217	(1,607)	(390)	1,494	(1,612)	(118)
New Zealand	242	(399)	(157)	303	(504)	(201)
Overseas	(25)	68	43	4	41	45
<b>Total change in interest income</b>	<b>1,551</b>	<b>(2,141)</b>	<b>(590)</b>	<b>2,147</b>	<b>(2,620)</b>	<b>(473)</b>
<b>Interest bearing liabilities</b>						
Payables due to other financial institutions:						
Australia	(15)	(45)	(60)	99	(45)	54
New Zealand	1	(2)	(1)	-	(4)	(4)
Overseas	(4)	(1)	(5)	(21)	12	(9)
Deposits and other borrowings:						
Australia	693	(1,150)	(457)	467	(1,481)	(1,014)
New Zealand	75	(182)	(107)	97	(460)	(363)
Overseas	(52)	115	63	(10)	87	77
Loan capital:						
Australia	156	(31)	125	57	(36)	21
New Zealand	2	-	2	-	-	-
Overseas	(16)	(7)	(23)	53	(20)	33
Other interest bearing liabilities:						
Australia	(237)	(220)	(457)	28	(310)	(282)
New Zealand	98	(138)	(40)	63	63	126
Overseas	(5)	7	2	1	6	7
<b>Total change in interest expense</b>	<b>696</b>	<b>(1,654)</b>	<b>(958)</b>	<b>834</b>	<b>(2,188)</b>	<b>(1,354)</b>
<b>Change in net interest income:</b>						
Australia	736	(352)	384	1,171	(229)	942
New Zealand	88	(113)	(25)	170	(139)	31
Overseas	31	(22)	9	(28)	(64)	(92)
<b>Total change in net interest income</b>	<b>855</b>	<b>(487)</b>	<b>368</b>	<b>1,313</b>	<b>(432)</b>	<b>881</b>

## FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### Accounting policy

#### Recognition

Purchases and sales of financial assets, except for loans and receivables, are recognised on trade-date; the date on which the Group commits to purchase or sell the asset. Loans and receivables are recognised on settlement date, when cash is advanced to the borrowers.

Financial liabilities are recognised when an obligation arises.

#### Classification and measurement

The Group classifies its financial assets in the following categories: cash and balances with central banks, receivables due from financial institutions, trading securities and financial assets designated at fair value, derivative financial instruments, available-for-sale securities, loans, life insurance assets and regulatory deposits with central banks overseas. The Group has not classified any of its financial assets as held-to-maturity investments.

The Group classifies significant financial liabilities in the following categories: payables due to other financial institutions, deposits and other borrowings, other financial liabilities at fair value through income statement, derivative financial instruments, debt issues and loan capital.

Financial assets and financial liabilities measured at fair value through income statement are recognised initially at fair value. All other financial assets and financial liabilities are recognised initially at fair value plus directly attributable transaction costs.

The accounting policy for each category of financial asset or financial liability mentioned above is set out in the note for the relevant item.

The Group's policies for determining the fair value of financial assets and financial liabilities are set out in Note 23.

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the asset have expired, or when the Group has either transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full under a 'pass through' arrangement and transferred substantially all the risks and rewards of ownership.

There may be situations where the Group has partially transferred the risks and rewards of ownership but has neither transferred nor retained substantially all the risks and rewards of ownership. In such situations, the asset continues to be recognised on the balance sheet to the extent of the Group's continuing involvement in the asset.

Financial liabilities are derecognised when the obligation is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, the exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, with the difference in the respective carrying amounts recognised in the income statement.

### Note 10. Receivables due from other financial institutions

#### Accounting policy

Receivables due from other financial institutions are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Conduit assets <sup>1</sup>	392	936	-	-
Cash collateral	4,834	7,128	4,462	6,441
Interbank lending	1,902	1,887	1,895	1,884
<b>Total receivables due from other financial institutions</b>	<b>7,128</b>	<b>9,951</b>	<b>6,357</b>	<b>8,325</b>

<sup>1</sup> Further information on conduit assets is disclosed in Note 25. Conduit assets are only available to meet associated conduit liabilities disclosed in Note 19.

## Note 11. Trading securities and financial assets designated at fair value

### Accounting policy

#### Trading securities

Trading securities include actively traded debt (government and other) and equity instruments and those acquired for sale in the near term.

As part of its trading activities, the Group also lends and borrows securities on a collateralised basis. Securities lent remain on the Group's balance sheet and securities borrowed are not reflected on the Group's balance sheet, as the risk and rewards of ownership remain with the initial holder. Where cash is provided as collateral, the amount advanced to or received from third parties is recognised as a receivable in other assets (Note 27) or as a borrowing in other liabilities (Note 29) respectively.

Gains and losses on trading securities are recognised in the income statement. Interest received from government and other debt securities is recognised in net interest income (Note 3) and dividends on equity securities are recognised in non-interest income (Note 4).

#### Securities purchased under agreements to resell ('reverse repos')

Securities purchased under agreements to resell are not recognised on the balance sheet as Westpac has not obtained the risks and rewards of ownership. The cash consideration paid is recognised as an asset. Reverse repos which are part of a trading portfolio are designated at fair value. Gains and losses on these financial assets are recognised in non-interest income. Interest received under these agreements is recognised in interest income.

#### Other financial assets designated at fair value

Other financial assets designated at fair value either: contain an embedded derivative; are managed on a fair value basis, or are held at fair value to reduce or eliminate an accounting mismatch. Gains and losses on these financial assets are recognised as non-interest income. Interest received from these other financial assets is recognised in interest income.

A portfolio of fixed rate bills designated at fair value to reduce an accounting mismatch have, due to their nature, been presented in loans (Note 13).

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Trading securities	15,860	15,288	20,170	14,151	13,258
Securities purchased under agreement to resell	6,887	3,260	3,982	6,887	3,260
Other financial assets designated at fair value	2,577	2,620	3,302	1,908	2,044
<b>Total trading securities and financial assets designated at fair value</b>	<b>25,324</b>	<b>21,168</b>	<b>27,454</b>	<b>22,946</b>	<b>18,562</b>

Trading securities included the following:

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Government and semi-government securities	11,339	9,267	12,545	10,452	8,601
Other debt securities	4,453	5,960	7,555	3,631	4,596
Equity securities	11	7	20	11	7
Other	57	54	50	57	54
<b>Total trading securities</b>	<b>15,860</b>	<b>15,288</b>	<b>20,170</b>	<b>14,151</b>	<b>13,258</b>

Other financial assets designated at fair value included:

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Other debt securities	2,259	2,319	2,900	1,848	1,989
Equity securities	318	301	402	60	55
<b>Total other financial assets designated at fair value</b>	<b>2,577</b>	<b>2,620</b>	<b>3,302</b>	<b>1,908</b>	<b>2,044</b>

**Note 12. Available-for-sale securities****Accounting policy**

Available-for-sale debt (government and other) and equity securities are held at fair value with gains and losses recognised in other comprehensive income except for the following amounts recognised in the income statement:

- interest on debt securities;
- dividends on equity securities; and
- impairment charges.

The cumulative gain or loss recognised in other comprehensive income is subsequently recognised in the income statement when the instrument is disposed.

At each reporting date, the Group assesses whether any available-for-sale securities are impaired. Impairment exists if one or more events have occurred which have a negative impact on the security's estimated cash flows.

For debt instruments, evidence of impairment includes significant financial difficulties or adverse changes in the payment status of an issuer.

For equity securities, a significant or prolonged decline in the fair value of the security below its cost is considered evidence of impairment.

If impairment exists, the cumulative loss is removed from other comprehensive income and recognised in the income statement. Any subsequent reversals of impairment on debt securities are also recognised in the income statement. Subsequent reversal of impairment charges on equity instruments is not recognised in the income statement until the instrument is disposed.

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Available-for-sale securities</b>					
Government and semi-government securities	43,382	46,255	41,112	40,491	43,286
Other debt securities	16,863	14,323	13,672	15,252	12,831
Equity securities <sup>1</sup>	465	87	49	57	44
<b>Total available-for-sale securities</b>	<b>60,710</b>	<b>60,665</b>	<b>54,833</b>	<b>55,800</b>	<b>56,161</b>

<sup>1</sup> Certain equity securities are measured at cost because their fair value cannot be reliably measured (there is no active market and quoted prices are not available) 2017: nil for the Group (2016: \$59 million, 2015: \$33 million) and nil for the Parent Entity (2016: \$16 million).

The following table shows the maturities of the Group's available-for-sale securities and their weighted-average yield as at 30 September 2017. There are no tax-exempt securities.

2017	Within 1 Year		Over 1 Year to 5 Years		Over 5 Years to 10 Years		Over 10 Years		No Specific Maturity		Total	Weighted Average
	\$m	%	\$m	%	\$m	%	\$m	%	\$m	%		
<b>Carrying amount</b>												
Government and semi-government securities	5,662	2.8%	22,533	3.4%	14,642	2.9%	545	2.6%	-	-	43,382	3.1%
Other debt securities	2,384	2.2%	13,808	2.8%	671	2.3%	-	-	-	-	16,863	2.7%
Equity securities	-	-	-	-	-	-	-	-	465	-	465	-
<b>Total by maturity</b>	<b>8,046</b>		<b>36,341</b>		<b>15,313</b>		<b>545</b>		<b>465</b>		<b>60,710</b>	

The maturity profile is determined based upon contractual terms for available-for-sale instruments.

Included in available-for-sale securities (above) and trading securities and financial assets designated at fair value (Note 11) are:

- US Government treasury notes of \$8,019 million (2016: \$8,593 million, 2015: \$8,473 million); and
- at 30 September 2017, total holdings of debt securities, where the aggregate book value exceeds 10% of equity attributable to Westpac's owners were held with Queensland Treasury Corporation totalling \$12,900 million.



## Note 13. Loans

### Accounting policy

Loans are financial assets initially recognised at fair value plus directly attributable transaction costs. Except for a portfolio of fixed rate bills (see below), loans are subsequently measured at amortised cost using the effective interest rate method and are presented net of any provisions for impairment.

Loan products that have both mortgage and deposit facilities are presented gross on the balance sheet, segregating the asset and liability component, because they do not meet the criteria to be offset. Interest earned on these products is presented on a net basis in the income statement as this reflects how the customer is charged.

Finance leases, where the Group acts as lessor, are also included within loans. These are leases where substantially all the risks and rewards of the leased asset have been transferred to the lessee. Finance income is recognised on a basis reflecting a constant rate of return on the net investment in the finance lease. The net investment of a finance lease is the present value of future cash flows on the lease. Gross future cash flows are discounted using the interest rate implicit in the lease to determine their present value.

The loan portfolio is disaggregated by location of booking office and product type, as follows:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Australia</b>				
Housing	427,167	404,190	427,155	404,173
Personal (loans and cards)	21,952	22,825	19,905	19,199
Business	150,542	150,209	146,143	144,562
Margin lending	1,885	1,912	1,885	1,912
Other	100	108	100	108
<b>Total Australia</b>	<b>601,646</b>	<b>579,244</b>	<b>595,188</b>	<b>569,954</b>
<b>New Zealand</b>				
Housing	43,198	43,035	-	-
Personal (loans and cards)	1,856	1,865	-	-
Business	26,667	27,499	321	336
Other	85	96	-	-
<b>Total New Zealand</b>	<b>71,806</b>	<b>72,495</b>	<b>321</b>	<b>336</b>
<b>Other overseas</b>				
Trade finance	2,818	2,358	2,818	2,354
Other	11,515	11,159	10,283	9,805
<b>Total other overseas</b>	<b>14,333</b>	<b>13,517</b>	<b>13,101</b>	<b>12,159</b>
<b>Total loans</b>	<b>687,785</b>	<b>665,256</b>	<b>608,610</b>	<b>582,449</b>
Provisions for impairment charges on loans (refer to Note 14)	(2,866)	(3,330)	(2,373)	(2,710)
<b>Total net loans<sup>1</sup></b>	<b>684,919</b>	<b>661,926</b>	<b>606,237</b>	<b>579,739</b>

<sup>1</sup> Total net loans include \$4,587 million (2016: \$5,562 million) of fixed rate bills designated at fair value to reduce an accounting mismatch. The change in fair value of fixed rate bills attributable to credit risk recognised during the year was \$6 million (2016: \$12 million) for both the Group and Parent Entity. The cumulative change in fair value of the fixed rate bills attributable to credit risk was a decrease of \$23 million (2016: \$29 million decrease) for both the Group and Parent Entity.

**Note 13. Loans (continued)**

Loans included the following finance lease receivables:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Gross investment in finance leases, receivable:				
Due within one year	661	745	433	409
Due after one year but not later than five years	4,619	4,342	3,349	2,707
Due after five years	301	289	237	187
Unearned future finance income on finance leases	(796)	(718)	(606)	(455)
<b>Net investment in finance leases</b>	<b>4,785</b>	<b>4,658</b>	<b>3,413</b>	<b>2,848</b>
Accumulated allowance for uncollectable minimum lease payments	(6)	(7)	(2)	(3)
<b>Net investment in finance leases after accumulated allowance</b>	<b>4,779</b>	<b>4,651</b>	<b>3,411</b>	<b>2,845</b>
The net investment in finance leases may be analysed as follows:				
Due within one year	634	717	416	393
Due after one year but not later than five years	3,913	3,724	2,809	2,308
Due after five years	238	217	188	147
<b>Total net investment in finance leases</b>	<b>4,785</b>	<b>4,658</b>	<b>3,413</b>	<b>2,848</b>

## Note 13. Loans (continued)

The following table shows loans presented based on their industry classification<sup>1</sup>:

Consolidated \$m	2017	2016	2015	2014	2013
<b>Australia</b>					
Accommodation, cafes and restaurants	8,177	7,536	7,490	7,273	6,999
Agriculture, forestry and fishing	8,182	7,953	7,667	7,246	7,354
Construction	6,043	5,797	5,596	5,533	5,227
Finance and insurance	12,923	14,298	13,175	12,202	11,120
Government, administration and defence	554	675	796	750	843
Manufacturing	9,054	9,140	9,342	8,876	9,016
Mining	3,025	3,641	4,415	3,207	2,247
Property	43,220	44,785	44,667	41,718	37,666
Property services and business services	12,050	11,674	10,703	10,045	8,453
Services	12,950	12,362	10,798	9,629	8,608
Trade	16,063	16,044	15,484	14,449	13,516
Transport and storage	8,624	9,015	9,940	9,186	8,751
Utilities	5,237	4,025	3,554	3,232	2,984
Retail lending	451,315	429,522	400,441	376,662	350,044
Other	4,229	2,777	1,587	1,247	1,316
<b>Total Australia</b>	<b>601,646</b>	<b>579,244</b>	<b>545,655</b>	<b>511,255</b>	<b>474,144</b>
<b>New Zealand</b>					
Accommodation, cafes and restaurants	290	256	182	159	148
Agriculture, forestry and fishing	7,772	7,788	6,860	6,019	5,635
Construction	447	396	359	361	409
Finance and insurance	2,478	2,682	1,725	1,158	1,032
Government, administration and defence	137	163	292	350	536
Manufacturing	2,090	2,324	2,110	1,848	1,727
Mining	141	280	407	484	455
Property	5,858	5,925	5,301	5,116	4,961
Property services and business services	1,113	1,084	925	869	676
Services	1,810	1,396	1,173	996	1,040
Trade	2,163	2,333	2,003	1,878	1,883
Transport and storage	1,080	1,257	1,094	868	884
Utilities	1,237	1,600	1,021	1,004	1,103
Retail lending	45,190	45,011	40,277	37,222	35,051
Other	-	-	-	138	45
<b>Total New Zealand</b>	<b>71,806</b>	<b>72,495</b>	<b>63,729</b>	<b>58,470</b>	<b>55,585</b>
<b>Other overseas</b>					
Accommodation, cafes and restaurants	97	118	111	127	130
Agriculture, forestry and fishing	5	12	568	465	376
Construction	55	147	247	120	172
Finance and insurance	4,289	2,767	4,297	2,006	1,246
Government, administration and defence	4	4	130	35	31
Manufacturing	2,982	2,619	3,848	2,886	2,418
Mining	349	535	778	1,617	857
Property	491	479	409	352	306
Property services and business services	540	526	403	140	56
Services	205	99	182	242	172
Trade	2,680	3,463	2,898	3,248	2,611
Transport and storage	1,389	1,186	1,099	689	440
Utilities	514	442	722	701	299
Retail lending	657	1,120	1,191	1,111	900
Other	76	-	77	52	63
<b>Total other overseas</b>	<b>14,333</b>	<b>13,517</b>	<b>16,960</b>	<b>13,791</b>	<b>10,077</b>
<b>Total loans</b>	<b>687,785</b>	<b>665,256</b>	<b>626,344</b>	<b>583,516</b>	<b>539,806</b>
Provisions for impairment charges on loans	(2,866)	(3,330)	(3,028)	(3,173)	(3,642)
<b>Total net loans</b>	<b>684,919</b>	<b>661,926</b>	<b>623,316</b>	<b>580,343</b>	<b>536,164</b>

<sup>1</sup> Comparatives have been revised for consistency.

## Note 13. Loans (continued)

Parent Entity \$m	2017	2016 <sup>1</sup>
<b>Australia</b>		
Accommodation, cafes and restaurants	8,098	7,421
Agriculture, forestry and fishing	8,063	7,776
Construction	5,440	5,001
Finance and insurance	12,882	14,200
Government, administration and defence	541	652
Manufacturing	8,782	8,771
Mining	2,985	3,567
Property	43,220	44,707
Property services and business services	10,979	10,375
Services	12,605	11,850
Trade	15,760	15,525
Transport and storage	8,167	8,460
Utilities	5,206	3,983
Retail lending	449,207	425,426
Other	3,253	2,240
<b>Total Australia</b>	<b>595,188</b>	<b>569,954</b>
<b>New Zealand</b>		
Accommodation, cafes and restaurants	-	-
Agriculture, forestry and fishing	1	2
Construction	3	6
Finance and insurance	-	-
Government, administration and defence	-	-
Manufacturing	88	102
Mining	-	-
Property	-	-
Property services and business services	9	7
Services	1	4
Trade	217	215
Transport and storage	-	-
Utilities	-	-
Retail lending	-	-
Other	2	-
<b>Total New Zealand</b>	<b>321</b>	<b>336</b>
<b>Other overseas</b>		
Accommodation, cafes and restaurants	88	100
Agriculture, forestry and fishing	4	11
Construction	44	135
Finance and insurance	4,284	2,762
Government, administration and defence	3	152
Manufacturing	2,969	2,462
Mining	349	535
Property	288	303
Property services and business services	525	454
Services	74	164
Trade	2,446	3,142
Transport and storage	1,159	953
Utilities	508	430
Retail lending	280	556
Other	80	-
<b>Total other overseas</b>	<b>13,101</b>	<b>12,159</b>
<b>Total loans</b>	<b>608,610</b>	<b>582,449</b>
Provisions for impairment charges on loans	(2,373)	(2,710)
<b>Total net loans</b>	<b>606,237</b>	<b>579,739</b>

<sup>1</sup> Comparatives have been revised for consistency.

### Note 13. Loans (continued)

The following table shows the consolidated contractual maturity distribution of all loans by type of customer as at 30 September 2017:

<b>Consolidated 2017</b>				
<b>\$m</b>	<b>Up to 1 Year</b>	<b>1 to 5 Years</b>	<b>Over 5 Years</b>	<b>Total</b>
<b>Loans by type of customer in Australia</b>				
Accommodation, cafes and restaurants	3,434	4,367	376	8,177
Agriculture, forestry and fishing	3,059	4,448	675	8,182
Construction	1,490	3,962	591	6,043
Finance and insurance	6,558	4,773	1,592	12,923
Government, administration and defence	57	193	304	554
Manufacturing	3,072	4,616	1,366	9,054
Mining	450	1,189	1,386	3,025
Property	17,378	22,560	3,282	43,220
Property services and business services	2,949	7,715	1,386	12,050
Services	3,323	8,064	1,563	12,950
Trade	6,022	8,422	1,619	16,063
Transport and storage	1,524	5,379	1,721	8,624
Utilities	508	3,749	980	5,237
Retail lending	15,862	29,038	406,415	451,315
Other	991	3,053	185	4,229
<b>Total Australia</b>	<b>66,677</b>	<b>111,528</b>	<b>423,441</b>	<b>601,646</b>
<b>Total overseas</b>	<b>23,340</b>	<b>18,281</b>	<b>44,518</b>	<b>86,139</b>
<b>Total loans</b>	<b>90,017</b>	<b>129,809</b>	<b>467,959</b>	<b>687,785</b>

<b>Consolidated</b>	<b>2017</b>			<b>2016</b>		<b>Total</b>
	<b>Loans at Variable Interest Rates</b>	<b>Loans at Fixed Interest Rates</b>	<b>Total</b>	<b>Loans at Variable Interest Rates</b>	<b>Loans at Fixed Interest Rates</b>	
<b>\$m</b>						
<b>Interest rate segmentation of Group loans maturing after one year</b>						
By offices in Australia	417,643	117,326	534,969	419,728	91,907	511,635
By offices overseas	18,371	44,428	62,799	19,005	44,013	63,018
<b>Total loans maturing after one year</b>	<b>436,014</b>	<b>161,754</b>	<b>597,768</b>	<b>438,733</b>	<b>135,920</b>	<b>574,653</b>

**Note 14. Provisions for impairment charges****Accounting policy**

The Group recognises two types of impairment provisions for its loans, being provisions for loans which are:

- individually assessed for impairment; and
- collectively assessed for impairment.

Note 6 explains how impairment charges are determined.

The Group assesses impairment as follows:

- individually for loans that exceed specified thresholds. Where there is objective evidence of impairment, individually assessed provisions will be recognised; and
- collectively for loans below the specified thresholds noted above or if there is no objective evidence of impairment. These loans are included in a group of loans with similar risk characteristics and collectively assessed for impairment. If there is objective evidence that the group of loans is collectively impaired, collectively assessed provisions will be recognised.

**Critical accounting assumptions and estimates**

The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce differences between impairment provisions and actual loss experience.

*Individual component*

Key judgements include the business prospects for the customer, the realisable value of collateral, the Group's position relative to other claimants, the reliability of customer information and the likely cost and duration of recovering the loan.

Judgements can change with time as new information becomes available or as loan recovery strategies evolve, which may result in revisions to the impairment provision.

*Collective component*

Collective provisions are established on a portfolio basis taking into account the level of arrears, collateral and security, past loss experience, current economic conditions, expected default and timing of recovery based on portfolio trends.

Key judgements include estimated loss rates and their related emergence periods. The emergence period for each loan type is determined through studies of loss emergence patterns. Loan files are reviewed to identify the average time period between observable loss indicator events and the loss becoming identifiable.

Actual credit losses may differ materially from reported loan impairment provisions due to uncertainties including interest rates and their effect on consumer spending, unemployment levels, payment behaviour and bankruptcy rates.

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Individually assessed provisions</b>					
Opening balance	869	669	867	752	543
Provisions raised	610	727	566	581	694
Write-backs	(288)	(210)	(297)	(218)	(188)
Write-offs	(688)	(287)	(445)	(681)	(267)
Interest adjustment	(16)	(13)	(22)	(16)	(13)
Other adjustments	(7)	(17)	-	(1)	(17)
<b>Closing balance</b>	<b>480</b>	<b>869</b>	<b>669</b>	<b>417</b>	<b>752</b>
<b>Collectively assessed provisions</b>					
Opening balance	2,733	2,663	2,614	2,198	2,203
Provisions raised	699	744	615	628	510
Write-offs	(968)	(902)	(793)	(810)	(682)
Interest adjustment	188	193	190	152	156
Other adjustments	(13)	35	37	12	11
<b>Closing balance</b>	<b>2,639</b>	<b>2,733</b>	<b>2,663</b>	<b>2,180</b>	<b>2,198</b>
Total provisions for impairment charges on loans and credit commitments	3,119	3,602	3,332	2,597	2,950
Less provisions for credit commitments (refer to Note 28)	(253)	(272)	(304)	(224)	(240)
<b>Total provisions for impairment charges on loans</b>	<b>2,866</b>	<b>3,330</b>	<b>3,028</b>	<b>2,373</b>	<b>2,710</b>

## Note 14. Provisions for impairment charges (continued)

The following table presents provisions for impairment charges on loans by industry classification for the past five years:

Consolidated	2017		2016		2015		2014		2013	
	\$m	%	\$m	%	\$m	%	\$m	%	\$m	%
<b>Individually assessed provisions by industry</b>										
<b>Australia</b>										
Accommodation, cafes and restaurants	15	0.5	39	1.1	38	1.1	47	1.4	59	1.5
Agriculture, forestry and fishing	9	0.3	21	0.6	23	0.7	47	1.4	80	2.0
Construction	20	0.6	23	0.6	20	0.6	61	1.8	66	1.7
Finance and insurance	6	0.2	15	0.4	23	0.7	24	0.7	24	0.6
Manufacturing	40	1.3	120	3.4	41	1.2	36	1.0	108	2.7
Mining	19	0.6	41	1.1	11	0.3	15	0.4	4	0.1
Property <sup>1</sup>	74	2.4	125	3.5	127	3.9	200	5.7	320	8.2
Property services and business services <sup>1</sup>	77	2.5	215	6.0	97	2.9	83	2.4	108	2.7
Services	25	0.8	16	0.4	20	0.6	32	0.9	48	1.2
Trade	37	1.2	62	1.7	39	1.2	70	2.0	116	2.9
Transport and storage	14	0.4	14	0.4	54	1.6	12	0.3	45	1.1
Utilities	-	-	-	-	-	-	2	0.1	29	0.8
Retail lending	94	3.0	57	1.6	57	1.7	60	1.7	76	1.9
Other	3	0.1	4	0.1	3	0.1	2	0.1	6	0.2
<b>Total Australia</b>	<b>433</b>	<b>13.9</b>	<b>752</b>	<b>20.9</b>	<b>553</b>	<b>16.6</b>	<b>691</b>	<b>19.9</b>	<b>1,089</b>	<b>27.6</b>
<b>New Zealand</b>										
Accommodation, cafes and restaurants	-	-	-	-	-	-	-	-	1	-
Agriculture, forestry and fishing	11	0.4	11	0.3	6	0.2	6	0.2	17	0.4
Construction	-	-	1	-	1	-	1	-	6	0.2
Finance and insurance	-	-	-	-	-	-	-	-	9	0.2
Manufacturing	4	0.1	34	0.9	33	1.0	33	0.9	6	0.2
Mining	-	-	14	0.4	13	0.4	36	1.0	37	0.9
Property <sup>1</sup>	20	0.6	31	0.9	42	1.3	38	1.1	69	1.7
Property services and business services <sup>1</sup>	-	-	1	-	1	-	-	-	2	0.1
Services	2	0.1	2	0.1	2	0.1	1	-	40	1.0
Trade	1	-	1	-	1	-	2	0.1	2	0.1
Transport and storage	-	-	-	-	-	-	1	-	-	-
Utilities	-	-	-	-	-	-	-	-	1	-
Retail lending	7	0.2	4	0.1	8	0.2	10	0.3	17	0.4
<b>Total New Zealand</b>	<b>45</b>	<b>1.4</b>	<b>99</b>	<b>2.7</b>	<b>107</b>	<b>3.2</b>	<b>128</b>	<b>3.6</b>	<b>207</b>	<b>5.2</b>
<b>Total other overseas</b>	<b>2</b>	<b>0.1</b>	<b>18</b>	<b>0.5</b>	<b>9</b>	<b>0.3</b>	<b>48</b>	<b>1.4</b>	<b>68</b>	<b>1.7</b>
<b>Total individually assessed provisions</b>	<b>480</b>	<b>15.4</b>	<b>869</b>	<b>24.1</b>	<b>669</b>	<b>20.1</b>	<b>867</b>	<b>24.9</b>	<b>1,364</b>	<b>34.5</b>
<b>Total collectively assessed provisions</b>	<b>2,639</b>	<b>84.6</b>	<b>2,733</b>	<b>75.9</b>	<b>2,663</b>	<b>79.9</b>	<b>2,614</b>	<b>75.1</b>	<b>2,585</b>	<b>65.5</b>
<b>Total provisions for impairment charges and credit commitments</b>	<b>3,119</b>	<b>100.0</b>	<b>3,602</b>	<b>100.0</b>	<b>3,332</b>	<b>100.0</b>	<b>3,481</b>	<b>100.0</b>	<b>3,949</b>	<b>100.0</b>

<sup>1</sup> Comparatives have been revised for consistency.

## Notes to the financial statements

### Note 14. Provisions for impairment charges (continued)

The following table shows details of loan write-offs by industry classifications for the past five years:

<b>Consolidated \$m</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Write-offs</b>					
<b>Australia</b>					
Accommodation, cafes and restaurants	(38)	(17)	(40)	(26)	(31)
Agriculture, forestry and fishing	(10)	(12)	(36)	(60)	(30)
Construction	(30)	(20)	(40)	(37)	(46)
Finance and insurance	(6)	(13)	(12)	(10)	(14)
Manufacturing	(105)	(21)	(20)	(85)	(50)
Mining	(46)	(18)	(17)	(4)	(5)
Property <sup>1</sup>	(76)	(44)	(104)	(182)	(239)
Property services and business services <sup>1</sup>	(203)	(43)	(70)	(50)	(101)
Services	(97)	(36)	(18)	(22)	(58)
Trade	(59)	(30)	(56)	(70)	(69)
Transport and storage	(17)	(48)	(24)	(43)	(18)
Utilities	-	(1)	(2)	(3)	(2)
Retail lending	(898)	(803)	(658)	(603)	(545)
Other	(17)	(13)	(13)	(14)	(9)
<b>Total Australia</b>	<b>(1,602)</b>	<b>(1,119)</b>	<b>(1,110)</b>	<b>(1,209)</b>	<b>(1,217)</b>
<b>New Zealand</b>					
Accommodation, cafes and restaurants	-	-	-	(2)	(1)
Agriculture, forestry and fishing	-	(1)	(3)	(10)	(7)
Construction	(1)	(1)	-	(5)	(4)
Finance and insurance	-	-	-	(10)	(13)
Manufacturing	-	-	(1)	(1)	(3)
Mining	-	-	(28)	(10)	-
Property <sup>1</sup>	(2)	(10)	(18)	(41)	(65)
Property services and business services <sup>1</sup>	-	(2)	-	-	(29)
Services	-	-	(1)	(37)	(5)
Trade	(1)	(1)	(4)	(3)	(4)
Transport and storage	-	-	-	-	(1)
Utilities	-	-	-	-	-
Retail lending	(49)	(51)	(55)	(49)	(46)
Other	-	(1)	-	-	-
<b>Total New Zealand</b>	<b>(53)</b>	<b>(67)</b>	<b>(110)</b>	<b>(168)</b>	<b>(178)</b>
<b>Total other overseas</b>	<b>(1)</b>	<b>(3)</b>	<b>(18)</b>	<b>(31)</b>	<b>(4)</b>
<b>Total write-offs</b>	<b>(1,656)</b>	<b>(1,189)</b>	<b>(1,238)</b>	<b>(1,408)</b>	<b>(1,399)</b>
Write-offs in relation to:					
Collectively assessed provisions	(968)	(902)	(793)	(702)	(708)
Individually assessed provisions	(688)	(287)	(445)	(706)	(691)
<b>Total write-offs</b>	<b>(1,656)</b>	<b>(1,189)</b>	<b>(1,238)</b>	<b>(1,408)</b>	<b>(1,399)</b>

<sup>1</sup> Comparatives have been revised for consistency.



## Note 14. Provisions for impairment charges (continued)

The following table shows details of recoveries of loans by industry classifications for the past five years:

Consolidated \$m	2017	2016	2015	2014	2013
<b>Recoveries</b>					
<b>Australia</b>					
Accommodation, cafes and restaurants	3	-	-	-	1
Agriculture, forestry and fishing	-	-	-	-	1
Construction	2	1	4	2	1
Finance and insurance	1	34	8	8	3
Manufacturing	2	1	3	3	8
Mining	1	-	-	-	-
Property <sup>1</sup>	10	3	15	12	11
Property services and business services <sup>1</sup>	3	2	2	-	-
Services	-	2	1	-	-
Trade	3	1	1	1	1
Transport and storage	1	1	-	-	1
Utilities	-	-	-	2	-
Retail lending	118	84	78	62	41
Other	5	2	1	2	-
<b>Total Australia</b>	<b>149</b>	<b>131</b>	<b>113</b>	<b>92</b>	<b>68</b>
<b>Total New Zealand</b>	<b>19</b>	<b>6</b>	<b>18</b>	<b>14</b>	<b>8</b>
<b>Total other overseas</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total recoveries</b>	<b>168</b>	<b>137</b>	<b>131</b>	<b>106</b>	<b>76</b>
<b>Total write-offs</b>	<b>(1,656)</b>	<b>(1,189)</b>	<b>(1,238)</b>	<b>(1,408)</b>	<b>(1,399)</b>
<b>Net write-offs and recoveries</b>	<b>(1,488)</b>	<b>(1,052)</b>	<b>(1,107)</b>	<b>(1,302)</b>	<b>(1,323)</b>

<sup>1</sup> Comparatives have been revised for consistency.

## Note 15. Life insurance assets and life insurance liabilities

### Accounting policy

The Group conducts its life insurance business in Australia primarily through Westpac Life Insurance Services Limited and its subsidiaries, which are separate statutory funds and registered under the *Life Insurance Act 1995* (Life Act) and; in New Zealand through Westpac Life-NZ-Limited which are separate statutory funds licensed under the *Insurance (Prudential Supervision) Act 2010*.

#### Life insurance assets

Life insurance assets, including investments in funds managed by the Group, are designated at fair value through income statement. Changes in fair value are recognised in non-interest income. The determination of fair value of life insurance assets involves the same judgements as other financial assets, which are described in the critical accounting assumptions and estimates in Note 23.

The Life Act places restrictions on life insurance assets, including that they can only be used:

- to meet the liabilities and expenses of that fund;
- to acquire investments to further the business of the fund; or
- as a distribution, when the fund has met its solvency and capital adequacy requirements.

#### Life insurance liabilities

Life insurance liabilities primarily consist of life investment contract liabilities and life insurance contract liabilities. Claims incurred in respect of life investment contracts are withdrawals of customer deposits, and are recognised as a reduction in life insurance liabilities.

#### Life investment contract liabilities

Life investment contract liabilities are designated at fair value through income statement. Fair value is the higher of the valuation of life insurance assets linked to the life investment contract, or the minimum current surrender value (the minimum amount the Group would pay to a policyholder if their policy is voluntarily terminated before it matures or the insured event occurs). Changes in fair value are recognised in non-interest income.

#### Life insurance contract liabilities

The value of life insurance contract liabilities is calculated using the margin on services methodology (MoS), specified in the Prudential Standard LPS 340 *Valuation of Policy Liabilities*.

**Note 15. Life insurance assets and life insurance liabilities (continued)**

MoS accounts for the associated risks and uncertainties of each type of life insurance contract written. At each reporting date, planned profit margins and an estimate of future liabilities are calculated. Profit margins are released to non-interest income over the period that life insurance is provided to policyholders (Note 4). The cost incurred in acquiring specific insurance contracts is deferred provided that these amounts are recoverable out of planned profit margins. The deferred amounts are recognised as a reduction in life insurance policy liabilities and are amortised to non-interest income over the same period as the planned profit margins.

**External unit holder liabilities of managed investment schemes**

The life insurance statutory funds include controlling interests in managed investment schemes which are consolidated. When the managed investment scheme is consolidated, the external unit holder liabilities are recognised as a liability and included in life insurance liabilities. They are designated at fair value through income statement.

**Critical accounting assumptions and estimates**

The key factors that affect the estimation of life insurance liabilities and related assets are:

- the cost of providing benefits and administering contracts;
- mortality and morbidity experience, which includes policyholder benefits enhancements;
- discontinuance rates, which affects the Group's ability to recover the cost of acquiring new business over the life of the contracts; and
- the discount rate of projected future cash flows.

Regulation, competition, interest rates, taxes, securities market conditions and general economic conditions also affect the estimation of life insurance liabilities.

**Life insurance assets**

<b>Consolidated</b>	<b>2017</b>	<b>2016</b>
<b>\$m</b>		
<b>Investments held directly and in unit trusts</b>		
Equities	3,169	4,403
Debt securities	3,420	8,628
Property	257	763
Loans	27	37
Other <sup>1</sup>	3,770	361
<b>Total life insurance assets</b>	<b>10,643</b>	<b>14,192</b>

<sup>1</sup> Primarily consists of investments in unit trusts with diversified holdings mainly in equities, debt securities and property.

There were no life insurance assets in the Parent Entity as at 30 September 2017 (2016: nil).

**Life insurance liabilities**

<b>Consolidated</b>	<b>Life Investment</b>		<b>Life Insurance</b>		<b>Total</b>	
<b>Reconciliation of movements in policy liabilities</b>	<b>Contracts</b>		<b>Contracts</b>			
<b>\$m</b>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Opening balance	13,234	12,395	(873)	(836)	12,361	11,559
Movements in policy liabilities reflected in the income statement	544	416	38	(37)	582	379
Contract contributions recognised in policy liabilities	790	780	-	-	790	780
Contract withdrawals recognised in policy liabilities	(1,214)	(1,052)	-	-	(1,214)	(1,052)
Contract fees, expenses and tax recoveries	(100)	(112)	-	-	(100)	(112)
Change in external unit holders of managed investment schemes	(3,400)	807	-	-	(3,400)	807
<b>Closing balance</b>	<b>9,854</b>	<b>13,234</b>	<b>(835)</b>	<b>(873)</b>	<b>9,019</b>	<b>12,361</b>

There were no life insurance liabilities in the Parent Entity as at 30 September 2017 (2016: nil).

## Note 16. Payables due to other financial institutions

### Accounting policy

Payables due to other financial institutions are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method.

### Security repurchase agreements

Where securities are sold subject to an agreement to repurchase at a predetermined price, they remain recognised on the balance sheet in their original category (i.e. 'Trading securities' or 'Available-for-sale').

The cash consideration received is recognised as a liability ('Security repurchase agreements'). Security repurchase agreements are designated at fair value and recognised as part of 'Other financial liabilities at fair value through income statement' (refer to Note 18) where they are managed as part of a trading portfolio; otherwise they are measured on an amortised cost basis and recognised in 'Payables due to other financial institutions'.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Cash collateral	2,429	1,615	2,304	1,557
Offshore central bank deposits	3,108	5,493	3,108	5,493
Interbank borrowing	6,953	6,092	6,946	6,082
Security repurchase agreements <sup>1</sup>	9,417	5,009	9,417	5,009
<b>Total payables due to other financial institutions</b>	<b>21,907</b>	<b>18,209</b>	<b>21,775</b>	<b>18,141</b>

<sup>1</sup> The carrying value of the related securities' assets pledged under repurchase agreements for the Group and the Parent Entity is \$15,192 million (2016: \$7,052 million).

**Note 17. Deposits and other borrowings****Accounting policy**

Deposits and other borrowings are initially recognised at fair value and subsequently either measured at amortised cost using the effective interest rate method or at fair value.

Deposits and other borrowings are designated at fair value if they are managed on a fair value basis, reduce or eliminate an accounting mismatch or contain an embedded derivative.

Where they are measured at fair value, any changes in fair value (except those due to changes in credit risk) are recognised as non-interest income.

The change in the fair value that is due to changes in credit risk is recognised in other comprehensive income except where it would create an accounting mismatch, in which case it is also recognised in the income statement.

Interest expense incurred is recognised in net interest income using the effective interest rate method.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Australia</b>				
Certificates of deposit	37,515	29,774	37,515	29,910
Non-interest bearing, repayable at call	40,324	37,491	40,324	37,491
Other interest bearing at call	226,920	210,666	226,338	210,397
Other interest bearing term	153,597	148,876	153,597	148,876
<b>Total Australia</b>	<b>458,356</b>	<b>426,807</b>	<b>457,774</b>	<b>426,674</b>
<b>New Zealand</b>				
Certificates of deposit	546	1,192	-	-
Non-interest bearing, repayable at call	4,853	4,407	-	-
Other interest bearing at call	21,273	22,642	-	-
Other interest bearing term	27,620	27,826	-	-
<b>Total New Zealand</b>	<b>54,292</b>	<b>56,067</b>	<b>-</b>	<b>-</b>
<b>Other overseas</b>				
Certificates of deposit	8,860	15,497	8,860	15,497
Non-interest bearing, repayable at call	810	845	322	391
Other interest bearing at call	1,505	1,441	1,150	1,050
Other interest bearing term	9,768	12,414	9,587	12,130
<b>Total other overseas</b>	<b>20,943</b>	<b>30,197</b>	<b>19,919</b>	<b>29,068</b>
<b>Total deposits and other borrowings</b>	<b>533,591</b>	<b>513,071</b>	<b>477,693</b>	<b>455,742</b>
Deposits and other borrowings at fair value <sup>1</sup>	46,569	44,227	46,023	43,171
Deposits and other borrowings at amortised cost	487,022	468,844	431,670	412,571
<b>Total deposits and other borrowings</b>	<b>533,591</b>	<b>513,071</b>	<b>477,693</b>	<b>455,742</b>

<sup>1</sup> The contractual outstanding amount payable at maturity for the Group is \$46,713 million (2016: \$44,326 million) and for the Parent Entity is \$46,168 million (2016: \$43,270 million).

## Note 17. Deposits and other borrowings (continued)

The following table shows average balances and average rates in each of the past three years for major categories of deposits:

Consolidated	2017		2016		2015	
	Average	Average	Average	Average	Average	Average
	Balance	Rate	Balance	Rate	Balance	Rate
	\$m	%	\$m	%	\$m	%
<b>Australia</b>						
Non-interest bearing	39,355		35,732		29,201	
Certificates of deposit <sup>1</sup>	33,350	2.0%	31,165	2.4%	32,201	2.3%
Other interest bearing at call <sup>1</sup>	226,753	1.2%	211,878	1.6%	199,110	2.0%
Other interest bearing term <sup>1</sup>	149,483	2.6%	133,072	2.8%	125,888	3.3%
<b>Total Australia</b>	<b>448,941</b>		<b>411,847</b>		<b>386,400</b>	
<b>Overseas</b>						
Non-interest bearing	5,527		5,051		4,514	
Certificates of deposit <sup>1</sup>	13,151	1.4%	16,938	0.9%	16,617	0.6%
Other interest bearing at call <sup>1</sup>	24,163	1.3%	24,686	1.9%	22,732	2.9%
Other interest bearing term <sup>1</sup>	37,813	2.7%	35,963	2.7%	36,966	3.0%
<b>Total overseas</b>	<b>80,654</b>		<b>82,638</b>		<b>80,829</b>	

<sup>1</sup> Comparatives have been revised for consistency.

### Certificates of deposit and term deposits

All certificates of deposit issued by foreign offices were greater than US\$100,000.

The maturity profile of certificates of deposit and term deposits greater than US\$100,000 issued by Australian operations is set out below:

Consolidated 2017	Less Than	Between			Total
		3 Months	3 and 6 Months	6 Months and 1 Year	
\$m				Over 1 Year	
Certificates of deposit greater than US\$100,000	21,335	15,738	329	113	37,515
Term deposits greater than US\$100,000	68,277	26,523	23,469	14,264	132,533

## Note 18. Other financial liabilities at fair value through income statement

### Accounting policy

Other financial liabilities at fair value through income statement include trading securities sold short and security repurchase agreements which have been designated at fair value at initial recognition.

The accounting policy for security repurchase agreements is consistent with that detailed in Note 16.

Securities sold short reflect the obligation to deliver securities to a buyer for the sale of securities Westpac does not own at the time of sale but that are promised to be delivered to the buyer. Securities delivered to the buyer are usually borrowed and/or subsequently purchased.

Subsequent to initial recognition, these liabilities are measured at fair value with changes in fair value (except credit risk) recognised through the income statement as they arise. The change in fair value that is attributable to credit risk is recognised in other comprehensive income except where it would create an accounting mismatch, in which case it is recognised through the income statement.

Interest expense is recognised in net interest income using the effective interest rate method.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Security repurchase agreements <sup>1</sup>	3,543	4,363	3,525	3,982
Securities sold short	513	389	513	389
<b>Total other financial liabilities at fair value through income statement</b>	<b>4,056</b>	<b>4,752</b>	<b>4,038</b>	<b>4,371</b>

<sup>1</sup> The carrying value of securities pledged under repurchase agreements for the Group is \$3,554 million (2016: \$4,595 million) and for the Parent Entity is \$3,536 million (2016: \$4,213 million).

At maturity, the Group is contractually required to pay \$4,056 million (2016: \$4,752 million), and the Parent Entity \$4,038 million (2016: \$4,371 million) to holders of these financial liabilities.

**Note 19. Debt issues****Accounting policy**

Debt issues are bonds, notes, commercial paper and debentures that have been issued by entities in the Group. Debt issues also include acceptances which are bills of exchange initially accepted and discounted by the Group that have been subsequently rediscounted into the market. Bill financing provided to customers by accepting and discounting of bills of exchange is reported as part of loans.

Debt issues are initially measured at fair value and subsequently either measured at amortised cost using the effective interest rate method or at fair value.

Debt issues are designated at fair value if they:

- reduce or eliminate an accounting mismatch; or
- contain an embedded derivative.

They are measured at fair value with changes in fair value (except those due to changes in credit risk) recognised as non-interest income.

The change in the fair value that is due to credit risk is recognised in other comprehensive income except where it would create an accounting mismatch, in which case it is also recognised in the income statement.

Interest expense incurred is recognised within net interest income using the effective interest rate method.

In the table below, the distinction between short-term (less than 12 months) and long-term (greater than 12 months) debt is based on the original maturity of the underlying security.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Short-term debt:</b>				
Own issuances	26,167	18,931	24,655	16,633
Customer conduits <sup>1</sup>	392	936	-	-
Acceptances	6	12	6	12
<b>Total short-term debt</b>	<b>26,565</b>	<b>19,879</b>	<b>24,661</b>	<b>16,645</b>
<b>Long-term debt:</b>				
Covered bonds	34,516	33,529	29,698	30,211
Senior	98,823	106,626	89,757	98,720
Securitisation	8,209	9,445	-	-
Structured notes	243	423	-	-
<b>Total long-term debt</b>	<b>141,791</b>	<b>150,023</b>	<b>119,455</b>	<b>128,931</b>
<b>Total debt issues</b>	<b>168,356</b>	<b>169,902</b>	<b>144,116</b>	<b>145,576</b>
Debt issues at fair value <sup>2</sup>	4,673	6,303	2,940	3,589
Debt issues at amortised cost	163,683	163,599	141,176	141,987
<b>Total debt issues</b>	<b>168,356</b>	<b>169,902</b>	<b>144,116</b>	<b>145,576</b>

<sup>1</sup> Further information on customer conduits is disclosed in Note 25.

<sup>2</sup> The contractual outstanding amount payable at maturity for the Group is \$4,604 million (2016: \$6,185 million) and for the Parent Entity is \$2,875 million (2016: \$3,484 million). The cumulative change in the fair value of debt issues which is attributable to changes in Westpac's own credit risk is a decrease of \$2 million (2016: \$165 million) for the Group and Parent Entity.

## Note 19. Debt issues (continued)

Consolidated \$m	2017	2016
<b>Short-term debt</b>		
US commercial paper	26,167	18,683
Euro commercial paper	-	248
	<b>26,167</b>	<b>18,931</b>
<b>Asset backed commercial paper (by currency):</b>		
AUD	392	936
<b>Total assets backed commercial paper</b>	<b>392</b>	<b>936</b>
<b>Acceptances</b>	6	12
<b>Total short-term debt</b>	<b>26,565</b>	<b>19,879</b>
<b>Long-term debt (by currency):</b>		
AUD	37,680	42,946
CHF	1,903	2,294
EUR	25,049	20,267
GBP	7,838	12,134
JPY	2,137	4,333
NZD	3,416	3,422
USD	61,156	61,788
Other	2,612	2,839
<b>Total long-term debt</b>	<b>141,791</b>	<b>150,023</b>

Consolidated \$m	2017	2016	2015
<b>Short-term borrowings</b>			
<b>US commercial paper</b>			
Maximum amount outstanding at any month end	27,456	36,478	38,774
Approximate average amount outstanding	23,025	26,351	35,482
Approximate weighted average interest rate on:			
Average amount outstanding	1.3%	0.7%	0.3%
Outstanding as at end of the year	1.2%	0.9%	0.3%

The Group manages foreign exchange exposure from debt issuances as part of its hedging activities. Further details of the Group's hedge accounting are in Note 21.

## Note 20. Loan Capital

### Accounting policy

Loan capital are instruments issued by the Group which qualify for inclusion as regulatory capital under Australian Prudential Regulation Authority (APRA) Prudential Standards. Loan capital is initially measured at fair value and subsequently measured at amortised cost using the effective interest rate method. Interest expense incurred is recognised in net interest income.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Additional Tier 1 (AT1) loan capital</b>				
Convertible preference shares	1,188	1,185	1,188	1,185
Westpac capital notes	5,684	5,673	5,684	5,673
USD AT1 securities	1,556	-	1,556	-
<b>Total Additional Tier 1 loan capital</b>	<b>8,428</b>	<b>6,858</b>	<b>8,428</b>	<b>6,858</b>
<b>Tier 2 loan capital</b>				
Subordinated notes	8,789	8,485	8,789	8,485
Subordinated perpetual notes	449	462	449	462
<b>Total Tier 2 loan capital</b>	<b>9,238</b>	<b>8,947</b>	<b>9,238</b>	<b>8,947</b>
<b>Total loan capital</b>	<b>17,666</b>	<b>15,805</b>	<b>17,666</b>	<b>15,805</b>

**Note 20. Loan capital (continued)****Additional Tier 1 loan capital**

A summary of the key terms and common features of AT1 instruments are provided below<sup>1</sup>.

<b>Consolidated and Parent Entity</b>					
<b>\$m</b>	<b>Dividend/distribution/ interest rate</b>	<b>Potential scheduled conversion date<sup>2</sup></b>	<b>Optional redemption date<sup>3</sup></b>	<b>2017</b>	<b>2016</b>
<b>Westpac convertible preference shares (CPS)<sup>5</sup></b>					
\$1,189 million CPS	(180 day bank bill rate + 3.25% p.a.) x (1 - Australian corporate tax rate)	31 March 2020	31 March 2018 <sup>4</sup>	1,188	1,185
<b>Total convertible preference shares</b>				<b>1,188</b>	<b>1,185</b>
<b>Westpac capital notes (WCN)</b>					
\$1,384 million WCN	(90 day bank bill rate + 3.20% p.a.) x (1 - Australian corporate tax rate)	8 March 2021	8 March 2019	1,379	1,375
\$1,311 million WCN2	(90 day bank bill rate + 3.05% p.a.) x (1 - Australian corporate tax rate)	23 September 2024	23 September 2022	1,304	1,302
\$1,324 million WCN3	(90 day bank bill rate + 4.00% p.a.) x (1 - Australian corporate tax rate)	22 March 2023	22 March 2021	1,313	1,310
\$1,702 million WCN4	(90 day bank bill rate + 4.90% p.a.) x (1 - Australian corporate tax rate)	20 December 2023	20 December 2021	1,688	1,686
<b>Total Westpac capital notes</b>				<b>5,684</b>	<b>5,673</b>
<b>USD AT1 securities</b>					
US\$1,250 million securities	5.000% p.a. until but excluding 21 September 2027 (first reset date). If not redeemed, converted or written-off earlier, from, and including, each reset date <sup>6</sup> to, but excluding, the next succeeding reset date, at a fixed rate p.a. equal to the prevailing 5-year USD mid- market swap rate plus 2.888% p.a.	n/a	21 September 2027 <sup>7</sup>	1,556	-
<b>Total USD AT1 securities</b>				<b>1,556</b>	<b>-</b>

<sup>1</sup> A\$ unless otherwise noted.

<sup>2</sup> Conversion is subject to the satisfaction of the scheduled conversion conditions. If the conversion conditions are not satisfied on the relevant scheduled conversion date, conversion will not occur until the next dividend or distribution payment date on which the scheduled conversion conditions are satisfied.

<sup>3</sup> Westpac may elect to redeem the relevant AT1 instrument, subject to APRA's prior written approval.

<sup>4</sup> Each dividend payment date on or after 31 March 2018.

<sup>5</sup> CPS are Basel III transitional instruments. All other AT1 loan capital are fully compliant Basel III instruments.

<sup>6</sup> 21 September 2027 and every fifth anniversary thereafter is a reset date.

<sup>7</sup> Westpac may elect to redeem on 21 September 2027 and every fifth anniversary thereafter.

**Common features of AT1 instruments****Payment conditions**

Semi-annual dividends on the CPS are discretionary and will only be paid if the dividend payment test is satisfied, including that the amount of the dividend does not exceed Westpac's distributable profits (unless APRA gives its prior written approval), and APRA does not object to the payment of the dividend.

Quarterly distributions on the Westpac capital notes and semi-annual interest payments on the USD AT1 securities are discretionary and will only be paid if the payment conditions are satisfied, including that the payment will not result in a breach of Westpac's capital requirements under APRA's prudential standards; not result in Westpac becoming, or being likely to become, insolvent; or if APRA does not object to the payment.

Broadly, if for any reason a dividend, distribution or interest payment has not been paid in full on the relevant payment date, Westpac must not determine or pay any dividends on Westpac ordinary shares or undertake a discretionary buy back or capital reduction of Westpac ordinary shares, unless the unpaid payment is paid in full within 20 business days of the relevant payment date or in certain other circumstances.



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## Note 20. Loan capital (continued)

The AT1 instruments convert into Westpac ordinary shares in the following circumstances:

### *Scheduled Conversion*

On the scheduled conversion date, provided certain conversion conditions are satisfied, it is expected that the relevant AT1 instrument<sup>1</sup> will be converted and holders will receive a variable number of Westpac ordinary shares calculated using the formula described in the terms of the relevant AT1 instrument, subject to a maximum conversion number. The conversion number of Westpac ordinary shares will be calculated using the face value or outstanding principal amount of the relevant AT1 instrument and the Westpac ordinary share price determined over the 20 business day period prior to the scheduled conversion date, including a 1% discount.

### *Capital Trigger Event or Non-Viability Trigger Event*

Westpac will be required to convert some or all AT1 instruments into a variable number of Westpac ordinary shares upon the occurrence of a capital trigger event<sup>2</sup> or non-viability trigger event<sup>3</sup>. No conversion conditions apply in these circumstances.

A capital trigger event occurs when Westpac determines, or APRA notifies Westpac in writing that it believes, Westpac's Common Equity Tier 1 Capital ratio is equal to or less than 5.125% (on a level 1 or level 2 basis<sup>4,5</sup>).

A non-viability trigger event will occur when APRA notifies Westpac in writing that it believes conversion of all or some AT1 instruments (or conversion, write-off or write-down of relevant capital instruments of the Westpac Group), or public sector injection of capital (or equivalent support), in each case is necessary because without it, Westpac would become non-viable.

For each AT1 instrument converted, holders will receive a variable number of Westpac ordinary shares calculated using the formula described in the terms of the relevant AT1 instrument, subject to a maximum conversion number. The conversion number of Westpac ordinary shares is calculated using the face value or outstanding principal amount of the relevant AT1 instrument and the Westpac ordinary share price determined over the 5 business day period prior to the capital trigger event date or non-viability trigger event date and includes a 1% discount. For each AT1 instrument, the maximum conversion number is set using a Westpac ordinary share price which is broadly equivalent to 20% of the Westpac ordinary share price at the time of issue.

Following the occurrence of a capital trigger event or non-viability trigger event, if conversion of an AT1 instrument does not occur within five business days, holders' rights in relation to the relevant AT1 instrument will be immediately and irrevocably terminated<sup>6</sup>.

### *Early conversion*

Westpac is able to elect to convert<sup>7</sup>, or may be required to convert, AT1 instruments early in certain circumstances. The terms of conversion and the conversion conditions are broadly similar to scheduled conversion.

### *Early redemption*

Westpac is able to elect to redeem the relevant AT1 instrument on the optional redemption date or for certain taxation or regulatory reasons, subject to APRA's prior written approval.

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<sup>1</sup> Scheduled conversion does not apply to USD AT1 securities.

<sup>2</sup> All CPS must be converted upon the occurrence of a capital trigger event.

<sup>3</sup> CPS does not contain a non-viability trigger event.

<sup>4</sup> Level 1 comprises Westpac Banking Corporation and subsidiaries approved by APRA as being part of a single 'Extended Licenced Entity' for the purposes of measuring capital adequacy. Level 2 includes all subsidiaries except those entities specifically excluded by APRA regulations for the purposes of measuring capital adequacy.

<sup>5</sup> On a level 2 basis only for CPS.

<sup>6</sup> The requirement to terminate, if not converted within five business days following a capital trigger event, is not incorporated in the CPS terms.

<sup>7</sup> Excludes WCN and USD AT1 securities.

## Note 20. Loan capital (continued)

**Tier 2 loan capital**

A summary of the key terms and common features of Westpac's Tier 2 instruments are provided below<sup>1</sup>.

## Consolidated and Parent Entity

\$m	Interest rate <sup>2</sup>	Maturity date	Optional redemption date <sup>3</sup>	2017	2016
<b>Basel III transitional subordinated notes</b>					
US\$350 million subordinated notes	Fixed 4.625% p.a.	1 June 2018	n/a	454	483
A\$500 million subordinated notes	Floating 90 day bank bill rate + 3.00% p.a.	21 March 2022	21 March 2017 <sup>4</sup>	-	500
A\$1,676 million subordinated notes	Floating 90 day bank bill rate + 2.75% p.a.	23 August 2022	23 August 2017 <sup>4</sup>	-	1,673
US\$800 million subordinated notes	3.625% p.a. until but excluding 28 February 2018. Thereafter, if not redeemed, fixed rate equal to 5 year US Treasury rate + 2.90% p.a.	28 February 2023	28 February 2018	1,018	1,052
<b>Basel III fully compliant subordinated notes</b>					
A\$925 million subordinated notes	90 day bank bill rate + 2.30% p.a.	22 August 2023	22 August 2018	923	921
A\$1,000 million subordinated notes	90 day bank bill rate + 2.05% p.a.	14 March 2024	14 March 2019	991	1,000
CNY1,250 million subordinated notes	4.85% p.a. until but excluding 9 February 2020. Thereafter, if not redeemed, a fixed rate per annum equal to the one year CNH HIBOR reference rate plus 0.8345% p.a.	9 February 2025	9 February 2020	239	252
A\$350 million subordinated notes	4.50% p.a. until but excluding 11 March 2022. Thereafter, if not redeemed, a fixed rate per annum equal to the five year AUD semi-quarterly mid-swap reference rate plus 1.95% p.a., the sum of which will be annualised	11 March 2027	11 March 2022	350	361
S\$325 million subordinated notes	4.00% p.a. until but excluding 12 August 2022. Thereafter, if not redeemed, a fixed rate per annum equal to the five year SGD swap offer rate plus 1.54% p.a.	12 August 2027	12 August 2022	312	322
A\$175 million subordinated notes	4.80% p.a. until but excluding 14 June 2023. Thereafter, if not redeemed, a fixed rate per annum equal to the five year AUD semi-quarterly mid-swap reference rate plus 2.65% p.a., each of which will be annualised	14 June 2028	14 June 2023	171	179
US\$100 million subordinated notes	Fixed 5.00% p.a.	23 February 2046	n/a	117	144
A\$700 million subordinated notes	Floating 90 day bank bill rate + 3.10% p.a.	10 March 2026	10 March 2021	700	695
JPY20,000 million subordinated notes	Fixed 1.16% p.a.	19 May 2026	n/a	225	262
JPY10,200 million subordinated notes	Fixed 1.16% p.a.	2 June 2026	n/a	115	134
JPY10,000 million subordinated notes	Fixed 0.76% p.a.	9 June 2026	n/a	112	130
NZ\$400 million subordinated notes	4.6950% p.a. until but excluding 1 September 2021. Thereafter, if not redeemed, a fixed rate per annum equal to the New Zealand 5 year swap rate on 1 September 2021 plus 2.60% p.a.	1 September 2026	1 September 2021	357	377
JPY8,000 million subordinated notes	0.9225% p.a. until but excluding 7 October 2021. Thereafter, if not redeemed, a fixed rate per annum equal to the five-year JPY mid-swap rate plus 1.0005% p.a.	7 October 2026	7 October 2021	90	-
US\$1,500 million subordinated notes	4.322% p.a. until but excluding 23 November 2026. Thereafter, if not redeemed, a fixed rate per annum equal to the five-year USD mid-swap rate plus 2.236% p.a.	23 November 2031	23 November 2026	1,882	-
JPY12,000 million subordinated notes	0.87% p.a. until but excluding 6 July 2022. Thereafter, if not redeemed, a fixed rate per annum equal to the five-year JPY mid-swap rate plus 0.78% p.a.	6 July 2027	6 July 2022	136	-
JPY13,500 million subordinated notes	0.868% p.a. until but excluding 6 July 2022. Thereafter, if not redeemed, a fixed rate per annum equal to the five year JPY mid-swap rate plus 0.778% p.a.	6 July 2027	6 July 2022	152	-
HKD600 million subordinated notes	3.15% p.a. until but excluding 14 July 2022. Thereafter, if not redeemed, a fixed rate per annum equal to the five-year HKD mid-swap rate plus 1.34% p.a.	14 July 2027	14 July 2022	98	-
A\$350 million subordinated notes	4.334% p.a. until but excluding 16 August 2024. Thereafter, if not redeemed, a fixed rate per annum equal to the five-year AUD semi-quarterly mid-swap reference rate plus 1.83% p.a., each of which will be annualised.	16 August 2029	16 August 2024	347	-
<b>Total subordinated notes</b>				<b>8,789</b>	<b>8,485</b>

<sup>1</sup> Excludes subordinated perpetual notes.

<sup>2</sup> Interest payments are made periodically as set out in the terms of the subordinated notes.

<sup>3</sup> Westpac may elect to redeem the relevant Tier 2 instrument on the optional redemption date, subject to APRA's prior written approval. If not redeemed on the first optional redemption date, Westpac may elect to redeem the relevant Tier 2 instrument on any interest payment date after the first optional redemption date (except for US\$1,500 million subordinated notes), subject to APRA's prior written approval.

<sup>4</sup> The subordinated notes were redeemed in full on the relevant optional redemption date.

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## Note 20. Loan capital (continued)

### **Common features of the Basel III transitional subordinated notes**

Interest payments are subject to Westpac being solvent at the time of, and immediately following, the interest payment. These subordinated notes do not contain non-viability loss absorption requirements and pay non-discretionary, cumulative interest.

### **Common features of Basel III fully compliant subordinated notes**

Interest payments are subject to Westpac being solvent at the time of, and immediately following, the interest payment. These subordinated notes contain non-viability loss absorption requirements.

#### *Non-viability trigger event*

Westpac will be required to convert some or all subordinated notes into a variable number of Westpac ordinary shares upon the occurrence of a non-viability trigger event. A non-viability trigger event will occur on similar terms as described under Additional Tier 1 loan capital.

For each subordinated note converted, holders will receive a variable number of Westpac ordinary shares calculated using the formula described in the terms of the relevant Tier 2 instrument, subject to a maximum conversion number. The conversion number of Westpac ordinary shares will be calculated in a manner similar to that described under Additional Tier 1 loan capital for a non-viability trigger event. For each Tier 2 instrument, the maximum conversion number is set using a Westpac ordinary share price which is broadly equivalent to 20% of the Westpac ordinary share price at the time of issue.

Following the occurrence of a non-viability trigger event, if conversion of a Tier 2 instrument does not occur within five business days, holders' rights in relation to the relevant Tier 2 instrument will be immediately and irrevocably terminated.

### **Subordinated perpetual notes**

These notes have no final maturity but Westpac can choose to redeem them at par on any interest payment date falling on or after September 1991, subject to APRA approval and certain other conditions. Interest is cumulative and payable on the notes semi-annually at a rate of 6 month US\$ LIBOR plus 0.15% p.a., subject to Westpac being solvent immediately after making the payment and having paid any dividend on any class of share capital of Westpac within the prior 12 month period.

These notes qualify for transitional treatment as Tier 2 capital of Westpac under APRA's Basel III capital adequacy framework.

The rights of the noteholders and coupon holders are subordinated to the claims of all creditors (including depositors) of Westpac other than creditors whose claims against Westpac rank equally with, or junior to, these notes.

**Note 21. Derivative financial instruments****Accounting policy**

Derivative financial instruments are instruments whose values derive from the value of an underlying asset, reference rate or index and include forwards, futures, swaps and options.

All derivatives are held at fair value. Changes in fair value are recognised in the income statement, unless designated in a cash flow or net investment hedge relationship. Derivatives are presented as an asset where they have a positive fair value at balance date or as a liability where the fair value at balance date is negative.

The Group uses derivative instruments for trading and also as part of its asset and liability risk management activities, which are discussed in Note 22. Derivatives used for risk management activities include designating derivatives into one of three hedge accounting relationships: fair value hedge; cash flow hedge; or hedge of a net investment in a foreign operation, where permitted under AASB 139. These hedge designations and associated accounting treatment are as follows:

**Fair value hedges**

Fair value hedges hedge the exposure to changes in the fair value of an asset or liability.

Changes in the fair value of derivatives and the hedged asset or liability in fair value hedges are recognised in interest income. The carrying value of the hedged asset or liability is adjusted for the changes in fair value.

If a hedge is discontinued, any fair value adjustments to the carrying value of the asset or liability are amortised to interest income over the period to maturity. If the asset or liability is sold, any unamortised adjustment is immediately recognised in interest income.

**Cash flow hedges**

Cash flow hedges hedge the exposure to variability of cash flows attributable to an asset, liability or future forecast transaction.

For effective hedges, changes in the fair value of derivatives are recognised in the cash flow hedge reserve through other comprehensive income and subsequently recognised in interest income when the asset or liability that was hedged impacts the income statement.

For hedges with some ineffectiveness, the changes in the fair value of the derivatives relating to the ineffective portion are immediately recognised in interest income.

If a hedge is discontinued, any cumulative gain or loss remains in other comprehensive income. It is amortised to interest income over the period which the asset or liability that was hedged also impacts the income statement.

If a hedge of a forecast transaction is no longer expected to occur, any cumulative gain or loss in other comprehensive income is immediately recognised in interest income.

**Net investment hedges**

Net investment hedges hedge foreign currency risks arising from a net investment of a foreign operation.

For effective hedges, changes in the fair value of derivatives are recognised in the foreign currency translation reserve through other comprehensive income.

For hedges with some ineffectiveness, the changes in the fair value of the derivatives relating to the ineffective portion are immediately recognised in non-interest income.

If a foreign operation is disposed of, any cumulative gain or loss in other comprehensive income is immediately recognised in non-interest income.

**a. Fair value hedges**

The Group hedges its interest rate risk from fixed debt issuances and fixed assets with single currency interest rate derivatives.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Change in fair value hedging instruments	(328)	(39)	(337)	(52)
Change in fair value hedge items attributed to hedged risk	292	47	306	62
<b>Ineffectiveness in interest income</b>	<b>(36)</b>	<b>8</b>	<b>(31)</b>	<b>10</b>

**b. Cash flow hedges**

Exposure to the volatility of interest cash flows from customer deposits and loans is hedged with interest rate derivatives.

Exposure to foreign currency principal and interest cash flows from floating rate debt issuances is hedged through the use of cross currency derivatives.

## Note 21. Derivative financial instruments (continued)

Gross cash inflows and outflows on derivatives designated in cash flow hedges are, as a proportion of total gross cash flows, expected to occur in the following periods:

	Less Than 1 Month	1 Month to 3 Months	3 Months to 1 Year	1 Year to 2 Years	2 Years to 3 Years	3 Years to 4 Years	4 Years to 5 Years	Over 5 Years
<b>2017</b>								
Cash inflows	3.2%	3.6%	15.6%	21.6%	17.5%	14.6%	14.7%	9.2%
Cash outflows	3.7%	3.6%	15.3%	20.6%	17.1%	15.4%	14.4%	9.9%
<b>2016</b>								
Cash inflows	0.6%	8.8%	29.5%	13.0%	13.1%	12.6%	9.9%	12.5%
Cash outflows	0.7%	8.9%	30.4%	13.2%	12.3%	12.4%	10.1%	12.0%

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Cash flow hedge ineffectiveness	14	4	18	(2)

### c. Dual fair value and cash flow hedges

Fixed rate foreign currency denominated debt is hedged using cross currency interest rate derivatives, designated as fair value hedges of foreign interest rates and cash flow hedges of foreign exchange rates.

### d. Net investment hedges

The Group uses foreign exchange forward contracts when hedging the currency translation risk of net investments in foreign operations. For both the Group and Parent Entity, ineffectiveness arising from net investments hedges amounted to nil (2016: \$6 million loss).

## Notes to the financial statements

### Note 21. Derivative financial instruments (continued)

The notional amount and fair value of derivative instruments held for trading and designated in hedge relationships are set out in the following tables:

Consolidated 2017	Fair Value										
	Notional	Trading		Hedging				Total			
		Amount	Assets	Liabilities	Fair Value		Cash Flow		Net Investment		Fair Value
\$m				Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
<b>Interest rate contracts</b>											
Futures contracts <sup>1</sup>	132,785	-	-	-	-	-	-	-	-	-	-
Forward rate agreements	215,934	21	(20)	-	-	-	-	-	-	21	(20)
Swap agreements	2,655,134	16,438	(15,361)	446	(3,241)	498	(707)	-	-	17,382	(19,309)
Options	69,016	156	(183)	-	-	-	-	-	-	156	(183)
<b>Total interest rate contracts</b>	<b>3,072,869</b>	<b>16,615</b>	<b>(15,564)</b>	<b>446</b>	<b>(3,241)</b>	<b>498</b>	<b>(707)</b>	<b>-</b>	<b>-</b>	<b>17,559</b>	<b>(19,512)</b>
<b>Foreign exchange contracts</b>											
Spot and forward contracts	668,896	5,781	(6,027)	-	-	-	-	19	(19)	5,800	(6,046)
Cross currency swap agreements <sup>2</sup>	444,421	6,272	(7,893)	573	4	1,006	(744)	-	-	7,851	(8,633)
Options	13,604	124	(138)	-	-	-	-	-	-	124	(138)
<b>Total foreign exchange contracts</b>	<b>1,126,921</b>	<b>12,177</b>	<b>(14,058)</b>	<b>573</b>	<b>4</b>	<b>1,006</b>	<b>(744)</b>	<b>19</b>	<b>(19)</b>	<b>13,775</b>	<b>(14,817)</b>
Commodity contracts	7,772	270	(235)	-	-	-	-	-	-	270	(235)
Equities	202	3	-	-	-	-	-	-	-	3	-
Credit default swaps	10,907	79	(78)	-	-	-	-	-	-	79	(78)
<b>Total of gross derivatives</b>	<b>4,218,671</b>	<b>29,144</b>	<b>(29,935)</b>	<b>1,019</b>	<b>(3,237)</b>	<b>1,504</b>	<b>(1,451)</b>	<b>19</b>	<b>(19)</b>	<b>31,686</b>	<b>(34,642)</b>
Impact of netting arrangements <sup>3</sup>	-	(7,332)	7,178	(149)	1,782	(172)	307	-	-	(7,653)	9,267
<b>Total of net derivatives</b>	<b>4,218,671</b>	<b>21,812</b>	<b>(22,757)</b>	<b>870</b>	<b>(1,455)</b>	<b>1,332</b>	<b>(1,144)</b>	<b>19</b>	<b>(19)</b>	<b>24,033</b>	<b>(25,375)</b>

Consolidated 2016	Fair Value										
	Notional	Trading		Hedging				Total			
		Amount	Assets	Liabilities	Fair Value		Cash Flow		Net Investment		Fair Value
\$m				Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
<b>Interest rate contracts</b>											
Futures contracts <sup>1</sup>	252,462	-	-	-	-	-	-	-	-	-	-
Forward rate agreements	325,877	29	(28)	-	-	-	-	-	-	29	(28)
Swap agreements	2,556,563	27,734	(25,771)	927	(3,819)	1,092	(1,387)	-	-	29,753	(30,977)
Options	82,534	412	(487)	-	-	-	-	-	-	412	(487)
<b>Total interest rate contracts</b>	<b>3,217,436</b>	<b>28,175</b>	<b>(26,286)</b>	<b>927</b>	<b>(3,819)</b>	<b>1,092</b>	<b>(1,387)</b>	<b>-</b>	<b>-</b>	<b>30,194</b>	<b>(31,492)</b>
<b>Foreign exchange contracts</b>											
Spot and forward contracts	652,452	5,380	(5,308)	-	-	-	(40)	44	(52)	5,424	(5,400)
Cross currency swap agreements <sup>2</sup>	449,954	6,295	(10,455)	1,031	213	1,312	(2,405)	-	-	8,638	(12,647)
Options	23,562	212	(219)	-	-	-	-	-	-	212	(219)
<b>Total foreign exchange contracts</b>	<b>1,125,968</b>	<b>11,887</b>	<b>(15,982)</b>	<b>1,031</b>	<b>213</b>	<b>1,312</b>	<b>(2,445)</b>	<b>44</b>	<b>(52)</b>	<b>14,274</b>	<b>(18,266)</b>
Commodity contracts	10,979	337	(276)	-	-	-	-	-	-	337	(276)
Equities	106	1	-	-	-	-	-	-	-	1	-
Credit default swaps	17,565	80	(76)	-	-	-	-	-	-	80	(76)
<b>Total of gross derivatives</b>	<b>4,372,054</b>	<b>40,480</b>	<b>(42,620)</b>	<b>1,958</b>	<b>(3,606)</b>	<b>2,404</b>	<b>(3,832)</b>	<b>44</b>	<b>(52)</b>	<b>44,886</b>	<b>(50,110)</b>
Impact of netting arrangements <sup>3</sup>	-	(11,982)	12,459	(362)	1,177	(315)	398	-	-	(12,659)	14,034
<b>Total of net derivatives</b>	<b>4,372,054</b>	<b>28,498</b>	<b>(30,161)</b>	<b>1,596</b>	<b>(2,429)</b>	<b>2,089</b>	<b>(3,434)</b>	<b>44</b>	<b>(52)</b>	<b>32,227</b>	<b>(36,076)</b>

<sup>1</sup> The fair value differential of futures contracts are settled daily with the exchange. The notional balance represents open contracts as at 30 September.

<sup>2</sup> The unrealised foreign exchange gains or loss on derivatives in hedge relationships are substantially offset by the retranslation at spot exchange rates of the foreign currency denominated debt being hedged.

<sup>3</sup> Primarily consists of derivative trades settled directly with central clearing counterparties and their associated variation margin. Refer to Note 24.

## Note 21. Derivative financial instruments (continued)

### Parent Entity 2017

\$m	Notional Amount	Fair Value									
		Trading		Fair Value		Hedging		Net Investment		Total Fair Value	
		Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
<b>Interest rate contracts</b>											
Futures contracts <sup>1</sup>	132,785	-	-	-	-	-	-	-	-	-	-
Forward rate agreements	215,934	21	(20)	-	-	-	-	-	-	21	(20)
Swap agreements	2,646,153	16,472	(15,549)	426	(3,008)	465	(588)	-	-	17,363	(19,145)
Options	69,016	156	(183)	-	-	-	-	-	-	156	(183)
<b>Total interest rate contracts</b>	<b>3,063,888</b>	<b>16,649</b>	<b>(15,752)</b>	<b>426</b>	<b>(3,008)</b>	<b>465</b>	<b>(588)</b>	<b>-</b>	<b>-</b>	<b>17,540</b>	<b>(19,348)</b>
<b>Foreign exchange contracts</b>											
Spot and forward contracts	668,322	5,774	(6,024)	-	-	-	-	19	(16)	5,793	(6,040)
Cross currency swap agreements <sup>2</sup>	434,600	6,273	(7,894)	545	9	849	(454)	-	-	7,667	(8,339)
Options	13,604	124	(138)	-	-	-	-	-	-	124	(138)
<b>Total foreign exchange contracts</b>	<b>1,116,526</b>	<b>12,171</b>	<b>(14,056)</b>	<b>545</b>	<b>9</b>	<b>849</b>	<b>(454)</b>	<b>19</b>	<b>(16)</b>	<b>13,584</b>	<b>(14,517)</b>
Commodity contracts	7,772	270	(235)	-	-	-	-	-	-	270	(235)
Equities	202	3	-	-	-	-	-	-	-	3	-
Credit default swaps	10,907	79	(78)	-	-	-	-	-	-	79	(78)
<b>Total of gross derivatives</b>	<b>4,199,295</b>	<b>29,172</b>	<b>(30,121)</b>	<b>971</b>	<b>(2,999)</b>	<b>1,314</b>	<b>(1,042)</b>	<b>19</b>	<b>(16)</b>	<b>31,476</b>	<b>(34,178)</b>
Impact of netting arrangements <sup>3</sup>	-	(7,338)	7,330	(148)	1,711	(167)	226	-	-	(7,653)	9,267
<b>Total of net derivatives</b>	<b>4,199,295</b>	<b>21,834</b>	<b>(22,791)</b>	<b>823</b>	<b>(1,288)</b>	<b>1,147</b>	<b>(816)</b>	<b>19</b>	<b>(16)</b>	<b>23,823</b>	<b>(24,911)</b>

### Parent Entity 2016

\$m	Notional Amount	Fair Value									
		Trading		Fair Value		Hedging		Net Investment		Total Fair Value	
		Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
<b>Interest rate contracts</b>											
Futures contracts <sup>1</sup>	252,462	-	-	-	-	-	-	-	-	-	-
Forward rate agreements	325,877	29	(28)	-	-	-	-	-	-	29	(28)
Swap agreements	2,552,413	27,796	(26,157)	899	(3,444)	1,026	(1,154)	-	-	29,721	(30,755)
Options	81,620	411	(487)	-	-	-	-	-	-	411	(487)
<b>Total interest rate contracts</b>	<b>3,212,372</b>	<b>28,236</b>	<b>(26,672)</b>	<b>899</b>	<b>(3,444)</b>	<b>1,026</b>	<b>(1,154)</b>	<b>-</b>	<b>-</b>	<b>30,161</b>	<b>(31,270)</b>
<b>Foreign exchange contracts</b>											
Spot and forward contracts	651,469	5,379	(5,307)	-	-	-	(40)	37	(52)	5,416	(5,399)
Cross currency swap agreements <sup>2</sup>	442,606	6,297	(10,708)	945	100	1,300	(1,395)	-	-	8,542	(12,003)
Options	23,562	212	(219)	-	-	-	-	-	-	212	(219)
<b>Total foreign exchange contracts</b>	<b>1,117,637</b>	<b>11,888</b>	<b>(16,234)</b>	<b>945</b>	<b>100</b>	<b>1,300</b>	<b>(1,435)</b>	<b>37</b>	<b>(52)</b>	<b>14,170</b>	<b>(17,621)</b>
Commodity contracts	10,979	337	(276)	-	-	-	-	-	-	337	(276)
Equities	106	1	-	-	-	-	-	-	-	1	-
Credit default swaps	17,565	80	(76)	-	-	-	-	-	-	80	(76)
<b>Total of gross derivatives</b>	<b>4,358,659</b>	<b>40,542</b>	<b>(43,258)</b>	<b>1,844</b>	<b>(3,344)</b>	<b>2,326</b>	<b>(2,589)</b>	<b>37</b>	<b>(52)</b>	<b>44,749</b>	<b>(49,243)</b>
Impact of netting arrangements <sup>3</sup>	-	(11,982)	12,459	(362)	1,177	(315)	398	-	-	(12,659)	14,034
<b>Total of net derivatives</b>	<b>4,358,659</b>	<b>28,560</b>	<b>(30,799)</b>	<b>1,482</b>	<b>(2,167)</b>	<b>2,011</b>	<b>(2,191)</b>	<b>37</b>	<b>(52)</b>	<b>32,090</b>	<b>(35,209)</b>

<sup>1</sup> The fair value differential of futures contracts are settled daily with the exchange. The notional balance represents open contracts as at 30 September.

<sup>2</sup> The unrealised foreign exchange gains or loss on derivatives in hedge relationships are substantially offset by the retranslation at spot exchange rates of the foreign currency denominated debt being hedged.

<sup>3</sup> Primarily consists of derivative trades settled directly with central clearing counterparties and their associated variation margin. Refer to Note 24.

**Note 21. Derivative financial instruments (continued)****Credit default swaps**

The Group buys and sells credit protection through the use of credit default swap (CDS) derivatives. These CDSs either protect the Group (as a buyer) or expose it (as a seller) to the risk of default of the entity referenced by the CDS. The CDSs are predominantly executed with other financial institutions and are entered into to facilitate institutional customer transactions and to manage the Group's credit risk exposures.

The notional amount and fair value of CDSs are presented in the following table for both the Group and the Parent Entity:

\$m	2017			2016		
	Notional Amount	Fair value Asset	Fair value Liability	Notional Amount	Fair value Asset	Fair value Liability
Credit protection bought	5,630	5	(78)	9,231	7	(75)
Credit protection sold	5,277	74	-	8,334	73	(1)
<b>Total</b>	<b>10,907</b>	<b>79</b>	<b>(78)</b>	<b>17,565</b>	<b>80</b>	<b>(76)</b>

**Note 22. Financial risk**

Financial instruments are fundamental to the Group's business of providing banking and financial services. The associated financial risks (including credit risk, funding and liquidity risk and market risk) are a significant proportion of the total risks faced by the Group.

This note details the financial risk management policies, practices and quantitative information of the Group's principal financial risk exposures.

Principal financial risks	Note name	Note number
<b>Overview</b>	Risk management frameworks	22.1
<b>Credit risk</b>	Credit risk ratings system	22.2.1
The risk of financial loss where a customer or counterparty fails to meet their financial obligations.	Credit risk mitigation, collateral and other credit enhancements	22.2.2
	Credit risk concentrations	22.2.3
	Credit quality of financial assets	22.2.4
	Financial assets that are past due, but not impaired	22.2.5
	Items 90 days past due, or otherwise in default, and not impaired	22.2.6
	Impaired loans	22.2.7
	Collateral held	22.2.8
<b>Funding and liquidity risk</b>	Liquidity modelling	22.3.1
The risk that the Group will be unable to fund assets and meet obligations as they become due.	Sources of liquidity	22.3.2
	Assets pledged as collateral	22.3.3
	Contractual maturity of financial liabilities	22.3.4
	Expected maturity	22.3.5
<b>Market risk</b>	Value-at-Risk (VaR)	22.4.1
The risk of an adverse impact on earnings resulting from changes in market factors, such as foreign exchange rates, interest rates, commodity prices and equity prices.	Traded market risk	22.4.2
	Non-traded market risk	22.4.3



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## Note 22. Financial risk (continued)

### 22.1 Risk management frameworks

The Board is responsible for approving the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement and for monitoring the effectiveness of risk management by the Westpac Group. The Board has delegated to the Board Risk and Compliance Committee (BRCC) responsibility to:

- review and recommend the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement to the Board for approval;
- set risk appetite consistent with the Group Risk Appetite Statement;
- approve frameworks, policies and processes for managing risk (consistent with the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement); and
- review and, where appropriate, approve risks beyond the approval discretion provided to management.

For each of its primary financial risks, the Group maintains risk management frameworks and a number of supporting policies that define roles and responsibilities, acceptable practices, limits and key controls:

Risk	Risk management framework and controls
Credit risk	<ul style="list-style-type: none"><li>▪ The Credit Risk Management Framework describes the principles, methodologies, systems, roles and responsibilities, reports and key controls for managing credit risk.</li><li>▪ The BRCC, Westpac Group Executive Risk Committee (RISKCO) and Westpac Group Credit Risk Committee (CREDCO) monitor the risk profile, performance and management of the Group's credit portfolio and the development and review of key credit risk policies.</li><li>▪ The Credit Risk Rating System Policy describes the credit risk rating system philosophy, design, key features and uses of rating outcomes.</li><li>▪ All models materially impacting the risk rating process are periodically reviewed in accordance with Westpac's model risk policies.</li><li>▪ An annual review is performed of the Credit Risk Rating System by the BRCC and CREDCO.</li><li>▪ Specific credit risk estimates (including probability of default (PD), loss given default (LGD) and exposure at default (EAD) levels) are overseen, reviewed annually and supported by the Credit Risk Estimates Committee (a subcommittee of CREDCO) prior to approval under delegated authority from the Chief Risk Officer.</li><li>▪ Policies for the delegation of credit approval authorities and formal limits for the extension of credit are established throughout the Group.</li><li>▪ Credit manuals are established throughout the Group including policies governing the origination, evaluation, approval, documentation, settlement and ongoing management of credit risks.</li><li>▪ Sector policies guide credit extension where industry-specific guidelines are considered necessary (e.g. acceptable financial ratios or permitted collateral).</li><li>▪ The Related Entity Risk Management Framework and supporting policies govern credit exposures to related entities, to minimise the spread of credit risk between Group entities and to comply with prudential requirements prescribed by APRA.</li></ul>
Funding and liquidity risk	<ul style="list-style-type: none"><li>▪ The Liquidity Risk Management Framework sets out the liquidity risk appetite, roles and responsibilities, tools for measuring and managing liquidity risk, reporting procedures and supporting policies. It also documents the limits and targets for cash flow mismatch levels, wholesale funding and balance sheet ratios. It is reviewed by Westpac Asset and Liability Committee (ALCO) prior to approval by the BRCC.</li><li>▪ The Group's Treasury function is responsible for managing funding and liquidity including managing the balance sheet against approved limits and targets and managing the Group's funding base so that it is appropriately maintained, stable and diversified.</li><li>▪ Daily liquidity risk reports are reviewed by Treasury and the Liquidity risk teams. Liquidity reports are presented to ALCO monthly and to the BRCC quarterly.</li><li>▪ An annual wholesale funding strategy is prepared by Treasury and includes consideration of trends in global markets, peer analysis, wholesale funding capacity, expected funding requirements and funding risk analysis. The strategy is continuously reviewed to take into account current market conditions.</li><li>▪ A contingent funding plan is also maintained, detailing actions to be taken in response to severe disruptions in the Group's ability to conduct its activities in a timely manner and at a reasonable cost. The plan identifies the committee of senior executives to manage any crisis and their responsibilities. The plan is aligned with the Group's broader Liquidity Crisis Management Policy.</li></ul>

## Note 22. Financial risk (continued)

Risk	Risk management framework and controls
Market risk	<ul style="list-style-type: none"> <li>▪ The Market Risk Framework describes the Group's approach to managing traded and non-traded market risk.</li> <li>▪ Traded market risk includes interest rate, foreign exchange, commodity, equity price, credit spread and volatility risks. Non-traded market risk includes interest rate, credit spread and foreign exchange risks.</li> <li>▪ Market risk is managed using VaR limits, Net interest income at risk (NaR) and structural risk limits (including credit spread and interest rate basis point value limits) as well as scenario analysis and stress testing.</li> <li>▪ The BRCC approves the risk appetite for traded and non-traded risks through the use of VaR, NaR and specific structural risk limits.</li> <li>▪ RISKCO has approved separate VaR sub-limits for the trading activities of Financial Markets and Treasury and for Asset and Liability Management (ALM) activities.</li> <li>▪ Market risk limits are assigned to business managers based upon business strategies, experience, and the consideration of market liquidity and the concentration of risks.</li> <li>▪ Market risk positions are managed by the trading desks and ALM unit consistent with their delegated authorities and the nature and scale of the market risks involved.</li> <li>▪ Daily monitoring of current exposure and limit utilisation is conducted independently by the Market Risk unit, which monitors market risk exposures against VaR and structural risk limits. Daily VaR position reports are produced by risk type, by product lines and by geographic region. Quarterly reports are produced for the Westpac Group Market Risk Committee (MARCO), RISKCO and the BRCC.</li> <li>▪ Daily stress testing and backtesting of VaR results is performed to support model integrity and to analyse extreme or unexpected movements. A review of both the potential profit and loss outcomes is also undertaken to monitor any skew created by the historical data.</li> <li>▪ The BRCC has approved a framework for profit or loss escalation which considers both single day and 20 day cumulative results.</li> <li>▪ Treasury's ALM unit is responsible for managing the non-traded interest rate risk including risk mitigation through hedging using derivatives. This is overseen by the Market Risk unit and reviewed by MARCO, RISKCO and BRCC.</li> </ul>

Further details regarding the Group's principal risks including our strategic approach to their management is contained within the Corporate governance statement in Section 1 and the Risk and risk management section in Section 2.

## 22.2 Credit Risk

### 22.2.1 Credit risk ratings system

The principal objective of the credit risk rating system is to reliably assess the credit risk to which the Group is exposed. The Group has two main approaches to this assessment.

#### *Transaction-managed customers*

The Group assigns a Customer Risk Grade (CRG) to each customer, corresponding to their expected PD. Each facility is assigned an LGD. The Group's risk rating system has a tiered scale of risk grades for both non-defaulted customers and defaulted customers. Non-defaulted CRGs are mapped to Moody's and S&P Global Ratings (S&P) external senior ranking unsecured ratings.

## Note 22. Financial risk (continued)

### Customer risk grades

The table below maps the Group's high level CRGs to their corresponding external rating.

Financial statement disclosure	Westpac CRG	Moody's Rating	S&P Rating
Strong	A	Aaa – Aa3	AAA – AA–
	B	A1 – A3	A+ – A–
	C	Baa1 – Baa3	BBB+ – BBB–
Good/satisfactory	D	Ba1 – B1	BB+ – B+
Weak			<b>Westpac Rating</b>
	E		Watchlist
	F		Special Mention
Weak/default/non-performing	G		Substandard/Default
	H		Default

### Program-managed portfolio

Customers that are not transaction-managed are grouped into pools of similar risk. Pools are created by analysing similar risk characteristics that have historically predicted that an account is likely to go into default. Customers grouped according to these predictive characteristics are assigned a PD and LGD relative to their pool. The credit quality of these pools is based on a combination of delinquency trends, PD estimates and loan to valuation ratio (housing loans only).

#### 22.2.2 Credit risk mitigation, collateral and other credit enhancements

Westpac uses a variety of techniques to reduce the credit risk arising from its lending activities.

This includes the Group establishing that it has direct, irrevocable and unconditional recourse to collateral and other credit enhancements through obtaining legally enforceable documentation.

#### Collateral

The table below describes the nature of collateral or security held for each relevant class of financial asset:

Loans – housing and personal <sup>1</sup>	Housing loans are secured by a mortgage over property and additional security may take the form of guarantees and deposits. Personal lending (including credit cards and overdrafts) is predominantly unsecured. Where security is taken, it is restricted to eligible motor vehicles, caravans, campers, motor homes and boats.
Loans – business <sup>1</sup>	Business loans may be secured, partially secured or unsecured. Security is typically taken by way of a mortgage over property and/or a general security agreement over business assets or other assets. Other security such as guarantees, standby letters of credit or derivative protection may also be taken as collateral, if appropriate.
Trading securities, financial assets designated at fair value and derivatives	These exposures are carried at fair value which reflects the credit risk. For trading securities, no collateral is sought directly from the issuer or counterparty; however this may be implicit in the terms of the instrument (such as an asset-backed security). The terms of debt securities may include collateralisation. For derivatives, master netting agreements are typically used to enable the effects of derivative assets and liabilities with the same counterparty to be offset when measuring these exposures. Additionally, collateralisation agreements are also typically entered into with major institutional counterparties to avoid the potential build-up of excessive mark-to-market positions. Derivative transactions are increasingly being cleared through central clearers.

<sup>1</sup> This includes collateral held in relation to associated credit commitments.

**Note 22. Financial risk (continued)****Management of risk mitigation**

The Group mitigates credit risk through controls covering:

Collateral and valuation management	<p>The estimated realisable value of collateral held in support of loans is based on a combination of:</p> <ul style="list-style-type: none"> <li>▪ formal valuations currently held for such collateral; and</li> <li>▪ management's assessment of the estimated realisable value of all collateral held.</li> </ul> <p>This analysis also takes into consideration any other relevant knowledge available to management at the time. Updated valuations are obtained when appropriate.</p> <p>The Group revalues collateral related to financial markets positions on a daily basis and has formal processes in place to promptly call for collateral top-ups, if required. These processes include margining for non-centrally cleared customer derivatives as regulated by Australian Prudential Standard CPS226. The collateralisation arrangements are documented via the Credit Support Annex of the International Swaps and Derivatives Association (ISDA) dealing agreements.</p> <p>In relation to financial markets positions, Westpac only recognises collateral which is:</p> <ul style="list-style-type: none"> <li>▪ cash, primarily in Australian dollars (AUD), New Zealand dollars (NZD), US dollars (USD), Canadian dollars (CAD), British pounds (GBP) or European Union euro (EUR);</li> <li>▪ bonds issued by Australian Commonwealth, State and Territory governments or their Public Sector Enterprises, provided these attract a zero risk-weighting under Australian Prudential Standard (APS) 112;</li> <li>▪ securities issued by other specified Aa3 / AA– or better rated sovereign governments.</li> </ul>
Other credit enhancements	<p>The Group only recognises guarantees, standby letters of credit, or credit derivative protection from the following entities (provided they are not related to the entity with which Westpac has a credit exposure):</p> <ul style="list-style-type: none"> <li>▪ Sovereign;</li> <li>▪ Australia and New Zealand public sector;</li> <li>▪ ADIs and overseas banks with a minimum risk grade equivalent of A3 / A–; and</li> <li>▪ Others with a minimum risk grade equivalent of A3 / A–.</li> </ul> <p>Credit Portfolio Management (CPM) manages the Group's corporate, sovereign and bank credit portfolios through monitoring the exposure and any offsetting hedge positions.</p> <p>CPM purchases credit protection from entities meeting the criteria above and sells credit protection to diversify the Group's credit risk.</p>
Offsetting	<p>Creditworthy customers domiciled in Australia and New Zealand may enter into formal agreements with the Group, permitting the Group to set-off gross credit and debit balances in their nominated accounts. Cross-border set-offs are not permitted.</p> <p>Close-out netting is undertaken with counterparties with whom the Group has entered into a legally enforceable master netting agreement for their off-balance sheet financial market transactions in the event of default.</p> <p>Further details of offsetting are provided in Note 24.</p>
Central clearing (ASX/LCH)	<p>The Group executes derivative transactions through central clearing counterparties. Central clearing counterparties mitigate risk through stringent membership requirements, the collection of margin against all trades placed, the default fund, and an explicitly defined order of priority of payments in the event of default.</p>

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## Note 22. Financial risk (continued)

### 22.2.3 Credit risk concentrations

Credit risk is concentrated when a number of counterparties are engaged in similar activities, have similar economic characteristics and thus may be similarly affected by changes in economic or other conditions.

The Group monitors its credit portfolio to manage risk concentrations and rebalance the portfolio.

#### **Individual customers or groups of related customers**

The Group has large exposure limits governing the aggregate size of credit exposure normally acceptable to individual customers and groups of related customers. These limits are tiered by customer risk grade.

#### **Specific industries**

Exposures to businesses, governments and other financial institutions are classified into a number of industry clusters based on related Australian and New Zealand Standard Industrial Classification (ANZSIC) codes and are monitored against the Group's industry risk appetite limits.

#### **Individual countries**

The Group has limits governing risks related to individual countries, such as political situations, government policies and economic conditions that may adversely affect either a customer's ability to meet its obligations to the Group, or the Group's ability to realise its assets in a particular country.

#### **Maximum exposure to credit risk**

The carrying amount of on-balance sheet financial assets (which comprises receivables due from financial institutions, trading securities and financial assets designated at fair value; derivatives; available-for-sale securities; loans; and regulatory deposits with central banks overseas) and undrawn credit commitments, represents the maximum exposure to credit risk (excluding any collateral received) as set out in the following tables.

The following tables set out the credit risk concentrations to which the Group and the Parent Entity are exposed for on-balance sheet financial assets and for undrawn credit commitments. Cash and balances with central banks are excluded as it is not considered to give rise to material credit risk.

Life insurance assets are excluded as primarily the credit risk is passed on to the policyholder and backed by the policyholder liabilities.

The balances for trading securities and financial assets designated at fair value and available-for-sale securities exclude equity securities as the primary financial risk is not credit risk.

The credit concentrations for each significant class of financial asset are:

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Trading securities and financial assets designated at fair value (Note 11)	<ul style="list-style-type: none"><li>52% (2016: 51%) were issued by financial institutions for the Group; 50% (2016: 50%) for the Parent Entity.</li><li>45% (2016: 45%) were issued by government or semi-government authorities for the Group; 47% (2016: 45%) for the Parent Entity.</li><li>76% (2016: 66%) were held in Australia by the Group; 81% (2016: 72%) by the Parent Entity.</li></ul>
Available-for-sale securities (Note 12)	<ul style="list-style-type: none"><li>26% (2016: 23%) were issued by financial institutions for the Group; 27% (2016: 23%) for the Parent Entity.</li><li>74% (2016: 77%) were issued by government or semi-government authorities for the Group; 73% (2016: 77%) for the Parent Entity.</li><li>90% (2016: 90%) were held in Australia by the Group; 98% (2016: 97%) by the Parent Entity.</li></ul>
Loans (Note 13)	<ul style="list-style-type: none"><li>Note 13 provides a detailed breakdown of loans by industry and geographic classification.</li></ul>
Derivative financial instruments (Note 21)	<ul style="list-style-type: none"><li>77% (2016: 74%) were issued by financial institutions for both the Group and Parent Entity.</li><li>86% (2016: 85%) were held in Australia by the Group; 86% (2016: 85%) by the Parent Entity.</li></ul>

## Notes to the financial statements

### Note 22. Financial risk (continued)

Consolidated \$m	2017			2016		
	Total on balance sheet	Undrawn credit commitments	Total	Total on balance sheet <sup>1</sup>	Undrawn credit commitments <sup>1</sup>	Total <sup>1</sup>
<b>Australia</b>						
Accommodation, cafes and restaurants	8,189	1,468	9,657	7,558	1,069	8,627
Agriculture, forestry and fishing	8,193	2,155	10,348	8,074	1,839	9,913
Construction	6,050	3,666	9,716	5,802	3,880	9,682
Finance and insurance	59,432	8,415	67,847	62,080	7,374	69,454
Government, administration and defence	49,341	813	50,154	49,976	1,161	51,137
Manufacturing	9,784	6,186	15,970	10,259	6,020	16,279
Mining	3,411	3,568	6,979	4,325	3,629	7,954
Property	43,640	12,046	55,686	45,530	12,564	58,094
Property services and business services	12,119	5,145	17,264	11,745	4,970	16,715
Services	13,198	6,082	19,280	12,913	6,329	19,242
Trade	16,401	8,712	25,113	16,288	8,343	24,631
Transport and storage	9,554	6,038	15,592	10,272	4,586	14,858
Utilities	6,418	4,216	10,634	5,326	4,090	9,416
Retail lending	451,315	88,363	539,678	429,522	87,655	517,177
Other	4,360	1,519	5,879	3,011	1,402	4,413
<b>Total Australia</b>	<b>701,405</b>	<b>158,392</b>	<b>859,797</b>	<b>682,681</b>	<b>154,911</b>	<b>837,592</b>
<b>New Zealand</b>						
Accommodation, cafes and restaurants	290	42	332	256	43	299
Agriculture, forestry and fishing	7,809	745	8,554	7,841	670	8,511
Construction	450	397	847	400	328	728
Finance and insurance	7,626	2,038	9,664	10,098	1,570	11,668
Government, administration and defence	5,051	549	5,600	4,402	848	5,250
Manufacturing	2,185	1,527	3,712	2,441	1,643	4,084
Mining	144	197	341	286	246	532
Property	5,901	1,039	6,940	6,033	1,088	7,121
Property services and business services	1,142	405	1,547	1,084	518	1,602
Services	1,834	604	2,438	1,524	834	2,358
Trade	2,215	1,176	3,391	2,375	1,367	3,742
Transport and storage	1,118	847	1,965	1,324	1,035	2,359
Utilities	1,822	1,302	3,124	2,299	1,421	3,720
Retail lending	45,190	11,995	57,185	45,011	11,628	56,639
Other	3	227	230	1	220	221
<b>Total New Zealand</b>	<b>82,780</b>	<b>23,090</b>	<b>105,870</b>	<b>85,375</b>	<b>23,459</b>	<b>108,834</b>
<b>Other overseas</b>						
Accommodation, cafes and restaurants	97	13	110	118	15	133
Agriculture, forestry and fishing	5	1	6	52	1	53
Construction	55	242	297	147	259	406
Finance and insurance	7,713	3,182	10,895	7,435	3,838	11,273
Government, administration and defence	3,071	1	3,072	3,798	38	3,836
Manufacturing	3,107	4,259	7,366	2,661	4,454	7,115
Mining	378	1,518	1,896	590	2,015	2,605
Property	491	40	531	479	28	507
Property services and business services	542	508	1,050	526	377	903
Services	205	105	310	99	95	194
Trade	2,680	2,458	5,138	3,464	3,408	6,872
Transport and storage	1,426	437	1,863	1,231	315	1,546
Utilities	544	260	804	485	193	678
Retail lending	657	37	694	1,120	40	1,160
Other	78	8	86	1	35	36
<b>Total other overseas</b>	<b>21,049</b>	<b>13,069</b>	<b>34,118</b>	<b>22,206</b>	<b>15,111</b>	<b>37,317</b>
<b>Total gross credit risk</b>	<b>805,234</b>	<b>194,551</b>	<b>999,785</b>	<b>790,262</b>	<b>193,481</b>	<b>983,743</b>

<sup>1</sup> Comparatives have been revised for consistency.

Note 22. Financial risk (continued)

Parent Entity \$m	2017			2016		
	Total on balance sheet	Undrawn credit commitments	Total	Total on balance sheet <sup>1</sup>	Undrawn credit commitments <sup>1</sup>	Total <sup>1</sup>
<b>Australia</b>						
Accommodation, cafes and restaurants	8,110	1,468	9,578	7,443	1,069	8,512
Agriculture, forestry and fishing	8,073	2,155	10,228	7,897	1,837	9,734
Construction	5,447	3,666	9,113	5,006	3,880	8,886
Finance and insurance	58,589	8,415	67,004	60,712	7,374	68,086
Government, administration and defence	49,330	813	50,143	49,953	1,161	51,114
Manufacturing	9,511	6,186	15,697	9,890	6,018	15,908
Mining	3,371	3,568	6,939	4,251	3,629	7,880
Property	43,641	12,043	55,684	45,452	12,560	58,012
Property services and business services	11,047	5,143	16,190	10,446	4,967	15,413
Services	12,853	6,081	18,934	12,401	6,327	18,728
Trade	16,098	8,691	24,789	15,769	8,317	24,086
Transport and storage	9,097	6,038	15,135	9,717	4,580	14,297
Utilities	6,386	4,216	10,602	5,284	4,090	9,374
Retail lending	449,207	88,362	537,569	425,426	87,654	513,080
Other	3,385	1,518	4,903	2,474	1,402	3,876
<b>Total Australia</b>	<b>694,145</b>	<b>158,363</b>	<b>852,508</b>	<b>672,121</b>	<b>154,865</b>	<b>826,986</b>
<b>New Zealand</b>						
Accommodation, cafes and restaurants	-	-	-	-	-	-
Agriculture, forestry and fishing	38	7	45	55	26	81
Construction	6	13	19	10	15	25
Finance and insurance	3,230	56	3,286	4,459	172	4,631
Government, administration and defence	929	23	952	818	85	903
Manufacturing	183	110	293	219	145	364
Mining	3	3	6	6	5	11
Property	43	10	53	108	15	123
Property services and business services	38	57	95	7	19	26
Services	25	64	89	132	57	189
Trade	269	216	485	257	260	517
Transport and storage	38	89	127	67	57	124
Utilities	498	128	626	622	225	847
Retail lending	-	33	33	-	13	13
Other	5	4	9	1	1	2
<b>Total New Zealand</b>	<b>5,305</b>	<b>813</b>	<b>6,118</b>	<b>6,761</b>	<b>1,095</b>	<b>7,856</b>
<b>Other overseas</b>						
Accommodation, cafes and restaurants	88	13	101	100	14	114
Agriculture, forestry and fishing	4	1	5	51	1	52
Construction	44	237	281	135	253	388
Finance and insurance	7,420	3,161	10,581	7,176	3,821	10,997
Government, administration and defence	2,449	1	2,450	3,230	38	3,268
Manufacturing	3,089	4,166	7,255	2,500	4,357	6,857
Mining	378	1,516	1,894	585	2,001	2,586
Property	288	34	322	303	21	324
Property services and business services	527	507	1,034	454	375	829
Services	74	101	175	164	93	257
Trade	2,446	2,354	4,800	3,143	3,284	6,427
Transport and storage	1,196	414	1,610	998	297	1,295
Utilities	538	259	797	473	191	664
Retail lending	280	34	314	556	32	588
Other	82	5	87	-	5	5
<b>Total other overseas</b>	<b>18,903</b>	<b>12,803</b>	<b>31,706</b>	<b>19,868</b>	<b>14,783</b>	<b>34,651</b>
<b>Total gross credit risk</b>	<b>718,353</b>	<b>171,979</b>	<b>890,332</b>	<b>698,750</b>	<b>170,743</b>	<b>869,493</b>

<sup>1</sup> Comparatives have been revised for consistency.

**Note 22. Financial risk (continued)****22.2.4 Credit quality of financial assets**

An asset is considered to be past due when any payment under the contractual terms has been missed. The entire contractual balance is considered to be past due, rather than only the overdue portion. Assets may be overdue for a number of reasons, including late payments or incomplete documentation. Late payment may be influenced by the timing of weekends and holidays. This does not always align with the underlying basis by which credit risk is managed.

The tables below segregate the financial assets of the Group and Parent Entity between financial assets that are neither past due nor impaired, past due but not impaired and impaired. The credit quality of financial assets that are neither past due nor impaired is determined by reference to the credit risk ratings system (refer to Note 22.2.1).

Consolidated 2017 \$m	Neither past due nor impaired				Past due but not impaired		Total	Impairment provision	Total carrying value
	Strong	Good/Satisfactory	Weak	Total	Impaired	Impaired			
Cash and balances with central banks	18,397	-	-	18,397	-	-	18,397	-	18,397
Receivables due from other financial institutions	7,119	9	-	7,128	-	-	7,128	-	7,128
Trading securities and financial assets designated at fair value <sup>1</sup>	24,973	22	-	24,995	-	-	24,995	-	24,995
Derivative financial instruments	23,184	815	33	24,032	-	1	24,033	-	24,033
Available-for-sale securities <sup>1</sup>	59,752	493	-	60,245	-	-	60,245	-	60,245
Loans:									
Loans - housing and personal	363,026	113,363	3,542	479,931	16,539	681	497,151	(1,331)	495,820
Loans - business	86,437	95,556	4,507	186,500	3,273	861	190,634	(1,535)	189,099
Regulatory deposits with central banks overseas	814	234	-	1,048	-	-	1,048	-	1,048
Other financial assets <sup>2</sup>	4,340	364	14	4,718	34	3	4,755	-	4,755
<b>Total</b>	<b>588,042</b>	<b>210,856</b>	<b>8,096</b>	<b>806,994</b>	<b>19,846</b>	<b>1,546</b>	<b>828,386</b>	<b>(2,866)</b>	<b>825,520</b>

Consolidated 2016 \$m	Neither past due nor impaired				Past due but not impaired		Total	Impairment provision	Total carrying value
	Strong	Good/Satisfactory	Weak	Total	Impaired	Impaired			
Cash and balances with central banks	17,015	-	-	17,015	-	-	17,015	-	17,015
Receivables due from other financial institutions	9,908	43	-	9,951	-	-	9,951	-	9,951
Trading securities and financial assets designated at fair value <sup>1</sup>	20,845	15	-	20,860	-	-	20,860	-	20,860
Derivative financial instruments	30,931	1,224	71	32,226	-	1	32,227	-	32,227
Available-for-sale securities <sup>1</sup>	59,962	616	-	60,578	-	-	60,578	-	60,578
Loans:									
Loans - housing and personal	338,648	119,094	1,960	459,702	15,067	515	475,284	(1,320)	473,964
Loans - business	86,959	93,226	4,472	184,657	3,671	1,644	189,972	(2,010)	187,962
Regulatory deposits with central banks overseas	1,169	221	-	1,390	-	-	1,390	-	1,390
Other financial assets <sup>2</sup>	4,098	357	11	4,466	31	4	4,501	-	4,501
<b>Total</b>	<b>569,535</b>	<b>214,796</b>	<b>6,514</b>	<b>790,845</b>	<b>18,769</b>	<b>2,164</b>	<b>811,778</b>	<b>(3,330)</b>	<b>808,448</b>

<sup>1</sup> Equity securities are excluded from these balances and as a result the total carrying value will not represent the balance reported on the balance sheet.

<sup>2</sup> Other financial assets include accrued interest of \$1,193 million (2016: \$1,118 million) which is allocated to the relevant credit quality classifications in proportion to the loan balances to which it relates. Securities sold not yet delivered of \$1,408 million (2016: \$1,195 million) are also included in this balance which is allocated proportionately based on the trading securities balance classifications.



Note 22. Financial risk (continued)

Parent Entity 2017 \$m	Neither past due nor impaired				Total impairment provision	Total carrying value
	Strong	Good/ Satisfactory	Weak	Total		
Cash and balances with central banks	16,405	-	-	16,405	-	16,405
Receivables due from other financial institutions	6,352	5	-	6,357	-	6,357
Trading securities and financial assets designated at fair value <sup>1</sup>	22,870	5	-	22,875	-	22,875
Derivative financial instruments	22,974	815	33	23,822	-	23,823
Available-for-sale securities <sup>1</sup>	55,737	6	-	55,743	-	55,743
Loans:						
Loans - housing and personal	344,739	85,673	3,223	433,635	15,312	448,398
Loans - business	74,019	78,584	2,981	155,584	2,843	157,839
Regulatory deposits with central banks overseas	814	131	-	945	-	945
Due from subsidiaries	142,455	-	-	142,455	-	142,455
Other financial assets <sup>2</sup>	3,681	278	10	3,969	31	4,002
<b>Total</b>	<b>690,046</b>	<b>165,497</b>	<b>6,247</b>	<b>861,790</b>	<b>18,186</b>	<b>881,215</b>

Parent Entity 2016 \$m	Neither past due nor impaired				Total impairment provision	Total carrying value
	Strong	Good/ Satisfactory	Weak	Total		
Cash and balances with central banks	15,186	-	-	15,186	-	15,186
Receivables due from other financial institutions	8,282	43	-	8,325	-	8,325
Trading securities and financial assets designated at fair value <sup>1</sup>	18,491	9	-	18,500	-	18,500
Derivative financial instruments	30,796	1,222	71	32,089	-	32,090
Available-for-sale securities <sup>1</sup>	56,111	6	-	56,117	-	56,117
Loans:						
Loans - housing and personal	320,916	89,510	1,509	411,935	13,713	425,040
Loans - business	73,671	75,651	2,533	151,855	3,122	154,699
Regulatory deposits with central banks overseas	1,169	100	-	1,269	-	1,269
Due from subsidiaries	143,549	-	-	143,549	-	143,549
Other financial assets <sup>2</sup>	3,449	269	7	3,725	27	3,755
<b>Total</b>	<b>671,620</b>	<b>166,810</b>	<b>4,120</b>	<b>842,550</b>	<b>16,862</b>	<b>861,240</b>

<sup>1</sup> Equity securities are excluded from these balances and as a result the total carrying value will not represent the balance reported on the balance sheet.

<sup>2</sup> Other financial assets include accrued interest of \$1,029 million (2016: \$948 million) which is allocated to the relevant credit quality classifications in proportion to the loan balances to which it relates. Securities sold not yet delivered of \$1,388 million (2016: \$1,192 million) are also included in this balance which is allocated proportionately based on the trading securities balance classifications.

Details of collateral held in support of these balances are provided in Note 22.2.8.

**Note 22. Financial risk (continued)****22.2.5 Financial assets that are past due, but not impaired**

Financial assets that were past due, but not impaired, can be disaggregated based on days overdue at 30 September as follows:

Consolidated \$m	2017				2016			
	1-5 days	6-89 days	90+ days	Total	1-5 days	6-89 days	90+ days	Total
Loans:								
Loans - housing and personal	4,515	9,331	2,693	16,539	3,681	8,834	2,552	15,067
Loans - business	698	2,085	490	3,273	1,052	2,154	465	3,671
Other financial assets	9	19	6	34	8	18	5	31
<b>Total</b>	<b>5,222</b>	<b>11,435</b>	<b>3,189</b>	<b>19,846</b>	<b>4,741</b>	<b>11,006</b>	<b>3,022</b>	<b>18,769</b>

Parent Entity \$m	2017				2016			
	1-5 days	6-89 days	90+ days	Total	1-5 days	6-89 days	90+ days	Total
Loans:								
Loans - housing and personal	4,216	8,471	2,625	15,312	3,258	7,951	2,504	13,713
Loans - business	603	1,810	430	2,843	878	1,869	375	3,122
Other financial assets	8	18	5	31	7	15	5	27
<b>Total</b>	<b>4,827</b>	<b>10,299</b>	<b>3,060</b>	<b>18,186</b>	<b>4,143</b>	<b>9,835</b>	<b>2,884</b>	<b>16,862</b>

Details of collateral held in support of these balances are provided in Note 22.2.8.

**22.2.6 Items 90 days past due, or otherwise in default, and not impaired**

These include financial assets that are:

- currently 90 days or more past due but well secured;
- assets that were, but are no longer 90 days past due but are yet to satisfactorily demonstrate sustained improvement to allow reclassification; and
- other assets in default and not impaired, including those where an order for bankruptcy or similar legal action has been taken (e.g. appointment of an Administrator or Receiver).

Consolidated \$m	Gross amount		
	2017	2016	2015
Australia	3,322	3,075	2,149
New Zealand	117	89	130
Other Overseas	19	17	13
<b>Total</b>	<b>3,458</b>	<b>3,181</b>	<b>2,292</b>

**22.2.7 Impaired loans**

The determination of the provision for impairment is one of the Group's critical accounting assumptions and estimates. Details of this and the Group's accounting policy for the provision for impairment charges are discussed in Notes 6 and 14.

Impaired loans are those for which there is objective evidence that their principal or interest payments may not be recoverable. These include:

- non-performing loans (aligned to an impaired internal credit risk grade);
- unsecured facilities including overdrafts, personal loans and revolving credit facilities which are greater than 90 days past due; and
- restructured loans (the original contractual terms have been modified to provide for concessions for a customer facing financial difficulties).

## Note 22. Financial risk (continued)

The gross amount of impaired loans, along with the provision for impairment, by class of asset at 30 September, is summarised in the tables below:

Consolidated	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
<b>\$m</b>						
<b>Individually impaired</b>						
Gross amount	164	692	856	136	1,472	1,608
Impairment provision	(104)	(376)	(480)	(76)	(793)	(869)
<b>Carrying amount</b>	<b>60</b>	<b>316</b>	<b>376</b>	<b>60</b>	<b>679</b>	<b>739</b>
<b>Collectively impaired</b>						
Gross amount	517	169	686	379	172	551
Impairment provision	(202)	(32)	(234)	(173)	(25)	(198)
<b>Carrying amount</b>	<b>315</b>	<b>137</b>	<b>452</b>	<b>206</b>	<b>147</b>	<b>353</b>
Total gross amount	681	861	1,542	515	1,644	2,159
Total impairment provision	(306)	(408)	(714)	(249)	(818)	(1,067)
<b>Total carrying amount</b>	<b>375</b>	<b>453</b>	<b>828</b>	<b>266</b>	<b>826</b>	<b>1,092</b>
<b>Parent Entity</b>						
	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
<b>\$m</b>						
<b>Individually impaired</b>						
Gross amount	121	534	655	104	1,237	1,341
Impairment provision	(83)	(334)	(417)	(63)	(689)	(752)
<b>Carrying amount</b>	<b>38</b>	<b>200</b>	<b>238</b>	<b>41</b>	<b>548</b>	<b>589</b>
<b>Collectively impaired</b>						
Gross amount	421	160	581	321	162	483
Impairment provision	(162)	(17)	(179)	(146)	(24)	(170)
<b>Carrying amount</b>	<b>259</b>	<b>143</b>	<b>402</b>	<b>175</b>	<b>138</b>	<b>313</b>
Total gross amount	542	694	1,236	425	1,399	1,824
Total impairment provision	(245)	(351)	(596)	(209)	(713)	(922)
<b>Total carrying amount</b>	<b>297</b>	<b>343</b>	<b>640</b>	<b>216</b>	<b>686</b>	<b>902</b>

## Notes to the financial statements

### Note 22. Financial risk (continued)

The gross amount of impaired loans, along with the provision for impairment, by type and geography of impaired loans at 30 September, is summarised in the table below:

<b>Consolidated</b>					
<b>\$m</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Australia</b>					
Non-performing loans					
Gross amount	975	1,589	1,220	1,580	2,574
Impairment provision	(460)	(769)	(572)	(697)	(1,099)
<b>Net</b>	<b>515</b>	<b>820</b>	<b>648</b>	<b>883</b>	<b>1,475</b>
Restructured loans					
Gross amount	12	13	22	34	34
Impairment provision	(7)	(11)	(12)	(23)	(23)
<b>Net</b>	<b>5</b>	<b>2</b>	<b>10</b>	<b>11</b>	<b>11</b>
Overdrafts, personal loans and revolving credit facilities greater than 90 days past due					
Gross amount	362	267	252	203	181
Impairment provision	(187)	(159)	(164)	(132)	(126)
<b>Net</b>	<b>175</b>	<b>108</b>	<b>88</b>	<b>71</b>	<b>55</b>
<b>New Zealand</b>					
Non-performing loans					
Gross amount	152	218	348	397	586
Impairment provision	(41)	(95)	(104)	(130)	(210)
<b>Net</b>	<b>111</b>	<b>123</b>	<b>244</b>	<b>267</b>	<b>376</b>
Restructured loans					
Gross amount	15	16	17	-	-
Impairment provision	(5)	(4)	(4)	-	-
<b>Net</b>	<b>10</b>	<b>12</b>	<b>13</b>	<b>-</b>	<b>-</b>
Overdrafts, personal loans and revolving credit facilities greater than 90 days past due					
Gross amount	11	10	10	13	14
Impairment provision	(8)	(7)	(7)	(9)	(9)
<b>Net</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>4</b>	<b>5</b>
<b>Other Overseas</b>					
Non-performing loans					
Gross amount	15	44	25	53	89
Impairment provision	(6)	(21)	(13)	(35)	(54)
<b>Net</b>	<b>9</b>	<b>23</b>	<b>12</b>	<b>18</b>	<b>35</b>
Restructured loans					
Gross amount	-	2	-	59	122
Impairment provision	-	(1)	-	(21)	(33)
<b>Net</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>38</b>	<b>89</b>
Overdrafts, personal loans and revolving credit facilities greater than 90 days past due					
Gross amount	-	-	1	1	-
Impairment provision	-	-	(1)	-	-
<b>Net</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>-</b>
<b>Total net impaired assets</b>	<b>828</b>	<b>1,092</b>	<b>1,018</b>	<b>1,293</b>	<b>2,046</b>

Details of collateral held in support of these balances are provided in Note 22.2.8.

## Note 22. Financial risk (continued)

The following table summarises the interest received and forgone on non-performing loans and restructured financial assets:

Consolidated 2017			
\$m	Australia	Overseas	Total
Interest received	4	15	19
Interest forgone	52	-	52

### 22.2.8 Collateral held

#### Loans

The Group analyses the coverage of the loan portfolio which is secured by the collateral that it holds. Coverage is measured as follows:

Coverage	Secured loan to collateral value ratio
Fully secured	Less than or equal to 100%
Partially secured	Greater than 100% but not more than 150%
Unsecured	Greater than 150%, or no security held (e.g. can include credit cards, personal loans, and exposure to highly rated corporate entities)

The Group's loan portfolio has the following coverage from collateral held:

#### Neither past due nor impaired

Consolidated	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
%						
Fully secured	97.0	54.0	84.9	96.7	53.5	84.3
Partially secured	0.9	25.7	7.9	1.1	25.7	8.2
Unsecured	2.1	20.3	7.2	2.2	20.8	7.5
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

Parent Entity	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
%						
Fully secured	97.9	55.4	86.7	97.7	55.1	86.3
Partially secured	0.3	23.7	6.5	0.3	23.9	6.6
Unsecured	1.8	20.9	6.8	2.0	21.0	7.1
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

#### Past due but not impaired

Consolidated	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
%						
Fully secured	93.9	58.2	87.9	92.7	47.9	84.0
Partially secured	2.6	28.3	6.9	3.0	28.9	8.0
Unsecured	3.5	13.5	5.2	4.3	23.2	8.0
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

## Note 22. Financial risk (continued)

Parent Entity	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
%						
Fully secured	96.4	60.2	90.8	95.7	47.8	86.8
Partially secured	0.6	25.7	4.5	0.6	26.9	5.5
Unsecured	3.0	14.1	4.7	3.7	25.3	7.7
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

## Impaired

Consolidated	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
%						
Fully secured	69.5	17.3	40.3	63.9	11.4	24.0
Partially secured	10.7	25.7	19.1	13.0	35.4	30.0
Unsecured	19.8	57.0	40.6	23.1	53.2	46.0
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

Parent Entity	2017			2016		
	Loans- Housing and Personal	Loans - Business	Total	Loans- Housing and Personal	Loans - Business	Total
%						
Fully secured	73.2	19.6	43.1	69.6	9.9	23.8
Partially secured	6.3	17.1	12.4	6.4	38.5	31.0
Unsecured	20.5	63.3	44.5	24.0	51.6	45.2
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

## Collateral held against financial assets other than loans

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Cash, primarily for derivatives	2,480	1,788	2,354	1,730
Securities under reverse repurchase agreements <sup>1</sup>	6,814	3,260	6,814	3,260
Securities under derivatives and stock borrowing <sup>1</sup>	32	135	32	135
<b>Total other collateral held</b>	<b>9,326</b>	<b>5,183</b>	<b>9,200</b>	<b>5,125</b>

<sup>1</sup> Securities received as collateral are not recognised on the Group and Parent Entity's balance sheet.

## 22.3 Funding and liquidity risk

## 22.3.1 Liquidity modelling

As required under APRA's liquidity prudential standard, the Group maintains a 'going concern' model with reports issued and reviewed on a daily basis. Under the 'going concern' model wholesale debt maturities are added to planned net asset growth to provide an estimate of the wholesale funding task across a range of time horizons. Maturity concentrations are measured against a Board approved limit structure; with limits, set at intervals from one week to 15 months.

Stress testing is carried out to assess Westpac's ability to meet cash flow obligations under a range of market conditions and scenarios. These scenarios inform liquidity limits and strategic planning.

The Liquidity Coverage Ratio (LCR) requires banks to hold sufficient high-quality liquid assets, as defined by APRA, to withstand 30 days under a regulator-defined acute stress scenario. The LCR came into effect on 1 January 2015. Westpac maintains a buffer over the regulatory minimum of 100%.

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## Note 22. Financial risk (continued)

### 22.3.2 Sources of liquidity

Sources of liquidity are regularly reviewed to maintain a wide diversification by currency, geography, product and term. Sources include, but are not limited to:

- deposits;
- debt issues;
- proceeds from sale of marketable securities;
- repurchase agreements with central banks;
- principal repayments on loans;
- interest income; and
- fee income.

### Group's funding composition

The Group monitors the composition and stability of its funding so that it remains within the Group's funding risk appetite. This includes targeting greater than 75% of total funding from stable sources. Stable sources include customer deposits, wholesale term funding with residual maturity greater than 12 months, securitisation and equity.

The Group's overall funding composition saw a 106 basis point increase in stable sources in 2017 due mainly to an increase in customer deposits and equity.

%	2017	2016
Customer deposits	61.8	60.9
Wholesale term funding with residual maturity greater than 12 months	15.2	15.0
Wholesale funding with a residual maturity less than 12 months	14.1	15.2
Securitisation	1.0	1.2
Equity	7.9	7.7
<b>Group's total funding</b>	<b>100.0</b>	<b>100.0</b>

Movements in the Group's funding composition in 2017 included:

- customer deposits increased by 92 basis points to 61.8% of the Group's total funding at 30 September 2017, as the Group continued to take steps in preparation for the introduction of the NSFR at the start of 2018.
- long term funding with a residual maturity greater than 12 months also increased by 13 basis points to 15.2%, although funding from securitisation decreased by 19 basis points to 1.0%.
- wholesale funding with a residual maturity less than 12 months decreased, down 106 basis points to 14.1%. This portfolio had a weighted average maturity of 148 days and is more than covered by the \$137.8 billion of unencumbered repo-eligible liquid assets and cash held by the Group.
- funding from equity increased by 20 basis points to 7.9%.

Maintaining a diverse funding base with the capacity and flexibility to access a wide range of funding markets, debt investors, currencies, maturities and products is an important part of managing liquidity risk. Westpac is the only major Australian bank with an active Auto ABS capability and the only Australian bank with access to the US SEC registered market (See Note 19).

In 2017 the Group raised \$36.6 billion of new term wholesale funding with a weighted average maturity of 5.8 years (excluding securitisation). This included benchmark senior and covered bond trades in all major currencies, an auto ABS transaction in A\$, as well as smaller senior bond trades and private placements. New term issuance also included \$4.4 billion of Basel III compliant Additional Tier 1 and Tier 2 capital (see Note 20).

Borrowings and outstanding issuances from existing debt programs at 30 September 2017 can be found in Note 16, Note 17, Note 19 and Note 20.

**Note 22. Financial risk (continued)****Liquid assets**

Treasury holds a portfolio of high-quality liquid assets as a buffer against unforeseen funding requirements. These assets are eligible for repurchase agreements with the Reserve Bank of Australia (RBA) or another central bank and are held in cash, Government, State Government and highly rated investment grade securities. The level of liquid asset holdings is reviewed frequently and is consistent with both the requirements of the balance sheet and market conditions.

Liquid assets that qualify as eligible collateral for repurchase agreements with a central bank (including internal securitisation) decreased by \$6.5 billion to \$137.8 billion over the last 12 months.

Given the limited amount of government debt in Australia, the RBA, jointly with APRA, makes available to Australian ADIs a CLF. Subject to satisfaction of qualifying conditions, the CLF can be accessed to help meet the LCR requirement. In order to have access to a CLF, ADIs are required to pay a fee of 15 basis points (0.15%) per annum to the RBA on the approved undrawn facility. APRA approved Westpac's CLF allocation of \$49.1 billion for the 2017 calendar year (2016: \$58.6 billion). APRA has approved a CLF allocation of \$57.0 billion for Westpac for the 2018 calendar year reflecting an increase in the total CLF made available by APRA.

A summary of the Group's liquid asset holdings is as follows:

\$m	2017		2016	
	Actual	Average	Actual	Average
Cash	17,339	20,594	16,221	19,889
Receivables due from other financial institutions	834	662	1,088	618
Trading securities and financial assets designated at fair value	11,405	12,891	10,062	7,537
Available-for-sale securities	59,735	59,887	60,193	55,645
Loans <sup>1</sup>	47,935	48,561	56,057	56,481
Regulatory deposits with central banks	549	628	663	493
<b>Total liquid assets</b>	<b>137,797</b>	<b>143,223</b>	<b>144,284</b>	<b>140,663</b>

<sup>1</sup> Loans are self-originated AAA rated mortgage backed securities which are eligible for repurchase with the RBA and Reserve Bank of New Zealand.

**Credit ratings**

As at 30 September 2017 the Parent Entity's credit ratings were:

2017	Short-term	Long-term	Outlook
S&P Global Ratings	A-1+	AA-	Negative
Moody's Investors Services	P-1	Aa3	Stable
Fitch Ratings	F1+	AA-	Stable

If Westpac's credit ratings were to be lowered from current levels, the Group's borrowing costs and capacity may be adversely affected. A downgrade in Westpac's credit ratings from current levels is likely to require the Group to pay higher interest rates than currently paid on our wholesale borrowings.

On 19 June 2017, Moody's lowered the Macro Profile for Australia to "Strong +" from "Very Strong -". As a result of this revision, Moody's lowered the ratings for the major Australian banks, including Westpac, by one notch to Aa3, from Aa2. At the same time, Moody's updated their rating outlook on Westpac to "stable" from "negative".

**22.3.3 Assets pledged as collateral**

The Group and Parent Entity are required to provide collateral to other financial institutions, as part of standard terms, to secure liabilities. In addition to assets supporting securitisation and covered bond programs disclosed in Note 25, the carrying value of these financial assets pledged as collateral is:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Cash <sup>1</sup>	5,687	8,177	5,315	7,490
Cash deposit on stock borrowed	15	18	15	18
Securities (including certificates of deposit)	1,421	3,041	1,421	3,041
Securities pledged under repurchase agreements	18,746	11,647	18,728	11,265
<b>Total amount pledged to secure liabilities</b>	<b>25,869</b>	<b>22,883</b>	<b>25,479</b>	<b>21,814</b>

<sup>1</sup> Primarily comprised of Receivables due from other financial institutions.



## Note 22. Financial risk (continued)

### 22.3.4 Contractual maturity of financial liabilities

The tables below present cash flows associated with financial liabilities, payable at the balance sheet date, by remaining contractual maturity. The amounts disclosed in the table are the future contractual undiscounted cash flows, whereas the Group manages inherent liquidity risk based on expected cash flows.

Cash flows associated with financial liabilities include both principal payments as well as fixed or variable interest payments incorporated into the relevant coupon period. Principal payments reflect the earliest contractual maturity date. Derivative liabilities designated for hedging purposes are expected to be held for their remaining contractual lives, and reflect gross cash flows over the remaining contractual term.

Derivatives held for trading and certain liabilities classified in "Other financial liabilities at fair value through income statement" are not managed for liquidity purposes on the basis of their contractual maturity, and accordingly these liabilities are presented in the up to 1 month column. Only the liabilities that the Group manages based on their contractual maturity are presented on a contractual undiscounted basis in the tables below.

Consolidated 2017 \$m	Up to 1 Month	Over 1 Month to 3 Months	Over 3 Months to 1 Year	Over 1 Year to 5 Years	Over 5 Years	Total
<b>Financial liabilities</b>						
Payables due to other financial institutions	16,496	4,438	1,014	23	-	21,971
Deposits and other borrowings	337,821	76,557	102,306	20,605	197	537,486
Other financial liabilities at fair value through income statement	3,253	803	-	-	-	4,056
Derivative financial instruments:						
Held for trading	22,757	-	-	-	-	22,757
Held for hedging purposes (net settled)	98	146	489	1,088	108	1,929
Held for hedging purposes (gross settled):						
Cash outflow	865	3,368	1,039	5,617	2,057	12,946
Cash inflow	(737)	(3,275)	(821)	(4,634)	(1,745)	(11,212)
Debt issues	3,111	10,492	46,730	101,045	18,796	180,174
Other financial liabilities	1,603	575	2,586	-	-	4,764
<b>Total financial liabilities excluding loan capital</b>	<b>385,267</b>	<b>93,104</b>	<b>153,343</b>	<b>123,744</b>	<b>19,413</b>	<b>774,871</b>
Loan capital	5	86	729	4,781	16,548	22,149
<b>Total undiscounted financial liabilities</b>	<b>385,272</b>	<b>93,190</b>	<b>154,072</b>	<b>128,525</b>	<b>35,961</b>	<b>797,020</b>
<b>Total contingent liabilities and commitments</b>						
Letters of credit and guarantees	15,460	-	-	-	-	15,460
Commitments to extend credit	178,443	-	-	-	-	178,443
Other commitments	648	-	-	-	-	648
<b>Total undiscounted contingent liabilities and commitments</b>	<b>194,551</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>194,551</b>

## Notes to the financial statements

### Note 22. Financial risk (continued)

Consolidated 2016 \$m	Up to 1 Month	Over 1 Month to 3 Months	Over 3 Months to 1 Year	Over 1 Year to 5 Years	Over 5 Years	Total
<b>Financial liabilities</b>						
Payables due to other financial institutions	12,798	2,696	2,596	177	-	18,267
Deposits and other borrowings	315,122	82,287	102,111	16,880	425	516,825
Other financial liabilities at fair value through income statement	3,301	1,403	-	-	-	4,704
Derivative financial instruments:						
Held for trading	28,588	-	-	-	-	28,588
Held for hedging purposes (net settled)	99	283	1,140	3,196	498	5,216
Held for hedging purposes (gross settled):						
Cash outflow	2,205	4,140	9,958	6,418	722	23,443
Cash inflow	(2,137)	(3,641)	(8,625)	(5,564)	(628)	(20,595)
Debt issues <sup>1</sup>	3,443	16,629	44,516	100,127	14,306	179,021
Other financial liabilities	1,967	543	2,443	-	-	4,953
<b>Total financial liabilities excluding loan capital</b>	<b>365,386</b>	<b>104,340</b>	<b>154,139</b>	<b>121,234</b>	<b>15,323</b>	<b>760,422</b>
Loan capital	-	85	257	4,353	13,275	17,970
<b>Total undiscounted financial liabilities</b>	<b>365,386</b>	<b>104,425</b>	<b>154,396</b>	<b>125,587</b>	<b>28,598</b>	<b>778,392</b>
<b>Total contingent liabilities and commitments</b>						
Letters of credit and guarantees	16,435	-	-	-	-	16,435
Commitments to extend credit	176,811	-	-	-	-	176,811
Other commitments	235	-	-	-	-	235
<b>Total undiscounted contingent liabilities and commitments</b>	<b>193,481</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>193,481</b>

<sup>1</sup> Comparatives have been revised for consistency.

Parent Entity 2017 \$m	Up to 1 Month	Over 1 Month to 3 Months	Over 3 Months to 1 Year	Over 1 Year to 5 Years	Over 5 Years	Total
<b>Financial liabilities</b>						
Payables due to other financial institutions	16,364	4,438	1,014	23	-	21,839
Deposits and other borrowings	306,013	65,078	91,055	18,618	197	480,961
Other financial liabilities at fair value through income statement	3,235	803	-	-	-	4,038
Derivative financial instruments:						
Held for trading	22,791	-	-	-	-	22,791
Held for hedging purposes (net settled)	83	128	409	1,000	106	1,726
Held for hedging purposes (gross settled):						
Cash outflow	11	2,929	820	2,796	1,294	7,850
Cash inflow	-	(2,861)	(680)	(2,376)	(1,052)	(6,969)
Debt issues	2,069	9,127	42,116	84,960	16,270	154,542
Due to subsidiaries	143,834	-	-	-	-	143,834
Other financial liabilities	1,576	523	2,353	-	-	4,452
<b>Total financial liabilities excluding loan capital</b>	<b>495,976</b>	<b>80,165</b>	<b>137,087</b>	<b>105,021</b>	<b>16,815</b>	<b>835,064</b>
Loan capital	5	86	729	4,781	16,548	22,149
<b>Total undiscounted financial liabilities</b>	<b>495,981</b>	<b>80,251</b>	<b>137,816</b>	<b>109,802</b>	<b>33,363</b>	<b>857,213</b>
<b>Total contingent liabilities and commitments</b>						
Letters of credit and guarantees	14,908	-	-	-	-	14,908
Commitments to extend credit	156,423	-	-	-	-	156,423
Other commitments	648	-	-	-	-	648
<b>Total undiscounted contingent liabilities and commitments</b>	<b>171,979</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>171,979</b>

## Note 22. Financial risk (continued)

Parent Entity 2016 \$m	Up to 1 Month	Over 1 Month to 3 Months	Over 3 Months to 1 Year	Over 1 Year to 5 Years	Over 5 Years	Total
<b>Financial liabilities</b>						
Payables due to other financial institutions	12,782	2,696	2,544	177	-	18,199
Deposits and other borrowings	286,669	66,726	89,864	15,181	405	458,845
Other financial liabilities at fair value through income statement	2,920	1,403	-	-	-	4,323
Derivative financial instruments:						
Held for trading	29,223	-	-	-	-	29,223
Held for hedging purposes (net settled)	81	228	901	2,887	494	4,591
Held for hedging purposes (gross settled):						
Cash outflow	2,182	3,872	6,671	2,473	120	15,318
Cash inflow	(2,127)	(3,464)	(5,889)	(2,329)	(113)	(13,922)
Debt issues	2,900	14,221	37,773	86,633	11,969	153,496
Due to subsidiaries	142,808	-	-	-	-	142,808
Other financial liabilities	1,932	480	2,159	-	-	4,571
<b>Total financial liabilities excluding loan capital</b>	<b>479,370</b>	<b>86,162</b>	<b>134,023</b>	<b>105,022</b>	<b>12,875</b>	<b>817,452</b>
Loan capital	-	85	257	4,353	13,275	17,970
<b>Total undiscounted financial liabilities</b>	<b>479,370</b>	<b>86,247</b>	<b>134,280</b>	<b>109,375</b>	<b>26,150</b>	<b>835,422</b>
<b>Total contingent liabilities and commitments</b>						
Letters of credit and guarantees	15,725	-	-	-	-	15,725
Commitments to extend credit	154,783	-	-	-	-	154,783
Other commitments	235	-	-	-	-	235
<b>Total undiscounted contingent liabilities and commitments</b>	<b>170,743</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>170,743</b>

### 22.3.5 Expected maturity

The tables below present the balance sheet based on expected maturity dates, except for deposits, based on historical behaviours. The liability balances in the following tables will not agree to the contractual maturity tables (Note 22.3.4) due to the analysis below being based on expected rather than contractual maturities, the impact of discounting and the exclusion of interest accruals beyond the reporting period. Included in the tables below are equity securities classified as trading securities, available-for-sale securities and life insurance assets that have no specific maturity. These assets have been classified based on the expected period of disposal. Deposits are presented in the following table on a contractual basis, however as part of our normal banking operations, the Group would expect a large proportion of these balances to be retained.

## Note 22. Financial risk (continued)

Consolidated 2017 \$m	Due within 12 Months	Greater than 12 Months	Total
<b>Assets</b>			
Cash and balances with central banks	18,397	-	18,397
Receivables due from other financial institutions	7,128	-	7,128
Trading securities and financial assets designated at fair value	11,258	14,066	25,324
Derivative financial instruments	18,346	5,687	24,033
Available-for-sale securities	7,988	52,722	60,710
Loans (net of provisions)	88,676	596,243	684,919
Life insurance assets	1,514	9,129	10,643
Regulatory deposits with central banks overseas	676	372	1,048
Investments in associates	-	60	60
All other assets	5,681	13,932	19,613
<b>Total assets</b>	<b>159,664</b>	<b>692,211</b>	<b>851,875</b>
<b>Liabilities</b>			
Payables due to other financial institutions	21,885	22	21,907
Deposits and other borrowings	512,856	20,735	533,591
Other financial liabilities at fair value through income statement	4,056	-	4,056
Derivative financial instruments	18,435	6,940	25,375
Debt issues	56,952	111,404	168,356
Life insurance liabilities	1,457	7,562	9,019
All other liabilities	9,907	656	10,563
<b>Total liabilities excluding loan capital</b>	<b>625,548</b>	<b>147,319</b>	<b>772,867</b>
Loan capital	1,641	16,025	17,666
<b>Total liabilities</b>	<b>627,189</b>	<b>163,344</b>	<b>790,533</b>
<b>Net assets/(net liabilities)</b>	<b>(467,525)</b>	<b>528,867</b>	<b>61,342</b>

Note 22. Financial risk (continued)

Consolidated 2016 \$m	Due within 12 Months	Greater than 12 Months	Total
<b>Assets</b>			
Cash and balances with central banks	17,015	-	17,015
Receivables due from other financial institutions	9,951	-	9,951
Trading securities and financial assets designated at fair value	14,633	6,535	21,168
Derivative financial instruments	24,886	7,341	32,227
Available-for-sale securities	13,499	47,166	60,665
Loans (net of provisions)	88,962	572,964	661,926
Life insurance assets	7,409	6,783	14,192
Regulatory deposits with central banks overseas	776	614	1,390
Investments in associates	-	726	726
All other assets	5,621	14,321	19,942
<b>Total assets</b>	<b>182,752</b>	<b>656,450</b>	<b>839,202</b>
<b>Liabilities</b>			
Payables due to other financial institutions	18,037	172	18,209
Deposits and other borrowings	497,072	15,999	513,071
Other financial liabilities at fair value through income statement	4,752	-	4,752
Derivative financial instruments	24,349	11,727	36,076
Debt issues	59,464	110,438	169,902
Life insurance liabilities	1,184	11,177	12,361
All other liabilities	9,935	910	10,845
<b>Total liabilities excluding loan capital</b>	<b>614,793</b>	<b>150,423</b>	<b>765,216</b>
Loan capital	2,173	13,632	15,805
<b>Total liabilities</b>	<b>616,966</b>	<b>164,055</b>	<b>781,021</b>
<b>Net assets/(net liabilities)</b>	<b>(434,214)</b>	<b>492,395</b>	<b>58,181</b>

Parent Entity 2017 \$m	Due within 12 Months	Greater than 12 Months	Total
<b>Assets</b>			
Cash and balances with central banks	16,405	-	16,405
Receivables due from other financial institutions	6,357	-	6,357
Trading securities and financial assets designated at fair value	9,812	13,134	22,946
Derivative financial instruments	18,340	5,483	23,823
Available-for-sale securities	6,447	49,353	55,800
Loans (net of provisions)	70,868	535,369	606,237
Regulatory deposits with central banks overseas	573	372	945
Due from subsidiaries	142,455	-	142,455
Investments in associates	-	46	46
Investments in subsidiaries	-	3,975	3,975
All other assets	4,649	11,231	15,880
<b>Total assets</b>	<b>275,906</b>	<b>618,963</b>	<b>894,869</b>
<b>Liabilities</b>			
Payables due to other financial institutions	21,753	22	21,775
Deposits and other borrowings	458,829	18,864	477,693
Other financial liabilities at fair value through income statement	4,038	-	4,038
Derivative financial instruments	18,321	6,590	24,911
Debt issues	50,415	93,701	144,116
Due to subsidiaries	143,834	-	143,834
All other liabilities	8,060	595	8,655
<b>Total liabilities excluding loan capital</b>	<b>705,250</b>	<b>119,772</b>	<b>825,022</b>
Loan capital	1,641	16,025	17,666
<b>Total liabilities</b>	<b>706,891</b>	<b>135,797</b>	<b>842,688</b>
<b>Net assets/(net liabilities)</b>	<b>(430,985)</b>	<b>483,166</b>	<b>52,181</b>

## Note 22. Financial risk (continued)

Parent Entity 2016 \$m	Due within 12 Months	Greater than 12 Months	Total
<b>Assets</b>			
Cash and balances with central banks	15,186	-	15,186
Receivables due from other financial institutions	8,325	-	8,325
Trading securities and financial assets designated at fair value	12,847	5,715	18,562
Derivative financial instruments	24,872	7,218	32,090
Available-for-sale securities	12,617	43,544	56,161
Loans (net of provisions)	70,686	509,053	579,739
Regulatory deposits with central banks overseas	655	614	1,269
Due from subsidiaries	143,549	-	143,549
Investments in subsidiaries	-	4,622	4,622
All other assets	4,598	11,619	16,217
<b>Total assets</b>	<b>293,335</b>	<b>582,385</b>	<b>875,720</b>
<b>Liabilities</b>			
Payables due to other financial institutions	17,969	172	18,141
Deposits and other borrowings	441,290	14,452	455,742
Other financial liabilities at fair value through income statement	4,371	-	4,371
Derivative financial instruments	24,096	11,113	35,209
Debt issues	52,196	93,380	145,576
Due to subsidiaries	142,808	-	142,808
All other liabilities	8,063	804	8,867
<b>Total liabilities excluding loan capital</b>	<b>690,793</b>	<b>119,921</b>	<b>810,714</b>
Loan capital	2,173	13,632	15,805
<b>Total liabilities</b>	<b>692,966</b>	<b>133,553</b>	<b>826,519</b>
<b>Net assets/(net liabilities)</b>	<b>(399,631)</b>	<b>448,832</b>	<b>49,201</b>

## 22.4 Market risk

## 22.4.1 Value-at-Risk

The Group uses VaR as one of the mechanisms for controlling both traded and non-traded market risk.

VaR is a statistical estimate of the potential loss in earnings over a specified period of time and to a given level of confidence based on historical market movements. The confidence level indicates the probability that the loss will not exceed the VaR estimate on any given day.

VaR seeks to take account of all material market variables that may cause a change in the value of the portfolio, including interest rates, foreign exchange rates, price changes, volatility and the correlations between these variables. Daily monitoring of current exposure and limit utilisation is conducted independently by the Market Risk unit which monitors market risk exposures against VaR and structural concentration limits. These are supplemented by escalation triggers for material profits or losses and stress testing of risks beyond the 99% confidence interval.

The key parameters of VaR are:

Holding period	1 day
Confidence level	99%
Period of historical data used	1 year

## Note 22. Financial risk (continued)

### 22.4.2 Traded market risk

The table below depicts the aggregate VaR, by risk type, for the year ended 30 September:

Consolidated and Parent Entity \$m	2017			2016			2015		
	High	Low	Average	High	Low	Average	High	Low	Average
Interest rate risk	16.0	4.6	8.5	14.0	4.6	8.8	18.1	7.0	11.4
Foreign exchange risk	9.4	0.6	3.1	12.2	1.4	5.1	11.8	0.5	3.6
Equity risk	0.4	0.0	0.1	2.9	0.1	0.3	0.6	0.1	0.3
Commodity risk <sup>1</sup>	14.1	3.3	6.6	4.5	1.4	2.7	5.7	1.7	3.1
Other market risks <sup>2</sup>	5.1	3.5	4.2	6.0	2.6	3.6	6.7	2.9	4.6
Diversification effect	n/a	n/a	(8.6)	n/a	n/a	(8.0)	n/a	n/a	(7.2)
Net market risk	22.9	9.7	13.9	18.7	7.7	12.5	23.5	9.0	15.8

<sup>1</sup> Includes electricity risk.

<sup>2</sup> Include prepayment risk and credit spread risk (exposure to movements in generic credit rating bands).

### 22.4.3 Non-traded market risk

Non-traded market risk includes interest rate risk in the banking book (IRRBB) – the risk to interest income from a mismatch between the duration of assets and liabilities that arises in the normal course of business activities.

Net interest income (NII) sensitivity is managed in terms of the NaR. A simulation model is used to calculate Westpac's potential NaR. This combines the underlying balance sheet data with assumptions about run off and new business, expected repricing behaviour and changes in wholesale market interest rates. Simulations using a range of interest rate scenarios are used to provide a series of potential future NII outcomes. The interest rate scenarios modelled, over a three year time horizon using a 99% confidence interval, include those projected using historical market interest rate volatility as well as 100 and 200 basis point shifts up and down from the current market yield curves in Australia and New Zealand. Additional stressed interest rate scenarios are also considered and modelled.

A comparison between the NII outcomes from these modelled scenarios indicates the sensitivity to interest rate changes.

#### Net interest income-at-risk (NaR)

The table below depicts NaR assuming a 100 basis point shock (decrease) over the next 12 months as a percentage of reported net interest income:

%	2017				2016			
	As at	Maximum Exposure	Minimum Exposure	Average Exposure	As at	Maximum Exposure	Minimum Exposure	Average Exposure
Consolidated	0.62	0.62	(0.01)	0.31	0.89	1.08	0.14	0.47
Parent Entity	0.34	0.34	(0.33)	0.05	0.54	0.85	(0.11)	0.23

#### Value at Risk - IRRBB<sup>1</sup>

The table below depicts VaR for IRRBB:

\$m	2017				2016			
	As at	High	Low	Average	As at	High	Low	Average
Consolidated	57.3	57.3	27.0	40.8	49.5	53.6	31.1	39.4

As at 30 September 2017 the Value at Risk – IRRBB for the Parent Entity was \$56.9 million (2016: \$42.9 million).

#### Risk mitigation

IRRBB stems from the ordinary course of banking activities, including structural interest rate risk (the mismatch between the duration of assets and liabilities) and capital management.

The Group hedges its exposure to such interest rate risk using derivatives. Further details on the Group's hedge accounting are discussed in Note 21.

The same controls as used to monitor traded market risk allow management to continuously monitor and manage IRRBB.

<sup>1</sup> IRRBB VaR includes interest rate risk, credit spread risk on liquid assets and other basis risks as used for internal management purposes.

## Note 22. Financial risk (continued)

### Structural foreign exchange risk

Structural foreign exchange risk results from the generation of foreign currency denominated earnings and from Westpac's capital deployed in offshore branches and subsidiaries, where it is denominated in currencies other than Australian dollars. As exchange rates move, the Australian dollar equivalent of offshore earnings and capital is subject to change that could introduce significant variability to the Bank's reported financial results and capital ratios. To minimise this impact, Westpac manages offshore earnings and capital on the following basis:

- New Zealand future earnings are overseen by Group Asset and Liability Committee (ALCO) and may be hedged as per policy approved by Group ALCO;
- Permanent capital (capital permanently employed in an offshore jurisdiction to meet regulatory, prudential and/or strategic requirements) of subsidiaries and branches is not hedged. However, hedges on permanently deployed capital may still be considered in light of the cyclical nature of currency valuations;
- Free capital (capital that can be repatriated at Westpac's discretion), excluding capital denominated in minor currencies, may be fully hedged; and
- Minor currencies may not be hedged because of liquidity, expensive pricing and materiality.

## Note 23. Fair values of financial assets and financial liabilities

### Accounting policy

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

On initial recognition, the transaction price generally represents the fair value of the financial instrument unless there is observable information from an active market to the contrary. Where unobservable information is used, the difference between the transaction price and the fair value (day one profit or loss) is only recognised in the income statement when the inputs become observable, or over the life of the instrument.

### Critical accounting assumptions and estimates

The majority of valuation models used by the Group employ only observable market data as inputs. However, for certain financial instruments data may be employed which is not readily observable in current markets.

The availability of observable inputs is influenced by factors such as:

- product type;
- depth of market activity;
- maturity of market models; and
- complexity of the transaction.

Where unobservable market data is used, more judgement is required to determine fair value. The significance of these judgements depends on the significance of the unobservable input to the overall valuation. Unobservable inputs are generally derived from other relevant market data and adjusted against:

- standard industry practice;
- economic models; and
- observed transaction prices.

In order to determine a reliable fair value for a financial instrument, management may apply adjustments to the techniques previously described. These adjustments reflect the Group's assessment of factors that market participants would consider in setting the fair value.

These adjustments incorporate bid/offer spreads, credit valuation adjustments and funding valuation adjustments.

### Fair Valuation Control Framework

The Group uses a Fair Valuation Control Framework where the fair value is either determined or validated by a function independent of the transaction. This framework formalises the policies and procedures used to achieve compliance with relevant accounting, industry and regulatory standards. The framework includes specific controls relating to:

- the revaluation of financial instruments;
- independent price verification;
- fair value adjustments; and
- financial reporting.



## Note 23. Fair values of financial assets and financial liabilities (continued)

A key element of the Framework is the Revaluation Committee, comprising senior valuation specialists from within the Group. The Revaluation Committee reviews the application of the agreed policies and procedures to assess that a fair value measurement basis has been applied.

The method of determining fair value differs depending on the information available.

### Fair value hierarchy

A financial instrument's categorisation within the valuation hierarchy is based on the lowest level input that is significant to the fair value measurement.

The Group categorises all fair value instruments according to the hierarchy described below.

### Valuation techniques

The Group applies market accepted valuation techniques in determining the fair valuation of over the counter (OTC) derivatives. This includes credit valuation adjustments (CVA) and funding valuation adjustments (FVA), which incorporates credit risk and funding costs and benefits that arise in relation to uncollateralised derivative positions, respectively.

The specific valuation techniques, the observability of the inputs used in valuation models and the subsequent classification for each significant product category are outlined below:

### Level 1 instruments

The fair value of financial instruments traded in active markets based on recent unadjusted quoted prices. These prices are based on actual arm's length basis transactions.

The valuations of Level 1 instruments require little or no management judgement.

Instrument	Balance sheet category	Includes:	Valuation
Exchange traded products	Derivatives	Exchange traded interest rate futures and options and commodity, energy and carbon futures.	All these instruments are traded in liquid, active markets where prices are readily observable. No modelling or assumptions are used in the valuation.
Foreign exchange products	Derivatives	FX spot and futures contracts	
Equity products	Derivatives		
	Trading securities and financial assets designated at fair value	Listed equities and equity indices	
Non-asset backed debt instruments	Other financial liabilities at fair value through income statement		
	Trading securities and financial assets designated at fair value		
Life insurance assets and liabilities	Available-for-sale securities	Australian and New Zealand Commonwealth government bonds	
	Life insurance assets	Listed equities, exchange traded derivatives and short sale of listed equities within controlled managed investment schemes	
	Life insurance liabilities		

## Note 23. Fair values of financial assets and financial liabilities (continued)

### Level 2 instruments

The fair value for financial instruments that are not actively traded are determined using valuation techniques which maximise the use of observable market prices. Valuation techniques include:

- the use of market standard discounting methodologies;
- option pricing models; and
- other valuation techniques widely used and accepted by market participants.

Instrument	Balance sheet category	Includes:	Valuation
Interest rate products	Derivatives	Interest rate and inflation swaps, swaptions, caps, floors, collars and other non-vanilla interest rate derivatives	Industry standard valuation models are used to calculate the expected future value of payments by product, which is discounted back to a present value. The model's interest rate inputs are benchmark interest rates and active broker quoted interest rates in the swap, bond and futures markets. Interest rate volatilities are sourced from brokers and consensus data providers.
Foreign exchange products	Derivatives	FX swap, FX forward contracts, FX options and other non-vanilla FX derivatives	Derived from market observable inputs or consensus pricing providers using industry standard models.
Other credit products	Derivatives	Single Name and Index credit default swaps (CDS)	Valued using an industry standard model that incorporates the credit spread as its principal input. Credit spreads are obtained from consensus data providers. If consensus prices are not available, these are classified as Level 3 instruments.
Commodity products	Derivatives	Commodity, energy and carbon derivatives	Valued using industry standard models. The models calculate the expected future value of deliveries and payments and discounts them back to a present value. The model inputs include forward curves, volatilities implied from market observable inputs, discount curves and underlying spot and futures prices. The significant inputs are market observable or available through a consensus data service. If consensus prices are not available, these are classified as Level 3 instruments.
Equity products	Derivatives	Exchange traded equity options, OTC equity options and equity warrants	Due to low liquidity exchange traded options are Level 2. Valued using industry standard models based on observable parameters such as stock prices, dividends, volatilities and interest rates.
Asset backed debt instruments	Trading securities and financial assets designated at fair value Available-for-sale securities	Australian residential mortgage backed securities (RMBS) denominated in Australian dollar and other asset backed securities (ABS).	Valued using an industry approach to value floating rate debt with prepayment features. The main inputs to the model are the trading margin and the weighted average life (WAL) of the security. These inputs are sourced from a consensus data provider. If consensus prices are not available these are classified as Level 3 instruments.

**Note 23. Fair values of financial assets and financial liabilities (continued)**

**Level 2 instruments (continued)**

<b>Instrument</b>	<b>Balance sheet category</b>	<b>Includes:</b>	<b>Valuation</b>
Non-asset backed debt instruments	Trading securities and financial assets designated at fair value	State and other government bonds, corporate bonds and commercial paper.	Valued using observable market prices which are sourced from consensus pricing services, broker quotes or inter-dealer prices.
	Available-for-sale securities	Security repurchase agreements and reverse repurchase agreements over non-asset backed debt securities.	
	Regulatory deposits		
	Other financial liabilities through income statement		
Loans at fair value	Loans	Fixed rate bills	Discounted cash flow approach, using a discount rate which reflects the terms of the instrument and the timing of cash flows, adjusted for creditworthiness based on market observable inputs.
Certificates of deposit	Deposits and other borrowings	Certificates of deposit	Discounted cash flow using market rates offered for deposits of similar remaining maturities.
Debt issues at fair value	Debt issues	Debt issues	Discounted cash flows, using a discount rate which reflects the terms of the instrument and the timing of cash flows adjusted for market observable changes in Westpac's implied credit worthiness.
Life insurance assets and liabilities	Life insurance assets Life insurance liabilities	Corporate bonds, over the counter derivatives, units in unlisted unit trusts, life insurance contract liabilities, life investment contract liabilities and external liabilities of managed investment schemes controlled by statutory life funds.	Valued using observable market prices or other widely used and accepted valuation techniques utilising observable market input.

### Note 23. Fair values of financial assets and financial liabilities (continued)

#### Level 3 instruments

Financial instruments valued where at least one input that could have a significant effect on the instrument's valuation is not based on observable market data due to illiquidity or complexity of the product. These inputs are generally derived and extrapolated from other relevant market data and calibrated against current market trends and historical transactions.

These valuations are calculated using a high degree of management judgement.

Instrument	Balance sheet category	Includes:	Valuation
Asset backed debt instruments	Trading securities and financial assets designated at fair value  Available-for-sale securities	Collateralised loan obligations and offshore asset-backed debt instruments.	As prices for these securities are not available from a consensus provider these are revalued based on third party revaluations (lead manager or inter-dealer). Due to their illiquidity and/or complexity they are classified as Level 3 assets.
Non-asset backed debt instruments	Trading securities and financial assets designated at fair value  Available-for-sale securities	Government securities (predominantly PNG government bonds)	Government securities from illiquid markets are classified as Level 3. Fair value is monitored by reference to recent issuances.

## Note 23. Fair values of financial assets and financial liabilities (continued)

The table below summaries the attribution of financial instruments carried at fair value to the fair value hierarchy:

Consolidated	2017				2016			
	Quoted Market Prices (Level 1)	Valuation Techniques (Market Observable) (Level 2)	Valuation Techniques (Non-Market Observable) (Level 3)	Total	Quoted Market Prices (Level 1)	Valuation Techniques (Market Observable) (Level 2)	Valuation Techniques (Non-Market Observable) (Level 3)	Total
<b>\$m</b>								
<b>Financial assets measured at fair value on a recurring basis</b>								
Trading securities and financial assets designated at fair value	6,815	17,742	767	25,324	2,431	17,897	840	21,168
Derivative financial instruments	9	24,009	15	24,033	21	32,163	43	32,227
Available-for-sale securities	7,252	52,841	617	60,710	5,047	54,914	704	60,665
Loans	-	4,587	-	4,587	-	5,562	-	5,562
Life insurance assets	2,768	7,875	-	10,643	5,076	9,116	-	14,192
Regulatory deposits with central banks overseas	-	659	-	659	-	1,008	-	1,008
<b>Total financial assets carried at fair value</b>	<b>16,844</b>	<b>107,713</b>	<b>1,399</b>	<b>125,956</b>	<b>12,575</b>	<b>120,660</b>	<b>1,587</b>	<b>134,822</b>
<b>Financial liabilities measured at fair value on a recurring basis</b>								
Deposits and other borrowings at fair value	-	46,569	-	46,569	-	44,227	-	44,227
Other financial liabilities at fair value through income statement	208	3,848	-	4,056	151	4,601	-	4,752
Derivative financial instruments	8	25,358	9	25,375	12	36,047	17	36,076
Debt issues at fair value	-	4,673	-	4,673	-	6,303	-	6,303
Life insurance liabilities	-	9,019	-	9,019	1,180	11,181	-	12,361
<b>Total financial liabilities carried at fair value</b>	<b>216</b>	<b>89,467</b>	<b>9</b>	<b>89,692</b>	<b>1,343</b>	<b>102,359</b>	<b>17</b>	<b>103,719</b>
<b>Parent Entity</b>								
<b>\$m</b>								
<b>Financial assets measured at fair value on a recurring basis</b>								
Trading securities and financial assets designated at fair value	6,797	15,648	501	22,946	1,976	15,996	590	18,562
Derivative financial instruments	9	23,799	15	23,823	21	32,027	42	32,090
Available-for-sale securities	5,480	50,256	64	55,800	3,513	52,598	50	56,161
Loans	-	4,587	-	4,587	-	5,562	-	5,562
Regulatory deposits with central banks overseas	-	659	-	659	-	1,008	-	1,008
<b>Total financial assets carried at fair value</b>	<b>12,286</b>	<b>94,949</b>	<b>580</b>	<b>107,815</b>	<b>5,510</b>	<b>107,191</b>	<b>682</b>	<b>113,383</b>
<b>Financial liabilities measured at fair value on a recurring basis</b>								
Deposits and other borrowings at fair value	-	46,023	-	46,023	-	43,171	-	43,171
Other financial liabilities at fair value through income statement	208	3,830	-	4,038	151	4,220	-	4,371
Derivative financial instruments	8	24,894	9	24,911	12	35,180	17	35,209
Debt issues at fair value	-	2,940	-	2,940	-	3,589	-	3,589
<b>Total financial liabilities carried at fair value</b>	<b>216</b>	<b>77,687</b>	<b>9</b>	<b>77,912</b>	<b>163</b>	<b>86,160</b>	<b>17</b>	<b>86,340</b>

**Note 23. Fair values of financial assets and financial liabilities (continued)**

**Analysis of movements between Fair Value Hierarchy Levels**

During the year there were no material transfers between levels of the fair value hierarchy. Transfers into and out of Level 3 are reported using the fair values at the end of year and are discussed in the following table. These have occurred due to changes in observability in the significant inputs in the valuation models.

**Reconciliation of non-market observables**

The tables below summarise the changes in financial instruments measured at fair value derived from non-market observable valuation techniques (Level 3):

**Consolidated 2017**

\$m	Trading Securities and Financial Assets Designated at Fair Value		Available-for-Sale Securities	Total Level 3		Debt Issues at Fair Value	Total Level 3 Liabilities
	at Fair Value	Derivatives		Assets	Derivatives		
Balance as at beginning of year	840	43	704	1,587	17	-	17
Gains/(losses) on assets/(gains)/ losses on liabilities recognised in:							
Income statements	(26)	(8)	-	(34)	(3)	-	(3)
Available-for-sale reserve	-	-	4	4	-	-	-
Acquisition and issues	122	5	1,572	1,699	6	-	6
Disposal and settlements	(162)	(13)	(1,645)	(1,820)	(9)	-	(9)
Transfer into or out of non-market observables	10	(12)	-	(2)	(2)	-	(2)
Foreign currency translation impacts	(17)	-	(18)	(35)	-	-	-
<b>Balance as at end of year</b>	<b>767</b>	<b>15</b>	<b>617</b>	<b>1,399</b>	<b>9</b>	<b>-</b>	<b>9</b>
Unrealised gains/(losses) recognised in the income statements for financial instruments held as at 30 September 2017	(29)	(2)	-	(31)	(3)	-	(3)

**Consolidated 2016**

\$m	Trading Securities and Financial Assets Designated at Fair Value		Available-for-Sale Securities	Total Level 3		Debt Issues at Fair Value	Total Level 3 Liabilities
	at Fair Value	Derivatives		Assets	Derivatives		
Balance as at beginning of year	1,007	44	918	1,969	39	18	57
Gains/(losses) on assets/(gains)/ losses on liabilities recognised in:							
Income statements	(1)	(6)	-	(7)	(12)	6	(6)
Available-for-sale reserve	-	-	2	2	-	-	-
Acquisition and issues	83	15	3,135	3,233	11	-	11
Disposal and settlements	(245)	(11)	(3,215)	(3,471)	(17)	(24)	(41)
Transfer into or out of non-market observables	-	1	-	1	(4)	-	(4)
Foreign currency translation impacts	(4)	-	(136)	(140)	-	-	-
<b>Balance as at end of year</b>	<b>840</b>	<b>43</b>	<b>704</b>	<b>1,587</b>	<b>17</b>	<b>-</b>	<b>17</b>
Unrealised gains/(losses) recognised in the income statements for financial instruments held as at 30 September 2016	(9)	9	-	-	(1)	-	(1)

Note 23. Fair values of financial assets and financial liabilities (continued)

Parent Entity 2017

\$m	Trading Securities and Financial Assets Designated at Fair Value		Available-for-Sale Securities	Total Level 3 Assets		Total Level 3 Liabilities
	Derivatives	Derivatives		Derivatives	Derivatives	
Balance as at beginning of year	590	42	50	682	17	17
Gains/(losses) on assets/(gains)/ losses on liabilities recognised in:						
Income statements	8	(7)	-	1	(3)	(3)
Available-for-sale reserve	-	-	-	-	-	-
Acquisition and issues	32	5	14	51	6	6
Disposal and settlements	(122)	(13)	-	(135)	(9)	(9)
Transfer into or out of non-market observables	10	(12)	-	(2)	(2)	(2)
Foreign currency translation impacts	(17)	-	-	(17)	-	-
<b>Balance as at end of year</b>	<b>501</b>	<b>15</b>	<b>64</b>	<b>580</b>	<b>9</b>	<b>9</b>
Unrealised gains/(losses) recognised in the income statements for financial instruments held as at 30 September 2017	1	(2)	-	(1)	(3)	(3)

Parent Entity 2016

\$m	Trading Securities and Financial Assets Designated at Fair Value		Available-for-Sale Securities	Total Level 3 Assets		Total Level 3 Liabilities
	Derivatives	Derivatives		Derivatives	Derivatives	
Balance as at beginning of year	721	44	79	844	37	37
Gains/(losses) on assets/(gains)/ losses on liabilities recognised in:						
Income statements	8	(7)	-	1	(10)	(10)
Available-for-sale reserve	-	-	2	2	-	-
Acquisition and issues	72	15	81	168	11	11
Disposal and settlements	(207)	(11)	(109)	(327)	(17)	(17)
Transfer into or out of non-market observables	-	1	-	1	(4)	(4)
Foreign currency translation impacts	(4)	-	(3)	(7)	-	-
<b>Balance as at end of year</b>	<b>590</b>	<b>42</b>	<b>50</b>	<b>682</b>	<b>17</b>	<b>17</b>
Unrealised gains/(losses) recognised in the income statements for financial instruments held as at 30 September 2016	1	8	-	9	(1)	(1)

## Note 23. Fair values of financial assets and financial liabilities (continued)

### Significant unobservable inputs

Sensitivities to reasonably possible changes in non-market observable valuation assumptions would not have a material impact on the Group's reported results.

### Day one profit or loss

The closing balance of unrecognised day one profit for both the Group and the Parent Entity for the year was \$5 million (30 September 2016: \$6 million profit).

### Financial instruments not measured at fair value

For financial instruments not measured at fair value on a recurring basis, fair value has been derived as follows:

Instrument	Valuation
Loans	Where available, the fair value of loans is based on observable market transactions; otherwise fair value is estimated using discounted cash flow models. For variable rate loans, the discount rate used is the current effective interest rate. The discount rate applied for fixed rate loans reflects the market rate for the maturity of the loan and the credit worthiness of the borrower.
Deposits and other borrowings	Fair values of deposit liabilities payable on demand (interest free, interest bearing and savings deposits) approximate their carrying value. Fair values for term deposits are estimated using discounted cash flows, applying market rates offered for deposits of similar remaining maturities.
Debt issues and loan capital	Fair values are calculated using a discounted cash flow model. The discount rates applied reflect the terms of the instruments, the timing of the estimated cash flows and are adjusted for any changes in Westpac's credit spreads.
All other financial assets and liabilities	For all other financial assets and liabilities, the carrying value approximates the fair value. These items are either short-term in nature, re-price frequently or are of a high credit rating.



## Note 23. Fair values of financial assets and financial liabilities (continued)

The following table summarises the estimated fair value and fair value hierarchy of financial instruments not measured at fair value:

### Consolidated

	2017				Total
	Fair Value				
\$m	Carrying Amount	Quoted Market Prices (Level 1)	Valuation Techniques (Market Observable) (Level 2)	Valuation Techniques (Non-Market Observable) (Level 3)	
<b>Financial assets not measured at fair value</b>					
Cash and balances with central banks	18,397	18,397	-	-	18,397
Receivables due from other financial institutions	7,128	4,834	1,902	392	7,128
Loans	680,332	-	-	680,568	680,568
Regulatory deposits with central banks overseas	389	389	-	-	389
Other financial assets	4,754	-	4,754	-	4,754
<b>Total financial assets</b>	<b>711,000</b>	<b>23,620</b>	<b>6,656</b>	<b>680,960</b>	<b>711,236</b>
<b>Financial liabilities not measured at fair value</b>					
Payables due to other financial institutions	21,907	2,429	19,478	-	21,907
Deposits and other borrowings	487,022	-	484,929	2,794	487,723
Debt issues <sup>1</sup>	163,683	-	165,151	-	165,151
Loan capital	17,666	-	18,087	-	18,087
Other financial liabilities	7,490	-	7,490	-	7,490
<b>Total financial liabilities</b>	<b>697,768</b>	<b>2,429</b>	<b>695,135</b>	<b>2,794</b>	<b>700,358</b>

<sup>1</sup> The estimated fair value of debt issues includes the impact of changes in Westpac's credit spreads since origination.

### Consolidated

	2016				Total
	Fair Value				
\$m	Carrying Amount	Quoted Market Prices (Level 1)	Valuation Techniques (Market Observable) (Level 2)	Valuation Techniques (Non-Market Observable) (Level 3)	
<b>Financial assets not measured at fair value</b>					
Cash and balances with central banks	17,015	17,015	-	-	17,015
Receivables due from other financial institutions	9,951	7,128	1,887	936	9,951
Loans	656,364	-	-	657,594	657,594
Regulatory deposits with central banks overseas	382	382	-	-	382
Other financial assets	4,501	-	4,501	-	4,501
<b>Total financial assets</b>	<b>688,213</b>	<b>24,525</b>	<b>6,388</b>	<b>658,530</b>	<b>689,443</b>
<b>Financial liabilities not measured at fair value</b>					
Payables due to other financial institutions	18,209	1,615	16,594	-	18,209
Deposits and other borrowings	468,844	-	466,980	2,729	469,709
Debt issues <sup>1</sup>	163,599	-	164,811	-	164,811
Loan capital	15,805	-	15,773	-	15,773
Other financial liabilities	7,531	-	7,531	-	7,531
<b>Total financial liabilities</b>	<b>673,988</b>	<b>1,615</b>	<b>671,689</b>	<b>2,729</b>	<b>676,033</b>

<sup>1</sup> The estimated fair value of debt issues includes the impact of changes in Westpac's credit spreads since origination.

## Notes to the financial statements

### Note 23. Fair values of financial assets and financial liabilities (continued)

#### Parent Entity

\$m	2017 Fair Value				Total
	Carrying Amount	Quoted Market Prices (Level 1)	Valuation Techniques (Market Observable) (Level 2)	Valuation Techniques (Non-Market Observable) (Level 3)	
<b>Financial assets not measured at fair value</b>					
Cash and balances with central banks	16,405	16,405	-	-	16,405
Receivables due from other financial institutions	6,357	4,462	1,895	-	6,357
Loans	601,650	-	-	601,784	601,784
Regulatory deposits with central banks overseas	286	286	-	-	286
Due from subsidiaries	142,455	-	-	142,455	142,455
Other financial assets	4,000	-	4,000	-	4,000
<b>Total financial assets</b>	<b>771,153</b>	<b>21,153</b>	<b>5,895</b>	<b>744,239</b>	<b>771,287</b>
<b>Financial liabilities not measured at fair value</b>					
Payables due to other financial institutions	21,775	2,304	19,471	-	21,775
Deposits and other borrowings	431,670	-	431,113	1,216	432,329
Debt issues	141,176	-	142,474	-	142,474
Due from subsidiaries	143,834	-	-	143,834	143,834
Loan capital	17,666	-	18,087	-	18,087
Other financial liabilities	6,868	-	6,868	-	6,868
<b>Total financial liabilities</b>	<b>762,989</b>	<b>2,304</b>	<b>618,013</b>	<b>145,050</b>	<b>765,367</b>

#### Parent Entity

\$m	2016 Fair Value				Total
	Carrying Amount	Quoted Market Prices (Level 1)	Valuation Techniques (Market Observable) (Level 2)	Valuation Techniques (Non-Market Observable) (Level 3)	
<b>Financial assets not measured at fair value</b>					
Cash and balances with central banks	15,186	15,186	-	-	15,186
Receivables due from other financial institutions	8,325	6,441	1,884	-	8,325
Loans	574,177	-	-	574,947	574,947
Regulatory deposits with central banks overseas	261	261	-	-	261
Due from subsidiaries	143,549	-	-	143,549	143,549
Other financial assets	3,755	-	3,755	-	3,755
<b>Total financial assets</b>	<b>745,253</b>	<b>21,888</b>	<b>5,639</b>	<b>718,496</b>	<b>746,023</b>
<b>Financial liabilities not measured at fair value</b>					
Payables due to other financial institutions	18,141	1,557	16,584	-	18,141
Deposits and other borrowings	412,571	-	412,289	1,098	413,387
Debt issues	141,987	-	143,116	-	143,116
Due from subsidiaries	142,808	-	-	142,808	142,808
Loan capital	15,805	-	15,773	-	15,773
Other financial liabilities	6,832	-	6,832	-	6,832
<b>Total financial liabilities</b>	<b>738,144</b>	<b>1,557</b>	<b>594,594</b>	<b>143,906</b>	<b>740,057</b>

## Note 24. Offsetting financial assets and financial liabilities

### Accounting policy

Financial assets and liabilities are presented net in the balance sheet when the Group has a legally enforceable right to offset them in all circumstances and there is an intention to settle the asset and liability on a net basis, or to realise the asset and settle the liability simultaneously. The gross assets and liabilities behind the net amounts reported in the balance sheet are disclosed in the table below.

Some of the Group's offsetting arrangements are not enforceable in all circumstances. The assets and liabilities under such agreements are also disclosed in the table below, to illustrate the net balance sheet amount if these future events should occur. The amounts in the tables below may not tie back to the balance sheet if there are balances which are not subject to offsetting arrangements. The amounts presented in this note do not represent the credit risk exposure of the Group or Parent Entity. Refer to Note 22.2 for information on credit risk management. The offsetting and collateral arrangements and other credit risk mitigation strategies used by the Group are further explained in the 'Management of risk mitigation' section of Note 22.2.2.

Consolidated \$m	Effects of Offsetting on Balance Sheet			Amounts Subject to Enforceable Netting Arrangements But Not Offset			
	Gross Amounts	Amounts Offset	Net Amounts Reported on the Balance Sheet	Other Recognised Financial Instruments	Cash Collateral	Financial Instrument Collateral	Net Amount
<b>2017</b>							
<b>Assets</b>							
Receivables due from other financial institutions <sup>1</sup>	15	-	15	-	-	(14)	1
Derivative financial instruments	31,686	(7,653)	24,033	(16,707)	(2,438)	(18)	4,870
Securities purchased under agreement to resell <sup>2</sup>	6,887	-	6,887	-	(42)	(6,814)	31
Loans <sup>3</sup>	15,990	(15,925)	65	-	-	-	65
Other assets <sup>4</sup>	2,269	(1,615)	654	-	-	-	654
<b>Total assets</b>	<b>56,847</b>	<b>(25,193)</b>	<b>31,654</b>	<b>(16,707)</b>	<b>(2,480)</b>	<b>(6,846)</b>	<b>5,621</b>
<b>Liabilities</b>							
Derivative financial instruments	34,642	(9,267)	25,375	(16,707)	(5,552)	(1,421)	1,695
Security repurchase agreements <sup>5</sup>	12,960	-	12,960	-	(2)	(12,958)	-
Deposits and other borrowings <sup>3</sup>	21,349	(15,925)	5,424	-	-	-	5,424
Other liabilities <sup>4</sup>	13	(1)	12	-	-	-	12
<b>Total liabilities</b>	<b>68,964</b>	<b>(25,193)</b>	<b>43,771</b>	<b>(16,707)</b>	<b>(5,554)</b>	<b>(14,379)</b>	<b>7,131</b>
<b>2016</b>							
<b>Assets</b>							
Receivables due from other financial institutions <sup>1</sup>	18	-	18	-	-	(17)	1
Derivative financial instruments	44,886	(12,659)	32,227	(22,551)	(1,774)	(118)	7,784
Securities purchased under agreement to resell <sup>2</sup>	3,260	-	3,260	-	(14)	(3,246)	-
Loans <sup>3</sup>	22,036	(21,963)	73	-	-	-	73
Other assets <sup>4</sup>	2,926	(2,148)	778	-	-	-	778
<b>Total assets</b>	<b>73,126</b>	<b>(36,770)</b>	<b>36,356</b>	<b>(22,551)</b>	<b>(1,788)</b>	<b>(3,381)</b>	<b>8,636</b>
<b>Liabilities</b>							
Derivative financial instruments	50,110	(14,034)	36,076	(22,551)	(8,031)	(3,041)	2,453
Security repurchase agreements <sup>5</sup>	9,372	-	9,372	-	(1)	(9,371)	-
Deposits and other borrowings <sup>3</sup>	29,706	(21,963)	7,743	-	-	-	7,743
Other liabilities <sup>4</sup>	773	(773)	-	-	-	-	-
<b>Total liabilities</b>	<b>89,961</b>	<b>(36,770)</b>	<b>53,191</b>	<b>(22,551)</b>	<b>(8,032)</b>	<b>(12,412)</b>	<b>10,196</b>

<sup>1</sup> Consist of stock borrowing arrangements, reported as part of cash collateral in Note 10.

<sup>2</sup> Securities purchased under agreement to resell form part of Note 11.

<sup>3</sup> Consist of debt and interest set-off accounts which meet the requirements for offsetting as described above. These accounts form part of business loans in Note 13 and part of Deposits and other borrowings at amortised cost in Note 17.

<sup>4</sup> Gross amounts consist of initial and variation margin held directly with central clearing counterparties, where variation margin is receivable it is reported as part of Other in Note 27. Where variation margin is payable it is reported as part of Other in Note 29. Amounts offset relate to variation margin.

<sup>5</sup> Security repurchase agreements form part of Note 16 recognised at amortised cost and part of Note 18 recognised at fair value through income statement.

## Notes to the financial statements

### Note 24. Offsetting financial assets and financial liabilities (continued)

Parent Entity	Effects of Offsetting on Balance Sheet			Amounts Subject to Enforceable Netting Arrangements But Not Offset			
	Gross Amounts	Amounts Offset	Net Amounts Reported on the Balance Sheet	Other Recognised Financial Instruments	Cash Collateral	Financial Instrument Collateral	Net Amount
\$m							
<b>2017</b>							
<b>Assets</b>							
Receivables due from other financial institutions <sup>1</sup>	15	-	15	-	-	(14)	1
Derivative financial instruments	31,476	(7,653)	23,823	(16,552)	(2,312)	(18)	4,941
Securities purchased under agreement to resell <sup>2</sup>	6,887	-	6,887	-	(42)	(6,814)	31
Loans <sup>3</sup>	15,990	(15,925)	65	-	-	-	65
Other assets <sup>4</sup>	2,269	(1,615)	654	-	-	-	654
<b>Total assets</b>	<b>56,637</b>	<b>(25,193)</b>	<b>31,444</b>	<b>(16,552)</b>	<b>(2,354)</b>	<b>(6,846)</b>	<b>5,692</b>
<b>Liabilities</b>							
Derivative financial instruments	34,178	(9,267)	24,911	(16,522)	(5,179)	(1,421)	1,789
Security repurchase agreements <sup>5</sup>	12,942	-	12,942	-	(2)	(12,940)	-
Deposits and other borrowings <sup>3</sup>	21,349	(15,925)	5,424	-	-	-	5,424
Other liabilities <sup>4</sup>	13	(1)	12	-	-	-	12
<b>Total liabilities</b>	<b>68,482</b>	<b>(25,193)</b>	<b>43,289</b>	<b>(16,522)</b>	<b>(5,181)</b>	<b>(14,361)</b>	<b>7,225</b>
<b>2016</b>							
<b>Assets</b>							
Receivables due from other financial institutions <sup>1</sup>	18	-	18	-	-	(17)	1
Derivative financial instruments	44,749	(12,659)	32,090	(22,431)	(1,716)	(118)	7,825
Securities purchased under agreement to resell <sup>2</sup>	3,260	-	3,260	-	(14)	(3,246)	-
Loans <sup>3</sup>	22,036	(21,963)	73	-	-	-	73
Other assets <sup>4</sup>	2,926	(2,148)	778	-	-	-	778
<b>Total assets</b>	<b>72,989</b>	<b>(36,770)</b>	<b>36,219</b>	<b>(22,431)</b>	<b>(1,730)</b>	<b>(3,381)</b>	<b>8,677</b>
<b>Liabilities</b>							
Derivative financial instruments	49,243	(14,034)	35,209	(22,431)	(7,344)	(3,041)	2,393
Security repurchase agreements <sup>5</sup>	8,991	-	8,991	-	(1)	(8,990)	-
Deposits and other borrowings <sup>3</sup>	29,706	(21,963)	7,743	-	-	-	7,743
Other liabilities <sup>4</sup>	773	(773)	-	-	-	-	-
<b>Total liabilities</b>	<b>88,713</b>	<b>(36,770)</b>	<b>51,943</b>	<b>(22,431)</b>	<b>(7,345)</b>	<b>(12,031)</b>	<b>10,136</b>

<sup>1</sup> Consist of stock borrowing arrangements, reported as part of cash collateral in Note 10.

<sup>2</sup> Securities purchased under agreement to resell form part of Note 11.

<sup>3</sup> Consist of debt and interest set-off accounts which meet the requirements for offsetting as described above. These accounts form part of business loans in Note 13 and part of Deposits and other borrowings at amortised cost in Note 17.

<sup>4</sup> Gross amounts consist of initial and variation margin held directly with central clearing counterparties, where variation margin is receivable it is reported as part of Other in Note 27. Where variation margin is payable it is reported as part of Other in Note 29. Amounts offset relate to variation margin.

<sup>5</sup> Security repurchase agreements form part of Note 16 recognised at amortised cost and part of Note 18 recognised at fair value through income statement.

#### Other recognised financial instruments

These financial assets and liabilities are subject to master netting agreements which are not enforceable in all circumstances, so they are recognised gross in the balance sheet. The offsetting rights of the master netting arrangements can only be enforced if a predetermined event occurs in the future, such as a counterparty defaulting.

#### Cash collateral and financial instrument collateral

These amounts are received or pledged under master netting arrangements against the gross amounts of assets and liabilities. Financial instrument collateral typically comprises securities which can be readily liquidated in the event of counterparty default. The offsetting rights of the master netting arrangement can only be enforced if a predetermined event occurs in the future, such as a counterparty defaulting.

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## Note 25. Securitisation, covered bonds and other transferred assets

The Group enters into transactions in the normal course of business by which financial assets are transferred to counterparties or structured entities. Depending on the circumstances, these transfers may result in derecognition of the assets in their entirety, partial derecognition or no derecognition of the assets subject to the transfer. For the Group's accounting policy on derecognition of financial assets refer to the notes to the financial statements section before Note 10 titled 'Financial assets and financial liabilities'.

### Securitisation

Securitisation is the transferring of assets (or an interest in either the assets or the cash flows arising from the assets) to a structured entity which then issues interest bearing debt securities to third party investors.

#### *Own assets securitised*

Securitisation of its own assets is used by Westpac as a funding and liquidity tool.

For securitisation structured entities which Westpac controls, as defined in Note 35, the structured entities are classified as subsidiaries and consolidated. When assessing whether Westpac controls a structured entity, it considers its exposure to and ability to affect variable returns. Westpac may have variable returns from a structured entity through ongoing exposures to the risks and rewards associated with the assets, the provision of derivatives, liquidity facilities, trust management and operational services.

Undrawn funding and liquidity facilities of \$511 million were provided by Westpac (30 September 2016: \$503 million) for the securitisation of its own assets.

#### *Customer conduits*

Westpac also facilitates securitisation structures to arrange funding on behalf of customers in customer conduits through a subsidiary (Waratah Receivables Corporation Limited and its subsidiaries). The assets securitised are not assets of Westpac. The lending provided to the customer conduits is disclosed in Note 10 and the funding liability is disclosed in Note 19.

Westpac provided undrawn liquidity facilities to the customer conduits of \$392 million at 30 September 2017 (30 September 2016: \$936 million).

### Covered bonds

The Group has two covered bond programs relating to Australian residential mortgages (Australian Program) and New Zealand residential mortgages (New Zealand Program). Under these programs, selected pools of residential mortgages are assigned to bankruptcy remote structured entities which provide guarantees on the payments to bondholders. Through the guarantees and derivatives with the structured entities, Westpac has variable returns from these structured entities and consolidated them.

### Security repurchase agreements

Where securities are sold subject to an agreement to repurchase at a predetermined price, they remain recognised on the balance sheet in their original category (i.e. Trading securities or Available-for-sale securities).

The cash consideration received is recognised as a liability (Security repurchase agreements). Refer to Notes 16 and 18 for further details.

## Notes to the financial statements

### Note 25. Securitisation, covered bonds and other transferred assets (continued)

The following table presents Westpac's assets transferred and their associated liabilities:

Consolidated	For those liabilities that only have recourse to the transferred assets:				
	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net fair value position
\$m					
<b>2017</b>					
Securitisation - own assets <sup>1</sup>	8,249	8,209	8,282	8,223	59
Covered bonds <sup>2</sup>	42,122	34,516	n/a	n/a	n/a
Repurchase agreements	18,746	12,960	n/a	n/a	n/a
<b>Total<sup>4</sup></b>	<b>69,117</b>	<b>55,685</b>	<b>8,282</b>	<b>8,223</b>	<b>59</b>
<b>2016</b>					
Securitisation - own assets <sup>1</sup>	9,503	9,445	9,557	9,382	175
Covered bonds <sup>2</sup>	45,409	33,529	n/a	n/a	n/a
Repurchase agreements <sup>3</sup>	11,647	9,372	n/a	n/a	n/a
<b>Total<sup>4</sup></b>	<b>66,559</b>	<b>52,346</b>	<b>9,557</b>	<b>9,382</b>	<b>175</b>
<b>Parent Entity</b>					
	For those liabilities that only have recourse to the transferred assets:				
	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net fair value position
\$m					
<b>2017</b>					
Securitisation - own assets <sup>1</sup>	98,368	97,872	98,434	94,735	3,699
Covered bonds <sup>2</sup>	35,202	29,698	n/a	n/a	n/a
Repurchase agreements	18,728	12,942	n/a	n/a	n/a
<b>Total</b>	<b>152,298</b>	<b>140,512</b>	<b>98,434</b>	<b>94,735</b>	<b>3,699</b>
<b>2016</b>					
Securitisation - own assets <sup>1</sup>	94,853	94,364	94,944	91,794	3,150
Covered bonds <sup>2</sup>	38,237	30,211	n/a	n/a	n/a
Repurchase agreements	11,265	8,991	n/a	n/a	n/a
<b>Total</b>	<b>144,355</b>	<b>133,566</b>	<b>94,944</b>	<b>91,794</b>	<b>3,150</b>

<sup>1</sup> The carrying amount of assets securitised exceeds the amount of notes issued primarily because the carrying amount includes both principal and income received from the transferred assets.

<sup>2</sup> The difference between the carrying values of covered bonds and the assets pledged reflects the over-collateralisation required to maintain the ratings of the covered bonds and also additional assets to allow immediate issuance of additional covered bonds if required. These additional assets can be repurchased by Westpac at its discretion, subject to the conditions set out in the transaction documents.

<sup>3</sup> Comparatives have been revised for consistency.

<sup>4</sup> This table excludes securitisation – customer conduits as the assets securitised are not assets of Westpac.

## OTHER ASSETS, OTHER LIABILITIES, COMMITMENTS AND CONTINGENCIES

### Note 26. Intangible assets

#### Accounting policy

##### **Indefinite life intangible assets**

###### *Goodwill*

Goodwill acquired in a business combination is initially measured at cost, generally being the excess of:

- i) the consideration paid; over
- ii) the net fair value of the identifiable assets, liabilities and contingent liabilities acquired.

Subsequently, goodwill is not amortised but rather tested for impairment. Impairment is tested at least annually or whenever there is an indication of impairment. An impairment charge is recognised when a cash generating unit's (CGU) carrying value exceeds its recoverable amount. Recoverable amount means the higher of the CGU's fair value less costs to sell and its value-in-use.

###### *Brand names*

Brand names acquired in a business combination including St.George, BT, BankSA and RAMS, are recognised at cost. Subsequently brand names are not amortised but tested for impairment at least annually or whenever there is an indication of impairment.

##### **Finite life intangible assets**

Finite life intangibles including computer software and core deposits, are recognised initially at cost and subsequently at amortised cost less any impairment.

<b>Intangible</b>	<b>Useful life</b>	<b>Depreciation method</b>
Goodwill	Indefinite	Not applicable
Brand names	Indefinite	Not applicable
Computer software	3 to 10 years	Straight-line or the diminishing balance method (using the Sum of the Years Digits)
Core deposit intangibles	9 years	Straight-line
Other intangibles	3 to 8 years	Straight-line

##### **Critical accounting assumptions and estimates**

Judgement is required in determining the fair value of assets and liabilities acquired in a business combination. A different assessment of fair values would have resulted in a different goodwill balance and different post-acquisition performance of the acquired entity.

When assessing impairment of intangible assets, significant judgement is needed to determine the appropriate cash flows and discount rates to be applied to the calculations. The significant assumptions applied to the value-in-use calculations are outlined below.

## Notes to the financial statements

### Note 26. Intangible assets (continued)

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Goodwill<sup>1</sup></b>				
Opening balance	9,030	9,010	6,844	6,844
Other adjustments	(18)	20	-	-
<b>Closing balance</b>	<b>9,012</b>	<b>9,030</b>	<b>6,844</b>	<b>6,844</b>
<b>Computer software</b>				
Opening balance	1,781	1,654	1,635	1,512
Additions	766	696	692	628
Impairment	(14)	(6)	(14)	(6)
Amortisation	(614)	(565)	(558)	(497)
Other adjustments	(3)	2	3	(2)
Closing balance	1,916	1,781	1,758	1,635
Cost	5,059	4,453	4,249	3,693
Accumulated amortisation and impairment	(3,143)	(2,672)	(2,491)	(2,058)
<b>Carrying amount</b>	<b>1,916</b>	<b>1,781</b>	<b>1,758</b>	<b>1,635</b>
<b>Brand Names</b>				
Opening balance	670	670	636	636
Closing balance	670	670	636	636
<b>Carrying amount</b>	<b>670</b>	<b>670</b>	<b>636</b>	<b>636</b>
<b>Core deposit intangibles</b>				
Opening balance	187	352	187	352
Amortisation	(166)	(165)	(166)	(165)
Closing balance	21	187	21	187
Cost	1,494	1,494	1,279	1,279
Accumulated amortisation	(1,473)	(1,307)	(1,258)	(1,092)
<b>Carrying amount</b>	<b>21</b>	<b>187</b>	<b>21</b>	<b>187</b>
<b>Other intangible assets</b>				
Opening balance	53	89	3	27
Additions through business combination	-	4	-	-
Amortisation	(20)	(40)	(3)	(24)
Closing balance	33	53	-	3
Cost	398	398	160	160
Accumulated amortisation and impairment	(365)	(345)	(160)	(157)
<b>Carrying amount</b>	<b>33</b>	<b>53</b>	<b>-</b>	<b>3</b>
<b>Total intangible assets<sup>1</sup></b>	<b>11,652</b>	<b>11,721</b>	<b>9,259</b>	<b>9,305</b>

<sup>1</sup> Comparatives have been revised for changes in accounting policy. Refer to Note 1(iv) for further details.



## Note 26. Intangible assets (continued)

Goodwill has been allocated to the following CGU's:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Consumer Bank	3,359	3,359	3,144	3,144
Business Bank	2,513	2,513	2,378	2,378
Westpac Institutional Bank	487	487	487	487
BT Financial Group (Australia)	2,048	2,048	835	835
New Zealand Retail Banking	472	489	-	-
BT New Zealand	13	14	-	-
Hastings	120	120	-	-
<b>Total goodwill</b>	<b>9,012</b>	<b>9,030</b>	<b>6,844</b>	<b>6,844</b>

### Significant assumptions used in recoverable amount calculations

Assumptions are used to determine the CGU's recoverable amount for goodwill, which is based on value-in-use calculations. Value-in-use refers to the present value of expected cash flows under its current use. The Group discounts the projected cash flows by its adjusted pre-tax equity rate.

- Group's equity rate was 11.0% (2016: 11.0%)
- Group's adjusted pre-tax equity rate for:
  - Australia was 15.7% (2016: 15.7%)
  - New Zealand was 15.3% (2016: 15.3%)

For the purpose of goodwill impairment testing, the assumptions in the following table are made for each significant CGU. The forecasts applied by management are not reliant on any one particular assumption.

Assumption	Based on:
Cash flows	Zero growth rate beyond 2 year forecast
Economic market conditions	Current market expectations
Business performance	Observable historical information and current market expectations of the future

There are no reasonably possible changes in assumptions for any significant CGU that would result in an indication of impairment or have a material impact on the Group's reported results.

## Note 27. Other assets

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Accrued interest receivable	1,193	1,118	1,029	948
Securities sold not delivered	1,408	1,195	1,388	1,192
Deferred acquisition costs	86	101	1	1
Trade debtors	810	744	358	305
Prepayments	220	216	182	148
Accrued fees and commissions	149	171	64	71
Other	1,496	1,588	1,296	1,390
<b>Total other assets</b>	<b>5,362</b>	<b>5,133</b>	<b>4,318</b>	<b>4,055</b>

**Note 28. Provisions****Accounting policy**

Provisions are recognised for present obligations arising from past events where a payment (or other economic transfer) is likely to be necessary to settle the obligation and can be reliably estimated.

*Employee benefits – long service leave*

Long service leave must be granted to employees in Australia and New Zealand. The provision is calculated based on the expected payments. When payments are expected to be more than one year in the future, the payments factor in expected employee service periods and average salary increases which are then discounted.

*Employee benefits – annual leave and other employee benefits*

The provision for annual leave and other employee benefits (including wages and salaries, inclusive of non-monetary benefits, and any associated on-costs (e.g. payroll tax)) is calculated based on expected payments.

*Provision for impairment on credit commitments*

The Group is committed to provide facilities and guarantees as explained in Note 31. If it is probable that a facility will be drawn and the resulting asset will be less than the drawn amount then a provision for impairment is recognised. The provision for impairment is calculated using the same methodology as the provision for impairment charges on loans (refer to Note 14).

**Critical accounting assumptions and estimates**

Some of the provisions involve significant judgement about the likely outcome of various events and estimated future cash flows. Judgement has also been applied in determining the measurement of the customer refunds and payments referred to in Note 29.

Payments that are expected to be incurred after more than one year are discounted at a rate which reflects both current interest rates and the risks specific to that provision.

Provisions carried for long service leave are supported by an independent actuarial report.

\$m	Long Service Leave	Annual Leave and Other Employee Benefits	Litigation and Non- Lending Losses	Provision for Impairment on Credit Commitments	Leasehold Premises	Restructuring Provisions	Total
<b>Consolidated</b>							
Balance at 1 October 2016	379	696	32	272	27	14	1,420
Additions	64	878	56	-	2	5	1,005
Utilisation	(39)	(829)	(43)	-	(3)	(12)	(926)
Reversal of unutilised provisions	(5)	(3)	(3)	-	-	(1)	(12)
Unwinding of discount	-	-	-	5	-	-	5
Other	-	(5)	-	(24)	-	(1)	(30)
<b>Balance at 30 September 2017</b>	<b>399</b>	<b>737</b>	<b>42</b>	<b>253</b>	<b>26</b>	<b>5</b>	<b>1,462</b>
<b>Parent Entity</b>							
Balance at 1 October 2016	346	616	24	240	27	14	1,267
Additions	63	831	42	-	2	5	943
Utilisation	(35)	(792)	(36)	-	(3)	(12)	(878)
Reversal of unutilised provisions	(5)	(11)	-	-	-	(1)	(17)
Unwinding of discount	-	-	-	4	-	-	4
Other	(2)	-	(1)	(20)	-	(1)	(24)
<b>Balance at 30 September 2017</b>	<b>367</b>	<b>644</b>	<b>29</b>	<b>224</b>	<b>26</b>	<b>5</b>	<b>1,295</b>

*Legislative liabilities*

The Group had the following assessed liabilities as at 30 September 2017:

- \$23 million (2016: \$15 million) based on an actuarial assessment as a self-insurer under the *Workers' Compensation Act 1987* and the *Workplace Injury Management and Workers' Compensation Act 1998* (New South Wales);
- \$9 million (2016: \$11 million) based on actuarial assessment as a self-insurer under the *Accident Compensation Act 1985* (Victoria);
- \$6 million (2016: \$4 million) based on actuarial assessment as a self-insurer under the *Workers' Rehabilitation and Compensation Act 1986* (South Australia);

## Note 28. Provisions (continued)

- \$2 million (2016: \$2 million) based on an actuarial assessment as a self-insurer under the *Workers' Compensation and Rehabilitation Act 2003* (Queensland);
- \$1 million (2016: \$1 million) based on an actuarial assessment as a self-insurer under the *Workers' Compensation Act 1951* (Australian Capital Territory);
- \$2 million (2016: \$1 million) based on an actuarial assessment as a self-insurer under the *Workers' Compensation and Injury Management Act 1981* (Western Australia); and
- \$1 million (2016: \$1 million) based on an actuarial assessment as a self-insurer under the *Workers' Rehabilitation and Compensation Act 1988* (Tasmania).

Adequate provision has been made for these liabilities in the provision for annual leave and other employee benefits above.

## Note 29. Other liabilities

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Unearned insurance premiums	396	388	-	-
Outstanding insurance claims	339	331	-	-
Defined benefit deficit <sup>1</sup>	43	282	30	256
Accrued interest payable	2,727	2,579	2,416	2,262
Credit card loyalty program <sup>2</sup>	284	270	16	15
Securities purchased not delivered	1,315	1,695	1,315	1,692
Trade creditors and other accrued expenses	1,111	1,124	892	884
Other <sup>2,3</sup>	2,568	2,335	2,457	2,177
<b>Total other liabilities</b>	<b>8,783</b>	<b>9,004</b>	<b>7,126</b>	<b>7,286</b>

<sup>1</sup> Refer to Note 38 for more details.

<sup>2</sup> Comparatives have been revised for consistency.

<sup>3</sup> 2017 includes customer refunds and payments of \$169 million. Some of the payments provided for include: payment to superannuation customers who previously had their claims denied, so that these customers now benefit from our improved disclosure practices; payments to customers who did not receive all the benefits they were entitled to under their 'packaged accounts'; and refunds where ongoing advice fees were paid but we are unable to formally demonstrate that the advice service was provided in the relevant period. The determination of the amount recognised for these payments involves the exercise of significant judgement (refer to critical accounting assumptions and estimates in Note 28). Further information on regulatory action and internal reviews is included in the contingent liabilities section of Note 31.

## Note 30. Operating lease commitments

Westpac leases various commercial and retail premises and related plant and equipment. The lease commitments at 30 September are as follows:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Due within one year	548	537	480	463
Due after one year but not later than five years	1,591	1,319	1,395	1,120
Due after 5 years	1,994	1,275	1,652	1,046
<b>Total lease commitments</b>	<b>4,133</b>	<b>3,131</b>	<b>3,527</b>	<b>2,629</b>

Operating leases are entered into to meet the business needs of entities in the Group. Lease rentals are determined in accordance with market conditions when leases are entered into or on rental review dates.

Leased premises that have become excess to the Group's business needs have been sublet where possible.

The future minimum lease payments receivable from non-cancellable sub-leases were \$9 million (2016: \$11 million) for both the Group and Parent Entity.

**Note 31. Contingent liabilities, contingent assets and credit commitments****Undrawn credit commitments**

The Group enters into various arrangements with customers which are only recognised in the balance sheet when called upon. These arrangements include commitments to extend credit, bill endorsements, financial guarantees, standby letters of credit and underwriting facilities.

They expose the Group to liquidity risk when called upon and also to credit risk if the customer fails to repay the amounts owed at the due date. The maximum exposure to credit loss is the contractual or notional amount of the instruments disclosed below. Some of the arrangements can be cancelled by the Group at any time and a significant portion is expected to expire without being drawn. The actual required liquidity and credit risk exposure is therefore less than the amounts disclosed.

The Group uses the same credit policies when entering into these arrangements as it does for on-balance sheet instruments. Refer to Note 22 for further details of liquidity risk and credit risk management.

Undrawn credit commitments excluding derivatives at 30 September are as follows:

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Undrawn credit commitments</b>				
Letters of credit and guarantees <sup>1</sup>	15,460	16,435	14,908	15,725
Commitments to extend credit <sup>2</sup>	178,443	176,811	156,423	154,783
Other	648	235	648	235
<b>Total undrawn credit commitments</b>	<b>194,551</b>	<b>193,481</b>	<b>171,979</b>	<b>170,743</b>

<sup>1</sup> Letters of credit are undertakings to pay, against presentation documents, an obligation in the event of a default by a customer. Guarantees are unconditional undertakings given to support the obligations of a customer to third parties. The Group may hold cash as collateral for certain guarantees issued.

<sup>2</sup> Commitments to extend credit include all obligations on the part of the Group to provide credit facilities. As facilities may expire without being drawn upon, the notional amounts do not necessarily reflect future cash requirements. In addition to the commitments disclosed above, at 30 September 2017 the Group had offered \$5.5 billion (2016: \$5.6 billion) of facilities to customers, which had not yet been accepted.

Consolidated 2017	Up to	Over 1	Over 3	Over	
\$m	1 Year	to 3 Years	to 5 Years	5 Years	Total
Letters of credit and guarantees	8,797	2,860	1,009	2,794	15,460
Commitments to extend credit	66,663	34,523	16,906	60,351	178,443
Other	-	-	100	548	648
<b>Total undrawn credit commitments</b>	<b>75,460</b>	<b>37,383</b>	<b>18,015</b>	<b>63,693</b>	<b>194,551</b>

**Contingent assets**

The credit commitments shown in the table above also constitute contingent assets. These commitments would be classified as loans in the balance sheet on the contingent event occurring.

**Contingent liabilities***Regulatory action and internal reviews*

Globally, regulators continue to progress various reviews involving the financial services sector. The nature of these reviews can be wide ranging and, in Australia, currently include investigations into potential misconduct in credit and financial services. For example, regulators such as ASIC, APRA, ACCC and AUSTRAC are currently conducting reviews (some of which are industry-wide) that consider a range of matters, including in relation to sales practices, responsible lending (including in the context of reverse mortgages and interest only lending), financial adviser conduct (including compliance with the obligation to act in the client's best interests), the provision of personal and general advice, life insurance claims handling and the pricing of residential mortgages. These reviews may result in litigation, fines, penalties, revocation, suspension or variation of conditions of relevant regulatory licences or other enforcement or administrative action by regulators. Westpac has received various notices and requests for information from its regulators as part of both industry-wide and Westpac-specific reviews.

In addition, Westpac is undertaking a number of reviews to identify and resolve prior issues that have the potential to impact our customers and reputation. These reviews have identified, and may continue to identify, some prior instances where we are now taking or will take action to put things right (including in relation to areas of industry focus such as record keeping and the way some product terms and conditions are operationalised) so that our customers are not at a disadvantage from certain past practices.

An assessment of the likely cost to the Group of these reviews and actions has been made on a case-by-case basis for the purpose of the financial statements and specific provisions have been made where appropriate.

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## Note 31. Contingent liabilities, contingent assets and credit commitments (continued)

### Litigation

There are outstanding court proceedings, claims and possible claims for and against the Group. Contingent liabilities exist in respect of actual and potential claims and proceedings, including those listed below. An assessment of the Group's likely loss has been made on a case-by-case basis for the purpose of the financial statements and specific provisions have been made where appropriate.

- As part of ASIC's ongoing industry-wide investigations into the interbank short-term money market and its impact on the setting of the bank bill swap reference rate (BBSW), on 5 April 2016, ASIC commenced civil proceedings against Westpac in the Federal Court of Australia, alleging certain misconduct, including market manipulation and unconscionable conduct. The conduct that is the subject of the proceedings is alleged to have occurred between 6 April 2010 and 6 June 2012. Westpac is defending these proceedings. ASIC is seeking from the court declarations that Westpac breached various provisions of the *Corporations Act 2001* (Cth) and the *Australian Securities and Investments Commission Act 2001* (Cth), pecuniary penalties of unspecified amounts and orders requiring Westpac to implement a comprehensive compliance program for persons involved in Westpac's trading in the relevant market.
- In August 2016, a class action was filed in the United States District Court for the Southern District of New York against Westpac and a large number of Australian and international banks alleging misconduct in relation to BBSW. Those proceedings are at a very early stage and the level of damages sought has not been specified. Westpac is defending these proceedings.
- On 1 March 2017, ASIC commenced litigation in relation to certain Westpac home loans (including certain interest only loans) alleging contraventions of the *National Consumer Credit Protection Act 2009* (Cth). For further information, refer to 'Significant developments' under 'Information on Westpac' in Section 1.
- On 22 December 2016, ASIC commenced Federal Court proceedings against BT Financial Management Limited (BTFM) and Westpac Securities Administration Limited (WSAL) in relation to a number of superannuation account consolidation campaigns conducted between 2013 and 2016. ASIC has alleged that in the course of some of these campaigns, customers were provided with personal advice in contravention of a number of *Corporations Act 2001* (Cth) provisions, BTFM and WSAL are defending the proceedings.

### Financial Claims Scheme

Under the Financial Claims Scheme (FCS) the Australian Government provides depositors a free guarantee of deposits in eligible ADIs up to and including \$250,000. The FCS applies to an eligible ADI if APRA has applied for the winding up of the ADI and the responsible Australian Government minister has declared that the FCS applies to the ADI.

The *Financial Claims Scheme (ADIs) Levy Act 2008* provides for the imposition of a levy to fund the excess of certain APRA FCS costs connected to an ADI. The levy would be imposed on liabilities of eligible ADIs to their depositors and cannot be more than 0.5% of the amount of those liabilities.

### Contingent tax risk

Tax and regulatory authorities are reviewing the taxation treatment of certain transactions undertaken by the Group in the course of normal business activities and the claiming of tax incentives (including research and development tax incentives). The Group also responds to various notices and requests for information it receives from tax and regulatory authorities.

Risk reviews and audits are also being undertaken by revenue authorities in other jurisdictions, as part of normal revenue authority activity in those countries. These reviews, notices and requests may result in additional tax liabilities (including interest and penalties).

The Group has assessed these and other taxation claims arising in Australia and elsewhere, including seeking independent advice where appropriate, and holds appropriate provisions.

### Settlement risk

The Group is subject to a credit risk exposure in the event that another counterparty fails to settle for its payments clearing activities (including foreign exchange). The Group seeks to minimise credit risk arising from settlement risk in the payments system by aligning our processing method with the legal certainty of settlement in the relevant clearing mechanism.

### Parent Entity guarantees and undertakings

The Parent Entity makes the following guarantees and undertakings to subsidiaries:

- letters of comfort for certain subsidiaries which recognise that Westpac has a responsibility that those subsidiaries continue to meet their obligations; and
- guarantees to certain wholly owned subsidiaries which are Australian financial services or credit licensees to comply with legislative requirements. Each guarantee is capped at \$40 million per year and can only be utilised if the entity concerned becomes legally obliged to pay for a claim under the relevant licence. The Parent Entity has a right to recover any funds payable under the guarantees from the relevant subsidiary.

## CAPITAL AND DIVIDENDS

### Note 32. Shareholders' equity

#### Accounting policy

##### Share capital

Ordinary shares are recognised at the amount paid up per ordinary share net of directly attributable issue costs.

##### Non-controlling interests

Non-controlling interests represent the share in the net assets of subsidiaries attributable to equity interests that are not owned directly or indirectly by the Parent Entity.

#### Reserves

##### Foreign currency translation reserve

Exchange differences arising on translation of the Group's foreign operations, any offsetting gains or losses on hedging the net investment and any associated tax effect are reflected in the foreign currency translation reserve. A cumulative credit balance in this reserve would not normally be regarded as being available for payment of dividends until such gains are realised and recognised in the income statement on sale or disposal of the foreign operation.

##### Available-for-sale securities reserve

This comprises the changes in the fair value of available-for-sale financial securities, net of tax. These changes are transferred to non-interest income in the income statement when the asset is either disposed of or impaired.

##### Cash flow hedging reserve

This comprises the fair value gains and losses associated with the effective portion of designated cash flow hedging instruments, net of tax.

##### Share-based payment reserve

This comprises the fair value of equity-settled share-based payments recognised as an expense.

##### Other reserves

Other reserves for the Parent Entity relates to certain historic internal group restructurings performed at fair value. The reserve is eliminated on consolidation.

Other reserves for the Group consist of transactions relating to changes in the Parent Entity's ownership of a subsidiary that do not result in a loss of control.

The amount recorded in other reserves reflects the difference between the amount by which non-controlling interests are adjusted and the fair value of any consideration paid or received.

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Share capital</b>				
Ordinary share capital, fully paid	34,889	33,469	34,889	33,469
Restricted Share Plan (RSP) treasury shares held <sup>1</sup>	(434)	(366)	(434)	(366)
Other treasury shares held <sup>2</sup>	(61)	(89)	(3)	(3)
<b>Total treasury shares held</b>	<b>(495)</b>	<b>(455)</b>	<b>(437)</b>	<b>(369)</b>
<b>Total share capital</b>	<b>34,394</b>	<b>33,014</b>	<b>34,452</b>	<b>33,100</b>
<b>Non-controlling interests</b>	<b>54</b>	<b>61</b>	<b>-</b>	<b>-</b>

<sup>1</sup> 2017: 3,549,035 unvested shares held (2016: 3,472,010).

<sup>2</sup> 2017: 4,652,579 shares held (2016: 5,577,632).

## Note 32. Shareholders' equity (continued)

### Ordinary shares

Westpac does not have authorised capital and the ordinary shares have no par value. Ordinary shares entitle the holder to participate in dividends and, in the event of Westpac winding up, to a share of the proceeds in proportion to the number of and amounts paid on the shares held.

Each ordinary share entitles the holder to one vote, either in person or by proxy, at a shareholder meeting.

*Reconciliation of movement in number of ordinary shares.*

#### Consolidated and Parent Entity

(number)	2017	2016
Opening balance	3,346,166,853	3,183,907,786
Share entitlement offer <sup>1</sup>	-	138,998,404
Dividend reinvestment plan <sup>2</sup>	48,197,426	23,260,663
<b>Closing balance</b>	<b>3,394,364,279</b>	<b>3,346,166,853</b>

<sup>1</sup> The price for the issuance of shares in relation to the entitlement offer was \$25.50. Net issue costs of \$36 million were recognised in contributed equity.

<sup>2</sup> The price for the issuance of shares in relation to the dividend reinvestment plan for the 2017 interim dividend was \$29.79 (2016 final dividend was \$31.32, 2016 interim dividend was \$30.43 and 2015 final dividend was \$31.83).

#### Ordinary shares purchased on market

Consolidated and Parent Entity	2017 Number	2017 Average Price (\$)
<b>For share-based payment arrangements:</b>		
Employee share plan (ESP)	862,912	30.97
Restricted share plan (RSP) <sup>1</sup>	2,123,635	32.08
WPP - options exercised <sup>2</sup>	52,745	31.55
WPP - share rights exercised	142,093	31.03
LTI - options exercised <sup>2</sup>	326,178	33.52
<b>As treasury shares:</b>		
Treasury shares purchased (excluding RSP) <sup>3,4</sup>	275,014	33.59
Treasury shares sold <sup>5</sup>	(1,200,067)	32.62
<b>Total ordinary shares purchased/(sold) on market<sup>6</sup></b>	<b>2,582,510</b>	

<sup>1</sup> Ordinary shares allocated to employees under the RSP are classified as treasury shares until the shares vest.

<sup>2</sup> The average exercise price received was \$23.98 on the exercise of the WPP options and \$28.54 on the exercise of the LTI options.

<sup>3</sup> Treasury shares include ordinary shares held by statutory life funds and managed investment schemes and ordinary shares held by Westpac for equity derivatives sold to customers.

<sup>4</sup> Treasury shares purchased (excluding RSP) by the Parent Entity during the year was nil.

<sup>5</sup> Treasury shares sold by the Parent Entity during the year was 6,321 shares at an average price of \$31.35.

<sup>6</sup> The purchase of ordinary shares on market resulted in a tax benefit of \$0.7 million being recognised as contributed equity.

For details of the share-based payment arrangements refer to Note 37.

## Note 32. Shareholders' equity (continued)

## Reconciliation of movement in reserves

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Available-for-sale securities reserve</b>				
Opening balance	10	(25)	10	(41)
Net gains/(losses) from changes in fair value	75	53	88	69
Income tax effect	(19)	(15)	(26)	(19)
Transferred to income statements	(3)	(8)	(3)	(1)
Income tax effect	1	2	1	-
Exchange differences	-	3	-	2
<b>Closing balance</b>	<b>64</b>	<b>10</b>	<b>70</b>	<b>10</b>
<b>Share-based payment reserve</b>				
Opening balance	1,333	1,217	1,221	1,108
Share-based payment expense	98	116	101	113
<b>Closing balance</b>	<b>1,431</b>	<b>1,333</b>	<b>1,322</b>	<b>1,221</b>
<b>Cash flow hedging reserve</b>				
Opening balance	(172)	26	(78)	131
Net gains/(losses) from changes in fair value	(91)	(304)	(42)	(193)
Income tax effect	27	89	13	58
Transferred to income statements	115	21	19	(106)
Income tax effect	(33)	(4)	(6)	32
<b>Closing balance</b>	<b>(154)</b>	<b>(172)</b>	<b>(94)</b>	<b>(78)</b>
<b>Foreign currency translation reserve</b>				
Opening balance	(413)	(175)	(404)	(299)
Exchange differences on translation of foreign operations (net of associated hedges)	(116)	(238)	(77)	(105)
<b>Closing balance</b>	<b>(529)</b>	<b>(413)</b>	<b>(481)</b>	<b>(404)</b>
<b>Other reserves</b>				
Opening balance	(19)	(17)	41	41
Transactions with owners	1	(2)	-	-
<b>Closing balance</b>	<b>(18)</b>	<b>(19)</b>	<b>41</b>	<b>41</b>
<b>Group's share of reserves of associates</b>	<b>-</b>	<b>(12)</b>	<b>-</b>	<b>-</b>
<b>Total reserves</b>	<b>794</b>	<b>727</b>	<b>858</b>	<b>790</b>



### Note 33. Capital adequacy

APRA measures an ADI's regulatory capital using three measures:

Level of capital	Definition
Common Equity Tier 1 Capital (CET1)	Comprises the highest quality components of capital that consists of paid-up share capital, retained profits and certain reserves, less certain intangible assets, capitalised expenses and software, and investments and retained profits in insurance and funds management subsidiaries that are not consolidated for capital adequacy purposes.
Tier 1 Capital	The sum of CET1 and Additional Tier 1 Capital. Additional Tier 1 Capital comprises high quality components of capital that consist of certain securities not included in CET1, but which include loss absorbing characteristics.
Total Regulatory Capital	The sum of Tier 1 Capital and Tier 2 Capital. Tier 2 Capital includes subordinated instruments and other components of capital that, to varying degrees, do not meet the criteria for Tier 1 Capital, but nonetheless contribute to the overall strength of an ADI and its capacity to absorb losses.

Under APRA's Prudential Standards, Australian ADIs, including Westpac, are required to maintain a minimum Common Equity Tier 1 (CET1) ratio of at least 4.5%, Tier 1 ratio of at least 6.0% and Total Regulatory Capital of at least 8.0%. APRA may also require ADIs, including, Westpac, to meet Prudential Capital Requirements (PCRs) above the minimum capital ratios. APRA does not allow the PCRs for individual ADIs to be disclosed.

APRA also requires ADIs to hold additional CET1 buffers comprising of:

- a capital conservation buffer (CCB) of 3.5% for ADIs designated by APRA as domestic systemically important banks (D-SIBs) unless otherwise determined by APRA, which includes a 1.0% surcharge for D-SIBs. APRA has determined that Westpac is a D-SIB; and
- a countercyclical capital buffer. The countercyclical buffer is set on a jurisdictional basis and APRA is responsible for setting the requirement in Australia. The countercyclical buffer requirement is currently set to zero for Australia and New Zealand.

Collectively, the above buffers are referred to as the "Capital Buffer" (CB). Should the CET1 capital ratio fall within the capital buffer range restrictions on the distributions of earnings will apply. This includes restrictions on the amount of earnings that can be distributed through dividends, Additional Tier 1 Capital distributions and discretionary staff bonuses.

#### Capital management strategy

Westpac's approach to capital management seeks to balance the fact that capital is an expensive form of funding with the need to be adequately capitalised. Westpac considers the need to balance efficiency, flexibility and adequacy when determining sufficiency of capital and when developing capital management plans.

Westpac evaluates these considerations through the Internal Capital Adequacy Assessment Process (ICAAP), the key features of which include:

- the development of a capital management strategy, including consideration of regulatory minimums, capital buffers and contingency plans;
- consideration of both economic and regulatory capital requirements;
- a stress testing framework that challenges the capital measures, coverage and requirements including the impact of adverse economic scenarios; and
- consideration of the perspective of external stakeholders', including rating agencies and equity and debt investors.

In light of APRA's announcement on 'unquestionably strong' capital on 19 July 2017, Westpac has ceased to use its preferred range of 8.75% to 9.25% as a guide to managing capital levels. Westpac will revise its preferred range for the CET1 ratio once APRA finalises its review of the capital adequacy framework. In the interim, Westpac will seek to operate with a CET1 ratio of at least 10.5% in March and September as measured under the existing capital framework. This also takes into consideration:

- current regulatory capital minimums and the capital conservation buffer (CCB), which together are the total CET1 requirement;
- stress testing to calibrate an appropriate buffer against a downturn; and
- quarterly volatility of capital ratios due to the half yearly cycle of ordinary dividend payments.

**Note 34. Dividends**

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Dividends not recognised at year end</b>					
Since year end the Directors have proposed the following dividends:					
Final dividend 94 cents per share (2016: 94 cents, 2015: 94 cents)					
all fully franked at 30%	3,186	3,142	2,988	3,191	3,145
<b>Total dividends not recognised at year end</b>	<b>3,186</b>	<b>3,142</b>	<b>2,988</b>	<b>3,191</b>	<b>3,145</b>

Shareholders can choose to receive their dividends as cash or reinvest for an equivalent number of shares under the Dividend Reinvestment Plan (DRP). The Board has decided to issue new shares to satisfy the DRP for the 2017 final dividend. The DRP will not include a discount.

The Board considered a range of factors including the impact of the Bank Levy on shareholders (which equated to 2 cents per share in the second half of 2017), however decided to leave the dividend unchanged at 94 cents per share.

Details of dividends recognised during the year are provided in the statement of changes in equity.

**Australian franking credits**

Australian franking credits available to the Parent Entity for subsequent years are \$1,063 million (2016: \$911 million; 2015: \$793 million). This is calculated as the year end franking credit balance, adjusted for the Australian current tax liability and the proposed 2017 final dividend.

**New Zealand imputation credits**

New Zealand imputation credits of NZ\$0.07 (2016: NZ\$0.07, 2015: NZ\$0.06) per share will be attached to the proposed 2017 final dividend. New Zealand imputation credits available to the Parent Entity for subsequent years are NZ\$375 million (2016: NZ\$423 million, 2015: NZ\$522 million). This is calculated on the same basis as the Australian franking credits but using the New Zealand current tax liability.

**GROUP STRUCTURE****Note 35. Investments in subsidiaries and associates****Accounting policy***Subsidiaries*

Westpac's subsidiaries are entities which it controls and consolidates as it is exposed to, or has rights to, variable returns from the entity, and can affect those returns through its power over the entity.

When the Group ceases to control a subsidiary, any retained interest in the entity is remeasured to fair value, with any resulting gain or loss recognised in the income statement.

Changes in the Group's ownership interest in a subsidiary which do not result in a loss of control are accounted for as transactions with equity holders in their capacity as equity holders.

In the Parent Entity's financial statements, investments in subsidiaries are initially recorded at cost and are subsequently held at the lower of cost and recoverable amount.

All transactions between Group entities are eliminated on consolidation.

*Associates*

Associates are entities in which the Group has significant influence, but not control, over the operating and financial policies. The Group accounts for associates using the equity method. The investments are initially recognised at cost (except where recognised at fair value due to a loss of control of a subsidiary), and increased (or decreased) each year by the Group's share of the associate's profit (or loss). Dividends received from the associate reduce the investment in associate.

Overseas companies predominantly carry on business in the country of incorporation. For unincorporated entities, 'Country of Incorporation' refers to the country where business is carried on. The financial years of all controlled entities are the same as that of Westpac unless otherwise stated. From time to time, the Group consolidates a number of unit trusts where the Group has variable returns from its involvement with the trusts, and has the ability to affect those returns through its power over the trusts. These unit trusts are excluded from the table.

## Note 35. Investments in subsidiaries and associates (continued)

The following table includes the material controlled entities of the Group as at 30 September 2017.

Name	Country of Incorporation	Name	Country of Incorporation
Advance Asset Management Limited	Australia	Westpac Covered Bond Trust	Australia
Asgard Capital Management Limited	Australia	Westpac Equity Holdings Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Westpac Financial Services Group Limited	Australia
BT Financial Group Pty Limited	Australia	Westpac General Insurance Limited	Australia
BT Funds Management Limited	Australia	Westpac General Insurance Services Limited	Australia
BT Portfolio Services Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Life Insurance Services Limited	Australia
Crusade ABS Series 2016-1 Trust	Australia	Westpac Securities Limited	Australia
Crusade ABS Series 2017-1 Trust	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Crusade Trust No.2P of 2008	Australia	BT Funds Management (NZ) Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Series 2008-1M WST Trust	Australia	Westpac New Zealand Limited	New Zealand
Series 2014-1 WST Trust	Australia	Westpac NZ Covered Bond Limited <sup>1</sup>	New Zealand
Series 2014-2 WST Trust	Australia	Westpac NZ Securitisation Limited <sup>1</sup>	New Zealand
Series 2015-1 WST Trust	Australia	Westpac Securities NZ Limited	New Zealand
St. George Finance Limited	Australia	Westpac Term PIE Fund <sup>2</sup>	New Zealand
St. George Motor Finance Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea

<sup>1</sup> The Group indirectly owns 19% of Westpac NZ Covered Bond Limited (WNZCBL) and Westpac NZ Securitisation Limited (WNZSL), however, due to contractual and structural arrangements both WNZCBL and WNZSL are considered to be controlled entities within the Group.

<sup>2</sup> The Group has funding agreements in place with this entity and is deemed to have exposure to the associated risks and rewards. The entity is consolidated where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The following controlled entities have been granted relief from compliance with the balance date synchronisation provisions in the *Corporations Act 2001*:

- Westpac Cash PIE Fund;
- Westpac Notice Saver PIE Fund; and
- Westpac Term PIE Fund.

The following material controlled entities are not wholly owned:

Percentage Owned	2017	2016
St. George Motor Finance Limited	75.0%	75.0%
Westpac Bank-PNG-Limited	89.9%	89.9%
Westpac NZ Covered Bond Limited	19.0%	19.0%
Westpac NZ Securitisation Limited	19.0%	19.0%

### Non-controlling interests

Details of the balance of non-controlling interests are set out in Note 32. There are no non-controlling interests that are material to the Group.

### Significant restrictions

There were no significant restrictions on the ability to transfer cash or other assets, pay dividends or other capital distributions, provide or repay loans and advances between the entities within the Group subject to local regulatory requirements. There were also no significant restrictions on Westpac's ability to access or use the assets and settle the liabilities of the Group resulting from protective rights of non-controlling interests.

### Associates

On 26 May 2017, the Group sold 60 million shares of BTIM, which reduced the Group's ownership to approximately 10%. Following completion of the sale, the remaining interest in BTIM was reclassified to available-for-sale securities.

The following table summarises the financial information of BTIM and reconciles the summarised financial information to the carrying amount of the Group's 29.0% investment in BTIM as at 26 May 2017 immediately prior to the sale (30 September 2016: 29.5%). The table also summarises the gain recognised on the sale of the Group's interest in BTIM as well as the fair value of the remaining interest in BTIM initially recognised in available-for-sale securities.

## Note 35. Investments in subsidiaries and associates (continued)

Consolidated \$m	Period ended 26 May 2017	12 months ended 30 September 2016
<b>Summarised results</b>		
Revenue for the period	262	455
Net profit for the period	90	142
Other comprehensive income for the period	11	(83)
<b>Total comprehensive income (100%)</b>	<b>101</b>	<b>59</b>
Group's share of net profit <sup>1</sup>	26	42
Equity accounting adjustments	(13)	(22)
<b>Group's share in net profit recognised in the income statement</b>	<b>13</b>	<b>20</b>
Group's share of other comprehensive income <sup>1</sup>	4	(24)
Tax effect on Group's share of other comprehensive income	(1)	7
<b>Share of total comprehensive income recognised by the Group</b>	<b>16</b>	<b>3</b>
Dividends received from associates during the period	22	34
<b>Summarised balance sheet</b>		
Total assets	887	913
Total liabilities	(122)	(169)
<b>Total net assets (100%)</b>	<b>765</b>	<b>744</b>
Group's share of total net assets <sup>1</sup>	222	220
Other equity accounting adjustments	-	(6)
Fair value adjustments (including notional goodwill) on acquisition (net of amortisation)	491	504
<b>Carrying amount of interest in BTIM<sup>2</sup></b>	<b>713</b>	<b>718</b>
Carrying amount of interest in BTIM sold	(471)	n/a
Carrying amount of remaining interest reclassified to available-for-sale securities	(242)	n/a
<b>Remaining interest in BTIM accounted for under equity method</b>	<b>-</b>	<b>718</b>
Fair value of remaining interest reclassified to available-for-sale securities	375	n/a
Proceeds from sale of BTIM interest, net of transaction costs	630	n/a
Amount of reserves recycled to profit or loss	(13)	n/a
<b>Gain on sale of interest in BTIM</b>	<b>279</b>	<b>n/a</b>
Fair value of investment	n/a	807

<sup>1</sup> Represents the Group's share of BTIM (26 May 2017: 29.0%, 30 September 2016: 29.5%).

<sup>2</sup> The amount disclosed as at 26 May 2017 represented the carrying value of interest in BTIM immediately prior to the sale.

**Changes in ownership of subsidiaries****Businesses disposed during the year ending 30 September 2017**

No businesses were sold in the year ended 30 September 2017.

**Businesses disposed during the year ending 30 September 2016***Pacific Islands*

Westpac sold its banking operations in Solomon Islands and Vanuatu to the Bank of South Pacific Limited (BSP). Settlement occurred on 30 October 2015 and 1 July 2016 respectively, with a gain of \$1 million recognised in non-interest income.

The total cash consideration paid, net of transaction costs and cash held, was \$104 million.

Details of the assets and liabilities over which control was lost are provided in Note 41.

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## Note 36. Structured entities

### Accounting policy

Structured entities are generally created to achieve a specific, defined objective and their operations are restricted such as only purchasing specific assets. Structured entities are commonly financed by debt or equity securities that are collateralised by and/or indexed to their underlying assets. The debt and equity securities issued by structured entities may include tranches with varying levels of subordination.

Structured entities are classified as subsidiaries and consolidated if they meet the definition in Note 35. If the Group does not control a structured entity then it will not be consolidated.

The Group engages in various transactions with both consolidated and unconsolidated structured entities that are mainly involved in securitisations, asset backed and other financing structures and managed funds.

### Consolidated structured entities

#### Securitisation and covered bonds

The Group uses structured entities to securitise its financial assets, including two covered bond programs to assign pools of residential mortgages to bankruptcy remote structured entities.

The Group also uses structured entities to give its customers access to funding from commercial paper markets.

Refer to Note 25 for further details.

### Group managed funds

The Group acts as the responsible entity and/or fund manager for various investment management funds. As fund manager, if the Group is deemed to be acting as a principal rather than agent then it consolidates the fund. The principal vs. agent decision requires judgement of whether the Group has sufficient exposure to variable returns.

### Non-contractual financial support

The Group does not provide non-contractual financial support to these consolidated structured entities.

### Unconsolidated structured entities

The Group has interests in various unconsolidated structured entities including debt or equity instruments, guarantees, liquidity and other credit support arrangements, lending, loan commitments, certain derivatives and investment management agreements.

Interests exclude non-complex derivatives (e.g. interest rate or currency swaps), instruments that create, rather than absorb, variability in the entity (e.g. credit protection under a credit default swap), and lending to a structured entity with recourse to a wider operating entity, not just the structured entity.

The Group's main interests in unconsolidated structured entities, which arise in the normal course of business, are:

Trading securities	The Group actively trades interests in structured entities and normally has no other involvement with the structured entity. The Group earns interest income on these securities and also recognises fair value changes through trading income in non-interest income.
Available-for-sale securities	The Group holds mortgage-backed securities for liquidity purposes and the Group normally has no other involvement with the structured entity. These assets are highly-rated, investment grade and eligible for repurchase agreements with the RBA or another central bank. The Group earns interest income and net gains or losses on selling these assets are recognised in the income statements.
Loans and other credit commitments	The Group lends to unconsolidated structured entities, subject to the Group's collateral and credit approval processes, in order to earn interest and fee income. The structured entities are mainly property trusts, securitisation entities and those associated with project and property financing transactions.
Investment management agreements	The Group manages funds that provide customers with investment opportunities. The Group also manages superannuation funds for its employees. The Group earns management and performance fee income which is recognised in non-interest income. The Group may also retain units in these investment management funds, primarily through life insurance subsidiaries. The Group earns fund distribution income and recognises fair value movements through non-interest income.

**Note 36. Structured entities (continued)**

The following table shows the Group's interests in unconsolidated structured entities and its maximum exposure to loss in relation to those interests. The maximum exposure does not take into account any collateral or hedges that will reduce the risk of loss.

- For on-balance sheet instruments, including debt and equity instruments in and loans to unconsolidated structured entities, the maximum exposure to loss is the carrying value; and
- For off-balance sheet instruments, including liquidity facilities, loan and other credit commitments and guarantees, the maximum exposure to loss is the notional amounts.

Consolidated 2017	Investment in				Interest in Other Structured Entities	Total
	Third Party Mortgage and Other Asset-Backed Securities <sup>1</sup>	Financing to Securitisation Vehicles	Group Managed Funds			
\$m						
<b>Assets</b>						
Receivables due from other financial institutions	-	392	-	-	-	392
Trading securities and financial assets designated at fair value	1,740	-	-	674	-	2,414
Available-for-sale securities	6,981	-	-	-	-	6,981
Loans	-	20,032	44	22,488	-	42,564
Life insurance assets	-	-	4,344	1,735	-	6,079
Other assets	-	-	52	-	-	52
<b>Total on-balance sheet exposures</b>	<b>8,721</b>	<b>20,424</b>	<b>4,440</b>	<b>24,897</b>		<b>58,482</b>
Total notional amounts of off-balance sheet exposures	-	5,802	66	7,718	-	13,586
<b>Maximum exposure to loss</b>	<b>8,721</b>	<b>26,226</b>	<b>4,506</b>	<b>32,615</b>		<b>72,068</b>
Size of structured entities <sup>2</sup>	60,573	26,226	70,070	134,548	-	291,417

<sup>1</sup> The Group's interests in third party mortgage and other asset-backed securities are senior tranches of notes and are investment grade rated.

<sup>2</sup> Represented either by the total assets or market capitalisation of the entity, or if not available, the Group's total committed exposure (for lending arrangements and external debt and equity holdings), funds under management (for Group managed funds) or the total value of notes on issue (for investments in third-party asset-backed securities).

Consolidated 2016	Investment in				Interest in Other Structured Entities	Total
	Third Party Mortgage and Other Asset-Backed Securities <sup>1</sup>	Financing to Securitisation Vehicles	Group Managed Funds			
\$m						
<b>Assets</b>						
Receivables due from other financial institutions	-	936	-	-	-	936
Trading securities and financial assets designated at fair value	1,955	-	4	1,870	-	3,829
Available-for-sale securities	4,253	-	-	-	-	4,253
Loans	-	18,339	111	23,673	-	42,123
Life insurance assets	90	-	291	2,450	-	2,831
Other assets	3	-	55	-	-	58
<b>Total on-balance sheet exposures</b>	<b>6,301</b>	<b>19,275</b>	<b>461</b>	<b>27,993</b>		<b>54,030</b>
Total notional amounts of off-balance sheet exposures	-	3,469	62	7,078	-	10,609
<b>Maximum exposure to loss</b>	<b>6,301</b>	<b>22,744</b>	<b>523</b>	<b>35,071</b>		<b>64,639</b>
Size of structured entities <sup>2</sup>	40,320	22,744	62,397	146,488	-	271,949

<sup>1</sup> The Group's interests in third party mortgage and other asset-backed securities are senior tranches of notes and are investment grade rated.

<sup>2</sup> Represented either by the total assets or market capitalisation of the entity, or if not available, the Group's total committed exposure (for lending arrangements and external debt and equity holdings), funds under management (for Group managed funds) or the total value of notes on issue (for investments in third-party asset-backed securities).

**Non-contractual financial support**

The Group does not provide non-contractual financial support to these unconsolidated structured entities.

## EMPLOYEE BENEFITS

### Note 37. Share-based payments

#### Accounting policy

The Group enters into various share-based payment arrangements with its employees as a component of overall compensation for services provided. Share-based payment arrangements comprise options to purchase shares at a pre-determined price (share options), rights to receive shares for free (share rights) and restricted shares (issued at no cost). Share-based payment arrangements typically require a specified period of continuing employment (the service period or vesting period) and may include performance targets (vesting conditions). Specific details of each arrangement are provided below.

Share-based payments must be classified as either cash-settled or equity-settled arrangements. The Group's significant arrangements are equity-settled, as the Group is not obliged to settle in cash.

#### Options and share rights

Options and share rights are equity-settled arrangements. The fair value is measured at grant date and is recognised as an expense over the service period, with a corresponding increase in the share-based payment reserve in equity.

The fair value of share options and share rights is estimated at grant date using a binomial/Monte Carlo simulation pricing model which incorporates the vesting and market-related performance targets of the grants. The fair value of share options and rights excludes non-market vesting conditions such as employees' continuing employment by the Group. The non-market vesting conditions are instead incorporated in estimating the number of share options and rights that are expected to vest and are therefore recognised as an expense. At each reporting date the non-market vesting assumptions are revised and the expense recognised each year takes into account the most recent estimates. The market-related assumptions are not revised each year as the fair value is not re-estimated after the grant date.

#### Restricted share plan (RSP)

The RSP is accounted for as an equity-settled arrangement. The fair value of shares allocated to employees for nil consideration is recognised as an expense over the vesting period with a corresponding increase in the share-based payments reserve in equity. The fair value of ordinary shares issued to satisfy the obligation to employees is measured at grant date and is recognised as a separate component of equity.

#### Employee share plan (ESP)

The value of shares expected to be allocated to employees for nil consideration is recognised as an expense over the financial year and provided for as other employee benefits. The fair value of any ordinary shares issued to satisfy the obligation to employees is recognised in equity. Alternatively, shares may be purchased on market to satisfy the obligation to employees.

Scheme name	Westpac Long Term Incentive Plan (LTI)	Westpac Performance Plan (WPP)	Restricted Share Plan (RSP)	Employee Share Plan (ESP)
Type of share-based payment	Share rights (allocated at no cost). Share options (no longer issued since October 2009).	Share rights (allocated at no cost). Share options (no longer issued since October 2009).	Westpac ordinary shares (allocated at no cost).	Westpac ordinary shares (allocated at no cost) of up to \$1,000 per employee per year.
How it is used	Aligns executive remuneration and accountability with shareholder interests over the long term.	The mandatory deferral of a portion of short-term incentives for New Zealand employees and key employees based outside Australia.	To reward key employees in respect of the previous financial year.	To reward eligible Australian employees (unless they have already been provided instruments under another scheme for the previous year).
Exercise price: Shares rights	Nil.	Nil.	n/a.	n/a.
Share options	The market price of Westpac shares at the start of the performance period.	The market price of Westpac shares at the start of the performance period.	n/a.	n/a.

## Note 37. Share-based payments (continued)

Scheme name	Westpac Long Term Incentive Plan (LTI)	Westpac Performance Plan (WPP)	Restricted Share Plan (RSP)	Employee Share Plan (ESP)
Performance hurdles	Relative total shareholder return (TSR) over a 4 year performance period and average cash Return on Equity (cash ROE) over a three year performance period plus 1 year holding lock, each applying to half of the award <sup>1</sup> (commencing with the 2016 LTI award) <sup>2</sup> .	None.	None.	None.
Service conditions	Continued employment throughout the vesting period or as determined by the Board.	Continued employment throughout the vesting period or as determined by the Board.	Continued employment throughout the restriction period or as determined by the Board.	Shares must normally remain within the ESP for three years from granting unless the employee leaves Westpac.
Vesting period (period over which expenses are recognised)	4 years <sup>2</sup>	Defined period set out at time of grant.	Defined period set out at time of grant.	1 year
Treatment at end of term	Lapse if not exercised.	Lapse if not exercised.	Vested shares are released from the RSP at the end of the vesting period. Shares granted prior to October 2009 may be held in the RSP for up to 10 years from the grant date.	Shares are released at the end of the restriction period or when the employee leaves Westpac.
Does the employee receive dividends and voting rights during the vesting period?	No	No	Yes	Yes

<sup>1</sup> Details of the TSR and cash ROE performance targets are provided in the Remuneration Report in section 4.3.

<sup>2</sup> For the 2015 LTI awards, the TSR is subject to a four year performance period and Cash EPS compound annual growth rate (CAGR) over a three year performance period plus 1 year holding lock. For awards granted for the periods 2011 to 2014 both the TSR and CAGR hurdles are subject to a three year performance and vesting period. TSR hurdled awards granted prior to 2011 were measured over an initial three year performance period with subsequent performance testing possible at the fourth and fifth anniversaries however further vesting may only occur if the TSR ranking has improved.



### Note 37. Share-based payments (continued)

Each share-based payment scheme is quantified below:

#### (i) Westpac Long Term Incentive Plan

	Outstanding at 1 October 2016	Granted During the Year	Exercised During the Year	Lapsed During the Year	Outstanding at 30 September 2017	Outstanding and Exercisable at 30 September 2017
<b>2017</b>						
Share options	583,018	-	326,178	-	256,840	256,840
Weighted average exercise price	\$27.58	-	\$28.54	-	\$26.36	\$26.36
Weighted average remaining contractual life	1.5 years				0.7 years	
<b>Share rights</b>	<b>5,275,652</b>	<b>930,012</b>	<b>-</b>	<b>973,760</b>	<b>5,231,904</b>	<b>6,648</b>
Weighted average remaining contractual life	9.9 years				10.3 years	
<b>2016</b>	<b>1 Oct 2015</b>				<b>30 Sept 2016</b>	
Share options	588,876	-	5,858	-	583,018	583,018
Weighted average exercise price	\$27.61	-	\$29.96	-	\$27.58	\$27.58
Performance share rights	4,632,477	1,788,881	334,095	811,611	5,275,652	6,648

The weighted average fair value at grant date of LTI share rights issued during the year was \$19.17 (2016: \$19.84).

#### (ii) Westpac Performance Plan (WPP)

	Outstanding at 1 October 2016	Granted During the Year	Exercised During the Year	Lapsed During the Year	Outstanding at 30 September 2017	Outstanding and Exercisable at 30 September 2017
<b>2017</b>						
Share options	74,094	-	52,745	21,349	-	-
Weighted average exercise price	\$23.98	-	\$23.98	-	-	-
Weighted average remaining contractual life	0.2 years				n/a	
<b>Share rights</b>						
One-year vesting period	92,248	114,758	51,124	463	155,419	41,124
Two-year vesting period	187,523	124,382	55,745	22,704	233,456	38,967
Three-year vesting period	111,732	27,874	35,224	-	104,382	38,821
Four-year vesting period	-	126,522	-	-	126,522	-
<b>Total share rights</b>	<b>391,503</b>	<b>393,536</b>	<b>142,093</b>	<b>23,167</b>	<b>619,779</b>	<b>118,912</b>
Weighted average remaining contractual life	7.7 years				12.3 years	
<b>2016</b>	<b>1 Oct 2015</b>				<b>30 Sept 2016</b>	
Share options	158,276	-	84,182	-	74,094	74,094
Weighted average exercise price	\$23.49	-	\$23.05	-	\$23.98	\$23.98
Performance share rights	546,282	168,154	289,807	33,126	391,503	106,863

The weighted average fair value at grant date of unhurdled share rights issued during the year was \$27.40 (2016: \$29.85).

#### (iii) Restricted Share Plan (RSP)

Allocation date <sup>1</sup>	Outstanding at 1 October 2016	Granted During the Year	Released	Forfeited During the Year	Outstanding at 30 September 2017
Granted prior to October 2009	994,050	-	318,721	-	675,329
Granted subsequent to October 2009	3,432,822	2,195,572	2,014,264	84,706	3,529,424
<b>Total 2017</b>	<b>4,426,872</b>	<b>2,195,572</b>	<b>2,332,985</b>	<b>84,706</b>	<b>4,204,753</b>
Total 2016	5,653,085	1,971,204	3,145,121	52,296	4,426,872

<sup>1</sup> For awards made prior to October 2009, shares may be held in the RSP for up to 10 years from the date they are granted. For awards made from October 2009, shares are released from the RSP on vesting.

#### (iv) Employee Share Plan (ESP)

	Allocation Date	Number of Participants	Average Number of Shares Allocated per Participant	Total Number of Shares Allocated	Market Price per Share	Total Fair Value
<b>2017</b>	<b>25 November 2016</b>	<b>26,966</b>	<b>32</b>	<b>862,912</b>	<b>\$31.25</b>	<b>\$26,966,000</b>
2016	18 November 2015	27,816	32	890,112	\$30.32	\$26,988,196

### Note 37. Share-based payments (continued)

The 2016 ESP award was satisfied through the purchase of shares on market.

The liability accrued for the ESP at 30 September 2017 is \$28 million (2016: \$27 million) and is provided for as other employee benefits.

#### (v) CEO plans

Details of share-based payment arrangements held by the CEO, Brian Hartzler, which are on the same terms and conditions as described above for the relevant plan, are provided in the Remuneration report in Section 1.

#### (vi) Other plans

Westpac also provides plans for small, specialised parts of the Group. The benefits under these plans are directly linked to growth and performance of the relevant part of the business. The plans individually and in aggregate are not material to the Group in terms of expenses and dilution of earnings.

The names of all persons who hold share options and/or rights currently on issue are entered in Westpac's register of option holders which may be inspected at Link Market Services, Level 12, 680 George Street, Sydney, New South Wales.

#### (vii) Fair value assumptions

The fair values of share options and share rights have been independently calculated at their respective grant dates.

The fair value of share rights with performance targets based on relative TSR also takes into account the average TSR outcome determined using a Monte Carlo simulation pricing model.

The fair values of share rights without TSR based performance targets, including share rights with Cash EPS CAGR performance targets, have been assessed with reference to the share price at grant date and a discount rate reflecting the expected dividend yield over their vesting periods.

Other significant assumptions include:

- a risk free rate of 2.1% for share rights with four-year vesting period (2.1% for share rights issued to the CEO);
- a dividend yield on Westpac shares of 6.0% (5.9% for share rights issued to the CEO);
- volatility in the Westpac share price of 20.7%; and
- volatilities of, and correlation factors between, share price movements of the comparator group and Westpac for TSR.

### Note 38. Superannuation commitments

#### Accounting policy

The Group recognises an asset or a liability for its defined benefit schemes, being the net of the defined benefit obligations and the fair value of the schemes' assets. The defined benefit obligation is calculated as the present value of the estimated future cash flows, discounted using high-quality long dated corporate bond rates.

The superannuation expense is recognised in operating expenses and remeasurements are recognised through other comprehensive income.

#### Critical accounting assumptions and estimates

The actuarial valuation of plan obligations is dependent upon a series of assumptions, principally price inflation, salary growth, mortality, morbidity, discount rate and investment returns. Different assumptions could significantly alter the valuation of the plan assets and obligations and the superannuation cost recognised in the income statement.

## Note 38. Superannuation commitments (continued)

Westpac had the following defined benefit plans at 30 September 2017:

Name of Plan	Type	Form of Benefit	Date of Last Actuarial Assessment of the Funding Status
Westpac Group Plan (WGP)	Defined benefit and accumulation	Indexed pension and lump sum	30 June 2015
Westpac New Zealand Superannuation Scheme (WNZS) <sup>1</sup>	Defined benefit and accumulation	Indexed pension and lump sum	30 June 2014
Westpac Banking Corporation UK Staff Superannuation Scheme (UKSS)	Defined benefit	Indexed pension and lump sum	5 April 2015
Westpac UK Medical Benefits Scheme	Defined benefit	Medical benefits	n/a

<sup>1</sup> The 30 June 2017 actuarial assessment for WNZS will be available in January 2018, where applicable the 30 June 2017 interim valuation data has been used.

The defined benefit sections of the schemes are closed to new members. The Group has no obligation beyond the annual contributions for the accumulation or defined contribution sections of the schemes.

The WGP is the Group's principal defined benefit plan and is managed and administered in accordance with the terms of its trust deed and relevant legislation in Australia. Its defined benefit liabilities are based on salary and length of membership for active members and inflation in the case of pensioners.

The defined benefit schemes expose the Group to the following risks:

- discount rate – reductions in the discount rate would increase the present value of the future payments;
- inflation rate – increases in the inflation rate would increase the payments to pensioners;
- investment risk – lower investment returns would increase the contributions needed to offset the shortfall;
- mortality risk – members may live longer than expected extending the cash flows payable by the Group; and
- legislative risk – legislative changes could be made which increase the cost of providing defined benefits.

Investment risk is managed by setting benchmarks for the allocation of plan assets between asset classes. The long-term investment strategy will often adopt relatively high levels of equity investment in order to:

- secure attractive long term investment returns; and
- provide an opportunity for capital appreciation and dividend growth, which gives some protection against inflation.

Funding recommendations for the WGP, WNZS and the UKSS are made based on triennial actuarial valuations. These valuations resulted in a funding surplus of \$315 million for the year ended 30 September 2017 (2016: \$354 million). Current contribution rates are as follows:

- WGP – contributions are made to the WGP at the rate of 11.8% of members' salaries;
- WNZS – contributions are made to the WNZS at the rate of 12% of members' salaries; and
- UKSS – contributions are made to the UKSS at the rate of £1.05 million per year.

### Contributions

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Employer contributions	33	61	33	61
Member contributions	13	14	12	13

Expected employer contributions for the year ended 30 September 2018 are \$32 million.

### Expense recognised

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Current service cost	42	43	49	41	42
Net interest cost on net benefit liability	8	7	12	7	7
<b>Total defined benefit expense</b>	<b>50</b>	<b>50</b>	<b>61</b>	<b>48</b>	<b>49</b>

**Note 38. Superannuation commitments (continued)****Defined benefit balances recognised**

\$m	Consolidated		Parent Entity	
	2017	2016	2017	2016
Benefit obligation at end of the year	2,284	2,476	2,209	2,385
Fair value of plan assets at end of the year	2,289	2,226	2,227	2,160
<b>Net surplus/(deficit)</b>	<b>5</b>	<b>(250)</b>	<b>18</b>	<b>(225)</b>
Defined benefit surplus (Note 27)	48	32	48	32
Defined benefit deficit (Note 29)	(43)	(282)	(30)	(257)
<b>Net surplus/(deficit)</b>	<b>5</b>	<b>(250)</b>	<b>18</b>	<b>(225)</b>

The average duration of the defined benefit obligation is 11 years (2016: 12 years).

**Significant assumptions**

Consolidated and Parent Entity	2017		2016	
	Australian Funds	Overseas Funds	Australian Funds	Overseas Funds
Discount rate	4.2%	2.7%-3%	3.3%	2.3%
Salary increases	3.0%	3%-5%	2.8%	3%-4.8%
Inflation rate (pensioners receive inflationary increases)	2.0%	2%-3.5%	1.8%	2%-3.2%
Life expectancy of a 60-year-old male	30.8	27.7-28.9	30.6	27.5-28.8
Life expectancy of a 60-year-old female	33.7	29.2-30.3	33.5	29.1-30.2

**Sensitivity to changes in significant assumptions**

The table below shows the impact of changes in assumptions on the defined benefit obligation for the WGB. No reasonably possible changes in the assumptions of the Group's other defined benefit plans would have a material impact on the defined benefit obligation.

Change in assumption	Increase in obligation	
	2017	2016
0.5% decrease in discount rate	116	146
0.5% increase in annual salary increases	10	19
0.5% increase in inflation rate (pensioners receive inflationary increases)	106	122
1 year increase in life expectancy	29	42

**Asset allocation**

Consolidated and Parent Entity	2017		2016	
	Australian Funds	Overseas Funds	Australian Funds	Overseas Funds
%				
Cash	4%	2%	2%	2%
Equity instruments	44%	13%	42%	20%
Debt instruments	29%	65%	26%	59%
Property	10%	10%	9%	10%
Other Assets	13%	10%	21%	9%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Equity and debt instruments are mainly quoted assets while property and other assets are mainly unquoted. Other assets include infrastructure funds and private equity funds.

## OTHER

### Note 39. Auditor's remuneration

The fees payable to the auditor, PricewaterhouseCoopers (PwC), and overseas firms belonging to the PwC network of firms were:

\$'000	Consolidated		Parent Entity	
	2017	2016	2017	2016
<b>Audit and audit-related fees</b>				
<b>Audit fees</b>				
PwC Australia	17,886	18,233	17,833	18,189
Overseas PwC network firms	3,225	3,086	852	564
<b>Total audit fees</b>	<b>21,111</b>	<b>21,319</b>	<b>18,685</b>	<b>18,753</b>
<b>Audit-related fees</b>				
PwC Australia	3,938	1,485	3,739	1,380
Overseas PwC network firms	68	126	65	-
<b>Total audit-related fees</b>	<b>4,006</b>	<b>1,611</b>	<b>3,804</b>	<b>1,380</b>
<b>Total audit and audit-related fees</b>	<b>25,117</b>	<b>22,930</b>	<b>22,489</b>	<b>20,133</b>
<b>Tax fees</b>				
PwC Australia	5	23	-	23
Overseas PwC network firms	8	-	-	-
<b>Total tax fees</b>	<b>13</b>	<b>23</b>	<b>-</b>	<b>23</b>
<b>Other fees</b>				
PwC Australia	1,853	2,380	912	2,176
Overseas PwC network firms	90	614	90	142
<b>Total other fees</b>	<b>1,943</b>	<b>2,994</b>	<b>1,002</b>	<b>2,318</b>
<b>Total audit and non-audit fees</b>	<b>27,073</b>	<b>25,947</b>	<b>23,491</b>	<b>22,474</b>

Fees payable to the auditor have been categorised as follows:

Audit	The year end audit, half-year review and comfort letters associated with debt issues and capital raisings.
Audit-related	Consultations regarding accounting standards and reporting requirements, regulatory compliance reviews and assurance related to debt and capital offerings.
Tax	Tax compliance and tax advisory services.
Other	Various services including systems assurance, compliance advice and controls reviews.

It is Westpac's policy to engage PwC on assignments additional to their statutory audit duties only if their independence is not impaired or seen to be impaired and where their expertise and experience with Westpac is important. All services were approved by the Audit Committee in accordance with the pre-approval policy and procedures.

PwC also received fees of \$6.0 million (2016: \$8.1 million) for various entities which are related to Westpac but not consolidated. These non-consolidated entities include entities sponsored by the Group, trusts of which a Westpac Group entity is trustee, manager or responsible entity, superannuation funds and pension funds.

### Note 40. Related party disclosures

#### Related parties

Westpac's related parties are those it controls or can exert significant influence over. Examples include subsidiaries, associates, joint ventures and superannuation plans as well as key management personnel and their related parties.

#### Key management personnel (KMP)

Key management personnel are those who, directly or indirectly, have authority and responsibility for planning, directing and controlling the activities of Westpac. This includes all Executive and Non-Executive Directors.

**Note 40. Related party disclosures (continued)**

**Parent Entity**

Westpac Banking Corporation is the ultimate parent company of the Group.

**Subsidiaries - Note 35**

The Parent Entity has the following related party transactions and balances with subsidiaries:

Type of transaction/balance	Details disclosed in
Balances due to / from subsidiaries	Balance Sheet
Dividend income / Transactions with subsidiaries	Note 4
Interest income	Note 3
Tax consolidated group transactions and undertakings	Note 7
Guarantees and undertakings	Note 31

The balances due to / from subsidiaries include a wide range of banking and other financial facilities.

The terms and conditions of related party transactions between the Parent Entity and subsidiaries are sometimes different to commercial terms and conditions. Related party transactions between the Parent Entity and subsidiaries eliminate on consolidation.

**Associates - Note 35**

The Group provides a wide range of banking and other financial facilities and funds management activities to its associates on commercial terms and conditions.

**Superannuation plans**

The Group contributed \$329 million (2016: \$318 million) to defined contribution plans and \$33 million to defined benefit plans (2016: \$61 million; refer to Note 38).

**Remuneration of KMP**

Total remuneration of the KMP was:

\$	Short-term Benefits	Post Employment Benefits	Other Long-term Benefits	Termination Benefits	Share-based Payments	Total
<b>Consolidated</b>						
2017	25,048,403	621,606	156,590	-	16,106,111	<b>41,932,710</b>
2016	24,423,422	577,061	220,264	-	16,177,450	41,398,197
<b>Parent Entity</b>						
2017	23,859,466	545,524	156,590	-	15,268,712	<b>39,830,292</b>
2016	23,265,771	500,968	220,264	-	15,230,171	39,217,174

**Other transactions with KMP**

KMP receive personal banking and financial investment services from the Group in the ordinary course of business. The terms and conditions, for example interest rates and collateral, and the risks to Westpac are comparable to transactions with other employees and did not involve more than the normal risk of repayment or present other unfavourable features.

Details of loans provided and the related interest charged to KMP and their related parties are as follows:

\$	Interest Payable for the Year	Closing Loan Balance	Number of KMP with Loans
2017	739,466	15,290,320	9
2016 <sup>1</sup>	709,238	16,388,429	9

<sup>1</sup> Balances have been revised to include additional individual loans as at 30 September 2016.

Further details of the KMP's remuneration, share rights and options and other transactions with KMP are included in the Remuneration report in Section 1.

## Note 40. Related party disclosures (continued)

### Options and share rights holdings

For compliance with SEC disclosure requirements, the following table sets out certain details of the performance options, performance share rights and unhurdled share rights held at 30 September 2017 by the CEO and other key management personnel (including their related parties):

	Latest Date of Exercise	Number of Share Rights	Number of Options	Exercise Price of Options
<b>Managing Director &amp; Chief Executive Officer</b>				
Brian Hartzler	Ranges from 1 October 2024 to 1 October 2031	664,710	-	n/a
<b>Group Executives</b>				
Lyn Cobley	Ranges from 1 October 2030 to 1 October 2031	179,282	-	n/a
Brad Cooper	Ranges from 1 October 2024 to 1 October 2031	316,120	-	n/a
David Curran	Ranges from 1 October 2024 to 1 October 2031	210,876	-	n/a
George Frazis	Ranges from 1 October 2024 to 1 October 2031	258,835	-	n/a
Alexandra Holcomb	Ranges from 1 October 2024 to 1 October 2031	242,930	-	n/a
Peter King	Ranges from 1 October 2024 to 1 October 2031	269,616	-	n/a
Rebecca Lim	Ranges from 1 October 2024 to 1 October 2031	101,518	-	n/a
David Linberg	Ranges from 1 October 2024 to 1 October 2031	196,484	-	n/a
David McLean	Ranges from 1 October 2024 to 1 October 2031	212,538	-	n/a
Christine Parker	Ranges from 1 October 2024 to 1 October 2031	219,225	-	n/a
Gary Thursby	Ranges from 1 October 2024 to 1 October 2031	112,636	-	n/a
<b>Former Group Executive</b>				
Philip Coffey	Ranges from 1 October 2024 to 1 October 2031	371,237	-	n/a

Further details of the equity holdings of KMP are included in the Remuneration report in Section 1.

## Note 41. Notes to the cash flow statements

### Accounting policy

Cash and cash equivalents includes cash held at branches and in ATMs, balances with overseas banks in their local currency and balances with central banks including accounts with the RBA and accounts with overseas central banks.

### Cash and balances with central banks

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Cash on hand	11,006	10,838	9,282	10,492	10,229
Balances with central banks	7,391	6,177	5,488	5,913	4,957
<b>Total cash and balances with central banks</b>	<b>18,397</b>	<b>17,015</b>	<b>14,770</b>	<b>16,405</b>	<b>15,186</b>

## Notes to the financial statements

### Note 41. Notes to the cash flow statements (continued)

Reconciliation of net cash provided by/(used in) operating activities to net profit for the year is set out below:

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
Net profit for the year	7,997	7,460	8,068	7,843	6,307
Adjustments:					
Depreciation, amortisation and impairment	1,269	1,208	1,671	1,122	1,061
Impairment charges	1,021	1,261	884	991	1,016
Net (decrease)/increase in current and deferred tax	(34)	(285)	(78)	(572)	(706)
(Increase)/decrease in accrued interest receivable	(75)	25	115	(81)	9
(Decrease)/increase in accrued interest payable	148	(47)	(291)	154	(39)
(Decrease)/increase in provisions	42	(68)	(31)	28	(64)
Other non-cash items	(242)	(311)	(1,379)	219	(246)
Cash flows from operating activities before changes in operating assets and liabilities	10,126	9,243	8,959	9,704	7,338
Net (increase)/decrease in derivative financial instruments	(5,042)	(5,107)	11,730	(5,378)	(3,796)
Net (increase)/decrease in life insurance assets and liabilities	219	(253)	(191)	-	-
(Increase)/decrease in other operating assets:					
Trading securities and financial assets designated at fair value	(5,054)	6,755	21,538	(5,194)	6,706
Loans	(26,815)	(38,082)	(39,569)	(27,677)	(35,852)
Receivables due from other financial institutions	2,653	(896)	(1,000)	1,817	(128)
Regulatory deposits with central banks overseas	308	(209)	497	294	(219)
Other assets	200	(476)	95	136	4
(Decrease)/increase in other operating liabilities:					
Other financial liabilities at fair value through income statement	(681)	(4,488)	(10,027)	(325)	(4,861)
Deposits and other borrowings	23,062	38,771	8,526	22,518	33,508
Payables due to other financial institutions	3,859	(73)	(1,194)	3,792	459
Other liabilities	(15)	312	95	78	284
<b>Net cash provided by/(used in) operating activities</b>	<b>2,820</b>	<b>5,497</b>	<b>(541)</b>	<b>(235)</b>	<b>3,443</b>



## Note 41. Notes to the cash flow statements (continued)

### Details of the assets and liabilities over which control ceased

Details of the entities over which control ceased are provided in Note 35.

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Assets:</b>					
Cash and balances with central banks	-	138	95	-	138
Trading securities and financial assets designated at fair value	-	-	75	-	-
Available-for-sale securities	-	1	90	-	1
Loans	-	132	226	-	132
Regulatory deposits with central banks overseas	-	5	8	-	5
Property and equipment	-	3	11	-	3
Deferred tax assets	-	1	36	-	1
Intangible assets	-	1	450	-	1
Other assets	-	27	84	-	27
<b>Total assets</b>	-	<b>308</b>	<b>1,075</b>	-	<b>308</b>
<b>Liabilities:</b>					
Deposits and other borrowings	-	264	267	-	264
Debt issues	-	-	20	-	-
Current tax liabilities	-	2	14	-	2
Provisions	-	1	98	-	1
Deferred tax liabilities	-	-	23	-	-
Other liabilities	-	6	55	-	6
<b>Total liabilities</b>	-	<b>273</b>	<b>477</b>	-	<b>273</b>
<b>Net assets</b>	-	<b>35</b>	<b>598</b>	-	<b>35</b>
Non-controlling interests	-	-	(84)	-	-
<b>Total equity attributable to owners of Westpac Banking Corporation</b>	-	<b>35</b>	<b>514</b>	-	<b>35</b>
Cash proceeds (net of transaction costs)	-	34	743	-	34
Fair value of retained interest	-	-	745	-	-
<b>Total consideration</b>	-	<b>34</b>	<b>1,488</b>	-	<b>34</b>
Reserves recycled to income statement	-	2	62	-	2
<b>Gain/(loss) on disposal</b>	-	<b>1</b>	<b>1,036</b>	-	<b>1</b>
<b>Reconciliation of cash proceeds from disposal</b>					
Cash proceeds received (net of transaction costs)	-	34	743	-	34
Less: Cash deconsolidated	-	(138)	(95)	-	(138)
<b>Cash consideration (paid)/received (net of transaction costs and cash held)</b>	-	<b>(104)</b>	<b>648</b>	-	<b>(104)</b>

### Non-cash financing activities

\$m	Consolidated			Parent Entity	
	2017	2016	2015	2017	2016
<b>Shares issued under the dividend reinvestment plan</b>	<b>1,452</b>	<b>726</b>	<b>1,412</b>	<b>1,452</b>	<b>726</b>

### Restricted cash

The amount of cash and cash equivalents not available for use at 30 September 2017 was \$38 million (2016: \$48 million) for the Group and nil for the parent entity (2016: nil).

## Note 42. Subsequent events

On 3 November 2017, the Group announced that it had entered into an agreement with Northhill Capital regarding the sale of its interest in Hastings Management Pty Limited (HMPL). The proposed sale is subject to confirmatory due diligence and regulatory approvals.

No other matters have arisen since the year ended 30 September 2017 which is not otherwise dealt with in this report, that has significantly affected or may significantly affect the operations of the Group, the results of its operations or the state of affairs of the Group in subsequent periods.

**Directors' declaration**

In the Directors' opinion:

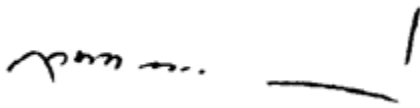
- a. the financial statements and notes set out in 'Section 3 – Financial report for the year ended 30 September 2017' are in accordance with the *Corporations Act 2001*, including:
  - i. complying with Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
  - ii. giving a true and fair view of Westpac Banking Corporation and the Group's financial position as at 30 September 2017 and of their performance for the financial year ended on that date; and
- b. there are reasonable grounds to believe that Westpac will be able to pay its debts as and when they become due and payable.

Note 1(a) includes a statement that the financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declaration by the Chief Executive Officer and the Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.

For and on behalf of the Board.



Lindsay Maxsted  
Chairman

Sydney  
6 November 2017



Brian Hartzler  
Managing Director &  
Chief Executive Officer

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## Management's report on internal control over financial reporting

The following report is required by rules of the US Securities and Exchange Commission.

The management of Westpac is responsible for establishing and maintaining adequate internal control over financial reporting for Westpac as defined in Rule 13a – 15 (f) under the *Securities Exchange Act of 1934*, as amended. Westpac's internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable accounting standards.

Westpac's internal control over financial reporting includes policies and procedures that: pertain to the maintenance of records that in reasonable detail accurately reflect the transactions and dispositions of the assets of Westpac and its consolidated entities; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable accounting standards, and that receipts and expenditures of Westpac are being made only in accordance with authorizations of management and directors of Westpac and its consolidated entities; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the assets of Westpac and its consolidated entities that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Westpac management, with the participation of the CEO and CFO, assessed the effectiveness of Westpac's internal control over financial reporting as of 30 September 2017 based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its 2013 Internal Control-Integrated Framework. Based on this assessment, management has concluded that Westpac's internal control over financial reporting as of 30 September 2017 was effective.

The effectiveness of Westpac's internal control over financial reporting as of 30 September 2017 has been audited by PricewaterhouseCoopers, an independent registered public accounting firm, as stated in their report which is included herein.



## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Westpac Banking Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated cash flow statements present fairly, in all material respects, the financial position of Westpac Banking Corporation (the 'Corporation') and its subsidiaries at 30 September 2017 and 30 September 2016, and the results of their operations and their cash flows for each of the three years in the period ended 30 September 2017 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of 30 September 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included under the heading 'Management's Report on Internal Control over Financial Reporting' in the accompanying financial statements. Our responsibility is to express opinions on these financial statements and on the Corporation's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and International Standards on Auditing. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Our audits of the consolidated financial statements of the Corporation and its subsidiaries was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The Corporation has included parent entity only information on the face of the consolidated financial statements and other parent entity only disclosures in the notes to the financial statements. Such parent entity only information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements presented in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Such information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements, and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A handwritten signature in cursive script that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers  
Sydney, Australia  
6 November 2017

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# 04

Shareholding information

Additional information

Information for shareholders

Glossary of abbreviations and defined terms

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# Shareholding information

## Westpac ordinary shares

### Top 20 ordinary shareholders as at 4 October 2017

	Number of Fully Paid Ordinary Shares	% Held
HSBC Custody Nominees (Australia) Limited	811,030,138	23.89
J P Morgan Nominees Australia Limited	420,061,024	12.38
Citigroup Nominees Pty Limited	178,955,828	5.27
National Nominees Limited	141,407,769	4.17
BNP Paribas Nominees Pty Ltd	74,418,788	2.19
BNP Paribas Noms Pty Ltd	41,832,919	1.23
Citigroup Nominees Pty Limited	38,476,758	1.13
HSBC Custody Nominees (Australia) Limited	22,509,159	0.66
Australian Foundation Investment Company Limited	15,545,000	0.46
AMP Life Limited	13,085,344	0.39
Argo Investments Limited	11,116,768	0.33
Milton Corporation Limited	10,490,827	0.31
IOOF Investment Management Limited	5,147,258	0.15
Navigator Australia Ltd	5,119,236	0.15
Nulis Nominees (Australia) Limited	4,648,669	0.14
UBS Nominees Pty Ltd	4,313,715	0.13
Netwealth Investments Limited	3,632,822	0.11
JMB Pty Ltd	3,145,364	0.09
BNP Paribas Nominees Pty Ltd	2,770,466	0.08
HSBC Custody Nominees (Australia) Limited - A/C 2	2,541,183	0.07
<b>Total of Top 20 registered shareholders<sup>1</sup></b>	<b>1,810,249,035</b>	<b>53.33</b>

As at 4 October 2017 there were 633,272 holders of our ordinary shares compared to 641,374 in 2016 and 633,881 in 2015<sup>2</sup>. Ordinary shareholders with a registered address in Australia held approximately 98% of our fully paid share capital at 4 October 2017 (approximately 98% in 2016 and 98% in 2015).

#### Substantial shareholders as at 4 October 2017

As at 4 October 2017 BlackRock Group (comprised of BlackRock Inc. and its subsidiaries) had a 'substantial holding' of our shares within the meaning of the Corporations Act. A person has a substantial holding of our shares if the total votes attached to our voting shares in which they or their associates have relevant interests is 5% or more of the total number of votes attached to all our voting shares. The above table of the Top 20 ordinary shareholders includes shareholders that may hold shares for the benefit of third parties. As detailed below, BlackRock Group became a substantial shareholder on 4 April 2017.

#### Significant changes in ordinary share ownership of substantial shareholders

On 30 March 2017, BlackRock Group became a substantial shareholder holding 167,986,663 ordinary shares (5.00% of total votes outstanding). They ceased to be a substantial shareholder on 31 March 2017. On 4 April 2017, BlackRock Group became a substantial shareholder holding 167,878,165 ordinary shares (5.00% of total votes outstanding). There have been no other changes in ordinary share ownership of substantial shareholders notified to Westpac since that date.

#### Control of registrant

We are not directly or indirectly owned or controlled by any other corporation(s) or by any foreign government. Refer to the section 'Exchange controls and other limitations affecting security holders', which provides information on the *Foreign Acquisitions and Takeovers Act 1975*, *Corporations Act 2001* and *Financial Sector (Shareholdings) Act 1998*, which impose limits on equity holdings.

At 30 September 2017, our Directors and Executive Officers owned beneficially, directly or indirectly, an aggregate of 771,859 (0.02%) of the fully paid ordinary shares outstanding.

<sup>1</sup> As recorded on the share register by holder reference number.

<sup>2</sup> Numbers include employee holdings previously consolidated on the share registry.

## Shareholding information

### Analysis by range of holdings of ordinary shares as at 4 October 2017

Number of Shares	Number of Holders		Number of Fully Paid Ordinary Shares		Number of Holders of Share Options and Rights
	of Fully Paid Ordinary Shares	%	Ordinary Shares	%	
1 – 1,000	355,416	56.12	129,437,886	3.81	25
1,001 – 5,000	213,689	33.74	479,399,802	14.12	54
5,001 – 10,000	38,340	6.06	265,081,019	7.81	10
10,001 – 100,000	25,176	3.98	522,397,578	15.39	81
100,001 and over	651	0.10	1,998,047,994	58.87	16
<b>Totals</b>	<b>633,272</b>	<b>100.00</b>	<b>3,394,364,279</b>	<b>100.00</b>	<b>186</b>

There were 12,748 shareholders holding less than a marketable parcel (\$500) based on a market price of \$31.86 at the close of trading on 4 October 2017.

#### Voting rights of ordinary shares

Holders of our fully paid ordinary shares have, at general meetings (including special general meetings), one vote on a show of hands and, upon a poll, one vote for each fully paid ordinary share held by them.



## Westpac Convertible Preference Shares (Westpac CPS)

### Top 20 holders of Westpac CPS as at 4 October 2017

	Number of Westpac CPS	% Held
HSBC Custody Nominees (Australia) Limited	518,627	4.36
National Nominees Limited	241,288	2.03
Navigator Australia Ltd	209,245	1.76
IOOF Investment Management Limited	186,446	1.57
Nulis Nominees (Australia) Limited	181,088	1.52
J P Morgan Nominees Australia Limited	143,557	1.21
Australian Executor Trustees Limited	141,078	1.19
Netwealth Investments Limited	112,403	0.95
BT Portfolio Services Limited	100,000	0.84
Dimbulu Pty Ltd	70,000	0.59
HSBC Custody Nominees (Australia) Limited	66,674	0.56
BNP Paribas Noms Pty Ltd	65,104	0.55
BNP Paribas Nominees Pty Ltd	63,022	0.53
Mrs Linda Anne Van Lieshout	60,000	0.50
Eastcote Pty Ltd	50,000	0.42
JMB Pty Ltd	50,000	0.42
Randazzo C & G Developments Pty Ltd	50,000	0.42
Netwealth Investments Limited	45,653	0.38
Citigroup Nominees Pty Limited	38,722	0.33
Avanteos Investments Limited	30,000	0.25
<b>Total of Top 20 registered holders<sup>1</sup></b>	<b>2,422,907</b>	<b>20.38</b>

<sup>1</sup> As recorded on the holder register by holder reference number.

### Analysis by range of holdings of Westpac CPS as at 4 October 2017

Number of Securities	Number of Holders of		Number of	
	Westpac CPS	%	Westpac CPS	%
1 – 1,000	16,497	91.72	5,136,946	43.19
1,001 – 5,000	1,322	7.35	2,852,165	23.98
5,001 – 10,000	103	0.57	798,840	6.71
10,001 – 100,000	57	0.32	1,371,922	11.54
100,001 and over	8	0.04	1,733,732	14.58
<b>Totals</b>	<b>17,987</b>	<b>100.00</b>	<b>11,893,605</b>	<b>100.00</b>

There were seven security holders holding less than a marketable parcel (\$500) of Westpac CPS based on a market price of \$100.68 at the close of trading on 4 October 2017.

**Westpac Capital Notes****Top 20 holders of Westpac Capital Notes as at 4 October 2017**

	Number of Westpac Capital Notes	% Held
HSBC Custody Nominees (Australia) Limited	679,364	4.91
BNP Paribas Noms Pty Ltd	280,026	2.02
J P Morgan Nominees Australia Limited	201,898	1.46
BT Portfolio Services Limited	200,000	1.45
IOOF Investment Management Limited	180,802	1.31
Australian Executor Trustees Limited	175,097	1.27
National Nominees Limited	164,103	1.19
Citigroup Nominees Pty Limited	159,180	1.15
HSBC Custody Nominees (Australia) Limited - A/C 2	112,391	0.81
Navigator Australia Pty Ltd	104,504	0.76
Netwealth Investments Limited	97,862	0.71
BNP Paribas Nominees Pty Ltd	96,231	0.70
V S Access Pty Ltd	90,000	0.65
Nulis Nominees (Australia) Limited	85,473	0.62
Royal Freemasons Benevolent Institution	50,000	0.36
Mr Alexander Shaw	50,000	0.36
Willimbury Pty Ltd	50,000	0.36
Mutual Trust Pty Ltd	35,721	0.26
IOOF Investment Management Limited	33,139	0.24
Plougastel Pty Ltd	30,000	0.22
<b>Total of Top 20 registered holders<sup>1</sup></b>	<b>2,875,791</b>	<b>20.81</b>

<sup>1</sup> As recorded on the holder register by holder reference number.

**Analysis by range of holdings of Westpac Capital Notes as at 4 October 2017**

Number of Securities	Number of Holders of		Number of	
	Westpac Capital Notes	%	Westpac Capital Notes	%
1 – 1,000	17,128	89.93	5,682,593	41.07
1,001 – 5,000	1,744	9.16	3,638,142	26.30
5,001 – 10,000	112	0.59	882,018	6.37
10,001 – 100,000	51	0.27	1,375,572	9.94
100,001 and over	10	0.05	2,257,365	16.32
<b>Totals</b>	<b>19,045</b>	<b>100.00</b>	<b>13,835,690</b>	<b>100.00</b>

There were six security holders holding less than a marketable parcel (\$500) of Westpac Capital Notes based on a market price of \$101.30 at the close of trading on 4 October 2017.

## Westpac Capital Notes 2

### Top 20 holders of Westpac Capital Notes 2 as at 4 October 2017

	Number of Westpac Capital Notes 2	% Held
HSBC Custody Nominees (Australia) Limited	545,442	4.16
Citigroup Nominees Pty Limited	539,680	4.12
BT Portfolio Services Limited	250,000	1.91
Navigator Australia Ltd	154,852	1.18
Nulis Nominees (Australia) Limited	138,079	1.05
National Nominees Limited	126,110	0.96
Netwealth Investments Limited	116,930	0.89
HSBC Custody Nominees (Australia) Limited - A/C 2	111,609	0.85
IOOF Investment Management Limited	96,551	0.74
BNP Paribas Nominees Pty Ltd	83,202	0.63
Netwealth Investments Limited	74,798	0.57
Rakio Pty Ltd	63,000	0.48
Alsop Pty Ltd	60,000	0.46
BNP Paribas Noms Pty Ltd	59,571	0.45
Dimbulu Pty Ltd	51,000	0.39
Domer Mining Co P/L	50,000	0.38
Royal Freemasons Benevolent Institution	50,000	0.38
Randazzo C & G Developments Pty Ltd	50,000	0.38
Longhurst Management Services Pty Ltd	49,267	0.38
Pratt Property Group Pty Ltd	48,825	0.37
<b>Total of Top 20 registered holders<sup>1</sup></b>	<b>2,718,916</b>	<b>20.73</b>

<sup>1</sup> As recorded on the holder register by holder reference number.

### Analysis by range of holdings of Westpac Capital Notes 2 as at 4 October 2017

Number of Securities	Number of Holders of		Number of	
	Westpac Capital Notes 2	%	Westpac Capital Notes 2	%
1 – 1,000	14,278	88.44	4,881,750	37.25
1,001 – 5,000	1,658	10.27	3,471,453	26.49
5,001 – 10,000	127	0.79	947,969	7.23
10,001 – 100,000	73	0.45	1,821,831	13.90
100,001 and over	8	0.05	1,982,702	15.13
<b>Totals</b>	<b>16,144</b>	<b>100.00</b>	<b>13,105,705</b>	<b>100.00</b>

There were five security holders holding less than a marketable parcel (\$500) of Westpac Capital Notes 2 based on a market price of \$100.00 at the close of trading on 4 October 2017.

**Westpac Capital Notes 3****Top 20 holders of Westpac Capital Notes 3 as at 4 October 2017**

	Number of Westpac Capital Notes 3	% Held
HSBC Custody Nominees (Australia) Limited	921,805	6.96
JDB Services Pty Ltd	270,000	2.04
Navigator Australia Ltd	203,500	1.54
Citigroup Nominees Pty Limited	166,278	1.26
Nulis Nominees (Australia) Limited	148,445	1.12
National Nominees Limited	103,669	0.78
Balanced Property Pty Ltd	100,000	0.76
Seymour Group Pty Ltd	76,774	0.58
HSBC Custody Nominees (Australia) Limited - A/C 2	68,558	0.52
Netwealth Investments Limited	66,976	0.51
V S Access Pty Ltd	60,000	0.45
Barob Pty Limited	50,000	0.38
Dimbulu Pty Ltd	50,000	0.38
JMB Pty Ltd	50,000	0.38
KMJ Pty Ltd	50,000	0.38
Randazzo C & G Developments Pty Ltd	50,000	0.38
The Walter and Eliza Hall Institute of Medical Research	50,000	0.38
Marshstoke Pty Ltd	47,000	0.35
Jove Pty Ltd	44,550	0.34
BNP Paribas Nominees Pty Ltd	43,193	0.33
<b>Total of Top 20 registered holders<sup>1</sup></b>	<b>2,620,748</b>	<b>19.82</b>

<sup>1</sup> As recorded on the holder register by holder reference number.

**Analysis by range of holdings of Westpac Capital Notes 3 as at 4 October 2017**

Number of Securities	Number of Holders of		Number of	
	Westpac Capital Notes 3	%	Westpac Capital Notes 3	%
1 – 1,000	13,696	88.98	4,720,787	35.64
1,001 – 5,000	1,482	9.63	3,329,539	25.14
5,001 – 10,000	120	0.78	994,801	7.51
10,001 – 100,000	88	0.57	2,385,456	18.01
100,001 and over	6	0.04	1,813,697	13.70
<b>Totals</b>	<b>15,392</b>	<b>100.00</b>	<b>13,244,280</b>	<b>100.00</b>

There were two security holders holding less than a marketable parcel (\$500) of Westpac Capital Notes 3 based on a market price of \$103.50 at the close of trading on 4 October 2017.

## Westpac Capital Notes 4

### Top 20 holders of Westpac Capital Notes 4 as at 4 October 2017

	Number of Westpac Capital Notes 4	% Held
BNP Paribas Nominees Pty Ltd	3,000,000	17.63
HSBC Custody Nominees (Australia) Limited	960,561	5.64
Citigroup Nominees Pty Limited	278,585	1.64
Nora Goodridge Investments Pty	200,000	1.18
National Nominees Limited	178,528	1.05
HSBC Custody Nominees (Australia) Limited - A/C 2	151,844	0.89
Netwealth Investments Limited	148,690	0.87
J P Morgan Nominees Australia Limited	132,856	0.78
BNP Paribas Noms Pty Ltd	132,729	0.78
Mutual Trust Pty Ltd	123,817	0.73
Zashvin Pty Ltd	104,000	0.61
Dimbulu Pty Ltd	100,000	0.59
G Harvey Nominees Pty Ltd	100,000	0.59
Tandom Pty Ltd	80,000	0.47
Navigator Australia Ltd	78,143	0.46
Nulis Nominees (Australia) Limited	66,917	0.39
Willimbury Pty Ltd	60,000	0.35
Australian Executor Trustees Limited	58,859	0.35
Netwealth Investments Limited	51,817	0.30
V S Access Pty Ltd	51,570	0.30
<b>Total of Top 20 registered holders<sup>1</sup></b>	<b>6,058,916</b>	<b>35.60</b>

<sup>1</sup> As recorded on the holder register by holder reference number.

### Analysis by range of holdings of Westpac Capital Notes 4 as at 4 October 2017

Number of Securities	Number of Holders of		Number of	
	Westpac Capital Notes 4	%	Westpac Capital Notes 4	%
1 – 1,000	15,892	89.53	5,218,307	30.66
1,001 – 5,000	1,635	9.21	3,483,779	20.47
5,001 – 10,000	144	0.81	1,103,731	6.49
10,001 – 100,000	69	0.39	1,803,107	10.59
100,001 and over	11	0.06	5,411,610	31.79
<b>Totals</b>	<b>17,751</b>	<b>100.00</b>	<b>17,020,534</b>	<b>100.00</b>

There were seven security holders holding less than a marketable parcel (\$500) of Westpac Capital Notes 4 based on a market price of \$106.12 at the close of trading on 4 October 2017.

## Shareholding information

### Voting rights of Westpac CPS, Westpac Capital Notes, Westpac Capital Notes 2, Westpac Capital Notes 3 and Westpac Capital Notes 4

In accordance with the terms of issue, holders of Westpac CPS have no right to vote at any general meeting of Westpac except in the following circumstances:

- a. on a proposal:
  - to reduce the share capital of Westpac;
  - that affects rights attached to Westpac CPS;
  - to wind up Westpac; or
  - for the disposal of the whole of the property, business and undertaking of Westpac;
- b. on a resolution to approve the terms of a share buy-back agreement, other than a resolution to approve a redemption of Westpac CPS;
- c. during a period in which a dividend (or part of a dividend) in respect of Westpac CPS is in arrears; or
- d. during the winding up of Westpac.

When entitled to vote at a general meeting of Westpac in respect of the matters listed above, holders of Westpac CPS are entitled to exercise one vote on a show of hands and one vote for each Westpac CPS held on a poll.

Holders of Westpac CPS have the same rights as the holders of Westpac's ordinary shares in relation to receiving notices, reports and financial statements, and attending and being heard at all general meetings of Westpac.

In accordance with the terms of issue, holders of Westpac Capital Notes, Westpac Capital Notes 2, Westpac Capital Notes 3 and Westpac Capital Notes 4 have no right to vote at any general meeting of Westpac before conversion into Westpac ordinary shares.

If conversion occurs (in accordance with the applicable terms of issue), holders of Westpac CPS, Westpac Capital Notes, Westpac Capital Notes 2, Westpac Capital Notes 3 or Westpac Capital Notes 4 (as applicable) will become holders of Westpac ordinary shares and have the voting rights that attach to Westpac ordinary shares.

### Domicile<sup>1</sup> of ordinary shareholders as at 4 October 2017

	Number of Holders	% of Holdings	Number of Issued Shares and Options	% of Issued Shares and Options
Australia	605,748	95.65	3,336,893,427	98.31
New Zealand	23,333	3.69	42,465,552	1.25
United Kingdom	1,580	0.25	3,036,817	0.09
United States	575	0.09	1,437,408	0.04
Other overseas	2,036	0.32	10,531,075	0.31
<b>Total</b>	<b>633,272</b>	<b>100.00</b>	<b>3,394,364,279</b>	<b>100.00</b>

### Domicile<sup>1</sup> of holders of Westpac CPS as at 4 October 2017

	Number of Holders	% of Holdings	Number of Issued Westpac CPS	% of Issued Westpac CPS
Australia	17,969	99.90	11,886,645	99.94
New Zealand	5	0.03	2,550	0.02
United Kingdom	6	0.03	2,250	0.02
United States	4	0.02	330	0.00
Other overseas	3	0.02	1,830	0.02
<b>Total</b>	<b>17,987</b>	<b>100.00</b>	<b>11,893,605</b>	<b>100.00</b>

### Domicile<sup>1</sup> of holders of Westpac Capital Notes as at 4 October 2017

	Number of Holders	% of Holdings	Number of Issued Westpac Capital Notes	% of Issued Westpac Capital Notes
Australia	19,015	99.84	13,804,590	99.78
New Zealand	2	0.01	17,150	0.13
United Kingdom	10	0.05	7,650	0.06
United States	5	0.03	1,745	0.01
Other overseas	13	0.07	4,555	0.02
<b>Total</b>	<b>19,045</b>	<b>100.00</b>	<b>13,835,690</b>	<b>100.00</b>

<sup>1</sup> Based on registered address of holder.

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**Domicile<sup>1</sup> of holders of Westpac Capital Notes 2 as at 4 October 2017**

	<b>Number of Holders</b>	<b>% of Holdings</b>	<b>Number of Issued Westpac Capital Notes 2</b>	<b>% of Issued Westpac Capital Notes 2</b>
Australia	16,130	99.90	13,100,028	99.96
New Zealand	1	0.01	404	0.00
United Kingdom	3	0.02	1,680	0.02
United States	1	0.01	782	0.01
Other overseas	9	0.06	2,811	0.01
<b>Total</b>	<b>16,144</b>	<b>100.00</b>	<b>13,105,705</b>	<b>100.00</b>

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**Domicile<sup>1</sup> of holders of Westpac Capital Notes 3 as at 4 October 2017**

	<b>Number of Holders</b>	<b>% of Holdings</b>	<b>Number of Issued Westpac Capital Notes 3</b>	<b>% of Issued Westpac Capital Notes 3</b>
Australia	15,370	99.86	13,192,567	99.61
New Zealand	5	0.03	2,600	0.02
United Kingdom	2	0.01	800	0.01
United States	2	0.01	1,150	0.01
Other overseas	13	0.09	47,163	0.35
<b>Total</b>	<b>15,392</b>	<b>100.00</b>	<b>13,244,280</b>	<b>100.00</b>

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**Domicile<sup>1</sup> of holders of Westpac Capital Notes 4 as at 4 October 2017**

	<b>Number of Holders</b>	<b>% of Holdings</b>	<b>Number of Issued Westpac Capital Notes 4</b>	<b>% of Issued Westpac Capital Notes 4</b>
Australia	17,733	99.90	17,002,569	99.89
New Zealand	3	0.01	1,600	0.01
United Kingdom	1	0.01	75	0.00
United States	1	0.01	250	0.00
Other overseas	13	0.07	16,040	0.10
<b>Total</b>	<b>17,751</b>	<b>100.00</b>	<b>17,020,534</b>	<b>100.00</b>

<sup>1</sup> Based on registered address of holder.

## Shareholding information

### Market price information

The principal listing of our ordinary shares is on the ASX. American Depositary Shares (ADS), each representing one ordinary share, are listed on the NYSE<sup>1</sup>.

The tables below set forth, for the calendar periods indicated, the reported high and low market quotations for our ordinary shares on the ASX based on its daily official list and for our ADS on the NYSE.

Financial year ending	Per Ordinary Share in A\$ <sup>2</sup>		Per ADS in US\$ <sup>1</sup>	
	High	Low	High	Low
September 2017	35.39	28.92	27.05	21.23
September 2016	33.74	27.57	25.20	20.13
September 2015	40.07	29.10	31.18	20.43
September 2014	35.99	30.00	33.31	26.70
September 2013	34.79	24.23	175.29	27.98

Quarter ending	Per Ordinary Share in A\$		Per ADS in US\$	
	High	Low	High	Low
2017:				
September	32.85	30.30	26.16	23.29
June	35.30	29.40	26.66	22.30
March	35.39	31.52	27.00	23.87
2016:				
December	33.00	28.92	23.48	22.96
September	31.29	27.83	23.80	21.16
June	32.00	27.57	24.47	20.46
March	33.46	27.69	25.20	20.13
2015:				
December	33.74	29.58	24.30	21.14
September	35.15	29.10	25.79	20.43
June	40.07	31.00	30.77	23.92
March	39.89	32.38	31.18	26.44
2014:				
December	34.94	31.33	31.07	25.80
September	35.37	31.40	33.00	27.66
June	35.99	33.39	33.16	31.09
March	34.82	30.00	32.06	26.70

Month ending – 2017	Per Ordinary Share in A\$		Per ADS in US\$	
	High	Low	High	Low
September	32.28	30.66	25.57	24.71
August	32.85	30.91	26.16	24.00
July	32.76	30.30	26.07	23.11
June	31.37	29.40	23.94	22.17
May	35.30	29.88	26.72	22.66
April	35.28	33.81	26.68	25.51

<sup>1</sup> On 19 August 2013, the ratio changed from one ADS representing five Westpac fully paid ordinary shares to one ADS representing one Westpac fully paid ordinary share.

<sup>2</sup> Australian dollar (A\$) market price information is intraday high and low trading prices. US dollar (US\$) market price information is closing prices.



### Fees and charges payable by a holder of Westpac ADS

The depositary for Westpac's ADS program, The Bank of New York Mellon (the Depositary), collects fees for delivery and surrender of ADS directly from investors depositing ordinary shares or surrendering ADS for the purpose of withdrawal or from intermediaries acting for them. The Depositary may also collect fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of the distributable property to pay the fees.

The charges of the Depositary payable by investors are as follows:

Type of Service	Depositary Actions	Fee
Depositing or substituting the underlying shares.	Delivery of ADS against the deposit of ordinary shares, including deposits and issuances in respect of: <ul style="list-style-type: none"><li>share distributions, stock splits, rights, mergers; and</li><li>exchange of securities or other transactions or events or other distribution affecting the ADS or deposited securities.</li></ul>	US\$5.00 or less per 100 ADS (or portion thereof) evidenced by the new ADS delivered.
Receiving or distributing cash dividends.	Distribution of cash dividends.	US\$0.05 or less per ADS.
Withdrawing an underlying ordinary share.	Acceptance of ADS surrendered for withdrawal of deposited ordinary shares.	US\$5.00 or less for each 100 ADS (or portion thereof) evidenced by the ADS surrendered.
General depositary services, particularly those charged on an annual basis.	Other services performed by the Depositary in administering the ADS program.	US\$0.05 or less per ADS.
Expenses of the Depositary.	Expenses incurred on behalf of holders in connection with: <ul style="list-style-type: none"><li>taxes and other governmental charges;</li><li>cable, telex and facsimile transmission/delivery;</li><li>transfer or registration fees, if applicable, for the registration of transfers or underlying ordinary shares; and</li><li>expenses of the Depositary in connection with the conversion of foreign currency into US dollars (which are paid out of such foreign currency).</li></ul>	Expenses payable at the sole discretion of the Depositary by billing holders or by deducting charges from one or more cash dividends or other cash distributions.

### Fees and payments made by the Depositary to Westpac

The Depositary has agreed to reimburse certain Westpac expenses related to Westpac's ADS program and incurred by Westpac in connection with the program, subject to certain limits. The Depositary has also agreed to waive certain of its fees for standard costs associated with the maintenance and administration of the ADS program. The following table shows reimbursements made and fees waived during the year.

Category of Expense Reimbursed to Westpac or Fee Waived	Reimbursed or Waived for 2017
Investor relations	532,244.98
NYSE listing fees	59,500.00
<b>Total</b>	<b>591,744.98</b>

Under certain circumstances, including removal of the Depositary or termination of the ADS program by Westpac, Westpac is required to repay the Depositary certain amounts reimbursed and/or expenses paid to or on behalf of Westpac.

## Exchange controls and other limitations affecting security holders

### Australian exchange controls

Australian laws control and regulate or permit the control and regulation of a broad range of payments and transactions involving non-residents of Australia. Pursuant to a number of exemptions, authorities and approvals, there are no general restrictions from transferring funds from Australia or placing funds to the credit of non-residents of Australia. However, Australian foreign exchange controls are implemented from time to time against prescribed countries, entities and persons. At the present time, these include:

- a. withholding taxes in relation to remittances or dividends (to the extent they are unfranked) and interest payments;
- b. the financial sanctions administered by the Department of Foreign Affairs and Trade (DFAT) in accordance with the *Autonomous Sanctions Act 2011* and the *Autonomous Sanctions Regulations 2011*, specifically, in relation to transactions involving the transfer of funds or payments to, by the order of, or on behalf of individuals or entities including:
  - persons associated with the former Milosevic regime, and persons indicted or suspected of committing war crimes during the Balkan wars in the early 1990s;
  - persons or entities engaged in activities that seriously undermine democracy, respect for human rights and the rule of law in Zimbabwe;
  - certain persons or entities associated with the Democratic People's Republic of Korea's weapons of mass destruction program or missiles program;
  - certain persons or entities that have contributed to or are contributing to Iran's nuclear or missile program;
  - certain individuals and entities associated with the former Qadhafi regime in Libya;
  - certain individuals and entities supporting the Syrian regime or that are responsible for human rights abuses in Syria; and
  - persons who have been instrumental or complicit in the threat to the sovereignty and territorial integrity of Ukraine,
 without the prior approval of the Minister for Foreign Affairs;
- c. the United Nations Security Council (UNSC) financial sanctions administered by DFAT, including:
  - *Terrorist Asset Freezing Regime*  
In accordance with the *Charter of the United Nations Act 1945* and the Charter of the United Nations (Dealings with Assets) Regulations 2008, a person is prohibited from using or dealing with funds, financial assets or economic resources of persons or entities listed as terrorists by the Minister for Foreign Affairs in the Commonwealth of Australia Gazette. It is also a criminal offence to make assets available to such persons or entities; and

- *Country-based sanctions*

Under the *Charter of the United Nations Act 1945* and associated regulations, UNSC financial sanctions have been implemented. It is an offence to use or deal with funds, financial assets or economic resources of certain persons or entities associated with countries designated by the UNSC. It is also a criminal offence to make assets available to such persons or entities.

### Limitations affecting security holders

The following Australian laws impose limitations on the right of non-residents or non-citizens of Australia to hold, own or vote Westpac shares. All these limitations apply to the holders of the American Depositary Receipts (ADRs) evidencing ADS, issued by our Depository in the United States.

#### *Foreign Acquisitions and Takeovers Act 1975*

Acquisitions of interests in shares in Australian companies by foreign persons that meet certain thresholds are required to be notified to the Treasurer of Australia (through the Foreign Investment Review Board) and to obtain a no objections notification under the *Foreign Acquisitions and Takeovers Act 1975* (Cth). That legislation applies to any acquisition by a foreign person, including a corporation or group of associated foreign persons, which results in ownership of 20% or more of the issued shares of an Australian company or the ability to control 20% or more of the total voting power. In addition, the legislation applies to any acquisition by a foreign government investor of 10% or more of the total voting power or ownership of an Australian company (or any interest if the foreign government investor acquires a control element – for example the right to appoint a director). The legislation requires any persons proposing to make any such acquisition to first notify the Treasurer of their intention to do so. Where such an acquisition has already occurred in the absence of a no objections notification, the Treasurer has the power to order divestment if he considers the acquisition to be contrary to Australia's national interest.

#### *Financial Sector (Shareholdings) Act 1998*

The *Financial Sector (Shareholdings) Act 1998* (Cth) imposes restrictions on shareholdings in Australian financial sector companies (which includes Westpac). Under that legislation a person (including a corporation) may not hold more than a 15% 'stake' in a financial sector company without prior approval from the Treasurer of Australia. A person's stake in a financial sector company is equal to the aggregate of the person's voting power in the company and the voting power of the person's associates. The concept of voting power is broadly defined. The Treasurer may approve a higher percentage stake if the Treasurer is satisfied that it is in the national interest to do so.

In addition, even if a person's stake in a financial sector company does not exceed the 15% limit, the Treasurer has the power to declare that a person has 'practical control' of a financial sector company and require the person to relinquish that control or reduce their stake in that company.

#### *Corporations Act 2001*

The *Corporations Act 2001* (Cth) prohibits any person (including a corporation) from acquiring a relevant interest in our voting shares if, after the acquisition, that person or any

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other person would be entitled to exercise more than 20% of the voting power in our shares. The prohibition is subject to certain limited exceptions. In addition, under the Corporations Act, a person is required to give a notice to us and to the ASX providing certain prescribed information, including their name, address and details of their relevant interests in our voting shares if they begin to have, or cease to have, a substantial holding in us, or if they already have a substantial holding and there is a movement of at least 1% in their holding. Such notice must, generally, be provided within two business days after the person becomes aware of that information.

A person will have a substantial holding if the total votes attached to our voting shares in which they or their associates have relevant interests is 5% or more of the total number of votes attached to all our voting shares. The concepts of 'associate' and 'relevant interest' are broadly defined in the Corporations Act and investors are advised to seek their own advice on their scope. In general terms, a person will have a relevant interest in a share if they:

- a. are the holder of that share;
- b. have power to exercise, or control the exercise of, a right to vote attached to that share; or
- c. have power to dispose of, or control the exercise of a power to dispose of, that share.

It does not matter how remote the relevant interest is or how it arises. If two or more persons can jointly exercise any one of these powers, each of them is taken to have that power. Nor does it matter that the power or control is express or implied, formal or informal, exercisable either alone or jointly with someone else.

#### *The American Depositary Shares (ADS) agreement*

There is a Deposit Agreement between The Bank of New York Mellon as Depositary, and Westpac, and the record holders from time to time of all ADS. Holders of our ADS are subject to the foregoing limitations on the rights of non-residents or non-citizens of Australia to own or vote Westpac shares. Record holders of ADS are required by the Deposit Agreement to comply with our requests for information as to the capacity in which such holders own ADS and related ordinary shares as well as to the identity of any other person interested in such ADS and related ordinary shares and the nature of such interest.

#### *Enforceability of foreign judgments in Australia*

We are an Australian public corporation with limited liability. All of our Directors and Executive Officers reside outside the US. Substantially all or a substantial portion of the assets of all or many of such persons are located outside the US. As a result, it may not be possible for investors to effect service of process within the US upon such persons or to enforce against them judgments obtained in US courts predicated upon the civil liability provisions of the federal securities laws of the US. There may be doubt as to the enforceability in Australia, in original actions or in actions for enforcement of judgments of US courts, of civil liabilities predicated upon the federal securities laws of the US.

## **Taxation**

### **Australian taxation**

The following discussion is a summary of certain Australian taxation implications of the ownership and disposition of ordinary shares (including ADS) for shareholders holding their shares on capital account. This discussion is based on the laws in force at the date of the Annual Report and the Convention between the Government of Australia and the Government of the United States of America for the Avoidance of Double Taxation and The Prevention of Fiscal Evasion with Respect to Taxes on Income (the Tax Treaty), and is subject to any changes in Australian law and any change in the Tax Treaty occurring after that date.

This discussion is intended only as a descriptive summary and does not purport to be a complete analysis of all the potential Australian tax implications of owning and disposing of ordinary shares. The specific tax position of each investor will determine the applicable Australian income tax implications for that investor and we recommend that investors consult their own tax advisers concerning the implications of owning and disposing of ordinary shares.

#### *Taxation of dividends*

Under the Australian dividend imputation system, Australian tax paid at the company level is imputed (or allocated) to shareholders by means of imputation credits (also called franking credits) which attach to dividends paid by the company to the shareholder. Such dividends are termed 'franked dividends'.

When an Australian resident individual shareholder receives a franked dividend, the shareholder receives a tax offset to the extent of the franking credits, which can be offset against the Australian income tax payable by the shareholder. An Australian resident shareholder may, in certain circumstances, be entitled to a refund of excess franking.

The extent to which a dividend is franked typically depends upon a company's available franking credits at the time of payment of the dividend. Accordingly, a dividend paid to a shareholder may be wholly or partly franked or wholly unfranked.

Fully franked dividends paid to non-resident shareholders are exempt from Australian dividend withholding tax. Dividends paid to a non-resident shareholder which are not fully franked are subject to dividend withholding tax at the rate of 30% (unless reduced by a double tax treaty) to the extent they are unfranked. In the case of residents of the US who are entitled to the benefits of the Tax Treaty and are beneficially entitled to the dividends, the rate is reduced to 15% under the Tax Treaty, provided the shares are not effectively connected with a permanent establishment or a fixed base of the non-resident in Australia through which the non-resident carries on business in Australia or provides independent personal services. In the case of residents of the US that have a permanent establishment or fixed base in Australia where the shares in respect of which the dividends are paid are attributable to that permanent establishment or fixed base, there is no dividend withholding tax. Rather, such dividends will be taxed on a net assessment basis and, where the dividends are franked, entitlement to a tax offset may arise.

Fully franked dividends paid to non-resident shareholders and dividends that have been subject to dividend withholding tax should not be subject to any further Australian income tax.

There are circumstances where a shareholder may not be entitled to the benefit of franking credits. The application of these rules depends upon the shareholder's own circumstances, including the period during which the shares are held and the extent to which the shareholder is 'at risk' in relation to their shareholding.

### *Gain or loss on disposition of shares*

Generally, any profit made by a resident shareholder on disposal of shares will be subject to capital gains tax. However, if the shareholder is regarded as a trader or speculator, or carries on a business of investing for profit, any profits may be taxed as ordinary income.

A discount may be available on capital gains on shares held for 12 months or more by Australian resident individuals, trusts or complying superannuation entities. The discount is one half for individuals and trusts, and one third for complying superannuation entities. Companies are not eligible for the capital gains tax discount. For shares acquired prior to 21 September 1999, an alternative basis of calculation of the capital gain may be available which allows the use of an indexation formula.

Normal rates of income tax would apply to capital gains so calculated. Any capital loss can only be offset against capital gains. Excess capital losses may be able to be carried forward for offset against future capital gains.

Generally, subject to two exceptions, a non-resident disposing of shares in an Australian public company who holds those shares on capital account will be free from income tax in Australia. The main exceptions are:

- shares held as part of a trade or business conducted through a permanent establishment in Australia. In such a case, any profit on disposal would be assessable to tax. Losses may give rise to capital losses or be otherwise deductible; and
- shares held in companies where the shareholder and its associates have held at the time of disposal (or at least 12 months in the 24 months prior to disposal) a holding of 10% or more in the company and more than 50% of the company's assets are represented by interests in Australian real property (which is unlikely to be the case for Westpac). In such a case, capital gains tax would apply.

### **United States taxation**

The following discussion is a summary of certain US federal income tax implications of the ownership and disposition of ordinary shares (including ADS) by US holders (as defined below) that hold the ordinary shares as capital assets. This discussion is based on the US Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions, and the Tax Treaty, all as currently in effect and all of which are subject to change, possibly on a retroactive basis.

This discussion is intended only as a descriptive summary. It does not purport to be a complete analysis of all the potential US federal income tax consequences of owning

and disposing of ordinary shares and does not address US federal income tax considerations that may be relevant to US holders subject to special treatment under US federal income tax law (such as banks, insurance companies, real estate investment trusts, regulated investment companies, dealers in securities, brokers, tax-exempt entities, retirement plans, certain former citizens or residents of the US, persons holding ordinary shares as part of a straddle, hedge, conversion or other integrated transaction, persons that have a 'functional currency' other than the US dollar, persons that own 10% or more (by voting power) of our stock, persons that generally mark their securities to market for US federal income tax purposes or persons that receive ordinary shares as compensation). As this is a complex area, we recommend investors consult their own tax advisers concerning the US federal, state and/or local implications of owning and disposing of ordinary shares.

For the purposes of this discussion you are a US holder if you are a beneficial owner of ordinary shares and you are for US federal income tax purposes:

- an individual who is a citizen or resident of the US;
- a corporation created or organised in or under the laws of the US or any state thereof or the District of Columbia;
- an estate, the income of which is subject to US federal income taxation regardless of its source; or
- a trust, if a US court can exercise primary supervision over the trust's administration and one or more US persons are authorised to control all substantial decisions of the trust, or certain electing trusts that were in existence on 19 August 1996 and were treated as domestic trusts on that date.

If an entity treated as a partnership for US federal income tax purposes owns the ordinary shares, the US federal income tax implications of the ownership and disposition of ordinary shares will generally depend upon the status and activities of such partnership and its partners. Such an entity should consult its own tax adviser concerning the US federal income tax implications to it and its partners of owning and disposing of ordinary shares.

### *Taxation of dividends*

If you are a US holder, you must include in your income as a dividend, the gross amount of any distributions paid by us out of our current or accumulated earnings and profits (as determined for US federal income tax purposes) without reduction for any Australian tax withheld from such distribution. We have not maintained and do not plan to maintain calculations of earnings and profits for US federal income tax purposes, and as a result, you may need to include the entire amount of any distribution in income as a dividend. If you are a non-corporate US holder, dividends paid to you that constitute qualified dividend income may be taxable to you at a preferential tax rate so long as certain holding period and other requirements are met. Dividends we pay with respect to the ordinary shares generally will be qualified dividend income. Each non-corporate US holder should consult their own tax advisor regarding the possible applicability of the reduced tax rate and the related restrictions and special rules.

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Dividends paid by us constitute ordinary income that must generally be included in income when actually or constructively received. Such dividends will not be eligible for the dividends-received deduction generally allowed to corporate shareholders with respect to dividends received from US corporations. The amount of the dividend that you must include in your income as a US holder will be the US dollar value of the Australian dollar payments made, determined at the spot Australian dollar/US dollar rate on the date the dividend distribution is included in your income, regardless of whether the payment is in fact converted into US dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into US dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. This gain or loss generally will be income from sources within the US for foreign tax credit limitation purposes. Distributions on an ordinary share in excess of current and accumulated earnings and profits, as determined for US federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in such ordinary share and thereafter as capital gain.

Subject to certain limitations, Australian tax withheld in accordance with the Tax Treaty and paid over to Australia may be claimed as a foreign tax credit against your US federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to a preferential tax rate. A US holder that does not elect to claim a US foreign tax credit for Australian income tax withheld may instead claim a deduction for such withheld tax, but only for a taxable year in which the US holder elects to do so with respect to all non-US income taxes paid or accrued in such taxable year.

Dividends paid by us generally will be income from sources outside the US for foreign tax credit limitation purposes. Under the foreign tax credit rules, dividends will, depending on your circumstances, be 'passive category' or 'general category' income for purposes of computing the foreign tax credit.

The rules relating to US foreign tax credits are very complex, and each US holder should consult its own tax adviser regarding the application of such rules.

#### *Taxation of capital gains*

If you sell, exchange or otherwise dispose of your ordinary shares, you will generally recognise a capital gain or loss for US federal income tax purposes equal to the difference between the US dollar value of the amount that you realise and your tax basis, determined in US dollars, in your ordinary shares. A capital gain of a non-corporate US holder is generally taxed at a reduced rate if the holder has a holding period greater than one year. The deductibility of capital losses is subject to limitations. Such capital gain or loss generally will be income from sources within the US, for foreign tax credit limitation purposes.

#### *Medicare tax*

In addition to regular US federal income tax, certain US holders that are individuals, estates or trusts are subject to a 3.8% tax on all or a portion of their 'net investment income', which may include all or a portion of their dividend

income and net gain from the sale, exchange or other disposition of their ordinary shares.

#### *Passive foreign investment company considerations*

We believe that we will not be treated as a passive foreign investment company (PFIC) for US federal income tax purposes, and this discussion assumes we are not a PFIC. However, the determination as to whether we are a PFIC is made annually at the end of each taxable year and therefore could change. If we were to be treated as a PFIC, a US holder of ordinary shares could be subject to certain adverse tax consequences.

#### *Disclosure requirements for specified foreign financial assets*

Individual US holders (and certain US entities specified in US Internal Revenue Service (IRS) guidance) who, during any taxable year, hold any interest in any specified foreign financial asset, generally will be required to file with their US federal income tax returns certain information on IRS Form 8938 if the aggregate value of all such assets exceeds certain specified amounts. 'Specified foreign financial asset' generally includes any financial account maintained with a non-US financial institution and may also include the ordinary shares if they are not held in an account maintained with a financial institution. Substantial penalties may be imposed, and the period of limitations on assessment and collection of US federal income taxes may be extended, in the event of a failure to comply. US holders should consult their own tax advisers as to the possible application to them of this filing requirement.

#### *Information reporting and backup withholding*

Under certain circumstances, information reporting and/or backup withholding may apply to US holders with respect to payments on or the proceeds from the sale, exchange or other disposition of the ordinary shares, unless an applicable exemption is satisfied.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules generally will be allowed as a refund or credit against a US holder's US federal income tax liability if the required information is furnished by the US holder on a timely basis to the IRS.

### Our constitution

#### Overview

We were incorporated in 1850 under the *Bank of New South Wales Act*, a special piece of legislation passed by the New South Wales Parliament at a time when there was no general companies' legislation in Australia. On 23 August 2002, Westpac became registered under the *Corporations Act 2001* (Cth) as a public company limited by shares.

As part of the process of becoming a company regulated under the Corporations Act, shareholders adopted a new constitution at the AGM on 15 December 2000, which came into operation on 23 August 2002. Our constitution has been subsequently amended by shareholders on 15 December 2005, 13 December 2007 and 13 December 2012.

#### Our objects and purposes

Our constitution does not contain a statement of our objects and purposes. As a company regulated by the Corporations Act, we have the legal capacity and powers of an individual both within and outside Australia, and all the powers of a body corporate, including the power to issue and cancel shares, to issue debentures, to distribute our property among our equity holders (either in kind or otherwise), to give security by charging our uncalled capital, to grant a floating charge over our property and to do any other act permitted by any law.

#### Directors' voting powers

Under clause 9.11(a) of our constitution, subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, our Directors may:

- a. hold any office or place of profit in our company, except that of auditor;
- b. hold any office or place of profit in any other company, body corporate, trust or entity promoted by our company or in which it has an interest of any kind;
- c. enter into any contract or arrangement with our company;
- d. participate in any association, institution, fund, trust or scheme for past or present employees or directors of our company or persons dependent on or connected with them;
- e. act in a professional capacity (or be a member of a firm that acts in a professional capacity) for our company, except as auditor; and
- f. participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and be present at any meeting where any matter is being considered by the Directors.

Under clause 9.11(b) of our constitution, a Director may do any of the above despite the fiduciary relationship of the Director's office:

- a. without any liability to account to our company for any direct or indirect benefit accruing to the Director; and

- b. without affecting the validity of any contract or arrangement.

Under the Corporations Act, however, a Director who has a material personal interest in any matter to be considered at any Board meeting must not be present while the matter is being considered or vote on the matter, unless the other Directors resolve to allow that Director to be present and vote or a declaration is made by ASIC permitting that Director to participate and vote. These restrictions do not apply to a limited range of matters set out in section 191(2) of the Corporations Act, where the Director's interest:

- a. arises because the Director is a shareholder of the company and is held in common with other shareholders;
- b. arises in relation to the Director's remuneration as a Director of the company;
- c. relates to a contract the company is proposing to enter into that is subject to shareholder approval and will not impose obligations on the company if not approved by shareholders;
- d. arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the company;
- e. arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in (d);
- f. relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the company (but only if the contract does not make the company or related body corporate the insurer);
- g. relates to any payment by the company or a related body corporate in respect of certain indemnities permitted by the Corporations Act or any contract relating to such an indemnity; or
- h. is in a contract or proposed contract with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a Director of that related body corporate.

If there are not enough Directors to form a quorum for the Board meeting because of Directors' interests in a particular matter, a general meeting for shareholders may be called to consider the matter and interested Directors are entitled to vote on any proposal to requisition such a meeting.

Under clause 9.7 of our constitution, the maximum aggregate amount of annual remuneration to be paid to our Non-executive Directors must be approved by our shareholders. This aggregate amount is paid to the Non-executive Directors in such manner as the Board from time to time determines. Directors' remuneration is one of the exceptions under section 191 of the Corporations Act to the prohibitions against being present and voting on any matter in which a Director has a material personal interest.

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### Directors' borrowing powers

Clause 10.2 of our constitution empowers our Directors, as a Board, to exercise all the powers of Westpac to borrow or raise money, to charge any property or business of Westpac or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of Westpac or of any other person. Such powers may only be changed by amending the constitution, which requires a special resolution (that is, a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution and for which notice has been given in accordance with the Corporations Act).

### Minimum number of Directors

Our constitution requires that the minimum number of Directors is determined in accordance with the Corporations Act or other regulations. Currently the Corporations Act prescribes three as a minimum number of Directors and APRA governance standards specify five as the minimum number of Directors for APRA regulated entities. Westpac's current number of Directors is above these prescribed minimums.

### Share rights

The rights attaching to our ordinary shares are set out in the Corporations Act and in our constitution, and may be summarised as follows:

#### a) Profits and dividends

Holders of ordinary shares are entitled to receive such dividends on those shares as may be determined by our Directors from time to time. Dividends that are paid but not claimed may be invested by our Directors for the benefit of Westpac until claimed or required to be dealt with in accordance with any law relating to unclaimed monies.

Our constitution requires that dividends be paid out of our profits. In addition, under the Corporations Act, Westpac must not pay a dividend unless our assets exceed our liabilities immediately before the dividend is declared and the excess is sufficient for payment of the dividend. In addition, the payment must be fair and reasonable to the company's shareholders and must not materially prejudice our ability to pay our creditors.

Subject to the Corporations Act, the constitution, the rights of persons (if any) entitled to shares with special rights to dividend and any contrary terms of issue of or applying to any shares, our Directors may determine that a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by Westpac to, or at the direction of, each shareholder entitled to that dividend.

If any dividends are returned unclaimed, we are generally obliged, under the *Banking Act 1959* (Cth), to hold those amounts as unclaimed monies for a period of seven years. If at the end of that period the monies remain unclaimed by the shareholder concerned, we must submit an annual unclaimed money return to the Australian Securities and Investment Commission by 31 March each year containing the unclaimed money as at 31 December of the previous year. Upon such payment being made, we are discharged from further liability in respect of that amount.

Our Directors may, before paying any dividend, set aside out of our profits such sums as they think proper as reserves, to be applied, at the discretion of our Directors, for any purpose for which the profits may be properly applied. Our Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve.

The following restrictions apply to our ability to declare and/or pay dividends:

- (i) if the payment of the dividend would breach or cause a breach by us of applicable capital adequacy or other supervisory requirements of APRA, including the capital conservation buffer. Currently, one such requirement is that a dividend should not be paid without APRA's prior consent if payment of that dividend, after taking into account all other dividends (if any) paid on our shares and payments on more senior capital instruments, in the preceding 12 consecutive months to which they relate, would cause the aggregate of such dividend payments to exceed our after tax earnings for the preceding 12 consecutive months, as reflected in our relevant audited consolidated financial statements; and
- (ii) if, under the *Banking Act 1959* (Cth), we are directed by APRA not to pay a dividend;
- (iii) if the declaration or payment of the dividend would result in us becoming insolvent; or
- (iv) if any interest payment, dividend, redemption payment or other distribution on certain Additional Tier 1 securities issued by the Group is not paid in accordance with the terms of those securities, we may be restricted from declaring and/or paying dividends on ordinary shares. This restriction is subject to a number of exceptions.

#### b) Voting rights

Holders of our fully paid ordinary shares have, at general meetings, one vote on a show of hands and, upon a poll, one vote for each fully paid share held by them.

#### c) Voting and re-election of Directors

Under our constitution, at each AGM one-third of eligible Directors (or if their number is not a multiple of three, the number nearest to one-third) and any other Director who has held office for three years or more since the Director's last election, must retire from office. In determining the number of Directors to retire, no account is to be taken of a Director who holds office in order to fill a casual vacancy or the Managing Director. A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election at the meeting.

Under the ASX Listing Rules, no Director of a listed entity, apart from the Managing Director, may continue to hold office, without offering himself or herself for re-election, past the third AGM following their appointment or three years, whichever is the longer.

Under the Corporations Act, the election or re-election of each Director by shareholders at a general meeting of a public company must proceed as a separate item, unless the shareholders first resolve that the elections or re-elections may be voted on collectively. A resolution to allow collective voting in relation to elections or re-elections is effective only if no votes are cast against that resolution. Any resolution electing or re-electing two or more Directors in contravention of this requirement is void.

### **d) Winding up**

Subject to any preferential entitlement of holders of preference shares on issue at the relevant time, holders of our ordinary shares are entitled to share equally in any surplus assets if we are wound up.

### **e) Sinking fund provisions**

We do not have any class of shares on issue that is subject to any sinking fund provisions.

### **Variation of rights attaching to our shares**

Under the Corporations Act, unless otherwise provided by the terms of issue of a class of shares, the terms of issue of a class of shares in Westpac can only be varied or cancelled in any way by a special resolution of Westpac and with either the written consent of our shareholders holding at least three quarters of the votes in that class of shares or with the sanction of a special resolution passed at a separate meeting of the holders of that class of shares.

### **Convening general meetings**

Under our constitution, our Directors may convene and arrange to hold a general meeting of Westpac whenever they think fit and must do so if required to do so under the Corporations Act and ASX Listing Rules. Under the Corporations Act, our Directors must call and arrange to hold a general meeting of Westpac if requested to do so by our shareholders who hold at least 5% of the votes that may be cast at the general meeting. Shareholders who hold at least 5% of the votes that may be cast at a general meeting may also call and arrange to hold a general meeting of Westpac at their own expense.

At least 28 days notice must be given of a meeting of our shareholders. Written notice must be given to all shareholders entitled to attend and vote at the meeting. All ordinary shareholders are entitled to attend and, subject to the constitution and the Corporations Act, to vote at general meetings of Westpac.

### **Limitations on securities ownership**

A number of limitations apply in relation to the ownership of our shares, and these are more fully described in the section 'Limitations affecting security holders'.

### **Change in control restrictions**

Restrictions apply under the Corporations Act, the *Financial Sector (Shareholdings) Act 1998* (Cth) and the *Foreign Acquisitions and Takeovers Act 1975* (Cth).

For more detailed descriptions of these restrictions, refer to the sections 'Limitations affecting security holders', *Foreign Acquisitions and Takeovers Act 1975*, *Financial Sector (Shareholdings) Act 1998*, and *Corporations Act 2001*.

### **Substantial shareholder disclosure**

There is no provision in our constitution that requires a shareholder to disclose the extent of their ownership of our shares.

Under the Corporations Act, however, any person who begins or ceases to have a substantial holding of our shares must notify us within two business days after they become aware of that information. A further notice must be given to us if there is an increase or decrease of 1% in a person's substantial holding. Copies of these notices must also be given to the ASX. A person has a substantial holding of our shares if the total votes attached to our voting shares in which they or their associates have relevant interests is 5% or more of the total number of votes attached to all our voting shares. For more details, refer to the section '*Corporations Act 2001*'.

We also have a statutory right under the Corporations Act to trace the beneficial ownership of our shares by giving a direction to a shareholder, or certain other persons, requiring disclosure to us of, among other things, their own relevant interest in our shares and the name and address of each other person who has a relevant interest in those shares, the nature and extent of that interest and the circumstances that gave rise to that other person's interest. Such disclosure must, except in certain limited circumstances, be provided within two business days after the direction is received.

### **Australian Company and Business Numbers**

All Australian companies have a unique nine-digit identifier, referred to as an Australian Company Number (ACN), which must be included on public documents, eligible negotiable instruments and the company's common seal. In addition, entities can apply for registration on the Australian Business Register and be allocated a unique eleven-digit identifier known as an Australian Business Number (ABN). For Australian companies, the last nine digits of their ABN are identical to their ACN. The ABN may be quoted on documents in lieu of the ACN.

Our ACN is 007 457 141 and our ABN is 33 007 457 141.

### **Documents on display**

We are subject to the disclosure requirements of the US Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file Annual Reports with, and furnish other information to, the US Securities & Exchange Commission (SEC). These materials and other information furnished by us may be inspected and copied at the SEC's Conventional and Electronic Reading Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549 at prescribed rates. The public may obtain information on the operation of the SEC's Conventional and Electronic Reading Room by calling the SEC in the United States at 1-800-SEC-0330. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. Since April 2002, we have filed our reports on Form 20-F and have furnished other information to the SEC in electronic format which may be accessed through this website.



## Exchange rates

For each of the years indicated, the high, low, average and year-end noon buying rates<sup>1</sup> for Australian dollars were:

	2018 <sup>2</sup>	Year Ended 30 September				2014	2013
		2017	2016	2015	2014		
			(US\$ per A\$1.00)				
High	0.7885	0.8071	0.7817	0.8904	0.9705	1.0579	
Low	0.7660	0.7174	0.6855	0.6917	0.8715	0.8901	
Average <sup>3</sup>	n/a	0.7624	0.7385	0.7781	0.9155	0.9885	
Close (on 30 September) <sup>4</sup>	n/a	0.7840	0.7667	0.7020	0.8737	0.9342	

For each of the months indicated, the high and low noon buying rates for Australian dollars were:

	October 2017 <sup>2</sup>	September 2017	Month			
			August 2017	July 2017	June 2017	May 2017
			(US\$ per A\$1.00)			
High	0.7885	0.8071	0.7983	0.7991	0.7680	0.7534
Low	0.7660	0.7831	0.7822	0.7584	0.7387	0.7352

<sup>1</sup> The noon buying rate in New York City for cable transfers in Australian dollars as certified for customs purposes by the Federal Reserve Bank of New York.

<sup>2</sup> Through to 27 October 2017. On 27 October 2017, the noon buying rate was A\$1.00 = US\$0.7660.

<sup>3</sup> The average is calculated by using the average of the exchange rates on the last day of each month during the period.

<sup>4</sup> The noon buying rate at such date may differ from the rate used in the preparation of our consolidated financial statements at such date. Refer to Note 1(a) to the financial statements.

## Financial calendar

Westpac shares are listed on the securities exchanges in Australia (ASX) and New Zealand (NZX) and as American Depository Receipts in New York. Westpac Convertible Preference Shares, Westpac Capital Notes, Westpac Capital Notes 2, Westpac Capital Notes 3, Westpac Capital Notes 4 and Westpac Subordinated Notes II are listed on the ASX. Westpac NZD Subordinated Notes are listed on the NZX.

Important dates to note are set out below, subject to change. Payment of any distribution, dividend or interest payment is subject to the relevant payment conditions and the key dates for each payment will be confirmed to the ASX for securities listed on the ASX.

### Westpac Ordinary Shares (ASX code: WBC, NYSE code: WBK)

New York ex-dividend date for final dividend	10 November 2017
Ex-dividend date for final dividend	13 November 2017
New York record date for final dividend	13 November 2017
Record date for final dividend	14 November 2017
Annual General Meeting	8 December 2017 <sup>1</sup>
Final dividend payable	22 December 2017
Financial Half Year end	31 March 2018
Interim results and dividend announcement	7 May 2018
New York ex-dividend date for interim dividend	16 May 2018
Ex-dividend date for interim dividend	17 May 2018
New York record date for interim dividend	17 May 2018
Record date for interim dividend	18 May 2018
Interim dividend payable	4 July 2018
Financial Year end	30 September 2018
Final results and dividend announcement	5 November 2018
New York ex-dividend date for final dividend	9 November 2018
Ex-dividend date for final dividend	13 November 2018
New York record date for final dividend	13 November 2018
Record date for final dividend	14 November 2018
Annual General Meeting	12 December 2018 <sup>1</sup>
Final dividend payable	21 December 2018

<sup>1</sup> Details regarding the location of the meeting and the business to be dealt with will be contained in a Notice of Meeting sent to shareholders in the November before the meeting.

### Westpac Convertible Preference Shares (ASX code: WBCPC)

Ex-date for semi-annual dividend	22 March 2018
Record date for semi-annual dividend	23 March 2018
Payment date for semi-annual dividend	3 April 2018 <sup>1,3</sup>
Ex-date for semi-annual dividend	20 September 2018
Record date for semi-annual dividend	21 September 2018 <sup>2</sup>
Payment date for semi-annual dividend	1 October 2018 <sup>1</sup>

<sup>1</sup> Adjusted to next business day as payment date falls on a non-ASX business day.

<sup>2</sup> Adjusted to immediately preceding business day as record date falls on a non-ASX business day.

<sup>3</sup> The First Optional Redemption Date for Westpac CPS will be 31 March 2018. Redemption on this date is subject to APRA's prior written consent. There can be no certainty that APRA will provide its consent and Westpac has not made any decision to redeem Westpac Convertible Preference Shares.

### Westpac Capital Notes (ASX code: WBCPD)

Ex-date for quarterly distribution	29 November 2017
Record date for quarterly distribution	30 November 2017
Payment date for quarterly distribution	8 December 2017
Ex-date for quarterly distribution	27 February 2018
Record date for quarterly distribution	28 February 2018
Payment date for quarterly distribution	8 March 2018
Ex-date for quarterly distribution	30 May 2018
Record date for quarterly distribution	31 May 2018
Payment date for quarterly distribution	8 June 2018
Ex-date for quarterly distribution	30 August 2018
Record date for quarterly distribution	31 August 2018
Payment date for quarterly distribution	10 September 2018 <sup>1</sup>
Ex-date for quarterly distribution	29 November 2018
Record date for quarterly distribution	30 November 2018
Payment date for quarterly distribution	10 December 2018 <sup>1</sup>

<sup>1</sup> Adjusted to next business day as payment date falls on a non-ASX business day.

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**Westpac Capital Notes 2 (ASX code: WBCPE)**

Ex-date for quarterly distribution	14 December 2017
Record date for quarterly distribution	15 December 2017
Payment date for quarterly distribution	27 December 2017 <sup>1</sup>
Ex-date for quarterly distribution	14 March 2018
Record date for quarterly distribution	15 March 2018
Payment date for quarterly distribution	23 March 2018
Ex-date for quarterly distribution	14 June 2018
Record date for quarterly distribution	15 June 2018
Payment date for quarterly distribution	25 June 2018 <sup>1</sup>
Ex-date for quarterly distribution	13 September 2018
Record date for quarterly distribution	14 September 2018 <sup>2</sup>
Payment date for quarterly distribution	24 September 2018 <sup>1</sup>
Ex-date for quarterly distribution	13 December 2018
Record date for quarterly distribution	14 December 2018 <sup>2</sup>
Payment date for quarterly distribution	24 December 2018 <sup>1</sup>

<sup>1</sup> Adjusted to next business day as payment date falls on a non-ASX business day.

<sup>2</sup> Adjusted to immediately preceding business day as record date falls on a non-ASX business day.

**Westpac Capital Notes 3 (ASX code: WBCPF)**

Ex-date for quarterly distribution	13 December 2017
Record date for quarterly distribution	14 December 2017
Payment date for quarterly distribution	22 December 2017
Ex-date for quarterly distribution	13 March 2018
Record date for quarterly distribution	14 March 2018
Payment date for quarterly distribution	22 March 2018
Ex-date for quarterly distribution	13 June 2018
Record date for quarterly distribution	14 June 2018
Payment date for quarterly distribution	22 June 2018
Ex-date for quarterly distribution	13 September 2018
Record date for quarterly distribution	14 September 2018
Payment date for quarterly distribution	24 September 2018 <sup>1</sup>
Ex-date for quarterly distribution	13 December 2018
Record date for quarterly distribution	14 December 2018
Payment date for quarterly distribution	24 December 2018 <sup>1</sup>

<sup>1</sup> Adjusted to next business day as payment date falls on a non-ASX business day.

**Westpac Capital Notes 4 (ASX code: WBCPG)**

Ex-date for quarterly distribution	21 December 2017
Record date for quarterly distribution	22 December 2017
Payment date for quarterly distribution	2 January 2018 <sup>1</sup>
Ex-date for quarterly distribution	21 March 2018
Record date for quarterly distribution	22 March 2018
Payment date for quarterly distribution	3 April 2018 <sup>1</sup>
Ex-date for quarterly distribution	21 June 2018
Record date for quarterly distribution	22 June 2018
Payment date for quarterly distribution	2 July 2018 <sup>1</sup>
Ex-date for quarterly distribution	20 September 2018
Record date for quarterly distribution	21 September 2018 <sup>2</sup>
Payment date for quarterly distribution	1 October 2018 <sup>1</sup>
Ex-date for quarterly distribution	20 December 2018
Record date for quarterly distribution	21 December 2018 <sup>2</sup>
Payment date for quarterly distribution	31 December 2018 <sup>1</sup>

<sup>1</sup> Adjusted to next business day as payment date falls on a non-ASX business day.

<sup>2</sup> Adjusted to immediately preceding business day as record date falls on a non-ASX business day.

**Westpac Subordinated Notes II (ASX code: WBCHB)**

Ex-date for quarterly interest payment	13 November 2017
Record date for quarterly interest payment	14 November 2017
Payment date for quarterly interest payment	22 November 2017
Ex-date for quarterly interest payment	13 February 2018
Record date for quarterly interest payment	14 February 2018
Payment date for quarterly interest payment	22 February 2018
Ex-date for quarterly interest payment	11 May 2018
Record date for quarterly interest payment	14 May 2018
Payment date for quarterly interest payment	22 May 2018
Ex-date for quarterly interest payment	13 August 2018
Record date for quarterly interest payment	14 August 2018
Payment date for quarterly interest payment	22 August 2018 <sup>1</sup>
Ex-date for quarterly interest payment	13 November 2018
Record date for quarterly interest payment	14 November 2018
Payment date for quarterly interest payment	22 November 2018

<sup>1</sup> The First Optional Redemption Date for Westpac Subordinated Notes II will be 22 August 2018. Redemption on this date is subject to APRA's prior written consent. There can be no certainty that APRA will provide its consent and Westpac has not made any decision to redeem Westpac Subordinated Notes.

### **Westpac NZD Subordinated Notes (NZX code: WBC010)**

Ex-date for quarterly interest payment	20 November 2017
Record date for quarterly interest payment	21 November 2017
Payment date for quarterly interest payment	1 December 2017
Ex-date for quarterly interest payment	16 February 2018
Record date for quarterly interest payment	19 February 2018
Payment date for quarterly interest payment	1 March 2018
Ex-date for quarterly interest payment	21 May 2018
Record date for quarterly interest payment	22 May 2018
Payment date for quarterly interest payment	1 June 2018
Ex-date for quarterly interest payment	21 August 2018
Record date for quarterly interest payment	22 August 2018
Payment date for quarterly interest payment	3 September 2018 <sup>1</sup>
Ex-date for quarterly interest payment	20 November 2018
Record date for quarterly interest payment	21 November 2018
Payment date for quarterly interest payment	3 December 2018 <sup>1</sup>

<sup>1</sup> Adjusted to next business day as payment date does not fall on a day on which banks are open for general business in Wellington and Auckland, New Zealand and Sydney, Australia.

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### **Annual General Meeting**

The Westpac Annual General Meeting (AGM) will be held in The Darling Harbour Theatre, on Level 2, at the International Convention Centre Sydney, on Friday 8 December 2017, commencing at 10:00am (Sydney time).

The AGM will be webcast live on the internet at [www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre) and an archived version of the webcast will be placed on the website for viewing at a later time.

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## Useful information

### Key sources of information for shareholders

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We report our full year performance to shareholders, in late October or early November, in the following forms: an Annual Review & Sustainability Report; an Annual Report; a Sustainability Performance Report; an Investor Discussion Pack and earnings releases.

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### Electronic communications

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Shareholders can elect to receive the following communications electronically:

- Annual Review & Sustainability Report and Annual Report;
- Dividend statements when paid by direct credit or via Westpac's Dividend Reinvestment Plan (DRP);
- Notices of Meetings and proxy forms; and
- Major company announcements.

Opt for electronic communications by logging into Westpac's Share Registrar's Investor Centre at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

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### Online information

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#### Australia

Westpac's website [www.westpac.com.au](http://www.westpac.com.au) provides information for shareholders and customers, including:

- access to internet banking and online investing services;
- details on Westpac's products and services;
- company history, results, market releases and news; and
- corporate responsibility and Westpac in the community activities.

Investors can access the Investor Centre at [www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre). The Investor Centre also includes the current Westpac share price and links to the latest ASX announcements and Westpac's share registrars' websites.

#### New Zealand

Westpac's New Zealand website [www.westpac.co.nz](http://www.westpac.co.nz) provides:

- access to internet banking services;
  - details on products and services;
  - economic updates, news and information, key financial results; and
  - sponsorships and other community activities.
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### Westpac Investor Relations

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Information other than that relating to your shareholding can be obtained from:

- Westpac Investor Relations  
275 Kent Street  
Sydney NSW 2000 Australia  
Telephone: +61 2 8253 3143  
Facsimile: +61 2 8253 1207  
Email: [investorrelations@westpac.com.au](mailto:investorrelations@westpac.com.au)

### Stock exchange listings

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Westpac ordinary shares are listed on:

- Australian Securities Exchange (code WBC);
  - New York Stock Exchange (NYSE), as American Depositary Shares (code WBK); and
  - New Zealand Exchange Limited (code WBC).
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### Share registrars

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Shareholders can check and update their information in Westpac's Share Registrars' Online Investor Centres, see details below. In Australia, broker sponsored holders must contact their broker to amend their address.

**Australia** – Ordinary shares on the main register, Westpac Convertible Preference Shares, Westpac Capital Notes, Westpac Capital Notes 2, Westpac Capital Notes 3, Westpac Capital Notes 4 and Westpac Subordinated Notes II

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
Postal address: Locked Bag A6015,  
Sydney South NSW 1235, Australia  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

#### Shareholder enquiries:

Telephone: 1800 804 255 (toll free within Australia)  
International: +61 1800 804 255  
Facsimile: +61 2 9287 0303  
Email: [westpac@linkmarketservices.com.au](mailto:westpac@linkmarketservices.com.au)

**New Zealand** – Ordinary shares on the New Zealand Branch register and Westpac NZD Subordinated Notes

Link Market Services Limited  
Level 11, Deloitte Centre  
80 Queen Street  
Auckland 1010, New Zealand  
Postal address: P.O. Box 91976, Auckland 1142,  
New Zealand  
[www.linkmarketservices.co.nz](http://www.linkmarketservices.co.nz)

#### Shareholder enquiries:

Telephone: 0800 002 727 (toll free within New Zealand)  
International: +64 9 375 5998  
Facsimile: +64 9 375 5990  
Email: [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

**Depository in USA for American Depositary Shares<sup>1</sup>**

Listed on New York Stock Exchange (CUSIP 961214301)  
BNY Mellon Shareowner Services  
PO Box 305000  
Louisville, KY 740233-5000, USA  
[www.mybnymdr.com](http://www.mybnymdr.com)

#### American Depositary Shares holder enquiries:

Telephone: 1-888-269-2377 (toll free in USA)  
International: +1 201 680 6825  
Email: [shrrelations@cpuchareownerservices.com](mailto:shrrelations@cpuchareownerservices.com)

<sup>1</sup> Each ADS represents one fully paid ordinary share.

## Glossary of abbreviations and defined terms

AAS	Australian Accounting Standards	CVA	Credit valuation adjustment
AASB	Australian Accounting Standards Board	DFAT	Department of Foreign Affairs and Trade
ABS	Asset-backed securities	DRP	Dividend Reinvestment Plan
ACCC	Australian Competition and Consumer Commission	D-SIB	Domestic Systemically Important Banks
ADI	Authorised Deposit-taking Institution	EAD	Exposure at default
ADRs	American Depositary Receipts	EPS	Earnings per share
ADS	American Depositary Shares	ESG	Environmental, social and governance
Advanced IRB	Advanced Internal Ratings Based	ESP	Employee Share Plan
AGM	Annual General Meeting	FCA	Financial Conduct Authority
AIRB	Advanced Internal Ratings Based	FCS	Financial Claims Scheme
ALCO	Westpac Asset and Liability Committee	FMA	Financial Markets Authority
ALM	Asset and Liability Management	FSB	Financial Stability Board
AMA	Advanced Measurement Approach	FTE	Full time equivalent employees
ANZSIC	Australian and New Zealand Standard Industrial Classification	FUA	Funds under administration
APRA	Australian Prudential Regulation Authority	FUM	Funds under management
ASIC	Australian Securities and Investments Commission	FVA	Funding Valuation Adjustment
ASX	Australian Securities Exchange	FX	Foreign Exchange
ASXCGC	ASX Corporate Governance Council	GHG	Greenhouse gas
AT1	Additional Tier 1	G-SIBs	Global Systemically Important Banks
ATMs	Automatic teller machines	Hastings	Hastings Funds Management Limited
ATO	Australian Taxation Office	HKMA	Hong Kong Monetary Authority
AUSTRAC	Australian Transaction Reports and Analysis Centre	IAPs	Individually Assessed Provisions
BAC	Board Audit Committee	IASB	International Accounting Standards Board
BankSA	Bank of South Australia	ICAAP	Internal Capital Adequacy Assessment Process
BB	Business Bank	IFRS	International Financial Reporting Standards
BBSW	Bank Bill Swap Reference Rate	IMF	International Monetary Fund
BCBS	Basel Committee on Banking Supervision	IOSCO	International Organization of Securities Commission
bps	Basis points	IRRBB	Interest Rate Risk in the Banking Book
BRCC	Board Risk & Compliance Committee	IRS	Internal Revenue Service
BTFG	BT Financial Group (Australia)	ISDA	International Swaps and Derivatives Association
BTIM	BT Investment Management Limited	LCR	Liquidity Coverage Ratio
CAPs	Collectively assessed provisions	LGBTI	Lesbian, gay, bisexual, transgender and intersex
Cash EPS	Cash earnings per share	LGD	Loss given default
Cash EPS CAGR	Compound Annual Growth in Cash EPS	LIBOR	London InterBank Offer Rate
CB	Consumer Bank	LMI	Lenders mortgage insurance
CCB	Capital Conservation Buffer	LTI Plan	Westpac Long Term Incentive Plan
CDS	Credit default swap	LTIFR	Lost Time Injury Frequency Rate
CEO	Chief Executive Officer	LVR	Loan to value ratio
CEOPP	Chief Executive Officer Performance Plan	Moody's	Moody's Investors Service
CEO RSP	Chief Executive Officer Restricted Share Plan	NaR	Net interest income-at-risk
CET1	Common Equity Tier 1	NII	Net interest income
CFO	Chief Financial Officer	NYSE	New York Stock Exchange
CFTC	Commodity Futures Trading Commission	NSFR	Net Stable Funding Ratio
CGU	Cash Generating Unit	NZX	New Zealand Exchange Limited
CHF	Swiss franc	OBR	Open Bank Resolution
CLF	Committed Liquidity Facility	OCC	Office of the Comptroller of the Currency
Corporations Act	Corporations Act 2001 (Cth)	OFAC	Office of Foreign Assets Control
COSO	Committee of Sponsoring Organizations of the Treadway Commission	OTC	Over the counter
CPM	Credit Portfolio Management	PD	Probability of default
CRG	Customer Risk Grade	PFIC	Passive foreign investment company
CRO	Chief Risk Officer	PNG	Papua New Guinea
CRS	Common Reporting Standard	RAMS	RAMS Home Loans
		RBA	Reserve Bank of Australia

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RBNZ	Reserve Bank of New Zealand
RISKCO	Westpac Group Executive Risk Committee
RMBS	Residential Mortgage Backed Securities
ROE	Return on equity
Cash ROE	Return on equity on a cash earnings basis
RSP	Restricted Share Plan
RWA	Risk-weighted assets
S&P	Standard & Poor's
SEC	US Securities and Exchange Commission
SME	Small to medium enterprises
SOx	Sarbanes-Oxley Act of 2002
SPS	Stapled Preferred Securities
St.George	St.George Banking Group
TCE	Total committed exposures
TLAC	Total Loss Absorbing Capacity
2006 TPS	Trust Preferred Securities 2006
TSR	Total Shareholder Return
UK	United Kingdom
UKSS	Westpac Banking Corporation UK Staff Superannuation Scheme
UNSC	United Nations Security Council
US	United States
VaR	Value at Risk
Westpac CPS	Westpac Convertible Preference Shares
WGP	Westpac Group Plan
WHS	Workplace Health and Safety
WIB	Westpac Institutional Bank
WNZL	Westpac New Zealand Limited
WNZS	Westpac New Zealand Superannuation Scheme
WPP	Westpac Performance Plan
WRP	Westpac Reward Plan
WSNZL	Westpac Securities NZ Limited

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**Notes**



## Item 19. Exhibits Index

1. [Constitution \(as amended\) incorporated by reference to our Form 6-K filed on 14 December 2012.](#)
- 4(c).1 [Access and Indemnity Deed between Westpac Banking Corporation and Elizabeth Bryan dated 30 November 2006, incorporated by reference to our Annual Report on Form 20-F for the year ended 30 September 2007.](#)
- 4(c).2 [Form of Access and Indemnity Deed between Westpac Banking Corporation and Director, incorporated by reference to our Annual Report on Form 20-F for the year ended 30 September 2008.](#)
- 4(c).3 [Indemnity Deed Poll dated 10 September 2009, of Westpac Banking Corporation, incorporated by reference to our Annual Report on Form 20-F for the year ended 30 September 2009.](#)
7. [Computation of ratios of earnings to fixed charges.](#)
8. [List of controlled entities – refer to Note 35 to the financial statements in this Annual Report.](#)
11. [Code of accounting practice and financial reporting, incorporated by reference to our Annual Report on Form 20-F for the year ended 30 September 2012.](#)
12. [Certifications pursuant to Rule 13a-14\(a\)/15d-14\(a\) of the Securities Exchange Act of 1934.](#)
13. [Certifications pursuant to 18 U.S.C. Section 1350.](#)
15. [Auditor consent dated 6 November 2017.](#)

Copies of any instrument relating to the long-term debt of Westpac Banking Corporation that is not being attached as an exhibit to this Annual Report on Form 20-F and which does not exceed 10% of the total consolidated assets of Westpac Banking Corporation will be furnished to the SEC upon request.

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## Signatures

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorised the undersigned to sign this Annual Report on its behalf.

WESTPAC BANKING CORPORATION

By: /s/ Michael Clayton

Michael Clayton  
General Counsel - Treasury & Corporate  
Dated November 6, 2017

### Computation of consolidated ratio of earnings to fixed charges

The following table sets out the calculation of the ratios of earnings to fixed charges (unaudited) for the periods indicated.

(in \$AUD millions, unless otherwise indicated)	Year Ended 30 September				
	2017	2016	2015	2014	2013
Profit before income tax	11,515	10,644	11,416	10,740	9,772
Add fixed charges	15,932	16,881	18,223	18,894	20,376
Less minority interest in subsidiaries that have not incurred fixed charges	(7)	(15)	(56)	(64)	(74)
<b>Earnings before tax and fixed charges</b>	<b>27,440</b>	<b>27,510</b>	<b>29,583</b>	<b>29,570</b>	<b>30,074</b>
Interest expense	15,716	16,674	18,028	18,706	20,188
Portion of rent estimated to represent interest expense	216	207	195	188	188
<b>Fixed charges</b>	<b>15,932</b>	<b>16,881</b>	<b>18,223</b>	<b>18,894</b>	<b>20,376</b>
<b>Ratio of earnings to fixed charges (%)</b>	<b>1.72</b>	<b>1.63</b>	<b>1.62</b>	<b>1.57</b>	<b>1.48</b>

## SECTION 302 CERTIFICATION

I, Brian Charles Hartzler, certify that:

1. I have reviewed this annual report on Form 20-F of Westpac Banking Corporation (“the company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting; and
5. The company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company’s auditors and the audit committee of the company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company’s internal control over financial reporting.

Date: 6 November 2017

/s/ Brian Charles Hartzler

Brian Charles Hartzler  
Managing Director and Chief Executive Officer

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## SECTION 302 CERTIFICATION

I, Peter Francis King, certify that:

1. I have reviewed this annual report on Form 20-F of Westpac Banking Corporation ("the company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: 6 November 2017

/s/ Peter Francis King

Peter Francis King  
Chief Financial Officer

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**SECTION 906 CERTIFICATIONS**

**Pursuant to 18 U.S.C. § 1350**

I, Brian Charles Hartzler, certify that the Annual Report on Form 20-F for the year ended 30 September 2017 of Westpac Banking Corporation (the "issuer") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: 6 November 2017

/s/ Brian Charles Hartzler  
Brian Charles Hartzler  
Managing Director and  
Chief Executive Officer

I, Peter Francis King, certify that the Annual Report on Form 20-F for the year ended 30 September 2017 of Westpac Banking Corporation (the "issuer") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: 6 November 2017

/s/ Peter Francis King  
Peter Francis King  
Chief Financial Officer

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**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in the Registration Statements on Form F-3 (Nos. 333-207931 and 333-220373) of Westpac Banking Corporation of our report dated 6 November 2017 relating to the financial statements and the effectiveness of internal control over financial reporting which appears in this Form 20-F.

/s/ PricewaterhouseCoopers

Sydney, Australia

6 November 2017

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