

# Terms and Conditions of Website

Westpac Banking Corporation (ABN 33 007 457 141, AFSL 233714) ("**Westpac**") announced the offer of Westpac Capital Notes 2 on 7 May 2014. The Offer is now closed. A copy of the prospectus was lodged with the Australian Securities and Investments Commission ("**ASIC**") and ASX Limited ("**ASX**") on 15 May 2014 ("**Prospectus**"). It is a replacement prospectus which replaces the original prospectus which was lodged with ASIC and ASX on 7 May 2014 ("**Original Prospectus**"). The Prospectus will expire on the date which is 13 months after the date of the Original Prospectus. Neither ASIC nor ASX take any responsibility for the contents of the Original Prospectus or the Prospectus.

Unless otherwise defined, capitalised terms used on this site have the meanings given in the Prospectus.

The Offer was made under the Prospectus. The Prospectus is available on this website.

The Offer is now closed. Westpac Capital Notes 2 were offered to Eligible Westpac SPS II Holders, Eligible Securityholders, Australian resident retail clients of Syndicate Brokers, and certain Institutional Investors. The Prospectus does not constitute, and should not be construed as, an offer by Westpac to any other person to apply for Westpac Capital Notes 2. Westpac makes no recommendation to any person in relation to the Offer.

The Offer was made in Australia only. The distribution of the Prospectus (including an electronic copy) in jurisdictions outside Australia may be restricted by law (for details on the restrictions in certain foreign jurisdictions, see Section 9.9 of the Prospectus). If you are outside Australia and come into possession of a copy of the Prospectus, you should seek advice on and observe the relevant restrictions. Failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Offer was not made in, and the Prospectus did not constitute an offer in, any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify Westpac Capital Notes 2 or the Offer or to otherwise permit a public offering of Westpac Capital Notes 2 in any jurisdiction **outside Australia**.

In particular, Westpac Capital Notes 2 have not been, and will not be, registered under the United States Securities Act of 1933, as amended ("**US Securities Act**") or the securities laws of any state of the United States and may not be offered, sold, delivered or transferred, directly or indirectly, in the United States, or to, or for the account or benefit of, any US Person (as defined in Regulation S under the US Securities Act). Neither the Prospectus nor any Application Form or other materials relating to the Offer may be distributed in the United States.

Nothing contained on this website or in the Prospectus constitutes financial product advice, investment advice or a recommendation to invest in the Westpac Capital Notes 2. This website and the information in the Prospectus have been prepared without taking into account your investment objectives, financial situation or particular needs. To the extent permitted by law, Westpac is not liable for any loss you may incur by accessing this website or accessing or downloading the Prospectus from this website, including, but not limited to, data corruption on download.

Westpac Capital Notes 2 are fully-paid, non-cumulative, convertible, transferable, redeemable, subordinated, perpetual, unsecured notes issued by Westpac. There are risks associated with an investment in Westpac Capital Notes 2, including loss of some or all of your investment. If there are insufficient assets to satisfy claims ranking ahead of, or equally with, Westpac Capital Notes 2, you may not be repaid any or all of the Face Value and may not receive any compensation or unpaid Distributions. An investment in Westpac Capital Notes 2 is an investment in Westpac and may be affected by the ongoing performance, financial position and solvency of Westpac. Neither Westpac nor any member of the Westpac Group guarantees the performance of the Westpac Capital Notes 2.

Westpac Capital Notes 2 are:

- not deposit liabilities or protected accounts of Westpac for the purposes of the *Banking Act 1959* (Cth) or the Financial Claims Scheme established under the *Banking Act 1959* (Cth);
- not subject to the depositor protection provisions of Australian banking legislation (including the Australian Government guarantee of certain bank deposits); and
- not guaranteed or insured by any Australian government, government agency or under any compensation scheme of Australia, or by any other government, under any other compensation scheme or by any other government agency or other party.

**Westpac Capital Notes 2 Information Line:**

**1300 551 547 (Monday to Friday 8.30am to 5.30pm, Sydney time; local call cost within Australia).**

Westpac Banking Corporation ABN 33 007 457 141, AFSL 233714.