

ASX

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Release

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Westpac Capital Notes 9 Offer Launched

Westpac Banking Corporation (Westpac) today announced the offer of a new Additional Tier 1 capital instrument, Westpac Capital Notes 9 (Notes) (Offer). The Offer includes a Reinvestment Offer for Eligible Westpac Capital Notes 2 Holders. Participation in the Reinvestment Offer is optional.

Westpac has appointed the following Syndicate Brokers to the Offer: Westpac Institutional Bank, ANZ Securities Limited, Commonwealth Bank of Australia, Morgans Financial Limited, National Australia Bank Limited, Ord Minnett Limited, Shaw and Partners Limited and UBS AG, Australia Branch as Joint Lead Managers, and Bell Potter Securities Limited, Crestone Wealth Management Limited, JBWere Limited, Morgan Stanley Wealth Management Australia Pty Limited and Wilsons Advisory and Stockbroking Limited as Co-Managers.

Important changes to the eligibility requirements and the application process

In response to the introduction of new laws known as the product design and distribution obligations (DDO), Westpac has changed the manner in which the Offer is conducted compared to previous Westpac Capital Notes offers. These changes are important because some investors who have previously participated in Westpac Capital Notes offers may not be eligible to participate in this Offer.

In summary, under the Offer:

- All Applications, including under the Reinvestment Offer, must be made through a Syndicate Broker;
- Applicants need to satisfy new eligibility requirements, including retail investors obtaining personal advice from a financial adviser to acquire Westpac Capital Notes 9, or otherwise qualifying as a Wholesale Client;
- There is no specific offer to Westpac securityholders; and
- There is no ability to apply to Westpac directly.

For further information on the eligibility requirements to participate in the Offer and how to apply, refer to Section 4 of the Prospectus and the Target Market Determination for the Notes, both available at westpac.com.au/westpaccapnotes9.

How to apply

Applications under the Offer can only be made by eligible investors who meet the eligibility requirements and have received an Allocation of Notes from a Syndicate Broker under the Bookbuild¹.

Investors should contact their Syndicate Broker as soon as possible to express an interest in applying for Notes or to obtain more information on whether they satisfy the eligibility requirements. Their Syndicate Broker can also assist them with how to apply once the Offer opens.

For further information on how to apply, refer to Section 4 of the Prospectus, which is available via the Offer website at westpac.com.au/westpaccapnotes9.

About the Offer

The Offer comprises:

- **a Reinvestment Offer:** to clients of the Syndicate Brokers, and Institutional Investors, who are Eligible Westpac Capital Notes 2 Holders wishing to reinvest some or all of their Westpac Capital Notes 2 in Westpac Capital Notes 9; and
- **a New Money Offer:** to eligible clients of the Syndicate Brokers, and Institutional Investors, wishing to make a new investment in Westpac Capital Notes 9.

Westpac will endeavour to give priority to Applications received under the Reinvestment Offer. This priority will not extend to Applications from Eligible Westpac Capital Notes 2 Holders not Allocated Notes under the Bookbuild, or for additional Notes under the New Money Offer.

Features of the Offer and Notes

Issue Price	\$100 per Note.
Distribution Rate	Floating rate to be determined quarterly as the sum of the 3 month BBSW Rate per annum plus the Margin per annum, together multiplied by (1 – Tax Rate) ² . The Margin will be determined via the Bookbuild, and is expected to be between 3.40% and 3.60% per annum. Distributions are non-cumulative and are expected to be paid quarterly in arrear, subject to the satisfaction of the Distribution Payment Conditions, which include that payment of Distributions are within the absolute discretion of Westpac.
Term	Perpetual, however the Notes may be Converted, Redeemed or Transferred.
Listing/trading	Expected to trade on the ASX under the code WBCPL.
Offer size	Approximately \$750 million, with the ability to raise more or less.
Regulatory capital	Additional Tier 1 Capital under the Australian Prudential Regulation Authority's (APRA) capital adequacy framework.
Bookbuild	21 June 2022. Eligible investors must receive an Allocation from a Syndicate

¹ Westpac may in its absolute discretion accept Applications under the Reinvestment Offer from Eligible Westpac Capital Notes 2 Holders not Allocated Notes under the Bookbuild.

² The Tax Rate is 30% (or 0.30 expressed as a decimal) as at the date of this announcement but that rate may change.

commences for the Syndicate Brokers	Broker under the Bookbuild to apply ³ (though no Applications will be accepted until the Offer opens).
Offer Opening Date	29 June 2022.
Offer Closing Date	5.00pm (Sydney time) on 14 July 2022, but may close earlier ⁴ .
Optional Conversion/ Redemption/ Transfer	Westpac may elect to Convert into Ordinary Shares (subject to certain conditions), Redeem (if APRA gives its prior written approval), or Transfer: <ul style="list-style-type: none"> - all or some of the Notes on 22 September 2028, 22 December 2028, 22 March 2029, or 22 June 2029; or - all of the Notes following a Tax Event or Regulatory Event.
Scheduled Conversion	Scheduled to Convert into Ordinary Shares on 22 June 2031 subject to the satisfaction of the Scheduled Conversion Conditions.
Capital or Non-Viability Trigger Events	Westpac must Convert all or some of the Notes into Ordinary Shares immediately upon a Capital Trigger Event or a Non-Viability Trigger Event. The number of Ordinary Shares that Notes Convert into is limited by a Maximum Conversion Number (as required by APRA) and Holders may suffer loss as a consequence. If Conversion does not occur and Ordinary Shares are not issued for any reason by 5.00pm (Sydney time) on the fifth Business Day after the Capital Trigger Event Conversion Date or Non-Viability Trigger Event Conversion Date (as the case may be), all rights attached to the Notes will be terminated and the investment will lose all of its value.

Redemption of Westpac Capital Notes 2

Westpac today sent a redemption notice to all Westpac Capital Notes 2 holders, outlining that Westpac Capital Notes 2 remaining on issue on 23 September 2022 will be redeemed by Westpac for \$100 per Westpac Capital Note 2. For further information, refer to the redemption notice lodged on the ASX today, also available at westpac.com.au/westpaccapnotes2.

How to access a Prospectus

The Prospectus was lodged with ASIC and the ASX today and is also available via the Offer website at westpac.com.au/westpaccapnotes9. A replacement Prospectus containing the Margin is expected to be available via the Offer website on 29 June 2022, when the Offer opens.

This announcement contains only a summary of the features of the Notes and the Offer. Potential investors should read the Prospectus in full (including the Westpac Capital Notes 9 Terms in Appendix B of the Prospectus) and seek advice from their Syndicate Broker, financial adviser or other professional adviser before deciding whether to apply for any Notes and to consider the risks that could affect an investment in the Notes.

³ Westpac may in its absolute discretion accept Applications under the Reinvestment Offer from Eligible Westpac Capital Notes 2 Holders not Allocated Notes under the Bookbuild.

⁴ Westpac and the Joint Lead Managers may, in their absolute discretion, close the Offer early or extend the Offer Period without notice. Westpac may also withdraw the Offer at any time before the Notes are issued.

For more information

- Offer website at westpac.com.au/westpaccapnotes9.
- Westpac Capital Notes 9 Information Line (Monday to Friday, 8.30am to 7.30pm, Sydney time) on 1800 606 866 (free call within in Australia) and +61 1800 606 866 (outside Australia).

CAUTION – Westpac Capital Notes 9 are not deposit liabilities of Westpac, are riskier than bank deposits and may not be suitable for some investors. Their complexity may make them difficult to understand and the risks associated with the Notes could result in the loss of all of your investment. If you do not fully understand how they work or the risks associated with them, you should obtain professional advice.

Unless otherwise defined, capitalised words and expressions used in this announcement have the meanings given to them in the Prospectus.

For further information:

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This document has been authorised for release by Tim Hartin, Company Secretary.

Disclaimer

The information provided in this announcement is not financial product advice (nor tax, accounting or legal advice) and has been prepared without taking into account individual investment objectives, financial situations or particular needs (including financial and taxation issues).

This announcement does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933 (U.S. Securities Act (as amended))) (U.S. Person). Westpac Capital Notes 9 have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, delivered or transferred in the United States or to, or for the account or benefit of, any U.S. Person.