

The Westpac Group Merger and Transformation Update

7 December 2009

Westpac Banking Corporation ABN 33 007 457 141

Agenda

Gail Kelly CEO	Welcome and Introduction		
Brad Cooper Chief Transformation Officer	Customer choice strategy		
Peter Hanlon, Westpac RBB	Westpac Local, driving deeper customer relationships		
Rob Coombe BTFG	Wealth/Insurance cross-sell earning all our customers' business		
Greg Bartlett St.George Bank	Big Enough: Small Enough provides strong opportunities		
Peter Clare Product and Operations	Customer centric approach improving simplicity and efficiency		



Welcome and Introduction

Gail Kelly
Chief Executive Officer

7 December 2009

Westpac Banking Corporation ABN 33 007 457 141

Customer centric strategy

/ision

To be the leading financial services company in Australia and New Zealand

Assessed by Most recommended financial services company

Meet most customer needs

Most skilled and engaged people

Global leader in sustainability

Highest returns in sector

Driving principles

Operating as One Team

Focus on core markets

Strong local businesses

Easy to do business with

Shared values



Transformational Strategy – Phase 1 complete

- Clear vision and strategy putting customers at the centre
- Operating model established
- St.George merger transforming the Group
- Multi-brand platform providing customer choice
- Significant investment in distribution, particularly via Westpac Local
- Technology enhanced reliability, 5 year strategy and roadmap established

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Phase 2 underway – key priorities

- Focus on delivery
- People leadership, culture, skills development, one team
- Productivity simplification, sales force effectiveness, efficiency
- Technology strategic investment program underway
- Managing in the "new normal" environment

The Westpac Group Executive Team

(Effective 1 February 2010)



Greg BartlettChief Executive St.George Bank



Rob Coombe
Group Executive Westpac
Retail & Business Banking



Brad Cooper CEO BT Financial Group



George Frazis
CEO Westpac New Zealand



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Rob Whitfield Group Executive Westpac Institutional Bank



John Arthur Group Executive Counsel & Secretariat



Peter Clare
Group Executive
Product & Operations



Philip Coffey Chief Financial Officer



Gail Kelly

Chief Executive Officer

Peter Hanlon Group Executive People & Transformation



Bob McKinnon Group Executive Technology



Greg Targett
Chief Risk Officer



Customer choice strategy

Brad Cooper Chief Transformation Officer

7 December 2009

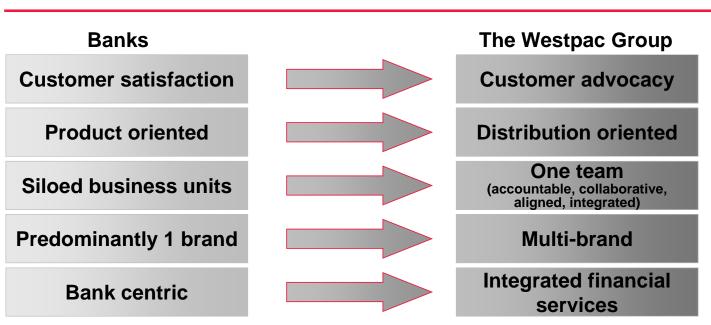
Agenda

- What makes The Westpac Group strategy different
- Merger is tracking ahead of expectations
- Significant upside from customer choice strategy



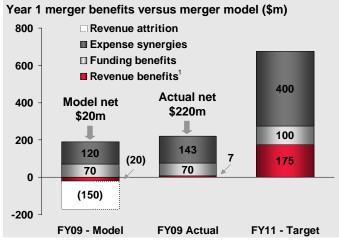
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A material change in strategy



St.George merger – it's a growth story

Merger modelled to be EPS positive in year 3



1 Revenue benefit in FY09 model was (\$20m). Achieved \$7m of benefit in FY09.

Approach

- Do not lose a customer as a result of this merger
- Realise head office synergies and align key policies and processes quickly
- Align and co-locate Product & Operations and IT areas



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Integration spending on track

(\$m)	FY08	FY09	Total to date	Total spend
IT, systems and operations	-	146	146	349
Restructuring and outsourcing	-	103	103	116
Program governance & strategy develop.	6	68	74	122
Transaction costs and stamp duty	25	29	54	97
Revenue and retention investment	-	15	15	16
Total cash spend	31	361	392	700

Merger benefits well ahead of plan

Expense synergies (\$m)	1H09	2H09	FY09	Annual run rate	Comment
Personnel	18	81	99	182 • 1,275 reduction in roles	
Non- personnel	4	40	44	52	 Sourcing savings from a review of external contracts Rationalised head office costs Early technology and operations synergies
Total	22	121	143	234	 Benefits 19% ahead of plan; 59% of planned expense synergies already achieved



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Technology – three areas of focus in 2009

Improve system stability Implement the merger Develop technology strategy System reliability significantly Major merger milestones Comprehensive technology improved over year: completed: strategy and architecture established, with a detailed 5 year Disruptive incidents down Reciprocal ATM usage plan now in place over 75% - Group-wide IT connectivity, including for secure email - Time to restore incidents Strengthening of Technology improved by over 50% leadership team Consolidation of enterprise - PC help desk calls down 76% support systems for Treasury, Risk, Payroll and People 12,700 new PCs installed Single general ledger 12,200 new teller keyboards and implemented pinpads Upgraded bandwidth across network doubling capacity

Technology strategy – priority is reliability and customer experience

Reliability, efficiency & effectiveness

Customer Touchpoints

Product and Processing

Enabling Programs

- Further enhance IT reliability and efficiency
- Improvement of resilience and capacity of Group Data Centres via consolidation and transformation
- Optimise strategic supplier relationships
- Implement a common Sales & Service Desktop for Westpac and St.George branches and call centres
- Launch a New Internet Banking Platform for personal, small business and corporate customers including next generation Perimeter Security
- Deposit platform Transition to the next generation of Hogan (currently used in St.George and BankSA) to support transactions and savings group-wide
- Operations Transformation Rollout of new operations desktop to simplify manual processes
- Payments Migrate to new payments platform for high and low value payments
- Cards Platform Consolidate existing platforms to one for both St. George and Westpac
- Wealth Consolidate and improve core Wealth platforms
- Secured Lending Transform of our secured lending platforms and processes
- Repository of core customer information to support multi-brand strategy
- Enterprises Services Infrastructure Enhance capability to implement common services that can be used by multiple initiatives to maximise re-use

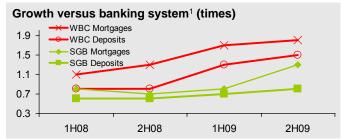
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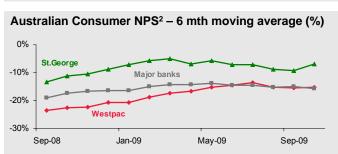
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Strong franchise health

Franchise health improving

- Increase in customer numbers over the year:
 - 45,000 for St.George
 - 191,000 for Westpac
- Customers with 4+ or more over the year:
 - Up 62,000 for St.George
 - Up 131,000 for Westpac
- Employee turnover down over year:
 - 8.7% (from 14%) in St.George
 - 11.6% (from 19%) in Westpac
- Employee engagement in 2009 improved to:
 - 82%, (from 75%) for St.George
 - 81%, (from 78%) for Westpac







APRA monthly banking statistics, September 2009

^{2.} Source for NPS: Roy Morgan Research – NPS of main financial institution. Aged 14+. Major banks includes WBC, ANZ, CBA, NAB and SGB (simple average

Customer choice – a significant opportunity

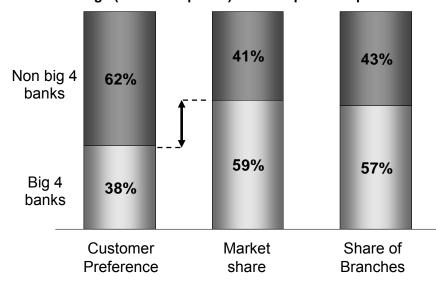
- Completed in-depth research on customer preferences
- Customer preferences for their bank differ widely with little correlation between demographic, or socio-economic circumstances
- A high proportion of customers that prefer a regional bank do not have access to that preference
- The Westpac Group's multi-brand strategy is well positioned to meet these needs:
 - Westpac brand strongly positioned to meet the needs for a major
 - St.George the only regional bank with credible national reach

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Many customers do not have access to their preference

Share of Footings (loans & deposits) and Footprint compared to Customer Preference (NSW)



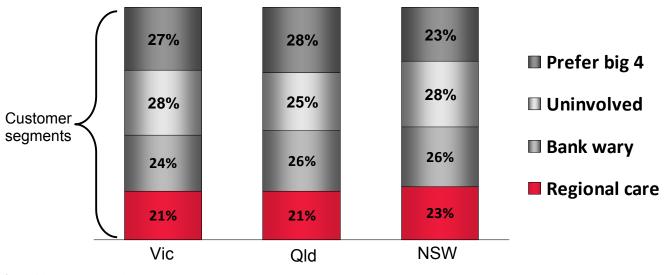
- The smaller footprint of regional (non big 4) banks acts as a constraint to customer choice
- Market share of Big 4 and regional banks are more closely related to their share of footprint than customer preferences

Source: Roy Morgan; APRA; Primary customer research 2009



Segment sizes are broadly consistent at a state level

Sizes of Attitudinal Customer Segments by State



Source: Primary customer research, 2009

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Our brands appeal to distinct customer groups

With limited footprint overlap Limited customer overlap (NSW) NSW Customers by Brand¹ Coverage of our Brands by suburb in NSW 150 locations not directly contested 36% Neither brand Westpac by either brand 50% Westpac & 28% Westpac only 6% St.George 51% of Group locations have Westpac & 44% 33% both brands St.George St.George St.George only

Source: Roy Morgan; APRA; Primary customer research 2009

1. Retail consumer customers of St.George and Westpac across mortgages, transaction and savings accounts

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Customer choice – delivered via multi-brand strategy

The multi-brand strategy involves a commitment to:

- Maintain unique and distinct brands, that mean different things to different people
- Invest in brand distinctiveness
- Protect customer relationships over short-term cost gains

Reassessed brand attributes and position	Developed new segment strategies by brand	Sharing best practice & implementing cross sell	Brand strategies by market/region/product
 Clear knowledge of what each brand means for customers, employees and communities Refined advertising campaigns underway 	Assessing opportunities to reinforce brand attributes across business segments	 Product development built on shared learning Call centre excellence Expanded BT Insurance products across Group Rolling-out Super for Life to St.George 	Deciding which brands to utilise when targeting new markets, regions or products



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Westpac Local, driving deeper customer relationships

Peter Hanlon
Group Executive
Westpac Retail & Business Banking
7 December 2009

Agenda

- Our strategy
- Westpac Local is driving deeper customer relationships:
 - The program bringing back the Bank Manager
 - The progress model finalised, implementation 75% complete
 - The opportunity new model combined with increased presence assisting to maintain momentum



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Our ambition is to delight customers and earn all their business

Closer relationships	Earn the right to increase the share of each customer's business
with existing	Listen to customers and improve Net Promoter Score
customers	Decrease complaints and improve complaint handling – learning from St.George
More relationships	A better 'welcome plan' for new customers – building lasting relationships
with new customers	Improve brand consideration
Move towards self-	Restore deposit market share
funding	Meet more customers' transaction needs
Improve productivity	Build on improvements in home loan productivity – looking for more
iniprove productivity	Realise gains from strengthened front line
Grow first party distribution	Case study: Westpac Local

What is Westpac Local?

An 18 month, \$166 million distribution transformation project putting customers at the centre

Increased accountability	 Accountability closer to the customer, with individual branch P+L and balance sheet Critical decision making on the spot
Enhanced ownership	Return of the Bank ManagerLocal workforce planning and recruitment
Locally oriented	 More involved and active in the local community Marketing efforts determined locally, including advertising and opening hours
Working as One Team	 Resources focused on the customer and tailored to local needs Supported by appropriate specialists – local business bankers, home finance managers and financial planners
Improved efficiency & capability	 Enhanced front line management skills supported by a flatter management structure No fragmentation of responsibilities Continuous education programs



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Westpac Local: rollout 75% complete

	 Accelerated rollout – all new roles to be filled by May 2010
Recruiting the right	1,169 Westpac Local appointments:
people	 State General Managers, Regional General Managers, Bank Managers, Local Business Bankers, Assistant Bank Managers and Credit Coaches
	Customised induction programs, coaching & ongoing training for all roles
Extensive training and development	58 induction programs completed, 24 courses underway
uevelopillelli	963 people have either completed or are currently participating in their induction
Implemented new	 Empowered our people to delight customers by implementing 'decision rights' covering product, pricing, people, property and marketing
processes, policies and tools	 New processes, tools and technology to make it easier for our people to do their jobs, including enhanced reporting tools for bank managers to manage their business
Expanding and enhancing	 Invested over \$120m expanding and enhancing the network, with 13 new sites, 113 branches refurbished, 115 more ATMs
the network	Further investment planned in 2010

Strong progress and support from employees and customers



Key	Retail FY09 (%)		SME FY09 (%)		FY10
indicators	Target	Result	Target	Result	Trend
Employee engagement	79	81	80	89	✓
Net promoter score*	-15 (from -21)	- 15.4	-25 (from -33)	-24.1	✓
Customer retention	95	95.3	93	99.2	√



^{*} Source for SME NPS (Net Promoter Score); TNS Business Finance Monitor – NPS of main financial institution among business decision makers in companies with turnover up to \$5m (excl Agri businesses). Data 6 months to Sept 09. Source for SME NPS (Net Promoter Score): TNS Business Finance Monitor – NPS of main financial institution among business decision makers in companies with turnover up to \$5m (excl Agri businesses). Data 6 months to Sept 09.

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Westpac Local: our Bank Managers in action

Ken Baker Bank Manager Ballarat

Commenced - July 2009

External hire - real estate background



Customers with 4+ products	Increased by 5% Engaged and coached the team to focus on customer needs conversations
Deposits	Increased by 25% Living and breathing the Branch in the community – walking the street, coffee with customers resulting in them changing their bank
NPS	Increased by 19% Coaching on how NPS works with the team Discusses feedback with customers Showing the human side of banking – friendly and happy team to serve customers
Decision rights	Staff introduce him to potential Term Deposit customers. He then uses his sales skills and discretions to gain the business When necessary, opens the Branch early to avoid leaving customers standing outside Has local sponsorship arrangements including with the Art Gallery of Ballarat, the Turf Club and the Roosters Football Club

Nina Cvoro Bank Manager Marrickville Commenced – May 2009 Internal hire – Regional Manager Branch Sales



Customers with 4+ products	Increased by 6% Engaged and coached the team to focus on customer needs conversations
Deposits	• Increased by 1% • Raised \$858k in a 'Drive for Deposits' day
NPS	Increased by 26% Proactively manages queues Personally contacts every customer who completes a survey form in the Branch and discusses feedback to improve service
Decision rights	Opened the Branch on a Sunday to support her sponsorship of the Marrickville Street Fair organised by Marrickville Council Keeps an eye on term deposit renewals and fights for funds by using interest discretions. Promotes specials for new business



Westpac Local: what's next

In 2010 we will build on our platform, continuing to improve the capability of our people, and develop policies and processes to empower them to delight customers

Recruitment	■ Complete recruitment - 388 roles (25%) still to be filled*
Learning	Complete induction of all new recruits and continue ongoing training and development
Business Enablement	 Further enhance policies, processes and tools to support our people Complete a framework and accreditation process to empower Bank Managers with decision making rights for Unsecured Lending and Secured Lending by end of January 2010 New Sales and Service Desktop will enhance frontline processes and technology for tellers and contact centres
Delivering the benefits	 Bank Manager Blitz – current campaign to lift community awareness and engagement Rigorous process to optimise returns: Westpac Way – introducing a consistent, aligned operating rhythm across our network Disciplined business processes with flexibility to meet local needs Leaders accountable for business outcomes and empowered to deliver

^{*} As at 27 November 2009





Strong sector growth

Westpac RBB balance sheet growth (%)

October 2009	Last 3 months	Last 12 months
Housing credit	5.1%	21.0%
Household deposits	3.3%	15.5%

Westpac RBB growth vs bank system (times)

October 2009	Last 3 months	Last 12 months
Housing credit	2.0 X	1.9 X
Household deposits	1.4 X	1.4 X

Wealth/Insurance cross-sell earning all our customers' business

Rob Coombe Chief Executive BT Financial Group 7 December 2009

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Agenda

- 1. Integration of BT and St.George Wealth
- 2. Four keys to earnings all our customers' business
- 3. Results and opportunities



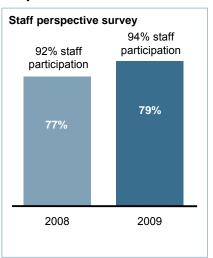


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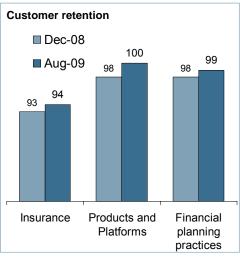
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No loss of momentum as a result of the merger

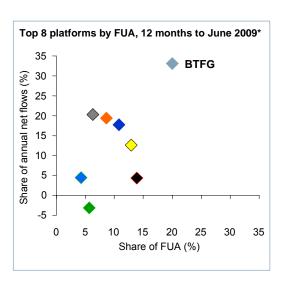
Employee engagement improved



More customers

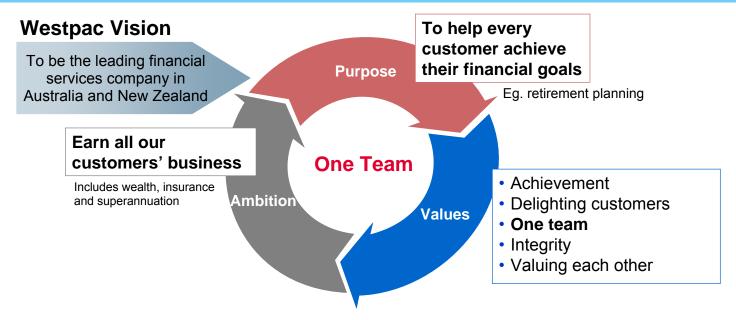


Continuing to grow market share



* Source: QDS, Plan for Life All Master Funds, for 12 months to June 2009

Earning all our customers' business must be supported with a clear vision



2 Success relies on simple, good value products

Super for Life

- → 2008, Best New Product awarded by SuperRatings
- → 2009, Gold Rating awarded by SuperRatings:
 - BT Super for Life Savings account
 - BT Super for Life Retirement account
- → 2009, awarded SuperRatings Infinity rating for:
 - Sustainable business practices
 - Responsible investment principles





Insurance

- 2009, nominated for Australian Banking and Finance magazine Insurance awards:
 - Best Innovation for 'Getting well sooner' solution
 - Best Insurance Call Centre
 - Best Marketing Campaign for BT Life Protection Plans
- 1st quartile rating for BT Life Protection Plans (Wrap and Wrap Essentials) by IRESS, October 2009

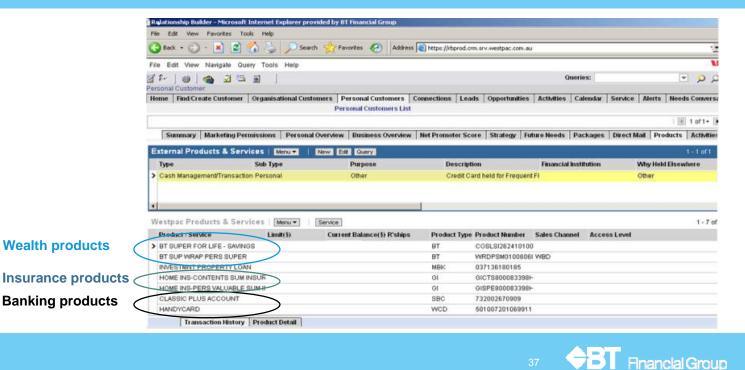
Investments

Advance Asset
 Management
 awarded 2009 Money
 Management Multi
 Manager Award



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3 Integrated wealth, insurance and banking systems





Wealth and insurance embedded in remuneration and recognition

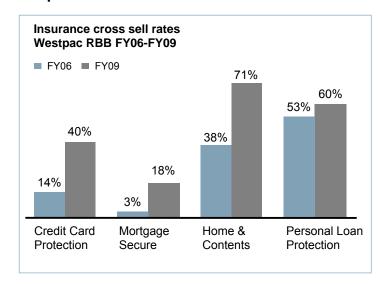
Bank Manager, Financial Centre – FY10 Objectives Scorecard



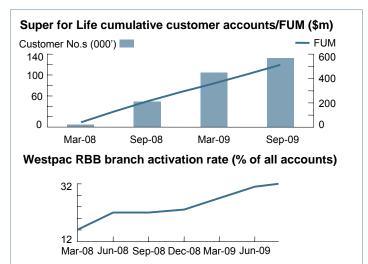
Key Performance Indicators	Measure	Weighting	
Delighting our Customers	Branch Net Promoter Score (NPS)	20%	
Earning all our Customers' Business	Customers with 4 Products	20%	
Sales	# Active Account Sales		
	\$ Wealth Revenue (including Super For Life)		
	# Unsecured Lending	25%	
	\$ Home Loans Sales Limits (\$m)	25%	
	# General Insurance		
	# Business Partner Sales		
Business Growth	Branch P&L Asset Growth	10%	
	Branch P&L Liabilities & Wealth Growth	15%	
People Management	Employee Engagement	10%	

Strategy delivering

Improved insurance cross sell



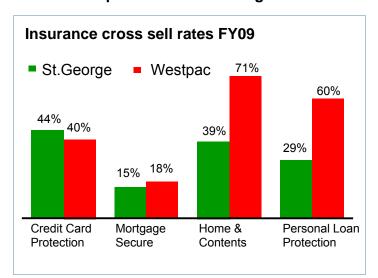
Strong momentum in BT Super for Life





St.George opportunity

Insurance upside within St.George



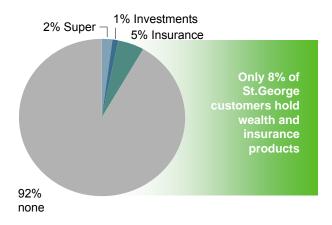
BT Super for Life into St.George

No 200	vember 19	De 200	cember 19	Feb 201	oruary 10
\rightarrow	Launched on St.George online Training of St.George and BankSA branch staff	\rightarrow	Launched on BankSA online Internal soft launch for St.George and BankSA	→	Marketing and media launch for St.George and BankSA In branch launch throughout
					St.George and BankSA

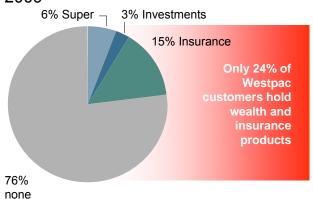
Our 10 million customer opportunity

St.George customers

October 2008 to September 2009



Westpac RBB customers October 2008 to September 2009



Source: Roy Morgan - Single Source data, rolling average for the period October 2008 to September 2009

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Big Enough: Small Enough provides strong opportunities

Greg Bartlett
Chief Executive
St.George Bank
7 December 2009

St.George is a growth story

- An outstanding year
- Poised to realise significant opportunity
- A new operating model



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An outstanding year in 2009

- Retained strong customer advocacy and loyalty
- 2nd largest banking provider in NSW
- Continued strong performance in South Australia
- Solid organic growth and increasd momentum
- Innovative new products
- Growing customers faster than last year



A new operating model

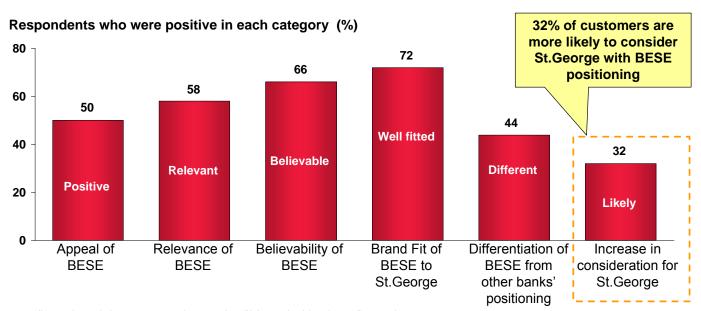


A refined regional model with national segment overlay



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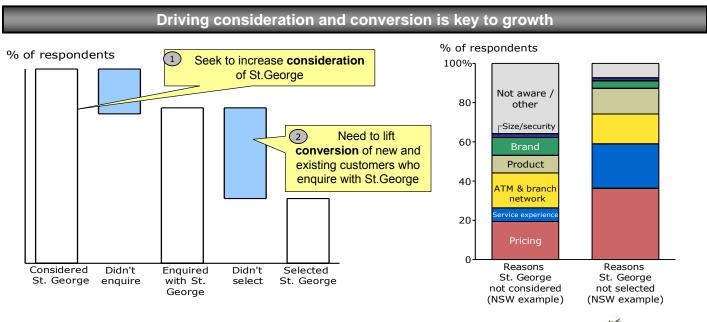
Big Enough: Small Enough is a powerful fit



Notes: All Respondents – St.George customers and prospects (N=4,581); Appeal and Consideration 5 point scale; Other measures 4 point scale Source: St.George consumer survey, May 2009



Poised to realise significant opportunity



st.george

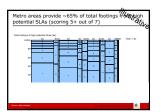
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A multi-year reinvigoration programme

Drive <u>consideration</u>	Improve <u>conversion</u>
 Improve marketing and align messages to 'Big Enough: Small Enough' Expand our branch footprint and align with the greatest opportunities Deliver a differentiated customer experience to drive advocacy 	 Develop compelling product and price 'offer' and bundles Upgrade front line sales and service capability and resourcing Optimise online and other electronic channels

Investment decision methodology

Identified the micro markets with the highest potential



Evaluated **existing branch performance** relative to potential in each micro market



Overlaid **competitive intensity** to determine most attractive micro markets



Identified new branch opportunities and prioritised based on ROI



Assessed current **competitive position** in attractive micro markets



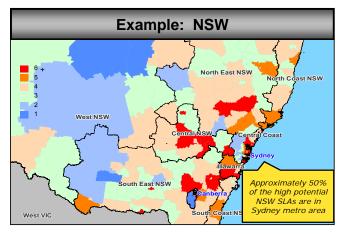
Conducted **site visits** to validate branch opportunities and identify **attractive locations**



st.george

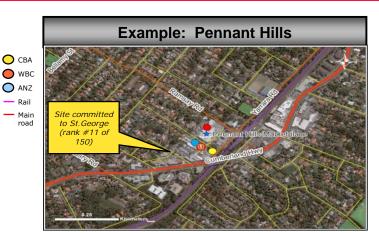
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Case study



- Approximately 1,400 statistical local areas (SLAs) in Australia
- Statistical analysis identified key drivers of high market footings

NSW, Vic metro and SE Qld identified as key geographies



- Approx 3,000 shopping centres, high streets and CBDs in Australia
- Strong fit with BESE proposition and competitive opportunities

Financial centres prioritised and focused on deposits



St.George is a growth story

- Strong underlying franchise
- Leveraging relationship based banking model
- Rigorous, best in market diagnostic informing business strategy
- Experienced in expanding into new geographies
- Experienced and unified St.George leadership team

st.george

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Customer centric approach improving simplicity and efficiency

Peter Clare
Group Executive
Product & Operations
7 December 2009

Product & Operations Agenda

- Product & Operations background and strategy
- Key priorities
 - Efficiency and productivity in the multi-brand environment
 - Simplification, customer centric approach
 - Focus on People One Team



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P&O is a multi-faceted division

Customers / Brands Lestpac BankSA Responsibilities Product profitability Product and service integration End-to-end product accountability Fulfilment (application and account processing) within agreed service levels Optimised risk management Project delivery excellence Collections Group-wide procurement & property

Key Statistics				
	Annual volumes			
Mortgage applications	270,000			
Other personal applications	1,000,000			
Business & equipment applications	220,000			
Banking service requests	10,000,000			
Customers supported by 'Assist'	50,000			
Collection calls	1,500,000			
Buildings / tenancies managed	2,569			
Value of Group procurement	\$1.3bn			
Number of employees	4,400			



A three phase journey to realise our vision

Realign Strategic Direction

Complete

- New governance model
- Merger integrate operations management
- Design policies and processes across brands
- Establish project management excellence
- Enhance efficiency
- Instil quality management
- Develop a total portfolio approach to products

Finalise foundation systems/processes

Underway

- Development of common platforms across key products and processes:
 - Deposits
 - Lending
 - Credit cards
 - Payments
- Undertake operations process integration

Enhance foundation systems/process to support Brand tailoring

Future

- Customise key platforms for customer and segment requirements
- Evaluate/support new distribution opportunities
- Deliver further efficiencies from platforms



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Case study 1: Consolidated Business Lending Operations

Opportunity

 Use Westpac capability to produce offer letters and security documentation for St.George Business Customers. Work previously outsourced to panel solicitors

What is the new process?

- Once a deal is approved it is sent to Business Lending Operations for documentation
- Completed documents are printed by Banker using remote printing capability
- Settlement is centrally coordinated by Operations and the local solicitor

Outcome

- ✓ Delighting customers Cycle time for customer reduced from 5 days to 3 days
- ✓ Easier to do business with Customers save \$1,000 to \$2,000 in solicitor costs
- ✓ Closer to our customers faster service
- ✓ No FTE impact up skilling existing team

Early 2010 Next Steps:

Extend document preparation services and centralised security packet management using Westpac imaging technology to St.George Corporate and Key Segment



Case study 2: From a complex process...

Our small & medium enterprise processes were cumbersome and fragmented, which made doing business with us difficult for both employees and customers

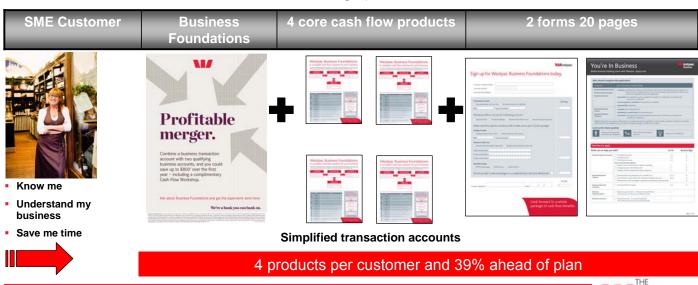


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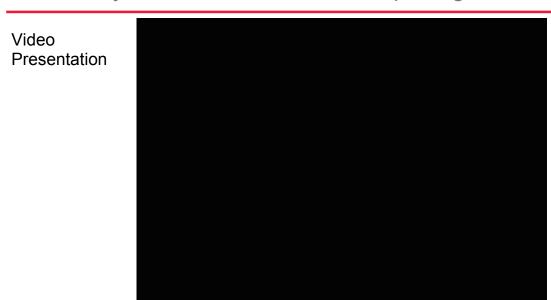
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Case study 2: To a simplified process

In order to succeed in this segment, simplified products that can be easily bundled, originated and fulfilled are being operationalised



Case study 3: Transaction account opening automation



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Conclusion - P&O priorities

- 1. Efficiency and productivity in the multi-brand environment
- Simplification and customer centric approach is delivering for the Group

The challenge is to transform the customer experience whilst running and merging the business

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The material contained in this presentation is intended to be general background information on Westpac Banking Corporation ("Westpac") and its activities.

The information is supplied in summary form and is therefore not necessarily complete. Also, it is not intended that it be relied upon as advice to investors or potential investors, who should consider seeking independent professional advice depending upon their specific investment objectives, financial situation or particular needs.

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All amounts are in Australian dollars unless otherwise indicated.

Unless otherwise noted, financial information in this presentation is presented on a cash earnings basis. Refer to Westpac's Full Year 2009 Results (incorporating the requirements of Appendix 4E) for the financial year ended 30 September 2009 available at www.westpac.com.au for details of the basis of preparation of cash earnings.

Disclosure regarding forward-looking statements

This presentation contains statements that constitute "forward-looking statements" within the meaning of Section 21E of the US Securities Exchange Act of 1934. The forward-looking statements include statements regarding our intent, belief or current expectations with respect to our business and operations, market conditions, results of operations and financial condition, including, without limitation, future loan loss provisions, financial support to certain borrowers, indicative drivers, forecasted economic indicators and performance metric outcomes.

We use words such as 'will', 'may', 'expect', 'indicative', 'intend', 'seek', 'would', 'should', 'continue', 'plan', 'probability', 'risk', 'forecast', 'likely', 'estimate', 'anticipate', 'believe', or similar words to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to change, certain risks, uncertainties and assumptions which are, in many instances, beyond our control and have been made based upon management's expectations and beliefs concerning future developments and their potential effect upon us. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from the expectations described in this presentation. Factors that may impact on the forward-looking statements made include those described in the sections entitled 'Risk and risk management' and 'Competition' in Westpac's 2009 Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission. When relying on forward-looking statements to make decisions with respect to us, investors and others should carefully consider such factors and other uncertainties and events. We are under no obligation, and do not intend, to update any forward-looking statements contained in this presentation.



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