

Terms and Conditions of Website

Westpac Banking Corporation (ABN 33 007 457 141, AFSL 233714) ("**Westpac**") announced the offer ("**Offer**") of Westpac Capital Notes 3 ("**Notes**") on 27 July 2015. A copy of the prospectus was lodged with the Australian Securities and Investments Commission ("**ASIC**") and ASX Limited ("**ASX**") on 6 August 2015 ("**Prospectus**"). It is a replacement prospectus (which includes the Margin for the Notes) and replaces the original Prospectus which was lodged with ASIC and ASX on 27 July 2015. 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 Prospectus nor for the merits of the investment to which the Prospectus relates.

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

The Offer is now closed.

The Notes were offered to 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 the Notes. Westpac makes no recommendation to any person in relation to the Offer.

The Offer is being 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 6.13 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 does 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 the Notes or the Offer or to otherwise permit a public offering of the Notes in any jurisdiction **outside Australia**.

In particular, the Notes 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 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 investment advice or a recommendation to invest in the Notes. This website and the information in the Prospectus have been prepared without taking into account your investment objectives, financial situation and particular needs (including financial and taxation issues) as an investor. 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. Any calculations or examples set out on this website are for illustrative purposes only and do not indicate actual rates or payments. The calculations and examples are not a guarantee or forecast of payments that may be obtained. Past performance is not a reliable indicator of future performance.

Westpac Capital Notes 3 are fully paid, non-cumulative, convertible, transferable, redeemable, subordinated, perpetual, unsecured notes issued by Westpac, through its London branch. There are risks associated with an investment in the Notes, including loss of some or all of your investment. If there are insufficient assets to satisfy claims ranking ahead of, or equally with, the Notes, you may not be repaid any or all of the Face Value and may not receive any compensation or unpaid Distributions. An investment in the Notes is an investment in Westpac and may be affected by the ongoing performance and financial position of Westpac. Neither Westpac nor any member of the Westpac Group guarantees the performance of the Notes.

The Notes 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 compensation scheme of Australia or any other jurisdiction.

Westpac Capital Notes 3 Information Line:

1300 206 701 (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.