WESTPAC BANKING CORPORATION

# DIRECT VOTING RULES 2026

## 1 Introduction

The Board of Westpac Banking Corporation (Westpac) has determined to adopt these rules specifying the form, method and timing of giving a direct vote at a general meeting in order for the vote to be valid.

The purpose of these rules is to facilitate shareholder engagement. Direct voting is a form of voting that allows shareholders to cast their vote, in advance of a general meeting, without attending the relevant meeting in person or by appointing a proxy or corporate representative to vote on their behalf (which may not always be practicable or permissible).

These rules should be read in conjunction with:

- the Notice of Meeting for the relevant meeting and the Voting Form (defined below), which will be made available at http://www.asx.com.au under the ticker: WBC, and on Westpac's website at http://www.westpac.com.au/AGM; and
- Westpac's Constitution (available at https://www.westpac.com.au/content/dam/public/wbc/documents/pdf/aw/WBCConstitution.pdf).

## 2 When a direct vote may be used

A shareholder who is entitled to attend a general meeting of Westpac (meeting) may vote by direct vote if the Notice of Meeting allows it.

## 3 How a direct vote may be made

### 3.1 Form of the direct vote

(a) A direct vote includes any form of vote that the Directors may prescribe or accept, including by any means of technology made available by Westpac for the purpose of lodging a direct vote (Voting Form).

(b) The Voting Form must be completed in accordance with the instructions set out in the Voting Form.

### 3.2 Receipt of the Voting Form

The Voting Form, and any duly executed authority under which it is signed (such as a power of attorney), must be received by Westpac or Westpac's share registry, MUFG Corporate Markets (AU) Limited (Share Registry):

(a) at least 48 hours before the start time for the meeting, or the adjourned meeting; and

(b) in accordance with the instructions set out in the Voting Form.

## 4 Counting direct votes

### 4.1 Show of hands

On a vote by a show of hands, direct votes are not counted.

### 4.2 Poll

Subject to rule 5.3, on a poll, the direct votes cast by each shareholder who has submitted a direct vote for or against the resolution multiplied by the number of shares held by each shareholder (or, where a shareholder has indicated on the Voting Form that only a portion of their shares are to be voted directly on a resolution, that portion) must be counted in determining the outcome of the vote on each item of business for a meeting. However, a direct vote by a shareholder will not be counted on a resolution if any of the following apply:

(a) the shareholder is subject to a voting restriction in relation to the resolution;

(b) more than one box is marked (i.e., for, against, abstain) in the Voting Form for the resolution but the relevant portion or number of shares is not specified;

(c) the shareholder completes the Voting Form and does not mark a box (i.e., for, against, abstain) for the resolution, but has marked a box for other resolutions; or

(d) "Abstain" is marked.

### 4.3 Joint holders

(a) If the shareholding is in more than one name, any shareholder may sign the Voting Form.

(b) If more than one joint holder votes directly on a resolution, only the direct vote of the joint holder whose name appears first in the register of members will be counted.

## 5 More than one method of voting

### 5.1 Single Voting Form

(a) If a single Voting Form contains instructions for both direct voting and appointment of a proxy, the shareholder will be taken to have appointed the person named in the Voting Form as proxy and if no person is named, the Chairman of the meeting as proxy. Any direct votes will not be counted.

(b) If a single Voting Form is received and neither Box A (‘Vote Directly’) nor Box B (‘Appoint a Proxy’) is selected or Box A (‘Vote Directly’) is selected but no voting directions are given by marking a box (i.e., for, against, abstain) for all resolutions in the Voting Form, the shareholder will be taken to have appointed the person named in the Voting Form as proxy and if no person is named, the Chairman of the meeting as proxy. Any direct votes will not be counted.

### 5.2 Multiple Voting Forms

(a) If more than one valid Voting Form is received with instructions to vote on the same resolution by both direct vote and by proxy, the direct vote will not be counted unless the shareholder revokes the proxy.

(b) If more than one valid Voting Form is received with different instructions on a resolution for direct voting, the last instructions taken to be received will override the earlier instructions.

### 5.3 Withdrawal of direct vote

A direct vote received by Westpac or its Share Registry may be withdrawn by the shareholder by notice in writing received by Westpac or its Share Registry before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting) in the same manner contemplated in rule 3.2(b).

### 5.4 Attendance by shareholder who has cast a direct vote

A shareholder who has cast a direct vote is entitled to attend the meeting (assuming they remain a shareholder at the voting entitlement cut-off time specified in the Notice of Meeting). The shareholder's attendance will not cancel the direct vote unless the shareholder instructs Westpac or its Share Registry otherwise. Where a shareholder attends the meeting and does not cancel their direct vote, they will not be entitled to vote at the meeting but may otherwise exercise their rights as a shareholder.

Westpac and its Share Registry may adopt procedures to give effect to this arrangement.

## 6 Validity of direct votes

### 6.1 Validity

A direct vote is valid even if before the vote was cast the shareholder:

(a) died;

(b) became of unsound mind; or

(c) wished to change their vote,

unless written notification of the relevant event in the manner contemplated in rule 3.2(b) is received by Westpac or its Share Registry before the meeting or adjourned meeting or the taking of a poll in respect of which the direct vote was to have been cast.

### 6.2 Chairman's decision

The Chairman of the meeting's decision as to whether a direct vote is valid is conclusive.

## 7 Disclosure of direct votes

### 7.1 At the meeting

Before the vote is taken at the meeting, the Chairman of the meeting may inform the meeting whether any direct votes have been received and how the direct votes have been cast. The procedure, if adopted, will be the same as for the identification of proxy votes, unless the Chairman of the meeting determines otherwise.

### 7.2 After the meeting – results

The number of direct votes received for and against each resolution will be included in the minutes of the meeting and will be notified to the ASX as part of Westpac's lodgment of information required under section 251AA(2) of the *Corporations Act 2001* (Cth).

## 8 Amendment

The Directors may amend, vary, revoke or replace these rules from time to time.