

NOTIFICATION UNDER SECTION 309B(1) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE “SFA”) – The Debt Instruments are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Series No.: 2024-9

Tranche No.: 1



Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of

A\$1,450,000,000 Fixed Rate Medium Term Notes due 14 May 2029
("Debt Instruments")

The date of this Supplement is 10 May 2024.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 19 May 2023 ("**Information Memorandum**") relates to the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with, the Senior Note Deed Poll dated 5 March 2014 made by Westpac Banking Corporation ("**Deed Poll**") and the Information Memorandum.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the Information Memorandum.

The particulars to be specified in relation to the Tranche of Debt Instruments referred to above are as follows:

- | | | |
|----------|------------------------|---|
| 1 | Issuer | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 2 | Lead Manager | : Westpac Banking Corporation
(ABN 33 007 457 141) |
| 3 | Relevant Dealer | : Westpac Banking Corporation
(ABN 33 007 457 141) |

4	Registrar and Australian Paying Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
5	Calculation Agent	: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
6	Issuing and Paying Agent (Offshore)	: Not Applicable
7	If to form a single Series with an existing Series, specify date on which all Debt Instruments of the Series become fungible, if not the Issue Date	: Not Applicable
8	Status	: Senior
9	Currency	: Australian dollars (“A\$”)
10	Aggregate Principal Amount of Tranche	: A\$1,450,000,000
	Aggregate Principal Amount of Series	: A\$1,450,000,000
11	Issue Date	: 14 May 2024
12	Issue Price	: 99.843 per cent. per Denomination
13	Commissions Payable	: As set out in the Subscription Acknowledgement dated 10 May 2024 between the Issuer and the Lead Manager and Dealer
14	Selling Concession	: Not Applicable
15	Purchase Price	: A\$99,843 fully paid per Denomination
16	Denomination	: A\$100,000

The minimum aggregate consideration for offers or transfers of the Debt Instruments in Australia must be at least A\$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia.

17	Partly Paid Senior Notes	Not Applicable
	Specify number, amounts and dates for, and method of, payment of instalments of subscription moneys and any further additional provisions (including Forfeiture Dates in respect of late payment of Partly Paid Senior Notes)	
18	Type of Debt Instruments	: Fixed Rate Debt Instrument
19	If interest-bearing, specify which of the relevant Conditions is applicable	: Condition 5.2 is applicable
20	Fixed Rate Debt Instruments (Condition 5.2)	: Applicable
	Fixed Coupon Amount	: A\$2,550 per Denomination
	Interest Rate	: 5.10 per cent. per annum payable semi-annually in arrear
	Interest Commencement Date, if not Issue Date	: Issue Date
	Interest Payment Dates	: 14 May and 14 November in each year commencing on 14 November 2024 up to and including the Maturity Date subject to adjustment in accordance with the Applicable Business Day Convention specified below
	Day Count Fraction	: Australian Bond Basis
	Initial Broken Amount	: Not Applicable
	Final Broken Amount	: Not Applicable
	Applicable Business Day Convention	
	- for Interest Payment Dates	: Following Business Day Convention
	- for Interest Period End Dates:	: Not Applicable
	- for Maturity Date:	: Following Business Day Convention
	- any other date:	: Not Applicable
	Additional Business Centre(s)	: Not Applicable
21	Floating Rate Debt Instruments (Condition 5.3)	: Not Applicable
22	Index-Linked Interest Debt Instrument provisions	: Not Applicable

23	Other rates	:	Not Applicable
24	Accrual of interest	:	Not Applicable
25	Default Rate		Not Applicable
26	Overdue Rate		Not Applicable
27	Zero Coupon Debt Instrument		Not Applicable
28	Reference Price	:	Not Applicable
29	Maturity Date	:	14 May 2029, subject to adjustment in accordance with the Applicable Business Day Convention specified above.
30	Maturity Redemption Amount	:	100 per cent. of the Outstanding Principal Amount
31	Early redemption for taxation reasons (Condition 6.3)	:	Applicable
	Specify minimum notice period	:	15 days
	Specify maximum notice period	:	45 days
	Specify any conditions to early redemption	:	Not Applicable
	Early Redemption Amount (Tax)	:	As set out in Condition 6.3
	Early Redemption Date (Tax)	:	As set out in Condition 6.3
32	Early redemption at the option of the Issuer (Call) (Condition 6.4)	:	Not Applicable
33	Early redemption at the option of Holders (Put) (Condition 6.5)	:	Not Applicable
34	Early Termination Amount	:	
	If Early Termination Amount is not the Outstanding Principal Amount of the Debt Instruments, insert amount or full calculation provisions	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments
	Specify if Holders are not to receive accrued interest on early redemption on default	:	Not Applicable
35	Redemption of Zero Coupon Debt Instruments	:	Not Applicable
36	Deed Poll	:	Senior Note Deed Poll dated 5 March 2014

37	Taxation	:	Condition 8.8 is applicable
38	Other relevant terms and conditions	:	Not Applicable
39	ISIN	:	AU3CB0309466
40	Common Code	:	281951963
41	Common Depository	:	Not Applicable
42	Austraclear Number	:	WP2289
43	Any Clearing System other than Euroclear / Clearstream, Luxembourg / Austraclear	:	Not Applicable
44	Settlement procedures	:	Customary medium term note settlement and payment procedures apply
45	U.S. selling restrictions	:	As set out in the Information Memorandum
46	Distribution of Information Memorandum	:	As set out in the Information Memorandum
47	Other selling restrictions	:	As set out in the Information Memorandum
48	Australian interest withholding tax	:	<p>The Issuer intends to issue the Debt Instruments in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the “Tax Act”). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable (subject to Item 32 above), and accordingly the Issuer may, subject to certain exceptions, be obliged to pay Additional Amounts in accordance with Condition 8.8.</p> <p>See also the section of the Information Memorandum entitled “Australian Taxation”.</p>
49	Transaction Documents	:	Not Applicable
50	Listing	:	Not Applicable
51	Events of Default	:	Condition 7.1 is applicable
52	Additional or alternate newspapers	:	Not Applicable
53	Stabilisation Manager	:	Not Applicable
54	Other amendments	:	Not Applicable

: As set out in the Information Memorandum

As at the date of this Supplement, the Issuer's long term credit ratings are as follows:

S&P Global Ratings: AA- (stable)

Moody's: Aa2 (stable)

Fitch: A+ (stable)

The Debt Instruments to be issued are expected to be assigned the following ratings:

S&P Global Ratings: AA-

Moody's: Aa2

CONFIRMED

For and on behalf of

Westpac Banking Corporation

By:

Name

Position

Date: 10 May 2024