

**NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, CHAPTER 289 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME:** The 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).

**FINAL TERMS**

04 March 2022

Series No.: 046

Tranche No.: 1

**WESTPAC SECURITIES NZ LIMITED**  
acting through its London branch

**Programme for the Issuance of Debt Instruments**

**Issue of**

***US\$500,000,000 2.37 per cent. Senior Unsecured Fixed Rate Instruments due  
7 March 2025***

**by Westpac Securities NZ Limited**  
**acting through its London branch**  
(Legal Entity Identifier (LEI): 549300W0N3O6Q4RCKE25)

**Guaranteed by Westpac New Zealand Limited ("WNZL")**  
(Legal Entity Identifier (LEI): 549300MW73M5PK1PNG73)

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") set forth in the base prospectus dated 2 December 2021 (and any other supplement to the base prospectus prepared by the Issuer from time to time), which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at Camomile Court, 23 Camomile Street, London EC3A 7LL, United Kingdom, and at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and copies may be obtained from the Specified Offices of the Paying Agents.

## PART A – Contractual Terms

- |     |  |   |
|-----|--|---|
| 1.  | Issuer:  | Westpac Securities NZ Limited, acting through its London branch   |
| 2.  | Guaranteed by Westpac New Zealand Limited:                       | Yes   |
| 3.  | Date of Board Approval:  |   |
|     | (i) Issuer:  | Not applicable, save as discussed in paragraph 2 of the section entitled “General Information” in the Base Prospectus |
|     | (ii) WNZL:   | Not applicable, save as discussed in paragraph 2 of the section entitled “General Information” in the Base Prospectus |
| 4.  | Specified Currency:  | United States Dollars (“US\$”)  |
|     | (i) of denomination:   | US\$  |
|     | (ii) of payment:   | US\$  |
| 5.  | Aggregate Principal Amount of Tranche:                           | US\$500,000,000   |
| 6.  | If interchangeable with existing Series, Series No:              | Not Applicable  |
| 7.  | (i) Issue Date:  | 9 March 2022  |
|     | (ii) Interest Commencement Date:                                 | Issue Date  |
| 8.  | Issue Price:   | 100 per cent. of the Aggregate Principal Amount of Tranche  |
| 9.  | Maturity Date:   | 7 March 2025, subject to adjustment in accordance with the Business Day Convention specified in paragraph 20(iv)      |
| 10. | Expenses:  | Not Applicable  |
| 11. | (i) Form of Instruments:   | Registered  |
|     | (ii) Bearer Instruments exchangeable for Registered Instruments: | Not Applicable  |

12.	If issued in Bearer form:	Not Applicable
13.	If issued in Registered form:	Regulation S Global Note (US\$500,000,000) registered in the name of a nominee for the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority
14.	Denomination(s):	US\$200,000
15.	Calculation Amount:	US\$200,000
16.	Partly Paid Instruments:	No
17.	If issued in Registered Form:	
	Registrar:	The Bank of New York Mellon, Hong Kong Branch
18.	Interest:	2.37 per cent. per annum Fixed Rate
19.	Change of interest basis:	Not Applicable
20.	Fixed Rate Instrument Provisions:	Applicable
	(i) Interest Rate(s):	2.37 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Dates:	7 March and 7 September in each year up to and including the Maturity Date, with the first Interest Payment Date being 7 September 2022, subject to adjustment in accordance with the Business Day Convention specified in paragraph 20(iv)
	(iii) Interest Period End Dates:	7 March and 7 September in each year up to and including the Maturity Date
	(iv) Business Day Convention:	Following Business Day Convention (Unadjusted)
	(v) Fixed Coupon Amount(s):	US\$2,370 per each US\$200,000 Calculation Amount, payable on each Interest Payment Date other than the Broken Amount payable on the first Interest Payment Date falling on 7 September 2022 specified in paragraph 20(vii)

(vi)	Day Count Fraction:	30/360
(vii)	Broken Amount(s):	US\$2,343.66 per each US\$200,000 Calculation Amount, payable on the first Interest Payment Date falling on 7 September 2022
(viii)	Accrual Feature:	Not Applicable
(ix)	Additional Business Centre(s):	New York, Auckland, Wellington, London, Hong Kong, Sydney
(x)	Interest Accrual Periods to which Fixed Rate Instruments Provisions are applicable:	All
21.	Fixed Rate Reset Instrument Provisions:	Not Applicable
22.	Floating Rate Instrument Provisions:	Not Applicable
23.	Zero Coupon Instrument Provisions:	Not Applicable
24.	Benchmark Replacement:	Not Applicable
25.	Default Interest Rate:	Not Applicable
26.	Dates for payment of Instalment Amounts (Instalment Instruments):	Not Applicable
27.	Final Redemption Amount of each Instrument:	US\$200,000 per Calculation Amount
28.	Instalment Amounts:	Not Applicable
29.	Early Redemption for Tax Reasons:	Applicable
(i)	Early Redemption Amount of each Instrument (Tax):	US\$200,000 per Calculation Amount
(ii)	Date after which changes in law, etc. entitle Issuer to redeem:	Issue Date
30.	Coupon Switch Option:	Not Applicable
31.	Coupon Switch Option Date:	Not Applicable
32.	Redemption at the Option of the Issuer (Call):	Not Applicable

<b>33.</b>	Partial redemption (Call):	Not Applicable
<b>34.</b>	Redemption at the option of the Holders (Put):	Not Applicable
<b>35.</b>	Events of Default:	
	Early Termination Amount:	US\$200,000 per Calculation Amount
<b>36.</b>	Payments:	
	Unmatured Coupons missing upon Early Redemption:	Not Applicable
<b>37.</b>	Replacement of Instruments:	Registrar
<b>38.</b>	Calculation Agent:	Fiscal Agent
<b>39.</b>	Notices:	Condition 14 applies
<b>40.</b>	Selling Restrictions:	
	United States of America:	Regulation S Category 2 restrictions apply to the Instruments
		TEFRA Not Applicable
		Instruments are not Rule 144A eligible
	Prohibition of Sales to EEA Retail Investors:	Not Applicable
	Prohibition of Sales to UK Retail Investors:	Not Applicable

**WESTPAC SECURITIES NZ LIMITED acting through its London branch**

(as Issuer) by its authorised officers:

By: Malika H.

Name: MALIKA HARIHARAN

Date: SENIOR DEALER

By: Leisha White

Name: LEISHA WHITE

Date: AUTHORISED SIGNATORY

**WESTPAC NEW ZEALAND LIMITED**

(as WNZL) by its authorised officer:

By: Malika H.

Name: MALIKA HARIHARAN

Date:

## PART B – Other information

### 1. Listing

- |      |                       |  |
|------|-----------------------|--|
| (i)  | Listing:              | Yes, to be admitted to the Official List of the UK Financial Conduct Authority   |
| (ii) | Admission to trading: | Application will be made for the Instruments to be admitted to trading on the London Stock Exchange's regulated market with effect from the Issue Date |

### 2. Ratings

Ratings of the Instruments:                      The Instruments are expected to be rated:

S&P Global Ratings Australia Pty Limited: AA-

Moody's Investors Service Pty Limited: A1

Neither S&P Global Ratings Australia Pty Limited nor Moody's Investors Service Pty Limited is established in the European Union or the United Kingdom or has applied for registration or certification under Regulation (EU) No. 1060/2009, as amended (the "**CRA Regulation**") or Regulation (EU) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA (the "**UK CRA Regulation**"). However, the relevant rating issued by S&P Global Ratings Australia Pty Limited is endorsed by S&P Global Ratings UK Limited and the relevant rating issued by Moody's Investors Service Pty Limited is endorsed by Moody's Investors Service Ltd, each of which is established in the UK and registered under the UK CRA Regulation. In addition, the relevant rating issued by S&P Global Ratings Australia Pty Limited is endorsed by S&P Global Ratings Europe Limited and the relevant rating issued by Moody's Investors Service Pty Limited is endorsed by Moody's Deutschland GmbH, each of which is established in the EU and registered under the CRA Regulation.

### 3. Interests of natural and legal persons involved in the issue



Save as discussed in “Subscription and Sale” of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

**4. Reasons for the offer, estimated net proceeds and total expenses**

- (i) Reasons for the offer and See "Use of Proceeds" wording in the Base use of  
proceeds: Prospectus
- (ii) Estimated net proceeds: US\$499,250,000
- (iii) Estimated total expenses: US\$6,500

**5. Yield**

Indication of yield: 2.37 per cent. per annum

**6. Operational information**

ISIN: HK0000824604

Common Code: 244921868

CFI: Not Applicable

FISN: Not Applicable

Common Depositary/Lodging Agent: The Bank of New York Mellon, Hong Kong Branch

Any clearing system(s) other than Not Applicable  
Euroclear Bank SA/NV, Clearstream  
Banking S.A. and the Central  
Moneymarkets Unit Service operated  
by the Hong Kong Monetary Authority:

CMU Instrument Number: BNYHFN22006

Names and addresses of additional Not Applicable  
Paying Agent(s) (if any):

**7. Description of the Underlying** Not Applicable