

SUPPLEMENT DATED 8 May 2024 TO THE BASE PROSPECTUS DATED 1 DECEMBER 2023

 Westpac Securities NZ Limited

(incorporated with limited liability in New Zealand, company number 1859984)

U.S.\$10,000,000,000

**Programme for the Issuance of Debt Instruments
Unconditionally and irrevocably guaranteed by**

 Westpac New Zealand Limited

(incorporated with limited liability in New Zealand, company number 1763882)

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 1 December 2023 (the “**Base Prospectus**”, which definition includes the Base Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the Programme for the Issuance of Debt Instruments (the “**Programme**”) established by Westpac Securities NZ Limited (“**WSNZL**”) and Westpac New Zealand Limited (“**WNZL**” and, together with WSNZL, the “**Issuers**” and each an “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to and updates the Base Prospectus and must be read in conjunction with, and forms part of, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”), as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the UK Prospectus Regulation for the purpose of giving information with regard to the issue of Instruments under the Programme.

Each of WSNZL and WNZL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of WSNZL and WNZL, the information contained in this Supplement is in accordance with the facts and this Supplement does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

- (i) incorporate by reference into the Base Prospectus WNZL’s disclosure statement for the six months ended 31 March 2024 (“**WNZL Disclosure Statement**”); and
- (ii) update the no significant change statements in the Base Prospectus.

Incorporation by reference: WNZL Disclosure Statement

On 6 May 2024, WNZL released the WNZL Disclosure Statement containing, *inter alia*, the consolidated unaudited financial statements as at and for the six month period ended 31 March 2024 (including the notes thereto) as set out on pages 6 to 25 (inclusive) of the WNZL Disclosure

Statement and the independent auditor's review report in respect of the WNZL Disclosure Statement as set out on pages 49 to 53 (inclusive) of the WNZL Disclosure Statement. By virtue of this Supplement, the WNZL Disclosure Statement is incorporated in and forms part of this Supplement, and is thereby incorporated in and forms part of the Base Prospectus.

A copy of the WNZL Disclosure Statement has been filed with the FCA.

Significant Change Statements

There has been no material adverse change in the prospects of WSNZL since 30 September 2023 and no significant change in the financial position or financial performance of WSNZL since 30 September 2023.

There has been no material adverse change in the prospects of WNZL and its controlled entities taken as a whole since 30 September 2023 and no significant change in the financial position or financial performance of WNZL and its controlled entities taken as a whole since 31 March 2024.

General

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplement, any other supplement previously issued by the Issuers and the Base Prospectus, the Issuers are not aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting an informed assessment by investors of Instruments issued under the Programme since the publication of the Base Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference to this Supplement.

Factors which could be material for the purpose of assessing the risks associated with the Instruments issued under the Programme are set out on pages 12 to 46 (inclusive) of the Base Prospectus, as supplemented.

Copies of the documents incorporated by reference in the Base Prospectus are available for viewing at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.