



Westpac Banking Corporation

(A.B.N. 33 007 457 141)

(AFSL 233714)

(incorporated with limited liability in Australia and registered in the State of New South Wales)

Programme for the Issuance of Debt Instruments

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 16 November 2011 (the “**Prospectus**”, which definition includes the Prospectus as supplemented, amended or updated from time to time (including the supplements to the Prospectus dated 8 December 2011, 30 December 2011 and 14 May 2012) 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 (the “**FSMA**”) and is prepared in connection with the Programme for the Issuance of Debt Instruments (the “**Programme**”) established by Westpac Banking Corporation. Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by Westpac Banking Corporation.

This Supplement has been approved by the United Kingdom Financial Services Authority (“**FSA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplement to the Prospectus. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Instruments under the Programme.

Westpac Banking Corporation (“**Westpac**” or the “**Issuer**”) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to update the section of the Prospectus entitled “Recent Developments” with details of the retirement of a director.

Retirement of Carolyn Hewson AO

On 13 June 2012, Westpac Chairman Lindsay Maxsted announced that, consistent with Westpac’s Director Tenure Policy, Carolyn Hewson will be retiring from the Board on 30 June 2012.

General

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other

statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

To the extent that any document incorporated by reference in this Supplement incorporates further information by reference, such further information does not form part of this Supplement.

Any information contained in a document incorporated by reference herein which is not incorporated in, and does not form part of, this Supplement is not relevant for investors or is contained elsewhere in this Supplement.

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

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 10 to 18 (inclusive) of the Prospectus, as supplemented.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.