

 estpac Securities NZ Limited

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

Global Covered Bond Programme

unconditionally guaranteed by

 estpac New Zealand Limited

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

and

unconditionally and irrevocably guaranteed as to payments of interest and principal by

 estpac NZ Covered Bond Limited

(incorporated with limited liability in New Zealand, company number 3201526)

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the prospectus dated 13 December 2016 (the “**Prospectus**”, which definition includes the Prospectus as supplemented, amended or updated from time to time (including the supplement dated 28 February 2017 and 26 May 2017) 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 Global Covered Bond Programme (the “**Programme**”) established by Westpac Securities NZ Limited, Westpac New Zealand Limited and Westpac NZ Covered Bond Limited. Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to and updates the Prospectus and must be read in conjunction with, and forms part of, the Prospectus and any other supplements to the Prospectus issued by Westpac Securities NZ Limited, Westpac New Zealand Limited and Westpac NZ Covered Bond Limited.

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 Directive 2003/71/EC (as amended) (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplementary prospectus 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 Covered Bonds under the Programme.

Westpac Securities NZ Limited (the “**Issuer**”), Westpac New Zealand Limited in its capacity as guarantor (the “**Group Guarantor**” or “**WNZL**”) and Westpac NZ Covered Bond Limited in its capacity as guarantor (the “**CB Guarantor**”) each accepts responsibility for the information contained in this Supplement. To the best of the

knowledge of the Issuer, the Group Guarantor and the CB Guarantor (each of whom 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 supplement the section of the Base Prospectus entitled “Recent Developments” with details of Moody’s Investors Service (“**Moody’s**”) downgrade of WNZL’s and the Issuer’s respective long term credit ratings.

Recent Developments

The following information shall be included after the first paragraph under the heading “Credit ratings” on page 149 of the Base Prospectus:

“On June 19, 2017, Moody’s Investors Service (“Moody’s”) downgraded their Long-Term Ratings for the major New Zealand banks (including WNZL) by one notch to A1. Moody’s short term issuer credit ratings for the major New Zealand banks (including WNZL) were affirmed. Following the downgrade, Moody’s has moved the rating outlook for the major New Zealand banks, including WNZL and the Issuer, to “stable” from “negative”.

Significant Change Statements

There has been no significant change in the financial or trading position of the Issuer since 31 March 2017.

There has been no significant change in the financial or trading position of WNZL and its controlled entities taken as a whole since 31 March 2017.

General

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into 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, either expressly or impliedly, 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 either not relevant for investors or is contained elsewhere in the Prospectus.

Save as disclosed in this Supplement and the Prospectus, the Issuer, the Group Guarantor and the CB Guarantor are not aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment 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 Covered Bonds issued under the Programme are set out on pages 29 to 73 (inclusive) of the Prospectus.