

FINAL TERMS

NOTIFICATION UNDER SECTION 309B(1) OF THE SECURITIES AND FUTURES ACT 2001 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).

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in *Regulation (EU) No 600/2014* as it forms part of domestic law in the UK by virtue of the *European Union (Withdrawal) Act 2018*, as amended (the “**EUWA**”) (“**UK MiFIR**”); and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a “**UK distributor**”) should take into consideration the manufacturer’s target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

FINAL TERMS

Series No.: 1540

Tranche No.: 1

WESTPAC BANKING CORPORATION ABN 33 007 457 141

Programme for the Issuance of Debt Instruments

Issue of

AUD60,000,000 Fixed Rate Instruments due January 2029

by Westpac Banking Corporation

Legal Entity Identifier (LEI): EN5TNI6CI43VEPAMHL14

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 10 November 2023 (the “**Base Prospectus**”) for the purposes of *Regulation (EU) 2017/1129* as it forms part of domestic law in the UK by virtue of the *European Union (Withdrawal) Act 2018*, as amended (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 <https://www.londonstockexchange.com/news?tab=news-explorer> and copies may be obtained from the Specified Offices of the Paying Agents.

PART A: Contractual Terms

1. **Issuer and Designated Branch:** Westpac Banking Corporation acting through its head office
2. **Syndicated:** Not Applicable
3. **If not syndicated, Relevant Dealer/Lead Manager:** HSBC Bank plc
4. **Date of Board Approval of Issuer:** Not Applicable, save as discussed in Section 2 of the "General Information" section of the Base Prospectus
5. **Status:** Senior
6. **Specified Currency:**
 - (i) of denomination: Australian Dollar ("**AUD**")
 - (ii) of payment: AUD
7. **Aggregate Principal Amount of Tranche:** AUD60,000,000
8. **If interchangeable with existing Series, Series No.:** Not Applicable
9. (i) Issue Date: 29 January 2024
(ii) Interest Commencement Date: Issue Date
10. **Issue Price:** 100 per cent of the Aggregate Principal Amount of the Tranche
11. **Maturity Date:** 29 January 2029, subject to adjustment in accordance with the Business Day Convention specified in paragraph 22(iv)
12. **Expenses:** Not Applicable
13. (i) Form of Instruments: Bearer
(ii) Bearer Instruments exchangeable for Registered Instruments: No

- 14. If issued in bearer form:**
- (i) Initially represented by a Temporary Global Instrument or Permanent Global Instrument: Temporary Global Instrument
 - (ii) Temporary Global Instrument exchangeable for a Permanent Global Instrument or for Definitive Instruments and/or (if the relevant Series comprises both Bearer Instruments and Registered Instruments) Registered Instruments: Yes
The Exchange Date shall be a date no earlier than 40 days after the Issue Date.
 - (iii) Specify date (if any) from which exchanges for Registered Instruments will be made: Not Applicable
 - (iv) Permanent Global Instrument exchangeable at the option of the bearer for Definitive Instruments and/or (if the relevant Series comprises both Bearer Instruments and Registered Instruments) Registered Instruments: No. Permanent Global Instruments are only exchangeable for Definitive Instruments in the limited circumstances set out in Conditions 2.5(a) and (b)
 - (v) Talons for future Coupons to be attached to Definitive Instruments: No
 - (vi) Receipts to be attached to Instalment Instruments which are Definitive Instruments: No
- 15. If issued in registered form:** Not Applicable
- 16. Denomination(s):** AUD500,000
- 17. Calculation Amount:** AUD500,000
- 18. Partly Paid Instruments:** No
- 19. If issued in registered form: Registrar:** Not Applicable
- 20. Interest:** 5.000 per cent. per annum Fixed Rate

21.	Change of interest basis	Not Applicable
22.	Fixed Rate Instrument Provisions:	Applicable
(i)	Interest Rate:	5.000 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date(s):	29 January each year commencing on and including 29 January 2025 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 22(iv)
(iii)	Interest Period End Date(s):	29 January each year commencing on and including 29 January 2025 up to and including the Maturity Date
(iv)	Business Day Convention:	
	for Interest Payment Dates:	Following Business Day Convention
	for Interest Period End Dates:	No adjustment
	for Maturity Date:	Following Business Day Convention
	any other date:	No adjustment
(v)	Fixed Coupon Amount:	AUD25,000 per Calculation Amount
(vi)	Day Count Fraction:	30/360
(vii)	Broken Amount(s):	Not Applicable
(viii)	Accrual Feature	Not Applicable
(ix)	Additional Business Centre(s):	London, Sydney
(x)	Interest Accrual Periods to which Fixed Rate Instruments Provisions are applicable:	All
23.	Fixed Rate Reset Instrument Provisions:	Not Applicable
24.	Floating Rate Instrument Provisions:	Not Applicable

25. Zero Coupon Instrument Provisions:	Not Applicable
26. Benchmark Replacement:	Not Applicable
27. Dates for payment of Instalment Amounts (Instalment Instruments):	Not Applicable
28. Final Redemption Amount of each Instrument:	AUD500,000 per Calculation Amount
29. Instalment Amounts:	Not Applicable
30. Early Redemption for Tax Reasons:	Applicable
(a) Early Redemption Amount of each Instrument (Tax):	AUD500,000 per Calculation Amount
(b) Date after which changes in law, etc. entitle Issuer to redeem:	Issue Date
31. Coupon Switch Option:	Not Applicable
32. Redemption at the option of the Issuer (Call):	Not Applicable
33. Partial redemption (Call):	Not Applicable
34. Redemption at the option of the Holders (Put):	Not Applicable
35. Events of Default:	
Early Termination Amount	AUD500,000 per Calculation Amount
36. Payments:	
Unmatured Coupons missing upon Early Redemption:	Condition 7A.6 (i) applies
37. Replacement of Instruments:	Fiscal Agent
38. Calculation Agent:	Fiscal Agent
39. Notices:	Condition 14 applies
40. Selling Restrictions:	

United States of America:

Regulation S Category 2 restrictions apply to the Instruments

TEFRA D Rules apply to the Instruments

Instruments are not Rule 144A eligible

Prohibition of Sales to EEA Retail Investors: Not Applicable

Prohibition of Sales to UK Retail Investors: Not Applicable

Singapore Sales to Institutional Investors and Accredited Investors only: Applicable

WESTPAC BANKING CORPORATION

By: 

Name: Lucy Carroll

Date: 24 January 2024

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 has been made for the Instruments to be admitted to trading on the London Stock Exchange's Main Market with effect from the Issue Date

2. Ratings

- (i) Ratings of the Instruments: Not Applicable

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

Save as discussed in the "*Subscription and Sale*" section 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 use of proceeds: Not Applicable
- (ii) Estimated net proceeds: AUD60,000,000
- (iii) Estimated total expenses: Approximately AUD5,310 in respect of admission to trading

5. Yield

Indication of yield: Not Applicable

6. Historical interest, FX and other rates

Not Applicable

7. Operational information

Trade Date: 19 January 2024

ISIN: XS2755466153

Common Code: 275546615

CFI: DTFUFR

FISN: WESTPAC BANKING/5EMTN 20290129

Common Depositary/Lodging Agent: The Bank of New York Mellon

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

CMU Service Instrument Number: Not Applicable

Settlement Procedures: Customary medium term note payment procedures apply

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

7. Description of the Underlying

Not Applicable