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## LODGE YOUR VOTE/PROXY

	<b>ONLINE</b> <a href="http://vote.linkmarketservices.com/WBC">vote.linkmarketservices.com/WBC</a>
	<b>BY MOBILE</b> Use the QR code below
	<b>BY EMAIL</b> Scan and email to: <a href="mailto:vote@linkmarketservices.com.au">vote@linkmarketservices.com.au</a>
	<b>BY MAIL</b> Westpac Banking Corporation C/- Link Market Services Limited Locked Bag A6015 Sydney South NSW 1235 Australia
	<b>BY HAND</b> Link Market Services Limited* 1A Homebush Bay Drive Rhodes NSW 2138 * During business hours (Monday to Friday, 9:00am-5:00pm)
	<b>BY FAX</b> +61 2 9287 0309
	<b>ENQUIRIES</b> Telephone: +61 1800 804 255 (free call within Australia)

## VOTING/PROXY FORM LODGEMENT

This Voting Form (and any power of attorney under which it is signed) must be received at an address given above by **10:00am (Sydney time) on Tuesday, 10 December 2019**, being no later than 48 hours before the commencement of Westpac's 2019 Annual General Meeting (AGM). Any Voting/Proxy Form received after that time will not be valid for the scheduled AGM.

Voting/Proxy Forms may be lodged using the reply paid envelope, using one of the methods given above or:



### ONLINE

[vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC)

Log in to the Link Market Services Limited's (Link) website using the holding details shown on this form. Select 'Voting' and follow the prompts to lodge your vote. To vote online you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



### BY MOBILE

Lodge your vote by scanning the QR code adjacent or enter the voting link [vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC) into your mobile. Log in using the HIN or SRN and postcode for your shareholding. To scan the code you will need a QR code reader application which can be downloaded for free on your mobile.

### QR Code



## HOW TO COMPLETE THIS VOTING/PROXY FORM

### UPDATING YOUR ADDRESS DETAILS

If your address details on the front of this form are incorrect, please mark the corrections on the form and return it so we can update your details. Shareholders sponsored by a broker should advise their broker of any changes. You cannot change ownership of your shares using this form.

### DIRECT VOTING (BOX A)

If you mark Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted.

If no direction is given on an item, or if you complete both Box A and Box B, your vote will be passed to the Chairman as your proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you lodge a direct vote, and then attend the meeting, your attendance will cancel your direct vote and your votes at the meeting will be counted, unless you advise Link otherwise.

Further guidelines about direct voting are set out in Westpac's Direct Voting Rules, which are available on our website ([www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre)).

### APPOINTING A PROXY (BOX B)

If you wish to appoint the Chairman as your proxy, mark Box B in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name of the person, or body corporate. A proxy need not be a shareholder of Westpac Banking Corporation (Westpac).

### DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Box B blank, or your named proxy does not attend the meeting, the Chairman will be your proxy. If your named proxy attends the meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman will become your proxy in respect of that resolution. On a poll, the Chairman will vote proxies as directed.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose, subject to any voting exclusions that apply to your proxy. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

If you wish to appoint a Director (other than the Chairman) or other member of Westpac's KMP, or their closely related parties, as your proxy, you must specify

how they should vote on Items 3, 4 and 5 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for these Items.

If the Chairman is or becomes your proxy but you do not direct him how to vote on an item (that is, you do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

Shareholders entitled to cast two or more votes are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by contacting Link or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either/any shareholder may sign.

**Power of attorney:** to sign under power of attorney, you must lodge the power of attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Companies:** where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Westpac's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

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## VOTING/PROXY FORM

Westpac shareholders are encouraged to vote on the items of business at the AGM. This can be done in one of three ways:

1. Online either to vote directly or appoint a proxy;
2. Use this form to vote directly or appoint a proxy; or
3. Attend the AGM and vote in person or appoint an attorney or representative to attend and vote on your behalf (use this form to register).

To vote directly or appoint a proxy follow the three steps below, using the instructions overleaf. Forms will only be valid and accepted if they are signed and received no later than 48 hours before the AGM.

As a shareholder of Westpac entitled to attend and vote at Westpac's AGM to be held at **10:00am (Sydney time) on Thursday, 12 December 2019, at the International Convention Centre Sydney in the Darling Harbour Theatre, Level 2, 14 Darling Drive, Sydney, New South Wales, 2000**, and at any adjournment or postponement of the meeting, I/we hereby:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my vote directly (mark box )

If voting directly, only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box for an item, your vote for that item will not be counted.

### OR B APPOINT A PROXY

appoint the Chairman of the Meeting (Chairman) (mark box )

OR - appoint the person named in the box (excluding the registered shareholder) as my proxy.

Name

If no name is provided, or if the person does not attend the meeting, the Chairman will act as your proxy.

In each case, your proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on your behalf at the AGM and at any adjournment or postponement of the AGM.

**Exercise of proxies by the Chairman for Item 3 (Grant of equity to Managing Director and Chief Executive Officer), Item 4 (Remuneration Report) and Item 5 (Conditional Spill Resolution):** If the Chairman is my proxy (or becomes my proxy by default), you expressly authorise the Chairman to vote on Items 3, 4 and 5, even though Items 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Westpac.

(Note: You may direct the Chairman how to vote on Items 3, 4 and 5, by marking the appropriate box below.)

## VOTING/PROXY DIRECTIONS

The Chairman of the Meeting intends to vote all available proxies in FAVOUR of Items 2a, 2b, 2c, 2d, 2e, 3 and 4, and AGAINST Items 5 (if required), 6a and 6b (if required).

Please read the voting instructions overleaf before marking any boxes with an

### Items of Business

	Board Recommendation	For	Against	Abstain*
2a To re-elect Nerida Caesar as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b To re-elect Ewen Crouch AM as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c To elect Steven Harker as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d To re-elect Peter Marriott as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e To elect Margaret Seale as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of equity to Managing Director and Chief Executive Officer	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>CONTINGENT BUSINESS</b>				
Note: Item 5 will only be put to the meeting if the condition described in the Notice of Meeting is satisfied.				
5 Conditional Spill Resolution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTIONS REQUISITIONED BY SHAREHOLDERS</b>				
Note: Item 6b will only be put to the meeting if the condition described in the Notice of Meeting is satisfied.				
6a To amend the constitution of Westpac Banking Corporation	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b To disclose strategies and targets for reduction in fossil fuel exposure	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted.

STEP 2

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, any shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously lodged with the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with its Constitution and the *Corporations Act 2001* (Cth).



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## LODGE YOUR VOTE/PROXY

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- BY MOBILE**  
Use the QR code below
- BY EMAIL**  
Scan and email to: meetings@linkmarketservices.com
- BY MAIL**  
Westpac Banking Corporation  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West, Auckland 1142
- BY HAND**  
Link Market Services Limited\*  
Level 11, Deloitte Centre  
80 Queen Street  
Auckland 1010  
\* During business hours (Monday to Friday, 9:00am-5:00pm)
- BY FAX**  
+64 9 375 5990
- ENQUIRIES**  
Telephone: 0800 002 727 (free call within New Zealand)

## VOTING/PROXY FORM LODGEMENT

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Voting/Proxy Forms may be lodged using the reply paid envelope, using one of the methods given above or:

**ONLINE**  
vote.linkmarketservices.com/WBC

Log in to Link Market Services Limited's (Link) website using your Common Shareholder Number (CSN) or Holder Number as shown on this Proxy Form, and your Faster Identification Number (FIN). Select "Voting" and follow the prompts to lodge your proxy vote.

**BY MOBILE**

Lodge your proxy by scanning the QR code adjacent or enter the voting link [vote.linkmarketservices.com/WBC](http://vote.linkmarketservices.com/WBC) into your phone. Log in using your CSN or Holder Number, and your FIN. To scan the code you will need a QR code reader which can be downloaded for free on your mobile.

QR Code



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### UPDATING YOUR ADDRESS DETAILS

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### DIRECT VOTING (BOX A)

If you mark Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted.

If no direction is given on an item, or if you complete both Box A and Box B, your vote will be passed to the Chairman as your proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote and your votes at the meeting will be counted, unless you advise Link otherwise.

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### APPOINTING A PROXY (BOX B)

If you wish to appoint the Chairman as your proxy, mark Box B in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name of the person or body corporate. A proxy need not be a shareholder of Westpac Banking Corporation (Westpac).

### DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Box B blank, or your named proxy does not attend the meeting, the Chairman will be your proxy. If your named proxy attends the meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman will become your proxy in respect of that resolution. On a poll, the Chairman will vote proxies as directed.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose, subject to any voting exclusions that apply to your proxy. If you mark more than one box on an item, your vote on that item will be invalid.

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how they should vote on Items 3, 4 and 5 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for these Items.

If the Chairman is or becomes your proxy but you do not direct him how to vote on an item (that is, you do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

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**Companies:** where the company has a sole director, this form must be signed by that person. Otherwise this form must be signed by a director jointly with either another director. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Westpac's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

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## VOTING/PROXY FORM

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1. Online either to vote directly or appoint a proxy;
2. Use this form to vote directly or appoint a proxy; or
3. Attend the AGM and vote in person or appoint an attorney or representative to attend and vote on your behalf (use this form to register).

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STEP 1 Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my vote directly (mark box )

If voting directly, only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box for an item, your vote for that item will not be counted.

### OR B APPOINT A PROXY

appoint the Chairman of the Meeting (Chairman) (mark box )

OR - appoint the person named in the box (excluding the registered shareholder) as my proxy.

Name

If no name is provided, or if the person does not attend the meeting, the Chairman will act as your proxy.

In each case, your proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on your behalf at the AGM and at any adjournment or postponement of the AGM.

**Exercise of proxies by the Chairman for Item 3 (Grant of equity to Managing Director and Chief Executive Officer), Item 4 (Remuneration Report) and Item 5 (Conditional Spill Resolution):** If the Chairman is my proxy (or becomes my proxy by default), you expressly authorise the Chairman to vote on Items 3, 4 and 5, even though Items 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Westpac.

(Note: You may direct the Chairman how to vote on Items 3, 4 and 5, by marking the appropriate box below.)

## VOTING/PROXY DIRECTIONS

The Chairman of the Meeting intends to vote all available proxies in FAVOUR of Items 2a, 2b, 2c, 2d, 2e, 3 and 4, and AGAINST Items 5 (if required), 6a and 6b (if required).

Please read the voting instructions overleaf before marking any boxes with an

### Items of Business

	Board Recommendation	For	Against	Abstain*
2a To re-elect Nerida Caesar as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b To re-elect Ewen Crouch AM as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c To elect Steven Harker as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d To re-elect Peter Marriott as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e To elect Margaret Seale as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of equity to Managing Director and Chief Executive Officer	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>CONTINGENT BUSINESS</b>				
Note: Item 5 will only be put to the meeting if the condition described in the Notice of Meeting is satisfied.				
5 Conditional Spill Resolution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>RESOLUTIONS REQUISITIONED BY SHAREHOLDERS</b>				
Note: Item 6b will only be put to the meeting if the condition described in the Notice of Meeting is satisfied.				
6a To amend the constitution of Westpac Banking Corporation	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b To disclose strategies and targets for reduction in fossil fuel exposure	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted.

STEP 2

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director

Joint Shareholder 2 (Individual)

Director

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, any shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously lodged with the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with its Constitution and the *Companies Act 1993 (NZ)*.

STEP 3