

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS: The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (UK) (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 in the UK, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET: Solely for the purposes of each manufacturers’ 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 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 distributor) should take into consideration the manufacturer’s target market assessment; however, a 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.

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, CHAPTER 289 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).

FINAL TERMS

Series No.: 1463

Tranche No.: 1

WESTPAC BANKING CORPORATION ABN 33 007 457 141

Programme for the Issuance of Debt Instruments

Issue of

AUD40,000,000 Floating Rate Instruments due September 2031

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 11 November 2020 and the supplements to the base prospectus dated 18 February 2021, 4 May 2021 and 5 May 2021, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (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 <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> 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. **Date of Board Approval of Issuer:** Not Applicable, save as discussed in Section 2 of the “General Information” section of the Base Prospectus
3. **Status:** Senior
4. **Specified Currency:**
 - (i) of denomination: Australian Dollars (“**AUD**”)
 - (ii) of payment: AUD
5. **Aggregate Principal Amount of Tranche:** AUD40,000,000
6. **If interchangeable with existing Series, Series No.:** Not Applicable
7. (i) **Issue Date:** 21 September 2021
 - (ii) Interest Commencement Date: Issue Date
8. **Issue Price:** 100 per cent. of the Aggregate Principal Amount of the Tranche
9. **Maturity Date:** 21 September 2031, subject to adjustment in accordance with the Business Day Convention specified in paragraph 22(vii)
10. **Expenses:** Not Applicable
11. (i) **Form of Instruments:** Bearer
 - (ii) Bearer Instruments exchangeable for: No
12. **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: Yes. The Exchange Date shall be a date no earlier than 40 days after the Issue Date

Definitive Instruments and/or (if the relevant Series comprises both Bearer Instruments and Registered Instruments)
Registered Instruments:

- | | |
|---|---|
| (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 |
| 13. If issued in registered form: | Not Applicable |
| 14. Denomination(s): | AUD1,000,000 |
| 15. Calculation Amount: | AUD1,000,000 |
| 16. Partly Paid Instruments: | No |
| 17. If issued in registered form: Registrar: | Not Applicable |
| 18. Interest: | 3 month AUD BBSW + 0.70 per cent. Floating Rate |
| 19. Change of interest basis | Not Applicable |
| 20. Fixed Rate Instrument Provisions: | Not Applicable |
| 21. Fixed Rate Reset Instrument Provisions: | Not Applicable |

22. Floating Rate Instrument Provisions:	Applicable
(i) Specified Period(s):	Not Applicable
(ii) Interest Payment Dates:	21 March, 21 June, 21 September and 21 December, in each year commencing on 21 December 2021 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 Dates or (if the applicable Business Day Convention below is the FRN Convention) Interest Accrual Period:	Interest Payment Dates
(iv) Business Day Convention:	Modified Following Business Day Convention
– for Interest Payment Dates:	Modified Following Business Day Convention
– for Interest Period End Dates:	Modified Following Business Day Convention
– for Maturity Date:	Modified Following Business Day Convention
– any other date:	Not Applicable
(v) Additional Business Centre(s):	TARGET2 and London
(vi) Manner in which the Rate(s) of Interest is/are to be determined:	BBSW Rate Determination
(vii) Screen Rate Determination:	Not Applicable
(viii) ISDA Determination:	Not Applicable
(ix) Margin(s):	+0.70 per cent. per annum
(x) Minimum Interest Rate:	Not applicable
(xi) Maximum Interest Rate:	Not applicable
(xii) Day Count Fraction:	Actual/365 (Fixed)
(xiii) Interest Accrual Periods to which Floating Rate Subordinated	Not Applicable

Instrument Provisions are applicable:

(xiv) Accrual Feature	Not Applicable
23. Zero Coupon Instrument Provision:	Not Applicable
24. Benchmark Replacement:	Not Applicable
25. Dates for payment of Instalment Amounts (Instalment Instruments):	Not Applicable
26. Final Redemption Amount of each Instrument:	AUD1,000,000 per Calculation Amount
27. Instalment Amounts:	Not Applicable
28. Early Redemption for Tax Reasons:	Applicable
(a) Early Redemption Amount of each Instrument (Tax):	AUD1,000,000 per Calculation Amount
(b) Date after which changes in law, etc. entitle Issuer to redeem:	Issue Date
29. Coupon Switch Option:	Not Applicable
30. Coupon Switch Option Date:	Not Applicable
31. Redemption at the option of the Issuer (Call)	Not Applicable
32. Partial redemption (Call):	Not Applicable
33. Redemption at the option of the Holders (Put):	Not Applicable
34. Events of Default:	
Early Termination Amount	AUD1,000,000 per Calculation Amount
35. Payments:	
Unmatured Coupons missing upon Early Redemption:	Condition 7A.6 (ii) applies

- 36. Replacement of Instruments:** Fiscal Agent
- 37. Calculation Agent:** Fiscal Agent
- 38. Notices:** Condition 14 applies
- 39. 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: Applicable
- Prohibition of Sales to UK Retail Investors: Applicable

WESTPAC BANKING CORPORATION

By: 

Name: Alexander Bischoff

Date: 17 September 2021

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 regulated 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: AUD40,000,000
- (iii) Estimated total expenses: Approximately AUD840 in respect of admission to trading

5. Yield

Indication of yield: Not Applicable

6. Operational information

ISIN: XS2388390762

Common Code: 238839076

CFI: DTVUFB

FISN: WESTPAC BANKING/VAREMTN 20310921

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

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

7. Description of the Underlying

Not Applicable