

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 Covered Bonds are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified 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).

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds 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**”); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Covered Bonds 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 in the UK by virtue of the European Union (Withdrawal) Act 2018, as amended (“**EUWA**”); (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, as amended 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 in the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law in the UK by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds 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 manufacturer’s product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds 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; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a “**UK distributor**”) should take into consideration the manufacturers’ 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 Covered Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

26 June 2024

Series No: 2024-C3

Tranche No: 1

**Westpac Banking Corporation
(Legal Entity Identifier (LEI): EN5TNI6CI43VEPAMHL14)**

**Issue of GBP 1,250,000,000 Floating Rate Regulation S Covered Bonds due 3 July 2028
irrevocably and unconditionally guaranteed as to payment of principal and interest by
BNY Trust Company of Australia Limited as trustee of the Westpac Covered Bond Trust
under the U.S.\$40 billion
Global Covered Bond Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the International Terms and Conditions set forth in the Prospectus dated 10 November 2023 and the supplemental Prospectuses dated 19 December 2023, 20 February 2024 and 9 May 2024 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the UK by virtue of the EUWA (as amended) (the “**UK Prospectus Regulation**”). This document constitutes the final terms of the Covered Bonds described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus as so supplemented in order to obtain all the relevant information. Copies of the Prospectus and the supplemental Prospectuses are available free of charge to the public at Camomile Court, 23 Camomile Street, London EC3A 7LL, United Kingdom and from the specified office of each of the Paying Agents and will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

1	(i)	Issuer:	Westpac Banking Corporation (ABN 33 007 457 141)
	(ii)	CB Guarantor:	BNY Trust Company of Australia Limited (ABN 49 050 294 052) as trustee of the Westpac Covered Bond Trust (ABN 41 372 138 093)
	(iii)	Series Number:	2024-C3
	(iv)	Tranche Number:	1
	(v)	Date on which Covered Bonds will be consolidated and form a single Series:	Not Applicable
2		Specified Currency or Currencies of denominations:	Sterling (“ GBP ”)
3		Aggregate Principal Amount of Covered Bonds:	
	(i)	Series:	GBP 1,250,000,000
	(ii)	Tranche:	GBP 1,250,000,000
4		Issue Price:	100% of the Aggregate Principal Amount
5		Denominations:	GBP 100,000 and integral multiples of GBP 1,000 thereafter
6	(i)	Issue Date:	28 June 2024
	(ii)	Trade Date:	24 June 2024
	(iii)	Interest Commencement Date:	Issue Date
7	(i)	Maturity Date:	3 July 2028
	(ii)	Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	3 July 2029
8		Calculation Amount:	GBP 1,000
9		Interest Basis:	From and including the Issue Date to, but excluding, the Maturity Date: SONIA plus 0.60 per cent. Floating Rate, payable quarterly in arrear
			From and including the Maturity Date to, but excluding, the Extended Due for Payment Date: SONIA plus 0.60 per cent. Floating Rate, payable monthly in arrear

10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	Date of Board approval for issuance of Covered Bonds obtained:	Not Applicable save as described under the heading “Authorisation” in the section entitled “General Information” in the Prospectus

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Covered Bond provisions:	Not Applicable
15	Fixed Rate Reset Covered Bond Provisions	Not Applicable
16	Floating Rate Covered Bond Provisions:	Applicable from and including the Interest Commencement Date to, but excluding, the Maturity Date
(i)	Specified Period(s):	Not Applicable
(ii)	Interest Payment Dates:	3 January, 3 April, 3 July and 3 October in each year, commencing on 3 October 2024, up to and including the Maturity Date
		There will be a long first Interest Period from, and including, the Interest Commencement Date to, but excluding the Interest Payment Date falling in October 2024
(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:	
	(a) for Interest Payment Dates:	Modified Following Business Day Convention
	(b) for Interest Period End Dates:	Modified Following Business Day Convention
	(c) for Maturity Date:	Modified Following Business Day Convention
(v)	Additional Business Centre(s):	Sydney, Australia London, United Kingdom New York, New York, United States of America
(vi)	Manner in which the Rate of Interest and Interest Amount are to be determined:	Screen Rate Determination

(vii)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent/Calculation Agent):	Not Applicable
(viii)	Screen Rate Determination:	Applicable (Overnight Rate)
(a)	Reference Rate:	SONIA
(b)	Interest Determination Date(s):	Five London Banking Days prior to the end of each Interest Accrual Period
(c)	SONIA Averaging Method	Compounded Daily
(d)	Observation Look-Back Period:	Five London Banking Days
(e)	Relevant Screen Page:	Reuters Screen SONIA Page (or any replacement thereto)
(f)	Relevant Time:	Not Applicable
(g)	Relevant Financial Centre:	London
(ix)	ISDA Determination:	Not Applicable
(x)	BBSW Rate:	Not Applicable
(xi)	Margin(s):	+0.60 per cent. per annum
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/365 (Fixed)
(xv)	Accrual Feature:	Not Applicable
(xvi)	Broken Amounts:	Not Applicable
(xvii)	Interest Accrual Periods to which Floating Rate Covered Bond Provisions are applicable:	All
(xviii)	Linear Interpolation	Not Applicable

17 Floating Rate Covered Bond Provisions

(i)	Specified Period(s):	Applicable from, and including, the Maturity Date to, but excluding, the earlier of: (i) the date on which the Covered Bonds are redeemed in full; and (ii) the Extended Due for Payment Date
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- (ii) Interest Payment Dates: 3rd calendar day of each month payable from, but excluding the Maturity Date to, and including, the earlier of (i) the date on which the Covered Bonds are redeemed in full; and (ii) the Extended Due for Payment Date
- (iii) Interest Period End Dates or (if the applicable Business Day Convention below is the FRN Convention) Interest Accrual Period: The first Interest Period after the Maturity Date will be the period from, and including, the Maturity Date to, but excluding, the next following Interest Payment Date and subsequent Interest Periods will be from, and including, an Interest Payment Date to, but excluding, the next following Interest Payment Date up to, but excluding, the earlier of (i) the date on which the Covered Bonds are redeemed in full after the Maturity Date; and (ii) the Extended Due for Payment Date
- (iv) Business Day Convention:
- (a) for Interest Payment Dates: Modified Following Business Day Convention
- (b) for Interest Period End Dates: Modified Following Business Day Convention
- (c) for Maturity Date: Modified Following Business Day Convention
- (v) Additional Business Centre(s): Sydney, Australia
London, United Kingdom
New York, New York, United States of America
- (vi) Manner in which the Rate of Interest and Interest Amount are to be determined: Screen Rate Determination
- (vii) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent/Calculation Agent): Not Applicable
- (viii) Screen Rate Determination: Applicable (Overnight Rate)
- (a) Reference Rate: SONIA
- (b) Interest Determination Date(s): Five London Banking Days prior to the end of each Interest Accrual Period
- (c) SONIA Averaging Method: Compounded Daily
- (d) Observation Look-Back Period: Five London Banking Days

	(e)	Relevant Screen Page:	Screen	Reuters Screen SONIA Page (or any replacement thereto)
	(f)	Relevant Time:		Not Applicable
	(g)	Relevant Financial Centre:	Financial	London
	(ix)	ISDA Determination:		Not Applicable
	(x)	BBSW Rate:		Not Applicable
	(xi)	Margin(s):		+0.60 per cent. per annum
	(xii)	Minimum Rate of Interest:		Not Applicable
	(xiii)	Maximum Rate of Interest:		Not Applicable
	(xiv)	Day Count Fraction:		Actual/365 (Fixed)
	(xv)	Accrual Feature:		Not Applicable
	(xvi)	Broken Amounts:		Not Applicable
	(xvii)	Interest Accrual Periods to which Floating Rate Covered Bond Provisions are applicable:		All
	(xviii)	Linear Interpolation		Not Applicable
18	Zero Coupon Covered Bond provisions:			Not Applicable
19	Benchmark Replacement			Benchmark Replacement (General)
20	Coupon Switch Option:			Not Applicable

PROVISIONS RELATING TO REDEMPTION

21	Redemption at the option of the Issuer (Call):			Not Applicable
22	Partial redemption (Call):			Not Applicable
23	Redemption at the option of the Covered Bondholders (Put):			Not Applicable
24	Final Redemption Amount of each Covered Bond:			GBP 1,000 per Calculation Amount
25	Early Redemption for Tax reasons:			
	(i)	Early Redemption Amount (Tax) of each Covered Bond:		GBP 1,000 per Calculation Amount

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| (ii) | Date after which changes in law, etc. entitle Issuer to redeem: | Issue Date |
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GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 26 | (i) Form of Covered Bonds: | Bearer Covered Bonds: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only upon an Exchange Event |
| | (ii) Talons for future Coupons to be attached to Definitive Covered Bonds: | No |
| 27 | Events of Default (Condition 9): | |
| | Early Redemption Amount: | GBP 1,000 per Calculation Amount |
| 28 | Payments: | |
| | Unmatured Coupons missing upon Early Redemption: | Condition 7.1(e)(ii) applies |
| 29 | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

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| 30 | U.S. Selling Restrictions: | Reg. S Compliance Category 2. TEFRA D applicable |
| 31 | Prohibition of Sales to EEA Retail Investors | Applicable |
| 32 | Prohibition of Sales to UK Retail Investors: | Applicable |
| 33 | Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING: Application for admission to the Official List and for admission to trading is expected to be made to the London Stock Exchange's Main Market with effect from the Issue Date

2. RATINGS:

Ratings: The Covered Bonds are expected to be rated:

Fitch: AAA

Moody's: Aaa

Neither Fitch Australia Pty Limited nor Moody's Investors Service Pty Limited is established in the UK or has applied for registration under Regulation (EU) No. 1060/2009 (as amended) as it forms part of domestic law in the UK by virtue of EUWA (as amended) (the "**UK CRA Regulation**"). However, the credit ratings of Fitch Australia Pty Limited are endorsed on an ongoing basis by Fitch Ratings Limited. Fitch Ratings Limited is established in the UK and is registered in accordance with the UK CRA Regulation. The relevant ratings assigned by Moody's Investors Service Pty Limited are endorsed by Moody's Investors Services Ltd, which is established in the UK and registered under the UK CRA Regulation.

Neither of Fitch Australia Pty Limited or Moody's Investors Service Pty Limited is established in the European Union (the "**EU**") and neither has applied for registration under Regulation (EU) No. 1060/2009 (as amended) (the "**EU CRA Regulation**"). However, the ratings issued by Fitch Australia Pty Limited and Moody's Investors Service Pty Limited have been endorsed by Fitch Ratings Ireland Limited and Moody's Deutschland GmbH, respectively, in accordance with the EU CRA Regulation. Each of Fitch Ratings Ireland Limited and Moody's Deutschland GmbH is established in the European Union and registered under the EU CRA Regulation.

3. COVERED BOND SWAP:

Covered Bond Swap Provider: Westpac Banking Corporation
Level 3, Westpac Place
275 Kent Street
Sydney NSW 2000
Australia

Nature of Covered Bond Swap: Forward Starting

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:

Save for the fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the CB Guarantor and their affiliates.

5. 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: GBP 1,247,500,000
- (iii) Estimated total expenses: GBP 6,250 in respect of admission to trading

6. YIELD: (*Fixed Rate Covered Bonds and Fixed Rate Reset Covered Bonds only*)

Indication of yield: Not Applicable

7. OPERATIONAL INFORMATION:

- (a) Trade Date: 24 June 2024
- (b) ISIN Code XS2852049688
- (c) Common Code 285204968
- (d) CFI: DTVUFB, as updated and set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- FISN: WESTPAC BANKING/VAREMTN 20280724, as updated and set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) CMU Instrument Number: Not Applicable
- (f) Austraclear ID: Not Applicable
- (g) WKN: Not Applicable
- (h) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them, the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit

operations by the Euro system at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

- (i) Any clearing system(s) other than DTC, Euroclear, Clearstream, Luxembourg, Austraclear or the CMU Service and the relevant identification number(s): Not Applicable
- (j) Name and address of initial Paying Agent(s): The Bank of New York Mellon
160 Queen Victoria Street
London EC4V 4LA
United Kingdom
- (k) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The Issuer

SIGNED by

as authorised officer(s) for

**WESTPAC BANKING
CORPORATION:**



Signature of authorised officer

Mitchell Cadman
Director, Global Funding

Name of authorised officer



Signature of authorised officer

Emily Blythe
Associate Director, Global Funding

Name of authorised officer

The CB Guarantor

SIGNED by

as attorney for

**BNY TRUST COMPANY OF
AUSTRALIA LIMITED** under a power
of attorney dated 1 September 2007



Andrea Ruver
Vice President

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By executing this agreement the
attorney states that the attorney has not
received a notice of revocation of the
power of attorney