

Appointment of Proxy

Westpac Banking Corporation

ABN 33 007 457 141

Mark this box with an 'X' if you have made any changes to your name or address details (see reverse)

☐

All Registry communications to:

C/- Link Market Services Limited
Level 8, 580 George Street, Sydney, NSW, 2000
Locked Bag A6015, Sydney South, NSW, 1235
Telephone (tollfree within Australia) 1800 804 255
Telephone (outside Australia) 61 2 8280 7070
Facsimile: (02) 9287 0309
ASX Code: WBC
Email: westpac@linkmarketservices.com.au

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

A Appointing a proxy

I/We being a member/s of Westpac Banking Corporation and entitled to attend and vote appoint:

☐ the Chairman
of the Meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

or if the person/body corporate you have named fails to attend the meeting, or if no person/body corporate is named, the **Chairman of the Meeting**, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Westpac to be held at the Hilton Sydney at 1.30pm on Thursday, 15 December 2005 and at any adjournment of that meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Appointing a second proxy (see over for instructions)

I/We wish to appoint a second proxy

☐ Mark with an 'X' if
you wish to appoint
a second proxy

AND

 %

OR

State the percentage of your
voting rights **or** the number of shares
for this Proxy Form.

B To direct your proxy how to vote on any resolution please insert ☒ the appropriate box below.

	For	Against	Abstain*
Resolution 2(a) – Re-elect Leonard Andrew Davis as a Director	☐	☐	☐
Resolution 2(b) – Re-elect David Alexander Crawford as a Director	☐	☐	☐
Resolution 3 – Amendment to Constitution	☐	☐	☐
Resolution 4 – Adoption of Directors' Remuneration Report (non-binding resolution)	☐	☐	☐

* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C Signature of securityholders – this must be completed

This form will be treated as invalid unless this section is completed. (See reverse for information on how to sign this Proxy Form.)

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (delete one)

Joint Securityholder 3 (Individual)

Director

Contact name

Contact daytime telephone

Date

WBC PRX541

2005 Annual General Meeting

The Westpac Annual General Meeting ("AGM") will be held in the Grand Ballroom at the Hilton Sydney on Thursday 15 December 2005, commencing at 1.30pm, with registration from 12.30pm.

If you are attending the AGM in Sydney and have not lodged a proxy, please bring the Proxy Form with you. The bar code on it will assist with registration. It is not necessary to pre-register to attend the AGM.

Please note that Westpac is offering shareholders the opportunity to lodge proxies online for the first time this year.

If you are not attending the AGM in Sydney, you can lodge a completed Proxy Form by returning it in the enclosed return envelope or by one of three alternative delivery options: online via the Link Market Services* Limited website, by facsimile or by hand delivery to the Westpac registry. Please be aware that the Proxy Form needs to be received by the share registry, by whatever lodgement option that you choose, no later than 1.30pm on Tuesday 13 December 2005.

Webcast

The AGM will be webcast live on the internet, accessible at www.westpac.com.au/investorcentre. An archived version will be placed on the website to enable the AGM proceedings to be viewed at a later time.

How to get to the AGM

Location

The Grand Ballroom, Level 3, the Hilton Sydney, 488 George Street, Sydney NSW.

Where it is

The Hilton Sydney is situated in the city block bounded by George, Park, Pitt and Market Streets. It can be accessed via entrances in either George Street or Pitt Street. Access to the Grand Ballroom on Level 3 is via the escalators or the lifts from the ground floor reception area.

Mobility impaired access

There is level access off both the George and Pitt Street entrances, then via the lifts to Level 3.

By public transport

By train The nearest train station is Town Hall Station. It is less than a five minute walk to the George Street entrance of the hotel.

By bus For bus services transiting the CBD area, e.g. along George, Elizabeth or Park Streets, alight at the stop nearest either Park or Market Streets and then proceed to the entrances at 488 George Street or 259 Pitt Street.

By car

Access to the hotel vehicular forecourt is via Pitt Street, approximately 50 metres north of Park Street. The hotel address in Pitt Street is number 259.

Car parking for a fee is available at the Hilton Sydney and at public car parks in and around the CBD area, subject to availability. The Hilton Sydney car park will charge a flat fee of \$30.00 for persons attending the Westpac AGM, as an alternative to their standard hourly rates.

If you need any further information regarding the AGM, please contact Link Market Services Limited on 1800 804 255, or from outside Australia on + 61 2 8280 7070.

*Formerly known as ASX Perpetual Registrars Limited, which changed its name to Link Market Services Limited on 30 September 2005.

How to complete the Proxy Form

Before you complete the Proxy Form, which is on the reverse of this page, please read the following instructions, the Notice of Annual General Meeting and the Explanatory Notes.

1. When do you use the Proxy Form?

You can use the Proxy Form to appoint someone to attend the meeting and vote for you. A proxy need not be a shareholder of Westpac Banking Corporation ("Westpac").

2. What if your name and address is different to the one appearing on the Proxy Form?

Your name and address on the Proxy Form is as it appears on the share register of Westpac. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your shares using this form.

3. How do I appoint a proxy?

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting, please write the name of that person. If you leave this section blank, the Chairman of the meeting will be your proxy and vote on your behalf. A proxy need not be a shareholder of Westpac.

4. How do I direct my votes on items of business?

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. 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 in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

5. How do I appoint a second proxy?

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the share registry of Westpac (see contact details on the front of this form) or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box;
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form; and
- (c) return both forms together in the same envelope.

6. Who may sign for a joint membership?

You must sign the Proxy Form in the spaces provided. Where the holding is in one name, the holder must sign. Where the holding is in more than one name, all of the shareholders must sign.

7. What if I want to sign the Proxy Form under a Power of Attorney?

To sign under Power of Attorney, you must have already lodged the Power of Attorney document with the registry. If you have not previously lodged the document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

8. How should a company execute the Proxy Form?

Where the company has a Sole Director who is also the 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.

9. How do I appoint a Corporate Representative?

If a representative of a corporation (irrespective of whether the corporation is a shareholder or proxy) is to attend the meeting, please attach a copy of the "Certificate of Appointment of Corporate Representative" when you return the Proxy Form. A form of the certificate may be obtained from the share registry of Westpac.

10. When is the Proxy Form due?

This Proxy Form (together with the original of the Power of Attorney or other authority (if any) or a certified copy of that power or authority, under which it is signed) must be received at the share registry of Westpac no later than 1.30pm on Tuesday 13 December 2005.

11. How do I lodge the Proxy Form?

These instructions also apply to holders on the New Zealand Branch Register.

By Post: Link Market Services Limited
Locked Bag A6015
Sydney South NSW 1235 Australia

By Delivery: Link Market Services Limited
Level 8, 580 George Street
Sydney NSW 2000

By Facsimile: In Australia: 02 9287 0309
From outside Australia: + 61 2 9287 0309

Online: Via Link Market Services' website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with instructions given on the website). You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as well as your surname (or company name) and postcode. If voting under Power of Attorney, you will need to have provided a certified copy to the registry.

12. Any questions?

If you have any questions, please call Link on 1800 804 255, or from outside Australia on + 61 2 8280 7070.

13. Privacy

Link Market Services Limited and Westpac Banking Corporation advise that Chapter 2C of the Corporations Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. The respective privacy policies are available on the websites – www.linkmarketservices.com.au and www.westpac.com.au.