Series No.: 2010-7

Tranche No.: 6

Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
A$250,000,000 Floating Rate Notes due July 2015 ("Notes")
(to be consolidated to form a single series with the A$300,000,000 Floating Rate Notes due July 2015, $180,000,000 Floating Rate Notes due July 2015, A$550,000,000 Floating Rate Notes due July 2015, A$630,000,000 Floating Rate Notes due July 2015 and A$725,000,000 Floating Rate Notes due July 2015)

The date of this Supplement is 27 August 2012.

This Supplement (as referred to in the Information Memorandum dated 8 November 2011 in relation to the above Programme ("**2011 Information Memorandum**")) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with the Note Deed Poll dated 15 January 2007 made by Westpac Banking Corporation ("**Deed Poll**") and the 2011 Information Memorandum, except that the terms and conditions applicable to the Notes are as set forth in the Information Memorandum dated 10 June 2009 ("**2009 Information Memorandum**") (as amended and supplemented by this supplement) and the Note Conditions in the 2011 Information Memorandum are to be disregarded.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the 2009 Information Memorandum.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1	**Issuer**	:	Westpac Banking Corporation (ABN 33 007 457 141)
2	**Lead Manager**	:	Westpac Banking Corporation (ABN 33 007 457 141)
3	**Relevant Dealer**	:	Westpac Banking Corporation (ABN 33 007 457 141)
4	**Registrar and Australian**	:	BTA Institutional Services Australia Limited

	Paying Agent		(ABN 48 002 916 396)
5	**Calculation Agent**	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
6	**Issuing and Paying Agent (Offshore)**	:	Not applicable
7	**If to form a single Series with an existing Series, specify date on which all Notes of the Series become fungible, if not the Issue Date**	:	Issue Date
8	**Status of the Notes (Condition 4)**	:	Unsubordinated. Condition 4A applies
9	**Currency**	:	Australian Dollar ("A$")
10	**Aggregate Principal Amount of Tranche**	:	A$250,000,000
11	**If interchangeable with existing Series, Series No.**	:	Series 2010-7
12	**Issue Date**	:	27 August 2012
13	**Issue Price**	:	101.854 per cent. per Denomination including accrued interest
14	**Commissions Payable**	:	As per the subscription acknowledgment dated 23 August 2012 between the Issuer and the Dealer and Lead Manager
15	**Selling Concession**	:	Not applicable
16	**Purchase Price**	:	A$101,854 fully paid per Denomination
17	**Denomination (Condition 2.5)**	:	A$100,000 The minimum aggregate consideration for offers or transfers of the Notes in Australia must be at least A$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia
*	**Partly Paid Instruments (Condition 2.4)**	:	No
18	**Type of Note**	:	Floating Rate Notes
19	**If interest-bearing, specify which of Conditions 5.2 (fixed rate), 5.3 (floating rate) or (index-linked interest) or 5.4**		

	(other rates) is applicable, and then specify the matters required for the relevant Condition, namely	:	Condition 5.3 applies
20	**Condition 5.2 for Fixed Rate Notes**	:	Not applicable
21	**Condition 5.3 for Floating Rate Notes**	:	Applicable
	Interest Commencement Date, if not Issue Date (Condition 5.3(a))	:	8 July 2012
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates (Condition 5.5(a))	:	8 April, 8 July, 8 October and 8 January of each year commencing on 8 October 2012 up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
	Applicable 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:		No adjustment
	Floating Rate Option	:	AUD-BBR-BBSW (to four decimal places)
	Designated Maturity	:	3 months
	Reset Date	:	The Interest Commencement Date and each Interest Payment Date
	Margin	:	Plus 1.35 per cent. per annum
	Minimum/Maximum Interest Rate (Condition 5.3(b)(iv))	:	Not applicable
	Day Count Fraction	:	Actual/365 (fixed)
	Fallback Interest Rate (Condition 5.3(b)(v))	:	Not applicable
	Condition 5.3 for Interest-Linked Interest Note provisions	:	Not applicable
22	**Condition 5.4 for other rates**	:	Not applicable

23	**Accrual of interest**	:	Not applicable
24	**Default Rate**	:	Not applicable
25	**Overdue Rate**	:	Not applicable
26	**Zero Coupon Notes**	:	Not applicable
27	**Reference Price**	:	Not applicable
28	**Maturity Date (Condition 6.1)**	:	8 July 2015, subject to adjustment in accordance with the Applicable Business Day Convention specified in paragraph 21
29	**Maturity Redemption Amount (Condition 6.1)**	:	100 per cent. of the Outstanding Principal Amount of the Note
30	**Early Redemption Amount (Call)**		
	Specify if Condition 6.4 is applicable	:	Not applicable
31	**Early Redemption Amount (Tax)**		
	Specify if Condition 6.3 is applicable	:	Condition 6.3 applies
	Specify any relevant conditions to exercise of option	:	Not applicable
	If Early Redemption Amount (Tax) is not the Outstanding Principal Amount together with accrued interest (if any) thereon of the Notes, insert amount or full calculation provisions	:	100 per cent. of the Outstanding Principal Amount of the Note
	Specify if Holders are not to receive accrued interest on early redemption for tax reasons	:	Not applicable
32	**Early Redemption Amount (Put)**		
	Specify if Condition 6.5 is applicable	:	Not applicable
33	**Early Redemption Amount (Loss of Deductibility)**		
	Specify if Condition 6.6 is applicable	:	Not applicable

34	**Early Redemption Amount (Regulatory Reasons)**		
	Specify if Condition 6.7 is applicable	:	Not applicable
35	**Early Redemption Amount (Default) (Condition 7B.3)**	:	Not applicable
36	**Redemption of Zero Coupon Notes**	:	Not applicable
37	**Deed Poll**	:	Note Deed Poll dated 15 January 2007
38	**Taxation**	:	Condition 8.8 applies
39	**Other relevant terms and conditions**	:	The Financial Sector Legislation Amendment (Prudential Refinements and Other Measures) Act 2010 of Australia amends section 13A of the Banking Act 1959 of Australia ("**Banking Act**") and section 86 of the Reserve Bank Act 1959 of Australia ("**Reserve Bank Act**") came into effect on 27 July 2010. After that date, the third bulleted sub-paragraph and the following paragraph of the italicised text set out under Condition 4 are to be read as follows: "• *third, the ADI's liabilities (if any) in Australia in relation to protected accounts that account-holders keep with the ADI;* • *fourth, the ADI's debts (if any) to the Reserve Bank of Australia ("**RBA**"); and* • *fifth, the ADI's liabilities (if any) under an industry support contract that is certified under section 11CB of the Banking Act.* *Under section 16(2) of the Banking Act, certain other debts due to APRA shall in a winding-up of an ADI have, subject to section 13A(3) of the Banking Act, priority over all other unsecured debts of that ADI. Further, under section 86 of the Reserve Bank Act 1959 of Australia ("**Reserve Bank Act**"), debts due by an ADI to the RBA shall, in a winding-up of that ADI, have, subject to section 13A(3) of the Banking Act, priority over all other debts of that ADI.*"
40	**ISIN**	:	AU000WBCHAP7

41	**Common Code**	:	052386764
42	**Common Depository**	:	Not applicable
43	**Austraclear Number**	:	WP2092
44	**Any Clearing System other than Euroclear / Clearstream Austraclear**	:	Not applicable
	Settlement procedures	:	Customary medium term note settlement and payment procedures apply
45	**U.S. selling restrictions**	:	As set out in the 2011 Information Memorandum
46	**Distribution of Information Memorandum**	:	As set out in the 2011 Information Memorandum
47	**Other selling restrictions**	:	As set out in the 2011 Information Memorandum
48	**Australian interest withholding tax**	:	The Issuer intends to issue Notes in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the "Tax Act"). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable, and accordingly the Issuer will be obliged to pay Additional Amounts in accordance with Condition 8.8. See also the section of the 2011 Information Memorandum entitled "Australian Taxation".
49	**Transaction Documents**	:	Not applicable
50	**Listing**	:	It is intended that the Notes will be quoted on the Australian Securities Exchange
51	**Events of Default (Condition 7)**	:	Condition 7A applies
52	**Additional or alternate newspapers**	:	Not applicable
53	**Stabilisation Manager**	:	Not applicable
54	**Other amendments**	:	Not applicable
55	**Other disclosure**	:	As set out in the 2011 Information Memorandum

CONFIRMED

For and on behalf of
Westpac Banking Corporation

By: ....

Name PHILIP CHRISTIE

Position DIRECTOR, GLOBAL FUNDING

Date: 27/8/12