

**SUPPLEMENT DATED 4 SEPTEMBER 2014 TO THE PROSPECTUS DATED 11
DECEMBER 2013**

Westpac Securities NZ Limited

(incorporated with limited liability in New Zealand, company number 1859984)

**Programme for the
Issuance of Debt Instruments**

Unconditionally and irrevocably guaranteed by

Westpac New Zealand Limited

(incorporated with limited liability in New Zealand, company number 1763882)

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 11 December 2013 (the “**Base Prospectus**”, which definition includes the Base Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the Programme for the Issuance of Debt Instruments (the “**Programme**”) established by Westpac Securities NZ Limited (“**WSNZL**” or the “**Issuer**”) and Westpac New Zealand Limited (“**WNZL**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to and updates the Base Prospectus and must be read in conjunction with, and forms part of, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer and WNZL.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended) (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplementary prospectus to the Base Prospectus. The Base Prospectus constitutes a base prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Instruments under the Programme.

Each of the Issuer and WNZL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and WNZL (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

- (i) incorporate by reference certain sections of WNZL’s disclosure statement for the nine months ended 30 June 2014, namely the unaudited consolidated

interim financial statements as at and for the nine month period ended 30 June 2014; and

- (ii) supplement the section of the Base Prospectus entitled "Recent Developments" commencing on page 109 of the Base Prospectus with details of (1) the resignation of Peter Clare as the Chief Executive Officer and Director of WNZL and Director of WSNZL; and (2) the retirement of Peter Thodey as Director of WNZL.

Incorporation by reference: WNZL financial statements

On 22 August 2014, WNZL released its disclosure statement (the "**Disclosure Statement**") containing the consolidated unaudited financial statements as at and for the nine months ended 30 June 2014 (including the notes thereto) as set out on pages 4 to 20 inclusive of the Disclosure Statement (the "**WNZL Financial Statements**"). By virtue of this Supplement, the WNZL Financial Statements are incorporated in and form part of this Supplement, and are thereby incorporated in and form part of the Base Prospectus.

A copy of the Disclosure Statement containing the WNZL Financial Statements has been filed with the National Storage Mechanism. Any information in the Disclosure Statement which is not incorporated in and does not form part of this Supplement and therefore is not incorporated in and does not form part of the Base Prospectus is not relevant for investors or is contained elsewhere in the Base Prospectus.

Recent developments

By virtue of this Supplement, the disclosure in relation to recent developments under the heading entitled "Recent Developments", which commences on page 109 of the Base Prospectus, is updated as follows:

Resignation of WNZL Chief Executive Officer and Director and WSNZL Director

"On 12 August 2014 Peter Graham Clare resigned as Chief Executive Officer of WNZL and his directorships of WNZL and WSNZL."

Resignation of WNZL Director

"On 26 August 2014, Peter Thodey retired from his directorship of WNZL."

General

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

To the extent that any document incorporated by reference in this Supplement incorporates further information by reference, either expressly or impliedly, such further information does not form part of this Supplement.

Any information contained in a document incorporated by reference herein which is not incorporated in, and does not form part of, this Supplement is either not relevant for investors or is contained elsewhere in the Base Prospectus.

Save as disclosed in this Supplement and the Base Prospectus, the Issuer and WNZL are not aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Instruments issued under the Programme since the publication of the Base Prospectus.

Factors which could be material for the purpose of assessing the risks associated with the Instruments issued under the Programme are set out in summary form on pages 23 to 26 (inclusive) and in full on pages 28 to 39 (inclusive) of the Base Prospectus.

A copy of the Disclosure Statement containing the WNZL Financial Statements which are incorporated by reference into, and form part of, this Supplement is available at: http://www.rns-pdf.londonstockexchange.com/rns/8774P_-2014-8-22.pdf .