

FINAL TERMS

Series No.: 022

Tranche No.: 1

WESTPAC SECURITIES NZ LIMITED acting through its London branch

Programme for the Issuance of Debt Instruments

Issue of

**NZD100,000,000 in aggregate principal amount of
5.125 per cent. Fixed Rate Instruments due October 2019**

Guaranteed by Westpac New Zealand Limited ("WNZL")

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Instruments in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC, as amended) (each a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Instruments. Accordingly, any person making or intending to make an offer of the Instruments may only do so in circumstances in which no obligation arises for the Issuer, WNZL or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer, WNZL nor any Dealer has authorised, nor do they authorise, the making of any offer of Instruments in any other circumstances.

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 December 2013 and the supplements to the Base Prospectus dated 3 March 2014, 29 May 2014 and 4 September 2014, which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms for the purposes of Article 5.4 of the Prospectus Directive relating to the issue of Instruments described herein and must be read in conjunction with such Base Prospectus dated 11 December 2013 as so supplemented.

Full information on the Issuer, WNZL and the Instruments described herein is only available on the basis of a combination of these Final Terms and the Base Prospectus dated 11 December 2013 as so supplemented. However, a summary of the issue of the Instruments (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus dated 11 December 2013 as so supplemented 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. The Base

Prospectus has been published on the website of the London Stock Exchange in accordance with Article 14.

Part A - Contractual Terms

1. Issuer: Westpac Securities NZ Limited, acting through its London branch
2. Guaranteed by Westpac New Zealand Limited: Yes
3. If not syndicated, Relevant Dealer/Lead Manager: Not Applicable
4. Syndicated: Applicable
 - (i) If syndicated, names and addresses of Dealers and underwriting commitments:

HSBC Bank plc ("**HSBC**")
 8 Canada Square
 London E14 5HQ
 United Kingdom
 With underwriting commitment of NZD45,000,000

Westpac Banking Corporation
 (ABN 33 007 457 141)
 Camomile Court
 23 Camomile Street
 London EC3A 7LL
 United Kingdom
 With underwriting commitment of NZD45,000,000
 (together with HSBC, the "**Joint Lead Managers**")

Australia and New Zealand Banking Group Limited
 28th Floor, 40 Bank Street
 Canary Wharf
 London E14 5EJ
 United Kingdom
 With underwriting commitment of NZD1,000,000

BNP Paribas
 10 Harewood Avenue
 London NW1 6AA
 United Kingdom
 With underwriting commitment of NZD1,000,000

Commonwealth Bank of Australia
 Senator House
 85 Queen Victoria Street
 London EC4 V 4HA
 United Kingdom

With underwriting commitment of
NZD1,000,000

Coöperatieve Centrale Raiffeisen-
Boerenleenbank B.A. (Rabobank
International)
Croeselaan 18
3521 CB UTRECHT
The Netherlands

With underwriting commitment of
NZD1,000,000

Daiwa Capital Markets Europe Limited
5 King William Street
London EC4N 7AX
United Kingdom

With underwriting commitment of
NZD1,000,000

Danske Bank A/S
Holmens Kanal 2-12
DK-1092 Copenhagen K
Denmark

With underwriting commitment of
NZD1,000,000

National Australia Bank Limited (ABN 12
004 044 937)
88 Wood Street
London EC2V 7QQ
United Kingdom

With underwriting commitment of
NZD1,000,000

Nordea Bank Danmark A/S
Christiansbro
Strandgade 3
DK-1401 Copenhagen K
Denmark

With underwriting commitment of
NZD1,000,000

RBC Europe Limited
Riverbank House
2 Swan Lane
London EC4R 3BF
United Kingdom

With underwriting commitment of
NZD1,000,000

The Toronto-Dominion Bank
60 Threadneedle Street
London EC2R 8AP
United Kingdom

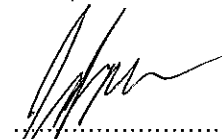
		With underwriting commitment of NZD1,000,000
	(ii) Date of Subscription Agreement:	1 October 2014
5.	Date of Board Approval:	
	(i) Issuer:	Not applicable, save as discussed in paragraph 2 of the section entitled "General Information" in the Base Prospectus
	(ii) WNZL:	Not applicable, save as discussed in paragraph 2 of the section entitled "General Information" in the Base Prospectus
6.	Specified Currency:	
	(i) of denomination:	New Zealand dollars ("NZD")
	(ii) of payment:	NZD
7.	Aggregate Principal Amount of Tranche:	NZD100,000,000
8.	If interchangeable with existing Series, Series No:	Not Applicable
9.	(i) Issue Date:	3 October 2014
	(ii) Interest Commencement Date:	Issue Date
10.	Issue Price:	99.892 per cent. of the Aggregate Principal Amount of Tranche
11.	Maturity Date:	3 October 2019, subject to adjustment in accordance with the Business Day Convention specified in paragraph 20(iv)
12.	Expenses:	Not Applicable
13.	(i) Form of Instruments:	Bearer
	(ii) Bearer Instruments exchangeable for Registered Instruments:	No
14.	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 Definitive Instruments and/or (if the relevant Series comprises both Bearer Instruments and Registered Instruments) Registered Instruments:	Yes The Exchange Date shall be a date no earlier than 40 days after the Issue Date
(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 Condition 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
15. If issued in Registered form:	Not Applicable
16. Denomination(s):	NZD2,000 and integral multiples of NZD2,000 in excess thereof
17. Partly Paid Instruments:	No
18. If issued in Registered form:	
Registrar:	Not Applicable
19. Interest:	5.125 per cent. Fixed Rate
20. Fixed Rate Instrument Provisions:	Applicable
(i) Interest Rate:	5.125 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	3 October in each year commencing on 3 October 2015 to and including the Maturity Date subject to adjustment in accordance with the Business Day Convention specified in paragraph 20(iv)
(iii) Interest Period End Date(s):	Interest Payment Dates

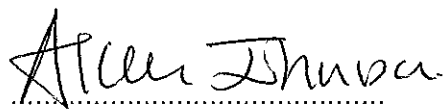
(iv) Business Day Convention:	
- for Interest Payment Dates:	Following Business Day Convention
- for Interest Period End Dates:	No Adjustment
- for Maturity Date:	Following Business Day Convention
- any other date:	No Adjustment
(v) Fixed Coupon Amount(s):	NZD102.50 per Calculation Amount
(vi) Day Count Fraction:	Actual/Actual (ICMA)
(vii) Determination Date:	Interest Payment Date
(viii) Broken Amount(s):	Not Applicable
(ix) Accrual Feature:	Not Applicable
(x) Additional Business Centre(s):	London, Auckland, Wellington and Sydney
21. Floating Rate Instrument Provisions:	Not Applicable
22. Zero Coupon Instrument Provisions:	Not Applicable
23. Dual Currency Instrument Provisions:	Not Applicable
24. Default Interest Rate:	Not Applicable
25. Dates for payment of Instalment Amounts (Instalment Instruments):	Not Applicable
26. Final Redemption Amount of each Instrument:	NZD2,000 per Calculation Amount
27. Instalment Amounts:	Not Applicable
28. Early Redemption for Tax Reasons:	Applicable
(i) Early Redemption Amount of each Instrument (Tax):	NZD2,000 per Calculation Amount
(ii) 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:	100 per cent. of the outstanding principal amount
35.	Payments:	
	Unmatured Coupons missing upon Early Redemption:	Condition 7A.6(i) 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
40.	Public Offer:	Not Applicable

WESTPAC SECURITIES NZ LIMITED,
acting through its London branch
 (as Issuer)

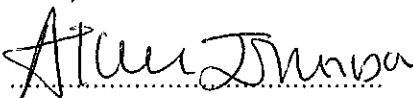
By: 

 Authorised Officer
 Name: John Toro
 Date: 01/10/14.

By: 

 Authorised Officer
 Name: ALAN JOHNSON
 Date: 1st October, 2014

WESTPAC NEW ZEALAND LIMITED
 (as WNZL)

By: 

 Authorised Officer
 Name: ALAN JOHNSON
 Date: 1st October, 2014

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: | Standard & Poor's (Australia) Pty Ltd: AA-
Moody's Investors Service Pty Limited: Aa3 |
|-----|-----------------------------|--|

3. Interests of natural and legal persons involved in the issue

Save as discussed in "Subscription and Sale" 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: | The net proceeds of the issue of these Instruments will be used by the Issuer to on-lend to WNZL, which will use the proceeds for general funding purposes |
| (ii) | Estimated net proceeds: | NZD99,671,000 |
| (iii) | Estimated total expenses: | NZD221,000 in respect of a combined management and underwriting fee
NZD3,600 in respect of admission to trading
NZD18,000 in respect of legal expenses |

5. Yield

Indication of yield:	5.150 per cent. per annum
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6. Historical interest rates, FX and other rates

Not Applicable

7. Description of the underlying

Not Applicable

8. Operational information

ISIN:	XS1114720680
Common Code:	111472068
Common Depositary / Lodging Agent:	The Bank of New York Mellon
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking Société Anonyme and the Central Moneymarkets Unit Service operated by the Hong Kong Monetary	Not Applicable

Authority:

CMU Service Instrument Number: Not Applicable

Settlement Procedures: Customary medium term note settlement and payment procedures apply

Delivery: Delivery against payment

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

9. Terms and conditions of the offer

Offer price: Not Applicable

Conditions to which offer is subject: Not Applicable

Total amount of the offer and, if the amount is not fixed, description of the arrangements and time for announcing to the public the definitive amount of the offer: Not Applicable

The time period, including any possible amendments, during which the offer will be open and a description of the application: Not Applicable

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

Details of minimum and / or maximum amount of application: Not Applicable

Details of the method and time limits for paying up and delivering the Instruments: Not Applicable

Manner in and date on which results of the offer are to be made public: Not Applicable

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

Whether tranche(s) have been reserved for certain countries: Not Applicable

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not Applicable

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable

ANNEX – ISSUE SPECIFIC SUMMARY

Section A – Introduction and Warnings:		
A.1	Warning:	This summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Instruments should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor may, under the national legislation of the Member States, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such Instruments.
A.2	Consent to use of this Base Prospectus:	<p>Not applicable; in respect of this Tranche of Instruments there will be no Public Offer. The offer of Instruments will be made pursuant to an exemption under the Prospectus Directive.</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY INSTRUMENTS IN A PUBLIC OFFER FROM AN OFFEROR OTHER THAN THE ISSUER WILL DO SO, AND OFFERS AND SALES OF SUCH INSTRUMENTS TO AN INVESTOR BY SUCH OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. NEITHER THE ISSUER NOR WNZL WILL BE A PARTY TO ANY SUCH ARRANGEMENTS WITH SUCH INVESTORS IN CONNECTION WITH THE PUBLIC OFFER OR SALE OF THE INSTRUMENTS CONCERNED AND, ACCORDINGLY, THE BASE PROSPECTUS AND ANY FINAL TERMS WILL NOT CONTAIN SUCH INFORMATION. THE INVESTOR MUST LOOK TO THE OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION. NEITHER THE ISSUER NOR WNZL NOR ANY DEALER HAS ANY RESPONSIBILITY OR LIABILITY TO AN INVESTOR IN RESPECT OF SUCH INFORMATION.</p>

Section B – Issuer:		
B.1	Legal and commercial name:	Westpac Securities NZ Limited ("WSNZL")
B.2	Domicile, Legal Form, Country of Incorporation and Legislation under which the Issuer operates:	<p>The Issuer is domiciled and incorporated in New Zealand.</p> <p>The Issuer was incorporated on 29 August 2006 as a limited liability company under the laws of New Zealand with registration number 1859984.</p>
B.4b	Known trends affecting the Issuer and its Industry:	As a wholly-owned indirect subsidiary of Westpac New Zealand Limited ("WNZL"), the same trends affect the Issuer as WNZL.

B.5	Group Position:	The Issuer is a wholly-owned subsidiary of Westpac NZ Operations Limited, which is a wholly-owned subsidiary of WNZL. The ultimate parent of the Westpac group of companies is Westpac Banking Corporation ("WBC").																																																																											
B.9	Profit Forecasts or Estimates:	Not applicable. No profit forecasts or estimates made.																																																																											
B.10	Description of any Qualifications in the Audit Report on the Historical Financial Information:	Not applicable. The audit reports on the historical financial information are not qualified.																																																																											
B.12	Key Historical Financial Information:	<p>Statement of comprehensive income for the year ended 30 September</p> <table> <tr> <th></th><th>2013 NZ \$'000</th><th>2012 NZ \$'000</th></tr> <tr> <td>Interest income</td><td>196,808</td><td>258,484</td></tr> <tr> <td>Interest expense</td><td>(193,678)</td><td>(254,210)</td></tr> <tr> <td>Net interest income</td><td>3,130</td><td>4,274</td></tr> <tr> <td>Non-interest income</td><td>900</td><td>903</td></tr> <tr> <td>Net operating income</td><td>4,030</td><td>5,177</td></tr> <tr> <td>Operating expenses</td><td>(845)</td><td>(817)</td></tr> <tr> <td>Profit before income tax expense</td><td>3,185</td><td>4,360</td></tr> <tr> <td>Income tax expense</td><td>(892)</td><td>(5,338)</td></tr> <tr> <td>Profit/(loss) after income tax expense</td><td>2,293</td><td>(978)</td></tr> <tr> <td>Other comprehensive income</td><td>-</td><td>-</td></tr> <tr> <td>Total comprehensive income/(loss), net of tax</td><td>2,293</td><td>(978)</td></tr> </table> <p>Balance sheet as at 30 September</p> <p>Assets</p> <table> <tr> <td>Cash and cash equivalents</td><td>7,087</td><td>4,877</td></tr> <tr> <td>Due from related entities</td><td>7,777,604</td><td>10,029,016</td></tr> <tr> <td>Current tax asset</td><td>1,269</td><td>383</td></tr> <tr> <td>Deferred tax assets</td><td>-</td><td>-</td></tr> <tr> <td>Total assets</td><td>7,785,960</td><td>10,034,276</td></tr> </table> <p>Liabilities</p> <table> <tr> <td>Due to related entities</td><td>3,948</td><td>5,992</td></tr> <tr> <td>Debt issues</td><td>7,717,149</td><td>9,962,452</td></tr> <tr> <td>Other liabilities</td><td>52,603</td><td>55,865</td></tr> <tr> <td>Total liabilities</td><td>7,773,700</td><td>10,024,309</td></tr> </table> <p>Net assets</p> <table> <tr> <td></td><td>12,260</td><td>9,967</td></tr> </table> <p>Equity</p> <table> <tr> <td>Share capital</td><td>651</td><td>651</td></tr> <tr> <td>Retained profits</td><td>11,609</td><td>9,316</td></tr> <tr> <td>Total equity attributable to owners of the company</td><td>12,260</td><td>9,967</td></tr> </table> <p>Statement of no Material Adverse Change since Last Audited Financial Statements:</p> <p>Since 30 September 2013, the last day of the financial period in respect of which the most recent published audited non-consolidated financial statements of the Issuer have been prepared, there has been no material adverse change in the prospects of the Issuer.</p> <p>Description of Significant Changes in</p> <p>Since 30 September 2013, the last day of the financial period in respect of which the most recent published audited non-consolidated financial</p>		2013 NZ \$'000	2012 NZ \$'000	Interest income	196,808	258,484	Interest expense	(193,678)	(254,210)	Net interest income	3,130	4,274	Non-interest income	900	903	Net operating income	4,030	5,177	Operating expenses	(845)	(817)	Profit before income tax expense	3,185	4,360	Income tax expense	(892)	(5,338)	Profit/(loss) after income tax expense	2,293	(978)	Other comprehensive income	-	-	Total comprehensive income/(loss), net of tax	2,293	(978)	Cash and cash equivalents	7,087	4,877	Due from related entities	7,777,604	10,029,016	Current tax asset	1,269	383	Deferred tax assets	-	-	Total assets	7,785,960	10,034,276	Due to related entities	3,948	5,992	Debt issues	7,717,149	9,962,452	Other liabilities	52,603	55,865	Total liabilities	7,773,700	10,024,309		12,260	9,967	Share capital	651	651	Retained profits	11,609	9,316	Total equity attributable to owners of the company	12,260	9,967
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	Financial or Trading Position:	statements of the Issuer have been prepared, there has been no significant change in the financial or trading position of the Issuer.
B.13	Description of Recent Events Material to the Issuer's Solvency:	Not applicable. There have been no recent events material to the Issuer's solvency.
B.14	If the Issuer is Dependent upon other Entities Within the Group, this must be Clearly Stated:	As a wholly-owned indirect subsidiary of WNZL, the Issuer is dependent upon WNZL for the guarantee of due and punctual payment of all amounts due under the Instruments issued from time to time by the Issuer.
B.15	Issuer Principal Activities:	The principal activity of the Issuer is to raise and manage offshore wholesale funding for WNZL.
B.16	Control of the Issuer:	The Issuer is a wholly-owned subsidiary of Westpac NZ Operations Limited. The Issuer is also an indirect, wholly-owned subsidiary of WNZL.
B.17	Credit Ratings Assigned to the Issuer or its Debt Securities at the Request of or in Co-operation with the Issuer:	<p>Standard & Poor's (Australia) Pty Limited has assigned the Issuer a senior unsecured credit rating of AA-. The outlook for the rating is stable. The short term credit rating assigned by Standard & Poor's (Australia) Pty Limited to the Issuer is A-1+.</p> <p>Moody's Investors Service Pty Limited has assigned the Issuer a senior unsecured credit rating of Aa3. The outlook for the rating is stable. The short term credit rating assigned by Moody's Investors Service Pty Limited to the Issuer is P-1.</p> <p>The Instruments to be issued are expected to be rated:</p> <p>Standard & Poor's (Australia) Pty Limited: AA-</p> <p>Moody's Investors Service Pty Limited: Aa3</p>
B.18	Guarantee:	WNZL has executed a deed of guarantee dated 22 December 2009 (the "WNZL Deed of Guarantee") pursuant to which it has unconditionally and irrevocably guaranteed the due and punctual payment of all amounts falling due from time to time in respect of Instruments issued by the Issuer.
B.19/ B.1	Legal and Commercial name:	Westpac New Zealand Limited
B.19/ B.2	Domicile, Legal Form, Country of Incorporation and Legislation under which the Guarantor Operates:	<p>WNZL is domiciled and incorporated in New Zealand.</p> <p>WNZL was incorporated on 14 February 2006 as a limited liability company under the laws of New Zealand registration number 1763882.</p>
B.19/ B.4b	Known trends affecting the Guarantor and its Industry:	<p>WNZL operates in the New Zealand financial services sector providing services to consumers, small to medium size businesses, institutional customers and the New Zealand Government.</p> <p>The New Zealand market is dominated by the locally incorporated subsidiaries of the four major Australian banks: WNZL, ANZ Bank New Zealand Limited (a subsidiary of Australia and New Zealand Banking Group</p>

		<p>Limited), ASB Bank Limited (a subsidiary of the Commonwealth Bank of Australia) and Bank of New Zealand (a subsidiary of National Australia Bank). All these major banks offer comprehensive financial services products to consumers and business customers throughout the country. In addition, there is competition from a number of smaller market participants that focus on niche opportunities within the retail and business sectors. Kiwibank Limited, ultimately owned by the New Zealand Government, is also a significant competitor principally operating in the consumer segment across both lending and deposits.</p> <p>After navigating a serious drought in early 2013, the New Zealand economy has entered a phase of relatively strong growth associated with low interest rates, rising house prices, strong export conditions and rebuilding activity following the Canterbury earthquakes of 2010 and 2011. High levels of economic confidence have sparked a modest lift in household borrowing (up 5.8 per cent. in the year to September 2013, compared to 2.5 per cent. growth in the year to September 2012). However, business credit remains relatively subdued as firms remain relatively cautious.</p> <p>The Reserve Bank of New Zealand ("RBNZ") has become concerned that household credit growth and house prices are becoming excessive from a financial stability point of view. In response, the RBNZ has restricted banks' ability to make housing loans at loan-to-value ratios above 80 per cent.. So far the restrictions appear to have had a noticeable but modest effect on housing credit and the housing market.</p>																								
B.19/ B.5	Group Position:	<p>WNZL is a wholly owned subsidiary of Westpac New Zealand Group Limited ("WNZGL"), a New Zealand company, which in turn is a wholly-owned subsidiary of Westpac Overseas Holdings No.2 Pty Limited ("WOHL"), an Australian company. WOHL is, in turn, a wholly-owned subsidiary of WBC, an Australian company. WBC is incorporated in Australia under the Australian Corporations Act 2001 and its address for service of process is Level 20, Westpac Place, 275 Kent Street, Sydney, New South Wales 2000, Australia.</p> <p>As at 30 September 2013, WNZGL had a direct qualifying interest in 100 per cent. of the voting securities of WNZL. WBC has an indirect qualifying interest in 100 per cent. of the voting securities of WNZL.</p>																								
B.19/ B.9	Profit Forecasts:	Not applicable. No profit forecasts or estimates made.																								
B.19/ B.10	Description of any Qualification in the Audit Report on the Historical Financial Information:	Not applicable. The audit reports on the historical financial information are not qualified.																								
B.19/ B.12	Key Historical Financial Information:	<p>Income statement for the year ended 30 September</p> <table> <tr> <th></th><th>2013</th><th>2012</th></tr> <tr> <th></th><th>NZ \$m</th><th>NZ \$m</th></tr> <tr> <td>Interest income</td><td>3,768</td><td>3,881</td></tr> <tr> <td>Interest expense</td><td>(2,232)</td><td>(2,382)</td></tr> <tr> <td>Net interest income</td><td>1,536</td><td>1,499</td></tr> <tr> <td>Non-interest income</td><td>371</td><td>356</td></tr> <tr> <td>Net operating income</td><td>1,907</td><td>1,855</td></tr> <tr> <td>Operating expenses</td><td>(810)</td><td>(807)</td></tr> </table>		2013	2012		NZ \$m	NZ \$m	Interest income	3,768	3,881	Interest expense	(2,232)	(2,382)	Net interest income	1,536	1,499	Non-interest income	371	356	Net operating income	1,907	1,855	Operating expenses	(810)	(807)
	2013	2012																								
	NZ \$m	NZ \$m																								
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Operating expenses	(810)	(807)																								

Impairment charges on loans	(107)	(190)
Operating profit	990	858
Share of profit of associate accounted for using the equity method	1	1
Profit before income tax expense	991	859
Income tax expense	(277)	(246)
Profit after income tax expense	714	613
Profit after income tax expense attributable to:		
Owners of the Banking Group	711	610
Non-controlling interests	3	3
	714	613
Balance sheet as at 30 September	2013	2012
	NZ \$m	NZ \$m
Assets		
Cash and balances with central banks	1,804	1,595
Due from other financial institutions	173	322
Derivative financial Instruments	8	10
Trading securities	1,578	2,040
Available-for-sale securities	2,715	2,694
Loans	61,585	59,422
Due from related entities	1,376	1,527
Investment in associate	48	48
Goodwill and other intangible assets	660	598
Property, plant and equipment	169	162
Deferred tax assets	180	209
Other assets	216	195
Total assets	70,512	68,822
Liabilities		
Due to other financial Institutions	100	3
Deposits	48,182	43,390
Derivative financial instruments	178	360
Debt issues	11,645	12,914
Current tax liabilities	19	48
Provisions	77	83
Other liabilities	548	579
Total liabilities excluding related entities liabilities	60,749	57,377
Perpetual subordinated notes	-	970
Due to related entities	3,197	4,679
Total related entities liabilities	3,197	5,649
Total liabilities	63,946	63,026
Net assets	6,566	5,796
Equity		
Share capital	4,600	4,600
Retained profits	1,818	1,079
Available-for-sale securities reserve	106	80
Cash flow hedge reserve	36	30
Total equity attributable to owners of the Banking Group	6,560	5,789
Non-controlling interests	6	7
Total equity	6,566	5,796
Interest earning and discount bearing assets	69,476	67,935

		Interest and discount bearing liabilities	59,359	57,999
	Statement of No Material Adverse Change since Last Audited Financial Statements:	Since 30 September 2013, the last day of the financial period in respect of which the most recent published audited consolidated financial statements of WNZL have been prepared, there has been no material adverse change in the prospects of WNZL and its controlled entities taken as a whole.		
	Description of Significant Changes in Financial or Trading Position:	Save for WNZL paying an unimputed dividend of NZ\$375m in November 2013, since 30 September 2013, the last day of the financial period in respect of which the most recent published audited consolidated financial statements of WNZL have been prepared, there has been no significant change in the financial or trading position of WNZL and its controlled entities taken as a whole.		
B.19/ B.13	Description of Recent Events Material to the Guarantor's Solvency:	Not applicable. There have been no recent events material to WNZL's solvency.		
B.19/ B.14	If the Guarantor is Dependent upon other Entities Within the Group, this must be Clearly Stated:	As an intermediate holding company, WNZL is dependent on WBC for the provision of funding and upon the business performance of its operating subsidiaries.		
B.19/ B.15	Guarantor Principal Activities:	WNZL is one of New Zealand's largest banks and provides a wide range of consumer, business and institutional banking products and services to consumers, small to medium size businesses, large corporate and institutional customers and the New Zealand Government.		
B.19/ B.16	Control of the Guarantor:	WNZL is wholly-owned and controlled by WBC.		
B.19/ B.17	Credit Ratings:	<p>Standard & Poor's (Australia) Pty Limited has assigned WNZL a senior unsecured credit rating of AA-. The outlook for the rating is stable. The short term credit rating assigned by Standard & Poor's (Australia) Pty Limited to WNZL is A-1+.</p> <p>Moody's Investors Service Pty Limited has assigned WNZL a senior unsecured credit rating of Aa3. The outlook for the rating is stable. The short term credit rating assigned by Moody's Investors Service Pty Limited to the Issuer is P-1.</p>		
B.19/ B.18	Guarantee:	WNZL has executed the WNZL Deed of Guarantee pursuant to which it has unconditionally and irrevocably guaranteed the due and punctual payment of all amounts falling due from time to time in respect of Instruments issued by the Issuer.		

Section C – Instruments:		
C.1	Description of the Type and Class of	Instruments will be issued in series (each a " Series "). Each Series may comprise one or more tranches (" Tranches ") issued on different issue dates.

	Securities:	<p>The Instruments of each Series will all be subject to identical terms except that the issue date and/or the amount of the first payment of interest and/or the issue price may be different in respect of different Tranches and a Series may comprise Instruments in more than one denomination. The Instruments of each Tranche will all be subject to identical terms save that a Tranche may comprise Instruments of different denominations.</p> <p>Instruments may be issued in bearer or registered form. In respect of each Tranche of Instruments issued in bearer form, the Issuer will deliver a temporary global Instrument or, in respect of Instruments to which U.S. Treasury Regulation §1.163-5(c)(2)(i)(C) (the "TEFRA C Rules") applies, a permanent global Instrument. Such global Instrument will be either (i) deposited on or before the relevant issue date therefor with a depositary or a common depositary for Euroclear Bank SA/NV ("Euroclear") and/or Clearstream Banking, société anonyme ("Clearstream, Luxembourg") and/or any other relevant clearing system or (ii) lodged on or before the relevant issue date thereof with a sub-custodian in Hong Kong for the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority ("CMU Service"). Each temporary global Instrument will be exchangeable either for a permanent global Instrument or, in certain cases, for Instruments in definitive bearer form and/or (in the case of certain Series comprising both bearer Instruments and registered Instruments) registered form in accordance with its terms. Each permanent global Instrument will be exchangeable for Instruments in definitive bearer form and/or (in the case of certain Series comprising both bearer Instruments and registered Instruments) registered form in accordance with its terms. Instruments in definitive bearer form will, if interest-bearing, either have interest coupons ("Coupons") attached and, if appropriate, a talon ("Talon") for further Coupons and will, if the principal thereof is repayable by instalments, have a grid for recording the payment of principal endorsed thereon or, in certain cases, have payment receipts ("Receipts") attached. Instruments in bearer form are exchangeable in accordance with the terms thereof for Instruments in registered form. Instruments in registered form may not be exchanged for Instruments in bearer form.</p> <p>Series Number: 022</p> <p>Tranche Number: 1</p> <p>Bearer Instruments:</p> <p>Initially represented by a Temporary Global Instrument</p> <p>Temporary Global Instrument exchangeable for a Permanent Global Instrument or for Definitive Instruments and/or (if the relevant Series comprises both Bearer Instruments and Registered Instruments) Registered Instruments</p> <p>Form of Instruments: Bearer</p> <p>Aggregate Nominal Amount: 100,000,000 New Zealand Dollars ("NZD")</p> <p>ISIN: XS1114720680</p> <p>Common Code: 111472068</p>
C.2	Currency:	<p>Instruments may be denominated in any currency or currencies subject to compliance with all applicable legal and/or regulatory and/or central bank</p>

		<p>requirements. Payments in respect of Instruments may, subject to compliance as aforesaid, be made in and/or linked to a currency or currencies other than the currency in which such Instruments are denominated.</p> <p>The Specified Currency of the Instruments is NZD.</p>
C.5	Description of any Restriction on the Free Transferability of Securities:	<p>There is no such restriction on free transferability of the Instruments.</p> <p>The offering of the Instruments by the Dealers and any Authorised Offeror is subject to the selling restrictions with respect to the applicable laws of the jurisdiction in or from which the offering of the Instruments takes place, including the United States of America, the European Economic Area, the United Kingdom, Australia, Hong Kong, Japan, The Republic of France, Italy, The Netherlands, New Zealand, Taiwan and Singapore.</p>
C.8	Description of the Rights Attaching to the Securities, Including Ranking and any Limitation on those Rights:	<p>Payments</p> <p>Except for the Zero Coupon Instruments, all other Instruments confer the entitlement to receive interest in respect of the Instruments in respect of each period for which the Instruments remain outstanding, and to be repaid the principal amount of the Instruments on maturity.</p> <p>Withholding Tax</p> <p>Payments in respect of Instruments, Receipts or Coupons, or the WNZL Deed of Guarantee (if applicable), will be made without withholding or deduction for any taxes, duties, assessments or governmental charges of whatsoever nature imposed or levied by or on behalf of New Zealand and/or the United Kingdom or, in either case, any political subdivision or any authority thereof or therein having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event, the Issuer or (as the case may be) WNZL will (subject to customary exceptions) pay such additional amounts as will result in the Holders of Instruments, Receipts or Coupons receiving such amounts as they would have received in respect of such Instruments, Receipts or Coupons had no such withholding or deduction been required.</p> <p>Limitation on rights</p> <p>The Issuer may be entitled to redeem the Instruments prior to their stated Maturity Date, or to make repayment in a currency other than the currency in which the Instruments are denominated.</p> <p>Tax redemption</p> <p>Early redemption of the Instruments for tax reasons is permitted.</p> <p>Events of Default</p> <p>The Terms and Conditions contain Events of Default including those relating to (a) non-payment, (b) breach of other obligations, (c) winding-up, (d) cessation of business, (e) appointment of receiver, encumbrancer or official manager or execution of enforcement over assets, (f) inability to pay debts as they fall due and (g) the WNZL Deed of Guarantee ceasing to be in force other than in connection with a Solvent Reconstruction. The provisions include minimum thresholds, provisos and grace periods.</p>

		<p>Meetings of Holders of Instruments</p> <p>Meetings of Holders of Instruments may be called to consider matters affecting their interests generally. These provisions governing such meetings permit defined majorities to bind all Holders of Instruments including Holders who did not vote on the relevant resolution and Holders who voted in a manner contrary to the majority.</p> <p>Governing law</p> <p>English law.</p> <p>Ranking</p> <p>The Instruments are issued on an unsubordinated basis and rank at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer (other than those mandatorily preferred by law).</p> <p>The obligations of WNZL under the WNZL Deed of Guarantee constitute its unsubordinated obligations and rank at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of WNZL (other than those mandatorily preferred by law).</p>
C.9	<p>Description of Rights Attaching to the Securities, including Nominal Interest Rate, Interest Payment Date, Maturity Date/Repayment Procedures, Indication of Yield, Name of Representative of Debt Security Holders and where the Rate is not Fixed, Description of the Underlying on which it is Based:</p>	<p>Interest periods and interest rates:</p> <p>Except for the Zero Coupon Instruments, the length of all other interest periods for all other Instruments and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Except for the Zero Coupon Instruments, all Instruments may have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Instruments to bear interest at different rates in the same interest period.</p> <p>Fixed Rate Instruments:</p> <p>Fixed interest will be payable in arrear on the specified date or dates in each year.</p> <p>Rate of Interest: 5.125 per cent. per annum payable annually in arrear on each Interest Payment Date</p> <p>Interest Payment Date(s): 3 October in each year commencing on 3 October 2015 to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out below</p> <p>Fixed Coupon Amount: NZD102.50 per Calculation Amount</p> <p>Business Day Convention: Following Business Day Convention</p> <p>Accrual Feature: Not Applicable</p> <p>Yield in respect of Fixed Rate Instruments:</p> <p>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.</p> <p>Indication of yield: 5.150 per cent. per annum</p>

		<p>Floating Rate Instruments:</p> <p>Floating Rate Instruments will bear interest determined separately for each Series.</p> <p>Floating Rate Instruments are not being issued.</p> <p>Zero Coupon Instruments:</p> <p>Zero Coupon Instruments may be issued at their nominal amount or at a discount to it and will not bear interest. Zero Coupon Instruments are not being issued.</p> <p>Partly Paid Instruments:</p> <p>Partly Paid Instruments may be issued where the subscription money is payable in more than one instalment.</p> <p>Partly Paid Instruments are not being issued.</p> <p>Dual Currency Instruments:</p> <p>Dual Currency Instruments will bear interest determined separately for each Series, and interest may be payable in one or more currencies other than the currency of Denomination of the Instruments.</p> <p>Dual Currency Instruments are not being issued.</p> <p>Maturity Date and arrangements for amortisation, including repayment procedures</p> <p>The Maturity Date is 3 October 2019 subject to adjustment in accordance with the Business Day Convention specified above.</p>
C.10	Derivative Component in Interest Payments:	Not applicable. There is not a derivative component in the interest payment.
C.11, C.21	Whether Securities are or will be Object of Application for Admission to Trading:	Each Series may be admitted to the Official List of the UK Listing Authority ("UKLA") and admitted to trading by the London Stock Exchange's Regulated Market.

Section D – Risks:		
D.2	Key Information on the Key Risks specific to the Issuer:	<p>The Issuer is a wholly-owned subsidiary of WNZL and, as such, is affected solely by those same risk factors which affect WNZL. The following is a summary of the key risks relating to WNZL:</p> <p>Regulatory risk</p> <p>WNZL is subject to detailed laws and regulations as a financial institution. As it operates and obtains funding in multiple jurisdictions, WNZL is subject to several different legal, regulatory and supervisory frameworks. Should WNZL fail to comply with all applicable laws and regulations, or should a supervisory</p>

	<p>body or authority take action against WNZL, this could adversely affect WNZL's business. WNZL faces a trend of increased supervision and regulation, and it is likely that the investment and management time which WNZL will be required to commit to compliance will increase as a consequence. This trend also creates regulatory uncertainty for WNZL. In particular, prudential requirements requiring WNZL to maintain higher levels of liquidity and capital adequacy may in the future restrict the development of WNZL's business and operations.</p> <p>Funding risk</p> <p>WNZL relies on credit and capital markets to fund its business and for liquidity. Adverse credit and capital market conditions may significantly affect WNZL's ability to meet funding and liquidity needs and may increase its cost of funding.</p> <p>Credit rating risk</p> <p>A failure to maintain credit ratings could adversely affect WNZL's cost of funds, liquidity, competitive position and access to capital markets.</p> <p>Economic risk</p> <p>There can be no assurance that market disruptions caused by international sovereign and/or bank concerns would not spread or that such events will not have an impact on WNZL. Such a shock could reduce consumer and business spending and the demand for WNZL's products and services, reduce the ability of WNZL's borrowers to repay their loans and reduce the ability of WNZL's counterparties to fulfil their obligations. These events may adversely affect WNZL's financial performance or financial position.</p> <p>Reputational risk</p> <p>As part of a larger business group, WNZL is vulnerable to financial and reputational damage by virtue of its association with other members of the WBC Group, any of which may suffer the occurrence of a risk event, including financial stress or failure.</p> <p>Asset market risk</p> <p>A decline in asset prices could negatively impact the earnings of WNZL's wealth management business and could also impact customers and counterparties and the value of security WNZL holds. This would impact WNZL's ability to recover amounts owing to it in the event of a customer or counterparty default. It may also affect WNZL's level of provisioning which in turn impacts profitability.</p> <p>New Zealand real estate risk</p> <p>Loans secured by New Zealand residential mortgages are important to WNZL's business. A sustained decrease in property valuations in New Zealand could increase the losses WNZL may experience from its existing mortgages and decrease the amount of new mortgages WNZL is able to originate, which could materially and adversely affect WNZL's financial condition, results of operations and future performance.</p> <p>Customer and counterparty default risk</p>
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		<p>Credit risk is a significant risk and arises primarily from WNZL's lending activities. The risk arises from the possibility that some customers and counterparties will be unable to honour their obligations to WNZL.</p>
D.3	Key Information on the Key Risks specific to the Securities:	<p>The following is a summary of the key risks relating to the Instruments:</p> <p>Change of law</p> <p>The Terms and Conditions of the Instruments are governed by the laws of England in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to the laws of England or administrative practice after the date of this Base Prospectus.</p> <p>The secondary market</p> <p>Instruments may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Therefore, Investors may not be able to sell their Instruments easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Instruments that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of Investors. These types of Instruments would generally have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have a severely adverse effect on the market value of Instruments.</p> <p>Exchange rate risks and exchange controls</p> <p>The Issuer will pay principal and interest on the Instruments in the Specified Currency. This presents certain risks relating to currency conversions if an Investor's financial activities are denominated principally in a currency or currency unit (the "Investor's Currency") other than the Specified Currency. These include the risk that exchange rates may change significantly (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (i) the Investor's Currency-equivalent yield on the Instruments, (ii) the Investor's Currency-equivalent value of the principal payable on the Instruments and (iii) the Investor's Currency-equivalent market value of the Instruments.</p> <p>Instruments subject to redemption for tax reasons</p> <p>The Issuer may, subject to certain conditions, redeem outstanding affected Instruments where the Issuer or, as the case may be, WNZL has or will become obliged (or would have become or would become so obliged if demand was made under the WNZL Deed of Guarantee) to pay additional amounts in respect of any withholding or deduction for tax.</p>

Section E – Offer:		
E.2b	Reasons for Offer and Use of Proceeds:	The net proceeds of the issue of the Instruments will be used by the Issuer to on-lend to WNZL, which will use the proceeds for general funding purposes.
E.3	A Description of the Terms and Conditions of the Offer:	Not Applicable
E.4	A Description of any Interest that is Material to the Issue/Offer, including Conflicting Interests:	Save for 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, including conflicting interests.
E.7	Expenses Charged to the Investor by the Issuer or the Offeror.	No expenses will be charged by the Issuer to Investors in the Instruments