

**SUPPLEMENT DATED 12 FEBRUARY 2015 TO THE PROSPECTUS DATED 16  
DECEMBER 2014**

**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 16 December 2014 (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 supplement the section of the Base Prospectus entitled “Recent Developments” commencing on page 124 of the Base Prospectus with details of the appointment of David McLean as the Chief Executive and a Director of WNZL.

### ***Recent developments***

By virtue of this Supplement, the disclosure in relation to recent developments under the heading entitled “Recent Developments”, which commences on page 124 of the Base Prospectus, is updated as follows:

“On 2 February 2015, David McLean was appointed as Chief Executive of WNZL and was appointed to the WNZL Board.

David has been Acting Chief Executive of WNZL since June 2014. Since joining Westpac in February 1999, David has held a number of senior roles including Head of Debt Capital Markets New Zealand, General Manager, Private, Wealth and Insurance New Zealand, Head of Westpac Institutional Bank New Zealand, and between October 2012 and June 2014 David was Managing Director of the Westpac New York Branch.

Before joining Westpac, David was Director, Capital Markets at Deutsche Morgan Grenfell where he was responsible for starting and developing a new debt capital markets origination business. He also established the New Zealand branch of Deutsche Bank and was New Zealand Resident Branch Manager. David has a LLB (Hons) from Victoria University of Wellington and is a Barrister & Solicitor of the High Court of New Zealand.

David is also a director of each of Westpac New Zealand Group Limited, Westpac NZ Operations Limited, Westpac Securities NZ Limited, BT Financial Group (NZ) Limited and BT Funds Management (NZ) Limited.”

### ***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.

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 19 to 21 (inclusive) and in full on pages 23 to 38 (inclusive) of the Base Prospectus.