

FINAL TERMS DATED 14 JUNE 2016

Series No: 2016-1
Tranche No: 1

Westpac Securities NZ Limited
(acting through its London branch)

Issue of €750,000,000 Fixed Rate Regulation S Covered Bonds Series 2016-1 due June 2021
unconditionally guaranteed by Westpac New Zealand Limited and
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Westpac NZ Covered Bond Limited
under the €5 billion
Global Covered Bond Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 11 December 2015 and the supplemental Prospectuses dated 23 February 2016 and 25 May 2016 which together constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended) (the **Prospectus Directive**). This document constitutes the final terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer, the Group Guarantor and the CB Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document and the Prospectus as supplemented. Copies of the Prospectus and the supplemental Prospectuses are available free of charge to the public at Camomile Court, 23 Camomile Street, London EC3A 7LL, United Kingdom and from the specified office of each of the Paying Agents and will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

- | | | | |
|----|-----|--|--|
| 1. | (a) | Issuer: | Westpac Securities NZ Limited (acting through its London branch) |
| | (b) | Guarantors: | Westpac New Zealand Limited and Westpac NZ Covered Bond Limited |
| | (c) | Series Number: | 2016-1 |
| | (d) | Tranche Number: | 1 |
| | (e) | Date on which Covered Bonds will be consolidated and form a single Series: | Not Applicable |
| 2. | | Specified Currency or Currencies of denomination: | Euro (€) |
| 3. | | Aggregate Principal Amount of Covered Bonds: | |
| | (a) | Series: | €750,000,000 |
| | (b) | Tranche: | €750,000,000 |

- | | | |
|-----|--|--|
| 4. | Issue Price: | 99.806% of the Aggregate Principal Amount |
| 5. | Denominations: | €100,000 and integral multiples of €1,000 thereafter |
| 6. | (a) Issue Date: | 16 June 2016 |
| | (b) Interest Commencement Date: | Issue Date |
| 7. | (a) Maturity Date: | 16 June 2021 |
| | (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | 16 June 2022 |
| 8. | Interest Basis: | <p>From and including the Issue Date to but excluding the Maturity Date: 0.125% Fixed Rate payable annually in arrear</p> <p>From and including the Maturity Date to but excluding the Extended Due for Payment Date: 1 month EURIBOR plus 0.47% Floating Rate</p> |
| 9. | Redemption/Payment Basis: | Soft Bullet |
| 10. | Change of Interest Basis or Redemption/Payment Basis: | From Fixed to Floating |
| 11. | Put/Call Options: | Not Applicable |
| 12. | Date of Board approval for issuance of Covered Bonds and Guarantees obtained: | Not applicable, save as discussed under the heading "Authorisation" in the section entitled "General Information" in the Prospectus |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|-------------------------------------|--|
| 13. | Fixed Rate Covered Bond provisions: | Applicable from and including the Interest Commencement Date to but excluding the Maturity Date |
| | (a) Rate of Interest: | 0.125 per cent. per annum payable annually in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 16 June in each year, commencing on 16 June 2017, up to and including the Maturity Date |
| | (c) Interest Period End Date(s): | 16 June in each year, commencing on 16 June 2017, up to and including 16 June 2021, provided that the final Interest Accrual Period will end on but exclude 16 June 2021 |

- (d) Business Day Convention:
 - (i) for Interest Payment Dates: Following Business Day Convention
 - (ii) for Interest Period End Dates: No adjustment
 - (iii) for Maturity Date: Following Business Day Convention
- (e) Additional Business Centre(s): Auckland, New Zealand
Wellington, New Zealand
Sydney, Australia
London, United Kingdom
New York, New York, United States of America
- (f) Fixed Coupon Amount(s): €125 per €100,000 in Specified Denomination, payable on Interest Payment Dates commencing on 16 June 2017, up to and including the Maturity Date
- (g) Broken Amount(s): Not Applicable
- (h) Day Count Fraction: Actual/Actual (ICMA)
- (i) Accrual Feature: Not Applicable
- 14. Floating Rate Covered Bond provisions: Applicable from and including the Maturity Date to but excluding the earlier of (i) the date on which the Covered Bonds are redeemed in full, and (ii) the Extended Due for Payment Date
 - (a) Specified Period(s): Not Applicable
 - (b) Interest Payment Dates: 16th calendar day of each month from but excluding the Maturity Date to and including the earlier of:
 - (i) the date on which the Covered Bonds are redeemed in full; and
 - (ii) the Extended Due for Payment Date.
 - (c) Interest Period End Dates or (if the applicable Business Day Convention below is the FRN Convention) Interest Accrual Period: The first Interest Period after the Maturity Date will be the period from and including 16 June 2021 to but excluding the next following Interest Payment Date and subsequent Interest Periods will be from and including an Interest Payment Date to but excluding the next following Interest Payment Date up to but excluding the earlier of:
 - (i) the date on which the Covered Bonds are redeemed in full after the Maturity

	Date; and
	(ii) the Extended Due for Payment Date.
(d) Business Day Convention:	
(i) for Interest Payment Dates:	Modified Following Business Day Convention
(ii) for Interest Period End Dates:	Modified Following Business Day Convention
(iii) for Maturity Date:	Modified Following Business Day Convention
(iv) for Extended Due for Payment Date:	Modified Following Business Day Convention
(e) Additional Business Centre(s):	Auckland, New Zealand Wellington, New Zealand Sydney, Australia London, United Kingdom New York, New York, United States of America
(f) Manner in which the Rate of Interest and Interest Amount are to be determined:	ISDA Determination
(g) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent/):	Not Applicable
(h) Screen Rate Determination:	Not Applicable
(i) ISDA Determination:	Applicable
Floating Rate Option:	EUR-EURIBOR-Reuters (to four decimal places)
Designated Maturity:	1 Month
Reset Date:	The Maturity Date and each following Interest Payment Date
(j) Margin(s):	+0.47 per cent. per annum
(k) Minimum Rate of Interest:	Not Applicable
(l) Maximum Rate of Interest:	Not Applicable
(m) Day Count Fraction:	Actual/360, adjusted
(n) Accrual Feature:	Not Applicable
(o) Broken Amounts:	Not Applicable

- | | | |
|-----|--------------------------------------|----------------|
| 15. | Zero Coupon Covered Bond provisions: | Not Applicable |
| 16. | Coupon Switch Option: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|---|
| 17. | Redemption at the option of the Issuer (Call): | Not Applicable |
| 18. | Partial redemption (Call): | Not Applicable |
| 19. | Redemption at the option of the Covered Bondholders (Put): | Not Applicable |
| 20. | Final Redemption Amount of each Covered Bond: | €100,000 per €100,000 in Specified Denomination |
| 21. | Early Redemption for Tax reasons: | |
| | (a) Early Redemption Amount (Tax) of each Covered Bond: | €100,000 per €100,000 in Specified Denomination |
| | (b) Date after which changes in law, etc. entitle Issuer to redeem: | Issue Date |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- | | | |
|-----|---|---|
| 22. | (a) Form of Covered Bonds: | Bearer Covered Bonds;
Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only upon an Exchange Event |
| | (b) Talons for future Coupons to be attached to Definitive Covered Bonds: | No |
| 23. | Events of Default (Condition 9)

Early Redemption Amount | 100% of Principal Amount Outstanding |
| 24. | New Global Covered Bond: | No |
| 25. | Payments:

Unmatured Coupons missing upon Early Redemption | Condition 7.1(e)(i) |

DISTRIBUTION

- | | | |
|-----|----------------------------|---|
| 26. | U.S. Selling Restrictions: | Reg S Compliance Category 2, TEFRA D applicable |
|-----|----------------------------|---|

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

Application for admission to the Official List and for admission to trading is expected to be made to the London Stock Exchange's Regulated Market with effect from the Issue Date

2. RATINGS:

Ratings:

The Covered Bonds are expected to be rated:

Fitch Ratings: AAA

Moody's: Aaa

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:

Save for the fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Group Guarantor, the CB Guarantor and their affiliates.

4. ESTIMATED TOTAL EXPENSES:

Estimated total expenses:

€4,670 in respect of the admission to trading

5. YIELD: (*Fixed Rate Covered Bonds only*)

Indication of yield:


0.164% per annum (yield to Maturity Date)

6. OPERATIONAL INFORMATION:

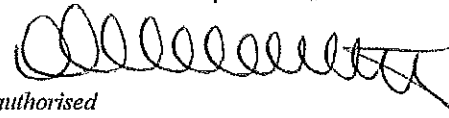
- | | | |
|-----|---|----------------|
| (a) | ISIN Code: | XS1432593660 |
| (b) | Common Code: | 143259366 |
| (c) | CMU Service Instrument Number: | Not Applicable |
| (d) | WKN: | Not Applicable |
| (e) | Any clearing system(s) other than DTC, Euroclear, Clearstream, Luxembourg or the CMU Service and the relevant identification number(s): | Not Applicable |

- (f) Name and address of initial Paying Agent(s): The Bank of New York Mellon
One Canada Square
40th Floor
London EC14 5AL
United Kingdom
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable


Signed on behalf of the Issuer:

By: 
Duly authorised Sophie Johnston
WSNL Senior Dealer

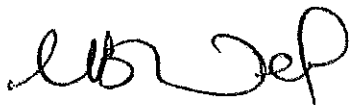
Signed on behalf of the Group Guarantor:

By: 
Duly authorised

Michelle Corse-Scott
Head of Treasury,
Payments & Contracts Legal
Westpac New Zealand Limited

By: 
Duly authorised LEISHA MAKASINGHE
AUTHORISED OFFICER

Signed on behalf of the CB Guarantor:

By: 
Duly authorised Mark Ukeni