

SUPPLEMENT DATED 29 MAY 2018 TO THE PROSPECTUS DATED
11 DECEMBER 2017

Westpac Securities NZ Limited

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

Global Covered Bond Programme

unconditionally guaranteed by

Westpac New Zealand Limited

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

and

unconditionally and irrevocably guaranteed as to payments of interest and principal by

Westpac NZ Covered Bond Limited

(incorporated with limited liability in New Zealand, company number 3201526)

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the prospectus dated 11 December 2017 (the “**Prospectus**”, which definition includes the Prospectus as supplemented, amended or updated from time to time (including the supplement dated 16 February 2018) 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 Global Covered Bond Programme (the “**Programme**”) established by Westpac Securities NZ Limited, Westpac New Zealand Limited and Westpac NZ Covered Bond Limited. Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to and updates the Prospectus and must be read in conjunction with, and forms part of, the Prospectus and any other supplements to the Prospectus issued by Westpac Securities NZ Limited, Westpac New Zealand Limited and Westpac NZ Covered Bond Limited.

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 supplement to the Prospectus. The Prospectus constitutes a base prospectus prepared 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 Covered Bonds under the Programme.

Westpac Securities NZ Limited (the “**Issuer**”), Westpac New Zealand Limited in its capacity as guarantor (the “**Group Guarantor**” or “**WNZL**”) and Westpac NZ Covered Bond Limited in its capacity as guarantor (the “**CB Guarantor**”) each accepts

responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the Group Guarantor and the CB Guarantor (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 into the Prospectus certain sections of WNZL's disclosure statement for the six months ended 31 March 2018 ("WNZL Disclosure Statement"), namely the unaudited consolidated interim financial statements as at and for the six month period ended 31 March 2018;
- (ii) incorporate by reference into the Prospectus certain sections of WSNZL's interim financial report for the six months ended 31 March 2018 ("WSNZL Interim Financial Report"), namely the unaudited non-consolidated interim financial statements as at and for the six month period ended 31 March 2018;
- (iii) update the section of the Prospectus entitled "Risk Factors" by including an additional risk factor to reflect that contained in the WSNZL Interim Financial Report; and
- (iv) update the no significant change statements in the Prospectus.

Incorporation by reference: WNZL financial statements

On 28 May 2018, WNZL released the WNZL Disclosure Statement containing the consolidated unaudited financial statements as at and for the six month period ended 31 March 2018 (including the notes thereto) as set out on pages 3 to 33 (inclusive) of the WNZL 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 Prospectus.

A copy of the WNZL Disclosure Statement containing the WNZL Financial Statements has been filed with the FCA. Any information in the WNZL 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 Prospectus is not relevant for investors or is contained elsewhere in the Prospectus.

Incorporation by reference: WSNZL interim financial statements

On 24 May 2018, WSNZL released the WSNZL Interim Financial Report containing its non-consolidated unaudited financial statements as at and for the six month period ended 31 March 2018 (including the notes thereto) as set out on pages 14 to 21 (inclusive) of the WSNZL Interim Financial Report (the "WSNZL Interim Financial Statements"). By virtue of this Supplement, the WSNZL Interim Financial Statements are incorporated in and form part of this Supplement, and are thereby incorporated in and form part of the Prospectus.

A copy of the WSNZL Interim Financial Report containing the WSNZL Interim Financial Statements has been filed with the FCA. Any information in the WSNZL Interim Financial Report 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 Prospectus is not relevant for investors or is contained elsewhere in the Prospectus.

Additional risk factor: Changes in critical accounting estimates and judgements could expose WNZL to losses

By virtue of this Supplement, the section of the Prospectus entitled "Risk Factors" shall be updated by inserting the following additional risk factor (to reflect the risk factor contained in the WSNZL Interim Financial Report) on page 41 of the Prospectus before the sub-heading "WNZL could suffer losses due to impairment of capitalised software, goodwill and other intangible assets that may adversely affect its business, operations and financial condition":

"Changes in critical accounting estimates and judgements could expose WNZL to losses

WNZL is required to make estimates, assumptions and judgements when applying accounting policies and preparing its financial statements, particularly in connection with the calculation of provisions (including those related to credit losses) and the determination of the fair value of financial instruments. A change in a critical accounting estimate, assumption and/or judgement resulting from new information or from changes in circumstances or experience could result in WNZL incurring losses greater than those anticipated or provided for. This may have an adverse effect on WNZL's financial performance, financial condition and reputation. WNZL's financial performance and financial condition may also be impacted by changes to accounting standards or to generally accepted accounting principles."

Significant Change Statements

There has been no significant change in the financial or trading position of the Issuer since 31 March 2018.

There has been no significant change in the financial or trading position of WNZL and its controlled entities taken as a whole since 31 March 2018.

General

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

Save as disclosed in this Supplement, any other supplement previously issued by the Issuer and the Prospectus, the Issuer, the Group Guarantor and the CB Guarantor are not aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting an informed

assessment by investors of Instruments issued under the Programme since the publication of the Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to this Supplement.

Factors which could be material for the purpose of assessing the risks associated with the Covered Bonds issued under the Programme are set out on pages 29 to 75 (inclusive) of the Prospectus, as supplemented.

A copy of the WNZL Disclosure Statement containing the WNZL Financial Statements and a copy of the WSNZL Interim Financial Report containing the WSNZL Interim Financial Statements are available for viewing at: www.Hemscott.com/nsm.do.