

SUPPLEMENT DATED 3 FEBRUARY 2022 TO THE PROSPECTUS DATED 8 NOVEMBER 2021

 estpac Banking Corporation
(ABN 33 007 457 141)

U.S.\$40 billion
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments of interest and principal
by
BNY Trust Company of Australia Limited (ABN 49 050 294 052) as trustee of the
 estpac Covered Bond Trust

This supplement (the “**Supplement**”) to the base prospectus dated 8 November 2021 (the “**Base Prospectus**”, which definition includes the Base Prospectus as supplemented, amended or updated from time to time (including the supplement to the Base Prospectus dated 22 December 2021) 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 and is prepared in connection with the Global Covered Bond Programme (the “**Programme**”) established by Westpac Banking Corporation (“**Westpac**” or the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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

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 Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the “**UK Prospectus Regulation**”), as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the UK Prospectus Regulation for the purpose of giving information with regard to the issue of Covered Bonds under the Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its import.

The purpose of this Supplement is to:

- (i) supplement the section of the Base Prospectus entitled “Significant Developments” with a market update for the three months ended 31 December 2022; and
- (ii) update the no significant change statement in the Base Prospectus in respect of the Issuer.

Westpac Market Update

The following information shall, by virtue of this Supplement, be added under the heading “*Significant Developments*” which commences on page 253 of the Base Prospectus:

"1Q22 Update

On 3 February 2022, Westpac provided the market with an update of its performance for the three months ended 31 December 2021 ("1Q22"). The update coincided with the release of Westpac's Pillar 3 Report for 1Q22.

1Q22 reported net profit after tax¹

Reported net profit (A\$m)	2H21 Avg.	Qtr 1Q22
Net interest income	4,255	4,498
Non-interest income ²	1,013	949
Operating expenses	(3,657)	(2,701)
Impairment (charges)/benefit	109	(118)
Income tax expense and net profit attributable to non-controlling interests	(712)	(813)
Net profit attributable to owners of WBC	1,008	1,815
Cash earnings	908	1,584

- Reported net profit A\$1,815m, up 80% on Second Half 2021 ("2H21") quarter average
- Net interest income
 - Average interest earning assets of A\$868bn, up 5%, mostly from liquid assets up A\$29bn and gross loans up A\$11bn
 - Net interest margin ("NIM") 2.05%, down 1 basis point. NIM decline from competitive pressures and increased liquid assets. Largely offset by fair value gain on economic hedges
- Non-interest income down 6% or A\$64m mostly from loss of revenue due to businesses sold in 2H21
- Operating expenses down A\$956m (or 26%) due to the absence of asset write-downs in 1Q22, lower litigation and remediation costs, lower headcount³, and lower expenses from businesses sold in 2H21
- Impairment (charges)/benefit
 - provision overlay up A\$371m and increased weighting of downside economic scenario to 45% from 40%

¹ Performance comparison is 1Q22 compared to 2H21 quarterly average unless stated otherwise. 1Q22 reported profit is unaudited.

² Non-interest income is the total of net fee income, net wealth management and insurance income, trading income, and other income

³ Headcount includes full time employees and third-party contractors

- Income tax expense and net profit attributable to non-controlling interests up 14%

Cash earnings policy⁴ and cash earnings adjustments to reported profit

Westpac Group uses a measure of performance referred to as cash earnings to assess financial performance at both a Group and divisional level. Management believes it is the most effective way to assess performance for the current period against prior periods and to compare performance across divisions and across peer companies

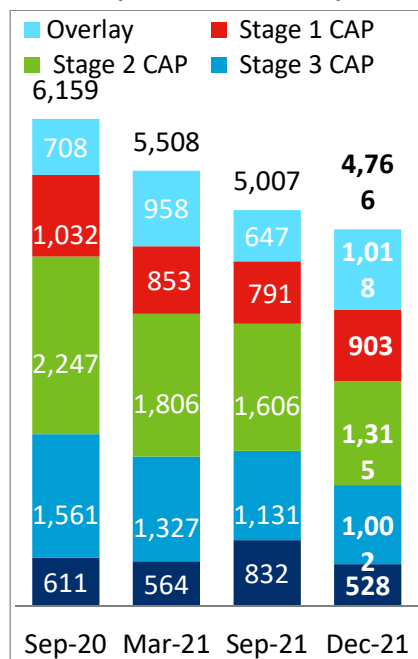
To calculate cash earnings, reported net profit is adjusted for:

- Material items that key decision makers at the Westpac Group believe do not reflect the Group's operating performance
- Items that are not typically considered when dividends are recommended, such as the impact of treasury shares and economic hedging impacts

A\$m	2H21 Qtr Avg.	1Q22
Reported net profit	1,008	1,815
Fair value (gain)/loss on economic hedges	(92)	(244)
Ineffective hedges	(8)	13
Cash earnings	908	1,584

Expected credit loss provisions

Chart: Expected credit loss provisions (A\$m)



⁴ Cash earnings is not a measure of cash flow or net profit determined on a cash accounting basis, as it includes both cash and non-cash adjustments to statutory net profit. The specific adjustments outlined include both cash and non-cash items. Cash earnings is reported net profit adjusted for certain items which management believe provides a measure of profit that is more effective for assessment of performance. All adjustments shown are after tax.

Chart: Provisions and coverage

	Sep-21	Dec-21
Loan provision to gross loans (bps)	70	66
Impaired asset provisions to impaired assets (%)	54	49
Collective provisions to credit RWA (bps)	117	118

- Total provision balances A\$4,766m down A\$241m, despite increased weighting to economic downside scenario and higher overlay of A\$551m
- Total provisions lower from Individually Assessed Provisions (“IAP”) write-offs and improving credit quality metrics. A\$275m Forum Finance provision written off.
- Increase in Collectively Assessed Provisions (“CAP”) of A\$63m due to increased COVID-19 uncertainty:
 - Higher overlay⁵ (A\$371m)
 - Increase in weighting to 45% for downside economic scenario (A\$180m)
 - Partly offset by decline in Stage 2 and Stage 3 CAP due to improved credit quality metrics

Credit quality metrics improved

- Stressed assets to TCE 1.15%, 21 basis points lower than September 2021 due to
 - ratings upgrades and repayments in Westpac Institutional Bank
 - decrease in mortgage delinquencies and reduction in past due but not impaired commercial exposures in the Business division
 - Forum Finance partial write-off
- Mortgage 90+ day delinquencies – Australia 0.95% (down 12 basis points), New Zealand 0.30% (unchanged)
- Unsecured consumer finance 90+ day delinquencies – Australia 1.55%, New Zealand 1.48%

Simplification

- Simplification initiatives well progressed in 1Q22
 - Headcount⁶ down by over 1,100
 - Wholesale auto dealer portfolio sold
 - Announced new organisational structure to simplify head office

The financial information for the three months ended 31 December 2021 has not been audited or reviewed by any independent registered public accounting firm and has been derived from the unaudited financial statements for the quarterly period ended 31 December 2021. Any other financial information provided as at a date after 31 December 2021 has not been audited or reviewed by any independent registered public accounting firm either. The information contained in this section is presented for information purposes only, is based on management’s current information and reflects management’s view of other factors, including a wide variety of significant business, economic and competitive risks and uncertainties, which may be heightened during the current COVID-19 pandemic. Certain data herein may involve underlying estimates, assumptions and judgments when applying

⁵ Overlay raised to address further uncertainty and risks arising from COVID-19, such as supply chain disruption, labour shortages, inflation and asset price risks.

⁶ Headcount includes full time employees and third-party contractors

accounting policies and preparing its financial statements, particularly in connection with the calculation of provisions. Any change in such estimates, assumptions and/or judgments resulting from new information or from changes in circumstances or experience could result in Westpac incurring losses greater than those anticipated or provided for.”

Significant change statements

There has been no material adverse change in the prospects of the Issuer and its controlled entities taken as a whole since 30 September 2021 and no significant change in the financial or trading position of the Issuer and its controlled entities taken as a whole since 31 December 2021.

General

To the extent there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated in the Base 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 Base Prospectus, the Issuer is 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 an informed assessment by investors of Covered Bonds 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 Covered Bonds issued under the Programme are set out on pages 27 to 80 (inclusive) of the Base Prospectus, as supplemented.

Copies of all documents incorporated by reference in the Base Prospectus are available for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.