

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET

– Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in *Regulation (EU) No 600/2014* as it forms part of domestic law in the UK by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a "**UK distributor**") should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

NOTIFICATION UNDER SECTION 309B(1) OF THE SECURITIES AND FUTURES ACT, CHAPTER 289 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE "SFA")

– The Instruments are prescribed capital markets products (as defined in the *Securities and Futures (Capital Markets Products) Regulations 2018*) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

FINAL TERMS

Series No.: 1468

Tranche No.: 1

WESTPAC BANKING CORPORATION ABN 33 007 457 141

Programme for the Issuance of Debt Instruments

Issue of

AUD20,000,000 Fixed Rate Instruments due February 2037

by Westpac Banking Corporation

Legal Entity Identifier (LEI): EN5TNI6CI43VEPAMHL14

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 8 November 2021 and the supplement to the base prospectus dated 3 February 2022 and any other supplement to the base prospectus prepared by the Issuer from time to time, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of *Regulation (EU) 2017/1129* as it forms part of domestic law in the UK by virtue of the *European Union (Withdrawal) Act 2018*, as amended by the *European Union (Withdrawal Agreement) Act 2020* (the “**EUWA**”) (as amended, the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Instruments described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus 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.

Part A
Contractual Terms

1. **Issuer and Designated Branch:** Westpac Banking Corporation acting through its head office
2. **Date of Board Approval of Issuer:** Not Applicable, save as discussed in Section 2 of the “**General Information**” section of the Base Prospectus
3. **Status:** Senior
4. **Specified Currency:**
 - (i) of denomination: Australian Dollars (“**AUD**”)
 - (ii) of payment: AUD
5. **Aggregate Principal Amount of Tranche:** AUD20,000,000
6. **If interchangeable with existing Series, Series No.:** Not Applicable
7.
 - (i) Issue Date: 16 February 2022
 - (ii) Interest Commencement Date: Issue Date
8. **Issue Price:** 100 per cent of the Aggregate Principal Amount of the Tranche
9. **Maturity Date:** 16 February 2037, subject to adjustment in accordance with the Business Day Convention specified in paragraph 20(iv)
10. **Expenses:** Not Applicable
11.
 - (i) Form of Instruments: Bearer
 - (ii) Bearer Instruments exchangeable for Registered Instruments: No
12. **If issued in bearer form:**
 - (i) Initially represented by a Temporary Global Instrument: Temporary Global Instrument

	or Permanent 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 Conditions 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
13.	If issued in registered form:	Not Applicable
14.	Denomination(s):	AUD500,000
15.	Calculation Amount:	AUD500,000
16.	Partly Paid Instruments:	No
17.	If issued in registered form: Registrar:	Not Applicable
18.	Interest:	3.15 per cent. per annum Fixed Rate
19.	Change of interest basis	Not Applicable

20. Fixed Rate Instrument Provisions:	Applicable
(i) Interest Rate:	3.15 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	16 February each year commencing on and including 16 February 2023 up 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):	16 February in each year, commencing on 16 February 2023 up to and including the Maturity Date
(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:	AUD15,750 per Calculation Amount
(vi) Day Count Fraction:	30/360
(vii) Broken Amount(s):	Not Applicable
(viii) Accrual Feature	Not Applicable
(ix) Additional Business Centre(s):	London
(x) Interest Accrual Periods to which Fixed Rate Instruments Provisions are applicable:	All
21. Fixed Rate Reset Instrument Provisions:	Not Applicable
22. Floating Rate Instrument Provisions:	Not Applicable
23. Zero Coupon Instrument Provisions:	Not Applicable

24. Benchmark Replacement:	Not Applicable
25. Dates for payment of Instalment Amounts (Instalment Instruments):	Not Applicable
26. Final Redemption Amount of each Instrument:	AUD500,000 per Calculation Amount
27. Instalment Amounts:	Not Applicable
28. Early Redemption for Tax Reasons:	Applicable
(a) Early Redemption Amount of each Instrument (Tax):	AUD500,000 per Calculation Amount
(b) 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	AUD 500,000 per Calculation 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

Prohibition of Sales to EEA Retail Investors: Not Applicable

Prohibition of Sales to United Kingdom Retail Investors: Not Applicable

WESTPAC BANKING CORPORATION

By: 

Name: Alexander Bischoff

Date: 10/02/2022

Part B
Other information

1. Listing

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| (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 Main Market with effect from the Issue Date |

2. Ratings

Not Applicable

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

Save as discussed in 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.

4. Reasons for the offer, estimated net proceeds and total expenses

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| (i) | Reasons for the offer and use of proceeds: | Not Applicable |
| (ii) | Estimated net proceeds: | AUD20,000,000 |
| (iii) | Estimated total expenses: | Approximately AUD 845 in respect of admission to trading |

5. Yield

Indication of yield:	Not Applicable
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6. Operational information

Trade Date:	7 February 2022
ISIN:	XS2444250034
Common Code:	244425003
CFI:	DTFUFB

FISN: WESTPAC BANKING/3.15EMTN 20370216

Common Depositary/Lodging Agent: The Bank of New York Mellon

Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority: Not Applicable

CMU Service Instrument Number: Not Applicable

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

7. Description of the Underlying

Not Applicable