



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
 BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGHT (BAFIN) (GERMANY)
 IRISH FINANCIAL SERVICES REGULATORY AUTHORITY (IRELAND)
 COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
 COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
 AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
 COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)

From:

The Financial Services Authority
 25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Base Prospectus and Supplementary Prospectuses detailed below have been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and were approved by the FSA on 17th November 2010, 1st December 2010, 22nd February 2011 and 21st March 2011.

Name of Issuer: Westpac Banking Corporation
 Registered Office/Seat: Australia
 Type of Securities: Programme for the Issuance of Debt Instruments
 Guarantor (if any): N/A
 Annexes: V, XI & XII

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. Base Prospectus dated 17th November 2010
2. Supplementary prospectus dated 1st December 2010
3. Supplementary prospectus dated 22nd February 2011
4. Supplementary prospectus dated 21st March 2011
5. Italian translation of the Summary
6. Spanish translation of the Summary
7. Dutch translation of the Summary
8. German translation of the Summary

Financial Services Authority
 UK Listing Authority
 Document approved

Date: 25.3.11

Signed: 1. [Signature]