



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

To:

FINANZMARKTAUFSICHT (FMA) – FINANCIAL MARKET AUTHORITY (AUSTRIA)
COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
AUTORITE DES MARCHES FINANCIERS (FRANCE)
BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFCICHT (BAFIN) (GERMANY)
CENTRAL BANK OF IRELAND (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 detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 16 November 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 16 November 2011.
2. Dutch Translation of the Summary
3. French Translation of the Summary
4. German Translation of the Summary
5. Italian Translation of the Summary
6. Spanish Translation of the Summary

Financial Services Authority

UK Listing Authority
Document approved

Date: 27 April 2012

Signed: 1. *Jill Kustan*