



**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 FINANZDIENSTLEISTUNGSaufICHT (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 and Supplementary Prospectuses detailed below have been drawn up in accordance with Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing the Directive and were approved by the FSA on 16th November and 21st November respectively.

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 & XIII

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC as amended, the omission of the information on the following grounds: **No omission**

Attachments:

1. Base Prospectus dated 16th November 2012
2. Supplementary prospectus dated 21st November 2012
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: 12.12.12

Signed: 1. [Signature]