

10 March 2009

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Amended Appendix 3B

Please find attached an amended Appendix 3B.

The amendment relates to question 8, the “number and class of all securities quoted on ASX” which was incorrect in the previous version lodged.

Yours faithfully

Anna Sandham
Head of Group Secretariat

For personal use only

10 March 2009

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Appendix 3B

The attached Appendix 3B relates to the issue of 553,479 ordinary shares in Westpac Banking Corporation ("Westpac") to Squitchy Lane Holdings Pty Ltd ("SLH").

The shares were issued pursuant to an "earn out" arrangement under the Deferred Sale Agreement pursuant to which Westpac acquired the final 49% interest in Hastings Funds Management Limited from SLH in 2005, to take its ownership from 51% to 100%. The amount of the earn out payment has been determined under the Deferred Sale Agreement at \$9,017,103 and, in accordance with the Deferred Sale Agreement, that amount is being satisfied by the issue of Westpac ordinary shares.

In determining the number of shares to be issued, Westpac has used a share price of \$16.2917 per share, based on a VWAP determined over 10 trading days ending on 5 March 2009.

Westpac has also provided a cleansing notice in accordance with section 708A(5) of the Corporations Act.

Yours faithfully

Anna Sandham
Head of Group Secretariat

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Westpac Banking Corporation (**Westpac**)

ABN

33 007 457 141

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares in Westpac (ASX:WBC) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 553,479 fully paid ordinary shares (the "New Westpac Shares") |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The New Westpac Shares will be on the same terms as existing Westpac fully paid ordinary shares on issue. |

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>								
<p>5 Issue price or consideration</p>	<p>\$16.2917</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The shares were issued pursuant to an “earn out” arrangement under the Deferred Sale Agreement pursuant to which Westpac acquired the final 49% interest in Hastings Funds Management Limited from Squitchy Lane Holdings Pty Ltd in 2005, to take its ownership from 51% to 100%.</p>								
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>10 March 2009</p>								
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1276 989 1344">Number</th> <th data-bbox="989 1276 1283 1344">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1344 989 1500">2,910,494,959</td> <td data-bbox="989 1344 1283 1500">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="686 1500 989 1668">350,000</td> <td data-bbox="989 1500 1283 1668">Series 2005-2 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHG</td> </tr> <tr> <td data-bbox="686 1668 989 1839">250,000</td> <td data-bbox="989 1668 1283 1839">Series 2005-3 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHF</td> </tr> </tbody> </table>	Number	⁺ Class	2,910,494,959	Fully Paid Ordinary Shares	350,000	Series 2005-2 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHG	250,000	Series 2005-3 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHF
Number	⁺ Class								
2,910,494,959	Fully Paid Ordinary Shares								
350,000	Series 2005-2 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHG								
250,000	Series 2005-3 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHF								

+ See chapter 19 for defined terms.

400,000	Series 2005-5 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHH
600,000	Series 2005-6 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHI
250,000	Series 2005-7 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHJ
375,000	Series 2005-8 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHK
600,000	Series 2006-1 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHL
1,930,000	Series 2006-2 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHM
7,500	Series 2007-1 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHN
2,500	Series 2007-2 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHO
4,500	Series 2007-4 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHP
1,500	Series 2007-5 Fully Paid Subordinated Fixed Rate Medium Term Notes ASX Code WBCHQ

11,030	Series 2007-6 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHR
6,550	Series 2007-7 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHS
9,799	Series 2007-8 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHT
11,140	Series 2007-9 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHU
8,600	Series 2008-1 Fully Paid Senior Floating Rate Medium Term Notes ASX Code WBCHV
3,400	Series 2008-2 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHW
350	Series 2008-7 Fully Paid Subordinated Floating Rate Medium Term Notes ASX Code WBCHX
1,250	Series 2008-8 Fully Paid Subordinated Fixed Rate Medium Term Notes converting to Floating Rate Medium Term Notes ASX Code WBCHY
11,500	Series 2008-10 Fully Paid Senior Fixed Rate Medium Term Notes ASX Code WBCHZ

+ See chapter 19 for defined terms.

5,000	Series 2008-17 Fully Paid Senior Floating Rate Transferable Certificates of Deposit ASX Code WBCHAA
6,640	Series 2008-18 Fully Paid Senior Floating Rate Transferable Certificates of Deposit ASX Code WBCHAB
9,500	Series 2009G-2 Fully Paid Guaranteed Senior Floating Rate Medium Term Notes ASX Code WBCHAD
9,750	Series 2009G-3 Fully Paid Guaranteed Senior Fixed Rate Medium Term Notes ASX Code WBCHAC
10,362,670	Westpac SPS ASX Code WBCPA

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	⁺ Class
2,753,651	Chief Executive Officer Agreements
159,570	General Management Share Option Plan
1,822,500	Senior Officers Share Purchase Scheme
11,577,671	Westpac Performance Plan
3,938,461	Westpac Reward Plan
10,000	Series 2007-3 Fully Paid Unsubordinated, Unsecured, Redeemable, Convertible Notes

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The New Westpac Shares will rank equally with existing Westpac fully paid ordinary shares on issue.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/A	N/A

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 10 March 2009
(Director/Company secretary)

Print name: Anna Sandham
Secretary

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+ See chapter 19 for defined terms.