



## Final Terms Sheet dated 24 July 2019

### Fixed Rate Medium Term Notes due 29 July 2024

*This Terms Sheet should be read together with the Product Disclosure Statement dated 17 December 2018 (PDS) and Note Deed Poll dated 21 November 2016 (as amended and supplemented from time to time) (Deed Poll) referred to below before making any investment decision. When issued in final form, this Terms Sheet constitutes the "Final Terms" of the Notes.*

*Unless the context otherwise requires, capitalised terms in this Terms Sheet have the meaning given in the PDS and the Deed Poll.*

<b>Issuer</b>	Westpac New Zealand Limited ( <b>Westpac NZ</b> )
<b>Lead Manager</b>	Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch)
<b>Instrument</b>	NZ\$ Fixed Rate Medium Term Notes ( <b>Notes</b> )
<b>Status</b>	Senior, unsecured and unsubordinated obligations of Westpac NZ
<b>Issuer's Rating</b>	AA- (stable) by S&P Global Ratings Australia Pty Limited ( <b>S&amp;P</b> ) A1 (stable) by Moody's Investors Service Pty Limited ( <b>Moody's</b> ) AA- (negative) by Fitch Ratings Limited in respect of long term senior unsecured and unsubordinated debt obligations
<b>Rating of Notes</b>	An application will be made to S&P and Moody's to obtain an issue-specific credit rating for the Notes
<b>Ratings Generally</b>	The ratings described above are current at the date of this Terms Sheet and may be subject to revision, suspension, or withdrawal at any time by the assigning rating organisation  A credit rating is not a recommendation to purchase, sell or hold an investment. Such ratings are subject to revision, qualification, suspension or withdrawal at any time by the assigning rating agency
<b>Registrar and Paying Agent and Settlement</b>	Link Market Services Limited  Payments will be settled through NZClear
<b>Issue Size</b>	NZ\$900,000,000
<b>Documentation</b>	The Notes are offered under Westpac NZ's Medium Term Note Programme as described in the PDS. A copy of PDS and other useful information about this offer may be obtained from <a href="http://companiesoffice.govt.nz/disclose">companiesoffice.govt.nz/disclose</a>  The Notes are to be issued pursuant to the Deed Poll. When issued in final form, this Terms Sheet constitutes the "Final Terms" of the Notes
<b>Term to Maturity</b>	5 years
<b>Opening Date</b>	Monday, 22 July 2019
<b>Closing Date</b>	12:00pm, Wednesday, 24 July 2019 (or earlier at the sole discretion of Westpac NZ)
<b>Rate Set Date</b>	Wednesday, 24 July 2019

<b>Issue Date</b>	Monday, 29 July 2019
<b>Maturity Date</b>	Monday, 29 July 2024
<b>Interest Rate</b>	2.22% per annum
<b>Reference Rate</b>	The semi-annual mid-market swap rate for an interest rate swap from the Issue Date to the Maturity Date as calculated by the Lead Manager on the Rate Set Date in accordance with market convention with reference to Bloomberg page ICNZ4 (or its successor page) and expressed on a semi-annual basis, rounded to 3 decimal places, if necessary with 0.0005 being rounded up
<b>Margin</b>	0.85% per annum
<b>Payment of Interest</b>	Interest will be paid to the registered holder of the Notes as at the Record Date in respect of each Interest Payment Date
<b>Interest Payment Dates</b>	Interest is paid semi-annually in arrear in two equal payments on 29 January and 29 July in each year, commencing on 29 January 2020, until (and including) the Maturity Date
<b>Issue Price</b>	Par (\$1.00) per Note
<b>Currency</b>	New Zealand Dollars
<b>Business Days</b>	Auckland, Wellington
<b>Day Count Fraction</b>	RBNZ Bond Basis (as defined in the Deed Poll)
<b>Business Day Convention</b>	Following Unadjusted (as defined in the Deed Poll)
<b>Minimum Application and Minimum Holding</b>	Minimum holding and application amount of NZ\$5,000 with integral multiples of NZ\$1,000 thereafter
<b>Record Date</b>	10 calendar days before the interest Payment Date or, if not a Business Day, the immediately preceding Business Day
<b>ISIN</b>	NZWNZD0724L3
<b>NZClear Code</b>	WP0724
<b>Listing</b>	Unlisted
<b>Repo-Eligibility</b>	Westpac NZ intends to apply to the RBNZ for the Notes to be accepted as eligible securities for RBNZ Domestic Operations
<b>Governing Law</b>	New Zealand
<b>Offer Jurisdiction and Selling Restrictions</b>	<p>The Notes will be offered for subscription to institutional and retail investors, in New Zealand only. The Notes are not being offered to the public in any other jurisdiction</p> <p>The Notes may only be offered for sale or sold in conformity with all applicable laws and regulations in any jurisdiction in which the Notes are offered, sold or delivered. No product disclosure statement, information memorandum, advertisement or other offering material in respect of the Notes may be published, delivered or distributed in or from any country or jurisdiction except under circumstances which will result in compliance with all applicable laws</p>

<b>Other Disclosure</b>	The Notes are not guaranteed by Westpac Banking Corporation ABN 33 007 457 141 ( <b>WBC</b> ) or by any other person. The Notes do not represent a protected account, deposit or liability of WBC or any other company in the WBC group other than Westpac NZ
-------------------------	---

#### IMPORTANT INFORMATION

Westpac New Zealand Limited (company number 1763882) (**Westpac NZ**) has prepared this document.

In New Zealand, Westpac Institutional Bank refers to the brand under which products and services are provided by either Westpac NZ or Westpac Banking Corporation ABN 33 007 457 141 (**WBC**). Any product or service made available by Westpac NZ does not represent an offer from WBC or any of its subsidiaries (other than Westpac NZ). Neither WBC nor its other subsidiaries guarantee or otherwise support the performance of Westpac NZ in respect of any such product. Westpac NZ is not an authorised deposit-taking institution for the purposes of Australian prudential standards.

This Terms Sheet accompanies, and forms part of the offer made pursuant to, the Product Disclosure Statement and sets out the additional terms and conditions applicable to the Notes referred to in this Terms Sheet.

This Terms Sheet must not be issued, circulated or distributed unless accompanied by the Product Disclosure Statement.

This Terms Sheet must not be published, delivered, distributed or received except in compliance with all applicable laws and regulations.