



## Final Terms Sheet dated 1 June 2017

### Fixed Rate Medium Term Notes due June 2022

*This Terms Sheet should be read together with the Product Disclosure Statement dated 23 December 2016 (**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 (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- (negative) by Standard & Poor's (Australia) Pty Limited ( <b>S&amp;P</b> ) Aa3 (negative) by Moody's Investors Service Pty Limited ( <b>Moody's</b> ) AA- (stable) 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\$500,000,000
<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, 29 May 2017
<b>Closing Date</b>	11:00am, Thursday, 1 June 2017 (or earlier at the sole discretion of Westpac NZ)
<b>Interest Rate Set Date</b>	Thursday, 1 June 2017

<b>Issue Date</b>	Wednesday, 7 June 2017
<b>Maturity Date</b>	Tuesday, 7 June 2022
<b>Interest Rate</b>	3.775% per annum
<b>Base Rate</b>	The interpolated straight line swap mid rate as determined by the Lead Manager on the Interest Rate Set Date using Reuters page "ICAPAUKIWISWAP" as the reference for the relevant tenor (from the Issue Date to the Maturity Date)
<b>Issue Margin</b>	1.10% 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 7 June and 7 December in each year, commencing on 7 December 2017, 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>	NZWNZD0622L9
<b>NZClear Code</b>	WP0622
<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>

**Other Disclosure**

The Notes are not guaranteed by Westpac Banking Corporation ABN 33 007 457 141 (**WBC**) 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**

In New Zealand, Westpac Institutional Bank refers to the brand under which products and services are provided by either WBC or Westpac NZ. 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 or service. Westpac NZ is a registered bank in New Zealand but 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 and the Application Form relating to the Notes. Applications for Notes can only be made on the Application Form relating to the Notes which accompanies the Product Disclosure Statement.

This Terms Sheet must not be published, delivered, distributed or received except in compliance with all applicable laws and regulations.