

ASX Release

Level 18, 275 Kent Street
Sydney, NSW, 2000

7 November 2022

Westpac 2022 AGM Proxy Forms

Westpac Banking Corporation ("Westpac") today provides the attached Westpac 2022 AGM Proxy Forms.

For further information:

Hayden Cooper

Group Head of Media Relations
0402 393 619

Andrew Bowden

General Manager, Investor Relations
0438 284 863

This document has been authorised for release by Tim Hartin, Company Secretary.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

Your Shareholder Reference Number is

X99999999999

To update your details go online to
<https://investorcentre.linkgroup.com/>



VOTING/PROXY FORM

As a shareholder of Westpac Banking Corporation (**Westpac**), entitled to participate and vote at Westpac's 2022 Annual General Meeting (**AGM**) to be held at **10:00am (AEDT) on Wednesday, 14 December 2022, at Melbourne Convention & Exhibition Centre, 1 Convention Centre Place, South Wharf VIC 3006 and online by logging in at westpac.com.au/AGM, and at any adjournment or postponement of the meeting, I/we hereby:**

A VOTE DIRECTLY

To cast your own votes directly, please complete Sections A, C and D.

elect to lodge my vote directly (mark box ☒)

If voting directly, only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote for that item will not be counted.

OR B APPOINT A PROXY

To appoint a proxy and direct them how to vote on your behalf, please complete Sections B, C and D OR to appoint the Chairman of the AGM to act as your proxy and vote on all resolutions, please mark the box in Section B, complete Section C and sign at Section D.

appoint the Chairman of the AGM (mark box ☒)

OR - if you are NOT appointing the Chairman of the AGM as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. Please note: leave this box blank if you have appointed the Chairman of the AGM as your proxy. Do not insert your own name(s).

Name

Email

If no name is provided, or if the person does not attend and participate in the AGM, the Chairman of the AGM will act as your proxy. In each case, your proxy will act generally and vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on your behalf at the AGM and at any adjournment or postponement of the AGM.

Exercise of proxies by the Chairman of the AGM for Item 4 (Grant of Equity to Managing Director and Chief Executive Officer), Item 5 (Remuneration Report) and Item 6 (Conditional Spill Resolution). If the Chairman of the AGM is your proxy (or becomes your proxy by default), by submitting this form you expressly authorise the Chairman of the AGM to vote on Items 4, 5, and 6, even though Items 4, 5, and 6 are connected directly or indirectly with the remuneration of a member of the key management personnel of Westpac.

(Note: You may direct the Chairman of the AGM how to vote on Items 4, 5, and 6, by marking the appropriate boxes below.)

The AGM will be held as a hybrid meeting. You can attend in person or by logging in to the AGM Online Platform via westpac.com.au/AGM. Please refer to details in the Notice of Meeting and the Online AGM Guide. You can view and download those at westpac.com.au/AGM.

The Chairman of the AGM intends to vote all available proxies in FAVOUR of Items 3, 4, and 5, and AGAINST Items 1a and 1b (if required) and 6 (if required).

C VOTING/PROXY DIRECTIONS

Please read the voting instructions overleaf before marking any boxes with an ☒

Items of Business

RESOLUTIONS REQUISITIONED BY SHAREHOLDERS

Note: Item 1b will only be put to the AGM if the condition described in the Notice of Meeting is satisfied.

1a Amendment to the Constitution

1b Climate Risk Safeguarding

3 Re-election of Peter Nash as a Director

4 Grant of Equity to Managing Director and Chief Executive Officer

5 Remuneration Report

CONTINGENT BUSINESS

Note: Item 6 will only be put to the AGM if the condition described in the Notice of Meeting is satisfied.

6 Conditional Spill Resolution

Board Recommendation	For	Against	Abstain*
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AGAINST

AGAINST

FOR

FOR

FOR

AGAINST

* If you mark the 'Abstain' box for a particular item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority on a poll.

D SIGNATURE OF SHAREHOLDER(S) – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/ Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously lodged with Westpac's share registry or a certified copy must be attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

WBC PRX2201N

HOW TO COMPLETE AND LODGE THIS VOTING/PROXY FORM

! YOUR VOTE IS IMPORTANT

This Voting/Proxy Form (and any power of attorney or other authority under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 12 December 2022**, being no later than 48 hours before the commencement of Westpac's AGM.

Any Voting/Proxy Form received after that time will not be valid for the AGM.

LODGEMENT OF VOTING/PROXY FORM

Voting/Proxy Forms may be lodged using one of the following methods:



BY EMAIL

Scan and email to:
vote@linkmarketservices.com.au



ONLINE

vote.linkmarketservices.com/WBC

Log in to Link Market Services Limited's (Link) website using your holding details. Select 'Voting' and follow the prompts to lodge your vote. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and the postcode for your shareholding.



BY MAIL

Westpac Banking Corporation
C/- Link Market Services Limited
Locked Bag A6015
Sydney South NSW 1235
Australia



BY MOBILE

Lodge your vote by scanning the QR code adjacent with the appropriate device. You will need your SRN or HIN and the postcode for your shareholding.

To scan the code you may need a QR code reader which can be downloaded for free on your device.

QR Code



1. SECTION A - DIRECT VOTING

If you mark Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted for that item.

Directions given in Section C will only be valid for Items marked and no vote will be counted for Items left blank. If no directions are given on all items, or if you complete both Box A and Box B, your vote will be passed to the Chairman of the AGM as your proxy and any direct votes will not be counted.

If neither Box A nor Box B is selected, you will be taken to have appointed the person named in the form as proxy and if no person is named, the Chairman of the AGM as your proxy. Any direct votes will not be counted. Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you lodge a direct vote and then participate in the AGM, your participation will not cancel your direct vote unless you instruct Westpac or Link otherwise.

Further guidelines about direct voting are in Westpac's Direct Voting Rules, available on Westpac's website westpac.com.au/AGM.

2. SECTION B - APPOINTING A PROXY

If you wish to appoint the Chairman of the AGM as your proxy, mark the box in Section B. If you wish to appoint someone else as your proxy, please write the name and email of the person, or body corporate. A proxy does not need to be a shareholder of Westpac.

Default to Chairman of the AGM: If you leave the box in Section B blank, or your named proxy does not attend and participate in the AGM, the Chairman of the AGM will be your proxy. If you direct your proxy how to vote and your named proxy participates in the AGM but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the AGM will become your proxy for that resolution.

On a poll, the Chairman of the AGM will vote proxies as directed or if no directions are given, in accordance with the voting intentions set out on page 1.

Votes on Items of Business – Proxy Appointment: You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose, subject to any voting exclusions. If you mark more than one box on an item, your vote on that item will be invalid.

Proxy voting by Key Management Personnel (KMP): If you wish to appoint a Director (other than the Chairman of the AGM) or other member of Westpac's KMP, or their closely related parties, as your proxy, you must specify how they should vote on items 4, 5 and 6 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for these items.

If the Chairman of the AGM is or becomes your proxy but you do not direct him how to vote on an item (i.e. you do not complete any of the boxes 'For', 'Against' or 'Abstain' for that item), by submitting this form you will be expressly authorising the Chairman of the AGM to vote as the Chairman of the AGM sees fit on that item.

Appointment of a Second Proxy: Shareholders can appoint up to two proxies to participate in the AGM and vote. To appoint a second proxy, an additional Voting/Proxy Form may be obtained from Link, or by copying this form.

To appoint a second proxy you must:

- on each Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the forms do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

3. SECTION D - SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, any shareholder may sign.

Power of attorney: To be effective, a hard copy of the power of attorney, certified as an original true copy by statutory declaration, must be received by Link by 10:00am (AEDT) on Monday, 12 December 2022 at the postal address above.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the AGM the appropriate 'Certificate of Appointment of Corporate Representative' should be received by Link before the commencement of the AGM in accordance with the Notice of Meeting. A form of the certificate may be obtained from Link or online at linkmarketservices.com.au.

IF ATTENDING THE AGM IN PERSON, PLEASE BRING THIS FORM WITH YOU TO ASSIST WITH REGISTRATION.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

Your Common Shareholder Number is

X99999999999

To update your details go online to
<https://investorcentre.linkgroup.nz/>



VOTING/PROXY FORM

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A VOTE DIRECTLY

To cast your own votes directly, please complete Sections A, C and D.

elect to lodge my vote directly (mark box ☒)

If voting directly, only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote for that item will not be counted.

OR B APPOINT A PROXY

To appoint a proxy and direct them how to vote on your behalf, please complete Sections B, C and D OR to appoint the Chairman of the AGM to act as your proxy and vote on all resolutions, please mark the box in Section B, complete Section C and sign at Section D.

appoint the Chairman of the AGM (mark box ☒)

OR - if you are NOT appointing the Chairman of the AGM as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. Please note: leave this box blank if you have appointed the Chairman of the AGM as your proxy. Do not insert your own name(s).

Name

Email

If no name is provided, or if the person does not attend and participate in the AGM, the Chairman of the AGM will act as your proxy. In each case, your proxy will act generally and vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on your behalf at the AGM and at any adjournment or postponement of the AGM.

Exercise of proxies by the Chairman of the AGM for Item 4 (Grant of Equity to Managing Director and Chief Executive Officer), Item 5 (Remuneration Report) and Item 6 (Conditional Spill Resolution). If the Chairman of the AGM is your proxy (or becomes your proxy by default), by submitting this form you expressly authorise the Chairman of the AGM to vote on Items 4, 5, and 6, even though Items 4, 5, and 6 are connected directly or indirectly with the remuneration of a member of the key management personnel of Westpac.

(Note: You may direct the Chairman of the AGM how to vote on Items 4, 5, and 6, by marking the appropriate boxes below.)

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The Chairman of the AGM intends to vote all available proxies in FAVOUR of Items 3, 4, and 5, and AGAINST Items 1a and 1b (if required) and 6 (if required).

C VOTING/PROXY DIRECTIONS

Please read the voting instructions overleaf before marking any boxes with an ☒

Items of Business

RESOLUTIONS REQUISITIONED BY SHAREHOLDERS

Note: Item 1b will only be put to the AGM if the condition described in the Notice of Meeting is satisfied.

1a Amendment to the Constitution

1b Climate Risk Safeguarding

3 Re-election of Peter Nash as a Director

4 Grant of Equity to Managing Director and Chief Executive Officer

5 Remuneration Report

Board Recommendation	For	Against	Abstain*
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AGAINST

AGAINST

FOR

FOR

FOR

CONTINGENT BUSINESS

Note: Item 6 will only be put to the AGM if the condition described in the Notice of Meeting is satisfied.

6 Conditional Spill Resolution

AGAINST

* If you mark the 'Abstain' box for a particular item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority on a poll.

D SIGNATURE OF SHAREHOLDER(S) – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/ Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously lodged with Westpac's share registry or a certified copy must be attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Companies Act 1993 (NZ)*.

WBC PRX2201N

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BY EMAIL

Scan and email to:
meetings@linkmarketservices.com



ONLINE

vote.linkmarketservices.com/WBC

Log in to Link Market Services Limited's (Link) website using your holding details. Select 'Voting' and follow the prompts to lodge your vote. You will need your Common Shareholder Number (CSN) or Holder Number and your Faster Identification Number (FIN) for your shareholding.



BY MAIL

Westpac Banking Corporation
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142



BY MOBILE

Lodge your vote by scanning the QR code adjacent with the appropriate device. You will need your CSN or Holder Number, and your FIN for your shareholding.

To scan the code you may need a QR code reader which can be downloaded for free on your device.

QR Code



1. SECTION A - DIRECT VOTING

If you mark Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted for that item.

Directions given in Section C will only be valid for Items marked and no vote will be counted for Items left blank. If no directions are given on all items, or if you complete both Box A and Box B, your vote will be passed to the Chairman of the AGM as your proxy and any direct votes will not be counted.

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