WESTPAC BANKING CORP
Form 20-F
November 09, 2016

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM 20-F

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| **o** | **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934** |

**Or**

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| **x** | **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** |

**For the fiscal year ended September 30, 2016**

**Or**

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| **o** | **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES<br>EXCHANGE ACT OF 1934** |

**Or**

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| **o** | **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES<br>EXCHANGE ACT OF 1934** |

**Commission File Number: 1-10167**

# WESTPAC BANKING CORPORATION
**Australian Business Number 33 007 457 141**
(Exact name of Registrant as specified in its charter)

**New South Wales, Australia**
(Jurisdiction of incorporation or organization)

**275 Kent Street, Sydney, NSW 2000, Australia**
(Address of principal executive offices)

**Westpac Banking Corporation, New York branch,**

**575 Fifth Avenue, 39th Floor, New York, New York 10017-2422,**
**Attention: Branch Manager, telephone number: (212) 551-1800**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| **Title of each class** | **Name of each exchange on which registered** |
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| **Ordinary shares** | Listed on the New York Stock Exchange, not for trading, but only in connection with the registration of related American Depositary Shares, pursuant to the requirements of the New York Stock Exchange. |
| **American Depositary Shares, each representing the right to receive one ordinary share** | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **1.050% Notes due November 25, 2016, Floating Rate Notes due November 25, 2016, 1.20% Notes due May 19, 2017, Floating Rate Notes due May 19, 2017, 2.0% Notes due August 14, 2017, 1.50% Notes due December 1, 2017, Floating Rate Notes due December 1, 2017, 1.60% Notes due January 12, 2018, 4.625% Subordinated Notes due 2018, 1.55% Notes due May 25, 2018, Floating Rate Notes due May 25, 2018, 2.25% Notes due July 30, 2018, Floating Rate Notes due July 30, 2018, 1.950% Notes due November 23, 2018, Floating Rate Notes due November 23, 2018, 2.25% Notes due January 17, 2019, Floating Rate Notes due January 17, 2019, 1.650% Notes due May 13, 2019, Floating Rate Notes due May 13, 2019, 1.600% Notes due August 19, 2019, Floating Rate Notes due August 19, 2019, 4.875% Notes due November 19, 2019, 2.30% Notes due May 26, 2020, 2.600% Notes due November 23, 2020, 2.100% Notes due May 13, 2021, Floating Rate Notes due May 13, 2021, 2.000% Notes due August 19, 2021, Floating Rate Notes due August 19, 2021, 2.850% Notes due May 13, 2026, 2.700% Notes due August 19, 2016 and notes issued under our Retail Medium-Term Notes program (Registration Statement No. 333-172579)**

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report.

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| **Ordinary shares** | **3,346,166,853 fully paid** |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes x No o

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes o No x (not currently applicable to registrant)

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer x Accelerated Filer o Non-accelerated filer o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP o International Financial Reporting Standards as issued by the International Accounting Standards Board x

Other o

If this is an annual report, indicate by check mark whether the registrant is a shell company.

Yes o No x

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In this Annual Report a reference to Westpac , Group , Westpac Group , we , us and our is to Westpac Banking Corporation ABN 33 007 457 141 and its subsidiaries unless it clearly means just Westpac Banking Corporation.

For certain information about the basis of preparing the financial information in this Annual Report see Reading this report in Section 2. In addition, this Annual Report contains statements that constitute forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934. For an explanation of forward-looking statements and the risks, uncertainties and assumptions to which they are subject, see Reading this report in Section 2.

Information contained in or accessible through the websites mentioned in this Annual Report does not form part of this report unless we specifically state that it is incorporated by reference and forms part of this report. All references in this report to websites are inactive textual references and are for information only.

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2016 Westpac Group Annual Report

# Form 20-F cross-reference index

***(for the purpose of filing with the United States Securities and Exchange Commission)***

# Form 20-F cross-reference index

*(for the purpose of filing with the United States Securities and Exchange Commission)*

# Guide 3 cross-reference index

# Guide 3 cross-reference index

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# Information on Westpac

# Corporate governance

# Directors report

# (including Remuneration Report)

| Information on Westpac |
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Westpac is one of the four major banking organisations in Australia and one of the largest banking organisations in New Zealand. We provide a broad range of banking and financial services in these markets, including consumer,1 business and institutional banking and wealth management services.

We have branches, affiliates and controlled entities2 throughout Australia, New Zealand, Asia and in the Pacific region, and maintain branches and offices in some of the key financial centres around the world.3

We were founded in 1817 and were the first bank established in Australia. In 1850, we were incorporated as the Bank of New South Wales by an Act of the New South Wales Parliament. In 1982, we changed our name to Westpac Banking Corporation following our merger with the Commercial Bank of Australia. On 23 August 2002, we were registered as a public company limited by shares under the Australian *Corporations Act 2001* (Cth) (Corporations Act).

At 30 September 2016, our market capitalisation was $99 billion4 and we had total assets of $839 billion.

**Business strategy**

Westpac s vision is To be one of the world s great service companies, helping our customers, communities and people to prosper and grow .

Our strategy seeks to deliver on this vision by building deep and enduring customer relationships, being a leader in the community, being a place where the best people want to work and, in so doing, delivering superior returns for shareholders.

In delivering on our strategy, we are focused on our core markets, including Australia and New Zealand, where we provide a comprehensive range of financial products and services that assist us in meeting the financial services needs of customers. With our strong position in these markets, and over 13 million customers,5 our focus is on organic growth, growing customer numbers in our chosen segments and building stronger and deeper customer relationships.

A key element of this approach is our portfolio of financial services brands, which enables us to appeal to a broader range of customers and provides us with the strategic flexibility to offer solutions that better meet individual customer needs.

1 A consumer is defined as a person that uses our products and services. It does not include business entities.

2 Refer to Note 35 to the financial statements for a list of our material controlled entities as at 30 September 2016.

3 Contact details for our head office, major businesses and offshore locations can be found on the inside back cover.

4 Based on the closing share price of our ordinary shares on the ASX as at 30 September 2016.

5 All customers with an active relationship (excludes channel only and potential relationships) as at 30 September 2016.

As we continue to build the business, the financial services environment remains challenging and has required us to maintain focus on strengthening our financial position while at the same time improving efficiency. This strengthening has involved lifting the level and quality of our capital, improving our funding and liquidity position and maintaining a high level of asset quality and provisioning.

While we are currently one of the most efficient banks globally, as measured by a cost to income ratio, we continue to focus on ways to simplify our business to make it easier for customers to do business with us and to make work more enjoyable for our people. We believe that these improvement efforts also contribute to reducing unit costs that create capacity for further investment for growth.

2016 has been a year of delivery and building momentum against our Service Revolution strategy. The Service Revolution is seeking to: provide a truly personal service for customers while better anticipating their needs; put customers in control of their finances; respond to the increased pace of innovation, disruption and changing customer behaviours through digitisation and increasing our capacity for innovation; and innovate and simplify to reinvent the customer experience.

As part of our delivery of the Service Revolution, we have developed an integrated, multi-year plan that will be executed across the Group. In 2016, we pursued a number of transformation programs focused on the digitisation of the company through the design and development of a single bank technology infrastructure. We expect this will significantly transform customer experiences and drive operational efficiency. At the same time, our Consumer Bank and Business Bank transformation programs continued to deliver market-leading customer services, while lowering the cost to serve.

Over the year, substantial work has also been undertaken on conduct and culture, with work focused on creating a common understanding and approach to managing conduct across the Group. In addition, we have worked with the industry in the setup and implementation of the Australian Bankers Association action plan designed to protect consumer interests, increase transparency and accountability and build trust and confidence in banks.

Sustainability is part of our strategy of seeking to anticipate and shape the most pressing emerging social issues where we have the skills and experience to make a meaningful difference and drive business value. Our approach makes sustainability part of the way we do business, embedded in our strategy, values, culture and processes.

Supporting our customer-focused strategy is a strong set of company-wide values, which are embedded in our culture. These are:

§ delighting customers;

- one team;
- integrity;
- courage; and
- achievement.

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**Strategic priorities**

In delivering our strategy, we have five strategic priorities that help guide our activities:

***a) Service leadership***

- provide a seamless customer experience across all channels;
- deepen relationships through context-based customer experiences using our portfolio of brands; and
- acquire new customers by making it simpler, easier and better for customers to choose us.

***b) Digital transformation***

- create a 21st century, digitised bank with multi-brand capabilities;
- simplify products and processes by digitising end-to-end; and
- drive efficiency opportunities from digitisation and consolidation of systems.

***c) Performance discipline***

- to be the region s best performing bank;
- manage the business in a balanced way across strength, growth, return and productivity;
- maintain strong levels of capital, to meet the needs of all our stakeholders and requirements of regulators;
- continue to enhance our funding and liquidity position, including ensuring a diversity of funding pools and meeting new liquidity requirements; and
- maintain a high quality portfolio of assets, coupled with strong provisioning.

***d) Targeted growth***

- focus on stronger growth in small to medium enterprises and wealth; and
- be targeted in specific business segments.

***e) Workforce revolution***

- focus on a customer-centric culture;
- strengthen the skills of our people to better serve customers and meet their complete financial needs;
- empower our people to drive innovation, deliver new and improved ways of working and be responsive to change; and

§ continue to enhance the diversity of our workforce.

**Organisational structure**

Our operations comprise the following key customer-facing business divisions operating under multiple brands:

Consumer Bank is responsible for sales and service to consumer customers in Australia under the Westpac, St.George, BankSA, Bank of Melbourne and RAMS brands. Activities are conducted through a dedicated team of specialist consumer relationship managers along with an extensive network of branches, call centres and ATMs. Customers are also supported by a range of internet and mobile banking solutions. Consumer Bank works in an integrated way with BTFG and WIB in the sales and service of select financial services and products, including in wealth management and foreign exchange.

Business Bank is responsible for sales and service to micro, SME and commercial business customers for facilities up to approximately $150 million. The division operates under the Westpac, St.George, BankSA and Bank of Melbourne brands. Customers are provided with a wide range of banking and financial products and services to support their lending, payments and transaction needs. In addition, specialist services are provided for cash flow finance, trade finance, automotive and equipment finance, property finance and treasury services. The division is also responsible for certain consumer customers with auto finance loans. Business Bank works in an integrated way with BTFG and WIB in the sales and service of select financial services and products, including corporate superannuation, foreign exchange and interest rate hedging.

BT Financial Group (BTFG) is Westpac s wealth management and insurance arm of the Westpac Group providing a broad range of associated services. BTFG s funds management operations include the manufacturing and distribution of investment, superannuation, retirement products, wealth administration platforms, private banking, margin lending and equities broking. BTFG s insurance business covers the manufacturing and distribution of life, general and lenders mortgage insurance. The division also uses third parties for the manufacture of certain general insurance products as well as actively reinsuring its risk using external providers across all insurance classes. BTFG operates a range of wealth, funds management (including Ascalon, which is a boutique incubator of emerging fund managers) and financial advice brands and operates under the banking brands of Westpac, St.George, Bank of Melbourne and BankSA for Private Wealth and Insurance.

BT Investment Management Limited (BTIM) is 29.5% owned by BTFG (following a partial sale in June 2015) with the business being equity accounted from July 2015. BTFG works in an integrated way with all the Group s Australian divisions in supporting the insurance and wealth needs of customers.

Westpac Institutional Bank (WIB) delivers a broad range of financial products and services to commercial, corporate, institutional and government customers with connections to Australia and New Zealand. WIB operates through dedicated industry relationship and specialist product teams, with expert knowledge in transactional banking, financial and debt capital markets, specialised capital and alternative investment solutions. Customers are supported throughout Australia as well as branches and subsidiaries located in

| Information on Westpac |
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New Zealand, US, UK and Asia. WIB is also responsible for Westpac Pacific currently providing a range of banking services in Fiji and PNG. WIB works in an integrated way with all the Group s divisions in the provision of more complex financial needs, including across foreign exchange and fixed interest solutions.

Westpac New Zealand is responsible for sales and service of banking, wealth and insurance products for consumers, business and institutional customers in New Zealand. Westpac conducts its New Zealand banking business through two banks in New Zealand:

§ Westpac New Zealand Limited, which is incorporated in New Zealand; and

§ Westpac Banking Corporation (NZ Branch), which is incorporated in Australia.

Westpac New Zealand operates via an extensive network of branches and ATMs across both the North and South Islands. Business and institutional customers are also served through relationship and specialist product teams. Banking products are provided under the Westpac brand, while insurance and wealth products are provided under Westpac Life and BT brands, respectively.

Group Businesses include:

§ Treasury, which is responsible for the management of the Group s balance sheet, including wholesale funding, capital and management of liquidity. Treasury also manages the interest rate risk and foreign exchange risks inherent in the balance sheet, including managing the mismatch between Group assets and liabilities. Treasury s earnings are primarily sourced from managing the Group s balance sheet and interest rate risk, within set risk limits;

§ Group Technology, which comprises functions responsible for technology strategy and architecture, infrastructure and operations, applications development and business integration; and

§ Core Support, which comprises functions performed centrally, including Australian banking operations, property services, strategy, finance, risk, compliance, legal and human resources.

These businesses are described in more detail in Section 2, including a summary of net profit and total assets by business division, and management s discussion and analysis of business division performance.

**Competition**

The Group operates in a highly competitive environment across the regions in which we do business.

We serve the banking, wealth and risk management needs of customer segments from consumers to small businesses through to large corporate and institutional clients. The Group competes with other financial services industry players for customers, by covering their transacting, saving, investing, protecting and borrowing needs with a wide set of products and services. Our competitors range from large global organisations with broad offerings to entities more focused on specific regions or products. Our competitors include financial services and advisory companies such as banks, investment banks, credit unions, building societies,

mortgage originators, credit card issuers, brokerage firms, fund and asset management companies, insurance companies and internet-based financial services providers. We operate in an environment where digital innovation is changing the competitive landscape and there are new competitors emerging from other sectors, including retail, technology and telecommunications.

Our competitive position across customer segments, products and geographies is determined by a variety of factors. These include:

§ the type of customer served;

§ customer service quality and convenience;

§ the effectiveness of, and access to, distribution channels;

§ brand reputation and preference;

§ the quality, range, innovation and pricing of products and services offered;

§ digital and technology solutions; and

§ the talent and experience of our employees.

In Australia, we have seen competition for deposits partly driven by clearer global regulatory requirements for liquidity management. Banks and other financial institutions also seek to achieve a higher proportion of high quality deposit funding as credit rating agencies and debt investors look for strong balance sheet positions in their assessment of quality institutions.

Competition for lending is also expected to remain high. At the same time, businesses and consumers are cautious about the global outlook and continue to reduce gearing. The residential mortgage market continues to be highly competitive, with market participants seeking to maintain or expand their market share using price. This is expected to continue. Serving business customers transaction and trade financing needs has been at the centre of competitive activity as customer expectations increase.

In our wealth business, we expect competition to increase as financial institutions and industry funds move to capture a greater share of this fast growing market, particularly in superannuation (or pensions) and financial advice as the market responds to regulatory change.

The New Zealand market is experiencing strong competition as banks vie for new customers. Competition for deposits remains intense and the home lending market is particularly competitive on price and switching incentives.

**Outlook1**

The Australian economy delivered solid growth over the year ended June 2016, with real GDP growing 3.3%, supported by low interest rates and the low Australian dollar. This outcome was above expectations of around 2.75% growth and was achieved despite the still challenging international backdrop. The transition of the economy continues to progress as the downturn in mining investment has been offset by rising commodity and services exports, strong residential construction and solid growth in public demand.

1 All data and opinions under Outlook are generated by our internal economists and management.

The health of the economy is also reflected in the unemployment rate, which has fallen from around 6% to 5.6%. Growth in national income has been soft, reflecting the drag from recent declines in commodity prices. This in turn has weighed on wages, profits and the government s fiscal position. Falling commodity prices, overcapacity and rising competition are reflected in low inflation with headline CPI inflation sitting at just 1%. The modest level of inflation (below the RBA s target range), and expectations that inflation will remain below the target for an extended period, has seen the RBA reduce the cash rate by 50 basis points over the year to 1.5%.

Unfortunately, the current mix of growth is creating a divide between those states and regions that have been impacted by the slowdown in mining investment (Western Australia and regional Queensland) and those that have not. In Western Australia in particular, we are seeing weaker employment outcomes, softening house prices and more restrained spending. Growth in New South Wales and Victoria, on the other hand, has been stronger, as these states have experienced the majority of construction activity and have a more services based economy.

In New Zealand, the economy has also been sound, with a large pipeline of construction projects, strong population growth and low interest rates supporting growth. This has been despite some pressure on export returns.

The international outlook softened over the year, with growth across our major trading partners a little below recent averages. Growth in China has continued to ease with excess capacity in many industries. Growth in the US economy was also lower over the past year, reflecting weak productivity growth, although there has been some pick-up in activity more recently. European growth has remained relatively modest.

The international economy carries risks. In particular, the potential for disruption to the Chinese economy remains real given the sharp rise in debt in recent years, unbalanced conditions across housing markets and slowing growth. In Europe, Britain s decision to leave the EU, stagnant growth, uncomfortably low inflation and renewed concerns about the banks could also continue to affect conditions. In the US, growth continues to be overly dependent on the consumer with business investment remaining lacklustre.

Within Australia, the 2017 outlook is for real GDP to grow at around 3%, which remains a little above medium-term expectations. This growth reflects expectations for higher household spending, as income growth lifts, although prospects for a decent lift in non-mining investment seem remote. There are expected to be ongoing contributions from exports (both resources and services) and from public demand, including public infrastructure. Based on recent approvals, residential construction is expected to remain sound. With the end of the mining investment downturn in sight, its drag on growth is also expected to reduce.

The mix of growth (more services-led) is more labour intensive and is expected to be supportive of sound employment growth overall. Lead indicators point to the unemployment rate remaining little changed over the year. Financial system credit grew by 5.4% in the year to September 2016, with system housing credit rising 6.4% and system business credit expanding by 4.7%, a result

constrained by uncertainty ahead of the July Federal election. Similar to recent years, there has been no growth in other consumer credit.

Given the economic backdrop, financial system credit growth in the year to September 2017 is expected to be broadly in line with the current year at around 5.5%. Housing-related activity may ease a little over the year as price growth slows and business credit will potentially strengthen a little over the year as it rebounds from the current soft-spot.

The underlying economics of the wealth industry continues to be sound. In addition to mandatory superannuation contributions, the ageing of the population is expected to see a higher portion of funds directed to retirement savings.

We will continue executing our strategy of creating a great service company with our five strategic priorities assisting to guide this transformation. These include:

§ maintaining our *performance disciplines* continuing to be prudent in the management of capital, managing returns effectively and maintaining the strength in our capital, funding and liquidity positions;

§ through *service leadership*, continue to grow customer numbers reaching 1 million additional customers between 2015 and 2017, while also increasing the depth of customer relationships;

§ *digital transformation* utilising technology to materially improve efficiency and reduce the Group s cost to income ratio to below 40% over the next 2 years;

§ wealth, small and medium business enterprises are our areas of *targeted growth*. These include commercialising our investment in the Group s new wealth management system, called Panorama, and using new technologies to make business banking more accessible to customers; and

§ through our *workforce revolution* priority, we are seeking to build a stronger and more diverse workforce where the best people want to work.

The financial services industry continues to experience significant regulatory change and scrutiny. Globally, this includes the expected release of a revised capital framework by the Basel Committee on Banking Supervision, and further developments on the implementation of the Net Stable Funding Ratio and Total Loss Absorbing Capacity. Given the strength of our business, and our balance sheet, we are well placed to respond to any additional regulatory requirements.

Looking ahead, with our strong positioning, disciplined growth and solid operating performance across all divisions, combined with good progress on our strategic priorities, Westpac believes it is well positioned to continue delivering sustainable outcomes to shareholders.

**Significant developments**

***Corporate significant developments***

*Inquiry into Australia s Financial System*

In 2013, the Federal Government established an inquiry into Australia s financial system (FSI). The FSI examined how the financial system could be positioned to best meet Australia s evolving needs and support Australia s economic growth.

On 7 December 2014, the FSI released its Final Report, which made 44 recommendations relating to a broad number of matters across the financial sector. Westpac supported the majority of the FSI s recommendations. On 20 October 2015, the Government announced its formal response to the FSI s recommendations, and in doing so, endorsed the majority of the recommendations.

The Government continues to consult on the detailed implementation of a number of these recommendations and Westpac is actively contributing to these consultations.

*Australian Securities and Investments Commission (ASIC) reform package*

On 20 April 2016, the Federal Government announced a package of policy reforms designed primarily to strengthen the powers and funding of ASIC.

As part of this package, the Government announced that it would accelerate the implementation of certain recommendations made by the FSI, including:

§ granting ASIC a product intervention power;

§ introducing a new principles-based product design and distribution obligation on issuers and distributors; and

§ reviewing ASIC s enforcement regime (including the penalties available).

On 19 October 2016, the Government released the terms of reference for the ASIC Enforcement Review Taskforce, which will assess the suitability of ASIC s existing regulatory tools and whether they need to be strengthened. The taskforce is scheduled to report to the Government in 2017. In addition, the Government is expected to establish consultation processes to consider the detailed implementation of the product-related reforms in the near future.

*BBSW proceedings*

As part of ASIC s ongoing industry-wide investigations into the interbank short-term money market and its impact on the setting of the bank bill swap reference rate (BBSW), on 5 April 2016, ASIC commenced civil proceedings against Westpac in the Federal Court of Australia, alleging certain misconduct including market manipulation and unconscionable conduct. The conduct that is the subject of the proceedings is alleged to have occurred between 6 April 2010 and 6 June 2012. Westpac is defending these proceedings. ASIC is seeking from the court declarations that Westpac breached various provisions of the *Corporations Act 2001* (Cth) and the *Australian Securities and Investments Commission Act 2001* (Cth), pecuniary penalties of unspecified amounts and orders requiring Westpac to implement a comprehensive compliance program for persons involved in Westpac s trading in the relevant market.

In August 2016, a class action was filed in the United States District Court for the Southern District of New York against Westpac and a large number of other Australian and international banks alleging misconduct in relation to BBSW. These proceedings are at an early stage and the level of damages sought has not been specified. Westpac is defending these proceedings.

*Exception fees*

Between 2011 and 2014, Westpac was served with three class action proceedings seeking refunds of certain exception fees paid by customers. In September 2016, the law firm representing the class members notified Westpac that it intends to discontinue all of those class actions. One of the class actions, in the Supreme Court of New South Wales, was formally discontinued in October 2016. The other two class actions, in the Federal Court of Australia, will be discontinued in the near future once certain procedural formalities have been completed.

*Issue of Additional Tier 1 capital securities*

On 30 June 2016, Westpac issued approximately $1.7 billion of securities known as Westpac Capital Notes 4, which qualify as Additional Tier 1 capital under APRA s capital adequacy framework.

*Redemption of Additional Tier 1 capital securities*

On 31 March 2016, all outstanding Trust Preferred Securities (US$525 million) of Westpac Capital Trust IV (TPS 2004) were redeemed.

On 30 June 2016, all outstanding Westpac Trust Preferred Securities (Westpac TPS) ($763 million) were redeemed by Westpac RE Limited, the responsible entity of the Westpac TPS Trust.

TPS 2004 and Westpac TPS qualified for transitional treatment as Additional Tier 1 capital.

*Australian Bankers Association (ABA) action plan and industry reviews*

On 21 April 2016, the ABA announced an action plan to protect consumer interests, increase transparency and accountability and build trust and confidence in banks.

The plan includes a number of industry-led initiatives including:

§ a review of product-based sales commissions;

§ a review of the Code of Banking Practice;

§ implementation of an industry register which would extend existing identification of rogue advisers to any bank employees, including customer-facing and non-customer facing roles; and

§ an evaluation of the establishment of an industry wide, mandatory last resort compensation scheme covering financial advisers.

Westpac is currently participating in these ongoing initiatives, which may lead to further reform in these areas.

*House of Representatives Standing Committee on Economics Review of the Four Major Banks and other industry reviews*

On 16 September 2016, the Chairman of the House of Representatives Standing Committee on Economics

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announced that the committee had commenced its Review of the Four Major Banks (Parliamentary Review). The terms of reference for the Parliamentary Review are wide-ranging, with one area of focus being how individual banks and the industry as a whole are responding to issues identified through other inquiries, including through the ABA action plan. Westpac attended a public hearing of the Parliamentary Review on 6 October 2016.

In addition, there are a number of other reviews underway that may impact upon Westpac and the financial services sector, including:

§ an inquiry into business lending to be conducted by the Australian Small Business and Family Enterprise Ombudsman; and

§ a review into external dispute resolution schemes, which will also consider the design, operation and powers of a proposed banking tribunal.

*Professional standards for financial advisers*

On 17 October 2016, the Federal Government announced that it would introduce legislation mandating professional standards for financial advisers. The new legislation may include reforms such as:

§ compulsory education requirements for new and existing advisers;

§ supervision requirements for new advisers;

§ the introduction of a code of ethics; and

§ the establishment of an industry-funded independent body charged with governing the professional standing of the financial advice industry.

The Government is expected to introduce this legislation before the end of 2016 following final consultations with industry and consumer groups. The new regime is scheduled to commence on 1 January 2019 with a transitional compliance period applying to existing financial advisers.

*Financial benchmarks reform*

In October 2016, the Federal Government announced a package of measures designed to strengthen the regulation of financial benchmarks. The measures were recommended to the Government by the Council of Financial Regulators, who recently concluded a consultation process on financial benchmark reform.

The key measures announced include:

- ASIC will be empowered to develop enforceable rules for administrators and entities that make submissions to significant benchmarks (such as Westpac), including the power to compel submissions to benchmarks in the case that other calculation mechanisms fail;

- administrators of significant benchmarks will be required to hold a new benchmark administration licence issued by ASIC (unless granted an exemption); and

- the manipulation of any financial benchmark or financial product used to determine a financial benchmark (such as Negotiable Certificates of Deposit) will be made a specific criminal and civil offence.

These measures are expected to be introduced over the next 18 months.

*Brexit*

On 23 June 2016, the United Kingdom European Union membership referendum was held, which saw UK citizens vote to leave the European Union (EU). The UK Government subsequently confirmed that it will invoke Article 50 of the Lisbon Treaty, which triggers a two year negotiation period under which the UK and EU will negotiate the terms of the UK s departure. A recent UK High Court decision, which may be appealed by the UK Government, has indicated that any decision to invoke Article 50 must be made by Parliament. At this stage, it is difficult to predict the timing and full impact of Brexit on Westpac and the broader global financial services industry.

*Proposed reduction to the corporate tax rate*

On 1 September 2016, the Australian Government introduced legislation to reduce the corporate tax rate progressively from 30% to 25% over the next 10 years. If the legislation is passed in its current form, the benefit of the reduced corporate tax rate for Westpac will begin to take effect from the 2023-24 financial year. Accordingly, the proposed reduction to the corporate tax rate will not significantly impact Westpac in the short term. A reduction to the corporate tax rate will reduce the value of imputation credits attached to franked dividends and distributions to security holders.

*Taxation of cross-border financing arrangements*

The Australian Government has decided to implement the Organisation for Economic Co-operation and Development s (OECD) proposals relating to the taxation treatment of cross-border financing arrangements. These proposals may affect the taxation arrangements for hybrid regulatory capital instruments issued by Westpac. The Board of Taxation has been asked to make recommendations to the Government about implementing the OECD proposals. If implemented without grandfathering, the potential effect of the OECD proposals is to increase the after-tax cost of certain previously issued hybrid capital securities.

The New Zealand Government has also commenced a public consultation process to consider whether the OECD proposals could be implemented in New Zealand.

*Sale of Westpac s operations in five Pacific Island nations*

On 1 July 2016, Westpac completed the sale of its banking business in Vanuatu to Bank of South Pacific Limited (BSP). This was the fifth and final banking business to be sold to BSP, after the previous sale of Westpac s operations in the Cook Islands, Samoa, Tonga and Solomon Islands.

| Information on Westpac |
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***Regulatory significant developments***

*FSI s recommendations on bank capital*

The Australian Government s response to the FSI has endorsed APRA s actions in implementing the FSI s capital-related recommendations, and has confirmed APRA s responsibility for implementing the remaining capital proposals.

To date, APRA has formally responded to two of the FSI s recommendations:

§ *Capital levels*

On 4 July 2016, APRA released a comparison of Australian banks capital ratios relative to internationally-active banks using a common method of calculation. The comparison was based on a quantitative impact study (QIS) published by the Basel Committee on Banking Supervision (BCBS). The QIS included the capital ratios of internationally-active banks as of 30 June 2015, with APRA using capital ratios as of 31 December 2015 for the Australian banks. APRA concluded that the relative positioning of the major Australian banks Common Equity Tier 1 ratios was broadly in line with the benchmark suggested by the FSI of capital ratios in the top quartile of internationally-active banks.

§ *Narrow mortgage risk weight differences*

On 20 July 2015, APRA announced an interim change to how risk weighted assets (RWA) would be calculated on Australian residential mortgages for banks that use the Advanced Internal-Ratings Based (IRB) approach to credit risk. This change was in response to Recommendation 2 of the FSI regarding the differential in mortgage capital requirements between Advanced IRB and Standardised banks. This change led to the ratio of mortgage RWA to mortgage exposures for the Group increasing to approximately 24% on 1 July 2016. In August 2016, APRA reaffirmed its objective of a risk weight for Australian residential mortgages of an average of at least 25%, measured across all Advanced IRB banks.

Further changes to regulatory capital requirements for Australian banks were also proposed by the FSI these are likely to result from current international regulatory reviews being undertaken by the BCBS and the Financial Stability Board (FSB) considering leverage ratios, risk weight models for Advanced and Standardised banks, and Total Loss Absorbing Capacity (TLAC) for Global Systemically Important Banks (G-SIBs). The final outcomes of these reviews remain uncertain. APRA will be responsible for interpreting these international developments in the context of Australia s circumstances and their final impact on Westpac will depend on APRA s implementation.

*Macro-prudential regulation*

From December 2014, APRA has made use of macro prudential measures targeting a number of segments of mortgage lending that continue to impact lending practices in Australia. The measures include constraining growth in investment property lending within a benchmark of 10% and imposing additional levels of conservatism in serviceability assessments.

***Basel Committee on Banking Supervision***

Regulatory reforms and significant developments arising in relation to changes initiated by the BCBS and the FSB include:

*Increased loss absorbency*

In November 2015, the FSB issued a final paper for enhancing the TLAC for G-SIBs to operate alongside the Basel III capital requirements. At the same time, a consultation paper on TLAC holdings was issued by the BCBS. These proposals form part of the G20 s initiatives aimed at ending too-big-to-fail and ensuring that the resolution of a failing Global Systemically Important Financial Institution can be carried out without causing systemic disruption or resorting to taxpayer support. In October 2016, the BCBS issued a final standard for TLAC holdings of G-SIBs. This standard will take effect from 1 January 2019 for most G-SIBs.

The FSI recommended the implementation in Australia of a framework for minimum loss absorbing and recapitalisation capacity sufficient to facilitate the orderly resolution of ADIs and minimise taxpayer support. In its response to the FSI, the Government endorsed implementation of the recommendation by APRA in line with emerging international practice.

*Reform of the risk-based capital framework*

In December 2014, the BCBS released two consultation papers on proposals for Capital Floors and proposed revisions to the Standardised Approach for Credit Risk. Since then, the BCBS has released two further consultation papers related to the risk based capital framework. The first was released in December 2015, which put forward possible amendments to the Standardised Approach for Credit Risk and the second was released in March 2016, which proposed constraints on the use of internal models for the calculation of risk weighted assets. In March 2016, the BCBS also released a consultation paper covering the Standardised Measurement Approach for Operational Risk. This paper proposed the removal of the use of internal model approaches to measure operational risk capital and replacement of these with a revised framework based on the proposed Standardised Measurement Approach. The revised standards for the Minimum Capital Requirements for Market Risk were released by the BCBS in January 2016.

In combination, these reform measures are intended to improve the consistency and comparability of bank capital ratios. However, finalisation of the remaining BCBS changes is not expected before the end of 2016, after which APRA will need to consult on, and then finalise, the Australian standards. Until that time, it is not possible to determine the impact on Westpac.

*Leverage ratio*

The Basel III capital framework also introduced a leverage ratio requirement. The BCBS proposes that introducing a simple, non-risk based leverage ratio requirement would act as a credible supplementary measure to the risk-based capital requirements. In January 2014, the BCBS published an amended leverage ratio framework. In May 2015, APRA released new disclosure requirements in relation to the leverage ratio which will initially only apply to select ADIs, including Westpac, and from 1 July 2015 required the disclosure of the leverage ratio on a quarterly basis.

In April 2016, the BCBS published a consultation paper requiring a minimum leverage ratio of 3% as a Pillar 1 requirement from January 2018.

***Other regulatory developments***

*Liquidity*

APRA released a revised draft of the prudential standard on liquidity (APS 210) on 29 September 2016. This draft prudential standard included the Net Stable Funding Ratio (NSFR) requirement, a measure designed to encourage longer-term funding resilience. APRA has indicated that the final APS 210, inclusive of the NSFR, will commence from 1 January 2018 in line with the BCBS s effective date. Westpac is taking steps to comply with the NSFR from 1 January 2018.

*Committed Liquidity Facility (CLF) annual revision*

The Reserve Bank of Australia makes available to ADIs a CLF that, subject to qualifying conditions, can be accessed to meet Liquidity Coverage Ratio requirements under APS 210. This amount is reviewed annually. Westpac has received approval for a CLF of $49.1 billion for the 2017 calendar year (2016 calendar year: $58.6 billion).

*OECD Common Reporting Standard*

The OECD has developed Common Reporting Standard (CRS) rules for the automatic exchange of customer tax residency and financial account information amongst participating CRS countries.

CRS will require the Westpac Group to identify the tax residency of all customers and to report the tax residency and financial account details of non-resident customers to the relevant authorities in jurisdictions with which Australia has entered into an exchange of information agreement.

Australian financial institutions will have to collect customer tax residency information from 1 July 2017 and will have to report these details and associated financial account information from July 2018. Implementation of the rules will impose additional costs and operational burdens on Westpac.

Certain countries (such as the UK and India) have implemented the rules with effect from 1 January 2016. Westpac has implemented changes to its business operations to comply with the CRS requirements in these countries from 1 January 2016.

*OTC derivatives reform*

International regulatory reforms relating to over-the-counter (OTC) derivatives continue to be implemented by financial regulators across the globe, with the focus moving to implementing margin requirements for non-centrally cleared derivatives.

Globally, there has been significant progress developing requirements to implement the final policy framework for the margining of uncleared OTC derivatives as published by the BCBS and the International Organization of Securities Commissions (IOSCO) in September 2013. Requirements for variation and initial margin commenced on 1 September 2016 in the US, Canada and Japan, while authorities in Asia and the EU are currently developing proposals. On 17 October 2016, APRA published prudential standard CPS 226, containing its final rules for margining and risk mitigation for non-centrally cleared derivatives.

APRA did not, however, publish a commencement date for these obligations.

Westpac is now taking steps to ensure that it is in a position to comply with these global margin reforms.

In addition, Westpac continues to work with ASIC and industry associations in relation to the reporting and clearing of OTC derivative trades and the implementation of various rules.

Westpac has been implementing OTC derivatives trade reporting regulations imposed by the Monetary Authority of Singapore, Hong Kong Monetary Authority and various provincial financial regulators in Canada. Certain aspects of trade reporting have commenced in these jurisdictions and continue to be implemented and enhanced in phases. Westpac has also been implementing clearing requirements in relation to interest rate derivatives under Australian, US and European rules and credit default swaps under European rules.

***New Zealand***

Regulatory reforms and significant developments in New Zealand include:

*Reserve Bank of New Zealand (RBNZ) macro prudential policy framework*

Since October 2013, restrictions on high loan-to-value-ratio (LVR) lending have been part of the RBNZ s macro-prudential policy framework. In September 2016, the RBNZ introduced changes to LVR restrictions that apply to residential property lending throughout New Zealand. From October 2016, residential property investment lending where the LVR is greater than 60% cannot exceed 5% of a bank s new residential mortgage lending for that category, carried out in the three month measurement period which applies to WNZL. In addition, non-property investment residential lending where the LVR is greater than 80% cannot comprise more than 10% of that new residential mortgage lending in the relevant measurement period. The RBNZ is also investigating the case for restrictions on the total debt-to-income ratios of borrowers.

*RBNZ Review of Outsourcing Policy*

In August 2015, the RBNZ released a consultation paper proposing revisions to its Outsourcing Policy that would have prohibited banks from outsourcing certain key functions to its related parties. The paper specifically highlighted the general ledger, SWIFT gateway and licence and regulatory reporting as three areas where outsourcing would be prohibited. These revisions were designed to support the RBNZ s approach to bank resolution, as set out in its Open Bank Resolution policy.

In May 2016, the RBNZ released a second consultation paper that clarified that there may be other bank functions that are integral to its approach to bank resolution that will need to be addressed in the Outsourcing Policy. However, the RBNZ also noted that an outright prohibition on outsourcing may not be required if a bank has appropriate standby capability. Submissions on this consultation paper closed in August 2016 and the RBNZ has indicated it will release an exposure draft of the new policy towards the end of 2016 or early in 2017.

*RBNZ Regulatory stocktake*

The RBNZ is undertaking a stocktake of the regulatory framework applying to banks with the aim of improving the efficiency, clarity and consistency of regulatory requirements. The RBNZ released its first consultation document on potential changes to the prudential regime arising out of the stocktake in July 2015 and published a summary of submissions and its policy decisions in December 2015. One of the key issues considered was the RBNZ s off-quarter disclosure requirements. The RBNZ announced that it had decided to recommend to the Minister of Finance that the requirement for overseas incorporated registered banks to publish off-quarter disclosure information should be removed. In September 2016, the RBNZ released a consultation paper that proposed an option which would involve the RBNZ publishing a quarterly electronic dashboard of key financial information submitted by individual locally incorporated banks, which would replace the existing off-quarter disclosure statement requirements for these banks. The paper also considered the RBNZ s less preferred option which involves locally incorporated banks publishing a shorter disclosure statement providing essential information on capital and asset quality plus liquidity. Changes to the off-quarter disclosure regime are expected to take effect in 2017.

*Financial Advisers Act (FAA)*

The New Zealand Government announced plans for changes to the FAA regime in July 2016. A bill is expected to be introduced next year after consultation on an exposure draft of the legislation. The changes to the FAA will simplify the regime by removing unnecessary complexity and regulatory boundaries. Other key changes include:

§ enabling the provision of automated digital advice without the direct involvement of a human adviser (robo-advice);

§ requiring all individuals or robo-advice platforms providing financial advice to:

place the interests of the consumer first;

only provide advice where competent to do so;

be licensed; and

§ making disclosure requirements more meaningful to improve consumer understanding and transparency.

**Supervision and regulation**

***Australia***

Within Australia, we are subject to supervision and regulation by six principal agencies: the Australian Prudential Regulation Authority (APRA); the Reserve Bank of Australia (RBA); the Australian Securities and Investments Commission (ASIC); the Australian Securities Exchange (ASX); the Australian Competition and Consumer Commission (ACCC); and the Australian Transaction Reports and Analysis Centre (AUSTRAC).

APRA is the prudential regulator of the Australian financial services industry. It oversees banks, credit unions, building societies, general insurance, re-insurance, life insurance and private health insurance companies, friendly societies and most of the superannuation (pension) industry. APRA s role includes establishing and enforcing prudential standards and practices designed to ensure that, under all reasonable

circumstances, financial promises made by the institutions it supervises are met within a stable, efficient and competitive financial system.

As an ADI, we report prudential information to APRA, including information in relation to capital adequacy, large exposures, credit quality and liquidity. Our controlled entities in Australia that are authorised insurers and trustees of superannuation funds are also subject to the APRA regulatory regime. Reporting is supplemented by consultations, on-site inspections and targeted reviews. Our external auditor also has an obligation to report on compliance with certain statutory and regulatory banking requirements and on any matters that in their opinion may have the potential to materially prejudice the interests of depositors and other stakeholders.

Australia s risk-based capital adequacy guidelines are based on the approach agreed upon by the BCBS. National discretion is then applied to that approach, which results in Australia s capital requirements being more stringent. Refer to Capital resources Basel Capital Accord in Section 2.

The RBA is responsible for monetary policy, maintaining financial system stability and promoting the safety and efficiency of the payments system. The RBA is an active participant in the financial markets, manages Australia s foreign reserves, issues Australian currency notes and serves as banker to the Australian Government.

ASIC is the national regulator of Australian companies. Its primary responsibility is to regulate and enforce company, consumer credit, financial markets and financial services laws that protect consumers, investors and creditors. With respect to financial services, it promotes fairness and transparency by providing consumer protection, using regulatory powers to enforce laws relating to deposit-taking activities, general insurance, life insurance, superannuation, retirement savings accounts, securities (such as shares, debentures and managed investments) and futures contracts and financial advice. ASIC has responsibility for supervising trading on Australia s domestic licensed markets and of trading participants.

The ASX operates Australia s primary national market for trading of securities issued by listed companies. Some of our securities (including our ordinary shares) are listed on the ASX and we therefore have obligations to comply with the ASX Listing Rules, which have statutory backing under the *Corporations Act 2001.* The ASX has responsibility for the oversight of listed entities under the ASX Listing Rules and for monitoring and enforcing compliance with the ASX Operating Rules by its market, clearing and settlement participants.

The ACCC is an independent Commonwealth statutory authority responsible for the regulation and prohibition of anti-competitive and unfair market practices and mergers and acquisitions in Australia. Its broad objective is to administer the *Competition and Consumer Act 2010* (Cth) and related legislation to bring greater competitiveness, fair trading, consumer protection and product safety to the Australian economy. The ACCC s role in consumer protection complements that of Australian state and territory consumer affairs agencies that administer the unfair trading legislation of their jurisdictions.

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The Australian Government s present policy, known as the four pillars policy , is that there should be no fewer than four major banks to maintain appropriate levels of competition in the banking sector. Under the *Financial Sector (Shareholdings) Act 1998* (Cth), the Australian Government s Treasurer must approve an entity acquiring a stake of more than 15% in a particular financial sector company.

Proposals for foreign acquisitions of a stake in Australian banks are subject to the Australian Government s foreign investment policy and, where required, approval by the Australian Government under the Australian *Foreign Acquisitions and Takeovers Act 1975* (Cth). For further details refer to Limitations affecting security holders in Section 4.

AUSTRAC oversees the compliance of Australian reporting entities (including Westpac), within the requirements under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) and the *Financial Transaction Reports Act 1988* (Cth). These requirements include:

§ implementing programs for identifying and monitoring customers, and for managing the risks of money laundering and terrorism financing;

§ reporting suspicious matters, threshold transactions and international funds transfer instructions; and

§ submitting an annual compliance report.

AUSTRAC provides financial information to state, territory and Australian federal law enforcement, security, social justice and revenue agencies, and certain international counterparts.

***New Zealand***

The Reserve Bank of New Zealand (RBNZ) is responsible for supervising New Zealand registered banks. The New Zealand prudential supervision regime requires that registered banks publish quarterly disclosure statements, which contain information on financial performance and risk positions as well as attestations by the directors about the bank s compliance with its conditions of registration and certain other matters. The RBNZ is currently considering changes to the requirements applying to off-quarter disclosure statements.

The Financial Markets Authority (FMA) is a financial conduct regulator whose main objective is to promote and facilitate the development of fair, efficient, and transparent financial markets. Its functions include promoting the confident and informed participation of businesses, investors, and consumers in those markets. The Financial Markets Conduct Act, which was passed in 2013, resulted in the FMA having extensive new responsibilities in the licensing and supervision of various market participants as well as new enforcement powers.

***United States***

Our New York branch is a US federally licensed branch and therefore is subject to supervision, examination and regulation by the US Office of the Comptroller of the Currency and the Board of Governors of the Federal Reserve System (the US Federal Reserve) under the US International Banking Act of 1978 (IBA) and related regulations.

A US federal branch must maintain, with a US Federal Reserve member bank, a capital equivalency deposit as prescribed by the US Comptroller of the Currency, which is at least equal to 5% of its total liabilities (including acceptances, but excluding accrued expenses, and amounts due and other liabilities to other branches, agencies and subsidiaries of the foreign bank).

In addition, a US federal branch is subject to periodic onsite examination by the US Comptroller of the Currency. Such examination may address risk management, operations, asset quality, compliance with the record-keeping and reporting, and any additional requirements prescribed by the US Comptroller of the Currency from time to time.

A US federal branch of a foreign bank is, by virtue of the IBA, subject to the receivership powers exercisable by the US Comptroller of the Currency.

As of 22 June 2016, we elected to be treated as a financial holding company in the US pursuant to the Bank Holding Company Act of 1956 and Federal Reserve Board Regulation Y. Our election will remain effective so long as we meet certain capital and management standards prescribed by the US Federal Reserve.

Westpac and some of its affiliates are engaged in various activities that are subject to regulation by other US federal regulatory agencies, including the US Securities and Exchange Commission and the US Commodity Futures Trading Commission.

**Anti-money laundering regulation and related requirements**

***Australia***

Westpac has a Group-wide program to manage its obligations under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth). We continue to actively engage with the regulator, AUSTRAC, on our activities.

***United States***

The USA PATRIOT Act of 2001 requires US financial institutions, including the US branches of foreign banks, to take certain steps to prevent, detect and report individuals and entities involved in international money laundering and the financing of terrorism. The required actions include verifying the identity of financial institutions and other customers and counterparties, terminating correspondent accounts for foreign shell banks and obtaining information about the owners of foreign bank clients and the identity of the foreign bank s agent for service of process in the US. The anti-money laundering compliance requirements of the USA PATRIOT Act include requirements to adopt and implement an effective anti-money laundering program, report suspicious transactions or activities, and implement due diligence procedures for correspondent and other customer accounts. Westpac s New York branch and Westpac Capital Markets LLC maintain an anti-money laundering compliance program designed to address US legal requirements.

US economic and trade sanctions, as administered by the Office of Foreign Assets Control (OFAC), prohibit or significantly restrict US financial institutions, including the US branches and operations of foreign banks, and other US persons from doing business with certain persons, entities and jurisdictions. Westpac s New York branch and

| Information on Westpac |
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Westpac Capital Markets LLC maintain compliance programs designed to comply with OFAC sanctions programs, and Westpac has a Group-wide program to ensure adequate compliance.

**Legal proceedings**

Our entities are defendants from time to time in legal proceedings arising from the conduct of our business. Material legal proceedings, if any, are described in Note 31 to the financial statements and under Significant developments above. As appropriate, a provision has been raised in respect of these proceedings and disclosed in the financial statements.

**Principal office**

Our principal office is located at 275 Kent Street, Sydney, New South Wales, 2000, Australia. Our telephone number for calls within Australia is (+61) 2 9374 7113 and our international telephone number is (+61) 2 9293 9270.

# Corporate governance

## Introduction

This Corporate Governance Statement, which has been approved by the Board, describes our corporate governance framework, policies and practices as at 7 November 2016.

### Framework and approach

Our approach to corporate governance is based on a set of values and behaviours that underpin day-to-day activities, provide transparency and fair dealing and seek to protect stakeholder interests.

This approach includes a commitment to excellence in governance standards, which Westpac sees as fundamental to the sustainability of our business and our performance. It includes monitoring local and global developments in corporate governance and assessing their implications.

We have equity securities quoted on securities exchanges in Australia, New Zealand and the United States.

### Australia

The principal listing of Westpac ordinary shares is on the ASX, trading under the code WBC. Westpac also has hybrid securities, preference shares, capital notes, senior notes and subordinated notes listed on the ASX.

We comply with the ASX Corporate Governance Principles and Recommendations (third edition) (ASXCGC Recommendations) published by the ASX Limited s Corporate Governance Council (ASXCGC). We must also comply with the Corporations Act and, as an Authorised Deposit-taking Institution, with governance requirements prescribed by APRA under Prudential Standard CPS 510 Governance.

This Corporate Governance Statement addresses each of the ASXCGC Recommendations with an explanation of our corporate governance practices, demonstrating our compliance with each Recommendation.

Further details about the ASXCGC Recommendations can be found on the ASX website www.asx.com.au.

### New Zealand

Westpac s ordinary shares are also quoted on the NZX, which is the main board equity security market operated by NZX Limited. As an overseas listed issuer in New Zealand, we are deemed to satisfy and comply with the NZX Listing Rules, provided that we remain listed on the ASX and comply with the ASX Listing Rules.

The ASX, through the ASXCGC Recommendations and the NZX, through the NZX Corporate Governance Best Practice Code, have adopted similar comply or explain approaches to corporate governance. The ASXCGC Recommendations may, however, materially differ from the corporate governance rules and the principles of NZX s Corporate Governance Best Practice Code.

### United States

Westpac has American Depositary Shares (ADS) representing its ordinary shares quoted on the New York Stock Exchange (NYSE), trading under the symbol WBK. Under the NYSE Listing Rules, foreign private issuers (like Westpac) are permitted to follow home country practice in respect of corporate governance in lieu of the NYSE Listing

Rules. However, we are still required to comply with certain audit committee and additional notification requirements.

We comply in all material respects with all NYSE Listing Rules applicable to us.

Under the NYSE Listing Rules, foreign private issuers are required to disclose any significant ways in which their corporate governance practices differ from those followed by domestic US companies. We have compared our corporate governance practices to the corporate governance requirements of the NYSE Listing Rules and note the significant differences below.

The NYSE Listing Rules require that, subject to limited exceptions, shareholders be given the opportunity to vote on equity compensation plans and material revisions to those plans. In Australia, there are no laws or ASX Listing Rules that require shareholder approval of equity based incentive plans or individual grants under those plans (other than for Directors, including the Chief Executive Officer (CEO)).

Westpac s employee equity plans have been disclosed in the Remuneration Report in Section 9 of the Directors report, which is subject to a non-binding shareholder vote at the Annual General Meeting (AGM) and grants to our CEO are approved by shareholders. The details of all grants under our equity-based incentive plans have been disclosed in Note 37 of our financial statements for the year ended 30 September 2016.

The NYSE Listing Rules provide that the Board Nominations Committee s responsibilities should include selecting, or recommending that the Board select, the Director nominees for the next annual meeting for shareholders, and overseeing the evaluation of the Board. The Board, rather than the Board Nominations Committee, reviews and recommends the Director nominees for election at the AGM and undertakes an annual review of its performance.

# Corporate governance

## Governance framework

The diagram above shows Westpac s current governance framework, including the current Committees of the Board. From time to time, the Board may form other Committees or request Directors to undertake specific extra duties.

In addition, from time to time, the Board participates (either directly or through representatives) in due diligence committees in relation to strategic decisions, capital and funding activities.

The Executive Team, Disclosure Committee and Executive Risk Committees are not Board Committees (that is, they have no delegation of authority from the Board) but sit beneath the CEO and the Board Committees to implement Board-approved strategies, policies and management of risk across the Group.

The key functions of the Board and each of the Board Committees are outlined in this Corporate Governance Statement. All Board Committee Charters are available on our website at www.westpac.com.au/corpgov.

## Board, Committees and oversight of management

### Board of Directors

***Roles and responsibilities***

The Board Charter outlines the roles and responsibilities of the Board. Key responsibilities in summary are:

- approving the strategic direction of Westpac Group;
- evaluating Board performance and determining Board size and composition;
- considering and approving the Westpac Board Renewal Policy;
- appointing and determining the duration, remuneration and other terms of appointment of the CEO, Deputy CEO, Chief Financial Officer (CFO) and other Group Executives;
- determining the remuneration of persons whose activities in the Board s opinion affects the financial soundness of Westpac, any person specified by APRA, and any other person the Board determines;
- evaluating the performance of the CEO;
- succession planning for the Board, CEO and Group Executives;
- approving the appointment of Group Executives, General Manager Group Audit and Group General Counsel & Chief Compliance Officer and monitoring the performance of senior management;
- approving the annual targets and financial statements and monitoring performance against forecast and prior periods;
- determining our dividend policy;
- determining our capital structure;
- approving our risk management strategy and frameworks, and monitoring their effectiveness;
- considering the social, ethical and environmental impact of our activities and monitoring compliance with our sustainability policies and practices;
- monitoring Workplace Health and Safety (WHS) issues in the Group and considering appropriate WHS reports and information;
- maintaining an ongoing dialogue with Westpac s external auditor and, where appropriate, principal regulators; and
- internal governance, including delegated authorities, policies for appointments to our controlled entity boards and monitoring resources available to senior executives.

***Delegated authority***

The Constitution and the Board Charter enable the Board to delegate to Committees and management.

The roles and responsibilities delegated to the Board Committees are captured in the Charters of each of the five established Committees, namely:

- Audit;

- Risk & Compliance;
- Nominations;
- Remuneration; and
- Technology.

The Board Charter, Board Committee Charters and the Constitution are available on our website at www.westpac.com.au/corpgov.

The Delegated Authority Policy Framework outlines principles to govern decision-making within the Westpac Group, including appropriate escalation and reporting to the Board. The Board has also delegated to the CEO, and through the CEO to other executives, responsibility for the day-to-day management of our business. The scope of, and limitations to, management delegated authority is clearly documented and covers areas such as operating and capital expenditure, funding and securitisation, and lending. These delegations balance effective oversight with appropriate empowerment and accountability of management.

***Independence***

Together, the Board members have a broad range of relevant financial and other skills and knowledge, combined with the extensive experience necessary to guide our business. Details are set out in Section 1 of the Directors report.

All of our Non-executive Directors satisfy our criteria for independence, which align with the guidance provided in the ASXCGC Recommendations and the criteria applied by the NYSE and the US Securities and Exchange Commission (SEC).

The Board assesses the independence of our Directors on appointment and annually. Each Director provides an annual attestation of his or her interests and independence.

Directors are considered independent if they are independent of management and free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement. Materiality is assessed on a case by case basis by reference to each Director s individual circumstances rather than by applying general materiality thresholds.

Each Director is expected to disclose any business or other relationship that he or she has directly, or as a partner, shareholder or officer of a company or other entity that has an interest in Westpac or a related entity. The Board considers information about any such interests or relationships, including any related financial or other details, when it assesses the Director s independence.

# Corporate governance

***Size and membership of Board Committees as at 30 September 2016***

| | | Board Audit Committee | Board Risk & Compliance Committee Minimum three members | Board Nominations Committee | Board Remuneration Committee | Board Technology Committee |
|---|---|---|---|---|---|---|
| **Committee Composition1** | | **Minimum three members**<br>**All members are Independent Non-executive Directors**<br>**Chair is Independent Non-executive Director, who is not the Board Chairman** | **All members are Non-executive Directors**<br>**Majority of members are Independent Directors**<br>**Chair is Independent Director, who is not the Board Chairman** | **Composed of all Board Committee Chairs, Board Chairman and such other members as determined by the Board**<br>**All members are Independent Non-executive Directors**<br>**Chair determined by the Board** | **Minimum three members**<br>**All members are Independent Non-executive Directors**<br>**Chair determined by the Board** | **Minimum three members**<br>**Maximum one Executive Director**<br>**All other members are Independent Non-executive Directors**<br>**Chair determined by the Board** |
| **Lindsay Maxsted** | Chairman, Non-executive, Independent | ü | ü | **Chair** ü | | |
| **Brian Hartzer** | CEO, Executive | | | | | ü |
| **Elizabeth Bryan** | Non-executive, Independent | | **Chair** ü | ü | ü | |
| **Ewen Crouch** | Non-executive, Independent | | ü | ü | **Chair** ü | |
| **Alison Deans** | Non-executive, Independent | | ü | | | ü |
| **Craig Dunn** | Non-executive, Independent | | ü | | ü | |
| **Robert Elstone** | Non-executive, Independent | ü | ü | | ü | |
| **Peter Hawkins** | Non-executive, Independent | ü | ü | ü | | **Chair** ü |
| **Peter Marriott** | Non-executive, Independent | **Chair** ü | ü | ü | | ü |

1 Composition requirements for each Committee are set out in the relevant Committee Charter.

***Chairman***

The Board elects one of the independent Non-executive Directors as Chairman. Our Chairman is Lindsay Maxsted, who became Chairman on 14 December 2011. The Chairman s role includes:

§ providing effective leadership to the Board in relation to all Board matters;

§ guiding the agenda and conducting all Board meetings;

§ in conjunction with the Company Secretaries, arranging regular Board meetings throughout the year, confirming that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors;

§ overseeing the process for appraising Directors and the Board as a whole;

§ overseeing Board succession;

§ acting as a conduit between management and the Board, and being the primary point of communication between the Board and CEO;

§ representing the views of the Board to the public; and

§ taking a leading role in creating and maintaining an effective corporate governance system.

***CEO***

Our CEO is Brian Hartzer. The CEO s role includes:

§ leadership of the management team;

§ developing strategic objectives for the business; and

§ the day-to-day management of the Westpac Group s operations.

***Board meetings***

The Board had nine scheduled meetings for the financial year ended 30 September 2016, with additional meetings held as required. In addition to the Board considering strategic matters at each Board meeting, the Board also discusses our strategic plan and approves our overall strategic direction on an annual basis. The Board also conducts a half year review of our strategy. The Board conducts workshops on specific subjects relevant to our business throughout the year. Board meetings are characterised by robust exchanges of views, with Directors bringing their experience and independent judgement to bear on the issues and decisions at hand.

Non-executive Directors regularly meet without management present, so that they can discuss issues appropriate to such a forum. In all other respects, senior executives are invited, where considered appropriate, to participate in Board meetings. They also are available to be contacted by Directors between meetings.

Meetings attended by Directors for the financial year ended 30 September 2016 are reported in Section 8 of the Directors report.

***Nomination and appointment***

As set out in its Charter, the Board Nominations Committee is responsible for:

§ developing and reviewing policies on Board composition, strategic function and size;

§ reviewing and making recommendations to the Board annually on diversity generally within the Group, measurable objectives for achieving diversity and progress in achieving those objectives;

§ planning succession of the Non-executive Directors;

§ reviewing the process for the orientation and education of new Directors and any continuing education for existing Directors;

§ reviewing eligibility criteria for the appointment of Directors;

§ recommending the appointment of Directors to the Board; and

§ considering and recommending candidates for appointment to the Boards of relevant subsidiaries (including Westpac New Zealand Limited and our wealth businesses).

***Board skills, experience and attributes***

Westpac seeks to maintain a Board of Directors with a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Group. In addition, Westpac seeks to maintain a diverse Board which, at a minimum, collectively has the skills and experience detailed in Figure 1 overleaf. Figure 1 also illustrates Board tenure and diversity.

| Corporate governance |
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*Figure 1*

The Board Nominations Committee considers and makes recommendations to the Board on candidates for appointment as Directors. Such recommendations pay particular attention to the mix of skills, experience, expertise, diversity and other qualities of existing Directors, and how the candidate s attributes will balance and complement those qualities and address any potential skills gaps in light of the evolving strategic direction of the Group. External consultants are used to access a wide base of potential Directors.

Board appointments are also made with regard to the Group s Service Revolution vision and five strategic priorities of:

§ service leadership;

§ digital transformation;

§ performance discipline;

§ targeted growth; and

§ workforce revolution.1

Prior to a Director s appointment or consideration for election or re-election by shareholders, Westpac conducts due diligence and provides shareholders with all material information relevant to a decision on whether or not to elect or re-elect a Director.

New Directors receive an induction pack which includes a letter of appointment setting out the expectations of the role, conditions of appointment including the expected term of appointment, and remuneration. This letter conforms to the ASXCGC Recommendations.

***Term of office***

The Board may appoint a new Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed fifteen Non-executive Directors and three Executive Directors. Except for the Managing Director, a Director appointed by the Board holds office only until the close of the next AGM but is eligible for election by shareholders at that meeting.

Our Constitution states that at each AGM, one-third of eligible Directors, and any other Director who has held office for three or more years since their last election, must retire. In determining the number of Directors to retire by rotation, no account is to be taken of Directors holding casual vacancy positions or of the CEO. The Directors to retire by rotation are those who have been the longest in office. A retiring Director holds office until the conclusion of the meeting at which he or she retires but is eligible for re-election by shareholders at that meeting. The Board makes recommendations concerning the election or re-election of any Director by shareholders. In considering whether to support a candidate, the Board takes into account the results of the Board performance evaluation conducted during the year.

The Westpac Board Renewal Policy limits the maximum tenure of office that any Non-executive Director other than the Chairman may serve to nine years, from the date of first election by shareholders. The maximum tenure for the

Chairman is twelve years (inclusive of any term as a Director prior to being elected as Chairman), from the date of first election by shareholders. The Board, on its initiative and on an exceptional basis, may exercise discretion to extend the maximum terms specified above where it considers that such an extension would benefit the Group. Such discretion will be exercised on an annual basis and the Director concerned will be required to stand for re-election annually.

***Director induction and continuing education***

All new Directors participate in an induction program to familiarise themselves with our business and strategy, culture and values and any current issues before the Board. The induction program includes meetings with the Chairman, the CEO, the Board Committee Chairs and each Group Executive.

The Board encourages Directors to undertake continuing education and training to develop and maintain the skills and knowledge needed to perform their role as Directors effectively, including by participating in workshops held throughout the year, attending relevant site visits and undertaking relevant external education.

***Access to information and advice***

All Directors have unrestricted access to company records and information, and receive regular detailed financial and operational reports from senior management. Each Director also enters into an access and indemnity agreement which, among other things, provides for access to documents for up to seven years after his or her retirement as a Director.

The Chairman and other Non-executive Directors regularly consult with the CEO, CFO and other senior executives, and may consult with, and request additional information from, any of our employees.

All Directors have access to advice from senior internal legal advisors including the Group General Counsel & Chief Compliance Officer.

In addition, the Board collectively, and all Directors individually, have the right to seek independent professional advice, at our expense, to help them carry out their responsibilities. While the Chairman s prior approval is needed, it may not be unreasonably withheld.

1 For further information about the Service Revolution and our strategic priorities please refer to Information on Westpac in Section 1.

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***Company Secretaries***

Westpac has two Company Secretaries:

§ Since 1 October 2016, the Senior Company Secretary is our Group General Counsel & Chief Compliance Officer.1 The Senior Company Secretary attends Board and Board Committee meetings and is responsible for providing Directors with advice on legal and corporate governance issues.

§ The Group Company Secretary also attends Board and Board Committee meetings and is responsible for the operation of the secretariat function, including implementing our governance framework and, in conjunction with management, giving practical effect to the Board s decisions. The Group Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Profiles of our Company Secretaries for the financial year ended 30 September 2016 are set out in Section 1 of the Directors report.

**Board Committees**

***Composition and independence***

Board Committee members are chosen for the skills and experience they can contribute to the respective Board Committees and their qualifications are set out in Section 1 of the Directors report. The membership of each Board Committee is set out in the table entitled Size and membership of Board Committees as at 30 September 2016 in this Corporate Governance Statement. All of the Board Committees are comprised of independent Non-executive Directors, save for the Board Technology Committee, of which the CEO is also a member.

***Operation and reporting***

Scheduled meetings of the Board Committees occur quarterly, with the exception of the Board Technology Committee which has scheduled meetings three times a year. Each member s attendance at Board Committee meetings held during the financial year ended 30 September 2016 is reported in Section 8 of the Directors report. All Board Committees are able to meet more frequently as necessary. Each Board Committee is entitled to the resources and information it requires and has direct access to our employees and advisers. The CEO attends all Board Committee meetings, except where he has a material personal interest in a matter being considered. Senior executives and other selected employees are invited to attend Board Committee meetings as required. All Directors can receive all Board Committee papers and can attend any Board Committee meeting, provided there is no conflict of interest.

**Performance**

***Board, Board Committees and Directors***

The Board undertakes ongoing self-assessment as well as commissioning an annual performance review by an independent consultant.

The review process conducted in 2016 included an assessment of the performance of the Board, the Board Committees and each Director, with outputs collected, analysed and presented to the Board. The Board discussed the results and agreed follow up action on matters relating to Board composition, process and priorities.

The Chairman also discusses the results with individual Directors and Board Committee Chairs. The full Board (excluding the Chairman) reviews the results of the performance review of the Chairman and results are then privately discussed by the Chairman of the Board Risk & Compliance Committee with the Chairman.

***Management***

The Board, in conjunction with its Board Remuneration Committee, is responsible for approving the performance objectives and measures for the CEO and other senior executives, and providing input into the evaluation of performance against these objectives. The Board Risk & Compliance Committee also refers to the Board Remuneration Committee any matters that come to its attention that are relevant with respect to remuneration policy or practices.

Management performance evaluations for the financial year ended 30 September 2016 were conducted following the end of the financial year.

There is a further discussion on performance objectives and performance achieved in the Remuneration Report in Section 9 of the Directors report.

All new senior executives receive a letter of appointment setting out the conditions and expectations of the role, together with an extensive briefing on our strategies and operations and the respective roles and responsibilities of the Board and senior management.

**Advisory Boards**

Westpac has established Advisory Boards for its operations in Asia and for each of BankSA and Bank of Melbourne, to advise management on the strategies and initiatives of those businesses within the overall Group strategy.

Responsibilities of the Advisory Boards include:

§ providing advice to management on management s strategies and initiatives to continue to strengthen the position and identity of the business;

§ providing advice to management of the relevant business so as to promote and preserve its distinct position and identity and align business values with those of the relevant communities served;

- considering and assessing reports provided by management on the health of the relevant business;

1 The Group General Counsel & Chief Compliance Officer was appointed as Senior Company Secretary effective 1 October 2016, following the retirement of former Senior Company Secretary, John Arthur.

§ acting as ambassadors for the business, including by supporting community and major corporate promotional events to assist in building relationships with the bank s customers, local communities and the business and government sector, and advising senior management on community matters relevant to the provision of financial services in the community it serves; and

§ alerting management to local market opportunities and issues of which Advisory Board members are aware that would enhance the provision of services to customers and potential customers and the position of the bank in its local communities.

## Ethical and responsible decision-making

### Code of Conduct and Principles for Doing Business

Our Code of Conduct (Code) describes the standards of conduct expected of our people, both employees and contractors. The seven principles making up the Code are:

§ we act with honesty and integrity;

§ we comply with laws and with our policies;

§ we do the right thing by our customers;

§ we respect confidentiality and do not misuse information;

§ we value and maintain our professionalism;

§ we work as a team; and

§ we manage conflicts of interest responsibly.

The Code provides a set of guiding principles to help us make the right decisions ensuring we uphold the reputation of the Group. As employees of the banking and finance industry, we are also committed to creating greater accountability, transparency and trust with our customers and the broader community. With that in mind, the principles within our Code also reflect the community s expectations of us, such as those outlined in the Banking and Finance Oath. The Code has the full support of the Board and the Executive Team and we take compliance with the Code very seriously.

Our Principles for Doing Business (Principles) underpin the Group s commitment to sustainable business practice and community involvement. In summary:

- we believe our success depends on the trust and confidence placed in us by our customers, people, shareholders, suppliers, advisers and the community;
- we believe in maintaining the highest level of governance and ethical practice while protecting the interests of our stakeholders;
- we believe in putting our customers at the centre of everything we do;
- we believe our people are a crucial element of a successful service business;
- we are committed to managing our direct and indirect impacts on the environment;
- we believe being actively involved in our community is fundamental to the sustainability of our business; and
- we believe our suppliers should be viewed as partners in our sustainability journey.

The Principles align with key global initiatives that promote responsible business practices. The Principles apply to all Directors, employees and contractors.

We also have the following frameworks in place which apply to support both our Code and Principles, internally and externally across our value chain:

- a range of internal guidelines, policies, frameworks, communications and training processes and tools, including an online learning module entitled Doing the Right Thing ; and
- a range of externally-facing codes, frameworks, operating principles, policies, and position statements, addressing issues such as human rights, climate change and the environment.

**Key policies**

We have a number of key policies to manage our regulatory compliance and human resource requirements. We also voluntarily subscribe to a range of external industry codes, such as the Code of Banking Practice and the ePayments Code.

**Code of Ethics for Senior Finance Officers**

The Code of Accounting Practice and Financial Reporting complements our own Code. The Code of Accounting Practice and Financial Reporting is designed to assist our CEO, CFO and other principal financial officers in applying the highest ethical standards to the performance of their duties and responsibilities with respect to accounting practice and financial reporting by requiring those officers to:

§ act honestly and ethically, particularly with respect to conflicts of interest;

§ provide full, fair, accurate and timely disclosure in reporting and other communications;

§ comply with applicable laws, rules and regulations;

§ promptly report violations of the Code; and

§ be accountable for adherence to the Code.

**Conflicts of interest**

The Group has a detailed conflicts of interest framework, which includes a Group policy supported by specific divisional policies and guidelines aimed at identifying and managing actual, potential or apparent conflicts of interest.

The conflicts of interest framework includes a separate Westpac Group Gifts and Hospitality Policy. This Policy provides our employees with guidance to manage their obligations relating to the giving and receiving of gifts or hospitality.

***The Board***

All Directors are required to disclose any actual, potential or apparent conflicts of interest upon appointment and are required to keep these disclosures to the Board up to date.

Any Director with a material personal interest in a matter being considered by the Board must declare their interest and, unless the Board resolves otherwise, may not be

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present during the boardroom discussions or vote on the relevant matter.

***Our employees and contractors***

We expect our employees and contractors to:

§ have in place adequate arrangements for the management of actual, potential or apparent conflicts of interest;

§ obtain consent from senior management before accepting a directorship on the board of a non-Westpac Group company;

§ disclose any material interests they have with our customers or suppliers to their manager and not be involved with customer relationships where they have such an interest;

§ not participate in business activities outside their employment with us (whether as a principal, partner, director, agent, guarantor, investor or employee) without approval or when it could adversely affect their ability to carry out their duties and responsibilities; and

§ not solicit, provide facilitation payments, accept or offer money, gifts, favours or entertainment that might influence, or might appear to influence, their business judgement.

**Fit and Proper Person assessments**

We have a Board-approved Westpac Group Fit and Proper Policy that meets the requirements of the related APRA Prudential Standards. In accordance with that Policy, we assess the fitness and propriety of our Directors and also of individuals who perform specified statutory roles required by APRA Prudential Standards or ASIC licensing requirements. The Chairman of the Board (and in the case of the Chairman, the Board) is responsible for assessing the Directors and Non-executive Directors of the Westpac and subsidiary Boards, Group Executives, external auditors and actuaries. An executive Fit and Proper Committee is responsible under delegated authority of the Westpac Board for undertaking assessments of all other employees who hold statutory roles. In all cases, the individual is asked to provide a detailed declaration and background checks are completed.

**Concern reporting and whistleblower protection**

Under the Westpac Group Whistleblower Protection Policy, our employees and contractors are encouraged to raise any concerns about activities or behaviour that may be unlawful or unethical. The Whistleblower Protection Policy outlines all reporting channels, including our concern reporting system Concern Online , which enables reporting on an anonymous basis. Concerns may include suspected breaches of our Code, Westpac policies or regulatory requirements.

Employees who raise concerns may choose to involve the Whistleblower Protection Officer, who is responsible for protecting the employee or contractor against victimisation as a result of making a report.

We investigate reported concerns in a manner that is fair and objective to all people involved. If the investigation shows that wrongdoing has occurred, we are committed to changing our processes and taking action in relation to employees or contractors who have behaved incorrectly.

Outcomes may also involve reporting the matter to relevant authorities and regulators.

Statistics about concerns raised are reported quarterly to both the Board Risk & Compliance Committee and the Westpac Group Executive Risk Committee.

**Securities trading**

Under the Westpac Group Securities Trading Policy, Directors, employees and contractors (and their associates ) are prohibited from dealing in any securities and other financial products if they possess inside information. They are also prohibited from passing on inside information to others who may use that information to trade in securities. In addition, Directors and any employees or contractors who, because of their seniority or the nature of their position, may have access to material non-public information about Westpac (known as Prescribed Employees) are subject to further restrictions, including prohibitions on trading prior to and immediately following annual and half year results announcements.

We manage and monitor these obligations through:

§ the insider trading provisions of our Policy, which prohibit any dealing in any securities where a Director or employee has access to inside information that may affect the price of those securities;

§ restrictions limiting the periods in which the Directors and Prescribed Employees can trade in Westpac securities and other Westpac financial products (Blackout Periods);

§ placing limitations upon Directors, employees and contractors participating in a new product issue where their position puts them in an actual, potential or apparent position of conflict of interest;

§ requiring Directors and Prescribed Employees to either obtain approval or notify their intention to trade outside Blackout Periods and confirm that they have no inside information;

§ monitoring the trading of Westpac securities by Directors and Prescribed Employees;

- maintaining a register of Prescribed Employees, which is regularly updated;
- notifying ASX of trades by Directors of Westpac securities as required under the ASX Listing Rules; and
- forbidding employees from entering into hedging arrangements in relation to their unvested employee shares or securities, whether directly or indirectly.

**Diversity**

Westpac has an Inclusion & Diversity Policy that sets out the inclusion and diversity initiatives for the Group. In this context, diversity covers both the visible and invisible differences that make our employees unique. Whether that be by gender, gender identity, age, ethnicity, accessibility requirements, cultural background, sexual orientation or religious beliefs, or the differences we have based on our experiences, insights and perspectives.

The objectives of the policy are to ensure that the Group:

- has a workforce profile that delivers competitive advantage through the ability to garner a deep understanding of customer needs;
- has a truly inclusive workplace where every individual can shine regardless of gender, cultural identity, age, work style or approach;
- leverages the value of diversity for all our stakeholders to deliver the best customer experience, improved financial performance and a stronger corporate reputation; and
- continues to take a leadership position on inclusion and diversity practices and setting the agenda in the external community.

To achieve these objectives, the Group:

- has set Board-determined, measurable objectives for achieving gender diversity. The Board assesses annually both the objectives and progress in achieving them;
- assesses pay equity on an annual basis;
- encourages and supports the application of flexibility policies into practice across the business;
- is committed to proactively assisting Indigenous Australians wishing to access employment across our brands;
- implements our Accessibility Action Plan for employees and customers with a disability, including by ensuring employment opportunities are accessible for people with disabilities; and
- actively promotes an environment of inclusion for lesbian, gay, bisexual, transgender and intersex (LGBTI) employees.

The implementation of these objectives is overseen by the Westpac Group Inclusion & Diversity Council, which is chaired by the CEO.

The Board, or an appropriate Board Committee, receives regular updates from the Inclusion & Diversity Council on diversity initiatives.

During the financial year ended 30 September 2016, the Inclusion & Diversity Governance Framework was implemented and resulted in the establishment of:

§ Inclusion & Diversity Business Unit Councils, chaired by the relevant Group Executive of that business unit; and

§ the Inclusion & Diversity Working Group, consisting of appointed general manager representatives across each business unit and supported by an external consultant.

We continue to listen to the needs of our employees through the engagement of our employee action groups, our employee surveys and bi-annual diversity focused surveys.

In October 2010, the Board set a measurable objective to increase the proportion of women in leadership roles (over 5,000 leaders from our Executive Team through to our bank managers) from 33% to 40% by 2014, which was achieved

in September 2012, two years ahead of schedule. Westpac now strives for a market-leading target of 50% women in leadership by 30 September 2017.

At 30 September 2016, the proportion of women employed by the Group was as follows:

§ Board of Directors: 22%;

§ leadership1 roles: 48%; and

§ total Westpac workforce: 58%.

In addition to the Group s commitment to achieving its targets, in 2015 our CEO signed up as a Pay Equity Ambassador through the Workplace Gender Equality Agency.

1 Women in Leadership refers to the proportion of women (permanent and maximum term) in people leadership roles or senior roles of influence as a proportion of all leaders across the Group. It includes the Executive Team, General Managers, Senior Managers as direct reports to General Managers and the next two levels of management.

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## Sustainability

We view sustainable and responsible business practices as important for our business and shareholder value. Sustainability is about managing risks and opportunities in a way that best balances the long term needs of all our stakeholders our customers, employees, suppliers, investors and community partners as well as the wider community and the environment at large.

Our management of sustainability aims to address the matters that we believe are the most material for our business and stakeholders, now and in the future. We also understand that this is an evolving agenda and seek to progressively embed the management of sustainability matters into business as usual practice, while also anticipating and shaping emerging social issues where we have the skills and experience to make a meaningful difference and drive business value.

### Reporting

We report on the most material sustainability matters to Westpac, details of how we manage the associated risks and opportunities and our performance against our sustainability strategy in the Annual Review and Sustainability Report, this Annual Report, the Sustainability Performance Report and the full year and half year ASX results.

Our sustainability reporting is subject to independent limited assurance, performed in accordance with the Australian Standard on Assurance Engagements 3000 (revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ( ASAE 3000 ). The AA1000 AccountAbility Principles Standard and the Global Reporting Initiative G4 Guidelines are also used by the assurance provider to test the extent to which sustainability policies and processes are embedded across the organisation.

## Financial reporting

### Approach to financial reporting

Our approach to financial reporting reflects three core principles:

§ that our financial reports present a true and fair view;

§ that our accounting methods comply with applicable accounting standards and policies; and

§ that our external auditor is independent and serves security holders interests.

The Board, through the Board Audit Committee, monitors Australian and international developments relevant to these principles, and reviews our practices accordingly.

The Board delegates oversight responsibility for risk management between the Board Audit Committee and the Board Risk & Compliance Committee. Similarly, the Board delegates oversight responsibility for the preparation of remuneration reports and disclosures to the Board Remuneration Committee.

**Board Audit Committee**

As detailed in its charter, the Board Audit Committee has oversight of:

§ the integrity of the financial statements and financial reporting systems and matters relating to taxation risks;

§ the external audit engagement, including the external auditor s qualifications, performance, independence and fees;

§ performance of the internal audit function;

§ financial reporting and compliance with prudential regulatory reporting. With reference to the Board Risk & Compliance Committee, this includes an oversight of regulatory and statutory reporting requirements; and

§ procedures for the receipt, retention and treatment of financial complaints, including accounting, internal controls or auditing matters, and the confidential reporting by employees of concerns regarding accounting or auditing matters.

The Board Audit Committee reviews, discusses with management and the external auditor, and assesses:

§ any significant financial reporting issues and judgements made in connection with the preparation of the financial reports;

§ the processes used to monitor and comply with laws, regulations and other requirements relating to external reporting of financial and non-financial information;

§ the major financial risk exposures; and

§ the process surrounding the disclosures made by the CEO and CFO in connection with their personal certifications of the annual financial statements.

In addition, the Board Audit Committee maintains an ongoing dialogue with the external auditor, including regarding those matters that are likely to be designated as Key Audit Matters in the external auditor s report. Key Audit Matters are those matters which, in the opinion of the external auditor, are of the most significance in their audit of the financial report.

As part of its oversight responsibilities, the Board Audit Committee also conducts discussions with a wide range of internal and external stakeholders including:

§ the Board Risk & Compliance Committee, CFO, Chief Risk Officer (CRO), General Manager Group Audit, management and the external auditor, about our major financial risk exposures and the steps management has taken to monitor and control such exposures;

§ the General Manager Group Audit and external auditor concerning their audits and any significant findings, and the adequacy of management s responses;

§ management and the external auditor concerning the half year and annual financial statements;

§ management and the external auditor regarding any correspondence with regulators or government agencies, and reports which raise material issues or

could impact on matters regarding the Westpac Group s financial statements or accounting policies; and

§ the Group General Counsel & Chief Compliance Officer regarding any legal matters that may have a material impact on, or require disclosure in, the financial statements.

Periodically, the Board Audit Committee consults with the external auditor without the presence of management about internal controls over financial information, reporting and disclosure and the fullness and accuracy of Westpac s financial statements. The Board Audit Committee also meets with the General Manager Group Audit without management being present.

**Financial knowledge**

The Board Audit Committee comprises four independent, Non-executive Directors and is chaired by Peter Marriott.

All Board Audit Committee members have appropriate financial experience, an understanding of the financial services industry and satisfy the independence requirements under the ASXCGC Recommendations, the United States Securities Exchange Act of 1934 (as amended) and its related rules, and the NYSE Listing Rules.

The Board has determined that Mr Marriott, member of the Board Audit Committee, is an audit committee financial expert and independent in accordance with US securities law.

The designation of Mr Marriott as an audit committee financial expert does not impose duties, obligations or liability on him that are greater than those imposed on him as a Board Audit Committee member, and does not affect the duties, obligations or liability of any other Board Audit Committee member or Board member. Audit committee financial experts are not deemed as an expert for any other purpose.

**CEO and CFO assurance**

The Board receives regular reports from management about our financial condition and operational results, as well as that of our controlled entities. Before the Board approves the financial statements for a financial period, the CEO and the CFO provide formal statements to the Board, and have done so for the financial year ended 30 September 2016, that state that in all material respects:

§ Westpac s financial records have been properly maintained in that they:

correctly record and explain its transactions, and financial position and performance;

enable true and fair financial statements to be prepared and audited; and

are retained for seven years after the transactions covered by the records are completed;

§ the financial statements and notes comply with the appropriate accounting standards;

§ the financial statements and notes give a true and fair view of Westpac s and its consolidated entities financial position and of their performance;

§ any other matters that are prescribed by the Corporations Act and regulations as they relate to the financial statements and notes are satisfied; and

§ the declarations provided in accordance with section 295A of the Corporations Act are founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risks.

**External auditor**

The role of the external auditor is to provide an independent opinion that our financial reports are true and fair, and comply with applicable regulations.

Our external auditor is PricewaterhouseCoopers (PwC), appointed by shareholders at the 2002 Annual General Meeting (AGM). Our present PwC lead audit partner is Michael Codling and the quality review partner is Wayne Andrews. Mr Codling and Mr Andrews assumed responsibility for these roles in December 2011 and January 2015, respectively.

The external auditor receives all Board Audit Committee, Board Risk & Compliance Committee and Board Technology Committee papers, attends all meetings of these committees and is available to Committee members at any time. The external auditor also attends the AGM to answer questions from shareholders regarding the conduct of its audit, the audit report and financial statements and its independence.

As our external auditor, PwC is required to confirm its independence and compliance with specified independence standards on a quarterly basis.

We strictly govern our relationship with the external auditor, including restrictions on employment, business relationships, financial interests and use of our financial products by the external auditor.

**Engagement of the external auditor**

To avoid possible independence or conflict issues, the external auditor is not permitted to carry out certain types of non-audit services for Westpac and may be limited as to the extent to which it can perform other non-audit services as specified in our Pre-approval of engagement of PwC for audit and non-audit services (Guidelines). Use of the external audit firm for any non-audit services must be assessed and approved in accordance with the pre-approval process determined by the Board Audit Committee and set out in the Guidelines.

The breakdown of the aggregate fees billed by the external auditor in respect of each of the two most recent financial years for audit, audit-related, tax and other services is provided in Note 39 to our financial statements for the year ended 30 September 2016. A declaration regarding the Board s satisfaction that the provision of non-audit services by PwC is compatible with the general standards of auditor independence is provided in Section 10 of the Directors report.

**Group Audit (internal audit)**

Group Audit is Westpac s internal audit function and includes the Credit Portfolio Review team, both of which provide the Board and Executive Management with an independent and objective evaluation of the adequacy and effectiveness of management s control over risk. Group Audit is governed by

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a Charter approved by the Board Audit Committee that sets out the purpose, role, scope and high level standards for the function. Group Audit covers the governance, risk management and internal control frameworks of Westpac and our wholly owned subsidiaries. It has access to all of our wholly owned entities and conducts audits and reviews following a risk-based planning approach. The General Manager Group Audit has a direct reporting line to the Chairman of the Board Audit Committee and an administrative line to the Chief Financial Officer. Group Audit also has direct access to the Chief Executive Officer.

Group Audit s responsibilities include providing regular reports to the Board Audit Committee and, as deemed appropriate, the Board Risk & Compliance Committee, and raising any significant issues with those committees.

## Market disclosure

We maintain a level of disclosure that seeks to provide all investors with equal, timely, balanced and meaningful information. Consistent with these standards, the Group maintains a Board-approved Market Disclosure Policy, which governs how we communicate with our shareholders and the investment community.

The policy reflects the requirements of the ASX, NZX and other offshore stock exchanges where we have disclosure obligations, as well as relevant securities and corporations legislation. Under our policy, information that a reasonable person would expect to have a material effect on the price or value of our securities must first be disclosed via the ASX unless an exception applies under regulatory requirements.

Our Disclosure Committee is responsible for determining what information should be disclosed publicly under the policy, and for assisting employees in understanding what information may require disclosure to the market on the basis that it is price sensitive. The Disclosure Committee is comprised of the CEO, the Executive Team and the General Manager, Corporate Affairs and Sustainability.

Since 1 October 2016, the Group General Counsel & Chief Compliance Officer is the Disclosure Officer.[1] The Disclosure Officer is ultimately responsible for all communication with relevant stock exchanges and notifying regulators in any jurisdiction as a result of market disclosure.

Once relevant information is disclosed to the market and available to investors, it is also published on our website. This includes investor discussion packs, presentations on and explanations about our financial results. Our website information also includes Annual Review and Sustainability Reports, Annual Reports, results announcements, CEO and executive briefings (including webcasts, recordings or transcripts of all major events), notices of meetings and key media releases.

1 The Group General Counsel & Chief Compliance Officer was appointed as Disclosure Officer effective 1 October 2016, following the retirement of Westpac s Chief Operating Officer (and former Disclosure Officer), John Arthur.

## Shareholder communication and participation

We seek to keep shareholders fully informed about our business operations, performance and governance framework. As part of our investor relations program, these methods are regularly reviewed to continue to encourage effective two-way communication with shareholders and utilise new technologies. These approaches include:

§ direct communications via mail and email;

§ the publication of all relevant company information in the Investor Centre section of our website; and

§ access to all major market briefings and shareholder meetings via webcasts.

Shareholders are provided with advance notice of all major market briefings and shareholder meetings through ASX announcements. We also publish an investor calendar of events on our website.

Shareholders are given the option to receive information in print or electronic format from both Westpac and its share registry.

We regard our AGM as an important opportunity for engaging and communicating with shareholders. While shareholders are encouraged to attend and actively participate, the AGM is webcast and can also be viewed at a later time from our website. Shareholders who are unable to attend the AGM are able to lodge their proxies through a number of channels, including via mobile and the internet. At the time of receiving the Notice of Meeting, shareholders are also invited to put forward questions they would like addressed at the AGM.

## Risk management

### Roles and responsibilities

The Board is responsible for approving the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement and for monitoring the effectiveness of risk management by the Westpac Group. The Board has delegated to the Board Risk & Compliance Committee responsibility to: review and recommend the Westpac Group Risk Management Strategy and Westpac Group Risk Appetite Statement to the Board for approval; set risk appetite consistent with the Group Risk Appetite Statement; approve frameworks, policies and processes for managing risk; and review and, where appropriate, approve risks beyond the approval discretion provided to management.

The annual review of the Risk Management Strategy was completed by the Board Risk & Compliance Committee and was approved by the Board during the financial year ended 30 September 2016.

The Board Risk & Compliance Committee monitors the alignment of the Westpac Group s risk profile and controls with risk appetite (as defined in the Group Risk Appetite Statement) and reviews and monitors capital levels for consistency with the Group s risk appetite. The Board Risk & Compliance Committee receives regular reports from management on the effectiveness of our management of Westpac s material risks. More detail about the role of the Board Risk & Compliance Committee is set out later in this section under Board Risk & Compliance Committee .

The CEO and Executive Team are responsible for implementing our risk management strategy and frameworks, and for developing policies, controls, processes and procedures for identifying and managing risk in all of Westpac s activities.

We adopt a Three Lines of Defence approach to risk management, which reflects our culture of  risk is everyone s business  in which all employees are responsible for identifying and managing risk and operating within the Group s desired risk profile. Effective risk management enables us to:

§ accurately measure our risk profile and balance risk and reward within our risk appetite, optimising financial growth opportunities and mitigating potential loss or damage;

§ protect Westpac s depositors, policyholders and investors by maintaining a strong balance sheet;

§ embed adequate controls to guard against excessive risk or undue risk concentration; and

§ meet our regulatory and compliance obligations.

***The 1st Line of Defence  Risk identification, risk management and self-assurance***

Divisional business units are responsible for identifying, evaluating and managing the risks that they originate within approved risk appetite and policies. They are required to establish and maintain appropriate risk management controls, resources and self-assurance processes.

***The 2nd Line of Defence  Establishment of risk management frameworks and policies and risk management oversight***

Our 2nd Line of Defence comprises separate risk and compliance advisory, control, assurance and monitoring functions, which establish frameworks, policies, limits and processes for the management, monitoring and reporting of risk. The 2nd Line of Defence may approve risks outside the authorities granted to the 1st Line and also evaluate and opine on the adequacy and effectiveness of 1st Line controls and application of frameworks and policies and, where necessary, require improvement and monitor the 1st Line s progress toward remediation of identified deficiencies.

***The 3rd Line of Defence  Independent assurance***

Group Audit is an independent assurance function that evaluates and opines on the adequacy and effectiveness of both 1st and 2nd Line risk management approaches and tracks remediation progress, with the aim of providing the Board, and senior executives, with comfort that the Group s governance, risk management and internal controls are operating effectively.

Our overall risk management approach is summarised in the following diagram:

Our overall risk management governance structure is set out in more detail in the table Risk Management Governance Structure included in this Corporate Governance Statement.

We distinguish six main types of risk:

§ credit risk the risk of financial loss where a customer or counterparty fails to meet their financial obligations to Westpac;

§ liquidity risk the risk that the Group will be unable to fund assets and meet obligations as they become due;

§ market risk the risk of an adverse impact on earnings resulting from changes in market factors, such as foreign exchange rates, interest rates, commodity prices or equity prices. This includes interest rate risk in the banking book - the risk to interest income from a mismatch between the duration of assets and liabilities that arises in the normal course of business activities;

§ conduct risk the risk that the provision of our services and products results in unsuitable or unfair outcomes for our stakeholders or undermines market integrity;

§ operational risk the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition is aligned to the regulatory (Basel II) definition, including legal and regulatory risk but excluding strategic and reputation risk; and

§ compliance risk the risk of legal or regulatory sanction, financial or reputational loss, arising from our failure to abide by the compliance obligations required of us.

In addition to, and linked to, these six main types of risk, we also manage the following risks:

§ business risk the risk associated with the vulnerability of a line of business to changes in the business environment;

§ sustainability risk the risk of reputational or financial loss due to failure to recognise or address material existing or emerging sustainability related environmental, social or governance issues;

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| Corporate governance |
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§ equity risk the potential for financial loss arising from movements in equity values. Equity risk may be direct, indirect or contingent;

§ insurance risk the risk of mis-estimation of the expected cost of insured events, volatility in the number or severity of insured events, and mis-estimation of the cost of incurred claims;

§ related entity (contagion) risk the risk that problems arising in other Westpac Group members compromise the financial and operational position of the authorised deposit-taking institution in the Westpac Group; and

§ reputation risk the risk of the loss of reputation, stakeholder confidence, or public trust and standing.

Westpac has received advanced accreditation from APRA and the RBNZ under the Basel II capital framework, and uses the Advanced Internal Ratings Based (AIRB) approach for credit risk and the Advanced Measurement Approach (AMA) for operational risk when calculating regulatory capital.

**Material exposure to economic, environmental and social sustainability risks**

Westpac s material exposures to economic, environmental and social sustainability risks are managed in accordance with our risk management strategy and frameworks.

**Board Risk & Compliance Committee**

The Board Risk & Compliance Committee comprises all of Westpac s independent, Non-executive Directors and is chaired by Elizabeth Bryan.

As set out in its charter, the Board Risk & Compliance Committee:

§ reviews and recommends the Risk Management Strategy and Group Risk Appetite Statement to the Board for approval;

§ sets risk appetite consistent with the Group Risk Appetite Statement;

§ approves the frameworks, policies and processes for managing risk;

§ reviews and approves the limits and conditions that apply to credit risk approval authority delegated to the CEO, CFO and CRO and any other officers of the Westpac Group to whom the Board has delegated credit approval authority;

§ monitors the alignment of the Westpac Group s risk profile and controls with risk appetite, and oversees the identification, management and reporting of risks inherent in the Westpac Group s operations;

§ monitors changes anticipated for the economic and business environment and other factors relevant to our risk profile and risk appetite; and

§ may approve risks beyond the approval discretion provided to management.

From the perspective of specific types of risk, the Board Risk & Compliance Committee s role includes:

§ credit risk approving key policies and limits supporting the Credit Risk Management Framework, and

monitoring the risk profile, performance and management of our credit portfolio;

§ liquidity risk approving key policies and limits supporting the Liquidity Risk Management Framework, including our annual funding strategy, recovery and resolutions plans and monitoring the liquidity position and requirements;

§ market risk approving key policies and limits supporting the Market Risk Management Framework, including, but not limited to, the Value at Risk and Net Interest Income at Risk limits, and monitoring the market risk profile;

§ operational risk approving key policies supporting the Operational Risk Management Framework and monitoring the performance of operational risk management and controls;

§ conduct risk reviewing and approving the Group s approach to the management of conduct risk and reviewing and monitoring of the performance of conduct risk management and controls;

§ reputation risk reviewing and approving the Reputation Risk Management Framework and reviewing the monitoring of the performance of reputation risk management and controls; and

§ compliance risk reviewing and approving the Compliance Risk Management Framework and reviewing compliance processes and our compliance with applicable laws, regulations and regulatory requirements, discussing with management and the external auditor any material correspondence with regulators or government agencies and any published reports that raise material issues, and reviewing complaints and whistleblower concerns.

The Board Risk & Compliance Committee also:

§ approves the Internal Capital Adequacy Assessment Process and in doing so reviews the outcomes of enterprise wide stress testing, sets the preferred capital ranges for regulatory capital and reviews and monitors capital levels for consistency with the Westpac Group s risk appetite;

§ provides relevant periodic assurances to the Board Audit Committee;

§ refers to other Board Committees any matters that come to the attention of the Board Risk & Compliance Committee that are relevant for those respective Board Committees; and

§ in its capacity as the Westpac Group s US Risk Committee, oversees the key risks, risk management framework and policies of the Group s US operations.

**Compliance Management Framework**

To proactively manage our compliance risks, we:

§ comply with our legal obligations, regulatory requirements, voluntary codes of practice to which we subscribe, and Group policies, including the Westpac Code of Conduct;

§ establish frameworks, policies and processes designed to manage, monitor and report compliance and to minimise the potential for breaches, fines or penalties, or loss of regulatory accreditations; and

§ ensure that appropriate remedial action is taken to address instances of non-compliance.

The Compliance Management Framework (the Framework) sets out our approach to managing compliance obligations and mitigating compliance risk, in order to operate within our compliance appetite and achieve our compliance objectives. It is an integral part of Westpac s Board-approved Risk Management Strategy and is supported by a number of key policies.

An effective Group compliance management system enables us to demonstrate our commitment to compliance and to comply with our compliance obligations. The approach we use to establish, implement, maintain, evaluate and improve our compliance management system includes:

§ strategy and scope business strategy, compliance appetite and scope of the compliance management system;

§ governance and accountability roles and responsibilities, governance, compliance culture and competence and training;

§ framework and documentation framework, policies and documentation supporting the compliance management system;

§ compliance planning management of compliance obligations, risks, controls, issues & incidents, and compliance monitoring and reporting; and

§ evaluation and improvement compliance performance measures, escalation and continual improvement.

As with other forms of risk, 1st Line management is primarily responsible for managing compliance. This is supported by an independent 2nd Line Compliance function, which reports to the Group General Counsel & Chief Compliance Officer. The Group General Counsel & Chief Compliance Officer is a member of the Westpac Group Executive Risk Committee, has direct access to the Chair of the Westpac Board Risk & Compliance Committee and regularly attends and presents to that Committee.

**Remuneration**

The Board Remuneration Committee assists the Board by ensuring that Westpac has coherent remuneration policies and practices that fairly and responsibly reward individuals having regard to performance, Westpac s risk management framework, the law and the highest standards of governance.

The Board Remuneration Committee has been in place for the whole of the financial year and is comprised of four independent Non-executive Directors and is chaired by Ewen Crouch. All members of the Board Remuneration Committee are also members of the Board Risk & Compliance Committee, which assists in the integration of effective risk management into the remuneration framework.

As set out in its charter, the Board Remuneration Committee:

- reviews and makes recommendations to the Board in relation to the Westpac Group Remuneration Policy (Group Remuneration Policy) and assesses the Group Remuneration Policy s effectiveness and its compliance with prudential standards;

- reviews and makes recommendations to the Board in relation to the individual remuneration levels of the CEO, Non-executive Directors, Group Executives, other Executives who report directly to the CEO, other persons whose activities in the Board s opinion affect the financial soundness of Westpac, any person specified by APRA, and any other person the Board determines;

- reviews and makes recommendations to the Board in relation to the remuneration structures for each category of persons covered by the Group Remuneration Policy;

- reviews and makes recommendations to the Board on corporate goals and objectives relevant to the remuneration of the CEO, and the performance of the CEO in light of these objectives;

- reviews and makes recommendations to the Board on the short-term and long-term incentive plans for Group Executives;

- reviews and makes recommendations to the Board in relation to approving equity based remuneration plans; and

- oversees general remuneration practices across the Group.

The Board Remuneration Committee reviews and recommends to the Board the size of variable reward pools each year based on consideration of pre-determined business performance indicators and the financial soundness of Westpac. The Board Remuneration Committee also approves remuneration arrangements outside of the Group Remuneration Policy relating to individuals or groups of individuals which are significant because of their sensitivity, precedence or disclosure implications. In addition, the Board Remuneration Committee considers and evaluates the performance of senior executives when making remuneration determinations and otherwise as required.

The Board Remuneration Committee also reviews and makes recommendations to the Board for the reduction or lapsing of incentive-based equity grants to employees, where subsequent information or circumstances indicate that the grant was not justified.

Independent remuneration consultants are engaged by the Board Remuneration Committee to provide information across a range of issues including remuneration benchmarking, market practices and emerging trends and regulatory reforms.

Further details of our remuneration framework are included in the Remuneration Report in Section 9 of the Directors report. The Board Remuneration Committee reviews and recommends the report for approval.

**Risk Management Governance Structure**

Westpac s risk management governance structure is set out in the table below:

| **Board** |
| --- |
| § approves our overall Westpac Group Risk Management Strategy and the Westpac Group Risk Appetite Statement. |
| **Board Risk & Compliance Committee (BRCC)** |
| § reviews and recommends the Risk Management Strategy and Group Risk Appetite Statement to the Board for approval;<br>§ sets risk appetite consistent with the Group Risk Appetite Statement;<br>§ approves the frameworks, policies and processes for managing risk;<br>§ reviews and approves the limits and conditions that apply to credit risk approval authority delegated to the CEO, Deputy CEO, CRO and any other officers of the Westpac Group to whom the Board has delegated credit approval authority;<br>§ monitors the alignment of the Westpac Group s risk profile and controls with risk appetite, and oversees the identification, management and reporting of risks inherent in the Westpac Group s operations;<br>§ monitors changes anticipated for the economic and business environment and other factors relevant to our risk profile and risk appetite; and<br>§ may approve risks beyond the approval discretion provided to management. |
| **Other Board Committees with a risk focus** |
| **Board Audit Committee**<br>§ oversees the integrity of financial statements and financial reporting systems, and matters relating to taxation risks.<br>**Board Remuneration Committee**<br>§ oversees remuneration policies and practices of the Westpac Group. |

**Board Technology Committee**

- oversees the implementation of the Westpac Group s technology strategy, including updates on major programs.

**Executive Team**

- executes the Board-approved strategy;
- delivers the Group s various strategic and performance goals within the approved risk appetite; and
- monitors key risks within each business unit, capital adequacy and the Group s reputation.

**Executive risk committees**

**Westpac Group Executive Risk Committee**

- leads the management and oversight of material risks across the Westpac Group within the context of the risk appetite approved by the Board;
- oversees the embedding of the Westpac Group Risk Management Strategy in the Group s approach to risk governance;
- oversees risk-related management frameworks and key supporting policies;
- oversees the Group s material risks;
- oversees reputation risk and sustainability risk management frameworks and key supporting policies; and
- identifies emerging risks and allocates responsibility for assessing impacts and implementing appropriate actions to address these.

**Westpac Group Asset & Liability Committee**

- leads the optimisation of funding and liquidity risk-reward across the Group;
- reviews the level and quality of capital to ensure that it is commensurate with the Group s risk profile, business strategy and risk appetite;
- oversees the Liquidity Risk Management Framework and key policies;
- oversees the funding and liquidity risk profile and balance sheet risk profile; and
- identifies emerging funding and liquidity risks and appropriate actions to address these.

**Risk Management Governance Structure (continued)**

**Executive risk committees (continued)**

**Westpac Group Credit Risk Committee**

§ leads the optimisation of credit risk-reward across the Group;

§ reviews and oversees the Credit Risk-related Risk Management Frameworks and key supporting policies;

§ oversees Westpac s credit risk profile;

§ identifies emerging credit risks, allocates responsibility for assessing impacts, and responds as appropriate; and

§ facilitates continuous improvement in credit risk management by providing a forum for testing risk tolerances and debating alternate approaches.

**Westpac Group Operational Risk Committee**

§ leads the optimisation of operational risk-reward across the Group;

§ reviews and oversees the Operational Risk Management Frameworks and key supporting policies;

§ oversees Westpac s operational risk profile; and

§ identifies emerging operational risks, and appropriate actions to address these.

**Westpac Group Remuneration Oversight Committee**

§ provides assurance that the remuneration arrangements across the Group have been examined from a People, Risk and Finance perspective;

§ is responsible for ensuring that risk is embedded in all key steps in our remuneration framework;

§ reviews and makes recommendations to the CEO for recommendation to the Board Remuneration Committee on the Group Remuneration Policy and provides assurance that remuneration arrangements across the Group encourage behaviour that supports Westpac s long-term financial soundness and the Risk Management Framework;

§ reviews and monitors the remuneration arrangements (other than for Group Executives) for Responsible Persons (as defined in the Group s Statutory Officers Fit and Proper Policy), risk and financial control personnel, and all other employees for whom a significant portion of total remuneration is based on performance and whose activities, either individually or collectively, may affect the financial soundness of Westpac; and

§ reviews and recommends to the CEO for recommendation to the Board Remuneration Committee the criteria and rationale for determining the total quantum of the Group variable reward pool.

## Risk and compliance functions

**Risk Function**

§ develops Group-wide risk management frameworks for approval by the BRCC;

§ directs the review and development of key policies supporting the risk management frameworks;

§ develops division-specific policies, risk appetite statements, controls, procedures, and monitoring and reporting capability that align to the frameworks approved by the BRCC;

§ establishes risk concentration limits and monitors risk concentrations; and

§ monitors emerging risk issues.

**Compliance Function**

§ develops the Group-level compliance framework for approval by the BRCC;

§ directs the review and development of compliance policies, compliance plans, controls and procedures;

§ monitors compliance and regulatory obligations and emerging regulatory developments; and

§ reports on compliance standards.

**Risk Management Governance Structure (continued)**

**Independent internal review**

**Group Audit**

- reviews the adequacy and effectiveness of management controls over risk.

**Divisional business units**

**Business Units**

- responsible for identifying, evaluating and managing the risks that they originate within approved risk appetite and policies; and
- establish and maintain appropriate risk management and compliance controls, resources and self-assurance processes.

# Directors report

Our Directors present their report together with the financial statements of the Group for the financial year ended 30 September 2016.

## 1. Directors

The names of the persons who have been Directors, or appointed as Directors, during the period since 1 October 2015 and up to the date of this report are: Lindsay Philip Maxsted, Brian Charles Hartzer, Elizabeth Blomfield Bryan, Ewen Graham Wolseley Crouch, Catriona Alison Deans (Alison Deans), Craig William Dunn, Robert George Elstone, Peter John Oswin Hawkins and Peter Ralph Marriott.

Particulars of the skills, experience, expertise and responsibilities of the Directors at the date of this report, including all directorships of other listed companies held by a Director at any time in the past three years immediately before 30 September 2016 and the period for which each directorship has been held, are set out below.

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| | **Name:** Lindsay Maxsted, DipBus (Gordon), FCA, FAICD<br><br>**Age:** 62<br><br>**Term of office:** Director since March 2008 and Chairman since December 2011.<br><br>**Date of next scheduled re-election:** December 2017.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** Transurban Group (since March 2008, and Chairman since August 2010), BHP Billiton Limited (since March 2011) and BHP Billiton plc (since March 2011). | **Other principal directorships:** Managing Director of Align Capital Pty Ltd and Director of Baker IDI Heart and Diabetes Institute Holdings Limited.<br><br>**Other interests:** Nil.<br><br>**Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:** Lindsay was formerly a partner at KPMG and was the CEO of that firm from 2001 to 2007. His principal area of practice prior to his becoming CEO was in the corporate recovery field managing a number of Australia s largest insolvency/workout/turnaround engagements including | Linter Textiles (companies associated with Abraham Goldberg), Bell Publishing Group, Bond Brewing, McEwans Hardware and Brashs. He is also a former Director and Chairman of the Victorian Public Transport Corporation.<br><br>**Westpac Board Committee membership:** Chairman of the Board Nominations Committee. Member of each of the Board Audit and Board Risk & Compliance Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Nil. |
| | **Name:** Brian Hartzer, BA, CFA<br><br>**Age:** 49<br><br>**Term of office:** Managing Director & Chief Executive Officer since February 2015.<br><br>**Date of next scheduled re-election:** Not applicable. | **Other interests:** Nil.<br><br>**Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:** Brian was appointed Managing Director & Chief Executive Officer in February 2015. Brian joined Westpac as Chief Executive, Australian Financial Services in June 2012 encompassing Westpac Retail & | Prior to that, he spent ten years with Australia and New Zealand Banking Group Limited (ANZ) in Australia in a variety of roles, including his final role as CEO, Australia and Global Segment Lead for Retail and Wealth. Before joining ANZ, Brian spent ten years as a financial services consultant in New York, San Francisco and Melbourne.<br><br>**Westpac Board Committee membership:** Member of the Board Technology Committee. |

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| | **Independent:** No.<br><br>**Current directorships of listed entities and dates of office:** Nil.<br><br>**Other principal directorships:** The Financial Markets Foundation for Children and Australian Bankers Association Incorporated. | Business Banking, St.George Banking Group and BT Financial Group. Prior to joining Westpac, Brian spent three years in the UK as CEO for Retail, Wealth and Ulster Bank at the Royal Bank of Scotland Group. | **Directorships of other listed entities over the past three years and dates of office:** Nil. |

# Directors report

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| | **Name:** Elizabeth Bryan AM, BA (Econ.), MA (Econ.)<br><br>**Age:** 70<br><br>**Term of office:** Director since November 2006.<br><br>**Date of next scheduled re-election:** Not applicable. Elizabeth Bryan will retire following the 2016 AGM.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** Insurance Australia Group Limited (Chairman since March 2016 and previously Deputy Chairman from June 2015 to March 2016) and Virgin Australia Holdings Limited (Chairman since May 2015). | **Other principal directorships:** Nil.<br><br>**Other interests:** Member of the Takeovers Panel, ASIC Director Advisory Panel and President of YWCA NSW.<br><br>**Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:** Elizabeth has wide experience on the boards of companies. Prior to becoming a professional director she served for six years as Managing Director of Deutsche Asset Management and its predecessor organisation, | NSW State Superannuation Investment and Management Corporation.<br><br>**Westpac Board Committee membership:** Chairman of the Board Risk & Compliance Committee. Member of each of the Board Nominations and Board Remuneration Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Caltex Australia Limited (July 2002 to December 2015). |
| | **Name:** Ewen Crouch AM, BEc (Hons.), LLB, FAICD<br><br>**Age:** 60<br><br>**Term of office:** Director since February 2013.<br><br>**Date of next scheduled re-election:** December 2016.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** BlueScope Steel Limited (since March 2013).<br><br>**Other principal directorships:** Chairman of Mission Australia.<br><br>**Other interests:** Member of the Commonwealth Remuneration Tribunal, Law Committee of the Australian Institute of Company Directors, Corporations Committee of the Law Council of Australia and Board member of the Sydney Symphony | **Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:** Ewen was a Partner at Allens from 1988 to 2013, where he was one of Australia s most accomplished mergers and acquisitions lawyers. He served as a member of the firm s board for 11 years, including four years as Chairman of Partners. His other roles at Allens included Co-Head Mergers and Acquisitions and Equity Capital Markets, Executive Partner, Asian offices and Deputy Managing Partner. He is now a Consultant to Allens. From 2010 to 2015, Ewen was a member of the Takeovers Panel. | In 2013, Ewen was awarded an Order of Australia in recognition of his significant service to the law as a contributor to legal professional organisations and to the community.<br><br>**Westpac Board Committee membership:** Chairman of the Board Remuneration Committee. Member of each of the Board Nominations and Board Risk & Compliance Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Nil. |

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| | **Name:** Alison Deans,<br>BA, MBA, GAICD<br><br>**Age:** 48<br><br>**Term of office:** Director since April 2014.<br><br>**Date of next scheduled re-election:** December 2017.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:**<br>Insurance Australia Group Limited (since February 2013) and Cochlear Limited (since January 2015).<br><br>**Other principal directorships:** kikki.K Holdings Pty Ltd.<br><br>**Other interests:** Senior Advisor, McKinsey & Company. | **Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:**<br>Alison has more than 20 years experience in senior management and consulting roles focused on e-commerce, media and financial services in Australia. During this time, Alison has held a number of senior executive roles including as the CEO of eCorp Limited, Hoyts Cinemas and eBay, Australia and New Zealand. She was the CEO of the technology-based investment company netus Pty Ltd, which was acquired by Fairfax Media Limited in 2012. | Alison was an Independent Director of Social Ventures Australia from September 2007 to April 2013.<br><br>**Westpac Board Committee membership:** Member of each of the Board Risk & Compliance and Board Technology Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Nil. |
| | **Name:** Craig Dunn,<br><br>BCom, FCA<br><br>**Age:** 53<br><br>**Term of office:** Director since June 2015.<br><br>**Date of next scheduled re-election:** December 2018.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** Telstra Corporation Limited (since April 2016).<br><br>**Other principal directorships:** Financial Literacy Australia Limited, Chairman of The Australian Ballet and Chairman of Stone and Chalk Limited.<br><br>**Other interests:** Member of the ASIC External Advisory Panel, Board member of each of the New South Wales Government s Financial Services Knowledge Hub and Jobs for New South Wales and Consultant to | **Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:**<br>Craig has more than 20 years experience in financial services, including as CEO of AMP Limited from 2008 to 2013. Craig was previously a Board member of the Australian Japanese Business Cooperation Committee, and former Chairman of the Investment and Financial Services Association (now the Financial Services Council). He was also a member of the Financial Services Advisory Committee, the Australian Financial Centre Forum, the Consumer and Financial Literacy Taskforce and a Panel member of the Australian Government s Financial System Inquiry. | Craig is currently the Chairman of the Australian Government s Fintech Advisory Group.<br><br>**Westpac Board Committee membership:** Member of each of the Board Risk & Compliance and Board Remuneration Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** AMP Limited (January 2008 to December 2013). |

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# Directors report

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| | **Name:** Robert Elstone,<br>BA (Hons.), MA (Econ.), MCom<br><br>**Age:** 63<br><br>**Term of office:** Director since February 2012.<br><br>**Date of next scheduled re-election:** December 2017.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** Nil.<br><br>**Other principal directorships:** University of Western Australia Business School.<br><br>**Other interests:** Adjunct Professor at the Business Schools of the Universities of Sydney and Western Australia. | **Other Westpac related entities directorships and dates of office:** Nil.<br><br>**Skills, experience and expertise:** Robert has over 30 years experience in senior management roles spanning investment banking, corporate finance, wholesale financial markets and risk management. From July 2006 to October 2011, Robert was Managing Director and CEO of ASX Limited. Previously, he was Managing Director and CEO of the Sydney Futures Exchange from May 2000 to July 2006, and from January 1995 to May 2000, he was Finance Director of Pioneer International. | Robert was a Non-executive Director of the National Australia Bank from September 2004 to July 2006, an inaugural member of the Board of Guardians of the Future Fund, and former Chairman of the Financial Sector Advisory Council to the Federal Treasurer.<br><br>**Westpac Board Committee membership:** Member of each of the Board Audit, Board Remuneration and Board Risk & Compliance Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Nil. |
| | **Name:** Peter Hawkins,<br>BCA (Hons.), SF Fin, FAIM, ACA (NZ), FAICD<br><br>**Age:** 62<br><br>**Term of office:** Director since December 2008.<br><br>**Date of next scheduled re-election:** December 2017.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** Mirvac Group (since January 2006) and MG Responsible Entity Limited (since April 2015, which is the responsible entity for ASX listed MG Unit Trust). | **Other principal directorships:** Liberty Financial Pty Ltd, Murray Goulburn Co-operative Co. Limited and Clayton Utz.<br><br>**Other interests:** Nil.<br><br>**Other Westpac related entities directorships and dates of office:** Member of the Bank of Melbourne Advisory Board since November 2010.<br><br>**Skills, experience and expertise:** Peter s career in the banking and financial services industry spans over 40 years in Australia and overseas at both the highest levels of management and directorship of major organisations. | Peter has held various senior management and directorship positions with Australia and New Zealand Banking Group Limited from 1971 to 2005. He was also previously a Director of BHP (NZ) Steel Limited, ING Australia Limited, Esanda Finance Corporation and Visa Inc.<br><br>**Westpac Board Committee membership:** Chairman of the Board Technology Committee. Member of each of the Board Audit, Board Nominations and Board Risk & Compliance Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Nil. |
| | **Name:** Peter Marriott,<br>BEc (Hons.), FCA<br><br>**Age:** 59<br><br>**Term of office:** Director since June 2013. | **Other interests:** Member of the Review Panel & Policy Council of the Banking & Finance Oath.<br><br>**Other Westpac related entities directorships and dates of office:** Nil. | at ANZ, Peter was a banking and finance, audit and consulting partner at KPMG Peat Marwick. Peter was formerly a Director of ANZ National Bank Limited in New Zealand and various ANZ subsidiaries.<br><br>**Westpac Board Committee membership:** Chairman of the Board Audit Committee. Member of each of |

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| | **Date of next scheduled re-election:** December 2016.<br><br>**Independent:** Yes.<br><br>**Current directorships of listed entities and dates of office:** ASX Limited (since July 2009).<br><br>**Other principal directorships:** ASX Clearing Corporation Limited, ASX Settlement Corporation Limited and Chairman of Austraclear Limited. | **Skills, experience and expertise:** Peter has over 30 years experience in senior management roles in the finance industry encompassing international banking, finance and auditing. Peter joined Australia and New Zealand Banking Group Limited (ANZ) in 1993 and held the role of Chief Financial Officer from July 1997 to May 2012. Prior to his career | the Board Nominations, Board Risk & Compliance and Board Technology Committees.<br><br>**Directorships of other listed entities over the past three years and dates of office:** Nil. |

**Company Secretary**

Our Company Secretaries as at 30 September 2016 were John Arthur and Tim Hartin.

John Arthur (LLB (Hons.)) was appointed Group Executive, Counsel & Secretariat and Company Secretary in December 2008. In November 2011, John was appointed Chief Operating Officer and held the position of Senior Company Secretary. Before that appointment, John was Managing Director & CEO of Investa Property Group until 2007. Previously, John had been a partner at Freehills and Group General Counsel of Lend Lease Corporation Limited. He also served as Chairman of legal firm Gilbert + Tobin and has had a distinguished career as legal partner, corporate executive and non-executive director. John resigned as Company Secretary of Westpac effective 30 September 2016.1

Tim Hartin (LLB (Hons.)) was appointed Group Company Secretary in November 2011. Before that appointment, Tim was Head of Legal - Risk Management & Workouts, Counsel & Secretariat and prior to that, he was Counsel, Corporate Core. Before joining Westpac in 2006, Tim was a Consultant with Gilbert + Tobin, where he provided corporate advisory services to ASX listed companies. Tim was previously a lawyer at Henderson Boyd Jackson W.S. in Scotland and in London in Herbert Smith s corporate and corporate finance division.

## 2. Executive Team

As at 30 September 2016 our Executive Team was:

| Name | Position | Year Joined Group | Year Appointed to Position |
|---|---|---|---|
| Brian Hartzer | Managing Director & Chief Executive Officer | 2012 | 2015 |
| Philip Coffey | Deputy Chief Executive Officer | 1996 | 2014 |
| John Arthur | Chief Operating Officer | 2008 | 2011 |
| Lyn Cobley | Chief Executive, Westpac Institutional Bank | 2015 | 2015 |
| Brad Cooper | Chief Executive Officer, BT Financial Group | 2007 | 2010 |
| David Curran | Chief Information Officer | 2014 | 2014 |
| George Frazis | Chief Executive, Consumer Bank | 2009 | 2015 |
| Alexandra Holcomb | Chief Risk Officer | 1996 | 2014 |
| Peter King | Chief Financial Officer | 1994 | 2014 |
| David Lindberg | Chief Executive, Business Bank | 2012 | 2015 |
| David McLean | Chief Executive Officer, Westpac New Zealand Limited | 1999 | 2015 |
| Christine Parker | Group Executive, Human Resources, Corporate Affairs & Sustainability | 2007 | 2011 |
| Gary Thursby | Chief Strategy Officer | 2008 | 2015 |

There are no family relationships between or among any of our Directors or Executive Team members.

1 Rebecca Lim, Westpac s Group General Counsel & Chief Compliance Officer, was appointed Company Secretary of Westpac effective 1 October 2016.

**Brian Hartzer** BA, CFA. Age 49
Managing Director & Chief Executive Officer

Brian was appointed Managing Director & Chief Executive Officer in February 2015. Brian joined Westpac as Chief Executive, Australian Financial Services in June 2012 encompassing Westpac Retail & Business Banking, St.George Banking Group and BT Financial Group.

Brian is a Director of the Australian Bankers Association and was formerly the Chairman until December 2015. Prior to joining Westpac, Brian spent three years in the UK as CEO for Retail, Wealth and Ulster Bank at the Royal Bank of Scotland Group. Prior to that, he spent ten years with Australia and New Zealand Banking Group Limited (ANZ) in Australia in a variety of roles, including his final role as CEO, Australia and Global Segment Lead for Retail and Wealth. Before joining ANZ, Brian spent ten years as a financial services consultant in New York, San Francisco and Melbourne.

Brian graduated from Princeton University with a degree in European History and is a Chartered Financial Analyst.

**Philip Coffey** BEc (Hons.). Age 58
Deputy Chief Executive Officer

Philip was appointed Deputy Chief Executive Officer in April 2014 with responsibility for relationships with key stakeholders, including industry groups, regulators, customers and government. He is also responsible for the Group s strategy, mergers and acquisitions function.

Prior to this appointment, Philip held the role of Chief Financial Officer from December 2005. Previous to this, he was Group Executive, Westpac Institutional Bank, having been appointed to that position in 2002. He first joined Westpac in 1996 as Head of Foreign Exchange.

Philip was appointed as a Director of Hastings Management Pty Limited in July 2016.

In April 2014, he was appointed the inaugural Chairman of Westpac Bicentennial Foundation, a $100 million scholarship fund with an exclusive focus on Australian education and leadership.

Philip has extensive experience in financial markets, funds management and finance. He began his career at the Reserve Bank of Australia before moving to Citicorp and AIDC Limited. He has also held roles in the United Kingdom and New Zealand.

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| | Philip has an honours degree in Economics from the University of Adelaide and has completed the Stanford University Executive Program. |
| | **John Arthur** LLB (Hons.). Age 61<br>Chief Operating Officer<br><br>John was appointed Chief Operating Officer in November 2011. He had responsibility for enterprise investments, contact centres, procurement, analytics, banking operations, property, compliance, legal and secretariat services. He joined Westpac as Group Executive, Counsel & Secretariat in December 2008. Before that appointment, John was Managing Director & CEO of Investa Property Group.<br><br>Previously, John had been a partner at Freehills and Group General Counsel of Lend Lease Corporation Limited. He also served as Chairman of legal firm Gilbert + Tobin and has had a distinguished career as a legal partner, corporate executive and non-executive director.<br><br>John retired as Chief Operating Officer effective 30 September 2016. |

**Lyn Cobley** BEc, SF FIN, GAICD. Age 53
Chief Executive, Westpac Institutional Bank

Lyn was appointed Chief Executive, Westpac Institutional Bank in September 2015. She has responsibility for Westpac s global relationships with corporate, institutional and government clients as well as all products across financial and capital markets, transactional banking, structured finance and working capital payments. In addition, Lyn oversees Hastings Funds Management, global treasury as well as Westpac s International and Pacific Island businesses.

Lyn has over 20 years experience in financial services. Prior to joining Westpac, Lyn held a variety of senior positions at the Commonwealth Bank of Australia including serving as Group Treasurer from 2007 to 2013 and most recently as Executive General Manager, Retail Products & Third Party Banking. She was also Head of Financial Institutions at Barclays Capital in Australia, held senior roles at Citibank in Australia and Asia Pacific including Head of Securitisation and was CEO of Trading Room (a joint venture between Macquarie Bank and Fairfax).

Lyn is a member of both the Australian Financial Markets Association (AFMA) and the Westpac Foundation. She is also a member of Chief Executive Women.

Lyn has a Bachelor of Economics from Macquarie University, is a Senior Fellow of the Financial Services Institute of Australia and is a graduate of the Australian Institute of Company Directors.

**Brad Cooper** DipBM, MBA. Age 54
Chief Executive Officer, BT Financial Group

Brad was appointed Chief Executive Officer, BT Financial Group in February 2010. Brad initially joined Westpac in April 2007 as Chief Executive, Westpac New Zealand Limited and after successfully leading a change program in that market, moved to the role of Group Chief Transformation Officer, leading the Westpac Group s St.George merger implementation. Prior to joining Westpac, Brad was Chairman of GE Capital Bank and CEO of GE Consumer Finance UK & Ireland. He drove GE s UK Six Sigma program and was certified as a Quality Leader (Black Belt) in December 2002. He was promoted to CEO of GE Consumer Finance UK in January 2003 and appointed Chairman of GE Capital Bank in April 2004.

**David Curran** BCom. Age 51
Chief Information Officer

Dave was appointed Chief Information Officer in September 2014. Dave has almost 30 years of experience with proven expertise in IT and financial services and the implementation of large, complex projects.

Dave has been on the Board of the Westpac Bicentennial Foundation, a $100 million scholarship fund with exclusive focus on Australian education and leadership since 2015.

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| | Before joining Westpac, Dave spent ten years in senior roles at the Commonwealth Bank of Australia (CBA). Before joining CBA, he spent sixteen years at Accenture, where he was a partner, primarily consulting on financial services. |
| | **George Frazis** B Eng (Hons.), MBA (AGSM/Wharton). Age 52<br>Chief Executive, Consumer Bank<br><br>George was appointed Chief Executive, Consumer Bank in June 2015, responsible for managing the end to end relationship with consumer customers. This includes all consumer distribution, digital, marketing, transformation and banking products and services under the Westpac, St.George, BankSA, Bank of Melbourne and RAMS brands.<br><br>Prior to this appointment, he was CEO, St.George Banking Group. George joined the Westpac Group in March 2009 as Chief Executive, Westpac New Zealand Limited. George is highly experienced in the financial services industry. He was formerly Group Executive General Manager at National Australia Bank. Prior to that, George was a senior executive in Commonwealth Bank of Australia s Institutional Banking Division and has also been a partner with the Boston Consulting Group and an officer in the Royal Australian Air Force. |

**Alexandra Holcomb** BA, MBA, MA. Age 55
Chief Risk Officer

Alexandra was appointed Chief Risk Officer in August 2014. As Westpac Group s Chief Risk Officer, Alexandra is responsible for risk management activities across the enterprise across all risk classes and Westpac s strategic risk objectives.

Since joining Westpac in 1996, Alexandra has held a number of senior positions including Group General Manager, Group Strategy, M&A and Major Projects, Group Executive of Group Strategy, Head of Westpac Institutional Bank Strategy and Group General Manager of Global Transactional Services.

Prior to joining Westpac, Alexandra was a senior executive from 1992 to 1996 with Booz Allen & Hamilton International where she specialised in international credit, working throughout the Asia Pacific region. Before that, she worked with Chase Manhattan Bank in New York in private and business banking and international credit audit. She also worked in project finance in Paris and New York for Banque Indosuez and Barclays Bank respectively.

Alexandra is a Fellow of the Australian Institute of Company Directors and a Board member of Asia Society Australia. She has an MBA in Finance and Multinational Management from the Wharton School of Business and a Master of Arts in International Studies and French from the University of Pennsylvania. She also holds a BA in English and Economics from Cornell University.

**Peter King** BEc, FCA. Age 46
Chief Financial Officer

Peter was appointed Chief Financial Officer in April 2014, with responsibility for Westpac s Finance, Group Audit, Tax and Investor Relations functions. Prior to this appointment, Peter was the Deputy Chief Financial Officer for three years.

Since joining Westpac in 1994, Peter has held senior finance positions across the Group, including in Group Finance, Business and Consumer Banking, Business and Technology Services, Treasury and Financial Markets.

Peter commenced his career at Deloitte Touché Tohmatsu. He has a Bachelor of Economics from Sydney University and completed the Advanced Management Programme at INSEAD. He is a Fellow of the Institute of Chartered Accountants.

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| | **David Lindberg** HBA (Hons. Economics). Age 41<br>Chief Executive, Business Bank<br><br>David was appointed Chief Executive, Business Bank in June 2015, responsible for managing the Group s end to end relationships across small and medium enterprises, commercial and agri-business customers as well as asset and equipment finance in Australia.<br><br>Prior to this appointment, David was Chief Product Officer, responsible for the Group s retail and business products across all brands, as well as overseeing the Group s digital activities. Before joining Westpac in 2012, David was Executive General Manager, Cards, Payments & Retail Strategy at the Commonwealth Bank of Australia. David was also formerly Managing Director, Strategy, Marketing & Customer Segmentation at Australia and New Zealand Banking Group Limited and Managing Vice President and Head of Australia for First Manhattan. |
| | **David McLean** LLB (Hons.). Age 58<br>Chief Executive Officer, Westpac New Zealand Limited<br><br>David was appointed Chief Executive Officer, Westpac New Zealand Limited in February 2015. Since joining Westpac in February 1999, David has held a number of senior roles, including Head of Debt Capital Markets New Zealand, General Manager, Private, Wealth and Insurance New Zealand and Head of Westpac Institutional Bank New Zealand, and most recently, Managing Director of the Westpac New York branch.<br><br>Before joining Westpac, David was Director, Capital Markets at Deutsche Morgan Grenfell since 1994. He also established the New Zealand branch of Deutsche Bank and was New Zealand Resident Branch Manager. In 1988, David joined Southpac/National Bank as a Capital Markets Executive. Prior to this, David worked as a lawyer in private practice and also served as in-house counsel for NatWest NZ from 1985. David is a Barrister & Solicitor of the High Court of New Zealand. |

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| | **Christine Parker** BGDipBus (HRM). Age 56<br>Group Executive, Human Resources, Corporate Affairs & Sustainability<br><br>Christine was appointed Group Executive, Human Resources, Corporate Affairs & Sustainability in October 2011, with responsibility for human resources strategy and management, including reward and recognition, safety, learning and development, careers and talent, employee relations and employment policy. She is also responsible for Corporate Affairs & Sustainability.<br><br>Prior to this appointment, she was Group General Manager, Human Resources, from March 2010, with responsibilities across the entire Westpac Group. Prior to that, Christine was General Manager, Human Resources, Westpac New Zealand Limited.<br><br>Prior to joining Westpac in 2007, Christine was Group Human Resources Director, Carter Holt Harvey, and from 1999 to 2004, she was Director of Human Resources with Restaurant Brands New Zealand. |
| | **Gary Thursby** BEc, DipAcc, FCA. Age 54<br><br>Chief Strategy Officer<br><br>Gary Thursby has been Chief Strategy Officer since February 2015, with responsibility for the Group s strategy and mergers & acquisition portfolios. Prior to this role, Gary was Chief Financial Officer, Australian Financial Services, where his responsibilities included Westpac s Australian retail banking and wealth management businesses.<br><br>Before joining Westpac in 2008, Gary held a number of senior finance roles at Commonwealth Bank of Australia (CBA) including Deputy CFO and CFO Retail Bank. Gary has over 20 years experience in financial services, covering finance, M&A and large scale program delivery. He commenced his career at Deloitte Touché Tohmatsu.<br><br>Gary has a Bachelor of Economics and a Post Graduate Diploma in Accounting from Flinders University of South Australia and is a Fellow of the Institute of Chartered Accountants. |

## 3. Report on the business

***a) Principal activities***

The principal activities of the Group during the financial year ended 30 September 2016 were the provision of financial services including lending, deposit taking, payments services, investment portfolio management and advice, superannuation and funds management, insurance services, leasing finance, general finance, interest rate risk management and foreign exchange services.

There have been no significant changes in the nature of the principal activities of the Group during 2016.

***b) Operating and financial review***

The net profit attributable to equity holders of Westpac for the financial year ended 30 September 2016 was $7,445 million, a decrease of $567 million or 7% compared to 2015. Key features of this result were:

§ a 3% decrease in net operating income before operating expenses and impairment charges with:

net interest income of $15,148 million, an increase of $881 million or 6% compared to 2015, with loan growth of 6%, customer deposit growth of 9% and a 1 basis point increase in net interest margin to 2.10%; and

non-interest income of $5,837 million, a decrease of $1,538 million or 21% compared to 2015, primarily due to large infrequent items in 2015. Infrequent items included the profit on the partial sale of BT Investment Management Limited (BTIM) and the impact of the move to equity accounting for the remaining BTIM shareholding ($1,316 million), lower profit on the sale of assets ($102 million) and lower performance fees ($24 million), partly offset by the derivative methodology adjustment of $122 million. Excluding these items, non-interest income reduced $218 million or 4% with reduced fees in Westpac Institutional Bank from lower activity and reduced credit cards income in Consumer Bank which included the impact of lower interchange rates;

§ operating expenses were $9,217 million, a decrease of $256 million or 3% compared to 2015, which included $505 million of higher technology expenses related to changes to accounting for technology investment spending. Excluding this item, operating expenses increased $249 million or 3% primarily from the impact of the Group s investment programs, higher compliance and regulatory expenses and higher occupancy expenses relating to operating leases in the auto and equipment finance businesses, partly offset by productivity benefits and the impact of the partial sale of BTIM; and

§ impairment charges were $1,124 million, an increase of $371 million or 49% compared to 2015. Overall asset quality remained sound, with stressed exposures as a percentage of total committed exposures at 1.20% while total impaired loans to total loans were 0.32%. The increase in impairment charges was primarily due to additional provisioning following the downgrade of a small number of institutional customers to impaired in First Half of 2016, a rise in write-offs in the auto finance portfolio and lower write-backs.

# Directors report

A review of the operations of the Group and its divisions and their results for the financial year ended 30 September 2016 is set out in Section 2 of the Annual Report under the sections Review of Group operations , Divisional performance and Risk and risk management , which form part of this report.

Further information about our financial position and financial results is included in the financial statements in Section 3 of this Annual Report, which form part of this report.

***c) Dividends***

Since 30 September 2016, Westpac has announced a final ordinary dividend of 94 cents per Westpac ordinary share, totalling approximately $3,145 million for the year ended 30 September 2016 (2015 final ordinary dividend of 94 cents per Westpac ordinary share, totalling approximately $2,993 million). The dividend will be fully franked and will be paid on 21 December 2016.

An interim ordinary dividend for the current financial year of 94 cents per Westpac ordinary share for the half year ended 31 March 2016, totalling $3,136 million, was paid as a fully franked dividend on 4 July 2016 (2015 interim ordinary dividend of 93 cents per Westpac ordinary share, totalling $2,902 million).

***d) Significant changes in state of affairs and events during and since the end of the 2016 financial year***

Significant changes in the state of affairs of the Group were:

§ the issuance of $3.5 billion of share capital in October and November 2015;

§ the issuance of approximately $1.7 billion of securities known as Westpac Capital Notes 4;

§ the redemption of all outstanding Trust Preferred Securities (USD $525 million) of Westpac Capital Trust IV (TPS 2004);

§ the redemption of all outstanding Westpac Trust Preferred Securities (Westpac TPS) ($763 million) by Westpac RE Limited, the responsible entity of the Westpac TPS Trust; and

§ ongoing regulatory changes and developments, which have included changes to liquidity, capital, financial services, taxation and other regulatory requirements.

For a discussion of these matters, please refer to Significant developments in Section 1 under Information on Westpac .

The Directors are not aware of any other matter or circumstance that has occurred since the end of the financial year that has significantly affected or may significantly affect the operations of the Group, the results of these operations or the state of affairs of the Group in subsequent financial years.

***e) Business strategies, developments and expected results***

Our business strategies, prospects and likely major developments in the Group s operations in future financial years and the expected results of those operations are discussed in Section 1 under Information on Westpac , including under Outlook and Significant developments .

Further information on our business strategies and prospects for future financial years and likely developments in our operations and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to us.

## 4. Directors interests

***a) Directors interests in securities***

The following particulars for each Director are set out in the Remuneration Report in Section 9 of the Directors report for the year ended 30 September 2016 and in the tables below:

§ their relevant interests in our shares or the shares of any of our related bodies corporate;

§ their relevant interests in debentures of, or interests in, any registered managed investment scheme made available by us or any of our related bodies corporate;

§ their rights or options over shares in, debentures of, or interests in, any registered managed investment scheme made available by us or any of our related bodies corporate; and

§ any contracts:

to which the Director is a party or under which they are entitled to a benefit; and

that confer a right to call for or deliver shares in, debentures of, or interests in, any registered managed investment scheme made available by us or any of our related bodies corporate.

***Directors interests in Westpac and related bodies corporate as at 7 November 2016***

| | Number of Relevant Interests in Westpac Ordinary Shares | Number of Westpac Share Rights | Westpac CPS |
|---|---|---|---|
| **Westpac Banking Corporation** | | | |
| ***Current Directors*** | | | |
| Lindsay Maxsted | 19,472 | - | - |
| Brian Hartzer | 53,722 1 | 453,162 2 | - |
| Elizabeth Bryan | 27,967 | - | - |
| Ewen Crouch | 36,431 3 | - | - |
| Alison Deans | 9,392 | - | - |
| Craig Dunn | 8,869 | - | - |
| Robert Elstone | 11,384 | - | - |
| Peter Hawkins | 15,880 4 | - | 1,370 |
| Peter Marriott | 20,870 | - | - |

1 Brian Hartzer s interest in Westpac ordinary shares includes 19,745 restricted shares held under the CEO Restricted Share Plan.

2 Share rights issued under the CEO Long Term Incentive Plan and Long Term Incentive Plan.

3 Ewen Crouch and his related bodies corporate also hold relevant interests in 250 Westpac Capital Notes 2.

4 Peter Hawkins and his related bodies corporate also hold relevant interests in 1,433 Westpac Subordinated Notes, 850 Westpac Capital Notes 3 and 882 Westpac Capital Notes 4.

Note: Certain subsidiaries of Westpac offer a range of registered schemes. The Directors from time to time invest in these schemes and are required to provide a statement to the ASX when any of their interests in these schemes change. ASIC has exempted each Director from the obligation to notify the ASX of a relevant interest in a security that is an interest in BT Cash Management Trust (ARSN 087 531 539), BT Premium Cash Fund (ARSN 089 299 730), Westpac Cash Management Trust (ARSN 088 187 928), BT Wholesale Managed Cash Fund (ARSN 088 832 491) or BT Wholesale Enhanced Cash Fund (ARSN 088 863 469).

***b) Indemnities and insurance***

Under the Westpac Constitution, unless prohibited by statute, we indemnify each of the Directors and Company Secretaries of Westpac and of each of our related bodies corporate (except related bodies corporate listed on a recognised stock exchange), each employee of Westpac or our subsidiaries (except subsidiaries listed on a recognised stock exchange), and each person acting as a responsible manager under an Australian Financial Services Licence of any of Westpac s wholly-owned subsidiaries against every liability incurred by each such person in their capacity as director, company secretary, employee or responsible manager, as the case may be; and all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity.

Each of the Directors named in this Directors report and each of the Company Secretaries of Westpac has the benefit of this indemnity.

Consistent with shareholder approval at the 2000 Annual General Meeting, Westpac has entered into a Deed of Access and Indemnity with each of the Directors, which includes indemnification in identical terms to that provided in the Westpac Constitution.

Westpac also executed a deed poll in September 2009 providing indemnification equivalent to that provided under the Westpac Constitution to individuals acting as:

§ statutory officers (other than as a director) of Westpac;

§ directors and other statutory officers of wholly-owned subsidiaries of Westpac; and

§ directors and statutory officers of other nominated companies as approved by Westpac in accordance with the terms of the deed poll and Westpac s Contractual Indemnity Policy.

Some employees of Westpac s related bodies corporate and responsible managers of Westpac and its related bodies corporate are also currently covered by a deed poll that was executed in November 2004, which is in similar terms to the September 2009 deed poll.

The Westpac Constitution also permits us, to the extent permitted by law, to pay or agree to pay premiums for contracts insuring any person who is or has been a Director or Company Secretary of Westpac or any of its related bodies corporate against liability incurred by that person in that capacity, including a liability for legal costs, unless:

§ we are forbidden by statute to pay or agree to pay the premium; or

§ the contract would, if we paid the premium, be made void by statute.

Under the September 2009 deed poll, Westpac also agrees to provide directors and officers insurance to Directors of Westpac and Directors of Westpac s wholly-owned subsidiaries.

For the year ended 30 September 2016, the Group has insurance cover which, in certain circumstances, will provide reimbursement for amounts which we have to pay under the indemnities set out above. That cover is subject to the terms and conditions of the relevant insurance, including but not limited to the limit of indemnity provided by the insurance. The insurance policies prohibit disclosure of the premium payable and the nature of the liabilities covered.

***c) Options and share rights outstanding***

As at the date of this report there are 657,112 share options outstanding and 4,930,154 share rights outstanding in relation to Westpac ordinary shares. The expiry date of the share options range between 20 December 2015 and 1 October 2018 and the weighted average exercise price is $27.18. The latest dates for exercise of the share rights range between 15 December 2016 and 1 October 2030.

Holders of outstanding share options and share rights in relation to Westpac ordinary shares do not have any rights under the share options and share rights to participate in any share issue or interest of Westpac or any other body corporate.

***d) Proceedings on behalf of Westpac***

No application has been made and no proceedings have been brought or intervened in, on behalf of Westpac under section 237 of the Corporations Act.

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## 5. Environmental disclosure

As part of our 2017 Sustainability Strategy, we have set targets for our environmental performance. The Westpac Group s environmental framework starts with Our Principles for Doing Business , which outline our broad environmental principles. This framework includes:

- our Westpac Group Environment Policy, which has been in place since 1992;
- our Sustainable Supply Chain Management Framework;
- our Sustainability Risk Management Framework; and
- public reporting of our environmental performance.

We also participate in a number of voluntary initiatives including the Dow Jones Sustainability Index, CDP1, the Equator Principles, the Principles for Responsible Investment, the United Nations Global Compact and the Banking Environment Initiative s Soft Commodities Compact.

The *National Greenhouse and Energy Reporting Act 2007* (Cth) (National Greenhouse Act) came into effect in July 2008. The Group reports on greenhouse gas emissions, energy consumption and production under the National Greenhouse Act for the period 1 July through 30 June each year.

The Group was previously subject to the reporting requirements of the *Energy Efficiency Opportunities Act 2006* (Cth) (EEO Act). The Commonwealth Government repealed the EEO Act, effective from 29 June 2014. Accordingly, all obligations and activities under the EEO Program, including reporting requirements, have ceased.2

Our operations are not subject to any other significant environmental regulation under any law of the Commonwealth of Australia or of any state or territory of Australia. We may, however, become subject to environmental regulation as a result of our lending activities in the ordinary course of business and we have policies in place to ensure that this potential risk is addressed as part of our normal processes.

We have not incurred any liability (including for rectification costs) under any environmental legislation.

1 Formerly known as the Carbon Disclosure Project.

2 Westpac implemented energy efficiency opportunities that are expected to result in estimated energy savings of 580GJ, carbon savings of 3,847t$CO_2$e and cost savings of $399,564 per year.

## 6. Rounding of amounts

Westpac is an entity to which ASIC Corporations Instrument 2016/191 dated 24 March 2016, relating to the rounding of amounts in directors reports and financial reports, applies. Pursuant to this Instrument, amounts in this Directors report and the accompanying financial report have been rounded to the nearest million dollars, unless indicated to the contrary.

## 7. Political expenditure

In line with Westpac policy, no cash donations were made to political parties during the financial year ended 30 September 2016.

In Australia, political expenditure for the financial year ended 30 September 2016 was $196,555. This relates to payment for participation in legitimate political activities where they were assessed to be of direct business relevance to Westpac. Such activities include business observer programs attached to annual party conferences, policy dialogue forums and other political functions, such as speeches and events with industry participants.

There was no expenditure on political activities in New Zealand for the financial year ended 30 September 2016. In line with Westpac policy, no cash donations were made to political parties in New Zealand during the year.

## 8. Directors meetings

Each Director attended the following meetings of the Board and Committees of the Board during the financial year ended 30 September 2016:

| | Notes | Board | | Audit Committee | | | Risk & Compliance Committee | | Nominations Committee | | Remuneration Committee | | Technology Committee | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Number of meetings held during the year | | | | | | | | | | | | | | |
| **Director** | | **A** | **B** | **A** | **B** | **C** | **A** | **B** | **A** | **B** | **A** | **B** | **A** | **B** |
| Lindsay Maxsted | 1 | 9 | 9 | 6 | 5 | 1 | 4 | 4 | 4 | 4 | - | - | - | - |
| Brian Hartzer | 2 | 9 | 9 | - | - | - | - | - | - | - | - | - | 3 | 3 |
| Elizabeth Bryan | 3 | 9 | 9 | - | - | - | 4 | 4 | 4 | 4 | 6 | 6 | - | - |
| Ewen Crouch | 4 | 9 | 9 | - | - | - | 4 | 4 | 4 | 4 | 6 | 6 | - | - |
| Alison Deans | 5 | 9 | 9 | - | - | - | 4 | 4 | - | - | - | - | 3 | 3 |
| Craig Dunn | 6 | 9 | 9 | - | - | - | 4 | 4 | - | - | 6 | 6 | - | - |
| Robert Elstone | 7 | 9 | 9 | 6 | 6 | - | 4 | 4 | - | - | 6 | 6 | - | - |
| Peter Hawkins | 8 | 9 | 9 | 6 | 6 | - | 4 | 4 | 4 | 4 | - | - | 3 | 3 |
| Peter Marriott | 9 | 9 | 9 | 6 | 6 | - | 4 | 4 | 4 | 4 | - | - | 3 | 3 |

This table shows membership of standing Committees of the Board. From time to time the Board may form other committees or request Directors to undertake specific extra duties.

A - Meetings eligible to attend as a member B - Meetings attended as a member C Leave of absence granted

Unless otherwise stated, each Director has been a member, or the Chairman, of the relevant Committee for the whole of the period from 1 October 2015.

1 Chairman of the Board Nominations Committee. Member of the Board Audit Committee and the Board Risk & Compliance Committee.

2 Member of the Board Technology Committee.

3 Chairman of the Board Risk & Compliance Committee. Member of the Board Nominations Committee and the Board Remuneration Committee.

4 Chairman of the Board Remuneration Committee. Member of the Board Nominations Committee and the Board Risk & Compliance Committee.

5 Member of the Board Risk & Compliance Committee and the Board Technology Committee.

6 Member of the Board Remuneration Committee and Board Risk & Compliance Committee.

7 Member of the Board Remuneration Committee, the Board Risk & Compliance Committee and the Board Audit Committee.

8 Chairman of the Board Technology Committee. Member of the Board Audit Committee, the Board Nominations Committee and the Board Risk & Compliance Committee.

9 Chairman of the Board Audit Committee. Member of the Board Risk & Compliance Committee, the Board Technology Committee and the Board Nominations Committee.

## 9. Remuneration Report

**Introduction from the Chairman of the Board Remuneration Committee**

Dear Shareholder,

We are pleased to present Westpac s 2016 Remuneration Report (Report).

***2016 Remuneration outcomes***

Each year the Board assesses a number of factors when determining remuneration outcomes. In addition to balanced scoreboards including financial results, the Committee assesses other elements of performance such as the quality of the results, key performance drivers, meeting customer needs, the risk and operating environment and effectiveness of implementation of strategic initiatives to determine if the scoreboard outcomes adequately reflect actual performance and return to shareholders.

This year the Group performance was sound. Although our cash earnings were flat on last year, we have finished the year with a stronger balance sheet in terms of both capital and liquidity. The higher capital and associated number of shares on issue combined with the flat cash earnings result has impacted the earnings per share as well as the Group s return on equity.

It is against these outcomes that the short and long-term incentives were finalised. Short-term incentive outcomes during the year for the CEO and the Group Executive team averaged 95% of target, down by an average of 11% on last year, and were within a range of 85% to 106%. Different incentive outcomes across the Group Executive team reflect the performance of each division and the quality of the performance delivered.

In 2016, the 2013 Long Term Incentive (LTI) reached the test date. As the minimum performance vesting thresholds were not met, none of the 2013 LTI will vest.

More specifically:

§ Westpac s LTI plan Total Shareholder Return (TSR) over the last three years was 15.2%. While we ranked second amongst the four major Australian banks over the performance period, this outcome was below the 50th percentile vesting threshold so none of the 2013 TSR hurdled rights vested. This is the second consecutive year where the TSR hurdle has not been met.

§ Westpac s Cash Earnings per Share (EPS) growth over the last three years was also below the vesting threshold of 12.5% (4.0% compound annual growth), so none of the 2013 EPS hurdled rights vested. The Committee considered that while EPS outcomes were negatively impacted by regulatory changes which led Westpac to raise more capital and increase the number of shares on issue, we did not feel the impact warranted any change in the vesting of rights against this performance hurdle. The 2013 grant required growth of 19.1% (6% compound annual growth) for all of this tranche to vest.

***Remuneration frameworks***

The Committee remains focused on assessing whether Westpac s remuneration frameworks continue to be appropriate in the context of the competitive market in which we operate, the interests of shareholders and the external environment.

The Board has decided that the growth based Cash EPS LTI hurdle is no longer the appropriate hurdle alongside the TSR hurdle for assessing the Group s long-term performance. Accordingly, the Board has determined to replace the Cash EPS LTI hurdle with a return on equity based performance hurdle for LTI awards commencing in 2017.

The new hurdle is the average cash earnings return on average ordinary equity (average Cash ROE) over the three year performance period from FY17 to FY19 inclusive. This hurdle aims to reward achievement of returns comfortably above the Group s cost of capital while generating shareholder value and further improving how efficiently the Group uses its limited capital resources within the Group s risk appetite. This hurdle will provide an appropriate counterbalance to TSR as a market reference for our share price and dividend performance.

The performance range for the 2017 LTI is an average Cash ROE of between 13.5% and 14.5%. Below 13.5% none of the grant will vest and between 13.5% and 14.5%, 50% to 100% will vest on a straight line basis.

Full details of this new hurdle are contained within the Report.

***Remuneration Changes***

Two new Group Executive (Key Management Personnel KMP) appointments have been made at starting remuneration levels lower than that of longer serving KMP: Rebecca Lim as the Group General Counsel & Chief Compliance Officer and Gary Thursby taking on the role of Group Executive, Strategy & Enterprise Services. As the appointments are effective 1 October 2016 and the roles designated as KMP, the remuneration details will be disclosed in the 2017 Report.

Remuneration increases in 2016 were directed to those newly appointed executives who have demonstrated their capacity to deliver the required business outcomes. The average adjustment across the executive team in FY16 was below 2%.

We are confident that the recent changes to our remuneration framework will support the delivery of sustainable outcomes in the best interests of our shareholders.

Ewen Crouch

Chairman Board Remuneration Committee

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## 1. Governance and risk management

This section details the Group s approach to governance and risk management as they relate to remuneration.

### 1.1. Governance

The Group s remuneration policies and practices strive to fairly and responsibly reward employees for achieving high performance and delivering superior long-term results for customers and shareholders, having regard to the Group s risk management framework, the law and high standards of governance.

The role of the Board is to provide strategic guidance for the Group and effective oversight of management. In this way, the Board is accountable to shareholders for performance. As part of this role, the Board has overall accountability for remuneration.

The Remuneration Committee supports the Board. Its primary function is to assist the Board to fulfil its responsibilities to shareholders with regard to remuneration. The Remuneration Committee monitors the remuneration policies and practices of the Group, external remuneration practices, market expectations and regulatory requirements in Australia and internationally. The Committee s purpose, responsibilities and duties are outlined in the Board Remuneration Committee Charter which is available on the Group s website.

All Board Committee Charters are reviewed every two years. The Board Remuneration Committee Charter was last reviewed and amended in March 2016.

***Members of the Remuneration Committee during 2016***

All members of the Remuneration Committee are independent Non-executive Directors. During 2016, the members were:

- Ewen Crouch (Chairman);
- Elizabeth Bryan;
- Craig Dunn; and
- Robert Elstone.

***Independent remuneration consultant***

In 2016, the Board retained Guerdon Associates as its independent consultant to provide specialist information on executive remuneration and other remuneration matters. These services are provided directly to the Remuneration Committee independent of management. The Chairman of the Remuneration Committee oversees the engagement and costs of the independent consultant.

Work undertaken by Guerdon Associates during 2016 included information relating to the benchmarking of Non-executive Director and CEO remuneration and analysis of the Group s Earnings per Share (EPS) long term incentive (LTI) performance hurdle. No remuneration recommendations, as prescribed under the Corporations Act, were made by Guerdon Associates in 2016.

***Internal governance structure***

The Westpac governance structure includes three levels of Remuneration Oversight Committees (ROCs) which focus on the appropriateness and consistency of remuneration arrangements and outcomes within functions and divisions and across the Group. The ROCs support the Board Remuneration Committee by ensuring that the Group-wide remuneration frameworks and outcomes are consistent with the Group s approved policy.

**1.2. Risk management**

The Group aims to integrate effective risk management into the remuneration framework throughout the organisation. The Chairman of the Board Risk and Compliance Committee is also a member of the Remuneration Committee, and members of the Remuneration Committee are also members of the Board Risk and Compliance Committee. In carrying out its duties, the Remuneration Committee can access personnel from risk and financial control, and engage external advisors who are independent of management.

The Group s remuneration strategy, executive remuneration framework, policies and practices all reflect the sound risk management that is fundamental to the way the Group operates. The performance of each division is reviewed and measured with reference to how risk is managed and the results influence remuneration outcomes.

The Executive Total Reward Framework (outlined in Section 3 of this Report) specifically includes features to take account of risk.

Each year, the Board determines the size of the variable reward pool which funds variable reward outcomes across the Group. This is based on the Group s performance for the year and an assessment of how profit should be shared among shareholders and employees while retaining sufficient capital for growth. The primary financial indicator used is economic profit, which measures cash earnings adjusted for a capital charge. A range of other metrics are also considered including cash earnings, return on equity (ROE), cash EPS and dividends.

Short-term incentive (STI) outcomes are based on both financial and non-financial measures, with the latter reflecting risk management outcomes and progress on the implementation of the Group s strategy. Group outcomes for economic profit, core earnings growth and ROE accounted for 40% of the CEO s scoreboard for 2016. Similarly, Group Executive scoreboards had 45% of their STI determined based on Group economic profit, divisional economic profit, divisional core earnings growth and divisional expense management (Chief Risk Officer 30%). A performance measure related to the Board s Risk Appetite Statement accounted for a further 10% of the CEO s and Group Executives scoreboards. In addition, the CEO and each Group Executive are assessed on specific risk measures that may influence any discretionary adjustment to the scoreboard. Ultimately, the Board has 100% discretion over the STI outcome. We believe this discretion is vital to balance a mechanistic approach in determining performance and reward outcomes and to enable previous decisions (either good or bad) to be taken into account. This discretion may be exercised both up and down.

***Approval of remuneration decisions***

The Group follows a strict process of two-up approval for all remuneration decisions. This means that remuneration is approved by the next most senior person above the employee s manager. This concept is also reflected in our requirement for the Board, based on recommendations from the Remuneration Committee, to approve performance outcomes and remuneration for:

§ the CEO and Group Executives; and

§ other executives who report directly to the CEO, other persons whose activities in the Board s opinion affect the financial soundness of the Group and any other person specified by the Australian Prudential Regulation Authority.

Any significant remuneration arrangements that fall outside the Group Remuneration Policy are referred to the Remuneration Committee for review and approval.

***Shareholding requirements and hedging policy***

To further align their interests with those of shareholders, the CEO and Group Executives are required to build and maintain a substantial Westpac shareholding within five years of being appointed to their role. For the CEO, the value of that shareholding is expected to be no less than five times his annual fixed remuneration. For Group Executives, the expected minimum shareholding is a value of $1.2 million.

Participants in the Group s equity plans are forbidden from entering, either directly or indirectly, into hedging arrangements for unvested securities in their STI and LTI equity awards. No financial products of any kind may be used to mitigate the risk associated with these awards. Any attempt to hedge these securities makes them subject to forfeiture. These restrictions have been in place for some time and satisfy the requirements of the Corporations Act which prohibit hedging of unvested securities.

## 2. Key Management Personnel remuneration disclosed in this Report

The remuneration of Key Management Personnel (KMP) for the Group is disclosed in this Report. In 2016, KMP comprised Non-executive Directors, the CEO and Group Executives who reported to the CEO and/or led significant parts of the business.

***CEO and Group Executives***

| Name | Position | Term as KMP |
|---|---|---|
| ***Managing Director & Chief Executive Officer*** | | |
| Brian Hartzer | Managing Director & Chief Executive Officer | Full Year |
| ***Group Executives*** | | |
| Philip Coffey | Deputy Chief Executive Officer | Full Year |
| John Arthur1 | Chief Operating Officer | Full Year |
| Lyn Cobley | Chief Executive, Westpac Institutional Bank | Full Year |
| Brad Cooper | Chief Executive Officer, BT Financial Group | Full Year |
| David Curran | Chief Information Officer | Full Year |
| George Frazis | Chief Executive, Consumer Bank | Full Year |
| Alexandra Holcomb | Chief Risk Officer | Full Year |
| Peter King | Chief Financial Officer | Full Year |
| David Lindberg | Chief Executive, Business Bank | Full Year |
| David McLean | Chief Executive Officer, Westpac New Zealand Limited | Full Year |
| Christine Parker | Group Executive, Human Resources, Corporate Affairs & Sustainability | Full Year |

***Non-executive Directors***

| Name | Position | Term as KMP |
|---|---|---|
| Lindsay Maxsted | Chairman | Full Year |
| Elizabeth Bryan | Director | Full Year |
| Ewen Crouch | Director | Full Year |
| Alison Deans | Director | Full Year |
| Craig Dunn | Director | Full Year |
| Robert Elstone | Director | Full Year |
| Peter Hawkins | Director | Full Year |
| Peter Marriott | Director | Full Year |

1 John Arthur ceased to be a KMP effective 1 October 2016.

## 3. Remuneration snapshot 2016

This section provides an overview of the Group s remuneration arrangements during the 2016 financial year.

### 3.1. Remuneration strategy, principles and framework

***Executive remuneration framework***

The CEO and Group Executives are remunerated based on a Total Reward framework:

The target pay mix was adopted in 2012 and is being progressively implemented for existing Group Executives as their remuneration increases.

The Total Reward framework has three components and, in aggregate, is benchmarked against relevant financial services competitors:

Fixed remuneration takes into account the size and complexity of the role, individual responsibilities, experience, skills and disclosed market-related pay levels in the financial services industry;

Short-term incentive (STI) is determined based on an STI target set using similar principles to those used for fixed remuneration, and on individual, divisional and Group performance objectives for the year. Performance is measured against risk-adjusted financial targets and non-financial targets that support the Group s strategy; and

Long-term incentive (LTI) is designed to align the remuneration of executives to the long-term performance of the Group and the interests of shareholders. The amount of the award takes into account market benchmarks, individual performance over time, succession potential and key skills.

## 4. Executive remuneration

### 4.1. Remuneration structure and policy

#### *a) Fixed remuneration*

Fixed remuneration comprises cash salary, salary sacrificed items and employer superannuation contributions.

The Group provides superannuation contributions in line with statutory obligations. Fixed remuneration is reviewed annually taking into consideration:

§ role and accountabilities;

§ relevant market benchmarks within the financial services industry; and

§ the attraction, motivation and retention of key executives.

| |
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***b) Short-term incentive (STI)***

STI provides the opportunity for participants to earn cash and deferred equity incentives where specific outcomes have been achieved in the financial year. The CEO and each Group Executive are assessed using a balanced scoreboard, combining both annual financial and non-financial objectives which support the Group s strategy.

***STI targets***

Brian Hartzer s STI target for 2016 was $2,686,000, unchanged from 2015.

STI targets for Group Executives are set by the Remuneration Committee and approved by the Board at the beginning of each performance year, based on a range of factors including market competitiveness and the nature of each role. The STI targets for the 2016 performance year did not increase for those Group Executives whose fixed remuneration was unchanged in 2016. The STI awards for Group Executives are managed within the Group-wide variable reward pool.

STI outcomes are subject to both a quantitative and qualitative assessment, including a risk management overlay, which is embedded in the scoreboard measurement process. The maximum STI opportunity is 150% of target. The Board has the capacity to adjust STI outcomes (and reduce STI outcomes to zero if appropriate) in the assessment process.

***STI structure 2016***

The table below details how and when STI outcomes are delivered, and for deferred payments, the type of equity and the instrument used:

1 The Board has the discretion to satisfy vested share right grants and the allocation of subsequent shares to participants, or the allocation of restricted shares under the deferred STI, by either the issue of new shares or the on-market purchase of shares.

2 Shares granted under the CEO Restricted Share Plan and the Restricted Share Plan rank equally with Westpac ordinary shares for dividends and voting rights from the date they are granted.

3 Rights to ordinary shares entitle the holder to Westpac ordinary shares at the time of vesting.

By deferring a portion of the STI as restricted equity, incentive payments are better aligned with the interests of shareholders as the ultimate value of the deferred portion is tied to the share price at the end of the restriction period. The deferred STI awards recognise past performance and are not subject to further performance conditions and receive dividends over the vesting period.

If an executive resigns or retires, or otherwise leaves the Group before their securities vest, the Board has discretion as to how those securities are treated. If the executive leaves to join another organisation, or is terminated for cause, their securities are generally forfeited. In other circumstances, the Board may allow the securities to remain on foot for the balance of the relevant restriction period and then vest.

Securities are also subject to forfeiture at the Board s discretion in the event of a material issue or financial mis-statement.

Details of deferred STI allocations granted in prior years and exercised during the year ended 30 September 2016 are included in Section 6.4 of this Report.

***c) Long-Term Incentive (LTI)***

The CEO and Group Executives are also eligible for an LTI award.

***LTI structure 2016***

The following diagram and table set out the key features of the 2016 LTI awards made in December 2015 to the CEO under the CEO LTI Plan and to Group Executives under the Westpac LTI Plan:

***LTI structure 2017 - ROE to replace Cash EPS CAGR***

Commencing in 2017, a Return on Equity (ROE) based hurdle will replace Cash EPS CAGR for 50% of the allocation. Participants will continue to receive performance share rights (share rights) which, if they qualify for vesting, will convert to ordinary shares on a 1:1 basis at the vesting date. Share rights which do not qualify for vesting at the single test date will lapse.

The ROE performance hurdle measures the average cash return on average ordinary equity (average Cash ROE) over the three year performance period. Share rights that qualify for vesting will have a one year holding lock applied and will vest at the completion of the four year term from the commencement date.

For the 2017 grant, the share rights will be tested against the performance hurdles on 30 September 2019. If Westpac s average Cash ROE for the three years (FY17 to FY19 inclusive) is equal to 13.5%, 50% of the share rights will qualify for vesting. If Westpac s average Cash ROE is at or above 14.5%, 100% of the share rights will qualify for vesting. If Westpac s average ROE is between 13.5% and 14.5%, the number of share rights eligible for vesting will increase on a straight line basis from 50% to 100% of the share rights awarded. Share rights that qualify for vesting will have a one year holding lock applied and will vest on 30 September 2020.

***LTI award opportunities***

The CEO was granted an LTI award of $2,528,000 in the form of share rights for 2016 under the CEO LTI Plan.

Group Executives receive annual LTI awards in the form of share rights under the Westpac LTI Plan. A share right is not a Westpac share and does not attract the payment of dividends.

At the beginning of each year, the Board, advised by the Remuneration Committee, sets the dollar value of the LTI award target for each Group Executive.

| | **CEO LTI Plan and Westpac LTI Plan Granted after 1 October 2015** |
|---|---|
| **Equity instrument** | Share rights the Board has the discretion to satisfy vested grants and the allocation of subsequent shares to participants by either the issue of new shares or the on-market purchase of shares, or as a cash payment. One share right entitles the holder to one ordinary share at the time of vesting at a nil exercise cost. |

| | |
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| **Determining the number of securities** | The number of share rights each individual receives is determined by dividing the dollar value of the LTI award by the value of the share rights at the beginning of the performance assessment period (performance period).<br><br>The value of share rights is determined by an independent valuer taking as a starting point the market price of Westpac shares at grant and utilising a Monte Carlo simulation pricing model, applying assumptions based on expected life, volatility, risk-free interest rate and dividend yield associated with the securities and the risk of forfeiture attributed to each performance hurdle. The Committee applies a maximum discount of 60% (including the impact of dividends forgone) to the market price of Westpac shares when determining the value of share rights. The value of a TSR hurdled share right may be different to an EPS hurdled share right. |
| **Performance hurdles** | The CEO and Group Executives generally only receive value from their LTI awards where performance hurdles are achieved. The two hurdles for the December 2015 grants were Westpac s relative TSR and Cash EPS CAGR which are detailed below.<br><br>The TSR data is averaged over the three months preceding the measurement date.<br><br>Together, the use of these two hurdles is intended to provide a balanced view of the Group s overall performance and provide strong alignment with shareholder interests.<br><br>The two hurdles operate independently. |

| | CEO LTI Plan and Westpac LTI Plan Granted after 1 October 2015 | |
|---|---|---|
| **Performance hurdles (cont.)** | **2016 LTI Award** | |
| | **TSR (50% of the allocation)** | **Cash EPS CAGR (50% of the allocation)** |
| | Westpac s TSR must equal the growth in the composite index in order for 50% of the TSR tranche to vest.<br><br>For 100% to vest, Westpac s TSR must exceed the growth of the composite index by 21.55 (i.e. average 5% compound annual growth over the four year performance period).<br><br>The companies in the 2016 peer groups for the Westpac Reward Plan are:<br><br>§ AMP Limited;<br><br>§ Australia and New Zealand Banking Group Limited;<br><br>§ Bank of Queensland;<br><br>§ Bendigo and Adelaide Bank Limited;<br><br>§ Challenger Limited;<br><br>§ Commonwealth Bank of Australia;<br><br>§ Macquarie Group Limited;<br><br>§ National Australia Bank Limited;<br><br>§ Perpetual Limited; and<br><br>§ Suncorp Group Limited. | The Cash EPS CAGR measure focuses on growth in cash earnings over a three year performance period. EPS rights which satisfy the EPS hurdle and qualify for vesting at the completion of the three year performance period will have a one year holding lock applied and will vest at the completion of the four year term from the commencement date. A description of the process used to determine cash earnings is provided at Note 2 to the financial statements.<br><br>Westpac has a policy of not providing earnings guidance to the market. Accordingly, the Board will advise specific Cash EPS targets and the Group s performance against target following the test date.<br><br>The Cash EPS targets were developed with the assistance of an independent external advisor who was provided access to Westpac s long-term business plan and analyst forecasts in regard to the long-term performance of Westpac and its peers.<br><br>The EPS performance will be measured once at the completion of the performance period. Westpac shares will be allocated in satisfaction of vested share rights at no cost to participants. |
| **Targets are set for stretch performance** | The Board considers the vesting profile appropriate as 100% vesting will only occur where Westpac s TSR equals or exceeds the growth of the composite index plus 21.55. | The expensed value of the December 2014, 2015 and 2016 grants in Table 6.2 of this Report have been reduced to 50%, reflecting the Board s current assessment of the probability of the threshold EPS hurdles being met and share rights vesting over time. |

| | | |
|---|---|---|
| | The TSR performance will be measured once at the completion of the performance period. Westpac shares will be allocated in satisfaction of vested share rights at no cost to participants. | |
| **Who measures the performance hurdle outcomes?** | To ensure objectivity and external validation, TSR results are calculated by an independent external consultant and are provided to the Board or its delegate to review and determine vesting outcomes. Under the relevant plan rules, the Board may exercise discretion if in all prevailing circumstances Directors think it is appropriate to do so when determining the ultimate vesting outcome. | The Cash EPS CAGR outcome will be determined by the Board based on the Cash EPS disclosed in our results at the completion of the performance period. Under the relevant plan rules, the Board may exercise discretion if in all prevailing circumstances Directors think it is appropriate to do so when determining the ultimate vesting outcome. |
| **Early vesting is possible in limited cases** | For awards made since 1 October 2009, unvested securities may vest before a test date if the executive is no longer employed by the Group due to death or disability. In general, any such vesting is not subject to performance hurdles being met. | |
| **No re-testing** | There has been no re-testing on LTI awards made since 2011. No award currently on foot is subject to re-testing. Accordingly, securities that have not vested after the measurement period lapse immediately. | |

| | CEO LTI Plan and Westpac LTI Plan Granted after 1 October 2015 |
|---|---|
| **Treatment of securities** | The Board has discretion in relation to performance share rights where the CEO or a senior executive resigns or retires or otherwise leaves the Group before vesting occurs. This discretion enables the Board to vest the relevant securities or leave them on foot for the remainder of the performance period. In exercising its discretion, the Board will take into account all relevant circumstances including those surrounding the departure in question. The Board may also adjust the number of performance share rights downwards, or to zero (in which case they will lapse) where the circumstances of the departure warrant, or to respond to misconduct resulting in significant financial and/or reputational impact to Westpac.<br><br>Where a holder acts fraudulently or dishonestly, or is in material breach of their obligations under the relevant equity plan, unexercised performance share rights (whether vested or unvested) will lapse unless the Board determines otherwise. |

**4.2. Linking reward and performance**

***CEO performance objectives and key highlights***

The Remuneration Committee reviews and makes recommendations to the Board on individual performance objectives for the CEO. These objectives are intended to provide a robust link between remuneration outcomes and the key drivers of long-term shareholder value. The STI objectives are set in the form of a scoreboard with targets and measures aligned to the Group s strategic priorities cascaded from the CEO scoreboard to the relevant Group Executive scoreboard. The key financial and non-financial objectives for the CEO in the 2016 financial year, with commentary on key highlights are provided below:

| Category | Weighting | Measure1 | Performance Highlights |
|---|---|---|---|
| **Performance disciplines** | 30% | Economic profit | § Delivered economic profit (EP) of $3,774 million, down on 2015. EP was impacted by the increased capital charge as a result of a 13% increase in average ordinary equity.<br>§ Cash Earnings remain unchanged.<br>§ Return on Equity was a solid 14%, with all divisions achieving returns above their cost of capital despite difficult operating conditions and increased capital requirements. |
| | 10% | Core earnings growth | § Core earnings increased 3.4%.<br>§ Revenues grew 3% underpinned by 6% growth in lending, and 9% growth in customer deposits. Costs rose 3% due to increased investment and higher regulatory and compliance costs. |
| | 10% | Capital management | § Strengthened the balanced sheet ahead of regulatory change and managed the raising of capital well.<br>§ Led the market in ensuring lending rates partly reflected higher capital requirements.<br>§ Common equity tier 1 ratio of 9.48% above preferred range. |
| | 10% | Adherence to Group Risk Appetite Statement (RAS) | § Proactive in tightening credit standards in commercial property market.<br>§ Further improvements in credit, operational, and compliance risk management.<br>§ Cyber risk control a focus with a new security incident and event monitoring system in place monitoring 1.9 billion events per day.<br>§ An ongoing focus on strengthening the compliance and control environment and doing the right thing by our customers including in relation to product governance and an overall conduct risk framework. |

| | | | |
|---|---|---|---|
| **Driving strategic change** | 10% | Service revolution | § Substantial work has been undertaken on conduct, focused on creating a common understanding and approach to managing conduct across the Group.<br>§ Launched the Group-wide Service Promise to build a stronger culture of service leadership. This program has seen substantial support from employees and contributing to rising compliments and falling complaints.<br>§ Customer complaints down 30% over the year. |
| | 10% | Building growth highways | § Enhanced the value of the customer franchise, customer numbers increasing by 350,000 in Australia.<br>§ Continued sound growth in Wealth and SME.<br>§ In Wealth, funds under administration up 7%, funds under management up 9%. Insurance premiums also higher.<br>§ SME business lending up 8%.<br>§ Market conditions in Asia leading us to wind back investment ambitions for that region.<br>§ Actively managed growth and return outcomes which saw margins higher over the year.<br>§ Home lending increased just above target and system while managing margins well.<br>§ Growth in household deposits exceeded expectations (and system). |

| Category | Weighting | Measure1 | Performance Highlights |
| --- | --- | --- | --- |
| **Driving strategic change (cont.)** | 10% | Digital transformation | § Further improvement in digital capabilities improving the customer experience, employee productivity and risk management.<br>§ Updates to Westpac s online banking saw the platform rated No.1 globally by Forrester Global Mobile Banking Functionality Benchmark, in which 46 global banks were reviewed. Launched a new business banking platform for St.George customers, and upgraded the Group s business loan origination platform (LOLA).<br>§ Digitised 7 of the top 10 manual transactions improving the experience for customers and time spend by employees. These included credit card activation and blocking and unblocking credit cards.<br>§ Significant enhancements to technology infrastructure with the Customer Service Hub now in development, the upgrade of the St.George deposit and transaction platform and major releases to the Group s wealth platform Panorama, with digital sales increasing by 30%. |
| **People** | 10% | People and sustainability | § Retained the Group s position as the most sustainable bank globally in the 2016 Dow Jones Sustainability Indices (DJSI) Review with highest score ever.<br>§ The number of women in leadership grew to 48% on track to meet our 2017 target of 50%.<br>§ Further reduction in the Lost Time Injury Frequency Rate, ahead of targets. Total recordable injuries have now fallen 17% since 2014.<br>§ We have made good progress on the Workforce Revolution program focused on transforming our culture and improving the quality and capability of our leaders to deliver on our Service Revolution strategy. |

1 Individual measures will differ for each Group Executive.

The Group s primary financial measure is economic profit which the Board believes, in combination with ROE, is an appropriate measure of returns and of the value created for shareholders complementing the LTI measures. The remaining measures focus on ensuring that we remain strong; deliver targeted growth; and drive simplification, innovation and productivity while helping our customers, communities and people to prosper and grow. The final STI outcome for 2016 reflects the Board s view of performance across all balanced scoreboard measures relative to planned outcomes, and the value the Group has delivered for shareholders.

***Aligning pay with performance and shareholder return***

Graph 1 shows the CEO STI payments as a percentage of STI target and its relationship to our primary financial metric, economic profit, while Graph 2 shows the Group s ROE performance being the other key financial metric. Graphs 3 and 4 show the Group s TSR and EPS performance respectively, these being the LTI hurdles.

*Graph 1: STI Award for CEO vs Economic Profit*

*Graph 2: Return on Equity (ROE) 2013 to 2016*

*Graph 3: Total Shareholder Return (TSR) 2012 to 2016*

*Graph 4: Cash Earnings per Share (EPS) 2013 to 2016*

***Application of discretion***

The Board and the Remuneration Committee recognise that the scoreboard approach, while embracing a number of complementary performance objectives, will never entirely assess overall performance. The Remuneration Committee may therefore make discretionary adjustments, positive and negative, to the scoreboard outcomes for the CEO and Group Executives. The Remuneration Committee uses the following criteria to apply discretionary adjustments:

§ matters not known or not relevant at the beginning of the financial year, which are relevant to the under or over performance of the CEO and Group Executives during the financial year;

§ the degree of stretch implicit in the scoreboard measures and targets themselves and the context in which the targets were set;

§ whether the operating environment during the financial year has been materially better or worse than forecast;

§ comparison with the performance of the Group s principal competitors;

§ any relevant positive or negative risk management or reputational issue that impacts the Group;

§ the quality of the financial result as shown by its composition and consistency;

§ whether there have been major positive or negative aspects regarding the quality of leadership and/or behaviours consistent with our values; and

§ any other relevant under or over performance or other matter not captured.

The process ensures that financial measures such as economic profit are adjusted for non-operating items which impact the current year process such as write-offs, accounting standard changes or one-off transactions (where appropriate) to ensure that employees are neither advantaged nor disadvantaged when determining the incentive outcome. Adjustments are considered on a multi-year basis where appropriate e.g. where a material adjustment impacts future earnings.

At the end of the year, the Remuneration Committee reviews performance against objectives and applies any adjustments it considers appropriate. The Remuneration Committee then recommends STI outcomes for the CEO and each Group Executive to the Board for approval, thereby ensuring the Board retains oversight of final awards.

***LTI performance outcomes***

The following table provides the Group s TSR, dividends per share, cash earnings per share and share price performance each year from 2012 to 2016:

| | | | Years Ended 30 September | | |
|---|---|---|---|---|---|
| | **2016** | 2015 | 2014 | 2013 | 2012 |
| TSR three years | 15.24% | 62.30% | 102.03% | 66.09% | 25.61% |
| TSR five years | 100.72% | 92.78% | 103.74% | 90.91% | 20.03% |
| Dividends per Westpac share (cents)1 | 188 | 187 | 182 | 174 | 166 |
| Cash earnings per Westpac share2 | $2.35 | $2.48 | $2.45 | $2.29 | $2.15 |
| Share price high | $33.74 | $40.07 | $35.99 | $34.79 | $24.99 |
| Share price low | $27.57 | $29.10 | $30.00 | $24.23 | $19.00 |
| Share price close | $29.51 | $29.70 | $32.14 | $32.73 | $24.85 |

1 Does not include $0.20 special dividend determined in 2013.

2 Cash earnings are not prepared in accordance with AAS and have not been subject to audit.

The vesting outcomes for awards made to the CEO and Group Executives under the CEO Performance Plan and Westpac Reward Plan that reached the completion of the performance period during the financial year are set out below. No changes have been made to the terms and conditions of prior grants.

***TSR hurdle vesting outcomes***

| **Equity Instrument** | **Type of Equity** | **Commencement Date1** | **Test Date** | **TSR Percentile in Ranking Group** | **Vested %** | **Lapsed %** |
|---|---|---|---|---|---|---|
| CEO Performance Plan2 | Performance share rights | 1 October 2013 | 1 October 20163 | 20th percentile | - | 100 |
| Westpac Long Term Incentive Plan | Performance share rights | 1 October 2013 | 1 October 20163 | 20th percentile | - | 100 |

1 Commencement date refers to the commencement of the performance period.

2 CEO Performance Plan refers to awards made to Gail Kelly.

3 There is no re-testing and any unvested share rights lapse.

***Cash EPS CAGR hurdle vesting outcomes***

| Equity Instrument | Type of Equity | Commencement Date1 | Test Date | Cash EPS CAGR Performance | Vested % | Lapsed % |
|---|---|---|---|---|---|---|
| CEO Performance Plan2 | Performance share rights | 1 October 2013 | 1 October 2016 | 1.10% | - | 100 |
| Westpac Long Term Incentive Plan | Performance share rights | 1 October 2013 | 1 October 2016 | 1.10% | - | 100 |

1 Commencement date refers to the commencement of the performance period.

2 CEO Performance Plan refers to awards made to Gail Kelly.

***2013 Cash EPS CAGR hurdle***

The Cash EPS CAGR hurdle and vesting profile over the three year vesting period for the 2013 LTI grant was:

§ a minimum of 4% CAGR for 50% to vest;

§ 6% CAGR for 100% to vest; and

§ straight-line vesting between 4% and 6% CAGR.

The Cash EPS CAGR range was developed prior to the allocation in December 2013, and reflected stretch targets in the context of both consensus analyst forecasts and the Westpac strategic plan and business forecasting. The performance range also reflected the forecast market and operating conditions in late 2013.

**4.3. Remuneration outcomes for the CEO and Group Executives Linking reward and performance**

The following table has been prepared to provide shareholders with an outline of the remuneration which has been received for the 2016 performance year either as cash or in the case of prior equity awards, the value which has vested in 2016 (see Note 5 below). Details in this table supplement the statutory requirements in Section 6.2 of this report. Unlike the statutory table, which represents remuneration outcomes prepared in accordance with Australian Accounting Standards (AAS), this table shows the actual remuneration value (unaudited) received by executives and is not prepared in accordance with AAS.

| | Fixed Remuneration1 | 2016 STI Cash Payment2 | 2016 Total Cash Payments3 | Prior Year Equity Awards4 Vested during 2016 | Prior Year Equity Awards4 Forfeited during 2016 |
|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ |
| **Managing Director & Chief Executive Officer** | | | | | |
| Brian Hartzer | 2,811,402 | 1,302,710 | 4,114,112 | 1,003,809 | 625,247 |
| **Group Executives** | | | | | |
| John Arthur | 1,222,005 | 585,000 | 1,807,005 | 1,275,467 | 1,559,657 |
| Lyn Cobley | 1,124,889 | 492,500 | 1,617,389 | 553,866 | - |
| Philip Coffey | 1,331,293 | 597,500 | 1,928,793 | 1,392,992 | 1,479,487 |
| Brad Cooper | 1,097,162 | 735,000 | 1,832,162 | 1,336,930 | 1,348,357 |
| David Curran | 940,826 | 467,500 | 1,408,326 | - | - |
| George Frazis | 1,168,631 | 815,000 | 1,983,631 | 1,150,603 | 979,045 |
| Alexandra Holcomb | 986,607 | 492,500 | 1,479,107 | 662,184 | 366,806 |
| Peter King | 1,072,417 | 545,000 | 1,617,417 | 458,612 | 269,630 |
| David Lindberg | 903,399 | 477,500 | 1,380,899 | 326,656 | - |
| David McLean | 836,941 | 363,050 | 1,199,991 | 259,469 | 154,014 |
| Christine Parker | 873,835 | 450,000 | 1,323,835 | 703,239 | 583,476 |

1 Fixed remuneration includes cash salary, annual leave accrual and salary sacrificed items plus employer superannuation contributions.

2 The cash STI payment represents 50% of the 2016 STI outcome and will be paid in December 2016. The remaining 50% is deferred in the form of equity granted in December 2016 which will vest in equal tranches in October 2017 and 2018.

3 This is the addition of the first and second columns.

4 Prior year equity awards include both deferred STI and LTI allocations subject to performance hurdles which have vested in 2016. The equity value has been calculated as the number of securities that vested or were forfeited during the year ended 30 September 2016, multiplied by the five day volume weighted average price of Westpac ordinary shares at the time they vested or were forfeited, less any exercise price payable.

## 5. Non-executive Director remuneration

**5.1. Structure and policy**

***Remuneration policy***

Westpac s Non-executive Director remuneration strategy is designed to attract and retain experienced, qualified Board members and remunerate them appropriately for their time and expertise.

As the Board s focus is on strategic direction, long-term performance and the creation of shareholder value, fees for Non-executive Directors are not related to the Group s short-term results and Non-executive Directors do not receive performance-based remuneration.