

WESTPAC BANKING CORP  
Form 20-F  
November 08, 2007

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

**FORM 20-F**

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

Or

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

For the fiscal year ended September 30, 2007

Or

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

Or

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES  
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)

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

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

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  |
|---|--|
| 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 five ordinary shares | 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: **4.625% Subordinated Notes Due 2018**

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.

|                 |                          |
|-----------------|--------------------------|
| Ordinary shares | 1,865,087,604 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  No

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  No

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  No

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

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Large accelerated filer  Accelerated Filer  Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

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

Yes  No

---



**Contents**

**Annual Report**

|  |            |
|--|------------|
| Form 20-F cross-reference index                                      | 2          |
| Guide 3 cross-reference index  | 3          |
| <b>Section 1</b>   | <b>5</b>   |
| Information on Westpac   | 8          |
| Corporate governance   | 17         |
| Directors' report  | 33         |
| Directors and Group Executives                                       | 55         |
| <b>Section 2</b>   | <b>59</b>  |
| Three year summary   | 60         |
| Financial review   | 61         |
| Key information  | 61         |
| Overview of performance  | 67         |
| Income statement review  | 68         |
| Balance sheet review   | 74         |
| Asset quality  | 75         |
| Business group results   | 77         |
| Liquidity and funding  | 83         |
| Capital resources  | 86         |
| Risk management  | 88         |
| Additional financial information (prepared in accordance with AGAAP) | 93         |
| Selected consolidated financial and operating data                   | 93         |
| <b>Section 3</b>   | <b>101</b> |
| Financial report   | 101        |
| <b>Section 4</b>   | <b>233</b> |
| Shareholding information   | 234        |
| Additional information   | 240        |
| Glossary of abbreviations  | 246        |

In this Annual Report references to Westpac, we, us and our are to Westpac Banking Corporation ABN 33 007 457 141. References to Westpac Group, we, us and our under all sections of this report include Westpac Banking Corporation and its subsidiaries unless they clearly mean just Westpac Banking Corporation.

Information contained in or otherwise accessible through the web sites mentioned in this Annual Report does not form part of the report unless we specifically state that the information is incorporated thereby forming part of the report. All references in these reports to web sites are inactive textual references and are for information only.

**Form 20-F cross-reference index**

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

| <b>20-F item number and description</b> | <b>Page</b>   |                           |
|---|---|---------------------------|
| <b>Part I</b>                           |   |                           |
| Item 1.                                 | Identity of directors, senior management and advisers   | Not applicable            |
| Item 2.                                 | Offer statistics and expected timetable                 | Not applicable            |
| Item 3.                                 | Key information   |                           |
|   | Selected financial data                                 | 7, 9, 61-63               |
|   | Capitalisation and indebtedness                         | Not applicable            |
|   | Reasons for the offer and use of proceeds               | Not applicable            |
|   | Risk factors  | 64-65                     |
| Item 4.                                 | Information on Westpac                                  |                           |
|   | History and development of Westpac                      | 8, 11-12                  |
|   | Business overview                                       | 8, 10-15                  |
|   | Organisational structure                                | 8, 201-205                |
|   | Property, plant and equipment                           | 11-12                     |
| Item 4A.                                | Unresolved staff comments                               | Not applicable            |
| Item 5.                                 | Operating and financial review and prospects            |                           |
|   | Critical accounting estimates                           | 65-66                     |
|   | Operating results                                       | 67-73, 77-83              |
|   | Liquidity and capital resources                         | 83-87                     |
|   | Research and development, patents, licences etc.        | Not applicable            |
|   | Trend information                                       | 67-83                     |
|   | Off-balance sheet arrangements                          | 84                        |
|   | Tabular disclosure of contractual obligations           | 85                        |
|   | Safe harbor   | 6                         |
| Item 6.                                 | Directors, senior management and employees              |                           |
|   | Directors and senior management                         | 18-21, 33-34, 55-57       |
|   | Compensation  | 14-15, 42-53,<br>207-211  |
|   | Board practices   | 18-29                     |
|   | Employees   | 14                        |
|   | Share ownership   | 30, 32, 42-53,<br>207-211 |
| Item 7.                                 | Major equity holders and related party transactions     |                           |
|   | Major equity holders                                    | 234-236                   |
|   | Related party transactions                              | 66, 206                   |
|   | Interests of experts and counsel                        | Not applicable            |
| Item 8.                                 | Financial information                                   |                           |
|   | Consolidated statements and other financial information | 9, 61-63, 67-83           |
|   | Significant changes                                     | 12                        |
| Item 9.                                 | The offer and listing                                   | 236                       |
| Item 10.                                | Additional information                                  |                           |
|   | Share capital   | Not applicable            |
|   | Memorandum and articles of association                  | 240-242                   |
|   | Material contracts                                      | None                      |
|   | Exchange controls                                       | 237-238                   |
|   | Taxation  | 238-239                   |
|   | Dividends and paying agents                             | Not applicable            |
|   | Statements by experts                                   | Not applicable            |
|   | Documents on display                                    | 242                       |
|   | Subsidiary information                                  | Not applicable            |

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   |  |                |
|---|--|----------------|
| Item 11.  | Quantitative and qualitative disclosures about market risk                   | 88-92          |
| Item 12.  | Description of securities other than equity securities                       | Not applicable |
| <b>Part II</b>  |  |                |
| Item 13.  | Defaults, dividend arrearages and delinquencies                              | Not applicable |
| Item 14.  | Material modifications to the rights of security holders and use of proceeds | Not applicable |
| Item 15.  | Controls and procedures  | 92, 229        |
| Item 16A.   | Audit committee financial expert   | 22-23          |
| Item 16B.   | Code of ethics   | 29-30          |
| Item 16C.   | Principal accountant fees and services                                       | 66, 193        |
| Item 16D.   | Exemptions from the Listing Standards for audit committees                   | Not applicable |
| Item 16E.   | Purchases of equity securities by the issuer and affiliated purchasers       | 87, 155, 166   |
| <b>Part III</b>   |  |                |
| Item 17 & 18  | Financial statements   | 101-227        |
| Item 19.  | Exhibits   |                |
| Consolidated income statements for the years ended 30 September 2007, 2006 and 2005                           |  | 103            |
| Consolidated balance sheets as at 30 September 2007 and 2006  |  | 104            |
| Consolidated statements of recognised income and expense for the years ended 30 September 2007, 2006 and 2005 |  | 105            |
| Consolidated statements of cash flows for the years ended 30 September 2007, 2006 and 2005                    |  | 106            |
| Notes to the financial statements   |  | 107-227        |
| Management's report on the internal control over financial reporting  |  | 229            |
| Report of independent registered public accounting firm   |  | 230-231        |

**Guide 3 cross-reference index**

|   | <b>Page</b>     |
|---|-----------------|
| <b>Part I Distribution of assets, liabilities and stockholders equity: Interest rates and interest differential</b> |                 |
| Average balance sheets  | 62, 173-176     |
| Analysis of net interest earnings   | 68, 69, 173-176 |
| Volume and rate movement  | 173-176         |
| <b>Part II Investment portfolio</b>   |                 |
| Book value of investments   | Not applicable  |
| Maturity profile  | 128             |
| Book value and market value > 10% of shareholders equity  | 127             |
| <b>Part III Loan portfolio</b>  |                 |
| Types of loans  | 130             |
| Maturities and sensitivities of loans to changes in interest rates  | 131             |
| Risk elements   |                 |
| Non-accrual, past due and restructured loans  | 136             |
| Potential problem loans   | Not applicable  |
| Foreign outstandings  | 89              |
| Loan concentrations   | 127             |
| Other interest bearing assets   | 141             |
| <b>Part IV Summary of loan loss experience</b>  |                 |
| Analysis of the allowance for loan losses   | 133-135         |
| Allocation of the allowance for loan losses   | 133-135         |
| <b>Part V Deposits</b>  | <b>142-143</b>  |
| <b>Part VI Return on equity and assets</b>  | <b>60, 63</b>   |
| <b>Part VII Short-term borrowings</b>   | <b>150</b>      |



[THIS PAGE INTENTIONALLY LEFT BLANK]

**Section 1**

Information on Westpac

Corporate governance

Directors report

Directors and Group Executives

**Disclosure regarding forward-looking statements**

This Annual Report contains statements that constitute forward-looking statements within the meaning of section 21E of the US Securities Exchange Act of 1934. The US Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking information to encourage companies to provide prospective information about themselves without fear of litigation so long as the information is identified as forward-looking and is accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in the information.

Forward-looking statements appear in a number of places in this Annual Report and include statements regarding our intent, belief or current expectations with respect to our business and operations, market conditions, results of operations and financial condition, including, without limitation, future loan loss provisions and financial support to certain borrowers. We use words such as may, expect, intend, plan, estimate, anticipate, believe, probability, risk, or other similar words to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from the plans, objectives, expectations, estimates and intentions described in this Annual Report as anticipated, believed, estimated, expected or intended.

The factors that may impact on forward-looking statements made by us include:

inflation, interest rate, exchange rate, market and monetary fluctuations;

market liquidity and investor confidence;

the effect of, and changes in, laws, regulations, taxation or accounting standards or practices and government policy;

changes in consumer spending, saving and borrowing habits in Australia, New Zealand and in other countries in which we conduct our operations;

the effects of competition in the geographic and business areas in which we conduct operations;

the ability to maintain or to increase market share and control expenses;

the timely development of and acceptance of new products and services and the perceived overall value of these products and services by users;

technological changes;

demographic changes and changes in political, social or economic conditions in any of the major markets in which we operate; and

various other factors beyond our control.

The above list is not exhaustive. For certain other factors that may impact on forward-looking statements made by us, refer to the section on Risk factors in this Annual Report. When relying on forward-looking statements to make decisions with respect to us, investors and others should carefully consider the foregoing factors and other uncertainties and events.

We are under no obligation, and do not intend, to update any forward-looking statements contained in this Annual Report, whether as a result of new information, future events or otherwise, after the date of this Annual Report.

## Financial information

We adopted the requirements of the Australian Equivalents to International Reporting Standards (A-IFRS) for the first time in preparing financial statements for the year ended 30 September 2006. Westpac applied the transition rules upon first time adoption of A-IFRS. Although the 2005 financial information was restated under A-IFRS, exemptions were available from restating financial instruments and insurance related assets and liabilities. Financial instruments and insurance related assets and liabilities were accounted for under A-IFRS from 2006. The financial statements and other financial information for the years ended 30 September 2007, 2006 and 2005 included elsewhere in this Annual Report, unless otherwise indicated, have been prepared and presented on this basis.

Previously published financial statements for our financial year ended 30 September 2005, as well as all prior financial periods, were prepared in accordance with accounting principles generally accepted in Australia at the time those financial statements were prepared (AGAAP). A-IFRS differs in certain material respects from AGAAP and, accordingly, financial statements for our financial years ended 30 September 2007, 2006 and 2005 prepared in accordance with A-IFRS are not comparable to the financial statements for 2005 and prior years prepared in accordance with AGAAP.

Under applicable United States (US) disclosure requirements, we are required to include in this Annual Report certain financial and operating data covering a period of five years. Due to the transition to A-IFRS, such information prepared in accordance with A-IFRS is only available for the financial years ended 30 September 2007, 2006 and 2005. Accordingly, we have included in a separate section of this Annual Report under the caption Additional financial information required data as of and for the financial years ended 30 September 2005, 2004 and 2003 derived from our previously published financial statements prepared in accordance with AGAAP. Because this information was prepared in accordance with AGAAP, it is not comparable to such information derived from our financial statements prepared in accordance with A-IFRS. For a more complete understanding of the financial and operating data prepared in accordance with AGAAP, see our Annual Report for the financial year ended 30 September 2005, a copy of which is available on our web site at [www.westpac.com.au](http://www.westpac.com.au) or on the web site maintained by the US Securities and Exchange Commission (SEC) at [www.sec.gov](http://www.sec.gov).

### Currency of presentation, exchange rates and certain definitions

Financial statements means our audited consolidated balance sheet as at 30 September 2007 and 30 September 2006 and consolidated income statement, cash flows and recognised income and expense for each of the three years ended 30 September 2007, 2006 and 2005 together with accompanying notes which are included in this Annual Report.

We publish our consolidated financial statements in Australian dollars. In this Annual Report, unless otherwise stated or the context otherwise requires, references to dollar amounts, \$, AUD or A\$ are to Australian dollars, references to US\$, USD or US dollars are to United States dollars and references to NZ\$, NZD or NZ dollars are to New Zealand dollars. Solely for the convenience of the reader, certain Australian dollar amounts have been translated into US dollars at specified rates. These translations should not be construed as representations that the Australian dollar amounts actually represent such US dollar amounts or have been or could be converted into US dollars at the rate indicated. Unless otherwise stated, the translations of Australian dollars into US dollars have been made at the rate of A\$1.00 = US\$0.8855, the noon buying rate in New York City for cable transfers in Australian dollars as certified for customs purposes by the Federal Reserve Bank of New York (the Noon Buying Rate) as of 28 September 2007. Unless otherwise stated, the translation of Australian dollars into NZ dollars has been made at the rate of A\$1.00 = NZ\$1.1672 (2006 NZ\$1.1446), being the closing spot exchange rate on 28 September 2007 used in the financial statements. Refer to Exchange rates for information regarding the rates of exchange between the Australian dollar and the US dollar for the financial years ended 30 September 2003 to 30 September 2007 and for the period to 23 October 2007.

Our financial year ends on 30 September. As used throughout this Annual Report, the financial year ended 30 September 2007 is referred to as 2007 and other financial years are referred to in a corresponding manner.

Any discrepancies between totals and sums of components in tables contained in this Annual Report are due to rounding.

### Exchange rates

For each of the years indicated, the high, low, average and year end Noon Buying Rates for Australian dollars were:

| Year ended 30 September    | 2008(1) | 2007   | 2006              | 2005   | 2004   | 2003   |
|----------------------------|---------|--------|-------------------|--------|--------|--------|
|                            |         |        | (US\$per A\$1.00) |        |        |        |
| High                       | 0.9043  | 0.8855 | 0.7781            | 0.7974 | 0.7979 | 0.6823 |
| Low                        | 0.8785  | 0.7434 | 0.7056            | 0.7207 | 0.6395 | 0.5422 |
| Average(2)                 | n/a     | 0.8163 | 0.7473            | 0.7685 | 0.7287 | 0.6167 |
| Close (on 28 September)(3) | n/a     | 0.8855 | 0.7461            | 0.7643 | 0.7244 | 0.6797 |

For each of the months indicated, the high and low Noon Buying Rates for Australian dollars were:

| Month | October 2007(1) | September 2007 | August 2007 | July 2007 | June 2007 | May 2007 |
|-------|-----------------|----------------|-------------|-----------|-----------|----------|
|-------|-----------------|----------------|-------------|-----------|-----------|----------|

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|      |        |        |        |        |        |        |
|------|--------|--------|--------|--------|--------|--------|
| High | 0.9043 | 0.8855 | 0.8618 | 0.8841 | 0.8491 | 0.8348 |
| Low  | 0.8785 | 0.8157 | 0.7860 | 0.8509 | 0.8313 | 0.8190 |

- 
- (1) Through to 23 October 2007. On 23 October 2007, the Noon Buying Rate was A\$1.00 = US\$0.8943.
  - (2) The average is calculated by using the average of the exchange rates on the last day of each month during the period.
  - (3) The Noon Buying Rate at such date may differ from the rate used in the preparation of our consolidated financial statements at such date. Refer to Note 1(a)(v) to the financial statements.

## Information on Westpac

We are one of the four major banking organisations in Australia and, through our New Zealand operations, we are also one of the largest banking organisations in New Zealand. We provide a broad range of banking and financial services in these markets, including retail, commercial and institutional banking and wealth management services.

We were founded in 1817 and were the first bank to be 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. On 23 August 2002, we were registered as a public company limited by shares under the Australian Corporations Act 2001 (Corporations Act). Our principal office is located at 275 Kent Street, Sydney, New South Wales, 2000, Australia. Our telephone number for calls within Australia is 132 032 and our international telephone number is (+61) 2 9293 9270.

We have branches, affiliates and controlled entities(1) throughout Australia, New Zealand and the Pacific region and maintain offices in some of the key financial centres around the world. As at 30 September 2007, our market capitalisation was \$53.2 billion(2) and we had total assets of \$374.8 billion. Our operations comprise five key areas of business, through which we serve approximately 7.1 million customers(3). These five areas of business are:

**Business Financial Services:** responsible for sales, service and product development for small and medium sized business customers in Australia. It also has responsibility for group-wide working capital and specialised trade solutions operations and the management of our third party business product relationships;

**Consumer Financial Services:** responsible for sales, services and product development for our consumer customers across Australia and manages third party consumer product relationships and the retail branch operations in Hong Kong and Singapore;

**BT Financial Group Australia:** comprises our asset accumulation, investment management and life insurance operations in Australia. Wealth Management designs, manufactures and services financial products to enable customers to build, manage and protect their wealth. These products include managed investments (mutual funds), superannuation (pensions), life insurance, income protection, discount securities broking, margin lending, client portfolio administration (Wrap) platforms and portfolio management and administration of corporate superannuation. We also provide custody and settlement services to institutional customers and fund managers;

**Westpac Institutional Bank (WIB):** provides financial services to the corporate and institutional customer base, assisting and advising in the management of cash, funding, capital and market risk for companies and institutions in Australia and New Zealand; and

**New Zealand Banking:** provides a full range of retail and commercial services to customers throughout New Zealand.

## Business strategy

Our ambition is to support our customers in achieving their financial aspirations and see each generation of Australians and New Zealanders live better than the last. Our vision is to be a great Australasian company.

We intend to deliver on our vision by fulfilling our service promise to customers. We are focusing on customers in our core markets of Australia, New Zealand, and the near Pacific region.

Our customer centric strategy is focused on:

- developing a deep understanding of our customers' needs;
- providing value-added solutions that meet these needs; and
- building long-term, multi-product relationships with our customers.

Overall, we invest in sectors where:

- there is strong growth;
- we can, or do, hold strongly competitive positions;
- there are good opportunities for differentiation; and
- we have, or can attract, the talent required to succeed.

We believe that superior execution of our strategy at all points in the service-value chain can differentiate us from our competitors. To achieve this we are a company that:

- values teamwork, integrity and achievement;
- prides itself on superior execution of our customers' business;
- is committed to its people; and
- is committed to creating a sustainable future.

In realising our strategy, we are therefore seeking to continuously improve or maintain a leading position in:



employee commitment(4);

customer satisfaction and advocacy;

shareholder returns(5); and

corporate responsibility ratings(6).

- 
- (1) Refer to Note 42 to the financial statements for a list of our controlled entities as at 30 September 2007.
  - (2) Our market capitalisation is based on the closing share price of our Ordinary Shares on the Australian Securities Exchange as at 30 September 2007.
  - (3) All customers, primary and secondary, with an active relationship (excludes channel only and potential relationships).
  - (4) As measured in the Staff Perspectives Survey by International Survey Research.
  - (5) Total shareholder returns (TSR) measured by Link Market Services Limited.
  - (6) As measured by the Dow Jones Sustainability Index, Australian Corporate Responsibility Index and Governance Metrics International.

There are four main areas of focus in our overall strategic plan:

(i) Investing in major growth sectors:

Superannuation: where BT Financial Group and the new Westpac Institutional Bank businesses (those focused on investment product opportunities) and the integration of wealth and banking in our branch network and business centres are creating a broadly based capability to capture long run growth in this sector; and

Business Banking: where we believe we have the opportunity to build the Number 2 business bank in Australia, winning back a traditionally strong position for Westpac.

(ii) Progressively crafting a more growth focused portfolio:

over time identifying businesses in our portfolio with strong growth prospects moving them to a higher growth trajectory and translating that into higher earnings.

(iii) Transforming our branch and online network for success in an increasingly crowded market:

building a much stronger customer relationship focus;

properly integrating wealth and business banking;

providing more opportunity for our people;

providing much greater coverage of Australian markets; and

considerably reducing our product manufacturing and servicing costs.

(iv) Backing these strategies with a strong focus on:

culture and leadership, especially front line leadership;

improving our people and performance management process;

building employee commitment; and

improving our process management and execution skills.

We have confidence that our track record of executing strategies, our direct approach to addressing challenges, and our pursuit of significant growth opportunities will allow us to continue to succeed and grow in the dynamic, competitive Australasian financial services industry.

The following tables present, for each of our five key areas of business, the net profit attributable to equity holders for, and total assets at the end of the financial years ended 30 September 2007, 2006 and 2005. Refer to Note 36 to the financial statements for detailed financial disclosure of our geographic and business segments.

#### Net profit attributable to our equity holders(1)

| Years ended 30 September  | 2007<br>\$m  | 2006<br>\$m  | 2005<br>\$m  |
|---|--------------|--------------|--------------|
| Business Financial Services   | 975          | 880          | 822          |
| Consumer Financial Services   | 951          | 787          | 615          |
| BT Financial Group Australia  | 417          | 339          | 309          |
| Westpac Institutional Bank  | 610          | 525          | 505          |
| New Zealand Banking   | 411          | 417          | 399          |
| Other(2)  | 87           | 123          | 48           |
| <b>Net profit attributable to equity holders of Westpac Banking Corporation</b> | <b>3,451</b> | <b>3,071</b> | <b>2,698</b> |

#### Assets

| As at 30 September           | 2007<br>\$bn | 2006<br>\$bn | 2005<br>\$bn |
|------------------------------|--------------|--------------|--------------|
| Business Financial Services  | 55           | 47           | 41           |
| Consumer Financial Services  | 136          | 121          | 109          |
| BT Financial Group Australia | 22           | 19           | 17           |
| Westpac Institutional Bank   | 76           | 57           | 47           |
| New Zealand Banking          | 38           | 34           | 31           |
| Other(2)                     | 49           | 22           | 21           |
| <b>Total assets</b>          | <b>376</b>   | <b>300</b>   | <b>266</b>   |

(1) Internal charges and transfer pricing adjustments have been reflected in the net profit reported for each of our business groups.

(2) Other includes the results of Business and Technology Solutions and Services, Group Treasury, Pacific Banking and Head Office functions.



### **Business Financial Services**

Business Financial Services (BFS) is responsible for sales, servicing and product development for our Small to Medium Enterprise customers within Australia. Sales and servicing activities are conducted by specialised relationship managers with the support of Cash Flow, Financial Markets and Wealth specialists via the branch network, commercial banking centres, internet and telephone channels. BFS also develops and manages business lending and deposit products and working capital and trade solutions for all Westpac customers.

We are a major lender in the business finance market in Australia. In the year ended 30 September 2007, our total lending portfolio increased by 16% to \$53.3 billion (2006 \$45.7 billion) with term lending increasing 18%; bill acceptances increasing 18%; and equipment finance increasing 10%. The balance of the portfolio comprises revolving cash management facilities and trade finance.

We have a significant presence in the retail deposits and working capital market in Australia. In the year ended 30 September 2007 our total deposits increased by 15% to \$51.5 billion (2006 \$44.8 billion). Retail deposit products increased by 15% to \$33.2 billion (2006 \$28.7 billion) and working capital products increased 14% to \$18.3 billion (2006 \$16.1 billion).

### **Consumer Financial Services**

Consumer Financial Services (CFS) is responsible for retail bank operations branded Westpac across Australia. CFS is responsible for servicing and product development for our consumer customers within Australia. Activities are conducted via our nationwide network of branches (825 including in-store branches as at 30 September 2007), Home Finance Managers (HFMs), specialised consumer relationship managers, call centres, automatic teller machines (ATMs) and internet banking services. CFS includes the management of our third party consumer product relationships and also includes our retail branch operations in Hong Kong and Singapore. Our front line staff provide sales and service-related functions to customers for a broad range of financial products, including savings and cheque accounts, demand and term deposits, credit cards, and personal and housing loans. A significant portion of our housing finance sales are through independent mortgage brokers. In the year ended 30 September 2007, approximately 38% (2006 38%) of mortgage loan drawdowns were arranged via this channel.

We are a significant lender in the housing finance market in Australia. In the year ended 30 September 2007, our residential mortgage loan portfolio increased 12% to \$125.6 billion (2006 \$111.9 billion) (inclusive of securitised loans) from 30 September 2006, with variable interest rate loans comprising 80% of the portfolio. In addition, we are a major provider of credit card finance in Australia. Our total credit card outstandings as at 30 September 2007 increased by 9% to \$7.3 billion (2006 \$6.7 billion).

### **BT Financial Group Australia**

BT Financial Group Australia (BTFG) is Westpac's wealth management business. BTFG designs, manufactures and distributes financial products that enable our customers to achieve their financial goals by accumulating, managing and protecting their wealth. These products include retail investments, personal and business superannuation (pensions), life and general insurance, discount securities broking, margin lending, client portfolio administration (Wrap platforms) and portfolio management. BTFG also provides financial planning advice.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Our retail, institutional and wholesale Funds Under Management (FUM) totalled \$41.3 billion (2006 \$39.0 billion) and Funds Under Administration (FUA) totalled \$46.2 billion (2006 \$40.4 billion) as at 30 September 2007.

Our Wrap product reached \$38.3 billion in FUA as at 30 September 2007, and with an increase of 44% on 2006, continues to be one of our fastest growing products. According to the latest Morningstar data as of 30 June 2007, we were second in market share with 13% of the platforms (including wrap) market in Australia over the June 2007 quarter.

Corporate Superannuation FUA increased by 17% during the financial year ended 30 September 2007 to \$6.1 billion.

Margin Lending loan balances were \$5.0 billion (2006 \$3.7 billion) as at 30 September 2007, and we were ranked third(1) for Margin Lending in Australia with an estimated market share of 14%(2).

Our Life Insurance business held \$288 million of in-force premiums as at 30 September 2007, and, for the year ended June 2007 was ranked seventh for new business in Australia with an estimated market share of 6% according to information published by Plan for Life.

In August 2007, Westpac announced that it intended to transfer its investment management business to a separate legal entity and to sell a portion in an initial public offering (refer to Significant developments - BT Investment Management Business).

### **Westpac Institutional Bank**

Westpac Institutional Bank (WIB) services the financial needs of corporate, institutional and government customers either based in, or with interests in, Australia and New Zealand. This is achieved through dedicated industry teams supported by specialists with expertise in financial, capital and debt markets, transactional banking, specialised capital and alternative investment solutions. The products and services we offer include:

#### **Financial Markets**

foreign exchange

interest rate, currency and equity derivatives

energy

commodities

debt and hybrid securities secondary market

trade finance

**Capital Markets**

debt securities

securitisation

hybrid and structured capital

project finance

loans and syndications

asset finance

**Specialised Capital**

alternative assets

structured products

institutional funds management

**Transactional Services**

domestic cash management and transactional services

working capital solutions

international cash management

international payments

---

(1) Ranking data for margin lending is based on an internally generated estimate.

(2) Excluding protected equity loans. Source Reserve Bank of Australia Market Share Report as at 30 June 2007.





## Information on Westpac

Within the institutional banking sector in Australia, we are the current market leader in debt capital markets(1), syndications(2) and transactional banking(3). In the global financial markets, we primarily focus on Australian and New Zealand dollar-denominated financial products and risk management.

Our Institutional Bank supports our customers through branches and subsidiaries located in Australia, New Zealand, New York, London and Asia.

### New Zealand Banking

We have a long commitment to New Zealand, dating from 1861 when we commenced operating in New Zealand as the Bank of New South Wales. Since 1 November 2006, our New Zealand banking business is conducted through both a branch and a separate New Zealand banking subsidiary, Westpac New Zealand Limited (WNZL) (4). WNZL was incorporated as a company under the NZ Companies Act 1993. It became a registered bank on 1 November 2006. WNZL provides financial services to consumers and to small, medium and corporate business customers, agricultural businesses, and property investment and development customers and consumer banking, while Westpac's New Zealand branch operates our wholesale banking and financial markets businesses in New Zealand.

We are one of New Zealand's largest banking organisations and provide a full range of retail banking, wealth management and business banking products and services to our 1.4 million New Zealand based customers. As at 30 September 2007, we had approximately: 5000 staff; 197 branches (including agency sites), 45 of the 197 branches are based in Auckland, the largest market in New Zealand; and 476 Westpac branded ATMs operating throughout the country.

We are the third(5) largest lender of housing finance in New Zealand. As at 30 September 2007, our mortgage loan portfolio was NZ\$29.7 billion (A\$25.4 billion) (2006 NZ\$25.1 billion (A\$21.9 billion)) including securitised loans of NZ\$0.6 billion (A\$0.5 billion) (2006 NZ\$0.6 billion (A\$0.5 billion)). In addition, we are a major provider of wealth management services, with NZ\$1.9 billion (A\$1.6 billion) (2006 NZ\$1.9 billion (A\$1.7 billion)) in FUM as at 30 September 2007.

We continue to implement a customer growth strategy based on product offerings that seek to meet our customers' needs, more customer-facing staff in consumer and business banking, increasing our branch and ATM footprint in key strategic locations, and the implementation of new technology to assist our front line in providing high quality customer service.

### Other

#### *Business and Technology Solutions and Services*

Business and Technology Solutions and Services (BTSS) provides functional infrastructure support to front line businesses and comprises the following areas: Operations, Information Technology, Sourcing, Group Property, Product and Channel Transformation (PCT), Risk, and Strategy.

Operations perform back office processing and settlement services for retail, corporate and institutional banking products.

Our technology group defines our overall information technology architecture, supports and enhances software systems, and manages and implements major projects across our organisation.

Sourcing manages relationships with third party suppliers for the Bank. In particular, it manages the IT, telecommunications, mortgage and voucher processing outsourcing contracts that we have entered into with external providers.

Risk provides infrastructure support for fraud, physical security and records management.

Group Property manages the existing property portfolio.

PCT manages online banking facilities for our business, personal and private label customers.

#### ***Group Treasury, Pacific Banking and Head Office***

In addition to BTSS, our financial business segment results disclosed under *Other* include Group Treasury, Pacific Banking and Head Office functions. Group Treasury operations are primarily focused on management of our interest rate risk and funding requirements. Pacific Banking comprises our presence in the near Pacific, including Papua New Guinea and Fiji. Head Office includes those functions performed centrally including finance, risk, legal and human resources, with expenses incurred charged back to business units. It also includes the management of the Group's capital.

#### **Property**

We occupy premises primarily in Australia, New Zealand and the Pacific Islands including 1,073 branches (2006 1,063) as at 30 September 2007. As at 30 September 2007, we owned approximately 4% of the premises we occupied in Australia and none in New Zealand. The remainder of premises are held under commercial lease with terms generally averaging five years. As at 30 September 2007, the carrying value of our directly owned premises and sites was approximately \$81 million.

#### ***Westpac Place***

On 7 March 2003, we executed an agreement to lease 74,000 m<sup>2</sup> of office space with Leighton Properties Pty Limited in relation to new premises then being developed at the northern end of Darling Harbour near King Street in Sydney, Australia. Construction of the new premises

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

was completed in 2006. The project resulted in the consolidation of our existing ten Sydney Central Business District offices into just two primary locations, being Westpac Place and our existing office at that time at 60 Martin Place.

The building at Westpac Place consists of two office towers of 21 and 32 levels linked by a common foyer and includes two levels of retail space, a retail branch, childcare facilities, an urban park, and both tenant and public parking. We have signed a 12 year lease on the building with three six year options to extend. The initial 12 year lease commitment commenced on completion of the licence period in November 2006 and is included in the lease commitment table in Note 38 to the financial statements.

Westpac Place is one of a portfolio of properties owned by the Westpac Office Trust (Trust). The Trust has assets under management totalling \$1.2bn and its securities are listed on the Australian Securities Exchange.

Westpac Funds Management Limited, a wholly owned subsidiary of Westpac, is the Responsible Entity of the Trust.

- 
- (1) No. 1 All Australian Debt (excl. self-funded transactions) (Thomson Financial, Jan-Sept 2007).
  - (2) No. 1 Australian syndicated loans (Thomson Financial 2006, Jan-Sept 2007).
  - (3) No. 1 lead domestic transactional bank (Peter Lee Associates Transactional Banking survey, Australia 2004-07).
  - (4) Refer to discussion of the reorganisation of New Zealand operations under Supervision and regulation - New Zealand .
  - (5) Based on Residential Mortgage holdings information in June 2007 General Disclosure Statements of major New Zealand banks.

***Britomart***

On 4 October 2006, we executed agreements to build and lease with members of the Britomart Group of companies in respect of approximately 16,000 m<sup>2</sup> of office space across two buildings to be developed at the eastern end of Britomart Precinct near Customs Street in Auckland, New Zealand. The project involves the fit out of the building and relocation of approximately 1,200 staff to the new site. This project will result in the consolidation of most of our existing Auckland and Wellington support and operations centres into just one location at Britomart (Charter House) in 2009. In addition, the New Zealand head office functions will move to an adjacent site (East 1 Building) in 2011.

The new buildings consist of two retail/office buildings linked by a common foyer and include one level of retail space in each building and some tenant parking in the Charter House. We will sign a 12 year lease on Charter House and a ten year lease on the East 1 Building with two six year options to extend each lease. Options also exist to take additional space in the East 1 Building and in the adjacent East 2 Building. The Charter House is due to be delivered to Westpac in November 2008 and the East Building in October 2010 with Westpac to undertake its fitout. It is anticipated that Westpac will take a lease of the relevant buildings 150 days later.

**Significant developments**

***BT Investment Management Business***

Westpac announced to the market on 9 August 2007 that the BT investment management business would be amalgamated into one separate legal entity, BT Investment Management Limited (BTIM), and a portion would be sold off as part of an initial public offering. Westpac will retain 60% of the equity in BTIM, with the balance to be held by investment professionals employed by BTIM and other investors. Westpac is not transferring to BTIM BTIFG's other wealth management businesses, including financial advice, insurance, private banking and customer solutions (which is responsible for wrap platforms) and BTIFG's suite of retail investment, superannuation and retirement products.

***Appointment of new CEO***

On 17 August 2007, we announced that Gail Kelly has been appointed to be Westpac's new Chief Executive Officer. Gail Kelly will join Westpac on 1 February 2008, succeeding David Morgan who has been Westpac's CEO since March 1999. David has agreed to remain as CEO until Gail commences.

***Proposed acquisition of RAMS franchise distribution business***

On 2 October 2007, we announced that we had reached agreement to acquire the RAMS franchise distribution business for \$140 million payable in cash. The business to be acquired includes the RAMS brand, franchise network and associated mortgage origination and servicing systems and contracts needed to run the distribution business. Acquiring the RAMS franchise network will provide a new growth option for Westpac. It will add an additional retail channel and extend Westpac's retail footprint by more than 10% via an additional 92 stores operated by 53 franchisees. Westpac is not acquiring the ASX listed RAMS Home Loans Group Ltd or its existing mortgage book. Westpac, if various

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

conditions are met, will fund up to \$500 million of mortgages settled from 15 November 2007 until the formal completion of the acquisition. The acquisition requires the approval of RAMS shareholders. Subject to this, the proposed transaction is expected to be completed in early January 2008.

### *Delisting from Tokyo Stock Exchange*

Westpac shares were de-listed from the Tokyo Stock Exchange in July 2007. The decision to de-list was taken due to the decline in shareholder numbers trading on the Tokyo Stock Exchange and the ease with which these shareholders can trade on either the Australian or New Zealand stock exchanges.

### **Outsourcing contracts**

On 3 September 2006, Westpac entered into a three year agreement with Stream Solution (Holdings Pty Ltd) to provide Westpac's end to end print management services.

On 1 December 2005, Westpac renewed its Managed Network Service agreement with Telstra Corporation for a further five year term. Under this agreement Telstra will provide voice, data and video services for corporate and retail banking in Australia and the Pacific Region.

On 4 February 2005, Westpac, in conjunction with the National Australia Bank and the Commonwealth Bank of Australia, entered into a 12 year arrangement with Fiserv Solutions Australia Pty Limited for the provision of voucher (cheque) processing services. As a result of this utility style agreement, Westpac's existing agreement with Unisys Payment Services Limited for cheque processing will be terminated progressively as services are transitioned to the new provider.

On 10 May 2004, Westpac entered into a five year agreement with Keycorp Payment Services for Electronic Funds Transfer Point of Sale (EFTPoS) terminals in Australia. Keycorp assumed responsibility for fleet services (including the provision of support and maintenance) of the EFTPoS terminals as well as all asset management functions. Keycorp is also responsible for the supply and management of the EFTPoS terminals and the Terminal Operating System and the integration with a new Terminal Application Management system. Westpac retains control over the merchant base (including contractual terms, fees and direct contact by Keycorp) as well as the decision as to what software applications are to be loaded on the EFTPoS fleet.

On 30 September 2002, Westpac entered into a ten year agreement with First Data Resources (FDR) Australia Limited to provide a managed service for our cards processing. This involves managing the application within the Westpac/IBM environment. FDR assumed responsibility for the Group's Australasian cards processing in phases from October 2002. Westpac retains control of its cards sales, credit, collections and customer service functions.

On 1 October 2001, Westpac entered into a ten year agreement with EDS (Business Process Administration) Pty Limited whereby they will provide mortgage and other processing services in connection with the mortgage loan portfolio.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

On 3 December 2000, Westpac entered into a ten year contract with IBM Global Services Australia relating to the management of the core banking technology operations in Australia, New Zealand and the Pacific Bank. The exact amount of the contract commitment is unable to be reliably measured as Westpac's obligations are dependent upon business volumes over the period of the contract.

## **Legal proceedings**

We have contingent liabilities in respect of actual and potential claims and proceedings that have not been determined. An assessment of likely losses is made on a case-by-case basis for the purposes of the financial statements and specific provisions have been made where appropriate, as described in Note 40 to the financial statements.

Our entities are defendants from time-to-time in legal proceedings arising from the conduct of our business.

We are one of 20 defendant banks named in proceedings concerning the Bell Group of companies. The proceedings have been brought by the liquidators of several Bell Group companies and seek to challenge the defendant banks' entitlement to receive the proceeds of realisation of Bell Group assets in the early 1990s. The proceedings concluded recently and we are awaiting judgment. It is not possible to estimate the potential impact, however, we believe that we have good prospects of success.

The New Zealand Commerce Commission issued proceedings on 9 November 2006 against Westpac's New Zealand Branch (NZ Branch), Westpac New Zealand Limited and The Warehouse Financial Services Limited (members of the Westpac Group), Visa International, Cards NZ Limited, MasterCard International and all New Zealand issuers of Visa and MasterCard credit cards alleging that the setting of interchange rates and rules (relating to honour all cards, no surcharge, access and no discrimination) amount to price fixing or alternatively have the effect of substantially lessening competition in the New Zealand market in breach of the Commerce Act 1986. The proceedings seek to declare the conduct illegal and impose unspecified monetary penalties.

In addition, on 29 November 2006, a number of New Zealand retailers issued similar proceedings to the Commerce Commission (as described above) against the NZ Branch, Westpac New Zealand Limited, The Warehouse Financial Services Limited, Visa International, Cards NZ Limited, MasterCard International and New Zealand issuers of Visa and MasterCard credit cards. These proceedings also seek to declare the conduct illegal and an enquiry into damages. Any damages awarded, if any, would be in addition to any penalties imposed under the Commerce Act 1986 in the event the Commerce Commission is successful in the proceedings described above. On 16 October 2007, both proceedings (as described above) were discontinued against NZ Branch on the basis that the issues in the proceedings relate to assets and liabilities which vested in Westpac New Zealand Limited (also a defendant) on 1 November 2006. We are considering our position in relation to both proceedings and at this stage do not consider it necessary to raise a provision in relation to this matter.

### ***New Zealand Inland Revenue Department Investigation***

The New Zealand Inland Revenue Department (NZIRD) is reviewing a number of structured finance transactions undertaken in New Zealand and has issued amended reassessments in respect of nine transactions, three undertaken in the 1999 tax year, two undertaken in the 2000 tax year, two undertaken in the 2001 tax year and two undertaken in the 2002 tax year. The maximum potential tax liability reassessed for the 1999 year is NZ\$18 million (A\$15 million) (NZ\$25 million (A\$21 million) with interest), for the 2000 year is NZ\$61 million (A\$52 million) (NZ\$85 million (A\$73 million) with interest), for the 2001 year is NZ\$90 million (A\$77 million) (NZ\$127 million (A\$109 million) with interest) and for the 2002 year is NZ\$108 million (A\$93 million) (NZ\$158 million (A\$135 million) with interest). Interest for each year has been calculated to 30 September 2007.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The NZIRD is also investigating other transactions undertaken by the NZ Branch, which have materially similar features to those for which reassessments have been received. Should the NZIRD take the same position across all of these transactions, for the periods up to and including 30 September 2007, the overall primary tax in dispute will be approximately NZ\$595 million (A\$510 million) (this includes the amounts noted above). With interest this increases to approximately NZ\$815 million (A\$698 million) (calculated to 30 September 2007).

Proceedings disputing the reassessments with respect to the 1999, 2000, 2001 and 2002 tax years have been commenced. We are confident that the tax treatment applied in all cases is correct. A ruling was sought from the NZIRD on an initial transaction in 1999 which, following extensive review by the NZIRD, was confirmed in early 2001. The principles underlying that ruling are applicable to, and have been followed in, all subsequent transactions.

### **Competition**

The Australian financial services market continues to change in response to evolving customer needs and competitive dynamics.

Customers are increasingly knowledgeable and active in managing their own financial affairs and are driving the demand for tailored and innovative solutions, as well as increasing expectations in regards to pricing and service. Specifically:

- superannuation, a government-regulated mandatory retirement savings program for working Australians, with its multiple rule changes, is becoming increasingly important to customers, spurring the demand for quality financial advice and solutions; and

- corporate and institutional customers continue to expand globally and, as a result, are increasing the complexity of their financial needs.

In a broadly supportive economic environment, the Australian financial services market continues to experience competitive pressures across all business segments:

- newer entrants and regional banks are aggressively pursuing growth by initially targeting profitable niche segments and then broadening their offerings and geographic presence;

- competitors are pricing aggressively to achieve growth, making margin decline across the sector likely to continue;

- third party distributors, like mortgage and business lending brokers, have consolidated their position in the market;

- corporate and institutional customers have access to finance from a range of sources, including global investment banks, which places pressure on pricing;

- strong growth of Australia's wealth industry is attracting a large variety of new players; and

- advances in technology are reducing service delivery costs and improving customer convenience, thus reducing the need for ownership and control of all of the activities required to provide a financial service or product.



In New Zealand, we face competition principally from the locally incorporated subsidiaries of the other three major Australian banks. All the majors offer comprehensive financial services products to consumer, business and corporate customers throughout the country. In addition, there is competition from a number of smaller market participants that are focusing on niche opportunities within the retail and business sectors.

## Economic outlook(1)

2007 was a strong year for Westpac. The Group has materially lifted revenue growth and all businesses are exhibiting good operational momentum going into 2008.

We have also continued to invest for growth, adding a further 800 employees, principally in the front-line, and boosting platform and product capabilities, including reshaping Australian superannuation through our innovative Super for Life product.

Looking ahead, the economic environment remains broadly supportive. We expect that the Australian economy will remain robust, underpinned by continuing strong demand, both domestically and internationally, and historically low unemployment. As a result, we expect that demand for credit will remain high with solid housing growth and continuing robust business investment. At the same time, legislative changes to retirement savings in Australia have provided a further boost to the wealth industry.

A key variable in the year ahead is the current dislocation of global capital markets. While we anticipate an easing in the tight liquidity conditions through 2008, some changes brought on by the fall-out of the US sub-prime market are structural and we believe that they will become a more permanent feature of financial markets.

In particular, we expect more differentiated pricing for risk. It is also likely that the business models of some market participants will be challenged by the tighter liquidity and the realignment of asset prices.

Our leading position in institutional banking and our balance sheet strength has already created opportunities and we expect this trend to continue in the coming year.

Westpac's franchise health is also strong with record high employee commitment, improving customer satisfaction and our leadership in sustainability and governance.

## Employees

| The number of employees in each area of business as at 30 September(1): | 2007  | 2006  | 2005  |
|---|-------|-------|-------|
| Business Financial Services   | 3,448 | 3,119 | 2,557 |
| Consumer Financial Services   | 9,092 | 8,664 | 8,948 |
| BT Financial Group Australia  | 3,005 | 2,895 | 2,696 |
| Westpac Institutional Bank  | 1,683 | 1,558 | 1,528 |
| New Zealand Banking   | 4,538 | 4,952 | 4,993 |
| Business and Technology Solutions and Services                          | 4,289 | 4,127 | 4,385 |
| Pacific Banking   | 1,104 | 1,075 | 1,076 |
| Head Office functions and other   | 859   | 834   | 955   |

|                        |        |        |        |
|------------------------|--------|--------|--------|
| <b>Total employees</b> | 28,018 | 27,224 | 27,138 |
|------------------------|--------|--------|--------|

(1) The number of employees includes core and implied full time equivalent (FTE) staff. Core FTE includes overtime and pro-rata part time staff. Implied FTE includes temporary and contract staff.

#### *2007 v 2006*

Total full time equivalent (FTE) employees increased 794 compared to 2006 to 28,018. This was largely driven by increases in customer serving employees across a number of businesses:

194 additional customer serving employees in BFS to drive growth and expand our representation in the business banking segment;

325 additional customer serving employees in CFS, including 150 within the Premium Financial Services segment and a 161 increase in branch staff;

69 new staff in BT Financial Group to support higher product growth and increased demand following changes to superannuation legislation; and

87 additional customer serving employees in Westpac Institutional Bank;

partially offset by:

a decline in FTE in New Zealand due to investment in business banking employees which was more than offset by productivity savings elsewhere in the business.

#### *2006 v 2005*

FTE increased 86 compared to 2005 to 27,224. We continued to realign our workforce, with additional customer serving employees to strengthen our network across a number of businesses, including:

440 additional customer serving employees in BFS, with a primary focus in business banking as we sought to increase our footprint in the market;

119 new staff in BTFG, primarily in the Advice network. We steadily increased the level of financial planners to take advantage of this growing market segment; and

22 additional business banking employees in our New Zealand operations as we looked to improve customer satisfaction and profitability of our branch network.

Increases in customer serving employees were partially offset by decreases in non-customer serving employees via increased efficiencies in our core and support processes:

efficiency and productivity gains in support areas saw FTE fall by 247 in Australia; and  
declines in project resources as key projects such as Reach and Pinnacle neared completion.

FTE was also reduced by 65 due to the sale of our sub-custody business to HSBC with the majority of these employees relocating to HSBC.

We operate under a number of enterprise agreements which were certified by the Australian Industrial Relations Commission (AIRC) in 2002. These agreements have passed their nominal term however they remain in force until they are replaced or terminated by the AIRC. In the past, fixed pay

---

(1) All data and opinions under Economic outlook are generated by our internal economists.

increases were delivered to eligible employees through our enterprise agreements and despite not having a new agreement we paid a 4% increase to all eligible employees in October 2006. In March 2007, we introduced a new performance based approach to fixed pay for employees previously remunerated through our enterprise agreements. The first payment, which will be made in January 2008, will deliver an average performance based increase of 4% to eligible employees.

In New Zealand, we maintain both individual agreements with employees who are not union members and collective agreements with the Finance and Information Union (Finsec). The current collective agreement was ratified with a vote of more than 75% in favour, and came into effect on 1 May 2007; this agreement expires on 31 July 2008. Under the terms of settlement, a working party has been formed to enhance the pay and learning framework to provide more focus on competency in a given role as the means to progress through the pay scales. The new pay framework will be negotiated into the collective agreement during next year's bargaining round.

There has been no industrial action in Australia and New Zealand in the financial year ended 30 September 2007. We continue to have a businesslike and professional relationship with the Finance Sector Union in Australia and Finsec in New Zealand.

#### ***Remuneration policies***

The application of all remuneration practices across the Bank is consistent with the principles underlying our executive remuneration structures (refer to the remuneration report for further information), acknowledging the complexity and diversity of our businesses.

Fixed remuneration is market aligned, and reviewed annually with appropriate reference to our industrial agreements. Our employees have the opportunity to participate in short term incentive schemes, with specific reference to their role and to market competitiveness. A range of short term incentive schemes has been designed in recognition of our business needs - from highly formulated incentive schemes for roles with a strong sales focus, to discretionary arrangements for roles such as corporate support, based on performance against individual and business objectives.

We offer employee share plans for permanent employees in Australia, which are designed to provide tangible recognition for improvements in our performance and gain greater staff commitment. For further details refer to Note 27 to the financial statements.

We also provide superannuation (pension) plans for our employees in Australia, New Zealand and certain other countries in which we operate. Plan members are entitled to benefits on retirement, resignation, permanent disability or death. Refer to Note 39 to the financial statements for further information.

During 2007 we introduced performance-based fixed pay increases for employees covered by our enterprise development agreement. Consistent with Westpac's achievement culture, this change aims in particular to reward our high achievers.

We also changed our long term incentive award structure. From 2007 select senior employees below General Manager level receive Westpac securities which vest after a service requirement.

Group Executives and General Managers continue to receive performance securities which vest after a set period of service and subject to performance hurdles being met. However, from 2007 Group Executives, General Managers and other select employees will also be required to defer a portion of their short term incentive, receiving it as Westpac securities which vest after a service requirement.

The Board Remuneration Committee oversees the remuneration practices across our Group, and approves total expenditure for performance recognition.

## **Supervision and regulation**

### *Australia*

Within Australia we are subject to supervision and regulation by five 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); and the Australian Competition and Consumer Commission (ACCC).

APRA is responsible for the prudential supervision of Authorised Deposit-taking Institutions (ADIs), life and general insurance companies and superannuation (pension) funds. One of its roles is to protect the interests of depositors and insurance policyholders.

As an ADI, we report prudential information to APRA in relation to capital adequacy, large exposures, credit quality and liquidity. Our controlled entities in Australia involved in general insurance, superannuation and life insurance are also subject to the regulatory regime of APRA. Reporting is supplemented by consultations, on-site inspections and targeted reviews. Our external auditors also have 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.

Australia's risk-based capital adequacy guidelines are generally consistent with the approach agreed upon by the Basel Committee on Banking Supervision. Refer to the section [Basel Capital Accord](#).

The RBA is responsible for monetary policy, maintaining financial system stability and payments system regulation. 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 Commonwealth Government. On 1 July 2002, the RBA transferred the responsibility for registration and categorisation of financial corporations to APRA.

ASIC is the sole national regulator of Australian companies. Its primary responsibility is for regulation and enforcement of company and financial services laws that protect consumers, investors and creditors. With respect to financial services, it promotes honesty and fairness through the provision of consumer protection, using as necessary its 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.

The ASX operates Australia's primary national market for securities issued by listed companies. Certain of our securities (including our ordinary shares) are listed on the ASX and we therefore have a contractual obligation to comply with the ASX Listing Rules that have statutory backing in the Corporations Act. Oversight of listed companies' compliance with the ASX Listing Rules is shared between the ASX and ASIC.

The ACCC is an independent statutory authority responsible for the regulation and prohibition of anti-competitive and unfair market practices and mergers and acquisitions by Australian corporations. Its objectives are to ensure that corporations do not act in a way that may have the effect of eliminating or reducing competition, and to oversee product safety and liability issues, pricing practices and third party access to facilities of national significance. The ACCC's consumer protection work complements that of State and Territory consumer affairs agencies that administer the unfair trading legislation of their jurisdictions.

The Australian government's present policy is that mergers among the four major banks will not be permitted until the government is satisfied that competition from new and established participants in the financial industry, particularly in respect of small business lending, has increased sufficiently. Proposals for foreign acquisitions of Australian banks are subject to approval by the government under the Australian Foreign Acquisitions and Takeovers Act 1975.

*New Zealand*

The Reserve Bank of New Zealand (RBNZ) is responsible for the supervision of the New Zealand banking industry. This is primarily achieved through the extensive disclosure regime that requires all banks to publish financial statements on a quarterly basis, which also incorporates director attestation on the Bank's risk management disciplines.

It is a policy of the RBNZ that all systemically important banks must incorporate as a local entity rather than operate through a branch structure. Until 1 November 2006 we conducted our New Zealand business through a branch (NZ Branch), however, the NZ Branch was deemed to be a systemically important bank and therefore required to incorporate locally.

The RBNZ allows an overseas bank to operate in New Zealand as both a branch of its overseas parent and through a subsidiary. We have determined that this type of dual registration is the most effective option for us to comply with RBNZ policy, while minimising disruption to the NZ Branch's investors and customers.

Accordingly, we established Westpac New Zealand Limited to assume and carry on the New Zealand consumer and business banking operations of our NZ Branch. Westpac New Zealand Limited commenced operating as a registered bank under the Reserve Bank of New Zealand Act 1989 on 1 November 2006. The NZ Branch continues to operate in New Zealand, retaining the New Zealand wholesale and financial markets business.

The reorganisation of our business was facilitated by legislation, which was the only means by which our New Zealand consumer and business banking operations could be vested in the Bank efficiently, economically and without affecting the continuity of the provision of those banking services. The Westpac New Zealand Act 2006 provided for the vesting of designated NZ Branch assets and liabilities in Westpac New Zealand Limited on 1 November 2006.

The Banking Act 1959 (Australia) gives priority over our Australian assets to Australian depositors. Accordingly, unsecured creditors and depositors of the remaining NZ Branch will rank after our Australian depositors in relation to claims against Westpac Banking Corporation's Australian assets.

Based on the statement of financial position as at 30 September 2007, the carrying value of the New Zealand assets of the NZ Branch of Westpac Banking Corporation was greater than its New Zealand deposit liabilities.

*United States*

Our New York branch is a federally licensed branch and, as such, is subject to supervision, examination and extensive 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 International Banking Act of 1978 (IBA), and related regulations. Under the IBA, we may not open any branch, agency or representative office in the US or acquire more than 5% of the voting stock of any US bank without the prior approval of the US Federal Reserve.



A federal branch must maintain, with a US Federal Reserve member bank, a capital equivalency deposit as prescribed by the US Comptroller of the Currency in an amount which is the greater of:

the amount of capital that would be required of a national bank organised at the same location; or

5% of the total liabilities (excluding, among other things, liabilities to affiliates and liabilities of any international banking facilities) of the federal branch.

In addition, a federal branch is examined by the US Comptroller of the Currency at least once each calendar year and periodically by the US Federal Reserve. The examination covers risk management, operations, credit and asset quality and compliance with the record-keeping and reporting requirements that apply to national banks, including the maintenance of its accounts and records separate from those of the foreign bank and any additional requirements prescribed by the US Comptroller of the Currency.

A 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.

At this time we have not elected to become and therefore we are not a financial holding company as defined in the Gramm-Leach-Bliley Act of 1999.

#### ***USA PATRIOT Act***

The USA PATRIOT Act 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, 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. Many of the new anti-money laundering compliance requirements of the USA PATRIOT Act are consistent with the anti-money laundering compliance obligations previously imposed on US financial institutions, including the US branches of foreign banks, under the Bank Secrecy Act and under regulations of the applicable US bank regulatory agency such as the US Comptroller of the Currency. These 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. The USA PATRIOT Act and other recent events have resulted in heightened scrutiny of Bank Secrecy Act and anti-money laundering compliance programs by federal bank regulatory and law enforcement authorities.

**Corporate governance**

**1. Introduction**

*a) Date of statement*

This statement reflects our corporate governance framework, policies and procedures as at 1 November 2007.

*b) Access to information on the website*

This corporate governance statement, and the following documents referred to in the statement, are available for viewing on our website in the corporate governance section (unless otherwise stated) at [www.westpac.com.au/corporateresponsibility](http://www.westpac.com.au/corporateresponsibility) .(1)

*Constitution and the Board*

constitution;

Board charter;

Committee charters - Audit, Remuneration, Risk Management, Nominations and Corporate Responsibility and Sustainability Committees;

Board tenure policy;

Non-executive Director s standard letter of appointment;

definition of independence;

current Committee membership;

principles for appointment of Directors to subsidiary companies;

Director appointment policy; and

checklist of compliance with ASX Limited Corporate Governance Council s Principles and Recommendations.

*Our principles*

Principles for Doing Business;

Code of Conduct;

Conflicts of Interest policy; and

New Issues policy.

*Other core operating principles and policies*

summary of our Risk Management Framework and related policies

Insider Trading policy

Whistleblower Protection policy

Code of Accounting Practice and Financial Reporting

Market Disclosure policy

guidelines for appointment of PricewaterhouseCoopers for non audit services

**2. Our approach to corporate governance**

*a) Framework and approach to corporate governance*

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

This approach includes a commitment to the highest standards of governance which our Board sees as fundamental to the sustainability of our business and performance.

In pursuing this commitment, the Board monitors local and global developments in corporate governance and their implications for us.

In Australia, we have taken into account the revised Corporate Governance Principles and Recommendations published in August 2007 by the ASX Limited's Corporate Governance Council (ASXCGC), and the Corporations Act 2001 (Corporations Act).

In the international arena, we have responded to a range of relevant corporate governance principles.

***b) Compliance with the ASXCGC's Principles and Recommendations***

The ASX Listing Rules require listed entities such as our company to include a statement in their Annual Report disclosing the extent to which they have followed the 27 ASXCGC Principles and Recommendations (ASXCGC's Recommendations) during the reporting period, identifying any recommendations that have not been followed and providing reasons for that variance.

We believe that our governance practices comply with the ASXCGC's Recommendations. A checklist summarising our compliance is on our website.

The revised ASXCGC's Recommendations no longer require proposed equity-based incentive plans to be submitted to Shareholders, however, our 2002 equity-based reward plans were extensively disclosed to shareholders in the 2002 and subsequent years' annual reports and are set out in detail in the Remuneration report and in the Financial statements.

---

(1) Information contained in or otherwise accessible through the websites mentioned in the Annual Report does not form part of this report unless we specifically state that the information is incorporated by reference thereby forming part of the report. All references in these reports to websites are inactive textual references and are for information only.

### 3. The Board of Directors

#### a) *Membership and expertise of the Board*

Our Board has a broad range of relevant financial and other skills, experience and expertise. The current Board composition, with details of each Director's background, is set out in the Directors' report. The Board considers that collectively, Directors have the range of skills, experience and expertise necessary to govern Westpac. All Non-executive Directors have extensive experience of the social and environmental context in which the business operates which complements the extensive business experience of the Managing Director.

The Board's approach to selection, performance evaluation and tenure of Directors is described in this statement.

*ASXCGC's Recommendations 2.6*

#### b) *Board role and responsibility*

The roles and responsibilities of the Board are formalised in the Board Charter. The Charter also defines the matters that are reserved for the Board and its Committees, and those that the Board has delegated to management.

In summary, the Board is accountable to shareholders for our performance, and the Board's responsibilities include:

**strategy** - providing strategic direction and approving significant corporate strategic initiatives;

**board performance and composition** - evaluating the performance of Non-executive Directors, and determining the number and composition of our Board as well as making recommendations to shareholders for the appointment and removal of Directors;

**leadership selection** - selecting and evaluating the performance of the Chief Executive Officer (CEO), approving the appointments of Group Executives, the Chief Financial Officer (CFO), the General Manager Group Assurance and the Group Secretary;

**succession planning** - planning for Board and Executive succession;

**remuneration** - setting CEO and CFO remuneration and setting Non-executive Director remuneration within shareholder approved limits;

**financial performance** - approving our budget, monitoring management and financial performance and approving the dividend policy, amounts and timing of payments;

**financial reporting** - considering and approving our half-yearly and annual financial statements;

**audit** - selecting and recommending to shareholders the appointment of the external auditor. Determining the duration, remuneration and terms of appointment of the external auditor and evaluating its performance and ongoing independence. Maintaining a direct and ongoing dialogue with the external auditor;

**risk management** - approving our risk management strategy and various risk management frameworks and monitoring their effectiveness;

**corporate responsibility** - considering the social, ethical and environmental impact of our activities, setting standards and monitoring compliance with our responsibility policies and practices;

**relationship with the exchanges and regulators, and continuous disclosure** - maintaining a direct and ongoing dialogue with relevant regulators in Australia and offshore and ensuring that the market and our shareholders and other investors are continuously informed of material developments; and

**internal governance** - determining the scope of delegated authorities and approving policies for Non-executive director appointments to our controlled entities.

The Board has delegated a number of these responsibilities to its Committees. The responsibilities of these Committees are detailed in section 4 of this statement.

The Board has delegated to management, responsibility for:

**strategy** - developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives;

**senior management selection** - making recommendations for the appointment of senior management, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for senior management roles;

**financial performance** - developing our annual budget and managing day-to-day operations within the budget;

**risk management** - maintaining effective risk management frameworks;

**continuous disclosure** - keeping the Board and market fully informed about material developments; and

**corporate responsibility** - managing day-to-day operations in accordance with standards for social, ethical and environmental practices, which have been set by the Board.

*Highlights in 2007*

the Board approved a Governance framework for Westpac and its subsidiaries within which Westpac's existing governance policies operate, new policies can be created and implemented. The Governance framework also provides a basis on which subsidiary entities will operate and report to the Board.

*ASXCGC's Recommendation 1.1*

**c) *Board size and composition***

The Board considers that the optimum number of Directors is between seven and nine, with Non-executive Directors comprising the majority of the Board.

There are currently six independent Non-executive Directors and one Executive Director on our Board. A further independent, Non-executive Director has been appointed and will join the Board in March, 2008. Our constitution sets a maximum of fifteen Non-executive Directors. In addition, up to three members of the Board may be Executive Directors. The Chairman of the Board is non-executive and independent of the role of the CEO.

The Nominations Committee assesses the Board composition and size and recommends to the Board changes to the Board composition and size. The Nominations Committee also assesses the skills required to discharge the Board's duties, having regard to our business mix, financial position and strategic direction, including specific qualities or skills that the Nominations Committee believes are necessary for one or more of the Directors to possess.

*ASXCGC's Recommendations 2.1, 2.3 and 2.4*

**d) *The selection and role of the Chairman***

The Board elects one of the independent Non-executive Directors to be Chairman. The Chairman's role includes:

ensuring that Board members undertake appropriate induction covering the terms of their appointment, their duties and responsibilities;

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

representing the views of the Board to the public;

ensuring the Board meets at regular intervals throughout the year and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors;

guiding the agenda and conduct of all Board meetings;

reviewing the performance of Non-executive Directors;

overseeing Non-executive Director and Chief Executive Officer succession; and



promoting constructive and respectful relations between Board and management.

The current Chairman, Edward (Ted) Alfred Evans, is an independent Non-executive Director. He has been a Director of the company since 5 November 2001 and Chairman since 1 April 2007. The Chairman is a member of each of the Audit and Risk Management Committees and is Chairman of the Nominations Committee.

*ASXCGC's Recommendation 2.2*

***e) Director independence***

The Board assesses each Director against a range of criteria to decide whether they are in a position to exercise independent judgement.

Directors are considered to be independent if they are independent of management and free from any business or other relationship that could materially interfere with, or could 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.

In assessing independence, the Board considers whether the Director has a business or other relationship with the company, directly or as a partner, shareholder or officer of a company or other entity that has an interest, or a business or other relationship, with the company or another Group member.

Information about any such interests or relationships, including any related financial or other details, is assessed by the Board to determine whether the relationship could, or could reasonably be perceived to, materially interfere with the exercise of a director's unfettered and independent judgement.

On appointment, each Director is required to provide information for the Board to assess and confirm their independence as part of their consent to act as a Director. Directors re-affirm their independence annually. All six Non-executive Directors are considered to be independent.

The Nominations Committee charter discloses a process for selection and appointment of new Directors and re-election of incumbent Directors.

*ASXCGC's Recommendations 2.1 and 2.6*

***f) Avoidance of conflicts of interest by a Director***

The Board is conscious of its obligations to ensure that Directors avoid conflicts of interest (both real and apparent) between their duties as Directors of Westpac and their other interests and duties.

All Directors are required to disclose any actual or potential conflict of interest on appointment as a Director and are required to keep these disclosures 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, they may not participate in boardroom discussions or vote on matters in respect of which they have a conflict.

There are a range of policies that we maintain relating to the management of conflicts of interest, such as the *Conflicts of Interest* and the *New Issues* policies (see section 7e of this statement).

*ASXCGC's Recommendation 3.1*

***g) Meetings of the Board and their conduct***

The Board has scheduled meetings each year and meets whenever necessary between scheduled meetings to deal with specific matters needing attention.

The Chairman with input from the CEO and the Group Secretary establish meeting agendas for assessing our coverage of financial, strategic and major risk areas, throughout the year. The Directors have the opportunity to review meeting materials in advance. Directors are always encouraged to participate with a robust exchange of views and to bring their independent judgements to bear on the issues and decisions at hand.

The Board discusses a particular strategy topic at most Board meetings. In July each year, the Board meets to discuss our strategic plan and to set our overall strategic direction. The Board also conducts more formal workshops on specific subjects throughout the year in addition to the regular Board meetings.

Members of the executive management are invited to attend all Board meetings and are also available to be contacted by Directors between meetings. The Board, however, usually meets without executive management (other than the CEO) at the commencement and conclusion of each meeting.

The Board meets without the CEO or any other members of executive management at least once a year or as required and, as with all other Board meetings, this is presided over by the Chairman. The Audit Committee meets with our auditor without executive management being present at each Audit Committee meeting.

Details of meetings attended by Directors during the 2007 year are reported in the Directors' report.

***Highlights in 2007***

the Board has initiated a half year review of Westpac's strategic options; and  
recent and current Board papers can be distributed and accessed electronically.

***h) Succession planning***

The Board considers Director succession in conjunction with the Nominations Committee. Together they are responsible for developing and implementing succession planning for Non-executive Directors, taking into account the challenges and opportunities facing us and the skills and expertise which are likely to be needed on the Board today and in the future.

The Board is responsible for CEO and CFO succession planning. The Board is actively involved with management succession.

The Board is responsible for approving the CEO financial and non-financial performance objectives and for evaluating the performance of the CEO against those objectives. The Board also oversees the process of objective setting for senior executives and monitors the performance of senior executives against those objectives.

*ASX CGC's Recommendation 1.2*

***Highlights in 2007***

Leon Davis retired as Westpac's Chairman and was succeeded by Ted Evans;

the Board considered CEO succession in detail, which culminated in the appointment of Gail Kelly to replace David Morgan who steps down as CEO in January 2008;

Helen Lynch retired as a Director;

Elizabeth Bryan was appointed as a Director; and

the Nominations Committee revised the principles which apply to the selection and appointment of directors to the boards of our subsidiaries.

***i) Review of Board and Committee performance***

The Board undertakes ongoing self-assessment and review of its performance and of the performance of the Chairman, individual Directors and Board Committees.

The performance review process conducted in 2007 was facilitated externally and included interviews with Directors and written surveys of Directors, Group Executives and the Group Secretary & General Counsel. These reviews were wide-ranging and included, amongst other things, each Director's contributions to Board discussions. The survey results are independently collated and the Chairman formally discussed the results with individual Directors and Committee chairs.

The Nominations Committee reviewed the results of the annual performance review of the Chairman without the Chairman being present.

*ASXCGC's Recommendations 2.5 and 2.6*

***j) Nomination and appointment of new Directors***

The Nominations Committee considers and makes recommendations for nominations of new Directors to the Board as a whole.

External consultants may from time to time be used to access a wide base of potential Directors. Those considered are assessed against a range of criteria including background, experience, professional skills and personal qualities. The Nominations Committee and the Board also consider whether a candidate's skills and experience will complement the existing Board and whether the candidate has sufficient time available to commit themselves to their responsibilities as a Westpac Director.

New Directors receive a letter of appointment, which sets out their duties, the terms and conditions of appointment including expected term of appointment, remuneration and the expectations of the role. This letter conforms with ASXCGC's Recommendations.

If the Board appoints a new Director during the year, that person will stand for election by shareholders at the next Annual General Meeting (AGM). Shareholders are provided with relevant background information on the candidates for election. The Nominations Committee reviews appointment criteria from time to time and makes recommendations concerning the re-election of any Director by shareholders.

The Board's Director Appointment Policy details the policy and procedure for the nomination and appointment of new Directors and the reappointment of incumbent Directors.

*ASXCGC's Recommendation 2.4*

***k) Term in office and retirement and re-election of Directors***

At each AGM one-third of our Directors (excluding the CEO) and any Director who has held office for three or more years since their last election must retire. In addition, any Director who has been appointed during the year must stand for election at the next AGM. These are mandatory requirements in our Constitution.

Eligible Directors who retire as required may offer themselves for re-election by shareholders at the next AGM. Directors offering themselves for re-election are invited to give a short presentation to the AGM in support of re-election.

The Board has adopted a Tenure Policy which limits the number of terms of office that any Non-executive Director may serve. For Non-executive Directors (other than the Chairman) the maximum tenure is three consecutive terms or nine years from the date of first election by shareholders. For the Chairman the maximum tenure is four terms or twelve years (inclusive of any term as a Director prior to being elected as Chairman).

***l) Director education***

All Directors on appointment are offered an induction program to help familiarise them with matters relating to our business, strategy and any current issues before the Board. The induction program includes meetings with the Chairman, the CEO, each Chairman of the respective Board Committees, each Group Executive, the Group Secretary & General Counsel and the Chief Strategy Officer.

The Board encourages Directors to continue their education by participating in formal workshops which are held regularly throughout the year and attending relevant site visits. Directors are also encouraged to undertake relevant external education where they wish to do so.

Our Group Secretary & General Counsel provides Directors with ongoing guidance on matters such as corporate governance, our Constitution and the law.

***Highlights in 2007***

the Board participated in workshops on our succession planning, organisational strategy, our financial results, Basel II requirements and Anti Money Laundering.

***m) Board access to information and advice***

All Directors have unrestricted access to company records and information and receive regular detailed financial and operational reports from executive management to enable them to carry out their duties. Each Director enters into an Access and Indemnity Deed with the company to ensure seven year access to documents after their retirement as a Director.

The Chairman and other Non-executive Directors regularly consult with the CEO, the CFO, Group Executives, the Group Secretary & General Counsel, the General Manager Group Assurance, the Chief Operational Risk and Compliance Officer, the Chief Strategy Officer, and the General Manager Stakeholder Communications. In addition, Directors may consult with, and request additional information from, any of our employees.

The Board collectively, and each Director individually, has 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 and, in the Chairman's absence, Board approval may be sought.

*ASXCGC's Recommendation 2.1 and 2.6*

*n) Company Secretary*

Our company secretaries are Richard Willcock and Anna O Connell. Richard Willcock is our Group Secretary & General Counsel. Anna O Connell is Head of Group Secretariat.

Richard Willcock joined us in 1997 and was appointed to his present role in February 2003 with responsibility for the management and delivery of company secretarial, legal and governance advice and support to the Board, executive and business. Richard's qualifications are LLB, BA (Hons), MBA and FCIS. In 2007, Richard was recognised by the inaugural Governance Professional with an ASX 100 Company award.

Prior to Richard's current appointment he was General Manager Risk for BT Financial Group. Richard previously practised law in private practice from 1982 and was a partner at law firm Abbott Tout.

Anna O Connell joined us in 2001 and was appointed to her current role in February 2006. Anna's qualifications are B.Ec, Grad.Dip.(AppCorpGov) and FCIS. She has nine years experience as a company secretary in various large public companies.

Responsibilities for the secretariat function include providing advice to Directors and officers on corporate governance and regulatory matters, developing and implementing our governance framework and giving practical effect to the Board's decisions.

All Directors have access to advice from the Group Secretary & General Counsel and Head of Group Secretariat at any time.

#### 4. Board Committees

##### a) *Board Committees and membership*

We have five standing Board Committees. The Committee Charters describe their roles and powers, as approved by the Board.

The five Board Committees and their membership at 1 November 2007 are set out in the table below:

|   | Elizabeth<br>Bryan | Gordon<br>Cairns | David<br>Crawford | Ted<br>Evans | Carolyn<br>Hewson | David<br>Morgan | Peter<br>Wilson |
|---|--------------------|------------------|-------------------|--------------|-------------------|-----------------|-----------------|
| Audit Committee                                       | ü                  | ü                | Chair ü           | ü            | ü                 |                 | ü               |
| Risk Management Committee                             | ü                  | ü                | ü                 | ü            | Chair ü           |                 | ü               |
| Nominations Committee                                 |                    | ü                | ü                 | Chair ü      | ü                 |                 | ü               |
| Remuneration Committee                                |                    | Chair ü          | ü                 |              | ü                 |                 |                 |
| Corporate Responsibility and Sustainability Committee | ü                  |                  |                   |              |                   | ü               | Chair ü         |

Attendances of Directors at Committee meetings are set out in the Directors' report.

Other Committees of the Board are established from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

##### *Highlights in 2007*

Committee Membership was reviewed and updated where required to take into account Director and Committee workload.

*ASXCGC's Recommendations 2.6 and 4.4*

##### b) *Committee Charters*



The roles and responsibilities of each Committee are set out in the respective Committee Charters. Each year the Committee Charters are reviewed and where appropriate updated to take account of changes and other developments in the Committee's area of responsibility.

***c) Committee procedures***

*Composition and independence of the Committees*

Committee members are chosen for the skills, experience and other qualities they bring to the Committees. Four of the five Committees are required to be, and are currently, composed of only independent Non-executive Directors. The CEO is a member of the Corporate Responsibility and Sustainability Committee.

*Operation of the Committees and reporting to the Board*

During the year the Board Committees met quarterly and at other times as necessary. Each Committee is entitled to the resources and information it requires and has direct access to our employees and advisers. All Directors receive all Committee papers and can attend all Committee meetings, subject to there not being any conflict of interest. The CEO attends all 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 Committee meetings as necessary.

*How the Committees report to the Board*

At the next Board meeting following each Committee meeting, the Board is given an oral report by the Chair of each Committee. In addition, all Committee minutes are tabled at Board meetings.

*How Committees' performance is evaluated*

The performance of Committees is discussed and reviewed initially within each Committee and then reviewed as part of the Board's performance review. The performance of each Committee member (other than the CEO) is evaluated as part of the annual peer review of each Director.

*ASXCGC's Recommendation 2.5*

***d) Audit Committee***

*Role of the Committee*

Our Board shares oversight responsibility for risk management between the Audit Committee and the Risk Management Committee.

The Audit Committee, oversees all matters concerning:

- integrity of the financial statements and financial reporting systems;
- making recommendations to the Board for the appointment of the external auditor;
- external auditor's qualifications, performance, independence and fees;
- oversight and performance of the internal audit function; and
- compliance with financial reporting and related regulatory requirements.

*Integrity of the financial statements*

The Audit Committee oversees the preparation of our financial statements. The Committee requires management to confirm that the accounting methods applied by management are consistent and comply with applicable accounting standards and concepts.

The Committee reviews and assesses:

any significant estimates and judgements in financial reports and monitors the methods used to account for unusual transactions;

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

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 half-year and annual financial statements.

*External audit*

The Audit Committee makes recommendations to the Board concerning the appointment of our external auditor and approving the terms of engagement. The Committee reviews the performance and the independence of the external auditor. This evaluation includes an annual review of the external auditor's internal quality control procedures, reviews of non-audit services which have been provided, consideration of any recent inquiry or investigation by governmental or professional authorities and the capabilities of the lead audit staff who work on our audit.

For permitted non-audit services, use of the external audit firm must be assessed in accordance with our pre-approval policy which is set out in section 5e.

The external auditor receives all Audit Committee papers and attends all meetings. The Committee meets with the external auditor without management being present and also meets with management without the external auditor being present. Committee members are able to contact the external auditor directly at any time.

*Internal audit*

The Audit Committee is responsible for making recommendations to the Board concerning the appointment and replacement of the General Manager Group Assurance (Head of Internal Audit) and reviews the internal audit responsibilities, budget and staffing. Periodically, the Audit Committee meets with the General Manager Group Assurance without management being present. The Audit Committee Chairman also meets

separately with the General Manager Group Assurance.

*Compliance with financial reporting and related regulatory requirements*

The Audit Committee oversees our compliance with applicable financial reporting and related regulatory requirements.

The Audit Committee's role includes regular discussions with:

members of the Risk Management Committee, the Chief Operational Risk and Compliance Officer, management and the external auditor about our major financial risk exposures and the steps management has taken to monitor and control such exposures;

the external auditor concerning their audit and any significant findings and the adequacy of management's responses;

management and the external auditor concerning the half-yearly and annual financial statements, including disclosures in the operating and financial review and prospects of the Annual Report;

management and the external auditor concerning any correspondence with regulators or government agencies and reports which raise issues of a material nature; and

the Group Secretary & General Counsel concerning any legal matters that may have a material impact on the financial statements and/or our compliance with financial reporting and related regulatory policies.

The Committee also monitors our procedures for the receipt, retention and treatment of financial complaints, including accounting, internal accounting controls or auditing matters and the confidential or anonymous reporting by employees of concerns regarding accounting or auditing matters.

*Financial knowledge of Committee members*

The Audit Committee includes members who have appropriate financial experience and an understanding of the financial services industry. All members of the Audit Committee satisfy the independence requirements under the ASXCGC's Recommendations, the United States Securities Exchange Act of 1934 (as amended) and the rules of the New York Stock Exchange (NYSE).

The Board has determined that David Crawford, Chair of the Audit Committee, is an audit committee financial expert and is independent as defined in the Listing Standards of the NYSE. David Crawford is not an auditor or an accountant with respect to the company, does not perform field work and is not a full-time employee. Under the United States laws, an audit committee member who is designated as an audit committee financial expert will not be deemed to be an expert for any purpose other than as a result of being identified as an audit committee financial expert. Although the Board has determined that David Crawford has the requisite financial expert attributes defined under the rules of the United

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

States Securities and Exchange Commission (SEC), his responsibilities as an Audit Committee member are the same as those of other Audit Committee members.

The Audit Committee assesses the information provided by management and the external auditor. Management determines that our financial statements and disclosures are complete and accurate. The external auditor has the duty to plan and conduct audits.

Further information on audit governance and independence is included in section 5 of this statement.

*ASXCGC s Recommendations 4.1, 4.2, 4.3, and 4.4*

### ***Highlight in 2007***

evaluation and approval of Ian Hammond who will succeed David Armstrong as the lead audit partner for PwC, Westpac s independent auditor.

e) ***Risk Management Committee***

*Role of the Committee*

The Risk Management Committee oversees the risk profile and approves our risk management framework within the context of the risk-reward strategy determined by the Board. The determination of this strategy includes recommendations from the Risk Management Committee, CEO and senior management on the parameters of our risk-reward profile and appropriate strategy.

The Risk Management Committee monitors the alignment of our risk profile with our risk appetite as it is defined in the Board Risk Appetite Statement and with current and future capital requirements. The Committee oversees how we manage the risks which are relevant to our operations.

The Risk Management Committee:

- reviews and approves the frameworks for managing our credit, market, liquidity, operational and compliance risk;

- determines, approves and reviews the limits and conditions that apply to the taking of risk, including the authority delegated by the Board to the CEO, CFO and Chief Risk Officer;

- monitors the risk profile, performance, capital levels, exposures against limits and management and control of our risks;

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

- oversees the development and ongoing review of appropriate policies that support our frameworks for managing risk; and

- reviews significant issues that may be raised by internal audit as well as the length of time and action taken to resolve such issues.

From the perspective of specific types of risk, the Risk Management Committee role includes:

- for credit risk - monitoring of the risk profile, performance and management of our credit portfolio and development and review of credit risk policies;

for market and liquidity risk - monitoring of the market risk profile, approving the Group Value at Risk and Net Interest Income at Risk limits and reviewing our funding plan and liquidity requirements;

for operational risk - monitoring of the operational risk profile, performance of operational risk management and controls and development and ongoing review of operational risk policies; and

for compliance risk - overseeing our compliance with applicable laws, regulations and regulatory requirements, reviewing and discussing with management and the external auditor any correspondence with regulators or government agencies and any published reports that raise material issues for us, and monitoring, where appropriate, complaints and whistleblower concerns.

The Risk Management Committee regularly updates the Board about its activities. It refers to the Audit Committee any matters that have come to its attention that are relevant to the Audit Committee and provides relevant periodic assurances to the Audit Committee.

*ASXCGC's Recommendations 7.1 and 7.2*

***Highlights in 2007***

considered the requirements and changes under Basel II, including a review and approval of the Operational Risk Management Framework, and review of the Board Risk Appetite Statement and the Internal Capital Adequacy Assessment Process; and

ongoing consideration of the requirements and changes under the Anti-Money Laundering & Counter-Terrorism Financing legislation.

***f) Nominations Committee***

*Role of the Committee*

The Nominations Committee assists the Board in fulfilling its oversight responsibility to shareholders. The Nominations Committee is responsible for:

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

performance review process of the Board, its Committees and individual Directors;

succession planning for the Board including developing eligibility criteria for nominating Directors;

developing and implementing induction programs for new Directors and ongoing education for existing Directors;  
recommending appointment of Directors to the Board;  
considering candidates for appointment to the boards of relevant subsidiaries; and  
reviewing our approach to corporate governance.

*ASXCGC s Recommendation 2.4*

***Highlight in 2007***

reviewed the skills and experience required on the Board to assist with Board succession planning.



**g) *Remuneration Committee***

*Role of the Committee*

The Remuneration Committee assists the Board by reviewing and approving our remuneration policies and practices. The Remuneration Committee:

reviews and approves executive remuneration policy;

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

makes recommendations to the Board on the remuneration of the CEO;

makes recommendations to the Board on the remuneration of Non-executive Directors, taking into account the shareholder approved fee pool;

approves contracts and remuneration packages for positions reporting directly to the CEO;

considers and evaluates the performance of senior executives when making remuneration determinations and otherwise as required;

reviews and makes recommendations to the Board on equity-based plans;

approves all performance recognition expenditure; and

oversees general remuneration practices across the Group.

The Remuneration Committee also reviews and makes recommendations to the Board concerning the recruitment, retention, termination, and succession planning policies and procedures for the CEO and for senior positions reporting directly to the CEO. This process was undertaken during the reporting year.

Independent remuneration consultants are engaged by the Remuneration Committee to benchmark our reward practices and levels against market practice.

*ASXCGC's Recommendations 1.2, 1.3 and 8.1*

*Highlights in 2007*

reviewed fee arrangements for Non-executive Directors and Chairman; and

adopted a subsidiary remuneration framework which documents the fee arrangements that apply to Non-executive Directors of subsidiary entities.

***h) Corporate Responsibility and Sustainability Committee***

*Role of the Committee*

The Corporate Responsibility and Sustainability Committee oversees and provides guidance to our commitment to operate our business ethically, responsibly and sustainably, consistent with evolving community expectations.

The Corporate Responsibility and Sustainability Committee:

reviews our direct and indirect social, environmental and ethical impacts;

oversees initiatives to enhance our sustainability;

agrees standards for our corporate responsibility and sustainability policies and practices and monitors compliance with these policies and practices;

monitors and oversees our social, environmental, governance and other material business risks (along with the Risk Management Committee), including our strategic and operational response to climate change; and

reviews and approves the independent assurance of our annual Stakeholder Impact Report.

*Highlights in 2007*

approved Westpac's framework for managing climate change risks and opportunities; and

considered feedback and recommendations from directors and senior management following visits to the Cape York Partnership.



## 5. Audit governance and independence

### a) *Approach to audit governance*

The Board is committed to three core principles:

that our financial reports present a true and fair view;

that our accounting methods are comprehensive and relevant and comply with applicable accounting rules and policies; and

that the external auditor is independent and serves security holder interests.

Australian and international developments are monitored and practices reviewed accordingly.

### b) *Engagement and rotation of the external auditor*

Our independent external auditor is PricewaterhouseCoopers (PwC). PwC was appointed by shareholders at the 2002 AGM in accordance with the provisions of the Corporations Act.

The Board has adopted a policy that the responsibilities of the lead audit partner and review audit partner cannot be performed by the same people for longer than five years. The present PwC lead audit partner for our audit is David Armstrong, who assumed this responsibility in 2003. Having served five years, David Armstrong retired as lead audit partner after our 2007 balance date and has been succeeded by Ian Hammond. The present PwC review audit partner is David Prothero, who assumed this responsibility in 2005. Subject to applicable legislative requirements, the Board requires a minimum five-year cooling off period before the lead audit partner or review audit partner are allowed back onto the audit team.

*ASXCGC's Recommendation 4.4*

### c) *Certification and discussions with the external auditor on independence*

The Audit Committee requires the external auditor to confirm quarterly that they have maintained their independence and have complied with the independence standards as promulgated by Australian and international regulators and professional bodies. The Audit Committee meets separately with the external auditor without executive management being present at each meeting. Certification is provided in the Non-Audit Services and Independence declaration in the Directors' report.

**d) *Relationship with the external auditor***

Our current policies on employment and other relationships with our external auditor include the following:

the audit partners and any employee of the external audit firm on the company's audit are prohibited from being an officer of the company;

an immediate family member of an audit partner or any employee of the external audit firm on the company's audit is prohibited from being a Director or an officer in a significant position at the company;

any former external audit partner or external audit firm's former employees who have participated on the company's audits are prohibited from becoming a Director or officer in a significant position at the company for at least five years, and after the five years can have no continuing financial relationship with the audit firm;

members of the audit team and audit firm are prohibited from having a business relationship with us or any of our officers unless the relationship is clearly insignificant to both parties;

the external audit firm, its partners and its employees who are members of the audit team on the company's audit and their immediate family members are prohibited from having loans or guarantees with us or from having a direct or material indirect investment in the company;

our officers are prohibited from receiving any remuneration from the external audit firm;

the external audit firm is prohibited from having a financial interest in any entity with a controlling interest in the company; and

the audit team in any given year cannot include a person who had been an officer of the company during that year.

**e) *Restrictions on non-audit services by 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 the company, including:

preparation of accounting records and financial statements;

financial information systems design and implementation;

appraisal or valuation services and other corporate finance activities;

internal audit services;

temporary or permanent staff assignments, or performing any decision-making or ongoing monitoring or management functions;

broker or dealer, investment adviser or investment banking;

legal, litigation or other expert services;

actuarial services;

recruitment services for managerial, executive or Director positions; and

certain taxation services to individual employees involved in a financial reporting oversight role of the preparation of the financial statements.

For all other non-audit services, use of the external audit firm must be assessed in accordance with our pre-approval policy, which requires that all non-audit services be pre-approved by the Audit Committee, or by delegated authority to a sub-committee consisting of one or more members where appropriate.

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 37.

The SEC is conducting an investigation of certain Australian registrants and public accounting firms regarding the SEC's auditor independence requirements. As a part of this investigation, we furnished information to the SEC regarding the services rendered by our external auditor PwC, including information regarding services that the SEC staff may view as the secondment of PwC personnel to entities in our Group. We cannot predict the nature of any action the SEC might take as a result of its investigation. However, we consider it unlikely that the outcome of the investigation will have a material adverse financial effect on our Group.

*f) Attendance at the Annual General Meeting*

Our external auditor attends the AGM and is available to answer questions from shareholders on:

the conduct of the audit;

the preparation and content of the audit report;

the accounting policies adopted by us in relation to the preparation of the financial statements; and

the independence of the auditor in relation to the conduct of the audit.

*g) Internal audit*

Group Assurance includes an independent and objective internal audit review function charged with evaluating, testing and reporting on the adequacy and effectiveness of management's control of operational risk. Group Assurance has access to all entities in our Group and conducts audits and reviews following a risk-based planning approach.

The General Manager Group Assurance has a reporting line to the Chairman of the Audit Committee. Group Assurance provides reports to both the Audit Committee and the Risk Management Committee.

Audit and review reports are discussed widely in the Group and significant issues are reviewed at the Audit Committee and the Risk Management Committee.

**6. Controlling and managing risk**

*a) Approach to risk management*

We approach risk management by identifying, assessing and managing the risks that affect our business in accordance with a set of core risk management values. This approach enables the risks to be balanced against appropriate rewards and reflects our vision and values, objectives and strategies, and procedures and training. We have established policies for the oversight and management of our material business risks. A summary of these policies is available for viewing on our website.

We distinguish four main types of risk:

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

**market risk** - the risk to earnings from changes in market factors, such as foreign exchange rates, interest rates, commodity prices and equity prices;

**operational risk** - the risk that arises from inadequate or failed internal processes, people and systems or from external events; and

**compliance risk** - the risk of failing to comply with our obligations under the law, based on the letter and spirit of a range of regulatory standards expected of us, and the risk of failure to meet our ethical standards.

In addition to and linked to these four main types of risk, we allocate resources to manage the following types of risks:

**equity risk** - the potential for financial loss arising from movements in the value of our direct and indirect equity investments;

**insurance risk** - the risk of not being able to meet insurance claims (related to insurance subsidiaries);

**model risk** - the risk of financial, reputation or operational losses arising because of a model;

**interest rate risk** - the risk associated with being forced to liquidate or unwind the balance sheet hedge portfolio;

**liquidity risk** - the risk of failing to adequately fund cash demand in the short term;

**reputation risk** - the risk of negative experiences and perceptions impacting our standing with stakeholders; and

**business risk** - the risk associated with the vulnerability of a line of business to changes in the business environment.

As these risks are interlinked, we take an integrated approach to managing them.

We are targeting accreditation by APRA to use the advanced internal ratings-based approach for managing credit risk and advanced measurement approach for operational risk under Basel II.

*ASXCGC's Recommendation 7.1*





**b) Risk management roles and responsibilities**

The Board is responsible for reviewing and approving our risk management strategy, frameworks and key risk parameters, including determining our appetite for risk. Our risk management governance structure is set out in the table below.

Approval of our risk management frameworks and significant policies resides with the Risk Management Committee under powers delegated by the Board. These frameworks and policies for managing risk are reviewed and discussed by the relevant Executive Risk Committee and submitted for discussion and approval to the Risk Management Committee.

Executive management is responsible for implementing the Board-approved risk management strategy and developing policies, controls, processes and procedures to identify and manage risks in all of our activities.

Our business model recognises that the responsibility for managing risks inherent in our business lies with the business units. This responsibility includes developing business unit-specific policies, controls, procedures and monitoring and reporting capability, and is aligned with the Group Risk frameworks approved by the Risk Management Committee and Group policies developed by the Group Risk function.

Our risk management governance structure:

|                                    |  |   |   |   |  |
|------------------------------------|--|---|---|---|--|
| <b>Board</b>                       | Considers and approves our risk-reward appetite and strategy   |   |   |   |  |
| <b>Board Committees</b>            | <b>Risk Management Committee</b><br>risk profile and risk management   | <b>Audit Committee</b><br>integrity of financial statements and systems | <b>Corporate Responsibility and Sustainability Committee</b><br>reputational risks arising from Westpac's actions | <b>Nominations Committee</b><br>Board skills, succession and governance | <b>Remuneration Committee</b><br>responsible reward practices in line with performance |
| <b>Independent Internal Review</b> | <b>Group Assurance</b><br>Adequacy and effectiveness of management controls for risk   |   |   |   |  |
| <b>Executive Risk Committees</b>   | <b>Westpac Group Risk-reward Committee</b><br>sets and leads our risk optimisation agenda<br><br>recommends to the Risk Management Committee the appropriate risk-reward positioning and integrates decisions on overall capital levels and earnings profile |   |   |   |  |

initiates and oversees strategies of the Group's risk-reward profile and boundaries for risk appetite within parameters set by the Board

oversees the risk governance framework, including the performance, role and membership of the executive risk committees

| <b>Westpac Group Credit Risk Committee</b>                              | <b>Group Market Risk Committee</b>                                 | <b>Group Operational Risk and Compliance Committee</b>   |
|---|--|--|
| optimises credit risk-reward  | optimises market risk-reward for traded and non-traded market risk | optimises operational risk-reward and compliance   |
| oversees portfolio performance  | oversees portfolio performance                                     | oversees the governance of operational risk and compliance, including the framework and policies |
| determines limits and authority levels within Board-approved parameters | determines limits within Board-approved parameters                 | oversees the operational and reputation risk profile   |

**Group Risk** drives enterprise-wide risk management culture, frameworks and decisioning seeking to maximise performance in line with risk appetite

forges a partnership with the business, which shares the vision and the responsibility for superior risk management

**Business Units** manage risks inherent in the business including the development of business-specific policies, controls, procedures and reporting in respect of the risk classes

*c) CEO and CFO assurance*

The Board receives regular reports about our financial condition and operational results as well as that of our controlled entities. The CEO and the CFO annually provide formal statements to the Board that in all material respects:

the financial records of the company for the financial year 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 required by the accounting standards for the financial year comply with the accounting standards;

the financial statements and notes for the financial year give a true and fair view of the company's and consolidated entities' financial position and of their performance;

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

the risk management and internal compliance and control systems are sound, appropriate and operating efficiently and effectively.

*ASXCGC's Recommendation 7.3*

*d) Compliance Risk Management Framework*

Our Compliance Risk Management Framework reflects the following core principles and practices:

compliance is about our responsibilities as employees, our culture and the systems and processes we use every day;

complying with the letter and spirit of regulatory standards is an essential part of the Group's core values and is critical to our success as a leading Australian financial services organisation;

ensuring that the letter and spirit of regulatory standards are embedded into how we do business, how we conduct ourselves, how our systems and processes are designed and how they operate;

compliance with regulatory standards are the responsibility of everyone at every level of the Group. Visibility and accountability of senior management ensures a strong compliance culture;

the role of the compliance function is to guide the organisation in embedding compliance into how we do business; and

actively engaging with regulatory bodies and industry forums to ensure the maintenance of high standards across the industry.

Primary responsibility for managing compliance risk resides with business line management, who are required to demonstrate that they have effective processes in place consistent with our Compliance Risk Management Framework. Within each major business area there is a dedicated operational risk and compliance function, with specific responsibilities designed to guide compliance within that business as part of the business unit risk management team.

The Compliance Risk Management Framework utilises a range of mechanisms, including audit, file reviews, mystery shopping, customer surveys and operational risk assessments to measure the effectiveness of our compliance program. There is also a Group Compliance function, led by the Chief Operational Risk and Compliance Officer, which supports the Compliance Risk Management Framework. This team provides the infrastructure to facilitate compliance planning and reporting, provides specialist advice to business unit Compliance and Risk in implementing regulatory initiatives and policies and establishing compliance programs. It also provides analytical tools and advice for independent oversight of areas of strategic compliance risk and reports on potential weaknesses across the Group.

The Compliance Risk Management Framework is maintained by the Group Operational Risk and Compliance Committee and overseen by the Risk Management Committee, which receives regular reports from the Chief Operational Risk and Compliance Officer on the status of compliance across the company.

Key components of the framework established to support these principles include:

environment - Board and management oversight and accountability, culture and independent review;

identification - identifying obligations, developing and maintaining compliance plans and implementing change;

controls - policies, processes, procedures, communication and training and documentation; and

monitoring and reporting - monitoring, incident and breach escalation, reporting, issue management and managing regulatory relationships.

**7. Promoting ethical and responsible behaviour**

*a) Our Principles for Doing Business and Code of Conduct*

Our Principles for Doing Business set out the principles that govern our conduct and the behaviours that stakeholders can expect from us. The Principles apply without exception to all Directors, executives, management and employees, and are aligned to our core values of teamwork, integrity and achievement. Our Code of Conduct sets out the seven foundation principles, namely:

act with honesty and integrity;

respect the law and act accordingly;

respect confidentiality and do not misuse information;

value and maintain professionalism;

act as a team;

manage conflicts of interest responsibly; and

strive to be a good corporate citizen and achieve community respect.

*ASXCGC s Recommendations 3.1 and 3.3*

***b) Code of ethics for senior finance officers***

Due to the nature of their roles, the CEO and principal financial officers are subject to our Code of Accounting Practice and Financial Reporting. This Code addresses the specific responsibilities that are borne by such officers in addition to their general responsibilities under our Code of Conduct. Our Code of Accounting Practice and Financial Reporting is in accordance with the requirements of SOX.

*ASXCGC s Recommendations 3.1 and 3.3*

***c) Internal policies and procedures***

In addition to our Principles for Doing Business, we are bound by a range of external industry codes, such as the Code of Banking Practice and the Electronic Funds Transfer Code of Conduct.

We also have a number of key policies to manage our compliance and human resource requirements. There is a range of guidelines, communications and training processes and tools to support these policies. These tools include an online learning module *Doing the Right Thing* (revised 2006) which incorporates training for a range of key compliance requirements. Individual business units also have systems and procedures in place to support Group policies.

*ASXCGC s Recommendations 3.1 and 3.3*

***d) Concern reporting and whistleblowing***

All employees are encouraged to bring any concerns or problems to the attention of management, the human resources team (People and Performance) or the compliance team. This includes activities or behaviours that may not be in accord with the Principles for Doing Business, the Code of Conduct, Code of Accounting Practice and Financial Reporting, Insider Trading Policy, other policies, or other regulatory requirements or laws.

We provide a range of mechanisms to raise issues, including:

- raising issues concerning fraud directly with our Financial Crime Control team;
- making suggestions for more efficient processes via the on-line Ask Once program; and

raising concerns about people issues such as harassment or discrimination directly with People and Performance through P&P Connect.

Concerns about breaches of our regulatory obligations or internal policies or procedures can be raised anonymously with the Chief Operational Risk and Compliance Officer through our internet-based whistleblowing reporting system, Concern Online, or by telephone or email through the Concern Hotline, which is a service provided by an external service provider. We have a Whistleblower Protection Policy to protect individuals who make reports about suspected breaches of our policies through these channels. The concern reporting system complies with the whistleblower provisions of all relevant legislative requirements and the Australian Standard AS 8004 (Whistleblower Protection Programs for Entities).

*ASXCGC s Recommendations 3.1 and 3.3*

***e) Insider trading policy and trading in Westpac shares***

Directors and employees are restricted from dealing in our shares (and certain other financial products) if they are in possession of inside information.

To highlight the importance of compliance with these requirements and to ensure high standards of conduct, we have an Insider Trading Policy which applies to all employees. In addition, for Directors and any employees who, because of their seniority or the nature of their position, come into contact with key financial or strategic information about the company all or most of the time (Prescribed Employees), additional restrictions apply. Those restrictions limit the periods in which the Directors and Prescribed Employees can trade in our shares or other company securities. A register of Prescribed Employees is maintained by the Group Operational Risk and Compliance team and regularly updated and notified to the relevant staff.

The periods in which Directors and Prescribed Employees can trade (Trading Windows) commence two business days after the release of our half - yearly and annual results. The Trading Windows are normally 56 days in length. However, the Chief Operational Risk and Compliance Officer has the discretion to extend each Trading Window by up to seven days if having a 56 day Trading Window would unreasonably restrict the exercise of employee scheme entitlements. Directors and Prescribed Employees must also notify Compliance of their intention to trade during those periods and confirm they do not have any inside information. Any trading remains subject to legal obligations to not trade while in the possession of inside information. Group Operational Risk and Compliance monitors the trading of the company s shares by Directors and Prescribed Employees on a daily basis.

Under the Conflicts of Interest Policy, there are specific rules which apply to employee personal investments that may give rise to a conflict of interest, including personal investments held prior to employment with us.

Our employees (excluding BT Financial Group (BTFG) and Hastings Funds Management Limited (Hastings)) are also subject to the New Issues Policy. Some business units within Westpac are regularly involved in developing, structuring, funding and distributing financial products through a new issue. Employees cannot participate in these new issues where their position puts them in a real or perceived position of conflict with the interests of other customers. Equivalent restrictions exist for BTFG employees and Hastings employees under their own policies.



## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

In addition to the policies which apply across the Group, where appropriate, further policies apply in specific businesses. For example:

relevant employees in Westpac Institutional Bank (WIB) (including WIB New Zealand), and BTFG are subject to comprehensive restrictions and procedures applicable to buying or selling other securities and financial products. These include seeking consent before dealing in Australian or New Zealand securities listed on the ASX and/or the New Zealand Exchange Limited (NZX), and a restriction on dealing in securities in which employees have close working relationships with specific companies. In addition to these employees, the restrictions apply to their immediate family members and entities in which the employees and/or their spouse have a beneficial interest or control or investment influence;

WIB employees are prohibited from personal account trading in securities issued by customers if they advise, originate, structure, trade, distribute, sell or research the securities; and

employees in Hastings are also subject to an Insider Trading Policy. In addition to that policy, Hastings maintains a prescribed financial products list and employee trading is confined to securities that do not appear on the list except during a four week Trading Window following the announcement of half and full year results and the AGM of the named company.

*ASXCGC s Recommendations 3.2 and 3.3*

## 8. Remuneration framework

Details of our remuneration framework are included in the Remuneration report.

*ASXCGC's Recommendations 8.1, 8.2 and 8.3*

## 9. Corporate responsibility and sustainability

### *a) Approach to corporate responsibility and sustainability*

We believe that producing positive outcomes for all stakeholders through the way we conduct our business is an essential part of maximising financial returns for our shareholders over the longer term. For us, the adoption of sustainable and responsible business practices is an important long-term driver of performance and shareholder value.

This means conducting our business in a responsible, ethical and trustworthy manner, while accepting our accountability for our impacts on society and the environment. In doing so, our aim is to reduce our operational and reputation risk, and enhance operational efficiency, while contributing to a more sustainable society.

Our corporate responsibility and sustainability approach goes beyond ASXCGC's Principles 3 and 7.

*ASXCGC's Recommendations 3.1 and 3.3*

### *Highlights in 2007*

BTFG became a signatory to the United Nations Principles for Responsible Investment;  
partnered with Landcare Australia to establish the not-for-profit CarbonSMART initiative; and  
renewed Westpac's commitment to the Cape York Partnership for a further three years and implemented new indigenous employment initiatives.

***b) Reporting on our corporate responsibility and sustainability performance***

Transparent and comprehensive reporting on all dimensions of our ESG performance is a core component of our governance and responsibility management.

Our ESG performance is reported annually through our annual Stakeholder Impact Report. That report is produced in accordance with the widely accepted reporting framework, the Global Reporting Initiative (GRI) and aims to address the issues that matter most to customers, employees, shareholders and the community.

The Stakeholder Impact Report is also independently assured against the AA1000 Assurance Standards. This assurance approach goes beyond testing the integrity of the data and also tests the effectiveness of underlying systems and processes and the extent to which our corporate responsibility and sustainability policies and processes are embedded across the organisation.

The key ESG performance metrics are also built into our half-yearly and annual financial results announcements.

We also actively participate in various independent external assessments by authoritative sustainability and governance rating organisations to ensure independent benchmarking of our performance against the highest global standards.

Our Stakeholder Impact Report and our performance in external sustainability assessments are available in the corporate responsibility section at [www.westpac.com.au/corporateresponsibility](http://www.westpac.com.au/corporateresponsibility).

*ASXCGC's Recommendations 3.1 and 3.3*

***Highlights in 2007***

AAA,100 point, rating in the 2007 Carbon Disclosure Project Climate Disclosure Leadership Index (CDLI – one of only four companies, and the only bank, in the Global FT500 list to achieve this top rating;

the maximum overall corporate governance rating of 10.0 from Governance Metrics International (now maintained in eleven consecutive assessments since February 2004);

equal top rating for banks globally in the Dow Jones Sustainability Index for 2007/8 and global sector leader 2002-2006; and

2007 Gold Banksia Award from the Banksia Environmental Foundation - for sustained and significant efforts to reduce impact on the environment.



## 10. Market disclosure

We are committed to maintaining a level of disclosure that meets the highest standards and provides all investors with timely and equal access to information. In achieving these standards we have a Board-approved Market Disclosure Policy, which governs how we communicate with our shareholders and with the investment community.

The policy reflects the ASX continuous disclosure requirements and the requirements of other exchanges where we have disclosure obligations. The policy spells out that information which a reasonable person would expect to have a material effect on the price of the company's securities, must be immediately disclosed subject to certain exceptions.

The Disclosure Committee is chaired by the CFO and involves the CEO, senior executives, Group Secretary & General Counsel and General Manager Stakeholder Communications. The Disclosure Committee is responsible for making decisions on what should be disclosed publicly under the market disclosure policy, and for developing and maintaining relevant guidelines, including guidelines on information that may be price sensitive. The Group Secretary & General Counsel has responsibility for ensuring compliance with the continuous disclosure requirements of the listing rules of the ASX, NZX, NYSE and other exchanges, relevant securities and corporations legislation, and overseeing and coordinating information disclosure to regulators, analysts, brokers, shareholders, the media and the public.

All market announcements are released to each stock exchange where the company has ordinary shares or debt securities listed - ASX, NZX, NYSE, and the London, Singapore and Swiss stock exchanges.

*ASXCGC's Recommendations 5.1, 5.2 and 6.1*

## 11. Shareholder communications and participation

We are also committed to giving all shareholders comprehensive, timely and equal access to information about our activities so that they can make informed investment decisions.

We employ a wide range of communication approaches including: direct communications with shareholders; publication of all relevant company information in the Investor Centre section of our website; and access to all market briefings and shareholder meetings via webcasting and teleconferencing facilities. Shareholders are also given the option to receive company information in print or electronic format.

A Shareholder Newsletter is also sent to all our shareholders with the half - year and annual dividend notices, which provides information on our performance and developments plus details on where to access further information. In addition, all shareholders are provided with contact numbers for both the Investor Relations Unit and the share registries should they require any further information.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Full participation of shareholders at the AGM is encouraged to ensure a high level of involvement and to deepen understanding of our strategy and goals. Proceedings of the AGM are also webcast live to maximise communication with shareholders. The proceedings can also be viewed on demand at a later time from our website.

Shareholders are invited to put forward questions that they would like addressed at the AGM at the time of receipt of the Notice of Meeting.

*ASXCGC's Recommendations 6.1 and 6.2*

### ***Highlights in 2007***

informed all shareholders about recent amendments to the Corporations Act concerning the provision of annual reports to shareholders electronically; and

introduced a succinct short-form Annual Review, which includes a summary of the key information about Westpac's performance and other relevant shareholder information.

## **12. Comparison of our corporate governance practices with NYSE listing rules**

Under the NYSE listing rules, foreign private issuers that have American Depositary Shares (ADS) traded on the NYSE (such as Westpac), are permitted to follow home country practice in lieu of the NYSE listing rules. However, we are still required to comply with certain audit committee and additional notification requirements.

We are in compliance with all NYSE listing rules in all material respects.

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 United States companies. We have compared our corporate governance practices to the corporate governance requirements of the NYSE listing rules and note the following potential significant difference:

equity compensation plans

The NYSE listing rules require shareholders be given the opportunity to vote on equity compensation plans and material revisions thereto, with limited exemptions.

We comply with the applicable domestic requirements under which we are not required to provide shareholders with the opportunity to vote on new equity-based compensation plans or material revisions to existing plans such as our 2002 equity-based reward plans. However, these plans have been extensively disclosed to shareholders in corporate governance statements since 2002 and since 2005 have been set out in detail in the Remuneration report.

In addition, we are seeking shareholder approval at the 2007 AGM for the new CEO's Executive Securities Agreement.

### **13. NZX corporate governance rules and principles**

As an overseas listed issuer, we are deemed to satisfy and comply with the NZX listing rules, provided that we remain listed on the ASX. The ASX, through ASXCGC Recommendations, and the NZX have adopted a similar 'comply or explain' general approach to corporate governance. However, the ASX Recommendations may materially differ from the NZX Corporate Governance Best Practice Code.

Further details about the ASXCGC's Recommendations can be found on the ASX website [www.asx.com.au](http://www.asx.com.au)

**Directors report**

Our Directors present their report together with the financial statements of the Group, for the financial year ended 30 September 2007.

**1. Directors**

The names of the persons who have been Directors during the period since 1 October 2006 and up to the date of this report are: Edward Alfred Evans (Chairman as of 1 April 2007), Leonard Andrew Davis (retired as Chairman and Director on 31 March 2007), David Raymond Morgan (Managing Director and CEO), Elizabeth Blomfield Bryan (Director as of 6 November 2006), Gordon McKellar Cairns, David Alexander Crawford, Carolyn Judith Hewson, Helen Ann Lynch (retired 14 December 2006) and Peter David Wilson.

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 2007 and the period for which each Directorship has been held, are set out below.

*a) Company Secretary*

The details of the Company Secretaries as at 30 September 2007 are set out in the Corporate governance statement included in this report.

|  |  |  |
|--|--|--|
| <p><b>Name:</b> Ted Evans, AC, BEcon (Hons.)</p>   | <p><b>Skills, experience and expertise:</b> Ted has extensive experience in the financial sector, having joined the Australian Treasury in 1969. From 1984 to 1989 he held the position of Deputy Secretary and was Secretary to the Treasury from 1993 to 2001. From 1976 to 1979 he was a member of the Australian Permanent Delegation to the OECD in Paris and, from 1989 to 1993, executive director on the Board of the International Monetary Fund, representing Australia and a number</p> | <p>of other countries, mainly in the Asia Pacific region. He was a Director of the Reserve Bank of Australia from 1993 to 2001 and the Commonwealth Bank of Australia from 1993 to 1996.</p> |
| <p><b>Age:</b> 66</p>  |  |  |
| <p><b>Term of office:</b> Director since November 2001. Chairman since 1 April 2007.</p> |  | <p><b>Westpac Board Committee membership:</b> Chairman of the Nominations Committee. Member of each of the Audit and Risk Management Committees.</p>   |
| <p><b>Independent:</b> Yes</p>   |  | <p><b>Directorships of other listed entities over the past 3 years:</b></p>  |



**Current Directorships:** Director of IBT Education Limited.

Nil

**Other Westpac related entities**

**Directorships:** Nil

**Name:** David Morgan, BEc, MSc, PhD

**Skills, experience and expertise:** David was appointed Managing Director and CEO in March 1999. He has extensive experience in the financial sector, having worked in the International Monetary Fund in Washington D.C. in the 1970s and the Federal Treasury in the 1980s where he headed all major areas before being appointed Senior Deputy Secretary. Since joining Westpac in 1990, he has had responsibility for all major operating

divisions including Westpac Financial Services, Retail Banking, Commercial Banking, Corporate and Institutional Banking and International Banking.

**Age:** 60

**Term of office:** Appointed

Managing Director and CEO in March 1999. Executive Director since November 1997.

**Westpac Board Committee membership:** Member of the Corporate Responsibility and Sustainability Committee.

**Independent:** No

**Directorships of other listed**

**entities over the past 3 years:** Nil

**Current External Directorships:** Nil

**Other Westpac related entities**

**Directorships:** Chairman of Westpac New Zealand Limited.

**Name:** Elizabeth Bryan, BA (Econ.), MA (Econ.)

**Other Westpac related entities Directorships:** Director of Westpac New Zealand Limited.

Deutsche Asset Management and its predecessor organization, NSW State Superannuation Investment and Management Corporation.

**Age:** 61

**Term of office:** Director since November 2006.

**Skills, experience and expertise:** Elizabeth has over 30 years experience in the financial services industry, government policy and

**Westpac Board Committee membership:** Member of each of the Audit, Risk Management and Corporate Responsibility and Sustainability Committees.

**Independent:** Yes

administration and on the boards of companies and statutory organisations. Prior to becoming a professional director she served for six years as Managing Director of

**Directorships of other listed entities over the past 3 years:**  
Ridley Corporation Limited (September 2001 - October 2007).

**Current Directorships:**

Chairman of each of Caltex Australia Limited and UniSuper Limited, Director of the Australian Institute of Company Directors.

|   |  |  |
|---|--|--|
| <p><b>Name:</b> Gordon Cairns, MA (Hons.)</p>   | <p><b>Other Westpac related entities Directorships:</b> Nil</p>  | <p><b>Westpac Board Committee membership:</b> Chairman of the Remuneration Committee and Member of each of the Audit, Risk Management and Nominations Committees.</p>  |
| <p><b>Age:</b> 57</p>   | <p><b>Skills, experience and expertise:</b> Gordon has extensive Australian and international experience as a senior executive, most recently as Chief Executive Officer of Lion Nathan Limited.</p>   | <p><b>Directorships of other listed entities over the past 3 years:</b> Director and Chief Executive Officer of Lion Nathan Limited (October 1997-December 2004). Director of Seven Network Limited (November 2004-February 2007).</p> |
| <p><b>Term of office:</b> Director since July 2004.</p>   | <p>Gordon has also held a wide range of senior management positions in marketing and finance with Pepsico, Cadbury Schweppes and Nestlé (Spillers).</p>  |  |
| <p><b>Independent:</b> Yes</p>  |  |  |
| <p><b>Current Directorships:</b> Director of each of Origin Energy Limited, Centre for Independent Studies, Opera Australia and Member of the Asia Pacific Advisory Board of CVC Capital Partners, Chairman of the Advisory Board of the Caliburn Partnership and Senior Advisor, McKinsey &amp; Company.</p> |  |  |
| <p><b>Name:</b> David Crawford, BCom, LLB, FCA, FCPA</p>  | <p><b>Other Westpac related entities Directorships:</b> Nil</p>  | <p>Development Corporation with the Rural Finance Corporation.</p>   |
| <p><b>Age:</b> 63</p>   | <p><b>Skills, experience and expertise:</b> David was National Chairman of KPMG from 1998 until 2001, a member of KPMG's International Board and, prior to that, Chairman of KPMG's Southern Regional Practice (1996-1998). He was Chief Executive Officer of the Rural Finance Corporation in Victoria managing the</p> | <p><b>Westpac Board Committee membership:</b> Chairman of the Audit Committee and Member of each of the Risk Management, Nominations and Remuneration Committees.</p>  |
| <p><b>Term of office:</b> Director since May 2002.</p>  |  |  |
| <p><b>Independent:</b> Yes</p>  |  |  |
|   |  | <p><b>Directorships of other listed entities over the past 3 years:</b> Director of National Foods</p>   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |  |  |
|--|--|--|
| <p><b>Current Directorships:</b><br/>Chairman of each of Lend Lease Corporation Limited and Foster's Group Limited, Director of BHP Billiton Limited, Chairman of the Australian Ballet and Treasurer of the Melbourne Cricket Club.</p> | <p>integration and merger of the activities of the Victorian Economic</p>  | <p>Limited (November 2001-June 2005 and Chairman 2004-2005).</p>   |
| <p><b>Name:</b> Carolyn Hewson, BEc (Hons.), MA (Econ.)</p>  | <p>and is patron of The Neurosurgical Research Foundation.</p>   | <p><b>Westpac Board Committee membership:</b> Chairman of the Risk Management Committee and Member of each of the Audit, Nominations and Remuneration Committees.</p>                                |
| <p><b>Age:</b> 52</p>  | <p><b>Other Westpac related entities Directorships:</b> Director of BT Investment Management Limited.</p>  |  |
| <p><b>Term of office:</b> Director since February 2003.</p>  |  | <p><b>Directorships of other listed entities over the past 3 years:</b> Director of each of CSR Limited (March 1995-July 2005) and Australian Gas Light Company (October 1996 - October 2006).</p>   |
| <p><b>Independent:</b> Yes</p>   | <p><b>Skills, experience and expertise:</b> Carolyn has had 18 years experience in the finance sector and was an Executive Director of Schroders Australia Limited between 1989 and 1995.</p>        |  |
| <p><b>Current Directorships:</b> Director of AGL Energy Limited. Board and advisory roles with the Royal Humane Society, YWCA NSW, Nanosonics Limited, the Australian Charities Fund</p>   |  |  |
| <p><b>Name:</b> Peter Wilson, CA</p>   | <p><b>Other Westpac related entities Directorships:</b> Director of Westpac New Zealand Limited.</p>   | <p><b>Westpac Board Committee membership:</b> Chairman of the Corporate Responsibility and Sustainability Committee and Member of each of the Audit, Risk Management and Nominations Committees.</p> |
| <p><b>Age:</b> 66</p>  |  |  |
| <p><b>Term of office:</b> Director since October 2003.</p>   | <p><b>Skills, experience and expertise:</b> Peter is a chartered accountant and formerly a partner with Ernst &amp; Young, with extensive experience in banking, business establishment, problem</p> | <p><b>Directorships of other listed entities over the past 3 years:</b> Director of Westpac (NZ)</p>   |
| <p><b>Independent:</b> Yes</p>   |  |  |

|  |  |   |
|--|--|---|
| <b>Current Directorships:</b><br>Chairman of each of Global Equity Market Securities Limited, Kermadec Property Fund Limited and Director of each of The Colonial Motor Company Limited and Hill Country Corporation Limited. Member of the New Zealand Exchange Limited Discipline body and Chair of NZX Discipline Special Division. | resolution, asset sale and management of change functions. Peter was a Director and (from 1991) Chairman of Trust Bank New Zealand Limited which Westpac acquired in 1996. | Investments Limited (August 1999-July 2005) and Chairman of Evergreen Forests Limited (July 1993-July 2006) and a Director of Urbus Properties Limited (January 2003-July 2005) (all previously listed in New Zealand). |
|--|--|---|

## 2. Report on the business

### a) *Principal activities*

The principal activities of the Group during the financial year ended 30 September 2007 were the provision of financial services including lending, deposit taking, payments services, investment portfolio management and advice, unit trust and superannuation fund management, insurance services, leasing, general finance, foreign exchange and money market services.

### b) *Management discussion and analysis*

Management discussion and analysis of the Group for the financial year ended 30 September 2007 is set out in section 2 of the Annual Report under Overview of performance and Balance sheet review.

### c) *Review and results of operations*

A review of the operations of the Group for the financial year ended 30 September 2007 is set out in section 2 of the Annual Report under Financial Review.

The operating result of the Group attributable to our shareholders for the financial year ended 30 September 2007 was a profit of \$3,451 million after tax.

### d) *Dividends*

Since 30 September 2007, our Directors have proposed a final dividend of 68 cents per fully paid ordinary share, totalling approximately \$1,268 million, for the year ended 30 September 2007 (2006 final dividend of 60 cents per fully paid Westpac share, totalling \$1,104 million). The final dividend will be fully franked and will be paid on 18 December 2007.

An interim dividend for the current financial year of 63 cents per fully paid ordinary share, totalling \$1,166 million, was paid as a fully franked dividend on 2 July 2007 (2006 interim dividend of 56 cents per fully paid ordinary share, totalling \$1,026 million).

*e) Significant changes in state of affairs and events after end of financial year*

Significant changes in the state of affairs of the Group during the financial year were as follows:

Westpac shares were de-listed from the Tokyo Stock Exchange in July 2007. The decision to de-list was taken due to the decline in shareholder numbers trading on the Tokyo Stock Exchange and the ease with which these shareholders can trade on either the Australian or New Zealand stock exchanges.

Westpac announced to the market on 9 August 2007 that the BT investment management business would be amalgamated into one separate legal entity, BT Investment Management Limited (BTIM), and a portion would be sold off as a part of an initial public offering. Westpac will retain 60% of the equity in BTIM, with the balance to be held by investment professionals employed by BTIM and other investors. Westpac is not transferring to BTIM BTFG's other wealth management businesses, including financial advice, insurance, private banking and customer solutions (which is responsible for wrap platforms) and BTFG's suite of retail investment, superannuation and retirement products.

On 17 August 2007, we announced that Gail Kelly has been appointed to be Westpac's new Chief Executive Officer. Gail Kelly will join Westpac on 1 February 2008, succeeding David Morgan who has been Westpac's CEO since March 1999. David has agreed to remain as CEO until Gail commences.

On 2 October 2007, we announced that we had reached agreement to acquire the RAMS franchise distribution business for \$140 million payable in cash. The business to be acquired includes the RAMS brand, franchise network and associated mortgage origination and servicing systems and contracts needed to run the distribution business. Acquiring the RAMS franchise network will provide a new growth option for Westpac. It will add an additional retail channel and extend Westpac's retail footprint by more than 10% via an additional 92 stores operated by 53 franchisees. Westpac is not acquiring the ASX listed RAMS Home Loans Group Ltd or its existing mortgage book. Westpac, if various conditions are met, will fund up to \$500 million of mortgages settled from 15 November 2007 until the formal completion of the acquisition. The acquisition requires the approval of RAMS' shareholders. Subject to this, the proposed transaction is expected to be completed in early January 2008.

The Directors are not aware of any other matter or circumstance that have arisen during the financial year or since 30 September 2007 which has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

*f) Likely developments and expected results*

Likely major developments in the operations of the Group in future financial years and the expected results of those operations are discussed in Section 1 under Information on Westpac.

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





### 3. Directors interests

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

The following particulars for each Director are set out in the Remuneration report and Note 45:

their relevant interests in our shares or 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;

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 holdings of Westpac shares and options as at 1 November 2007*

|                 | Number of<br>Westpac Shares | Number of<br>Share Options | Number of<br>Share Rights | Non-beneficial |
|-----------------|-----------------------------|----------------------------|---------------------------|----------------|
| Ted Evans       | 10,471                      |                            |                           |                |
| David Morgan    | 1,158,186                   | 2,020,167(1)               | 617,667(2)                |                |
| Elizabeth Bryan | 3,662                       |                            |                           |                |
| Gordon Cairns   | 8,506                       |                            |                           |                |
| David Crawford  | 22,875                      |                            |                           |                |
| Carolyn Hewson  | 11,416                      |                            |                           |                |
| Peter Wilson    | 11,360                      |                            |                           |                |

(1) Options issued under the Chief Executive Securities Agreement 2003.

(2) Performance share rights issued under the Chief Executive Securities Agreement 2003.

**b) Other relevant interests as at 1 November 2007**

Certain subsidiaries of Westpac offer a range of registered schemes and infrastructure notes. The Directors from time to time invest in these schemes and notes and are required to provide a statement to the ASX when any of their interests in these schemes or notes change (except interests in a number of cash management trusts)(1). The level of interest held by Directors is set out below.

*The level of interests held directly and indirectly by Directors as at 1 November 2007*

|                 | Relevant Interests in<br>Infrastructure Notes | Relevant Interests<br>in Cash<br>Management Trusts<br>(Units)(1) | Other Relevant<br>Interests in<br>Registered Schemes<br>(Units) | Date of Last<br>Notification to<br>the ASX |
|-----------------|---|--|---|--|
| David Morgan    |   | 10,000   | 12,470,860  | 6 July 2007                                |
| Elizabeth Bryan | 900   |  |   | 8 October 2007                             |
| Gordon Cairns   |   |  | 81,967  | 11 April 2005                              |

(1) ASIC has exempted each Director from time to time 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 Institutional Managed Cash Fund (ARSN 088 832 491) or BT Institutional Enhanced Cash Fund (ARSN 088 863 469).

**c) Indemnities and insurance**

Under our constitution, we must indemnify, unless the indemnity is forbidden or made void by statute, each of our Directors and Company Secretaries and of each of our related bodies corporate and each of our employees against:

every liability incurred by each such person in their capacity as Director, secretary or employee, 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 which extends to all Directors, Company Secretaries of Westpac and each of its related bodies corporate and to all Westpac employees.

Following shareholder approval at the 2000 AGM, Westpac has since entered into a Deed of Access and Indemnity with each of the Directors, which includes indemnification in identical terms to that provided in our constitution.

On 24 July 2004, in accordance with the terms of the delegated authority granted to the CEO on 11 December 2002, the CEO approved the provision of an indemnity to:

those employees of the Group who act from time to time as responsible managers under the Australian Financial Services licences of a number of the Group companies; and

employees from time to time of our subsidiaries.

A deed poll of indemnity, in terms equivalent to that provided under our constitution, has been put in place.

The CEO, from time to time, in accordance with his delegated authority approves the provision of an indemnity to certain employees of the Group serving as directors of non-Group companies at Westpac's request. These indemnities are in terms equivalent to that provided under our constitution.

No amount has been paid under any of these indemnities during the financial year ended 30 September 2007 or since that date.

Our constitution permits us to the extent permitted by applicable laws to pay or agree to pay premiums in respect of any contract of insurance, which insures any person who is or has been a Director or Company Secretary or any of its related bodies corporate against any 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.

We, on behalf of the Group, for the year ended 30 September 2007 have arranged insurance cover in respect of the amounts which we may have to pay under any of the indemnities set out above. The insurance policy prohibits disclosure of the premium payable and the nature of the liabilities covered.

*d) Options and share rights issued*

Currently, there are 15,817,246 share options outstanding and 9,344,758 share rights outstanding. The latest dates for exercise of share options range between October 2009 and December 2016 and the weighted average exercise prices is \$19.07. The latest dates for exercise of share rights range between January 2013 and September 2017.

#### **4. Environmental disclosure**

Our operations are not subject to any particular and 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 in enforcing securities over land for the recovery of loans.

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

#### **5. Rounding of amounts**

Westpac is an entity to which ASIC Class Order 98/100 dated 10 July 1998, relating to the rounding of amounts in Directors' reports and financial reports, applies. Amounts in this report and the accompanying financial report have been rounded to the nearest million dollars, unless indicated to the contrary.

## 6. Political donations

The donations and other contributions were made to political parties in Australia and New Zealand during the financial year ended 30 September 2007 are set out below.

Political donations, year ending 30 September 2007

### *Australia*

|                             | <b>Amount<br/>\$(1)</b> |
|-----------------------------|-------------------------|
| Australian Labor Party      | 134,930                 |
| Liberal Party of Australia  | 114,820                 |
| National Party of Australia | 20,330                  |
| Total                       | 270,080                 |

(1) Represents aggregate amounts at both Federal and State/Territory levels and includes contributions made to political functions and events.

### *New Zealand*

|                                      | <b>Amount<br/>NZ\$</b> |
|--------------------------------------|------------------------|
| New Zealand Labour Party             | 15,000                 |
| New Zealand National Party           | 15,000                 |
| New Zealand First                    | 5,000                  |
| Green Party of Aotearoa New Zealand  | 5,000                  |
| ACT New Zealand                      | 2,000                  |
| United Future New Zealand            | 2,000                  |
| Jim Anderton's Progressive Coalition | 2,000                  |
| Maori Party                          | 2,000                  |
| Total                                | 48,000                 |

## 7. Directors meetings

Each Director attended the following meetings of the Board and Committees of the Board during the financial year, which ended on 30 September 2007:

| Number of meetings held during the year | Notes | Regular Board Meetings |    | Special Board Meetings |   | Audit Committee |   | Corporate Responsibility and Sustainability Committee |   | Nominations Committee |   | Remuneration Committee |   | Risk Management Committee |   |
|---|-------|------------------------|----|------------------------|---|-----------------|---|---|---|-----------------------|---|------------------------|---|---------------------------|---|
|   |       | 10                     |    | 1                      |   | 4               |   | 4   |   | 4                     |   | 5                      |   | 4                         |   |
|   |       | A                      | B  | A                      | B | A               | B | A   | B | A                     | B | A                      | B | A                         | B |
| Director                                |       |                        |    |                        |   |                 |   |   |   |                       |   |                        |   |                           |   |
| Ted Evans                               | 1     | 10                     | 10 | 1                      | 1 | 4               | 4 |   |   | 4                     | 4 |                        |   | 4                         | 4 |
| Leon Davis                              | 2     | 5                      | 5  |                        |   | 2               | 2 | 2   | 2 | 2                     | 2 | 3                      | 3 | 2                         | 2 |
| David Morgan                            | 3     | 10                     | 10 | 1                      | 1 |                 |   | 4   | 4 |                       |   |                        |   |                           |   |
| Elizabeth Bryan                         | 4     | 8                      | 8  | 1                      | 1 | 1               | 1 | 1   | 1 |                       |   |                        |   | 1                         | 1 |
| Gordon Cairns                           | 5     | 10                     | 10 | 1                      | 1 | 4               | 4 |   |   | 1                     | 1 | 5                      | 5 | 1                         | 1 |
| David Crawford                          | 6     | 10                     | 10 | 1                      | 1 | 4               | 4 |   |   | 4                     | 4 | 5                      | 5 | 4                         | 2 |
| Carolyn Hewson                          | 7     | 10                     | 10 | 1                      | 1 | 4               | 4 |   |   | 4                     | 4 | 5                      | 5 | 4                         | 4 |
| Helen Lynch                             | 8     | 3                      | 3  |                        |   | 1               | 1 | 1   | 1 | 1                     | 1 |                        |   | 1                         | 1 |
| Peter Wilson                            | 9     | 10                     | 10 | 1                      | 1 | 4               | 4 | 4   | 4 | 3                     | 3 |                        |   | 2                         | 2 |

A - Meetings eligible to attend as a member

B - Meetings attended as a member

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 2006.

- (1) Ted Evans was appointed Chairman of the Board on 1 April 2007, Member of the Audit Committee, Member of the Nominations Committee until 1 April 2007 and Chairman of the Nominations Committee from 2 April 2007 and Chairman of the Risk Management Committee until 6 May 2007 and Member of the Risk Management Committee from 7 May 2007.
- (2) Leon Davis retired as Chairman and Director of the Board and its Committees with effect 31 March 2007.
- (3) Member of the Corporate Responsibility and Sustainability Committee.
- (4) Elizabeth Bryan was appointed as a Director on 6 November 2006, Member of the Audit Committee, the Corporate Responsibility and Sustainability Committee and the Risk Management Committee from 7 May 2007.
- (5) Member of the Audit Committee. Member of the Remuneration Committee until 6 May 2007 and Chairman of the Remuneration Committee from 7 May 2007. Member of the Nominations Committee and the Risk Management Committee from 7 May 2007.
- (6) Member of the Audit Committee until 6 May 2007 and Chairman of the Audit Committee from 7 May 2007. Member of the Nominations Committee and the Risk Management Committee. Chairman of the Remuneration Committee until 6 May 2007 and Member of the Remuneration Committee from 7 May 2007.

(7) Chairman of the Audit Committee until 6 May 2007 and Member of the Audit Committee from 7 May 2007. Member of the Nominations Committee and the Remuneration Committee. Member of the Risk Management Committee until 6 May 2007 and Chairman of the Risk Management Committee from 7 May 2007.

(8) Helen Lynch retired from the Board and its Committees with effect 14 December 2006.

(9) Member of the Audit Committee. Member of the Corporate Responsibility and Sustainability Committee until 13 December 2006 and Chairman of the Corporate Responsibility and Sustainability Committee from 14 December 2006. Member of the Nominations Committee from 14 December 2006. Member of the Risk Management Committee until 13 December 2006 and Member of the Risk Management Committee from 7 May 2007.

While not shown above, the CEO and many Non-executive Directors who are not Board Committee members also participated in scheduled Board Committee meetings and special Board Committee meetings throughout the year.

## **8. Remuneration report**

### **1. Reward objectives**

Our reward strategy provides a comprehensive framework aimed at attracting and retaining talented employees and embedding a culture of achievement, through transparent reward policies and practices for all employees. Anchored by a philosophy of paying for performance, enterprise-wide and business-specific programs work together to achieve market competitiveness and a focus on results.

### **2. Remuneration Committee**

The Remuneration Committee assists the Board to fulfil its responsibility to shareholders by ensuring Westpac has remuneration policies that fairly and competitively reward executives and the broader Westpac employee population.

The Remuneration Committee's decisions on reward structures are based on business objectives, legal obligations and high standards of corporate governance. The Remuneration Committee's purpose and responsibilities are documented in the corporate governance section, with the full Remuneration Committee charter available at [www.westpac.com.au/corporateresponsibility](http://www.westpac.com.au/corporateresponsibility). The Remuneration Committee charter was last reviewed and updated in May 2007.

All members of the Remuneration Committee are independent Non-executive Directors. Where appropriate, to assist the Remuneration Committee, independent remuneration consultants are engaged to provide specialist advice.

### 3. Executive remuneration policy

Our executive remuneration policy sets the framework for rewarding Westpac's CEO, Group Executives (direct reports of the CEO), and General Managers (who report to Group Executives, including the Group Secretary and General Counsel). The executive remuneration policy and framework has been approved by the Remuneration Committee.

The principles underlying our executive remuneration policy are:

paying for performance, with rewards linked to achievements against both financial and non-financial targets;

selection of performance measures based on drivers of long-term value for our shareholders; and

remuneration outcomes reflecting Westpac's comparative success against companies with which Westpac competes for customers, capital and/or executive talent.

We follow a process of 'two-up' approval for all remuneration decisions. The CEO approves the performance and remuneration plans and outcomes for all General Managers, on the recommendation of the Group Executives. Plans and outcomes for Group Executives are approved by the Remuneration Committee, on the recommendation of the CEO.

The remuneration for the Head of Group Secretariat, who reports to the Group Secretary and General Counsel and who is a Company Secretary of Westpac, is covered by our general remuneration policy. Under the policy, fixed remuneration is market aligned, with 'at risk' pay determined by performance against objectives.

Significant remuneration arrangements outside of general policy guidelines are referred to the Remuneration Committee.

### 4. Executive remuneration structure

Our executive remuneration structure offers a mix of short-term employment benefits, post-employment benefits and share-based incentives. The CEO's remuneration arrangements are outlined in Section 6 of this remuneration report.

#### a) *Short-term employment benefits*



*Fixed remuneration*

Fixed remuneration (cash salary and salary sacrifice(1) components) is reviewed annually, taking into account the nature of the role, remuneration relative to market remuneration levels, and individual and business performance.

*Short-term incentives*

Group Executives and General Managers have individual objectives drawn from their business plans, against which their performance is rated. Typically, Group and Division(2) financial objectives are measured by Economic Profit(3). As the Board believes that Economic Profit best reflects the factors that drive shareholder value, this measure commands substantial weighting in assessing the overall performance outcome for each executive.

Other financial and non-financial performance measures are established for each executive, including measures of business efficiency and risk management, customer satisfaction, employee commitment and corporate responsibility. These measures offer insight into current corporate health and are drivers of future sustainable shareholder value.

Short-term incentive (STI) targets are set for all Group Executives and General Managers, and are based on the nature of the role and market competitiveness. An individual's performance against their objectives drives the quantum of any STI payment, which can range from 0% to 200% of their STI target. STI outcomes reflect performance against those objectives and discretionary adjustments recognising performance consistency and an executive's demonstration of our values, through quality of leadership, personal integrity and contribution to the executive team.

STIs for Group Executives and General Managers are managed within the overall Westpac variable reward pool. The variable reward pool is calculated as a percentage of the Group's Economic Profit in accordance with a Remuneration Committee-approved formula.

***b) Post-employment benefits (Superannuation)***

Executives are generally provided with superannuation, at up to 9% of eligible salary, through one of our staff superannuation funds, or for some executives through an eligible fund of their choice. During the year, four Group Executives were members of a legacy defined benefit superannuation fund.

***c) Share-based payments***

Share-based reward is a key tool in enabling the achievement of superior and sustainable performance. Westpac currently uses a number of equity plans to align long-term performance with shareholder interests.

*Long-term incentives*

*Westpac Reward Plan (WRP)*

The WRP is a performance option plan approved by shareholders at Westpac's 2006 Annual General Meeting. Its purpose is to provide Westpac with an enhanced mechanism for driving superior long-term performance. It is targeted at our most senior management, being the group of executives and selected senior managers in Australia and overseas, as determined by the Board from time to time (Eligible Senior Employees), whose responsibilities provide them with the opportunity to significantly influence long-term shareholder value. A performance option is the right to buy a share in the future, at the exercise price, subject to meeting the agreed performance hurdles. The exercise price of the performance option is the average market price of Westpac shares over the five trading days up to the date the offer is made.

At the end of each financial year, Eligible Senior Employees are considered for an invitation to participate in the WRP. While target grant values are set at the beginning of the financial year, actual invitations are performance dependent and subject to discretion. The first awards under the WRP are scheduled to be made in December 2007.

---

(1) Salary sacrifice means using fixed remuneration on a pre-tax basis to receive certain benefits such as superannuation contributions.

(2) Division identifies the business segments within Westpac. Below CEO, Westpac is divided into Business Financial Services, BT Financial Group, Consumer Financial Services, Westpac Institutional Bank and Westpac New Zealand. These Divisions are supported by corporate units including Business and Technology Solutions and Services, People and Performance, Risk, and Strategy & Finance.

(3) For the Group, Economic Profit is defined as cash earnings less a capital charge calculated at 10.5% of average ordinary equity plus 70% of the estimated value of franking credits generated.

Total Shareholder Return (TSR)(1) is the basis for the performance hurdles of the WRP as it ensures a link to shareholder value creation, and is considered to be an appropriate measure over the long-term. Westpac's TSR relative to that of other companies (relative TSR) is used to ensure our executives are rewarded only when Westpac outperforms against the peer group of companies. An external consultant measures Westpac's TSR performance relative to the peer group. These TSR results are then provided to the Board or its delegate to determine vesting outcomes. The TSR ranking group is provided in the Glossary.

The key WRP features are provided in the table below:

|                                     |  |
|-------------------------------------|--|
| <b>Instrument</b>                   | Performance options, with an exercise price set at the time of invitation based on the prevailing market price of Westpac shares and an expiry date ten years after grant.   |
| <b>Performance testing</b>          | The vesting framework has been designed to encourage a focus on longer-term performance. Initial performance testing occurs after three years with retesting at years four and five. Performance options vest only if the TSR ranking is at or above median, scaling up to full vesting if the TSR ranking is at or above the 75th percentile.   |
| <b>Lapse of performance options</b> | Performance options will lapse where an executive leaves the Westpac Group due to resignation or dismissal before vesting occurs unless the Board determines otherwise. Unexercised performance options (whether vested or unvested) will lapse where an executive acts fraudulently or dishonestly or is in material breach of their obligations under the WRP or to Westpac, unless the Board determines otherwise. Any performance options remaining unvested at the final test date lapse immediately. |

Hedging policy - It is a condition of participation in the WRP (and all other Westpac share-based remuneration) that executives may not enter into any hedging transaction, whether directly or indirectly, in relation to any unvested securities. Failure to comply will render the securities liable to forfeiture under the plan rules.

#### *Restricted Share Plan (RSP)*

The RSP is a share plan focused on attraction and retention of talent. It was approved by shareholders at Westpac's 2006 Annual General Meeting. Under the RSP, restricted Westpac shares (RSP Shares) are granted to employees in various circumstances, including:

annually, for deferral of a percentage of STIs for Australian-based executives, for a two year period;

annually, for retention of Australian-based employees below General Manager level, based on their assessed performance and potential, with RSP Shares being restricted for between two and three years; and

from time to time, where a sign-on award or additional retention incentive is required, with RSP Shares being restricted for at least 12 months.

RSP Shares rank equally with Westpac shares for dividends and voting rights from the date of grant, and may be held in the RSP for a maximum of ten years from the date of grant.

All RSP Shares vest at the end of the restriction period provided the employee remains employed by the Group, or earlier where the employee leaves Westpac due to their death, disability or retrenchment, or in the event of a change in control of Westpac. Unvested RSP Shares are generally forfeited if an employee resigns from the Group within the restriction period. RSP Shares (whether vested or unvested) are also forfeited where an employee acts fraudulently or dishonestly or where an employee is in material breach of their obligations to Westpac, unless the Board determines otherwise.

#### *Westpac Performance Plan (WPP)*

Senior executives received performance options and/or performance share rights (which are options with a nil exercise price) under the WPP until December 2006, after which the WPP was replaced by the WRP. Existing performance options and performance share rights under the WPP continue to run their course. The WPP continues to be used for key employees based outside Australia, who in 2007 received unhurdled options or unhurdled share rights, depending on their location, restricted for two to three years.

Performance options and performance share rights vest after a period of two to five years, but only if relative TSR performance hurdles have been met. Relative TSR is measured by an external consultant. Unhurdled options and unhurdled share rights vest after a set period of service with the Group. Vested options and vested share rights can be exercised up to a maximum of ten years from the date they are granted.

For performance options and performance share rights, relative TSR for the grant is assessed at each performance test date and the employee may elect to take the vested component of the award, or resubmit the full award to be retested at a subsequent test date. Where the employee chooses at a test date to vest any of the securities granted, any securities that do not vest at that time are forgone. Performance options and performance share rights vest only if the TSR ranking is at or above the median, scaling up to full vesting if the TSR ranking is at or above the 75<sup>th</sup> percentile.

For WPP performance options and performance share rights granted from December 2005, 50% of each award is assessed against a group of financial sector organisations, and the other 50% against a group of 50 companies from the largest 100 ASX listed companies (excluding Westpac). Examples of the TSR ranking groups are shown in the Glossary. During 2007, twelve allocations of securities reached their first test dates, with one performance at the 52<sup>nd</sup> percentile, one at the 54<sup>th</sup> percentile, and the remaining ten allocations below the median. Nine allocations reached their second test dates during the year, and a further three allocations met their third test date, with the performance for all below the median. In 2007, where performance has been above the median but below the 75<sup>th</sup> percentile, 100% of employees have chosen to vest their securities and not extend the performance period.

#### *Other employee equity plans*

##### *Deferral Share Plan (DSP)*

The DSP was introduced in 2002 so that eligible employees would have the opportunity to elect to receive any prospective STI as Westpac shares. The shares are acquired on-market at the current market price with the acquisition costs borne by the individual. Shares must generally remain in the DSP for at least 12 months, and can remain for up to 10 years.

Shares in the DSP do not have any additional performance criteria in order to vest, given that performance conditions for the STI payment are retrospective and met before the granting of shares.

---

(1) TSR measures a company's share price movement and accumulated dividend yields over the relevant measurement period (ie the change in value of an investment in that company's shares) and excluding tax effects.

Australian-based Non-executive Directors may opt each year to receive a percentage of their fees in Westpac shares under the DSP. Eligibility for the DSP includes the CEO.

*Employee Share Plan (ESP)*

The ESP was introduced in 2002. Under the ESP, Westpac shares may be allocated to eligible employees at no cost in recognition of their contribution to our performance over the previous financial year. The ESP operates as a tax-exempt scheme, with a maximum \$1,000 value allocation per employee each year. The actual allocation depends on the performance of our share price over the 12 months to 30 September each year. Dealing in the shares in the ESP is restricted for 3 years, except where the employee leaves Westpac.

All Australian-based employees who have six months continuous employment as at 30 September each year are eligible to apply each year to receive Westpac shares under the ESP. Executives who have participated in the WPP, WRP or RSP, and the Directors, are not eligible to participate in the ESP.

*Other plans*

We also provide reward plans for small, specialised parts of the business. The payments under these plans are directly linked to growth of the relevant part of the business and are each capped at an appropriate proportion of the value and/or profitability of the relevant part of the business. These plans are designed to provide market-competitive remuneration for the relevant employees. Westpac also has grandfathered plans, under which no further awards are made, and performance or vesting periods have passed. These vested securities continue to run their course.

**d) Remuneration mix**

Total reward levels for executives aim to provide market competitive rewards for superior performance against key financial industry peers and, where appropriate, other large organisations.

An appropriate target reward mix is determined for each management level, with at risk rewards increasing with the level of responsibility and the criticality of the person's role. The target ranges applicable to each group are:

|                         | Fixed Remuneration | STI(1)    | LTI       |
|-------------------------|--------------------|-----------|-----------|
| Chief Executive Officer | 25%                | 29%       | 46%       |
| Group Executives(2)     | 20 to 40%          | 45 to 60% | 15 to 20% |
| General Managers(2)     | 20 to 60%          | 32 to 64% | 8 to 16%  |

(1) From 2007 Group Executives and General Managers are required to defer 25% of actual STI for two years. Brad Cooper is not required to defer any of his STI relating to his first six months of employment.

(2) For each executive the components of actual remuneration add to 100%.

## 5. Linking reward with performance

Our remuneration policy links the remuneration of all executives, as well as the broader employee population, with our short-term and long-term performance. The Remuneration Committee approves the overall share of Economic Profit distributed to employees, based on the Group's performance.

### *Company financial performance and Variable Reward*

For 2007, Group Economic Profit target performance levels were exceeded, with cash earnings also ahead of target. Our variable reward expenditure is monitored against Economic Profit with actual expenditure capped as a percentage of Economic Profit.

In 2007, the variable reward pool represented approximately 13.2 % of Economic Profit before variable reward expenditure.

### *Company financial performance and LTIs*

Executives receive LTIs where vesting depends on TSR. TSR is based upon share price movement and dividends paid, as well as allowing for any cash distribution under a return of capital to shareholders of any entity in each TSR ranking group under the plan, and is measured over three to five year periods. Our share price and dividend performance for the past five financial years is shown below.

|                                 | 2003(1)  | 2004     | 2005      | 2006      | 2007      |
|---------------------------------|----------|----------|-----------|-----------|-----------|
| Three year TSR to 30 September  | 49.4%    | 40.7%    | 48.8%     | 60.6%     | 85.7%     |
| Dividends per Westpac share     | 78 cents | 86 cents | 100 cents | 116 cents | 131 cents |
| Cash earnings per Westpac share |          |          | 1.55      |           |           |
|                                 | \$ 1.25  | \$ 1.39  | (AGAAP)   |           |           |
|                                 |          |          | 1.52      | 1.67      |           |
|                                 |          |          | (A-IFRS)  | (A-IFRS)  | \$ 1.89   |
| Share price high                | \$ 17.14 | \$ 18.28 | \$ 21.40  | \$ 25.35  | \$ 28.69  |
| Share price low                 | \$ 12.83 | \$ 15.00 | \$ 17.52  | \$ 20.14  | \$ 22.53  |
| Share price close               | \$ 16.20 | \$ 17.73 | \$ 21.10  | \$ 22.71  | \$ 28.50  |

(1) The closing Westpac share price for the 2002 year (30 September 2002) was \$13.85.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The five year Westpac TSR to 30 September 2007 is 123%. For example, a \$100 investment in Westpac five years ago would have returned \$223 to the shareholder.



## 6. Chief Executive Officer's employment arrangements

### *David Morgan*

David Morgan's contract ( Chief Executive Employment Agreement ) was renewed effective 1 March 2004 and is for a fixed term to 31 December 2007. After 18 years with the Group, David Morgan will step down on 31 January 2008, prior to Gail Kelly taking up the role of CEO and Managing Director of the Westpac Group from 1 February 2008.

A summary of the key terms of David Morgan's contract was lodged with the ASX Limited on 14 August 2003. The performance and remuneration features are as follows:

### *a) Short-term employment benefits*

David Morgan's remuneration consists of fixed and variable components.

#### *Fixed remuneration*

Fixed remuneration is set at \$1.7 million per annum for the term of the contract. There is the opportunity to salary sacrifice for certain employee benefits consistent with our salary sacrifice policy, as well as Westpac shares under the DSP, consistent with the policy for the other Directors.

#### *Short-term incentives*

An annual STI payment may be granted if performance criteria determined by the Board are met. A dollar based payment target is specified in the contract as a percentage of fixed remuneration. The actual STI paid to the CEO for each year is determined by the Board based on performance against financial and non-financial objectives, within a range of 0% to 200% of target. For the 2007 performance year, the CEO's STI target was 130% of his fixed remuneration.

For 2007, the Board established performance targets for the CEO relating to Westpac Group Economic Profit, employee commitment, customer-related measures for both retail and wholesale clients, and corporate responsibility and reputation. In addition, several discretionary measures are provided as a guideline for the Board in determining the CEO's STI payment. In 2007 they included additional financial health measures, occupational health and safety, and risk management and compliance. The indicators chosen are considered to be the best measures of financial and non-financial Group achievement.

Following the financial year end the Board is provided with the financial and non-financial information relating to the CEO's performance. Based on this information the Board determines the level of STI to be made to the CEO.

For the year ended 30 September 2007, the Board determined that the CEO's STI payment would be \$3,757,000 which is 170% of the payment target specified in his contract. This payment was calculated based on performance against objectives and the Board's exercise of discretion.

***b) Post-employment benefits (Superannuation)***

Until 2 August 2007, David Morgan was a member of the defined benefit section of Westpac's main staff superannuation fund. Under the terms of his contract, he was required to make a 5% contribution each year towards his superannuation benefits and Westpac met the remainder of the cost.

The closure of David Morgan's defined benefit membership occurred in accordance with amended superannuation fund rules that apply to all defined benefit members. From 3 August 2007, David Morgan has been entitled to receive superannuation contributions of 9% of his fixed remuneration in accordance with general Westpac policy.

***c) Share-based payments (including LTI)***

David Morgan currently holds performance options and performance share rights received under the Chief Executive Securities Agreement 2003. This agreement was approved by shareholders at Westpac's Annual General Meeting on 11 December 2003.

The agreement, which only results in rewards if shareholders have benefited from Westpac's performance, provided for:

the grant of performance options in three separate tranches of 713,000 on 1 March 2004, 1 March 2005, and 1 March 2006, and a fourth tranche of 594,167 performance options on 1 December 2006; and

the grant of performance share rights in three separate tranches of 218,000 on 1 March 2004, 1 March 2005, and 1 March 2006, and a fourth tranche of 181,667 performance share rights on 1 December 2006.

Performance is tested once only for each tranche, three years from grant (or in the case of the 1 December 2006 tranche, on 1 March 2010). TSR is the basis for the performance measurement as it ensures a link to the creation of shareholder value, and is considered to be an appropriate measure over the long-term. Relative TSR performance was chosen with the aim of delivering superior TSR compared to Westpac's peers.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Performance options or performance share rights vest only if Westpac's TSR is at or above the median of the ranking group, with full vesting where TSR ranking is at the 75th percentile. Vesting is on a straight line basis between the median and the 75th percentile. An example of the TSR ranking group is provided in the Glossary.

To date, only the 1 March 2004 tranche has reached a performance test date (1 March 2007). At that test date Westpac's TSR was below the median of the ranking group and as a result all of the 1 March 2004 tranche lapsed.

An external consultant measures Westpac's TSR performance relative to the applicable ranking group, and TSR results are provided to the Board or its delegate to determine the proportion of each award that may vest in line with the terms of the Chief Executive Securities Agreement 2003.

Prior to his appointment to the role of CEO, David Morgan was awarded 500,000 stock appreciation rights. These stock appreciation rights were granted on 2 September 1997 at a nominal price of \$7.89 per right (issue price) and vested in September 2000 following the achievement of specific performance conditions. The stock appreciation rights allow the holder to receive a cash payment equal to the difference between the issue price and the closing price of Westpac's shares on the ASX on the date the rights are exercised. Half the vested stock appreciation rights were exercised in May 2006, and the remainder were exercised in November 2006.

The award of stock appreciation rights formed part of David Morgan's 1997 remuneration. Where an equity-linked LTI is cash-settled, as the stock appreciation rights are on eventual exercise, we are required to disclose the movement in value each year. For the year ended 30 September 2007 the movement in value of the remaining stock appreciation rights prior to exercise was \$372,500 (\$1,280,000 in 2006).

*d) David Morgan's retirement*

David Morgan's contract provides for the payment of statutory entitlements and reimbursement of reasonable business expenses when his employment ceases. The rights accruing for LTI under the Chief Executive Securities Agreement 2003 on termination were disclosed to the market in an ASX announcement in 2003.

In the event of earlier termination, the contract provides for an insured benefit to be paid on death or total and permanent disablement, and the Board has the discretion to pay an additional amount in the event of disablement. If David Morgan were to resign with Board consent or be terminated without cause or for poor performance prior to his retirement date, the contract also provides for payment of up to an additional 12 months fixed remuneration.

*e) Appointment of Gail Kelly*

On 17 August 2007, we announced the appointment of Gail Kelly as Managing Director and CEO, and disclosed the terms of her remuneration arrangements. Gail Kelly will commence on 1 February 2008, with a continuing contract with no fixed term. Her equity-based remuneration will be put to shareholders for approval at the 2007 Westpac Annual General Meeting.

**7. Group Executives and highest paid executives employment arrangements**

The remuneration disclosures prescribed by section 300A of the Corporations Act have been provided in respect of all our Group Executives during the 2007 year. Although not a Group Executive, Curt Zuber, Westpac Group Treasurer, has also been included in this remuneration report, as required under section 300A of the Corporations Act.

Remuneration and other employment terms for the Group Executives, such as provision for performance-related incentives, and death and total and permanent disablement cover, are formalised in their employment contracts. Group Executive employment contracts are unlimited in term but capable of termination on up to 12 months notice (this excludes the CEO). Westpac retains the right to terminate the contract immediately by making a payment in lieu of notice.

Certain Group Executives, because of grandfathered contractual benefits or due to individual circumstances, have different provisions in their contracts relating to remuneration and notice periods. These are set out below:

| <b>Executive</b> | <b>Description</b>   |
|------------------|--|
| Ilana Atlas      | In the event of termination of employment without cause up to six months after change of control of Westpac, payment in lieu is based on 1.5 times fixed remuneration package. |
| Andrew Carriline | Six month notice period. Acting in role.   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                  |  |
|------------------|--|
| Philip Chronican | Salary for defined benefit superannuation purposes includes annual STI payments (if any).  |
| Rob Coombe       | In the event of termination of employment without cause up to six months after change of control of Westpac, payment in lieu is based on 1.5 times fixed remuneration package.   |
| Brad Cooper      | Six month notice period. In the event of retrenchment or termination of employment without cause following a change in control or ownership of Westpac New Zealand Limited, payment in lieu is based on 12 months fixed remuneration package.<br><br>Provisions relating to relocation from London to Auckland, including accommodation and housing payments, relocation payments, car parking, telecommuting assistance, additional travel between Australia and New Zealand and taxation services. |
| Michael Pratt    | In the event of termination other than for cause, entitled to a payment of approximately 1.7 times fixed remuneration.<br><br>Provisions relating to permanent relocation from Melbourne to Sydney, including housing payments and relocation payments.  |
| Diane Sias       | Provisions for relocation costs from USA, transitional accommodation, travel, and taxation services.   |

Curt Zuber's employment terms and conditions are in line with other Westpac General Managers, including a six month notice period.

## 8. Executive remuneration details for the 2007 year

The remuneration of Westpac's CEO, Group Executives, and highest paid executives for the year ended 30 September 2007 is detailed in the following table.

|   | Notes   | Fixed<br>Remuneration(1)<br>\$ | Short Term Benefits                        |                                       | Other<br>Short<br>Term<br>Benefits<br>\$ | Post       | Share-based Payment                                   |  | Total<br>\$ | Percent-<br>age in<br>Options(5)<br>% |
|---|---------|--------------------------------|--|---------------------------------------|--|------------|---|--|-------------|---------------------------------------|
|   |         |                                | Short Term<br>Incentive<br>(Cash)(2)<br>\$ | Non-<br>monetary<br>Benefits(3)<br>\$ |  | Employment | Equity-<br>settled<br>Performance<br>Options(4)<br>\$ | Equity-settled<br>Performance<br>Share Rights(4)<br>\$ |             |                                       |
| David Morgan, CEO & Managing Director   |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 6,7     | 1,700,000                      | 3,757,000                                  | 836                                   |  | 1,407,077  | 1,508,853   | 2,196,676  | 10,570,442  | 35                                    |
| 2006  | 6,7     | 1,700,000                      | 2,040,000                                  | 836                                   |  | 1,289,139  | 1,579,166   | 1,703,131  | 8,312,272   | 39                                    |
| Ilana Atlas, Group Executive, People and Performance  |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  |         | 632,755                        | 985,500                                    | 985                                   |  | 56,730     | 311,667   | 371,823  | 2,359,460   | 29                                    |
| 2006  |         | 623,275                        | 510,000                                    | 3,353                                 |  | 55,887     | 316,433   | 398,123  | 1,907,071   | 37                                    |
| Andrew Carriline, Acting Chief Risk Officer (from 26 April 2007)  |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 8       | 538,226                        | 547,500                                    | 787                                   |  | 48,301     | 111,054   | 127,100  | 1,372,968   | 17                                    |
| Philip Chronican, Group Executive, Westpac Institutional Bank   |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 6       | 744,517                        | 1,886,250                                  | 836                                   |  | 472,658    | 691,285   | 866,310  | 4,661,856   | 33                                    |
| 2006  | 6       | 663,192                        | 1,300,000                                  | 1,870                                 |  | 336,926    | 667,143   | 846,833  | 3,815,964   | 40                                    |
| Philip Coffey, Chief Financial Officer  |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  |         | 752,226                        | 1,296,750                                  | 787                                   |  | 67,431     | 454,254   | 537,808  | 3,109,256   | 32                                    |
| 2006  |         | 714,561                        | 950,000                                    | 2,405                                 |  | 64,063     | 473,962   | 577,290  | 2,782,281   | 38                                    |
| Rob Coombe, Chief Executive Officer, BT Financial Group   |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  |         | 644,725                        | 1,877,000                                  | 787                                   |  | 55,508     | 302,605   | 394,730  | 3,275,355   | 21                                    |
| 2006  |         | 587,615                        | 1,220,000                                  |                                       |  | 52,666     | 270,864   | 337,003  | 2,468,148   | 25                                    |
| Michael Coomer, Group Executive, Business and Technology Solutions and Services (retired 3 August 2007)   |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  |         | 605,505                        | 839,000                                    | 117,108                               |  | 55,122     | 495,353   | 622,117  | 2,734,205   | 41                                    |
| 2006  |         | 717,890                        | 950,000                                    | 129,348                               |  | 64,351     | 462,448   | 588,106  | 2,912,143   | 36                                    |
| Brad Cooper, Group Executive, New Zealand (commenced 2 April 2007)  |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 9       | 403,670                        | 952,000                                    | 652,103                               | 220,000                                  | 35,634     |   | 72,843   | 2,336,250   | 3                                     |
| Peter Hanlon, Group Executive, Business Financial Services (from 1 March 2007)                            |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 6,10,11 | 542,049                        | 753,000                                    | 836                                   |  | 92,028     | 235,864   | 260,697  | 1,884,474   | 26                                    |
| Michael Pratt, Group Executive, Consumer Financial Services   |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 11      | 1,024,363                      | 1,559,250                                  | 472,163                               |  |            | 694,760   | 838,324  | 4,588,860   | 33                                    |
| 2006  |         | 863,669                        | 975,000                                    | 474,081                               |  |            | 674,283   | 876,670  | 3,863,703   | 40                                    |
| Ann Sherry, Group Executive, New Zealand and Pacific Banking (until 15 June 2007)                         |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 6,12    | 424,875                        | 510,296                                    | 351,664                               | 577,705                                  | 189,409    | 419,704   | 510,021  | 2,983,674   | 31                                    |
| 2006  | 6       | 562,375                        | 625,000                                    | 298,398                               |  | 221,933    | 419,883   | 524,675  | 2,652,264   | 36                                    |
| Diane Sias, Group Executive, Business and Technology Solutions and Services (commenced 10 September 2007) |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  |         | 40,138                         |  | 99,511                                |  | 3,100      |   |  | 142,749     |                                       |
| Rob Whitfield, Group Executive, Risk (until 25 April 2007)  |         |                                |  |                                       |  |            |   |  |             |                                       |
| 2007  | 13      | 561,353                        | 982,500                                    | 787                                   |  | 48,530     | 274,276   | 355,906  | 2,223,352   | 28                                    |
| 2006  | 13      | 602,133                        | 950,000                                    |                                       |  | 53,960     | 241,248   | 298,500  | 2,145,841   | 25                                    |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                             |   |         |           |       |        |         |         |           |    |
|-----------------------------|---|---------|-----------|-------|--------|---------|---------|-----------|----|
| Curt Zuber, Group Treasurer |   |         |           |       |        |         |         |           |    |
| 2007                        | 6 | 443,268 | 2,728,500 | 1,949 | 63,142 | 141,491 | 211,135 | 3,589,485 | 10 |
| 2006                        | 6 | 419,887 | 2,250,000 | 1,750 | 42,443 | 82,194  | 242,675 | 3,038,949 | 11 |

---

(1) Fixed remuneration is the total cost of salary and salary sacrificed benefits (including motor vehicles, parking, etc. and associated fringe benefits tax).

(2) STI figures reflect annual cash performance awards accrued but not yet paid, with the exceptions of Michael Coomer and Ann Sherry who have left Westpac, in respect of the specified year ended 30 September 2007. For the CEO, 100% of the STI for the year ended 30 September 2007 is payable in December 2007. For Group Executives and General Managers the amount shown represents 75% of the total STI, which is payable in December 2007, with the remaining 25% to be received as Westpac shares under the RSP, restricted for two years, other than for Brad Cooper as noted in section 4.(d).

- (3) Non-monetary benefits are determined on the basis of the cost to Westpac (including associated fringe benefits tax, where applicable) and include annual health checks, relocation at Westpac's instigation, living away from home expenses and allowances.
- (4) Equity-settled remuneration is based on the amortisation over the vesting period (normally two or three years) of the fair value at grant date of hurdled and unhurdled options and share rights that were granted during the four years ended 30 September 2007. Details of grants in prior years have been disclosed in previous annual reports and the assumptions used in valuing securities granted in 2007 are summarised in the notes to the table in section 8.(a). Fair value, is defined by accounting standards as the amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm's-length transaction. Accounting standards set out specific requirements in relation to the calculation of fair value of equity-settled remuneration. Westpac complies with all relevant requirements.
- (5) For this purpose, options includes equity-settled performance options, performance share rights and unhurdled share rights.
- (6) Superannuation benefits have been calculated consistent with AASB 119. 2006 figures for David Morgan, Philip Chronican and Ann Sherry have been restated following clarification of the application of AASB 119.
- (7) Final Average Salary for superannuation purposes has been impacted by the exercise of stock appreciation rights in May and November 2006.
- (8) Prior to his appointment on 26 April 2007, Andrew Carriline was General Manager, Enterprise Business Services. Andrew Carriline's remuneration for the full 2007 performance year has been disclosed.
- (9) The amount under Other Short Term Benefits for Brad Cooper represents a sign-on payment.
- (10) Prior to his appointment as Group Executive Business Financial Services on 1 March 2007, Peter Hanlon was General Manager, Business Financial Services. Peter Hanlon's remuneration for the full 2007 performance year has been disclosed.
- (11) Business and Consumer Banking was split on 1 March 2007 into Business Financial Services and Consumer Financial Services.
- (12) The amount under Other Short Term Benefits for Ann Sherry relates to her leaving Westpac employment.
- (13) Rob Whitfield held the role of Group Executive, Risk from 1 December 2005 to 25 April 2007, at which time he stepped down from the executive team. We have disclosed Rob Whitfield's remuneration for the full 2006 performance year and the full 2007 performance year.

a) ***Equity-settled remuneration granted during the year***

Key features of instruments granted during the year:



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   | Grant Date       | First Possible Vesting Date | Exercise Price \$ | Expiry           | Fair Value Per Instrument \$ |
|---|------------------|-----------------------------|-------------------|------------------|------------------------------|
| CEO performance option(1)                       | 1 December 2006  | 1 March 2010                | 24.18             | 30 November 2016 | 2.41                         |
| CEO performance share right(1)                  | 1 December 2006  | 1 March 2010                |                   | 30 November 2016 | 11.41                        |
| WPP performance option, general peer group      | 15 December 2006 | 15 December 2009            | 23.98             | 15 December 2016 | 2.74                         |
| WPP performance option, finance peer group      | 15 December 2006 | 15 December 2009            | 23.98             | 15 December 2016 | 2.68                         |
| WPP performance share right, general peer group | 15 December 2006 | 15 December 2008            |                   | 15 December 2016 | 13.74                        |
| WPP performance share right, finance peer group | 15 December 2006 | 15 December 2008            |                   | 15 December 2016 | 13.54                        |
| WPP share right                                 | 1 May 2007       | 1 May 2010                  |                   | 1 May 2017       | 23.67                        |

---

(1) Grants made to David Morgan under the Chief Executive Securities Agreement 2003.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Grants made during the year

|  | Number Vested<br>During the Year | Instruments<br>Granted<br>During the Year(1) | Number<br>Granted<br>During<br>the Year | Fair Value<br>Granted \$ | Total Fair Value<br>Granted During<br>the Year \$ (2) |
|--|----------------------------------|--|---|--------------------------|---|
| David Morgan   | Nil                              | CEO Performance option                       | 594,167                                 | 1,431,942                | 3,504,762   |
|  |                                  | CEO Performance share right                  | 181,667                                 | 2,072,820                |   |
| <b>All of the following grants were made under the WPP</b> |                                  |  |   |                          |   |
| Ilana Atlas  | Nil                              | Performance option, general peer group       | 50,833                                  | 139,282                  | 561,419   |
|  |                                  | Performance option, finance peer group       | 48,878                                  | 130,993                  |   |
|  |                                  | Performance share right, general peer group  | 11,002                                  | 151,167                  |   |
|  |                                  | Performance share right, finance peer group  | 10,338                                  | 139,977                  |   |
| Andrew Carriline   | Nil                              | Performance option, general peer group       | 20,833                                  | 57,082                   | 230,091   |
|  |                                  | Performance option, finance peer group       | 20,032                                  | 53,686                   |   |
|  |                                  | Performance share right, general peer group  | 4,509                                   | 61,954                   |   |
|  |                                  | Performance share right, finance peer group  | 4,237                                   | 57,369                   |   |
| Philip Chronican   | Nil                              | Performance option, general peer group       | 120,166                                 | 329,255                  | 1,327,208   |
|  |                                  | Performance option, finance peer group       | 115,544                                 | 309,658                  |   |
|  |                                  | Performance share right, general peer group  | 26,010                                  | 357,377                  |   |
|  |                                  | Performance share right, finance peer group  | 24,440                                  | 330,918                  |   |
| Philip Coffey  | Nil                              | Performance option, general peer group       | 76,250                                  | 208,925                  | 842,158   |
|  |                                  | Performance option, finance peer group       | 73,317                                  | 196,490                  |   |
|  |                                  | Performance share right, general peer group  | 16,504                                  | 226,765                  |   |
|  |                                  | Performance share right, finance peer group  | 15,508                                  | 209,978                  |   |
| Rob Coombe   | Nil                              | Performance option, general peer group       | 67,916                                  | 186,090                  | 750,111   |
|  |                                  | Performance option, finance peer group       | 65,304                                  | 175,015                  |   |
|  |                                  | Performance share right, general peer group  | 14,700                                  | 201,978                  |   |
|  |                                  | Performance share right, finance peer group  | 13,813                                  | 187,028                  |   |
| Michael Coomer   | 207,618 Performance options      | Performance option, general peer group       | 95,833                                  | 262,582                  | 1,058,453   |
|  |                                  | Performance option, finance peer group       | 92,147                                  | 246,954                  |   |
|  | 46,435 Performance share rights  | Performance share right, general peer group  | 20,743                                  | 285,009                  |   |
|  |                                  | Performance share right, finance peer group  | 19,491                                  | 263,908                  |   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|               |                                |   |         |         |           |
|---------------|--------------------------------|---|---------|---------|-----------|
| Brad Cooper   | Nil                            | Unhurdled share rights                      | 22,045  | 521,805 | 521,805   |
| Peter Hanlon  | Nil                            | Performance option, general peer group      | 28,166  | 77,175  | 311,073   |
|               |                                | Performance option, finance peer group      | 27,083  | 72,582  |           |
|               |                                | Performance share right, general peer group | 6,096   | 83,759  |           |
|               |                                | Performance share right, finance peer group | 5,728   | 77,557  |           |
| Michael Pratt | Nil                            | Performance option, general peer group      | 116,666 | 319,665 | 1,288,544 |
|               |                                | Performance option, finance peer group      | 112,179 | 300,640 |           |
|               |                                | Performance share right, general peer group | 25,252  | 346,962 |           |
|               |                                | Performance share right, finance peer group | 23,728  | 321,277 |           |
| Ann Sherry    | 23,855 Performance options     | Performance option, general peer group      | 71,666  | 196,365 | 791,538   |
|               |                                | Performance option, finance peer group      | 68,910  | 184,679 |           |
|               | 8,566 Performance share rights | Performance share right, general peer group | 15,512  | 213,135 |           |
|               |                                | Performance share right, finance peer group | 14,576  | 197,359 |           |
| Rob Whitfield | Nil                            | Performance option, general peer group      | 62,500  | 171,250 | 690,289   |
|               |                                | Performance option, finance peer group      | 60,096  | 161,057 |           |
|               |                                | Performance share right, general peer group | 13,528  | 185,875 |           |
|               |                                | Performance share right, finance peer group | 12,711  | 172,107 |           |
| Curt Zuber    | Nil                            | Performance option, general peer group      | 33,333  | 91,332  | 368,151   |
|               |                                | Performance option, finance peer group      | 32,051  | 85,897  |           |
|               |                                | Performance share right, general peer group | 7,215   | 99,134  |           |
|               |                                | Performance share right, finance peer group | 6,779   | 91,788  |           |

---

(1) Performance options and performance share rights were granted to David Morgan under the Chief Executive Securities Agreement 2003. Performance options, performance share rights and unhurdled share rights were granted to the other disclosed executives under the WPP.

(2) The fair value of performance options and performance share rights included in the tables above have been independently calculated at grant date using a Binomial/Monte Carlo simulation pricing model. The assumptions included in the valuation of the 1 December 2006 awards to the CEO include a risk free interest rate ranging from 5.56% to 5.81% (depending on the expected life of the instrument), a dividend yield on Westpac shares of 4.8% and a volatility in the Westpac share price of 15%. The assumptions included in the valuation of the 15 December 2006 awards under the WPP include a risk free interest rate ranging from 5.76% to 6.02% (depending on the expected life of the instrument), a dividend yield on Westpac shares of 4.8% and a volatility in the Westpac share price of 15%. Other assumptions include volatilities of, and correlation factors between, share price movements of the ranking group members and Westpac, which are used to assess the impact of performance hurdles. Performance options and performance share rights have been valued assuming an expected life after the vesting date of up to one year. The fair value of unhurdled share rights was calculated as the market price of the underlying shares at grant adjusted for the value of expected dividends forgone at the assumed rate of 4.6% for the period between grant and vesting (three years). The amounts, when aggregated in this table, do not reconcile with the amounts shown in the other tables in section 8 which show amortised totals of LTI awards over their vesting period.

b) *Value of equity-settled remuneration exercised and lapsed*

The value of equity-settled remuneration exercised and lapsed during 2007 is shown below. Exercise is only possible to the extent that performance hurdles have been met. Lapses occur during the year where some or all of an executive's performance options and performance share rights fail to vest at a test date, or where an executive leaves Westpac. The performance levels achieved during the year where performance was tested and reached the minimum performance hurdle resulted in lapse rates of between 30% and 100%.

The values in excess of exercise price have been calculated by taking the difference between the exercise price of the performance option or performance share right and the five day weighted average Westpac share price on the date the transaction (exercise or lapse) occurred. This methodology differs from the method for calculating the fair value of performance options and performance share rights included in other tables in this report and care should be taken in interpreting the following amounts, especially if seeking to aggregate them with other remuneration amounts disclosed.

Figures in the table may not be able to be fully reconciled due to rounding of reporting values for individual securities.

|                  | Date of Grant    | Date of Exercise/Lapse | Number  | Exercise Price<br>\$ | Value (in Excess of Exercise Price)<br>\$ | Value Exercised During the Year from Previous Grants<br>\$ | Value Lapsed During the Year from Previous Grants<br>\$ |
|------------------|------------------|------------------------|---------|----------------------|---|--|---|
| David Morgan     | 1 March 2004     | 1 March 2007           | 713,000 | 16.71                | 9.16                                      |  | 6,531,080   |
|                  | 1 March 2004     | 1 March 2007           | 218,000 |                      | 25.87                                     |  | 5,639,660   |
| Ilana Atlas      |                  | 14 November 2006       | 94,186  | 10.75                | 14.01                                     | 1,319,546  |   |
|                  | 3 April 2000     | 14 November 2006       | 90,910  | 13.67                | 11.09                                     | 1,008,192  |   |
|                  | 23 April 2001    | 14 November 2006       | 172,340 | 14.70                | 10.06                                     | 1,733,740  |   |
|                  | 9 January 2002   | 14 November 2006       | 72,141  | 13.59                | 11.17                                     | 805,815  |   |
|                  | 20 January 2003  | 14 November 2006       | 18,944  |                      | 24.76                                     | 469,053  |   |
|                  | 20 January 2003  | 14 November 2006       | 18,944  |                      | 24.76                                     | 469,053  |   |
| Andrew Carriline | 29 December 1999 | 2 July 2007            | 20,000  | 9.53                 | 16.08                                     | 321,600  |   |
|                  | 23 April 2001    | 2 July 2007            | 25,000  | 13.50                | 12.11                                     | 302,750  |   |
|                  | 20 January 2003  | 2 July 2007            | 18,186  | 13.59                | 12.02                                     | 218,596  |   |
| Philip Chronican | 20 January 2003  | 14 November 2006       | 163,681 | 13.59                | 11.17                                     | 1,828,317  |   |
| Philip Coffey    |                  | 14 November 2006       | 129,255 | 14.70                | 10.06                                     | 1,300,305  |   |
|                  | 9 January 2002   | 14 November 2006       | 129,255 | 14.70                | 10.06                                     | 1,300,305  |   |
|                  | 6 August 2002    | 2 July 2007            | 46,809  | 16.03                | 9.58                                      | 448,430  |   |
| Rob Coombe       | 20 January 2003  | 14 November 2006       | 95,000  | 13.59                | 11.17                                     | 1,061,150  |   |
| Michael Coomer   | 21 January 2004  | 3 August 2007          | 183,150 | 16.34                | 9.49                                      |  | 1,738,094   |
|                  | 20 January 2005  | 3 August 2007          | 200,348 | 18.98                | 6.85                                      |  | 1,372,384   |
|                  | 20 December 2005 | 3 August 2007          | 34,228  | 20.53                | 5.30                                      |  | 181,408   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|            |                  |               |         |       |       |           |
|------------|------------------|---------------|---------|-------|-------|-----------|
|            | 15 December 2006 | 3 August 2007 | 32,583  | 23.98 | 1.85  | 60,279    |
|            | 20 December 2005 | 3 August 2007 | 115,646 | 20.53 | 5.30  | 612,924   |
|            | 15 December 2006 | 3 August 2007 | 27,644  | 23.98 | 1.85  | 51,141    |
|            | 21 January 2004  | 3 August 2007 | 50,761  |       | 25.83 | 1,311,157 |
|            | 20 January 2005  | 3 August 2007 | 51,247  |       | 25.83 | 1,323,710 |
|            | 20 December 2005 | 3 August 2007 | 8,186   |       | 25.83 | 211,444   |
|            | 15 December 2006 | 3 August 2007 | 7,053   |       | 25.83 | 182,179   |
|            | 20 December 2005 | 3 August 2007 | 27,243  |       | 25.83 | 703,687   |
|            | 15 December 2006 | 3 August 2007 | 5,847   |       | 25.83 | 151,028   |
| Ann Sherry | 21 January 2004  | 15 June 2007  | 178,571 | 16.34 | 9.14  | 1,632,139 |
|            | 20 January 2005  | 15 June 2007  | 182,926 | 18.98 | 6.50  | 1,189,019 |
|            | 20 December 2005 | 15 June 2007  | 72,621  | 20.53 | 4.95  | 359,474   |
|            | 15 December 2006 | 15 June 2007  | 71,666  | 23.98 | 1.50  | 107,499   |
|            | 20 December 2005 | 15 June 2007  | 97,789  | 20.53 | 4.95  | 484,056   |
|            | 15 December 2006 | 15 June 2007  | 68,910  | 23.98 | 1.50  | 103,365   |
|            | 21 January 2004  | 15 June 2007  | 49,492  |       | 25.48 | 1,261,056 |
|            | 20 January 2005  | 15 June 2007  | 46,791  |       | 25.48 | 1,192,235 |
|            | 20 December 2005 | 15 June 2007  | 14,507  |       | 25.48 | 369,638   |
|            | 15 December 2006 | 15 June 2007  | 15,512  |       | 25.48 | 395,246   |
|            | 20 December 2005 | 15 June 2007  | 23,036  |       | 25.48 | 586,957   |
|            | 15 December 2006 | 15 June 2007  | 14,576  |       | 25.48 | 371,396   |

The information in this paragraph is required to be disclosed under the Corporations Act. However, the Board considers that the aggregated information does not reflect actual remuneration received by the named executives. Notably, this requirement has been removed from the Corporations Act with effect from the next reporting period. The aggregate of value exercised, value lapsed, and value granted during the year for the specified executives is: David Morgan \$15,675,502; Ilana Atlas \$5,897,766; Andrew Carriline \$1,073,037; Philip Chronican \$3,155,525; Philip Coffey \$2,590,893; Rob Coombe \$1,811,261; Michael Coomer \$8,957,888; Brad Cooper \$521,805; Peter Hanlon \$311,073; Michael Pratt \$1,288,544; Ann Sherry \$8,843,618; Rob Whitfield \$690,289; Curt Zuber \$368,151.

*c) Options & share rights holdings*

The following table does not include performance options and performance share rights in respect of the 2007 remuneration review as these had not been issued at 30 September 2007.

|                  | Type of Equity-Based Instrument | Number Held at Start of Year | Number Granted During the Year as Remuneration | Number Exercised During the Year | Number Lapsed During the Year | Number Held at End of Year | Number Vested and Exercisable at End of Year |
|------------------|---------------------------------|------------------------------|--|----------------------------------|-------------------------------|----------------------------|--|
| David Morgan     | Performance option              | 2,139,000                    | 594,167  |                                  | 713,000                       | 2,020,167                  |  |
|                  | Performance share right         | 654,000                      | 181,667  |                                  | 218,000                       | 617,667                    |  |
| Ilana Atlas      | Performance option              | 851,720                      | 99,711   | 429,577                          |                               | 521,854                    |  |
|                  | Performance share right         | 127,258                      | 21,340   | 18,944                           |                               | 129,654                    |  |
| Andrew Carriline | Performance option              | 204,025                      | 40,865   | 63,186                           |                               | 181,704                    |  |
|                  | Performance share right         | 36,107                       | 8,746  |                                  |                               | 44,853                     |  |
| Philip Chronican | Performance option              | 1,049,224                    | 235,710  | 163,681                          |                               | 1,121,253                  |  |
|                  | Performance share right         | 225,898                      | 50,450   |                                  |                               | 276,348                    |  |
| Philip Coffey    | Performance option              | 922,386                      | 149,567  | 176,064                          |                               | 895,889                    | 127,308                                      |
|                  | Performance share right         | 159,162                      | 32,012   |                                  |                               | 191,174                    |  |
| Rob Coombe       | Performance option              | 452,273                      | 133,220  | 95,000                           |                               | 490,493                    | 26,246                                       |
|                  | Performance share right         | 115,573                      | 28,513   |                                  |                               | 144,086                    | 31,839                                       |
| Michael Coomer   | Performance option              | 728,420                      | 187,980  |                                  | 593,599                       | 322,801                    | 322,801                                      |
|                  | Performance share right         | 156,538                      | 40,234   |                                  | 150,337                       | 46,435                     | 46,435                                       |
| Brad Cooper      | Share right                     |                              | 22,045   |                                  |                               | 22,045                     |  |
| Peter Hanlon     | Performance option              | 347,986                      | 55,249   |                                  |                               | 403,235                    |  |
|                  | Performance share right         | 89,487                       | 11,824   |                                  |                               | 101,311                    |  |
| Michael Pratt    | Performance option              | 924,209                      | 228,845  |                                  |                               | 1,153,054                  |  |
|                  | Performance share right         | 236,811                      | 48,980   |                                  |                               | 285,791                    |  |
| Ann Sherry       | Performance option              | 555,762                      | 140,576  |                                  | 672,483                       | 23,855                     | 23,855                                       |
|                  |                                 | 142,392                      | 30,088   |                                  | 163,914                       | 8,566                      | 8,566  |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|               |                         |         |         |         |
|---------------|-------------------------|---------|---------|---------|
|               | Performance share right |         |         |         |
| Rob Whitfield | Performance option      | 323,692 | 122,596 | 446,288 |
|               | Performance share right | 82,809  | 26,239  | 109,048 |
| Curt Zuber    | Performance option      | 128,545 | 65,384  | 193,929 |
|               | Performance share right | 62,601  | 13,994  | 76,595  |



d) *Westpac share holdings*

|                   | Number Held at Start of Year | Number Received on Exercise of Equity Instruments | Other Changes During the Year | Number Held at End of Year | Number Held Non-Beneficially at Start of Year | Number Held Non-Beneficially at End of Year |
|-------------------|------------------------------|---|-------------------------------|----------------------------|---|---|
| David Morgan      | 1,958,186                    |   | (800,000)                     | 1,158,186                  |   |   |
| Ilana Atlas       | 13,089                       | 448,521   | 647                           | 462,257                    | 2,000   | 2,000                                       |
| Andrew Carriline  | 14,855                       | 63,186  | (63,186)                      | 14,855                     |   |   |
| Philip Chronican  | 460,000                      | 163,681   |                               | 623,681                    |   |   |
| Philip Coffey     | 222,285                      | 176,064   | (114,727)                     | 283,622                    |   |   |
| Rob Coombe        | 37,493                       | 95,000  | 25,548                        | 158,041                    |   |   |
| Michael Coomer(1) | 61,280                       |   | (18,065)                      |                            |   |   |
| Peter Hanlon      | 28,758                       |   | (1,397)                       | 27,361                     |   |   |
| Michael Pratt     | 9,708                        |   | 1,821                         | 11,529                     |   |   |
| Ann Sherry(1)     | 286,025                      |   |                               |                            |   |   |
| Rob Whitfield(1)  | 269,225                      |   |                               |                            |   |   |
| Curt Zuber        | 20,301                       |   |                               | 20,301                     |   |   |

(1) Michael Coomer and Ann Sherry left Westpac, and Rob Whitfield stepped down from the executive team, prior to 30 September 2007.

Brad Cooper and Diane Sias held no Westpac shares during the year.

## 9. Non-executive Director remuneration

a) *Policy*

The Board's focus is on strategic direction, long-term corporate performance and the creation of shareholder value. As a consequence, Non-executive Director fees are not directly related to Westpac's short-term results and Non-executive Directors do not participate in Westpac's incentive schemes.

The structure of fees for Non-executive Directors recognises the competitive pressures of the market place and the need to attract and retain appropriately experienced and qualified Board members. The Board accepts that Non-executive Directors' fees must not place an inappropriate burden on our finances. However we operate in a complex market, and the duties and obligations of the Non-executive Directors are increasingly onerous. When fee reviews are undertaken, the Board considers the performance of Westpac and seeks the advice of independent remuneration consultants to ensure market alignment.

The Board believes that a smaller sized Board is more effective for teamwork and decision making. This places high workload on individuals.

*b) Framework*

The fee framework for Non-executive Directors is reviewed periodically by the Board taking into account market rates and director workload, given the small size of the Board. The most recent review was completed in May 2007, with the resulting fee framework set out in the table below.

For the reporting period up until 7 May 2007, Non-executive Directors (excluding the Chairman) received a base fee and additional amounts to recognise Remuneration Committee Chairmanship. Further, Directors appointed on or before 3 July 2003 had their base fee reduced to recognise the individual level of future retiring allowance that was frozen effective December 2005 (February 2006 for Carolyn Hewson). The frozen allowances are indexed in line with average weekly ordinary time earnings, with the indexed amount paid at retirement.

For the reporting period from 7 May 2007, key changes to the Non-executive Director fee framework are as follows:

a single base fee for all Non-executive Directors replaced the previous range of individual fees;

an increased Chairman fee replaced the previous Chairman fee;

committee chair fees were increased in line with current market practice levels; and

a committee membership fee was introduced consistent with the fee structure applying for most major Australian listed companies and to recognise the significant contribution of committee members. The exception to this is the Nominations Committee, for which no additional fee is paid to any member.

The Chairman does not receive any committee fees.

*Non-executive Director fees for the reporting period*

|  | Annual rate<br>from 7 May 2007 | Annual rate<br>from 1 October 2006 to 6 May 2007  |
|--|--------------------------------|---|
| <b>Base Fees</b>   |                                |   |
| Chairman   | \$ 700,000                     | \$547,888   |
| Non-executive Directors                                      | \$ 200,000                     | For Directors appointed after 3 July 2003 \$189,063<br>For Directors appointed on or before 3 July 2003 \$189,063<br>reduced based on the individual level of the frozen retiring allowance |
| <b>Committee Chairman Fees</b>                               |                                |   |
| Audit Committee Chairman                                     | \$ 50,000                      | \$35,000  |
| Risk Management Committee Chairman                           | \$ 50,000                      | \$35,000  |
| Remuneration Committee Chairman                              | \$ 45,000                      | \$25,000  |
| Corporate Responsibility & Sustainability Committee Chairman | \$ 40,000                      | \$25,000  |
| <b>Committee Membership Fees</b>                             |                                |   |
| Audit Committee member                                       | \$ 25,000                      |   |
| Risk Management Committee member                             | \$ 25,000                      |   |
| Remuneration Committee member                                | \$ 20,000                      |   |
| Corporate Responsibility & Sustainability Committee member   | \$ 20,000                      |   |

Throughout the reporting period, additional fees for five Non-executive Directors were payable for membership on boards of subsidiaries or related entities, which vary according to the position held, the size, level and nature of business activity and the time commitment required. These fees are included in the table in section 9.(e).

We pay superannuation contributions in accordance with the Superannuation Guarantee legislation for all Non-executive Directors, except those who withdrew from superannuation guarantee coverage prior to 1 July 2007.

**c) *Fee pool***

Non-executive Directors fees are determined within an aggregate Non-executive Directors fee pool limit, which is periodically approved by our shareholders. Shareholders last approved a pool of \$3,000,000 at the 2006 Westpac Annual General Meeting. For the 2007 year, \$2,200,743 (73%) of the fee pool was utilised.

**d) *Equity participation***

Non-executive Directors do not receive options or share rights, although Australian-based Directors may elect each year to receive a percentage of their fees in Westpac shares acquired under the DSP. Non-executive Directors have voluntarily agreed to build up their shareholding in Westpac, equal in value to at least 100% of their annual base fees, generally over the course of their tenure, to align their interests with the long-term interests of shareholders.

e) *Remuneration details for the 2007 year*

Details of the nature and amount of each element of the remuneration of our Non-executive Directors for the year ended 30 September 2007 are as follows:

|  |      | Notes   | Short Term<br>Employment<br>Benefits | Post Employment                   |  | Total     | Total Retiring<br>Allowance<br>Accrued | Retiring<br>Allowance<br>Paid |
|--|------|---------|--------------------------------------|-----------------------------------|--|-----------|--|-------------------------------|
|  |      |         | Fees<br>\$                           | Superannuation<br>Guarantee<br>\$ | Retiring<br>Allowance<br>Accrued During<br>the Year(1)<br>\$ |           |  |                               |
| Ted Evans, Chairman (from 1 April 2007)      |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,4,7   | 528,913                              | 12,758                            | 16,535   | 558,206   | 404,739                                |                               |
|  | 2006 | 2,4,5,7 | 201,775                              | 12,325                            | 37,780   | 251,880   | 388,204                                |                               |
| Leon Davis, Chairman (retired 31 March 2007) |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 |         | 273,944                              |                                   | 22,500   | 296,444   |  | 1,488,507                     |
|  | 2006 |         | 534,619                              |                                   | 76,883   | 611,502   | 1,466,007                              |                               |
| Elizabeth Bryan (appointed 6 November 2006)  |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,3,4,7 | 231,002                              | 11,543                            |  | 242,545   |  |                               |
| Gordon Cairns                                |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,3,4   | 231,845                              | 12,758                            |  | 244,603   |  |                               |
|  | 2006 | 2,3     | 189,063                              | 12,247                            |  | 201,310   |  |                               |
| David Crawford                               |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,4     | 239,372                              | 12,758                            | 14,482   | 266,612   | 354,468                                |                               |
|  | 2006 | 2,4,5   | 202,203                              | 12,325                            | 37,539   | 252,067   | 339,986                                |                               |
| Carolyn Hewson                               |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,4,8   | 250,793                              | 12,758                            | 11,927   | 275,478   | 280,548                                |                               |
|  | 2006 | 2,4,5   | 190,817                              | 12,997                            | 67,242   | 271,056   | 268,621                                |                               |
| Helen Lynch (retired 14 December 2006)       |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,4,6   | 70,659                               | 4,043                             | 4,095  | 78,797    |  | 634,593                       |
|  | 2006 | 2,4,5,6 | 219,399                              | 12,325                            | 35,440   | 267,164   | 630,498                                |                               |
| Peter Wilson                                 |      |         |                                      |                                   |  |           |  |                               |
|  | 2007 | 2,3,4,7 | 294,838                              | 12,758                            |  | 307,596   |  |                               |
|  | 2006 | 2,3     | 190,986                              | 12,247                            |  | 203,233   |  |                               |
| <b>Total Non-executive Directors - 2007</b>  |      |         | 2,121,366                            | 79,376                            | 69,539   | 2,270,281 | 1,039,755                              | 2,123,100                     |
| <b>Total Non-executive Directors - 2006</b>  |      |         | 1,728,862                            | 74,466                            | 254,884  | 2,058,212 | 3,093,316                              |                               |

(1) Retiring allowances are not included in calculations for the Non-executive Director fee pool. Retiring allowances were frozen for individual Non-executive Directors between December 2005 and February 2006. Accruals shown for 2006 and 2007 include indexation in line with average weekly earnings following the freezing of the retiring allowances.

(2) We pay statutory superannuation guarantee contributions for any Non-executive Directors appointed after July 2003, and from 14 December 2005 for any Non-executive Directors appointed prior to July 2003.

(3) Not entitled to retiring allowance.

- (4) Includes fees paid to Chairpersons and, from 7 May 2007, members of Board Committees.
- (5) Westpac paid, to 14 December 2005, the superannuation guarantee charge in relation to its eligible Non-executive Directors appointed prior to July 2003. This amount is not included in calculations for the Non-executive Director fee pool, as it is a government charge.
- (6) Includes fees for services provided as Chairperson of Westpac Staff Superannuation Plan.
- (7) Includes fees for services provided as Director of Westpac New Zealand Limited.
- (8) Includes fees for services provided as Director of BT Investment Management Limited.

## Glossary

*Employee Equity Plans - Relative TSR Ranking Groups*

|  |  |
|--|--|
| <b>Chief Executive Securities Agreement 2003 ranking group</b> | The largest 50 Australian listed companies at time of grant, excluding property trusts and specified resources companies. As at 30 September 2007, the most recently determined ranking group consisted of AGL Energy Limited, Allco Finance Group Limited, Amcor Limited, AMP Limited, Aristocrat Leisure Limited, Australia and New Zealand Banking Group Limited, ASX Limited, AXA Asia Pacific Holdings Limited, Babcock & Brown Limited, Babcock & Brown Infrastructure Group, Billabong International, Boral Limited, Brambles Industries Limited, Coca-Cola Amatil Limited, Cochlear Limited, Coles Myer Ltd, Commonwealth Bank of Australia, Computershare Limited, CSL Limited, CSR Limited, Fairfax (John) Holdings Limited, Foster's Group Limited, Harvey Norman Holdings Limited, Insurance Australia Group Limited, James Hardie Industries NV, Leighton Holdings Limited, Lend Lease Corporation Limited, Macquarie Airports, Macquarie Bank Limited, Macquarie Infrastructure Group, Metcash Limited, National Australia Bank Limited, Orica Limited, Perpetual Limited, Publishing & Broadcasting Limited, Qantas Airways Limited, QBE Insurance Group Limited, Resmed Inc, Sonic Healthcare Limited, St George Bank Limited, Suncorp-Metway Limited, Tattersalls Limited, Tabcorp Holdings Limited, Telecom Corporation of New Zealand Limited, Telstra Corporation Limited, Toll Holdings Limited, Transurban Group, Wesfarmers Limited, West Australian Newspapers Holdings Limited and Woolworths Limited.  |
| <b>WRP peer group</b>  | The WRP ranking group will be comprised of the top 10 companies by market capitalisation at the time of grant, in the peer group. The peer group will be comprised of 13 selected Australian banking and financial sector companies. As at 30 September 2007 no grants had yet been made under the WRP.  |
| <b>WPP ranking groups</b>                                      | <p>Financial ranking group</p> <p>The top 10 of 13 selected Australian banking and financial sector companies, by market capitalisation, at the time of grant. As at 30 September 2007, the most recently determined ranking group consisted of AMP Limited, Australia and New Zealand Banking Group Limited, AXA Asia Pacific Holdings Limited, Bendigo Bank Limited, Commonwealth Bank of Australia, Insurance Australia Group Limited, Macquarie Bank Limited, National Australia Bank Limited, St George Bank Limited and Suncorp-Metway Limited.</p> <p>General ranking group</p> <p>The largest 50 Australian listed companies at time of grant, excluding property trusts, specified resources companies and those in the financial ranking group. As at 30 September 2007, the most recently determined ranking group consisted of ABC Learning Centres Limited, AGL Energy Limited, Allco Finance Group Limited, Amcor Limited, Aristocrat Leisure Limited, ASX Limited, Babcock &amp; Brown Limited, Babcock &amp; Brown Infrastructure Group, Billabong International, Boral Limited, Brambles Industries Limited, Coca-Cola Amatil Limited, Cochlear Limited, Coles Myer Ltd, Computershare Limited, CSL Limited, CSR Limited, Dyno Nobel Limited, Downer EDI Limited, Fairfax (John) Holdings Limited, Foster's Group Limited, Goodman Fielder Limited, Harvey Norman Holdings Limited, James Hardie Industries NV, Leighton Holdings Limited, Lend Lease Corporation Limited, Lion Nathan Limited, Macquarie Airports, Macquarie Communications Infrastructure Group, Macquarie Infrastructure Group, Metcash Limited, Orica Limited, Perpetual Limited, Publishing &amp; Broadcasting Limited, Qantas Airways Limited, QBE Insurance Group Limited, Resmed Inc, Sigma Pharmaceuticals Ltd, Sonic Healthcare Limited, Symbion Health Limited, Tattersalls Limited, Tabcorp Holdings Limited, Telecom Corporation of New Zealand Limited, Telstra Corporation Limited, Toll Holdings Limited, Transurban Group, Wesfarmers Limited, West Australian Newspapers Holdings Limited, Woolworths Limited and United Group Limited.</p> |

**9. Auditor**

*a) Auditor's independence declaration*

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is below.

**Auditor's Independence Declaration**

As lead auditor for the audit of Westpac Banking Corporation for the year ended 30 September 2007,

I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Westpac Banking Corporation and the entities it controlled during the year.

**PricewaterhouseCoopers**  
**ABN 52 780 433 757**

Darling Park Tower 2  
201 Sussex Street  
GPO BOX 2650

SYDNEY NSW 1171

DX 77 Sydney

Australia

[www.pwc.com/au](http://www.pwc.com/au)

Telephone +61 2 8266 0000

Facsimile +61 2 8266 9999

D.H. Armstrong  
Partner  
PricewaterhouseCoopers

Sydney, Australia  
1 November 2007

*b) Non-audit services and independence*

We may decide to engage PricewaterhouseCoopers on assignments additional to their statutory audit duties where their expertise or experience with Westpac or a controlled entity is important.



## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Details of the non-audit service amounts paid or payable to PricewaterhouseCoopers for non-audit services provided during the year are set out in the table below.

|  | 2007<br>\$ 000 | 2006<br>\$ 000 |
|--|----------------|----------------|
| Remuneration for audit related services                                      | 1,885          | 101            |
| Remuneration for taxation services   | 167            | 187            |
| Remuneration for other services  | 559            | 165            |
| Total remuneration for non-audit services (including goods and services tax) | 2,611          | 453            |

Our external auditor, PricewaterhouseCoopers, also provides audit and non-audit services to non-consolidated entities including non-consolidated securitisation vehicles sponsored by the Group, non-consolidated trusts of which a Group entity is trustee, manager or responsible entity and non-consolidated superannuation funds or pension funds. The fees in respect of these services were approximately \$4.9 million in total (2006 \$4.5 million). PricewaterhouseCoopers may also provide audit and non-audit services to other entities in which we hold a minority interest and which are not consolidated. We are not aware of the amount of any fees paid by those entities.

We have a policy on engaging PricewaterhouseCoopers, details of which are set out in the Corporate governance and Audit governance and independence sections which forms part of this report.

The Board has considered the position and, in accordance with the advice received from the Audit Committee, is satisfied that the provisions of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the provision of non-audit services by PricewaterhouseCoopers, as set out above, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

all non-audit services have been reviewed by the Audit Committee to ensure they do not impact the impartiality and objectivity of the auditor; and

none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

Signed in accordance with a resolution of the Board.

Ted Evans AC  
Chairman  
1 November 2007

David Morgan  
Managing Director & Chief Executive Officer  
1 November 2007

**Directors and Group Executives****Directors**

Our business is managed under the direction of the Board of Directors. Our constitution requires no more than 15 Non-executive Directors. In addition, up to three members of the Board may be Executive Directors. At 30 September 2007, the Directors were:

| <b>Name of Director</b>                      | <b>Year Appointed</b> | <b>Expiry of Current Term in Office</b> |
|--|-----------------------|---|
| Ted Evans (Chairman)(1),(2),(3),(6)          | 2001                  | 2007                                    |
| David Morgan (Managing Director, CEO)(5),(7) | 1997                  | 2008(8)                                 |
| Elizabeth Bryan(1),(2),(5)                   | 2006                  | 2009                                    |
| Gordon Cairns(1),(2),(3),(4)                 | 2004                  | 2007                                    |
| David Crawford(1),(2),(3),(4)                | 2002                  | 2008(9)                                 |
| Carolyn Hewson(1),(2),(3),(4)                | 2003                  | 2009                                    |
| Peter Wilson(1),(2),(3),(5)                  | 2003                  | 2009                                    |

- 
- (1) Member of the Audit Committee, which oversees all matters concerning the integrity of the financial statements and financial reporting systems, the external auditor's qualifications, performance and independence, the performance of the internal audit function and compliance with financial reporting and related regulatory requirements.
- (2) Member of the Risk Management Committee, which oversees the risk profile of Westpac within the context of the risk-reward strategy determined by the Board, monitors the alignment of risk profile with current and future capital requirements and oversees the management of risks inherent in Westpac's operations. The Committee reviews and approves the framework, policies, limits and conditions for the management of our credit, market, liquidity, operational and compliance risk; monitors changes anticipated for the economic and business environment and other factors considered relevant to Westpac's risk profile. The Committee also reviews significant issues that may be raised by internal audit as well as the length of time and action taken to resolve issues.
- (3) Member of the Nominations Committee, which develops and reviews policies on Board composition, strategic function, size, succession planning, Director independence and the performance review process of the Board, its Committees and individual Directors. It also develops and implements induction programs for new Directors and ongoing education for existing Directors. The Committee reviews our corporate governance policies to meet relevant corporate governance standards from legislation and various regulatory bodies in Australia and overseas, where we conduct business.
- (4) Member of the Remuneration Committee, which assists the Board by reviewing and approving our remuneration policies and practices. The Remuneration Committee's consideration of reward structure is based on fairness, business performance, legal obligations and high standards of corporate governance. The Committee reviews and makes recommendations to the Board in relation to all equity-based plans and the remuneration of Non-executive Directors and the CEO. It also approves remuneration packages and contracts for positions reporting directly to the CEO and oversees merit recognition, recruiting policies, management development, training policies, personnel matters and succession planning.

- (5) Member of the Corporate Responsibility and Sustainability Committee, which oversees and drives our commitment to operate our businesses ethically, responsibly and sustainably consistent with the evolving community expectations. The Committee reviews our social, environmental and ethical impacts, both direct and indirect. It also oversees initiatives to enhance our sustainability, sets standards for corporate responsibility and sustainability policies and practices and monitors compliance, monitors and oversees our reputational risks and reviews and approves the independent assurance of our corporate responsibility systems and non-financial reporting including the annual Stakeholder Impact Report.
- (6) Appointed as Chairman on 1 April 2007.
- (7) Appointed as Managing Director and CEO on 1 March 1999.
- (8) As discussed in Section 8.6 of the Directors' report, David Morgan will retire from Westpac on 31 January 2008.
- (9) David Crawford will retire from the Westpac Board at the conclusion of the 2007 Annual General Meeting.

#### *Term of Directors*

The Directors may appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number does not exceed the maximum number of 15 Non-executive Directors and three Executive Directors. A Director appointed by this method holds office only until the close of the next AGM but is eligible for election at that meeting. Westpac's constitution provides that at each AGM one-third of the Non-executive Directors (or the nearest number to one-third) and any other Director who has held office for three years or more, must retire from office and shall be eligible for re-election. The Directors to retire by rotation shall be those who have been the longest in office. In determining the number of Directors to retire, no account is to be taken of a Director who holds office only until the close of the meeting (casual vacancy) or the Managing Director. A retiring Director holds office until the conclusion of the meeting at which the Director retires but is eligible for re-election. Under the ASX Listing Rules no Director (apart from the Managing Director) of a listed entity may continue in office, without offering himself or herself for re-election, past the third AGM following their appointment or previous re-election or three years, whichever is the longer.

Under our constitution any Director who attains 70 years of age during the year will be required to retire at the next AGM and is not eligible for appointment, election or re-election as a Director.

#### *Changes in Board of Directors*

Leon Davis retired as Chairman and Non-executive Director, effective 31 March 2007.

Elizabeth Bryan was appointed as a Non-executive Director, effective 6 November 2006.

Helen Lynch retired as a Non-executive Director, effective 14 December 2006.



**Group Executives**

As at 30 September 2007 our Group Executives were:

| <b>Name of Group Executive</b> | <b>Position</b>   | <b>Year Joined Group</b> | <b>Year Appointed to Position</b> |
|--------------------------------|---|--------------------------|-----------------------------------|
| David Morgan                   | Managing Director and Chief Executive Officer                 | 1990                     | 1999                              |
| Ilana Atlas                    | Group Executive, People and Performance                       | 2000                     | 2002                              |
| Andrew Carriline               | Acting Chief Risk Officer                                     | 1996                     | 2007                              |
| Philip Chronican               | Group Executive, Westpac Institutional Bank                   | 1982                     | 2005                              |
| Philip Coffey                  | Chief Financial Officer                                       | 1996                     | 2005                              |
| Rob Coombe                     | Chief Executive Officer, BT Financial Group                   | 2002                     | 2005                              |
| Brad Cooper                    | Group Executive, Westpac New Zealand Limited                  | 2007                     | 2007                              |
| Peter Hanlon                   | Group Executive, Business Financial Services                  | 1995                     | 2007                              |
| Michael Pratt                  | Group Executive, Consumer Financial Services                  | 2002                     | 2002                              |
| Diane Sias                     | Group Executive, Business & Technology Solutions and Services | 2007                     | 2007                              |

There are no family relationships between or among any of our Directors or Group Executives.

**David Morgan, Chief Executive Officer, BEc, MSc, PhD. Age 60**

David has extensive experience in the financial sector, having worked in the International Monetary Fund in Washington in the 1970s and the Federal Treasury in the 1980s where he headed all major areas before being appointed Senior Deputy Secretary. Since joining Westpac in 1990, he has had responsibility for all major operating divisions including Westpac Financial Services, Retail Banking, Commercial Banking, Corporate and Institutional Banking and International Banking. He was appointed to the Board in November 1997 prior to being appointed CEO in March 1999.

**Ilana Atlas, Group Executive, People and Performance, BJur (Hons.), LLB (Hons.), LLM. Age 52**

Ilana joined Westpac in 2000 as Group Secretary and General Counsel. In October 2002 she was appointed to her present role, and is accountable for people strategy and management. She was previously a partner of Mallesons Stephen Jaques, where she worked extensively as a corporate lawyer and in managerial roles including human resources and as managing partner.

**Andrew Carriline, Acting Chief Risk Officer, BCom LLB. Age 47**

After joining Westpac in 1996, Andrew played a key role in Westpac's extensive outsourcing and M&A agenda, including the sale of AGC and acquisition of BT and Rothschild. Since 2002, Andrew has had a number of senior roles in Risk and Sourcing areas of Westpac. Andrew's current responsibilities include Group Risk, Group Operational Risk and Compliance and Legal and Secretariat. Prior to joining Westpac, Andrew practiced law firstly in the public sector at the Commonwealth Attorney-General's Department and then in private practice at Freehills.

**Philip Chronican, Group Executive, Westpac Institutional Bank, BCom (Hons.), MBA, SF Fin. Age 51**

Phil was appointed into his present role in December 2005 with responsibility for Westpac's relationships with corporate, institutional and government clients in Australia and worldwide, as well as the business areas of financial markets, debt capital markets, specialised capital, structured investments and transactional banking. In addition, Phil has geographic responsibility for Westpac's Asian and Pacific Island business. He was previously Chief Financial Officer (CFO) and held business group CFO roles in both retail and institutional banking. Phil has been with Westpac in a variety of positions in Australia and in New Zealand since 1982.

**Philip Coffey, Chief Financial Officer, BEc (Hons.). Age 49**

Phil was appointed Chief Financial Officer (CFO) in December 2005, with responsibility for Westpac's finance, tax, treasury and investor relations functions. He joined Westpac in 1996, and was appointed Group Executive, Westpac Institutional Bank in 2002. Previously with AIDC and Citicorp, he has extensive experience in funds management and financial markets, including roles in the UK and New Zealand. He began his career with the Reserve Bank of Australia.

**Rob Coombe, Chief Executive Officer, BT Financial Group, LLB (Hons.). Age 44**

Rob joined Westpac with the acquisition of the BT Financial Group in 2002 and has over 23 years experience in banking, finance and wealth management. Rob leads a team of over 3,000 people across private banking, insurance, advice, funds management and wealth and superannuation solutions. He started with BT in 1991 and has held a number of positions, including Senior Legal Counsel, Head of BT's International Funds Management and CEO of BT's Funds Management business in Malaysia. Rob is actively involved in industry issues and is a board member of the Investment and Financial Services Association Limited (IFSA).

**Brad Cooper, Group Executive, Westpac New Zealand Limited DipBM, MBA, FAIM. Age 45**

Brad was appointed Chief Executive and Group Executive, Westpac New Zealand Limited on 2 April 2007. Prior to this appointment, Brad was Chairman of GE Capital Bank and Chief Executive Officer 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 Chief Executive Officer of GE Consumer

Finance UK in January 2003 and appointed Chairman of GE Capital Bank in 2004.

**Peter Hanlon, Group Executive, Business Financial Services, BA (Comms), CTech (Aero Eng), AMP (Harvard).Age 52**

As Group Executive, Business Financial Services, Peter is responsible for business banking sales, relationship management, customer service and product and risk management conducted by Westpac across Australia. Prior to this position, he has held several other senior roles in Westpac including General Manager roles in Marketing, Branch Banking and Consumer Credit. Peter joined Westpac in 1995 from the State Bank of South Australia where he was the Chief Manager of Sales and Service. Prior to his banking career, Peter served in The Royal Australian Air Force.

**Michael Pratt, Group Executive, Consumer Financial Services, CBkg, GradDipOrgBeh, SF Fin, FAIM, FAHRI,AMP (Harvard), Age 54**

Mike joined the Westpac executive team in April 2002 as Group Executive for New Zealand and Pacific Banking. In August 2002, he was appointed Group Executive, Business and Consumer Banking (BCB) for Australia. In February 2007 BCB was split and Mike assumed responsibility for mortgage and personal lending including third party relationships, cards and savings and transaction accounts. Mike has had an extensive career in retail banking and was previously CEO, Australian Financial Services, National Australia Bank and CEO, Bank of New Zealand.

**Diane Sias, Group Executive, Business and Technology Solutions and Services, BEc. MBA. Age 49**

Diane re-joined Westpac in September 2007 and is responsible for information technology, outsourcing, governance, banking operations and back office functions and corporate services (including fraud, anti-money laundering and security).Prior to her return to Westpac, Diane was a partner at McKinsey & Company. Diane brings to Westpac global experience in successful execution of organisational restructuring and technology led transformation.

[THIS PAGE INTENTIONALLY LEFT BLANK]



**Section 2**

Three year summary

Financial review

**Three year summary(1)**

| (in \$millions unless otherwise indicated)                             | 2007           | 2006           | 2005           |
|--|----------------|----------------|----------------|
| <b>Income statement year ended 30 September(2)</b>                     |                |                |                |
| Net interest income  | 6,313          | 5,642          | 5,259          |
| Non-interest income  | 3,860          | 3,575          | 3,454          |
| Net operating income before operating expenses and impairment charges  | 10,173         | 9,217          | 8,713          |
| Operating expenses   | (4,543)        | (4,295)        | (4,159)        |
| Impairment charges   | (482)          | (375)          | (382)          |
| Profit from ordinary activities before income tax expense              | 5,148          | 4,547          | 4,172          |
| Income tax expense   | (1,630)        | (1,422)        | (1,223)        |
| Net profit attributable to minority interests                          | (67)           | (54)           | (251)          |
| <b>Net profit attributable to equity holders</b>                       | <b>3,451</b>   | <b>3,071</b>   | <b>2,698</b>   |
| <b>Balance sheet at 30 September(2)</b>                                |                |                |                |
| Loans  | 272,545        | 234,484        | 203,150        |
| Other assets   | 102,276        | 65,094         | 63,113         |
| <b>Total assets</b>  | <b>374,821</b> | <b>299,578</b> | <b>266,263</b> |
| Deposits   | 199,222        | 167,741        | 149,252        |
| Debt issues  | 87,126         | 66,080         | 48,754         |
| Loan capital   | 7,704          | 5,957          | 4,214          |
| Other liabilities  | 62,938         | 43,702         | 47,150         |
| <b>Total liabilities</b>   | <b>356,990</b> | <b>283,480</b> | <b>249,370</b> |
| <b>Shareholders equity and minority interest</b>                       | <b>17,831</b>  | <b>16,098</b>  | <b>16,893</b>  |
| <b>Key Financial Ratios</b>  |                |                |                |
| <b>Shareholder value</b>   |                |                |                |
| Dividends per ordinary share (cents)                                   | 131            | 116            | 100            |
| Dividend payout ratio (%)  | 70.1           | 69.4           | 67.2           |
| Return on average ordinary equity (%)                                  | 23.5           | 23.0           | 21.7           |
| Earnings per share (cents)   | 186.9          | 167.2          | 148.9          |
| Net tangible assets per ordinary share \$(3)                           | 6.96           | 6.12           | 5.69           |
| Share price (\$):  |                |                |                |
| High   | 28.69          | 25.35          | 21.40          |
| Low  | 22.53          | 20.14          | 17.52          |
| Close  | 28.50          | 22.71          | 21.10          |
| <b>Business Performance</b>  |                |                |                |
| Operating expenses to operating income ratio (%)                       | 44.7           | 46.6           | 47.7           |
| Net interest margin  | 2.19           | 2.29           | 2.45           |
| Productivity ratio(4)  | 4.01           | 4.01           | 4.00           |
| <b>Capital adequacy</b>  |                |                |                |
| Total equity to total assets (%)                                       | 4.8            | 5.4            | 6.3            |
| Total equity to total average assets (%)                               | 5.4            | 5.7            | 6.6            |
| Tier 1 ratio (%)   | 6.5            | 6.9            | 7.2            |
| Adjusted common equity (ACE) (%) (5)                                   | 4.5            | 4.6            | 5.4            |
| Total capital ratio (%) (6)  | 9.5            | 9.6            | 9.7            |
| <b>Credit Quality</b>  |                |                |                |
| Net impaired assets to equity and collectively assessed provisions (%) | 1.4            | 1.5            | 1.9            |
| Total provisions(7) to gross loans and acceptances (basis points)      | 61.6           | 63.0           | 84.0           |
| <b>Other information</b>   |                |                |                |
| Points of bank representation (number at financial year end)           | 1,073          | 1,068          | 1,060          |
| Core full time equivalent staff (number at financial year end)(8)      | 25,903         | 25,363         | 25,583         |

- 
- (1) This three year summary is prepared in accordance with A-IFRS.
  - (2) The above balance sheet and income statement extracts are derived from the consolidated financial statements included in this report.
  - (3) After deducting preference equity and goodwill and other intangible assets.
  - (4) Net operating income before operating expenses and impairment charges/salaries and other staff expenses (net of restructuring expenses).
  - (5) See capital resources section for further details on this ratio.
  - (6) For details on the calculation of this ratio refer to Note 28 to the financial statements.
  - (7) Includes the Australian Prudential Regulatory Authority required capital deduction of \$128 million (pre-tax) above A-IFRS provisioning levels at 30 September 2007 (\$117 million (pre-tax) at 30 September 2006), which forms part of the APRA termed General Reserve for Credit Losses.
  - (8) Core full-time equivalent staff includes overtime and pro-rata part time staff. It excludes staff on unpaid absences (e.g. maternity leave), temporary and contract staff.

## **Financial review**

## **Key information**

## **Selected consolidated financial and operating data**

We have derived the following selected financial information as of, and for the financial years ended, 30 September 2007, 2006 and 2005 from our audited consolidated financial statements and related notes which have been prepared in accordance with A-IFRS. The financial statements were reported on by independent auditors PricewaterhouseCoopers. We have derived the following selected financial information as of and for the financial years ended 30 September 2007, 2006, 2005, 2004 and 2003 in accordance with US GAAP from our audited consolidated financial statements and related notes for each of those financial years.

PricewaterhouseCoopers was appointed our auditor at our Annual General Meeting (AGM) on 12 December 2002 in accordance with the requirements of the Corporations Act.

This information should be read together with Operating and financial review and prospects, our audited consolidated financial statements and the accompanying notes included elsewhere in this Annual Report.

We adopted the requirements of A-IFRS for the first time in preparing financial statements for the year ended 30 September 2006. In accordance with A-IFRS, we have restated the financial statements for our financial year ended 30 September 2005. Transitional provisions permitted financial instruments and insurance related assets and liabilities to be accounted for in accordance with AGAAP in 2005 and A-IFRS in 2006. Previously published financial statements for our financial year ended 30 September 2005, as well as all prior financial periods, were prepared in accordance with AGAAP. A-IFRS differs in certain material respects from AGAAP and, accordingly, financial statements for our financial years ended 30 September 2007, 2006 and 2005 prepared in accordance with A-IFRS are not comparable to the financial statements for 2005 and prior years prepared in accordance with AGAAP.

We have included in a separate section of this Annual Report under the caption Additional financial information selected consolidated financial and operating data as of and for the financial years ended 30 September 2005, 2004 and 2003 derived from our previously published financial statements prepared in accordance with AGAAP. We have displayed this data separately because this data is not comparable to data derived from financial statements prepared in accordance with A-IFRS.

## **Consolidated income statement**

**Year Ended 30 September**

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

| (in \$millions unless otherwise indicated)                                      | 2007<br>US\$(1) | 2007<br>A\$  | 2006<br>A\$  | 2005<br>A\$  |
|---|-----------------|--------------|--------------|--------------|
| <b>Amounts in accordance with A-IFRS</b>  |                 |              |              |              |
| Interest income   | 19,547          | 22,075       | 18,091       | 15,544       |
| Interest expense  | (13,957)        | (15,762)     | (12,449)     | (10,285)     |
| Net interest income   | 5,590           | 6,313        | 5,642        | 5,259        |
| Non-interest income   | 3,418           | 3,860        | 3,575        | 3,454        |
| Net operating income before operating expenses and impairment charges           | 9,008           | 10,173       | 9,217        | 8,713        |
| Operating expenses  | (4,023)         | (4,543)      | (4,295)      | (4,159)      |
| Impairment charges  | (427)           | (482)        | (375)        | (382)        |
| <b>Profit before income tax</b>   | <b>4,559</b>    | <b>5,148</b> | <b>4,547</b> | <b>4,172</b> |
| Income tax expense  | (1,443)         | (1,630)      | (1,422)      | (1,223)      |
| <b>Net profit for the year</b>  | <b>3,115</b>    | <b>3,518</b> | <b>3,125</b> | <b>2,949</b> |
| Net profit attributable to minority interests                                   | (59)            | (67)         | (54)         | (251)        |
| <b>Net profit attributable to equity holders of Westpac Banking Corporation</b> | <b>3,056</b>    | <b>3,451</b> | <b>3,071</b> | <b>2,698</b> |
| Weighted average number of ordinary shares (millions)(2)                        | 1,846           | 1,846        | 1,837        | 1,845        |
| Basic earnings per ordinary share (cents)(2)                                    | 165.5           | 186.9        | 167.2        | 148.9        |
| Dividends per ordinary share (cents)  | 116             | 131          | 116          | 100          |
| Dividend payout ratio (%) (3)   | 70.1            | 70.1         | 69.4         | 67.2         |

Refer to page 63 for footnote explanations.

| (in \$millions unless otherwise indicated)   | Year Ended 30 September |             |             |             |             |             |
|--|-------------------------|-------------|-------------|-------------|-------------|-------------|
|  | 2007<br>US\$(1)         | 2007<br>A\$ | 2006<br>A\$ | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
| <b>Amounts in accordance with US GAAP(4)</b> |                         |             |             |             |             |             |
| Net income                                   | 3,386                   | 3,824       | 2,936       | 2,813       | 2,772       | 1,984       |
| Operating expenses                           | 4,091                   | 4,620       | 4,558       | 4,289       | 3,967       | 3,818       |

Refer to page 63 for footnote explanations.

| (in \$millions unless otherwise stated)                                      | Consolidated    |             |             |             |             |             |
|--|-----------------|-------------|-------------|-------------|-------------|-------------|
|  | 2007<br>US\$(1) | 2007<br>A\$ | 2006<br>A\$ | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
| <b>Computation of ordinary earnings per share in accordance with US GAAP</b> |                 |             |             |             |             |             |
| Weighted average number of ordinary shares (millions)                        | 1,846           | 1,846       | 1,837       | 1,851       | 1,846       | 1,824       |
| Average other potential ordinary shares                                      | 62              | 62          | 60          | 71          | 63          | -           |
| Average options and performance share rights                                 | 7               | 7           | 5           | 4           | 13          | 7           |
| Average shares and share equivalents   | 1,915           | 1,915       | 1,902       | 1,926       | 1,922       | 1,831       |
| Net income   | 3,386           | 3,824       | 2,936       | 2,813       | 2,772       | 1,984       |
| Basic earnings per ordinary share (cents)(2)                                 | 183.4           | 207.1       | 159.8       | 152.0       | 150.2       | 108.8       |
| Fully diluted net income per share (cents)(14)                               | 181.2           | 204.6       | 158.6       | 150.2       | 147.5       | 108.4       |
| Basic earnings per ADS (five times earnings per share in cents)              | 917             | 1,035       | 799         | 760         | 751         | 544         |

Refer to page 63 for footnote explanations.

#### Differences between A-IFRS and US Generally Accepted Accounting Principles (US GAAP) results

Our consolidated financial statements are prepared in accordance with accounting principles and policies as summarised in Note 1 to the financial statements. These accounting principles and policies differ in some material respects to US GAAP. A reconciliation of net income, total assets, total liabilities and equity under US GAAP is included in Note 49 to the financial statements.

Consolidated net income under US GAAP for the year ended 30 September 2007 was A\$3,765 million (2006 A\$2,936 million, 2005 A\$2,813 million).

#### Selected consolidated balance sheet data

| (in \$millions unless otherwise indicated)  | Year Ended 30 September |             |             |             |
|---|-------------------------|-------------|-------------|-------------|
|   | 2007<br>US\$(1)         | 2007<br>A\$ | 2006<br>A\$ | 2005<br>A\$ |
| <b>Amounts in accordance with A-IFRS</b>  |                         |             |             |             |
| <b>Year end balances</b>  |                         |             |             |             |
| Cash and balances with central banks  | 1,986                   | 2,243       | 3,132       | 2,853       |
| Due from other financial institutions   | 25,130                  | 28,379      | 12,211      | 14,355      |
| Trading securities, other financial assets and available-for-sale (2005: Investment securities) | 21,699                  | 24,505      | 17,811      | 14,464      |
| Loans   | 241,339                 | 272,545     | 234,484     | 198,286     |
| Acceptances of customers(5)   |                         |             |             | 4,864       |
| Due to other financial institutions   | 8,087                   | 9,133       | 12,051      | 10,654      |
| Deposits  | 176,411                 | 199,222     | 167,741     | 149,252     |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Trading liabilities and other financial liabilities designated at fair value       | 7,281   | 8,223   | 2,893   | 3,154   |
| Total assets   | 331,904 | 374,821 | 299,578 | 266,263 |
| Total liabilities excluding loan capital   | 309,293 | 349,286 | 277,523 | 245,156 |
| Total loan capital(6)  | 6,822   | 7,704   | 5,957   | 4,214   |
| Net assets   | 15,789  | 17,831  | 16,098  | 16,893  |
| Total equity attributable to equity holders of Westpac Banking Corporation (7),(8) | 14,096  | 15,919  | 14,186  | 13,561  |
| Minority interests   | 1,693   | 1,912   | 1,912   | 3,332   |
| <b>Average balances</b>  |         |         |         |         |
| Total assets   | 292,410 | 330,220 | 282,052 | 256,690 |
| Loans and other receivables  | 226,337 | 255,604 | 218,796 | 193,462 |
| Acceptances of customers   |         |         |         | 5,235   |
| Shareholders' equity (7),(8)   | 13,024  | 14,708  | 13,369  | 12,651  |
| Minority interests   | 1,692   | 1,911   | 1,473   | 3,507   |

Refer to page 63 for footnote explanations.

| (in \$millions unless otherwise indicated)   | Year Ended 30 September |             |             |             |             |             |
|--|-------------------------|-------------|-------------|-------------|-------------|-------------|
|  | 2007<br>US\$(1)         | 2007<br>A\$ | 2006<br>A\$ | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
| <b>Amounts in accordance with US GAAP(4)</b> |                         |             |             |             |             |             |
| Total assets                                 | 325,086                 | 367,121     | 297,908     | 265,164     | 251,705     | 221,768     |
| Total liabilities                            | 310,192                 | 350,301     | 282,943     | 250,447     | 238,777     | 209,994     |
| Equity attributable to equity holders        | 14,894                  | 16,820      | 14,965      | 14,717      | 12,928      | 11,774      |
| Average total assets                         | 285,592                 | 322,520     | 280,382     | 262,474     | 243,662     | 210,806     |
| Average total equity                         | 14,073                  | 15,892      | 14,841      | 14,257      | 12,351      | 11,182      |

Refer to page 63 for footnote explanations.

## Summary of consolidated ratios

| (in \$millions unless otherwise indicated)                              | Year Ended 30 September |             |             |             |
|---|-------------------------|-------------|-------------|-------------|
|   | 2007<br>US\$(1)         | 2007<br>A\$ | 2006<br>A\$ | 2005<br>A\$ |
| <b>Ratios in accordance with A-IFRS</b>                                 |                         |             |             |             |
| <b>Profitability ratios (%)</b>   |                         |             |             |             |
| Net interest margin(9)  | 2.19                    | 2.19        | 2.29        | 2.45        |
| Return on average assets(10)  | 1.05                    | 1.05        | 1.09        | 1.05        |
| Return on average ordinary equity(11)                                   | 23.5                    | 23.5        | 23.0        | 21.7        |
| Return on average total equity(12)                                      | 20.8                    | 20.8        | 20.7        | 16.7        |
| <b>Capital ratio (%)</b>  |                         |             |             |             |
| Average total equity to average total assets                            | 5.0                     | 5.0         | 5.3         | 6.3         |
| Total capital ratio(13)   | 9.5                     | 9.5         | 9.6         | 9.7         |
| <b>Earnings ratios</b>  |                         |             |             |             |
| Basic earnings per ordinary share (cents)(2)                            | 165.5                   | 186.9       | 167.2       | 148.9       |
| Fully diluted earnings per ordinary share (cents)(14)                   | 164.1                   | 185.3       | 165.7       | 147.2       |
| Dividends per ordinary share (cents)                                    | 116                     | 131         | 116         | 100         |
| Dividend payout ratio (%) (3)   | 70.1                    | 70.1        | 69.4        | 67.2        |
| <b>Credit quality ratios</b>  |                         |             |             |             |
| Impairment charges written off (net of recoveries)                      | 309                     | 349         | 270         | 331         |
| Impairment charges written off (net of recoveries) to average loans (%) | 0.16                    | 0.16        | 0.12        | 0.16        |

| (in \$millions unless otherwise indicated)                        | Year Ended 30 September |             |             |             |             |             |
|---|-------------------------|-------------|-------------|-------------|-------------|-------------|
|   | 2007<br>US\$(1)         | 2007<br>A\$ | 2006<br>A\$ | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
| <b>Ratios in accordance with US GAAP(4)</b>                       |                         |             |             |             |             |             |
| <b>Profitability ratios (%)</b>                                   |                         |             |             |             |             |             |
| Net interest margin   | 2.25                    | 2.25        | 2.32        | 2.44        | 2.40        | 2.60        |
| Net profit attributable to equity holders to average total assets | 1.19                    | 1.19        | 1.05        | 1.07        | 1.14        | 0.94        |
| Net profit attributable to equity holders to average total equity | 24.06                   | 24.06       | 19.78       | 19.73       | 22.40       | 17.70       |
| <b>Capital ratio (%)</b>  |                         |             |             |             |             |             |
| Average total equity to average total assets                      | 4.9                     | 4.9         | 5.3         | 5.4         | 5.2         | 5.3         |
| Leverage ratio(15)  | 4.6                     | 4.6         | 4.7         | 5.0         | 4.7         | 4.6         |
| <b>Earnings ratios</b>  |                         |             |             |             |             |             |
| Basic earnings per ordinary share (cents)                         | 183.4                   | 207.1       | 159.8       | 152.0       | 150.2       | 108.8       |
| Fully diluted earnings per ordinary share (cents)(14)             | 181.2                   | 204.6       | 158.6       | 150.2       | 147.5       | 108.4       |
| Dividends per ordinary share (US cents)                           | 116                     | 116         | 87          | 76          | 62          | 53          |
| Dividend payout ratio (%) (3)                                     | 63.3                    | 63.3        | 72.8        | 65.8        | 57.3        | 71.7        |

(1) Australian dollar amounts have been translated into US dollars solely for the convenience of the reader at the rate of A\$1.00 = US\$0.8855, the Noon Buying Rate on 28 September 2007. Amounts or ratios are in accordance with



this conversion rate.

- (2) Based on the weighted average number of fully paid ordinary shares outstanding, including nil New Zealand Class shares in 2007 (2006 nil, 2005 41 million).
- (3) Calculated by dividing the dividends per ordinary share by the basic earnings per ordinary share.
- (4) For the reconciliation with US GAAP, refer to Note 49 to the financial statements for the financial years ended 30 September 2007, 2006 and 2005 and to the relevant note to the financial statements for the prior financial years.
- (5) Acceptances of customers are included in loans in 2007 and 2006.
- (6) This includes 2004 TPS and FIRsTS in 2007 and 2006. In 2005 these instruments were classified as minority interests.
- (7) Includes New Zealand Class shares in 2005. Excludes minority interests.
- (8) New Zealand Class shares were on issue until 11 July 2005. On this date they were fully exchanged for ordinary shares.
- (9) Calculated by dividing net interest income (including tax equivalent gross up) by average interest earning assets.
- (10) Calculated by dividing net profit attributable to our equity holders by average total assets.
- (11) Calculated by dividing net profit attributable to our equity holders adjusted for distributions on New Zealand Class shares by average ordinary equity.
- (12) Calculated by dividing net profit attributable to our equity holders by average ordinary equity and minority interests.
- (13) For details on the calculation of this ratio refer to Note 28 to the financial statements.
- (14) Based on basic earnings per share, with the weighted average number of fully paid ordinary shares outstanding adjusted for the conversion of dilutive potential ordinary shares, issued for no consideration, and after adjusting earnings for distributions on dilutive potential ordinary shares.
- (15) The leverage ratio has been calculated in accordance with guidelines promulgated by the Board of Governors of the US Federal Reserve System. The ratio is calculated by dividing tier 1 capital by total average assets for leverage capital purposes in accordance with US GAAP.

## **Risk factors**

Our business activities are subject to risks that can adversely impact our business, future performance and financial condition. You should carefully consider the risks and the other information in this Annual Report before investing in our securities. The risks and uncertainties described below are not the only ones we may face. Additional risks and uncertainties that we are unaware of, or that we currently deem to be immaterial, may also become important factors that affect us. If any of the following risks actually occur, our business, results of operations or financial condition could be materially adversely affected, with the result that the trading price of our securities could decline and you could lose all or part of your investment.

### ***Our business is substantially dependent on the Australian and New Zealand economies***

Our revenues and earnings are dependent on the level of financial services our customers require. In particular, levels of borrowing are heavily dependent on customer and investor confidence, the state of the economy, the home lending market and prevailing market interest rates from time to time in the countries in which we operate.

We currently conduct most of our business in Australia and New Zealand. Consequently, our performance is influenced by the level and cyclical nature of business and home lending activity in these countries, and by the growth of the Chinese and Southeast Asian economies by which the Australian economy is heavily influenced. These factors are in turn impacted by both domestic and international economic and political events. There can be no assurance that a weakening in the Australian or New Zealand economies will not materially affect our financial condition and results of operations. The economic conditions of other regions where we conduct operations can also affect our future performance. Furthermore, weakness in the global capital market due to credit, liquidity or other problems could increase our cost of funding and decrease revenues.

### ***We face intense competition in all aspects of our business***

We compete, both domestically and internationally, with asset managers, retail and commercial banks, non-bank mortgage brokers, private banking firms, investment banking firms, brokerage firms, and other investment service firms. In addition, the trend toward consolidation in the global financial services industry is creating competitors with broader ranges of product and service offerings, increased access to capital, and greater efficiency and pricing power. In recent years, competition has also increased as large insurance and banking industry participants have sought to establish themselves in markets that are perceived to offer higher growth potential, and as local institutions have become more sophisticated and competitive and have sought alliances, mergers or strategic relationships. We expect these trends to continue. For more detail on how we address competitive pressures refer to the section [Competition](#) .

### ***An increase in defaults in our loan portfolio could adversely affect our results of operations and financial condition***

Credit risk is our most significant risk and arises primarily from our lending activities. We hold collective and individually assessed provisions for impairment charges. If these provisions prove inadequate then this could have a material adverse effect on our results of operations and financial performance.

For a discussion of our risk management procedures, including the management of credit risk, refer to the section [Risk management](#) .

***We could suffer losses due to market volatility***

We are exposed to market risk as a consequence of our trading activities in financial markets and through the asset and liability management of our overall financial position. In our financial markets trading businesses, we are exposed to losses arising from adverse movements in levels and volatility of interest rates, foreign exchange rates, and commodity and equity prices. If we were to suffer substantial losses due to any such market volatility, it would adversely affect our results of operations and financial condition.

For a discussion of our risk management procedures, including the management of market risk, refer to the section [Risk management](#) .

***We could suffer losses due to operational risks***

As a financial services organisation we are exposed to a variety of other risks including those resulting from process error, fraud, system failure, security and physical protection, customer services, staff skills and performance, and product development and maintenance. Operational risk can directly impact our reputation and result in financial losses which could adversely affect our financial performance or financial condition.

For a discussion of our risk management procedures, including the management of operational risk, refer to the section [Risk management](#) .

***Our businesses are highly regulated and we could be adversely affected by changes in regulations and regulatory policy***

Compliance risk arises from the regulatory standards that apply to us as an institution. All of our businesses are highly regulated in the various jurisdictions in which we do business. We are responsible for ensuring that we comply with all applicable legal and regulatory requirements (including changes to accounting standards refer to sections [Accounting standards](#) and [Critical accounting estimates](#) ) and industry codes of practice, as well as meeting our ethical standards. Our business and earnings are also affected by the fiscal or other policies adopted by various regulatory authorities of the Australian and New Zealand governments, foreign governments and international agencies. The nature and impact of future changes in such policies are not predictable and are beyond our control. Changes in regulations or regulatory policy could adversely affect one or more of our businesses and could require us to incur substantial costs to comply. The failure to comply with applicable regulations could result in fines and penalties or limitations on our ability to do business. These costs, expenses and limitations could have a material adverse affect on our business, financial performance or financial condition.

***Reputational damage could harm our business and prospects***

Various issues may give rise to reputational risk and cause harm to our business and our prospects. These issues include appropriately dealing with potential conflicts of interest, legal and regulatory requirements, ethical issues, money laundering laws, trade sanctions legislation, privacy

laws, information security policies, sales and trading practices, and conduct by companies in which we hold strategic investments. Failure to address these issues appropriately could also give rise to additional legal risk, subject us to regulatory enforcement actions, fines and penalties, or harm our reputation among our customers and our investors in the marketplace.

***An inability to meet our payment obligations could adversely affect our financial performance or financial condition***

Liquidity risk is the potential inability to meet our payment obligations, which could potentially arise as a result of mismatched cash flows generated by our business. For a more detailed description of liquidity risk, refer to the section [Liquidity and funding](#) .

***We could suffer losses if we fail to syndicate or sell down underwritten equities***

As a financial intermediary we underwrite listed and unlisted equities. Equity underwriting activities include developing solutions for corporate and institutional customers who have a demand for equity capital, and investor customers who have an appetite for equity-based investment products. We may guarantee the pricing and placement of these facilities. We are at risk if we fail to syndicate or sell down our risk to other market participants.

***Other risks***

Other risks that can impact our performance include insurance risk, model risk, interest rate risk and business risk. Refer to the section Corporate governance for more information on these risks.

**Operating and financial review and prospects**

The following discussion contains, in addition to historical information, forward-looking statements that involve risks and uncertainties. Where forward-looking statements are made, our actual results may differ significantly from the results discussed. For a description of factors that may affect our results, refer to sections Disclosure regarding forward-looking statements , Risk factors and Risk management .

**Accounting standards**

The financial statements included in this report have been prepared in accordance with the accounting policies described in Note 1 to the financial statements, being in accordance with A-IFRS. A-IFRS differs in certain material respects from US GAAP. For a reconciliation of significant adjustments from our A-IFRS financial statements to US GAAP, refer to Note 49 to the financial statements.

***Recent accounting developments Australia***

Westpac adopted A-IFRS with effect from 1 October 2005, with certain comparatives being restated with effect from 1 October 2004. Where Westpac has presented three years of comparative information, the accounting for financial instruments and certain insurance related assets and liabilities is prepared on a different basis in the 2005 financial year. These were accounted for under AGAAP in 2005, while from 2006 and onwards, this was in accordance with A-IFRS.

For other developments in Australian accounting standards refer to Note 1(k) of the financial statements. For a discussion of the impact of the adoption of A-IFRS on our financial position and performance, refer to Note 47 to the financial statements.

***Recent accounting developments United States***

In September 2006 the FASB issued SFAS 157 Fair Value Measurements which is applicable for financial years beginning after 15 November 2007. The standard is applicable to assets and liabilities required to be measured at fair value by other accounting standards, and requires certain disclosures in respect of these assets and liabilities. It also outlines a framework to apply when determining fair value. The Group will apply the standard from 1 October 2008, we do not expect the standard to materially impact our current approach to fair value measurement.

SFAS 158 *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans* was issued in September 2006. It changes the accounting for defined benefit plans by requiring that gains or losses relating to the plans be recognised in other comprehensive income as they arise. The Group has applied SFAS 158 on 30 September 2007, being the end of the fiscal year. Adoption has required unrecognised actuarial losses to be brought to account reducing equity determined for US GAAP purposes by \$229 million.

In June 2006 the FASB issued Interpretation 48 *Accounting for Uncertainty in Income Taxes*, which prescribes recognition and measurement principles for recognising income tax liabilities and the treatment of related expenses including interest and penalties. The standard is required to be applied for periods beginning after 15 December 2006, and the Group will apply it from 1 October 2007. We do not expect adoption of the interpretation to materially impact income tax expense or provisions.

In March 2006 the FASB issued SFAS 156 *Accounting for Servicing of Financial Assets* which clarifies how servicing assets or liabilities should be recognised and measured when an entity undertakes an obligation to service a financial asset by entering into a servicing contract through sale. The standard is effective for financial years beginning after 15 September 2006. The standard requires servicing assets or liabilities to be initially measured at fair value and subsequently either using an amortisation or a fair value approach. The Group has applied the standard from 1 October 2006 and the standards has not had a material impact on the Group's reported position or performance for the year.

#### *Critical accounting estimates*

Our reported results are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of the income statement and the balance sheet. Our principle accounting policies are disclosed in Note 1 to the Financial Statements and Note 49 with respect to policies that differ from US GAAP. Note 1 also includes a description of our critical accounting assumptions and estimates. We have discussed the development and selection of the critical accounting estimates with our Board Audit Committee. We consider that the following areas involve our most critical accounting estimates:

#### *Fair value of financial instruments*

Financial instruments classified as held-for-trading, designated at fair value through profit or loss or financial assets classified as available-for-sale are recognised in the financial statements at fair value. All derivatives are measured and recognised at fair value. As far as possible, financial instruments are valued with reference to quoted, observable market prices or by using models which employ observable valuation parameters. Where valuation models rely on parameters for which inputs are not observable, judgements and estimation may be required.

As at 30 September 2007, the fair value of trading securities, financial assets designated at fair value through profit and loss, available-for-sale securities and life insurance assets was \$39,961 million. The fair value of trading liabilities, financial liabilities designated at fair value through profit and loss and deposits was \$56,826 million. The fair value of outstanding derivatives was \$884 million (net liability). The fair value of trading securities of \$20,815 million and life insurance assets of \$15,456 million was substantially based on quoted market prices. The fair value of financial assets determined by valuation models that did not use observable market prices was \$770 million. The fair value of other financial assets and financial liabilities, including derivatives, is largely determined by valuation models using observable market prices and rates. Where observable market inputs are not available, day one profits or losses are not recognised.

We believe that the judgements and estimates used are reasonable in the current market, however, a change in these judgements and estimates would lead to different results as future market conditions can vary from those expected.

*Provisions for impairment charges*

Provisions for loan impairment charges represent management's best estimate of the losses incurred in the loan portfolios as at the balance date. There are two components of our loan impairment provisions, individually assessed provisions and collectively assessed provisions.

In determining the individual component all relevant considerations that have a bearing on the expected future cash flows are taken into account, for example, the business prospects of the customer, the realisable value of collateral, our position relative to other claimants, the reliability of customer information and the likely cost and duration of the work-out process. These judgements and estimates can change with time as new information becomes available or as work-out strategies evolve, resulting in revisions to the impairment provision as individual decisions are made.

The collective component is established on a portfolio basis taking into account the level of arrears, collateral, past loss experience and defaults based on portfolio trends. The most significant factors in establishing these provisions are estimated loss rates and related emergence periods. The future credit quality of these portfolios is subject to uncertainties that could cause actual credit losses to differ from reported loan impairment

provisions. These uncertainties include the economic environment, notably interest rates and their effect on customer spending, unemployment levels, payment behaviour and bankruptcy rates.

As at 30 September 2007, gross loans to customers were \$273,914 million and the provision for impairment on loans was \$1,369 million.

#### *Goodwill*

Goodwill represents the excess of purchase consideration over the fair value of the identifiable net assets of acquired businesses. The determination of the fair value of the assets and liabilities of acquired businesses requires the exercise of management judgement. Different fair values would result in changes to the goodwill and to the post-acquisition performance of the acquisitions.

Additionally, goodwill is tested for impairment annually by determining if the carrying value of the cash generating unit (CGU) that it has been allocated to is recoverable. The recoverable amount is the higher of the CGU's fair value and its value in use. Determination of appropriate cash flows and discount rates for the calculation of the value in use is subjective. As at 30 September 2007, the carrying value of goodwill was \$2,398 million.

#### *Superannuation obligations*

The actuarial valuations of our defined benefit plans obligations are dependant upon a series of assumptions, the key ones being price inflation, earnings growth, mortality, morbidity and investment returns assumptions. Different assumptions could significantly alter the amount of the difference between plan assets and obligations and the superannuation cost charged to the income statement.

The superannuation deficit across all our plans as at 30 September 2007 was \$116 million (2006 deficit of \$110 million). This comprises net recognised liabilities of \$274 million (2006 \$199 million) and unrecognised actuarial gains of \$158 million (2006 \$89 million).

#### *Provisions (other than loan impairment charges)*

Provisions are held in respect of a range of obligations such as employee entitlements, restructuring costs, non-lending losses, impairment charges on credit commitments, and surplus lease space. Some of the provisions involve significant judgement about the likely outcome of various events and estimated future cash flows. Provisions for taxation held in respect of uncertain tax positions represents the tax benefits at risk associated with specific transactions. The assessment of the amount of tax benefits at risk involves the exercise of management judgements about the ultimate outcomes of the transactions. Payments which are expected to be incurred later than one year are discounted at a rate which reflects both current interest rates and the risks specific to that provision.



**Related party disclosures**

Details of our related party disclosures are set out in Note 44 to the financial statements and details of Directors' interests in securities are set out in Note 45 to the financial statements. The related party disclosures relate principally to transactions with our Directors and Director-related parties as we do not have individually significant shareholders and our transactions with other related parties are not significant.

Other than as disclosed in Note 45 to the financial statements, if applicable, loans made to parties related to Directors and other key management personnel of Westpac are made in the ordinary course of business on normal terms and conditions (including interest rates and collateral). Loans are made on the same terms and conditions (including interest rates and collateral) as apply to other employees and certain customers in accordance with established policy. These loans do not involve more than the normal risk of collectability or present any other unfavourable features.

**Auditors' remuneration**

Auditors' remuneration, including goods and services tax, to the external auditor for the years ended 30 September 2007 and 2006 is summarised from Note 37 to the financial statements as follows:

|                    | 2007<br>\$ 000 | 2006<br>\$ 000 |
|--------------------|----------------|----------------|
| Audit fees         | 12,733         | 12,753         |
| Audit-related fees | 1,885          | 101            |
| Tax fees           | 167            | 187            |
| All other fees     | 559            | 165            |

The external auditor, PricewaterhouseCoopers, also provides audit and non-audit services to non-consolidated entities including trusts of which a Westpac Group entity is trustee, manager or responsible entity and non-consolidated superannuation funds or pension funds. The fees in respect of these services were approximately \$4.9 million in total (2006 \$4.5 million). PricewaterhouseCoopers may also provide audit and non-audit services to other entities in which Westpac holds a minority interest, and which are not consolidated. Westpac is not aware of the amount of any fees paid by those entities.

**Audit related services**

Of the total amount of fees paid by Westpac to PricewaterhouseCoopers in the year ended 30 September 2007, approximately 0.43% of these fees (0.52% of Audit fees) were approved by the Board Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X of the US securities laws. No other fees paid by Westpac to PricewaterhouseCoopers in that year were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

Westpac Group Secretariat continually monitors the application of the pre-approval process in respect of non-audit services provided by PricewaterhouseCoopers and promptly brings to the attention of the Board Audit Committee any exceptions that need to be approved pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X. Westpac Group Secretariat ensures the pre-approval guidelines are communicated to the Business Units through publication on the Westpac Intranet.



## Overview of performance

|   | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|---|-------------|-------------|-------------|
| Net interest income   | 6,313       | 5,642       | 5,259       |
| Non-interest income   | 3,860       | 3,575       | 3,454       |
| Net operating income before operating expenses and impairment charges | 10,173      | 9,217       | 8,713       |
| Operating expenses  | (4,543)     | (4,295)     | (4,159)     |
| Impairment charges  | (482)       | (375)       | (382)       |
| <b>Profit from ordinary activities before income tax expense</b>      | 5,148       | 4,547       | 4,172       |
| Income tax expense  | (1,630)     | (1,422)     | (1,223)     |
| Net profit attributable to minority interests                         | (67)        | (54)        | (251)       |
| <b>Net profit attributable to equity holders</b>                      | 3,451       | 3,071       | 2,698       |
| Earnings per share (cents): Basic                                     | 186.9       | 167.2       | 148.9       |
| Earnings per share (cents): Fully diluted                             | 185.3       | 165.7       | 147.2       |

## Overview of performance

*2007 v 2006*

Net profit attributable to equity holders was \$3,451 million in 2007, an increase of \$380 million or 12% compared to 2006. The Group's result was characterised by strong net operating income before operating expenses and impairment charges growth of 10%, with contributions from all our business units. Expense growth was 6%. Both impairment charges and income tax expense increased over 2006. Business Financial Services (BFS) contributed \$95 million of the increase in net profit attributable to equity holders, Consumer Financial Services (CFS) contributed \$164 million, Institutional Bank \$85 million, BT Financial Group Australia (BTFG) \$78 million, and New Zealand Banking's contribution in A\$ terms was down by \$6 million. The Other segment's contribution decreased by \$36 million compared to 2006.

Net interest income increased \$671 million or 12% compared to 2006 resulting from strong Consumer and Business volume growth in both Australia and New Zealand, with a 16% increase in loans and 19% increase in deposits, partly offset by a 10 basis point decline in net interest margin.

Non-interest income growth of \$285 million or 8% benefited from a 4% increase in fees and commissions, a 16% increase in wealth management and insurance income and a 26% increase in trading income. This was somewhat offset by a reduction in other income, which included the profit from the sale of the sub-custody business in 2006.

Expenses increased by \$248 million or 6% in 2007 largely driven by a 10% increase in staff expenses supporting additional customer serving employees, increased customer volumes and performance related incentive payments. Technology and software amortisation increased by \$21 million compared to 2006.

Impairment charges increased by \$107 million or 29% in line with strong loan growth combined with modest deterioration consistent with the economic environment and tightening of monetary policy.

**2006 v 2005**

Net profit attributable to equity holders was \$3,071 million in 2006, an increase of \$373 million or 14% over 2005. The 2006 result was driven by sound revenue growth due to improving volumes, with system market share multiples for new business improving in key products including housing, cards and business lending (source: Reserve Bank of Australia/Australian Prudential Regulation Authority statistics). Expense growth was 3%, while impairment charges fell slightly. Higher tax charges were offset by lower allocations of profit to minority interests. BFS contributed \$58 million of the increase in net profit attributable to equity holders, CFS contributed \$172 million, Institutional Bank contributed \$20 million, BTFG \$30 million, while New Zealand Banking's contribution increased \$18 million. The Other segment's contribution increased \$75 million.

Net interest income was \$5,642 million in 2006, an increase of \$383 million or 7% on 2005. The increase in 2006 was driven by a 12% increase in average interest earnings assets, partially offset by a 16 basis point decline in margins. Net loans grew 15% in 2006, with the key drivers being strong growth in Institutional Bank lending (up 33%), BTFG margin lending (up 48%) and Personal (up 17%). Mortgage balances increased 12%. Margins declined 16 basis points due to changes in both asset and liability mix. Decreases in asset spreads were offset by increases in liability spreads following RBA rate rises during the year.

Non-interest income was \$3,575 million in 2006, up \$121 million or 4% on 2005. Fees and commissions fell primarily due to the impact of AASB 132 and AASB 139, which were only applicable from 1 October 2005. These standards require certain fees that we have previously taken to income statement as received, to be capitalised on the balance sheet and subsequently be recognised as part of net interest income. Trading income grew significantly in 2006 with improved performance in Treasury and Financial Markets. Other non-interest income included the proceeds from the sale of the Bank's sub-custody business to HSBC of \$94 million.

Operating expenses were \$4,295 million in 2006, an increase of \$136 million or 3% on 2005. Increases in personnel costs due to increased staff levels and pay increases paid in October 2005 and January 2006 were the key drivers. Software amortisation also increased following recent systems investments in tools such as Pinnacle and Reach.

Impairment charges were \$375 million, \$7 million or 2% lower than 2005. This decrease was partly driven by the impacts of AASB 132 and AASB 139, which led to changes in the provision methodology and were only applicable from 1 October 2005. The decrease in the expense relating to this adjustment was offset by higher charges related to book growth (primarily credit cards) and a slight increase in stressed loans (up seven basis points to 81 basis points).

**Income statement review****Net Interest income**

|   | 2007<br>\$m  | 2006<br>\$m  | 2005<br>\$m  |
|---|--------------|--------------|--------------|
| Interest income                                   | 22,075       | 18,091       | 15,544       |
| Interest expense                                  | (15,762)     | (12,449)     | (10,285)     |
| <b>Net interest income</b>                        | <b>6,313</b> | <b>5,642</b> | <b>5,259</b> |
| <b>Increase/(decrease) in net interest income</b> |              |              |              |
| Due to change in volume                           | 380          | (214)        | 285          |
| Due to change in rate                             | 291          | 597          | 219          |
| <b>Change in net interest income</b>              | <b>671</b>   | <b>383</b>   | <b>504</b>   |

**2007 v 2006**

Net interest income was \$6,313 million in 2007, an increase of \$671 million or 12% compared to 2006.

The key driver for this growth was the 17% increase in average interest earning assets and the 18% increase in average interest bearing liabilities, offset by a ten basis point decrease in margins.

Growth in net loans over the year was 16% compared to growth of 17% in average interest earning assets. In Australia, net loan growth was \$30.8 billion or 16% over the prior year. In New Zealand, net loans increased by 21% (NZ\$ terms) and by 18% in A\$ terms.

Key drivers of the growth in net loans over 2007 were:

CFS net loans up 12%, predominantly in housing, which was up 12%;

BFS lending up 16%, with growth across all segments supported by increases in customer serving employees;

Institutional Bank up 33% following increased customer demand and limited opportunities for customers to access capital markets in the last quarter;

lending in BTFG grew 36%, with margin lending up \$1.3 billion; and

New Zealand Banking lending up NZ\$6.1 billion (17%) driven by housing and business lending.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Total deposits, including short term wholesale funding, increased 19% or \$31.5 billion since 30 September 2006, in line with growth in average interest bearing liabilities. Excluding wholesale funding, deposits increased 13% or \$15.9 billion. This increase was largely a result of deposit growth in our Australian and New Zealand operations. In Australia, growth in deposits in BFS and CFS of 15% and 11% respectively was driven by growth in online deposit accounts, with the BFS result also boosted by growth in corporate cash accounts. In New Zealand, deposits were up 15% (NZ\$ terms), resulting from growth in consumer online deposit accounts and term deposits.

Treasury short term wholesale funding increased \$15.6 billion (33%), in part to fund increased holdings of liquid assets.

Net interest margin for the year ended 30 September 2007 was 2.19%, ten basis points lower than the equivalent margin for the year ended 30 September 2006. A positive outcome was the slowdown in combined asset and liability margin decline in our Consumer and Business areas in our Australian and New Zealand core banking businesses. The decline moderated from ten basis points in 2006 to eight basis points in 2007.

The components of the margin decline of ten basis points were:

a decrease in asset spread/mix of seven basis points, driven by:

six basis point decrease from additional competitive pressure on new business combined with new business being written at lower spreads than spreads on the existing book. Spread compression slowed in the second half; and

one basis point decrease due to mix impacts from a higher proportion of fixed rate loans in Australia and New Zealand and low rate credit cards in Australia;

a decrease in liability spread/mix of one basis point, driven by:

six basis point increase in liability spreads (five basis points in Australia and one basis point in New Zealand); and

seven basis point decrease from product mix changes, primarily the migration to higher interest online deposit accounts in Australia and New Zealand;

four basis point margin mix impact of growing lower margin institutional assets faster than higher margin consumer and business loans; partially offset by:

Treasury had a one basis point positive impact on margins despite increased funding costs over the latter months of the year; and

the impact of the credit card over-accrual correction in 2006 had a one basis point positive impact on margins in the current year.

*2006 v 2005*

Net interest income was \$5,642 million in 2006, an increase of \$383 million on 2005. The key drivers of this increase are discussed below.

Net interest income was impacted by transitional A-IFRS standards, primarily AASB 132 and AASB 139, which were applied prospectively from 1 October 2005 (with no reclassification of comparatives). Changes included:

the deferral and subsequent recognition of certain lending and deposit fees as interest income (classified as non interest income in 2005);

the recognition in interest expense on distributions on hybrid instruments classified as debt (recognised in minority interests in 2005); and

the recognition of interest income using the effective interest rate method.

The net impact of the changes on net interest income was an increase of \$106 million.

In 2006 the increase in net interest income was also a result of an increase in average interest earning assets of 12% and average interest bearing liabilities of 15% combined with a margin decline of 16 basis points.

Growth in average net loans of 13% was lower than the 15% growth in loans at period end principally due to strong lending growth in the latter months of 2006, particularly in the Institutional Bank.

Growth in period end balances of Australian net loans was 20%. Total New Zealand net loans at period end increased by 12% (NZ\$ terms) and by 7% in A\$ terms.

Key loan growth drivers included:

CFS net loans increased 13%, with Housing lending up 12%;

BFS net loans increased 15%;

Institutional Bank net loans increased by 33%;

New Zealand housing lending increased 14% while business lending increased by 11%; and

BTFG achieved 48% growth in its margin lending portfolio driven by continued strong equity markets.

Growth in period end deposit balances across the Group increased 12% in 2006 with a 10% increase in CFS customer deposits, an 11% increase in BFS customer deposits, and a 9% (NZ\$ terms) increase in New Zealand customer deposits. Institutional Bank deposits increased 17%. However, deposit growth did not match loan growth, driving a 20% increase in treasury short term funding.

In both Australia and New Zealand, strong deposit growth was primarily due to the continued growth in high interest, on-line saver accounts. Growth in transaction accounts and term deposits was not significant.

Overall, margins were down 16 basis points to 2.29% in 2006. The introduction of A-IFRS standards increased margins by one basis point with a 17 basis point decline due to business impacts.

Key movements impacting on the Group were:

assets - competitive pressures and our decision to meet the market on price saw spreads decline on mortgages, cards and business lending in BFS and CFS (five basis points). New Zealand contributed two basis points of the decline, mainly due to the residual impact of the switch between floating and fixed rate mortgages, which occurred in 2005. Spread contraction on Corporate lending and other assets contributed two basis points to the decline.

liability impacts reduced the interest margin by a further basis point, mainly due to the increased reliance on wholesale funding. Whilst our online savings accounts exhibited strong growth, reducing overall interest margins, this was offset by increases in retail liability spreads on traditional deposit products;

the correction of an overstatement of credit card income contributed two basis points;



the effect of the roll off of our New Zealand Structured Finance portfolio in mid 2005, contributed a further two basis points; and

the remaining three basis points were largely generated from the change in mix between net interest income and non-interest income in our Treasury business and hence had no impact on total income.

**Interest spread and margin**

|   | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|---|-------------|-------------|-------------|
| <b>Group</b>  |             |             |             |
| Net interest income   | 6,313       | 5,642       | 5,259       |
| Tax equivalent gross up(1)                                    | 101         | 111         | 214         |
| Net interest income (including gross up)                      | 6,414       | 5,753       | 5,473       |
| Average interest earning assets                               | 292,417     | 250,703     | 223,698     |
| Average interest bearing liabilities                          | 274,955     | 233,016     | 203,294     |
| Average net non-interest bearing liabilities and equity       | 17,462      | 17,687      | 20,404      |
| Interest spread(2)  | 1.85%       | 1.92%       | 1.99%       |
| Benefit of net non-interest bearing liabilities and equity(3) | 0.34%       | 0.37%       | 0.46%       |
| Net interest margin(4)  | 2.19%       | 2.29%       | 2.45%       |
| On a geographical basis, interest spread and margins were:    |             |             |             |
| <b>Australia</b>  |             |             |             |
| Interest spread(2)  | 1.85%       | 1.87%       | 1.89%       |
| Benefit of net non-interest bearing liabilities and equity(3) | 0.27%       | 0.30%       | 0.37%       |
| Net interest margin(4)  | 2.12%       | 2.17%       | 2.26%       |
| <b>New Zealand</b>  |             |             |             |
| Interest spread(2)  | 1.74%       | 2.03%       | 2.30%       |
| Benefit of net non-interest bearing liabilities and equity(3) | 0.64%       | 0.59%       | 0.58%       |
| Net interest margin(4)  | 2.38%       | 2.62%       | 2.88%       |
| <b>Other overseas</b>   |             |             |             |
| Interest spread(2)  | 0.83%       | 0.72%       | 0.73%       |
| Benefit of net non-interest bearing liabilities and equity(3) | 0.27%       | 0.41%       | 0.29%       |
| Net interest margin(4)  | 1.10%       | 1.13%       | 1.02%       |

(1) We have entered into various tax effective financing transactions that derive income that is subject to a reduced rate of income tax. The impact of this is reflected in lower income tax expense and interest income. In order to provide improved comparability, this income is presented on a tax equivalent basis using the applicable tax rate of the geography in which the transaction is booked.

(2) Interest spread is the difference between the average yield (including tax equivalent gross up) on all interest earning assets and the average rate paid on all interest bearing liabilities.

(3) The benefit of net non-interest bearing liabilities and equity is determined by applying the average rate of interest paid on all interest bearing liabilities to the average level of net non-interest bearing funds as a percentage of average interest earning assets. The calculations for Australia and New Zealand take into account the interest expense/income of cross-border, intragroup borrowing/lending.

(4) Net interest margin is calculated by dividing net interest income (including tax equivalent gross up) by average interest earning assets.

**Non-interest income**

|  | 2007<br>\$m  | 2006<br>\$m  | 2005<br>\$m  |
|--|--------------|--------------|--------------|
| Net fees and commissions               | 1,832        | 1,766        | 1,853        |
| Trading income                         | 660          | 525          | 332          |
| Wealth management and insurance income | 1,259        | 1,084        | 1,135        |
| Other income                           | 109          | 200          | 134          |
| <b>Total non-interest income</b>       | <b>3,860</b> | <b>3,575</b> | <b>3,454</b> |

**2007 v 2006**

Non-interest income was \$3,860 million in 2007, an increase of \$285 million or 8% compared to 2006. This was driven by increases across fees and commissions, trading and wealth management income, partially offset by a reduction in other income.

Fees and commissions increased by \$66 million or 4%. This was largely driven by an increase in CFS fees and commissions due to volume led increases and some fee re-pricing initiatives in 2006 and higher fees and commissions in BFS due to deposit fee increases. This was tempered by a decline in New Zealand Banking fees and commissions due to fee reductions on transaction accounts which were introduced in early 2007 to increase product competitiveness.

Trading income increased by \$135 million or 26% compared to 2006 as increased sales and risk management activity was stimulated by higher market volatility. This resulted in an increase in Institutional Bank Markets income which was up \$152 million; this was partially offset by lower Treasury foreign exchange income.

Wealth management and insurance income increased by \$175 million or 16%. This was largely driven by growth in Funds Under Administration (FUA) of 14% and Funds Under Management (FUM) of 6%. FUA and FUM were impacted by two large redemptions of very low margin mandates in the second half of 2007, which had minimal impact on revenues. Excluding these redemptions, growth rates in FUA and FUM were 35% and 15% respectively. Wealth management income was also impacted by the policyholder tax recoveries from our life insurance business. Policyholder tax recoveries in 2007 were \$92 million, an increase of \$31 million on 2006.

Other income decreased by \$91 million or 46% compared to 2006. The prior year results included the proceeds from the sale of the sub-custody business (\$94 million) which was the primary driver of the year on year decline in total other income. Movements across other line items within other income largely offset year on year. Income received in the current year from the recognition of research and development (R&D) rebates associated with qualifying technology expenditure (\$40 million) and income received from the earn-out of the sale of the sub-custody business (\$19 million) was offset by lower gains on disposal, revaluation of assets not repeated in the current year and losses on translation of our NZ earnings.

**2006 v 2005**

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Non-interest income was \$3,575 million in 2006, an increase of \$121 million or 4% on 2005. The increase was driven by an increase in trading and other income, partially offset by a decrease in our wealth management income and fees and commissions income.

Fees and commissions decreased by \$87 million or 5% on 2005. Fees and commissions are materially impacted by A-IFRS standards, primarily AASB 132 and AASB 139, which are only applicable from 1 October 2005, impacting the 2006 results for the first time. The adoption of these standards contributed \$256 million to the decline in fees and commissions, primarily related to the effective interest rate adjustment. This standard requires certain lending and borrowing related fees received and costs paid, previously recognised as non-interest income as incurred, to be deferred on the balance sheet as part of loans, deposits or debt issues and subsequently recognised as a yield adjustment to interest income or expense. There was no such impact in 2005. Improved loan growth across our businesses and recalibration of some fees over the year contributed a \$178 million increase to fees and commissions on 2005.

Trading income increased by \$193 million over the prior year, driven by improved performance in Financial Markets and Treasury.

Wealth management and insurance income decreased by \$51 million or 4% on 2005. The decrease in wealth management and insurance income was impacted by the consolidation treatment of external investors' interests in certain managed investment schemes where Westpac controls the schemes, with the outside investors interest now treated as liabilities rather than minority interests, and policyholder tax recoveries from our life insurance business. The consolidation changes related to these schemes have no impact on net profit attributable to equity holders as the other side of the consolidation entry is reflected in the tax expense line (for the policyholder tax recovery entry) or net profits attributable to minority interests (for the managed investment schemes entry). Policyholder tax recoveries in 2006 were \$61 million, a decrease of \$27 million or 31% on 2005 due to lower investment returns on Westpac's life insurance statutory funds. Total movements in these consolidation entries resulted in wealth management and insurance income decreasing \$121 million offset by a reduction in allocation of profit to minority interests. This decline was partially offset by growth in fees, due primarily to growth in Funds under Administration.

Other income was \$200 million in 2006, an increase of \$66 million or 49% on 2005. This increase included the sale proceeds of the sub-custody business in July 2006 (\$94 million), the sale of part of the Group's shareholding in MasterCard Inc. (\$15 million of which \$13 million was recognised in Australia and \$2 million in New Zealand), and revaluation gains on financial assets in 2006 of \$74 million relating to investment securities and credit derivatives. Offsetting this, 2005 results included \$64 million profits on the sale of investment securities.

**Operating expenses**

|  | 2007<br>\$m  | 2006<br>\$m  | 2005<br>\$m  |
|--|--------------|--------------|--------------|
| Salaries and other staff expenses                  | 2,557        | 2,324        | 2,186        |
| Equipment and occupancy expenses                   | 628          | 614          | 596          |
| Other expenses                                     | 1,358        | 1,357        | 1,377        |
| <b>Total operating expenses</b>                    | <b>4,543</b> | <b>4,295</b> | <b>4,159</b> |
| Productivity ratio(1)                              | 4.01         | 4.01         | 4.00         |
| Total operating expenses to operating income ratio | 44.7%        | 46.6%        | 47.7%        |

(1) Net operating income before operating expense and impairment charges/salaries and other staff expenses net of restructuring expenses.

**2007 v 2006**

Operating expenses in 2007 were \$4,543 million, an increase of \$248 million or 6% compared to 2006. The increase in 2007 was primarily the result of higher personnel costs. The expense to income ratio fell 190 basis points to 44.7%.

Salaries and other staff expenses were \$2,557 million, an increase of \$233 million or 10% compared to 2006. This was driven by increased staff numbers, fixed salary increase of 4% and other market related pay increases, and variable performance related pay increases in line with higher Markets income and strong economic profit growth.

Equipment and occupancy expenses were \$628 million, an increase of \$14 million or 2% compared to 2006. This was driven by an increase in operating lease rentals due to market related increases from the renewal of existing leases as well as the opening of 13 new retail branches and five new commercial banking centres, increases in software and technology amortisation, partially offset by a decline in other equipment and occupancy expenses.

Other expenses increased by \$1 million on 2006 to \$1,358 million. The negligible growth year on year was largely due to a decrease in outsourcing costs as contractual benefits were realised, offset by increased advertising costs associated with the launch of the new brand campaign.

**2006 v 2005**

Operating expenses in 2006 were \$4,295 million, an increase of \$136 million or 3% on 2005.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The increase in 2006 was primarily the result of higher personnel costs and software amortisation charges as a number of projects were rolled out to the business and were then amortised. The expense to income ratio fell 110 basis points to 46.6%.

Salary and other staff expenses were \$2,324 million, an increase of \$138 million or 6% on 2005. The increase in salaries and wages was the result of increased staff numbers, a general pay increase of 4% made in October 2005 (as discussed under Employees ) and a change in the mix of our workforce to more customer facing staff. Restructuring costs increased by \$19 million over 2005, driven by costs arising from the implementation of our strategy to increase the proportion of customer facing staff across our businesses. The rollout of this initiative has resulted in a reduction in FTE across support functions with a flow on to restructuring and redundancy costs incurred over the prior year.

Equipment and occupancy costs were \$614 million, an increase of \$18 million or 3% on 2005. This has been driven by a \$33 million increase in software amortisation expenses (including impairments) over the prior year following the completion of large projects during 2006, including Pinnacle, which re-engineered our lending processes; Reach, an integrated customer management system; and Connect@Westpac, a new on-line system to manage various human resources functions, which replaced a number of legacy tools and systems.

Other expenses were \$1,357 million in 2006, \$20 million or 1% lower than 2005. Reduced outsourcing costs from efficiencies generated with our outsource partners and lower non-lending losses were the key drivers. Stationery costs were also down as initiatives regarding customer statements and the availability of annual reports on-line gained traction. In addition, other expenses in 2005 included \$8 million in expenses relating to the consolidation of Epic.

### Impairment charges

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Impairment charges                                 | 482         | 375         | 382         |
| Impairment charges to average loans (basis points) | 19          | 17          | 19          |

### 2007 v 2006

Impairment charges increased by \$107 million or 29% to \$482 million in 2007. Impairment charges in 2007 represented 19 basis points of average gross loans, up two basis points compared to the 30 September 2006 results.

The higher charge in the current year reflects an increase in provisioning to reflect recent developments in global markets, increased write-offs in the Australian unsecured lending portfolio, some downward re-grades in the business segment in New Zealand and lower write-backs in the Institutional Bank. These charges were partially offset by lower individually assessed provisions in the Institutional Bank.

Stressed exposures as a percentage of total commitments increased seven basis points from 30 September 2006 to 88 basis points at 30 September 2007. This was largely driven by re-grading of business customers in New Zealand, due to a more challenging economic environment. We track these exposures closely and have benefited in the past by early identification and monitoring of potential problem exposures, together with prompt remediation steps to avoid/minimise losses.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Total impaired asset provisions as a percentage of total impaired assets remained stable at 49% from 30 September 2006 to 30 September 2007. We are alert to the stresses that may emerge from recent developments in global capital markets and from the tightened funding environment.

**2006 v 2005**

Impairment charges decreased by \$7 million or 2% as at 30 September 2006 to \$375 million. The movement in the result between 2006 and 2005 was impacted by the change in methodology under A-IFRS to the extent that the 2006 charge is not strictly comparable with the 2005 result. Impairment charges in 2006 represented 17 basis points of average gross loans and acceptances, down two basis points on 30 September 2005.

The lower charge in 2006 reflected the change in calculation methodology offset by additional charges generated by the unsecured consumer portfolio (credit cards portfolio), some deterioration in the business segment in Australia, as well as some deterioration in individual exposures in the Institutional Bank.

Stressed loans as a percentage of total commitments increased 7 basis points from 30 September 2005 to 81 basis points at 30 September 2006. This was largely driven by business customers in our Australian retail division, due to a more challenging economic environment (interest rate rises and higher input costs such as fuel during 2006).

Total impairment asset provisions as a percentage of total impaired assets was 49% as at 30 September 2006, up from 36% as at 30 September 2005. The increase in provisioning coverage from 2005 reflects the inclusion of facilities greater than 90 days past due not well secured in line with APRA's prudential approach to the adoption of A-IFRS by ADIs. These facilities attract higher provisioning under A-IFRS.

**Income tax expense**

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Income tax expense   | 1,630       | 1,422       | 1,223       |
| Tax as a percentage of profit from ordinary activities before tax (effective tax rate) | 31.7%       | 31.3%       | 29.3%       |

**2007 v 2006**

Income tax expense increased by \$208 million or 15%, from \$1,422 million in 2006 to \$1,630 million in 2007. The effective tax rate increased by 40 basis points in 2007 to 31.7%. The 2007 income tax result was impacted by the tax effect of movements in exchange rates on branch capital deployed offshore, contributing \$43 million to the increase in income tax expense.

**2006 v 2005**

Tax expenses were up \$199 million or 16% in 2006, resulting in an increase in the effective tax rate of 200 basis points to 31.3%. Key drivers of the increase were:



structured finance deals during 2005 a number of structured finance deals in New Zealand were terminated. These deals generated income which was subject to a reduced rate of income tax at a Group level. The deals have not been replaced with business of a similar nature. Please refer to Note 40 to the financial statements for further discussion on proceedings currently under way with the New Zealand tax authorities;

life company concessional tax rates the Australian concessional tax rates applicable to earnings from life insurance companies ceased in July 2005, resulting in higher tax charges going forward. The higher tax charges impacted our 2005 results for only three months, while being in effect for all of 2006; and

the impact of the write down in Westpac's deferred tax asset in the United Kingdom of \$41 million.

**Balance sheet review**

The detailed components of the balance sheet are set out in the notes to the financial statements.

| As at 30 September   | 2007<br>\$m    | 2006<br>\$m    | 2005<br>\$m    |
|--|----------------|----------------|----------------|
| <b>Assets</b>  |                |                |                |
| Cash and balances with central banks   | 2,243          | 3,132          | 2,853          |
| Due from other financial institutions  | 28,379         | 12,211         | 14,355         |
| Derivative financial instruments   | 24,308         | 10,311         | 9,944          |
| Trading securities, other financial assets and available-for-sale (2005 Investment securities) | 24,505         | 17,811         | 14,464         |
| Loans  | 272,545        | 234,484        | 203,150        |
| Life insurance assets  | 15,456         | 14,281         | 13,595         |
| All other assets   | 7,385          | 7,348          | 7,902          |
| <b>Total assets</b>  | <b>374,821</b> | <b>299,578</b> | <b>266,263</b> |
| <b>Liabilities and equity</b>  |                |                |                |
| Due to other financial institutions  | 9,133          | 12,051         | 10,654         |
| Deposits   | 199,222        | 167,741        | 149,252        |
| Derivative financial instruments   | 25,192         | 9,342          | 10,514         |
| Trading liabilities and other financial liabilities  | 8,223          | 2,893          | 3,154          |
| Debt issues  | 87,126         | 66,080         | 48,754         |
| Acceptances  |                |                | 4,864          |
| Life insurance liabilities   | 14,392         | 13,476         | 11,717         |
| All other liabilities  | 5,998          | 5,940          | 6,247          |
| Loan capital   | 7,704          | 5,957          | 4,214          |
| <b>Total liabilities</b>   | <b>356,990</b> | <b>283,480</b> | <b>249,370</b> |
| <b>Total equity</b>  | <b>17,831</b>  | <b>16,098</b>  | <b>16,893</b>  |
| <b>Total liabilities and equity</b>  | <b>374,821</b> | <b>299,578</b> | <b>266,263</b> |

**Assets**

During the financial year ended 30 September 2007, total assets increased by \$75.2 billion or 25.1% to \$374.8 billion, from \$299.6 billion in 2006 and \$33.3 billion or 12.5% from \$266.3 billion in 2005. The key drivers of this growth were:

Loans increased by \$38.1 billion or 16.2% to \$272.5 billion in 2007, from \$234.5 billion in 2006 and by \$31.3 billion or 15.4% in 2005 from \$203.2 billion. The major areas of growth were:

housing loans in Australia grew by \$13.7 billion or 12.3% in 2007 and \$12.0 billion or 12.1% in 2006; and

non-housing loans in Australia grew by \$11.8 billion or 26.4% in 2007 and \$10.2 billion or 29.7% in 2006, particularly relating to business and personal lending.

Trading securities, other financial assets and available-for-sale securities increased by \$6.7 billion which was mainly invested in debt securities. In addition, due from other financial institutions increased by \$16.2 billion or 132.4% in 2007 compared to a decrease of \$2.1 billion or 14.9% in 2006. The increase in these balances is primarily due to our strategy of maintaining greater liquid assets to give us additional flexibility in current market conditions.

Derivative financial instruments (assets) have increased by \$14.0 billion or 135.7% in 2007. This growth is driven by the higher domestic and international customer flows in the Institutional and Treasury businesses resulting in a \$216.6 billion or 16.6% increase in the notional of derivatives, combined with the volatility in foreign exchange rates, particularly AUS/USD, experienced in the later part of the reporting period.

### **Liabilities and equity**

Total liabilities as at 30 September 2007 were \$357.0 billion which was an increase of \$73.5 billion or 25.9% compared with 2006. This is compared to the \$34.1 billion or 13.7% increase between 2006 and 2005. The key movements in liabilities are outlined below.

Deposits in 2007 increased by \$31.5 billion or 18.8% compared with 2006 and \$18.5 billion or 12.4% in 2006 compared with 2005. The increase was due to call deposits in Australia which increased by \$11.3 billion and increased issuance of certificates of deposit in the Australian market of \$9.6 billion.

Derivative financial instruments (liabilities) have increased by \$15.9 billion or 169.7%. This growth is driven by the higher domestic and international customer flows in the Institutional and Treasury businesses resulting in a \$216.6 billion or 16.6% increase in the notional of derivatives, combined with the volatility in foreign exchange rates, particularly AUD/USD, experienced in the later part of the reporting period.

This year has seen the continuation of a long term trend of lending growth exceeding customer deposit growth. This has resulted in an increase in debt issues of \$21.0 billion through our debt programmes compared to the \$17.3 billion growth in the prior year. The increased current year growth for both deposits and debt issues is a result of our management of liquidity risk and customer deposit growth.

Equity increased by \$1.7 billion or 10.8% during 2007 to \$17.8 billion and decreased \$0.8 billion or 4.7% during 2006.

Major movements in equity included the following:

retained profits (net of dividends and other equity distributions) increased by \$1.2 billion in 2007 compared to \$0.2 billion in 2006; and

increase of \$0.6 billion in shares issued via the dividend reinvestment plan.



**Asset quality**

| As at 30 September  | 2007<br>\$m    | 2006<br>\$m    | 2005<br>\$m    |
|---|----------------|----------------|----------------|
| <b>Loans</b>  |                |                |                |
| Loans (excluding total provisions for impairment charges) | 273,914        | 235,684        | 200,015        |
| Acceptances(1)  |                |                | 4,864          |
| <b>Total gross loans(2)</b>                               | <b>273,914</b> | <b>235,684</b> | <b>204,879</b> |
| <b>Average loans</b>                                      |                |                |                |
| Australia   | 209,671        | 180,931        | 155,470        |
| New Zealand   | 41,178         | 34,460         | 34,202         |
| Other overseas  | 4,010          | 2,544          | 2,154          |
| <b>Total average loans(2)</b>                             | <b>254,859</b> | <b>217,935</b> | <b>191,826</b> |

(1) Acceptances of customers are included in loans in 2007 and 2006.

(2) Gross loans are stated before related provisions for impairment.

Total gross loans represented 73.1% of the total assets of the Group as at 30 September 2007 compared to 78.7% in 2006 and 76.9% in 2005.

Gross loans increased by \$38.2 billion or 16.2% to \$273.9 billion in 2007, from \$235.7 billion in 2006 and \$204.9 billion in 2005. The increase in 2007 and 2006 is due to strong growth in mortgage and business lending portfolios.

Approximately 27.3% of the loans at 30 September 2007 mature within one year and 24.4% mature between one year and five years. Real estate mortgage lending comprises the bulk of the loan portfolio maturing after five years.

Our lending is focused on our core geographic markets in Australia and New Zealand. Australia and New Zealand average loans increased \$35.5 billion or 16.5% to \$250.8 billion in 2007, from \$215.4 billion in 2006 and \$189.7 billion in 2005 predominantly due to the growth in mortgage and business lending. Australia and New Zealand average loans accounted for 98.4% of the total average gross loans in 2007 which is a decrease of 0.4% on 2006.

Other overseas average loans increased by \$1.5 billion or 57.6% to \$4.0 billion in 2007, from \$2.5 billion in 2006 and \$2.2 billion in 2005.

| As at 30 September     | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|------------------------|-------------|-------------|-------------|
| <b>Impaired assets</b> |             |             |             |
| Non-accrual assets(1): |             |             |             |
| Gross                  | 423         | 411         | 421         |
| Impairment provisions  | (159)       | (167)       | (189)       |
| Net                    | 264         | 244         | 232         |

|   |              |              |              |
|---|--------------|--------------|--------------|
| Restructured loans:   |              |              |              |
| Gross   | 4            | 22           | 68           |
| Impairment provisions   |              | (10)         | (10)         |
| Net   | 4            | 12           | 58           |
| Overdrafts and revolving credit greater than 90 days:               |              |              |              |
| Gross   | 113          | 88           | 72           |
| Impairment provisions   | (107)        | (80)         | (3)          |
| Net   | 6            | 8            | 69           |
| <b>Net impaired assets</b>  | <b>274</b>   | <b>264</b>   | <b>359</b>   |
| <b>Provisions for impairment charges</b>                            |              |              |              |
| Individually assessed provisions (2005 specific provision)          | 148          | 164          | 199          |
| Collectively assessed provisions (2005 general provision)           | 1,410        | 1,194        | 1,530        |
| <b>Provisions for impairment charges</b>                            | <b>1,558</b> | <b>1,358</b> | <b>1,729</b> |
| <b>Asset quality</b>  |              |              |              |
| Total impairment asset provisions to total impaired assets          | 49.2%        | 49.3%        | 36.0%        |
| Total impaired assets to total loans(2)                             | 0.20%        | 0.22%        | 0.27%        |
| Total provisions to total loans(3)                                  | 0.62%        | 0.63%        | 0.84%        |
| Total provisions to total impaired assets                           | 288.5%       | 260.7%       | 308.2%       |
| Collectively assessed provisions to non-housing performing loans(3) | 1.1%         | 1.1%         | 1.5%         |

(1) Loans with individually assessed impairment provisions held against them, excluding restructured loans. The loans are classed as non-accrual for US GAAP purposes. Under A-IFRS interest income is recognised at the effective interest rate on the net balance.

(2) Loans are stated before related provisions for impairment of loans.

(3) Includes the APRA required capital deduction of \$128 million (pre-tax) above A-IFRS provisioning levels at 30 September 2007 (2006 \$117 million, 2005 nil), which forms part of the APRA termed General Reserve for Credit Losses.

In 2007, we maintained a high quality loan portfolio with 73% of our exposure to either investment grade or secured consumer mortgages (2006 73%, 2005 74%) and 98% of our exposure is in our core markets of Australia and New Zealand (2006 98%, 2005 98%).

Potential problem loans as at 30 September 2007 amounted to \$418 million, up from \$297 million at 30 September 2006. The increase was predominantly driven by several downgrades in the Institutional Bank and the Australian Business Banking book. Loans are considered to be potentially problematic where facilities are fully current as to interest and principal obligations however the customer demonstrates significant weakness in debt service or security coverage that jeopardises repayment of the debt within its current contractual terms. In the event these weaknesses are not rectified, possible loss of principal or interest could occur.

At 30 September 2007, total impaired assets as a percentage of total gross loans remained at historical lows: 0.20% as at 30 September 2007, down from 0.22% at 30 September 2006 (2005 0.27%). Approximately 86% (\$464 million) of total impaired assets relate to exposures in Australia and New Zealand. This proportion of impaired assets for 2007 remains unchanged from 30 September 2006 (\$450 million) (2005 81% \$456 million). Other overseas impaired exposures were \$76 million at 30 September 2007 (2006 \$71 million, 2005 \$105 million).

At 30 September 2007, we had one impaired counterparty with exposure greater than \$50 million, accounting for 13% of total impaired assets. This is down from two impaired counterparties with exposure larger than \$50 million in 2006, collectively accounting for 24% of total impaired assets. There were a further 12 impaired exposures at 30 September 2007 that were less than \$50 million and greater than \$5 million (2006 seven impaired exposures).

At 30 September 2007, gross restructured loans were \$4 million, a reduction of \$18 million compared to 30 September 2006 (\$22 million) and a decrease of \$64 million compared to 2005 (\$68 million). The decrease in 2007 was the result of an upgrade of one large exposure in the Institutional Bank.

Westpac remains well provisioned with total impaired asset provisions to total impaired assets coverage stable at 49%

Total provisions represent 289% of impaired assets as at 30 September 2007, up from 261% at 30 September 2006 (2005 308%). Total provisions to gross loans at 0.62% is down marginally from 0.63% at 30 September 2006.

Consumer mortgage loans 90 days past due at 30 September 2007 increased six basis points to 0.31% of outstandings (2006 0.25%) but still remains below external benchmark indices. The upward trend since 2006 is primarily driven by the impact of higher interest rates.

Other consumer loan delinquencies (including credit card and personal loan products) increased seventeen basis points in 2007 to 1.02% of outstandings (2006 0.85%). The increase was predominantly driven by the Australian book, also primarily due to the impact of higher interest rates.

#### **Credit risk concentrations**

We monitor our credit portfolio to manage risk concentrations. At 30 September 2007, our exposure to consumers comprised 61% (2006 63%) of our on-balance sheet loans and 48% (2006 51%) of total credit commitments. Almost 83% (2006 83%) of our exposure to consumers was supported by residential real estate mortgages. This category also includes investment property loans to individuals, credit cards, personal loans, overdrafts and lines of credit. Our consumer credit risks are highly diversified, with substantial consumer market share in every state and territory in Australia, New Zealand and the Pacific region. Moreover, these customers service their debts with incomes derived from a wide range of occupations, in city as well as country areas.

Exposures to businesses, government and other financial institutions are classified into a number of industry clusters based on groupings of related Australian and New Zealand Standard Industrial Classification (ANZSIC) codes and monitored against industry exposure boundaries. The level of industry risk is measured and monitored on a dynamic basis. Exposures are actively managed from a portfolio perspective, with risk mitigation techniques used to regularly re-balance the portfolio. The table below shows the assessed credit quality of our current exposures relating to these customers. The risk grades shown are aligned to the Standard and Poor's credit rating system. Based on these ratings, our exposure to business, government and other financial institution investment grade customers as at 30 September 2007 increased by one percent to 64% (2006 63%, 2005 63%).

**Assessed credit quality of exposures to businesses, governments and other financial institutions at 30 September**

|               | 2007<br>% | 2006<br>% | 2005<br>% |
|---------------|-----------|-----------|-----------|
| AAA, AA       | 29        | 25        | 27        |
| A             | 13        | 13        | 13        |
| BBB           | 22        | 25        | 23        |
| BB, B+        | 35        | 36        | 36        |
| Lower than B+ | 1         | 1         | 1         |
| <b>Total</b>  | 100       | 100       | 100       |



**Business group results**

To enable a more detailed analysis of our results, the following business group results have been presented on a management reporting basis. Internal charges and transfer pricing adjustments have been included in the performance of each of our business units, reflecting the management of the business within our organisation, rather than the legal structure. Therefore, the results below cannot be compared directly to public disclosure of the performance of individual legal entities within our organisation.

The following business results highlight the performance of our key areas of business and reconcile to our total result including the section Other. Other includes the results of Business and Technology Solutions and Services, Group Treasury, Pacific Banking and Head Office functions. Where the management reporting structure has changed or where accounting reclassifications have been made, comparatives have been reclassified and therefore may differ from results previously reported.

**Business Financial Services**

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Net interest income  | 1,842       | 1,627       | 1,436       |
| Non-interest income  | 450         | 429         | 507         |
| Net operating income before operating expenses and impairment charges  | 2,292       | 2,056       | 1,943       |
| Operating expenses   | (794)       | (728)       | (700)       |
| Profit before impairment charges and income tax expense                | 1,498       | 1,328       | 1,243       |
| Impairment charges   | (106)       | (69)        | (71)        |
| Profit before income tax   | 1,392       | 1,259       | 1,172       |
| Income tax expense   | (417)       | (379)       | (350)       |
| Net profit attributable to shareholders of Westpac Banking Corporation | 975         | 880         | 822         |

  

|  | \$bn  | \$bn  | \$bn  |
|--|-------|-------|-------|
| Deposits   | 51.5  | 44.8  | 40.5  |
| Loans  | 53.3  | 45.7  | 39.8  |
| Total assets                                       | 54.6  | 47.6  | 40.9  |
| Total operating expenses to operating income ratio | 34.6% | 35.4% | 36.0% |

**2007 v 2006**

Net profit attributable to shareholders for Business Financial Services (BFS) in 2007 was \$975 million, an increase of \$95 million or 11% compared to 2006.

Net interest income was \$1,842 million in 2007, an increase of \$215 million or 13% compared with 2006. The increase in net interest income was due to a 16% increase in business lending (17% after excluding working capital and trade loans) and a 15% increase in business deposits. This was partially offset by business unit margin compression of 6 basis points.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Non-interest income for 2007 was \$450 million, an increase of \$21 million or 5% compared with 2006, driven by deposit fee growth. Growth in non-interest income was 8%, excluding income from the sub-custody business which was sold in 2006.

Operating expenses were \$794 million, an increase of \$66 million or 9% compared with 2006. This was largely driven by the full impact of our customer serving employees recruited in the second half of 2006, combined with the further investment of 194 additional customer serving employees in 2007. Market driven salary increases and higher incentive costs from the uplift in operating performance, increased capability training costs, and higher property costs relating to five new and two refurbished Business Banking Centres also contributed to the increase in operating expenses.

Impairment charges for 2007 were \$106 million, an increase of \$37 million or 54% compared to 2006. The increase in impairment charges was largely driven by balance sheet growth. This result was in line with expectations and is below long run averages.

Income tax expense for 2007 was \$417 million, an increase of \$38 million or 10% compared to 2007. This equates to an effective tax rate of 30.0% in 2007 compared with 30.1% in 2006.

### **2006 v 2005**

Net profit attributable to shareholders for BFS in 2006 was \$880 million, an increase of \$58 million or 7% compared to 2005.

Net interest income was \$1,627 million in 2006, an increase of \$191 million or 13% compared with 2005. The increase in net interest income in 2006 was a result of loan growth of 15%. Growth in net interest income was also assisted by impacts of AASB 132 and AASB 139, which were only applicable from 1 October 2005. These standards require certain fees, previously taken into account upfront, to be deferred on the balance sheet and amortised through net interest income over the life of the underlying product. This results in an increase in net interest income and a decrease in non-interest income.

Non-interest income for 2006 was \$429 million, a decrease of \$78 million or 15% on 2005. The main drivers for the decrease were the impacts of AASB 132 and AASB 139 as described above. These impacts resulted in non-interest income falling \$108 million on 2005. Other non-interest income increased \$30 million or 6% compared with 2005, driven from growth in net loans.

Operating expenses for 2006 were \$728 million, an increase of \$28 million or 4% compared with 2005. The increase in operating expenses was largely driven by an increase in customer serving staff, including 440 business bankers hired during the year, predominantly in the second half of 2006. The increase was also driven by an increase in software amortisation associated with prior period investment in system capabilities.

Impairment charges for 2006 were \$69 million, a decrease of \$2 million or 3% compared with 2005. This decrease was partly driven by the impacts of AASB 132 and AASB 139, which were only applicable from 1 October 2005. The decrease in impairment charges due to the impact of these standards was more than offset by increased charges related to loan growth and an increase in provisioning levels due to a more challenging credit environment.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Income tax expense for 2006 was \$379 million, an increase of \$29 million or 8% over 2005. This equates to an effective tax rate of 30.1% in 2006 and 29.9% in 2005.

**Consumer Financial Services**

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Net interest income  | 2,684       | 2,451       | 2,241       |
| Non-interest income  | 787         | 714         | 663         |
| Net operating income before operating expenses and impairment charges  | 3,471       | 3,165       | 2,904       |
| Operating expenses   | (1,895)     | (1,827)     | (1,787)     |
| Profit before impairment charges and income tax expense                | 1,576       | 1,338       | 1,117       |
| Impairment charges   | (223)       | (220)       | (241)       |
| Profit before income tax   | 1,353       | 1,118       | 876         |
| Income tax expense   | (402)       | (331)       | (261)       |
| Net profit attributable to shareholders of Westpac Banking Corporation | 951         | 787         | 615         |

|  | \$bn  | \$bn  | \$bn  |
|--|-------|-------|-------|
| Deposits   | 53.2  | 48.0  | 43.8  |
| Loans  | 134.7 | 120.3 | 106.9 |
| Total assets                                       | 135.6 | 121.0 | 108.6 |
| Total operating expenses to operating income ratio | 54.6% | 57.7% | 61.5% |

**2007 v 2006**

Net profit attributable to shareholders for Consumer Financial Services (CFS) in 2007 was \$951 million, an increase of \$164 million or 21% compared to 2006.

Net interest income was \$2,684 million in 2007, an increase of \$233 million or 10% compared to 2006. The increase in net interest income was the result of a 12% increase in mortgage lending, 8% increase in cards outstandings and an 11% increase in deposit volumes. This was partially offset by a 5 basis point compression in the business unit margin. The non-recurring impact of the credit cards over-accrual in 2006 had the effect of increasing net interest income growth by 1%.

Non-interest income for 2007 was \$787 million, an increase of \$73 million or 10% compared with 2006. The increase was primarily driven by the full year impact of pricing changes introduced over 2006. Proceeds from the sale of the MasterCard Inc. shares in 2007 of \$17 million were \$5 million higher than sale proceeds in 2006.

Operating expenses for 2007 were \$1,895 million, an increase of \$68 million or 4% compared to 2006. This was largely driven by investment in 325 additional customer serving employees, 13 new branches and higher marketing expenses, partially offset by improvements in back office process efficiency.

Impairment charges for 2007 were \$223 million, an increase of \$3 million or 1% compared to 2006. This was primarily the result of increased write-offs driven by larger portfolio size and an increase in bankruptcies, offset by a decrease in collectively assessed provisioning charges due to improved management of delinquencies.

Income tax expense for 2007 was \$402 million, an increase of \$71 million or 21% compared to 2006. This equates to an effective tax rate of 29.7% in 2007 compared with 29.6% in 2006.

**2006 v 2005**

Net profit attributable to shareholders for CFS in 2006 was \$787 million, an increase of \$172 million or 28% compared to 2005.

Net interest income was \$2,451 million in 2006, an increase of \$210 million or 9% compared with 2005. The increase in net interest income was the result of 13% loan growth, with mortgages up 12% and credit card outstandings rising by 21%, partially offset by margin decline following continued competitive pricing pressures. Growth in net interest income was also assisted by the impacts of AASB 132 and AASB 139, which were only applicable from 1 October 2005. These standards require certain fees, previously taken to account upfront, to be deferred on the balance sheet and amortised through net interest income over the life of the underlying product. This results in an increase in net interest income and a decrease in non-interest income.

The 2006 result was also impacted by a one off write-off to net interest income relating to the over-accrual of interest income in the credit card business. Part of the over-accrual related to prior periods.

Non-interest income for 2006 was \$714 million, an increase of \$51 million or 8% on 2005. The main driver of the increase was higher fee income and \$12 million in proceeds on the partial sale of MasterCard Inc. shareholding.

Operating expenses for 2006 were \$1,827 million, an increase of \$40 million or 2% compared with 2005. The increase in operating expenses was primarily driven by a 4% salary increase awarded to staff covered by our collective workplace labour agreements on 1 October 2005 and an increase in software amortisation expenses associated with prior period investments in system capabilities. This was partially offset by productivity savings in our operations and call centre areas and the deployment of the branch resource management tools.

Impairment charges for 2006 were \$220 million, a decrease of \$21 million or 9% compared with 2005. This decrease was partly driven by the impacts of AASB 132 and AASB 139, which were only applicable from 1 October 2005. The decrease in impairment charges resulting from the impact of these standards was more than offset by increased charges related to loan growth and an increase in write-offs following increased delinquency rates.

Income tax expense for 2006 was \$331 million, an increase of \$70 million or 27% over 2005. This equates to an effective tax rate of 29.6% in 2006 and 29.8% in 2005.

**BT Financial Group Australia**

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Net interest income  | 49          | 67          | 31          |
| Non-interest income  | 1,135       | 964         | 910         |
| Net operating income before operating expenses and impairment charges  | 1,184       | 1,031       | 941         |
| Operating expenses   | (602)       | (547)       | (527)       |
| Profit before impairment charges and income tax expense                | 582         | 484         | 414         |
| Impairment charges   |             |             |             |
| Profit before income tax   | 582         | 484         | 414         |
| Income tax expense   | (166)       | (145)       | (105)       |
| Minority interests   | 1           |             |             |
| Net profit attributable to shareholders of Westpac Banking Corporation | 417         | 339         | 309         |
|  |             |             |             |
|  | \$bn        | \$bn        | \$bn        |
| Total assets   | 22.0        | 18.7        | 17.2        |
| Funds under management   | 41.3        | 39.0        | 37.2        |
| Funds under administration   | 46.2        | 40.4        | 34.5        |
| Total operating expenses to operating income ratio                     | 50.8%       | 53.1%       | 56.0%       |

**2007 v 2006**

Net profit attributable to shareholders for BT Financial Group Australia (BTFG) was \$417 million in 2007, an increase of \$78 million or 23% on 2006.

Net interest income declined by \$18 million or 27%. This was the result of an increase in revenue from the margin lending business driven from asset growth of 35%, more than offset by capital investment moving from interest bearing assets to non-interest bearing assets.

Non-interest income of \$1,135 million was \$171 million or 18% higher than 2006. The uplift in non-interest income was achieved through:

growth in FUA of 14% was driven by continuing growth in Wrap FUA and strong corporate superannuation growth of 17%. The strong growth in Wrap enabled BTFG to lead the share of new platform business with 24% market share (source: Morningstar, June 2007). Growth in 2007 was however impacted by the transition of the Governance Advisory Services (GAS) business into a new entity called Regnan, a new governance research and engagement company supported by BTFG and seven other institutional investors(1). Excluding the transition of these funds, FUA grew by 35%;

growth in FUM was 6% compared to 30 September 2006 with strong increases in Wholesale, up 43%, and strong market movements. Growth in FUM was impacted by the exiting of a global fixed income mandate of \$3.6 billion with Blackrock(2) in 2007. Excluding the exit of these funds, FUM increased 15% over the year;

higher revenue in the Advice channel, up 34% or \$27 million;

an increase in life insurance revenues of 23% to \$144 million driven by growth in sales of 58% and in-force premiums of 14%. This was partially offset by a 24% or \$14 million increase in claims; and

growth in general insurance income of 16% to \$130 million driven by increased premium income. This was partially offset by storm claims of \$8 million in June 2007.

Growth in FUM and FUA was supported by the superannuation legislation changes which resulted in an increase in superannuation flows in 2007.

Expenses increased by \$55 million or 10% compared to 2006. This was driven by volume related expense growth in call centres, operations and processing, and additional investment in FTE in our Advice network. Expenses were also impacted by an increase in performance linked incentives, reflective of the strong performance of this business unit over the year. Additional spend was also directed towards product development and compliance initiatives, including the development of new and improved functionality and services on our Wrap platform and the new online Super for Life product, and increased spend on compliance projects including a major program to implement the superannuation legislation changes.

#### **2006 v 2005**

Net profit attributable to shareholders for BTFG in 2006 was \$339 million, an increase of \$30 million or 10% compared to 2005. The key factors which contributed to the 2006 result were continued improvement in investment management performance, a positive insurance environment, and solid growth in FUA, Margin Lending and General Insurance revenues. This was further supported by top quartile investment performance across most of our flagship funds in 2006 and solid growth in planner numbers and productivity. The 2005 result was impacted by a \$13 million profit on sale of our shareholding in JDV Ltd. The termination of the Life Company concessionary tax rates in July 2005 resulted in an increase to the 2006 tax expense of \$15 million compared to 2005.

Net interest income for 2006 was \$67 million, an increase of \$36 million or 116% compared with 2005. The increase was largely driven by increased margin lending volumes, up 48% on 2005. Full year 2006 margin lending sales of \$1 billion were an increase of 71% on 2005 driven by sales force effectiveness and a buoyant market.

---

(1) The other seven investors in Regnan are ARIA, Hermes, HESTA, LGSS, Vanguard, VFMC and VicSuper. BTFG retains an equal shareholding of 12.5% and an active interest in the new enterprise.

(2) During the year, BTFG exited the Blackrock institutional mandate due to the merger of Blackrock and Merrill Lynch.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Non-interest income for 2006 was \$964 million, an increase of \$54 million or 6% compared with 2005. The main drivers of the 2006 results were:

the success of our Wrap and Corporate Super businesses resulted in an increase in FUA of 17% to \$40 billion. This drove an 11% rise in fee income;

FUM increased by 5% to \$39 billion, despite the redemption of a \$1 billion Institutional domestic fixed income mandate. The result was also boosted by improved investment management performance, with a number of our funds ranked in the top quartile for one, two and three year performance in 2006 (source: Intech, 30 September 2006); and

an increase of 11% in General Life Insurance income on 2005 to \$112 million attributable to the majority of products experiencing strong sales growth, with major improvements coming from Lenders Mortgage insurance (up 68%) and Credit Card insurance (up 65%).

Operating expenses for 2006 were \$547 million, an increase of \$20 million or 4% compared to 2005. The increase reflected additional investment which was redirected towards a significant ramp up in our Advice network through the hiring of planners, investment representatives and other planner force staff.

Income tax expense for 2006 was \$145 million, an increase of \$40 million compared with 2005. This equates to an effective tax rate of 30% in 2006 and 25% in 2005. The increase in the effective tax rate was a result of the termination of the Life Company concessionary tax rates in July 2005.

### Westpac Institutional Bank

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Net interest income  | 594         | 474         | 431         |
| Non-interest income  | 928         | 853         | 872         |
| Net operating income before operating expenses and impairment charges  | 1,522       | 1,327       | 1,303       |
| Operating expenses   | (618)       | (549)       | (530)       |
| Profit before impairment loans and income tax expense                  | 904         | 778         | 773         |
| Impairment charges   | (43)        | (39)        | (37)        |
| Profit before income tax   | 861         | 739         | 736         |
| Income tax expense   | (251)       | (214)       | (219)       |
| Minority interests   |             |             | (12)        |
| Net profit attributable to shareholders of Westpac Banking Corporation | 610         | 525         | 505         |

  

|  | \$bn  | \$bn  | \$bn  |
|--|-------|-------|-------|
| Deposits   | 8.8   | 7.4   | 6.3   |
| Loans  | 42.6  | 32.1  | 24.1  |
| Total assets                                       | 76.3  | 56.5  | 47.1  |
| Total operating expenses to operating income ratio | 40.6% | 41.4% | 40.7% |



**2007 v 2006**

Net profit attributable to shareholders for the Institutional Bank was \$610 million for the year ended 30 September 2007, up \$85 million or 16% compared to 2006.

Net interest income increased by \$120 million or 25% to \$594 million in 2007. This was driven by the Debt Markets business with the revenue contribution from Financing increasing as a result of asset growth. Overall growth in loans was 33% over the year resulting in a balance of \$42.6 billion as at 30 September 2007.

Non-interest income of \$928 million increased by \$75 million or 9% compared to 2006. This was driven by improved performance in the Foreign Exchange (FX), Equities and Energy businesses which experienced strong customer sales flows. This was aided by increased market volatility in the second half of 2007, which resulted in solid growth in both sales and trading revenues compared to 2006.

The non-interest income results were partially offset by a reduction in income generated by the Specialised Capital Group (SCG), primarily due to lower origination income related to delays in closing two large transactions. The 2006 SCG result also benefited from the redemption of FIELDS securities following the acquisition of the Delhi Group. The 2007 non-interest income result was also impacted by lower revenue from the portfolio of investment securities which decreased \$43 million compared to 2006 due to the run down and liquidation of the portfolio.

Operating expenses increased by \$69 million or 13% compared to 2006. Operating expenses were impacted by increased performance related pay of \$34 million reflecting strong operating performance, and non-lending losses of \$14 million in relation to the settlement of a legal claim arising from a prior period. Other expense increases of \$22 million or 4% also contributed to the increase. These expenses primarily related to higher other personnel costs and increased investment including offshore expansion in the UK and new transactional banking capabilities.

Impairment charges increased \$4 million or 10%, with the continued low levels of impairment charges benefiting from a benign credit environment throughout 2007 and active management of portfolio exposures.

**2006 v 2005**

Net profit attributable to shareholders for the Institutional Bank in 2006 was \$525 million, an increase of \$20 million or 4% compared to 2005.

The Financial Markets and Transactional Banking businesses were the main contributors to the 2006 result. The result for the Specialised Capital Group was significant, with revenue maintained in the face of intense market competition and lower levels of suitably valued assets.

Net interest income was \$474 million in 2006, an increase of \$43 million or 10% compared with 2005. The impacts of AASB 132 and AASB 139, which were only applicable from 1 October 2005, contributed to the growth in net interest income. These standards require certain fees,

previously taken to account upfront, to be deferred on the balance sheet and amortised through net interest income over the life of the underlying product. This results in an increase in net interest income and a decrease in non-interest income. The increase in net interest income was also due to strong asset growth over the year, and an increased contribution from Financial Markets, offset by the run-off of certain Structured Finance transactions, with the revenue contribution from this division decreasing by \$69 million in 2006.

Non-interest income for 2006 was \$853 million, a decrease of \$19 million or 2% compared with 2005. The main drivers for the decrease were the impacts of AASB 132 and AASB 139 as detailed above, contributing \$58 million to the decline in non-interest income. Other non-interest income increased by \$39 million compared to 2005, due to the strong performance in Transactional Banking and Financial Markets. The Transactional Banking business delivered revenue growth of \$14 million or 9% compared to 2005. Similarly, Financial Markets delivered a strong overall result,

driven by a significant lift in trading revenue in the first half of 2006. FX earnings were up \$54 million or 25% compared to 2005, due to increased market volatility driving additional customer demand for FX products. These strong FX results were partially offset by lower earnings in our interest rate businesses. This was due to reduced hedging activities in the face of relatively stable monetary conditions and a changed accounting regime.

Operating expenses for 2006 were \$549 million, an increase of \$19 million or 4% compared to 2005. This was due to revenue related costs in the Specialised Capital Group and Financial Markets businesses, resulting from new growth initiatives and additional performance-based personnel costs.

Impairment charges for 2006 were \$39 million, an increase of \$2 million compared to 2005. The total impairment charge for 2006 remained well under historic averages, which reflected a continued benign credit environment boosted by the impact of write-backs on accounts previously provisioned.

### New Zealand Banking

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Net interest income  | 903         | 863         | 785         |
| Non-interest income  | 373         | 380         | 404         |
| Net operating income before operating expenses and impairment charges  | 1,276       | 1,243       | 1,189       |
| Operating expenses   | (601)       | (600)       | (574)       |
| Profit before impairment charges and income tax expense                | 675         | 643         | 615         |
| Impairment charges   | (71)        | (29)        | (33)        |
| Profit before income tax   | 604         | 614         | 582         |
| Income tax expense   | (190)       | (194)       | (179)       |
| Minority interests   | (3)         | (3)         | (4)         |
| Net profit attributable to shareholders of Westpac Banking Corporation | 411         | 417         | 399         |

|  | \$bn  | \$bn  | \$bn  |
|--|-------|-------|-------|
| Deposits   | 21.4  | 19.0  | 18.1  |
| Loans  | 36.6  | 32.0  | 29.3  |
| Total assets                                       | 37.6  | 33.8  | 30.9  |
| Funds under management                             | 1.6   | 1.7   | 1.7   |
| Total operating expenses to operating income ratio | 47.1% | 48.3% | 48.3% |

### 2007 v 2006

Net profit attributable to shareholders for New Zealand Banking in 2007 was \$411 million, a decrease of \$6 million or 1% compared to 2006. Exchange rate movements had a \$13 million negative impact on earnings.

Net interest income for 2007 was \$903 million, an increase of \$40 million or 5% compared to 2006. The increase in net interest income in 2007 was the result of an 18% increase in consumer lending in NZ\$ terms, 13% increase in business lending in NZ\$ terms and 15% increase in

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

deposit volumes in NZ\$ terms. This was partially offset by a 20 basis point decline in the business unit margin. The margin decline was reflective of the continued customer preference for fixed rate loans and high interest online saver and term deposit accounts, which are our lower spread products. Exchange rate movements had a \$31 million negative impact on net interest income.

Non-interest income for 2007 was \$373 million, a decrease of \$7 million or 2% compared to 2006. Exchange rate movements had a \$13 million negative impact on non-interest income, with the result also impacted by fee initiatives introduced in early 2007.

Operating expenses for 2007 were \$601 million, an increase of \$1 million compared to 2006. Increases in personnel costs were offset by productivity initiatives and lower technology costs. Exchange rate movements had a \$21 million positive impact on operating expenses.

Impairment charges for 2007 were \$71 million, an increase of \$42 million compared to 2006. The increase was due to higher collectively assessed provisions reflecting balance sheet growth and business banking customer regrades to reflect changing economic conditions. Higher individually assessed provisions and write-offs in personal loans and mortgages also contributed to the increase. Delinquency rates for housing and unsecured consumer loans greater than 90 days in arrears increased in 2007, reflecting a return to longer term norms in both portfolios from historically low levels.

Income tax expense for 2007 was \$190 million, a decrease of \$4 million or 2% compared to 2006. This equates to an effective tax rate of 31.5% in 2007 compared with 31.6% in 2006.

### **2006 v 2005**

Net profit attributable to shareholders for New Zealand Banking in 2006 was \$417 million, an increase of \$18 million or 5% compared to 2005. The 2006 result was impacted by the non-recurring write-off relating to an over-accrual of interest income in the New Zealand credit cards business. The majority of the \$8 million charge, taken up in the second half of 2006, related to prior periods. Exchange rate movements had a \$17 million positive impact on earnings in 2006.

Net interest income for 2006 was \$863 million, an increase of \$78 million or 10% compared with 2005. Strong volume growth was offset by a 25 basis point decline in business unit margins. The decline reflected the continued migration to lower spread products in both lending (fixed rate mortgages) and deposits (Online saver account). This decline slowed in the second half of the year as product switching within the housing portfolio stabilised. Exchange rate movements had a \$36 million positive impact on net interest income.

Growth in net interest income was also assisted by impacts of AASB 132 and AASB 139, which were only applicable from 1 October 2005. These standards require certain fees, previously booked as income upfront, to be deferred on the balance sheet and amortised through net interest income over the life of the underlying product. This resulted in an increase in net interest income and a decrease in non-interest income.

Non-interest income for 2006 was \$380 million, a decrease of \$24 million or 6% compared with 2005. The main driver for the decrease was the impact of AASB 132 and AASB 139 as described above. In the first half of 2006, the non-interest income result was also impacted by a shift towards lower fee products, as customers changed their banking arrangements in response to pricing changes introduced in 2004. This structural shift stabilised in the second half of 2006. Exchange rate movements had a \$15 million positive impact on non-interest income.



Operating expenses for 2006 were \$600 million, an increase of \$26 million or 5% compared to 2005. Salary increases and an increase in the number of customer serving employees were offset by reductions in discretionary expenses and lower outsourcing costs. In 2006 we increased our branch footprint in key Auckland locations. Exchange rate movements had a \$24 million negative impact on operating expenses.

Impairment charges for 2006 were \$29 million, a decrease of \$4 million or 12% compared to 2005. Credit quality remained strong and was reflective of a benign credit environment in New Zealand. Provisioning and impaired asset ratios have improved and delinquency ratios across all major product groups strengthened in 2006 compared to 2005.

Income tax expense for 2006 was \$194 million, an increase of \$15 million or 8% compared with 2005. This equates to an effective tax rate of 31.6% in 2006 and 30.8% in 2005.

#### Other

|  | 2007<br>\$m | 2006<br>\$m | 2005<br>\$m |
|--|-------------|-------------|-------------|
| Net interest income  | 241         | 160         | 335         |
| Non-interest income  | 187         | 235         | 98          |
| Net operating income before operating expenses and impairment charges  | 428         | 395         | 433         |
| Operating expenses   | (33)        | (44)        | (41)        |
| Profit before impairment charges and income tax expense                | 395         | 351         | 392         |
| Impairment charges   | (39)        | (18)        |             |
| Profit before income tax   | 356         | 333         | 392         |
| Income tax expense   | (204)       | (159)       | (109)       |
| Minority interests   | (65)        | (51)        | (235)       |
| Net profit attributable to shareholders of Westpac Banking Corporation | 87          | 123         | 48          |

The Other segment comprises Business and Technology Solutions and Services, Group Treasury, Pacific Banking, and Group Head Office. Group Treasury's operations are primarily focused on the management of the Group's interest rate risk and funding requirements. Pacific Banking operations comprise our presence in the near Pacific including Papua New Guinea and Fiji.

#### 2007 v 2006

Net profit attributable to shareholders in the Other segment decreased by \$36 million or 29% compared to 2006.

Net interest income increased by \$81 million to \$241 million in 2007. This was primarily driven by an increase in Group Treasury's net interest income, up \$77 million, largely due to successful positioning in the short term interest rate market, where greater opportunity existed in the first half of 2007; this growth was somewhat impacted by increased funding costs in the latter part of 2007.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Non-interest income of \$187 million was \$48 million or 20% lower than the 2006 result. The factors contributing to this result were:

a reduction in non-interest income of \$35 million from the recognition of certain items impacting 2007 and 2006, including the recognition of R&D rebates associated with qualifying technology expenditure (\$40 million) and an earn-out on the sale of the sub-custody business (\$19 million) in 2007, compared to the 2006 result which included \$94 million profit from the sale of the sub-custody business;

Group Treasury non-interest income was down \$41 million due to reduced foreign exchange income; and

an increase in the policyholder tax recoveries from our life insurance business, which were \$92 million in 2007, an increase of \$31 million on 2006.

Operating expenses declined by \$11 million or 25% to \$33 million in 2007. This was due to a reduction in expenses in the Group Head Office, partially offset by increased expenses in Pacific Banking, up \$7 million or 13%, following the commencement of a longer term investment program in risk and sales management capability and a refresh of technology and telecommunications infrastructure.

Impairment charges increased by \$21 million compared to 2006. This was due to increased impairment charges in Pacific Banking due to the economic and political instability experienced in the Pacific region during the first quarter of 2007, and the impact of additional collective provisions raised in the Group Head Office in 2007 due to current market dislocations.

Income tax expense increased by \$45 million or 28% to \$204 million in 2007. The 2007 income tax result was impacted by the tax effect of movements in exchange rates on branch capital deployed offshore, contributing \$43 million to the increase in income tax expense.

Minority interests increased by \$14 million or 27% to \$65 million. The minority interests represents distributions of our hybrid equity instruments TPS 2003 and TPS 2006, as well as other minority interests. The increase compared to 2006 reflects distributions on TPS 2006, which were issued in June 2006 and commenced paying distributions in September 2006.

### **2006 v 2005**

In 2006 net profit attributable to shareholders in the Other segment increased by \$75 million or 156% to \$123 million. This was largely a result of the sale of the Group's sub-custody business to HSBC, which generated a net profit after tax of \$72 million.

Net operating income before operating expenses and impairment charges decreased \$38 million or 9% to \$395 million. This decrease included the impact of various consolidation entries that had no impact on net profit attributable to shareholders. These entries include the consolidation of certain managed investment schemes where Westpac controls the schemes (down \$94 million to zero in 2006), policyholder tax recoveries from our Life Insurance business (down \$27 million to \$61 million), and the reversal of tax gross ups from certain financing transactions from our Institutional bank (\$111 million reversal in 2006, \$214 million reversal in 2005). This was partially offset by higher income from Pacific Banking (up \$26 million or 17%). The increase in Pacific Banking income was the result of continued balance sheet growth. Net operating income before operating expenses and impairment charges in 2006 also included \$94 million from the sale of Westpac's sub-custody business to HSBC. These were partially offset by lower net interest income from interest paid on certain hybrid equity instruments due to the impact of transitional A-IFRS standards (primarily AASB 132 and AASB 139). In 2005 distributions on the TPS 2004 and FIRsTS instruments were

classified as minority interests, while in 2006 they were classified as a deduction to interest income.

Operating expenses increased \$3 million or 7% to \$44 million. The impact of movements in the NZ\$ exchange rate benefited operating expenses, which were offset by an increase in expenses incurred centrally, which were not recharged to business units.

Impairment charges were \$18 million in 2006, up \$18 million, as a result of higher charges in Pacific Banking following the above mentioned balance sheet growth and increased charges for certain provisions taken at a Group level. There were no impairment charges in 2005.



Income tax expense increased \$50 million or 46% to \$159 million primarily due to the write down in Westpac's deferred tax asset in the United Kingdom of \$41 million.

Minority interests decreased \$184 million or 78% to \$51 million as a result of the consolidation of certain managed investment schemes as well as distributions for the TPS 2004 and FIRsTS hybrid equity instruments in 2005. As mentioned above, the distributions on TPS 2004 and FIRsTS were classified as a deduction to interest income in 2006.

## **Liquidity and funding**

### **Liquidity**

Liquidity risk is the potential inability to meet our payment obligations, which could potentially arise as a result of mismatched cash flows generated by our business. This risk is managed through our Board Risk Management Committee (BRMC) approved liquidity framework.

Responsibility for liquidity management is delegated to Group Treasury, under oversight of the Market Risk Committee (MARCO). Group Treasury manage liquidity on a daily basis and submit monthly reports to the MARCO and quarterly reports to the BRMC. Monthly reports are provided to the Australian Prudential Regulation Authority. Group Treasury is also responsible for monitoring our funding base and ensuring that it is prudently maintained and adequately diversified.

Our liquidity risk management framework models our ability to fund under both normal conditions and during a crisis situation (with models run globally and for specific geographical regions – Australia, New Zealand and offshore). This approach is designed to ensure that our funding framework is sufficiently flexible to ensure liquidity under a wide range of market conditions. The global liquidity management framework is reviewed annually to ensure it is appropriate to our current and planned activities. The annual review encompasses the funding scenarios modelled, the modelling approach, wholesale funding capacity, limit determination and minimum holdings of liquid assets. The liquidity framework is reviewed by the MARCO and the Group Risk Reward Committee (GRRC) prior to approval by the BRMC.

Group Treasury also undertakes an annual funding review that outlines the current funding strategy for the coming year. This review encompasses trends in global debt markets, funding alternatives, peer analysis, estimation of our upcoming funding requirements, estimated market funding capacity and a funding risk analysis. The annual funding plan is reviewed by the MARCO and the GRRC, prior to approval by the BRMC.

We maintain a crisis management action plan that details the broad actions to be taken in the event of a funding crisis. This document is reviewed annually and defines a committee of senior executives to manage a crisis and allocates responsibility to individuals for key tasks. A media relations strategy, contingent funding plan and detailed contact lists are also incorporated into this document.

Our liquidity risk capital model provides an estimate of liquidity risk capital consistent with measurements of credit, market and operational risk capital. This model measures the risk of loss due to increased costs of ensuring that the demands for cash are met.

Expenses associated with funding and liquidity management are allocated to business units. This approach is intended to promote appropriate behaviours in the organisation and is designed to ensure that pricing signals are consistent with the portfolio management approach.

### **Sources of liquidity**

Principal sources of our liquidity are as follows:

deposits;

debt issues;

proceeds from sale of marketable securities;

principal repayments on loans;

interest income;

fee income; and

interbank deposit agreement.

We have responded to the current dislocation in wholesale funding markets by holding more marketable securities.

In management's opinion, liquidity is sufficient to meet our present requirements.

### **Deposits and due to other financial institutions**

As at 30 September 2007, deposits amounted to \$199.2 billion (2006 \$167.7 billion) and represented 55.8% (2006 59.2%) of our total liabilities. These borrowings continue to provide a majority of our funding and represent a well-diversified and stable source of funds.

As at 30 September 2007, due to other financial institutions accounted for \$9.1 billion (2006 \$12.0 billion) and represented 2.6% (2006 4.3%) of total liabilities. Due to other financial institutions are taken from a wide range of counterparties. For further information refer to Note 18 to the financial statements.

### **Debt issues**

As at 30 September 2007, debt issues amounted to \$87.1 billion (2006 \$66.1 billion) and represented 24.4% (2006 23.3%) of our total liabilities.

The wholesale funding base is diversified with respect to term, investor base, currency and funding instrument. Facilitating this issuance is an extensive funding infrastructure, covering short and long term debt issuance programmes in a range of key jurisdictions (US market, Euro market, Australian and New Zealand domestic markets) and niche markets (Japanese retail). The risk that a market becomes unavailable (or market pricing increases) is mitigated by our infrastructure and diversification which reduces our reliance on any one funding source and allows us to replace liquidity from a range of other sources/markets. Our wholesale debt issuance capability is enhanced through regular investor presentations (domestically and internationally), internet pages, and a dedicated page on Bloomberg screen service.

We have continued to experience good funding conditions across our wholesale funding markets over the last year. While conditions over the last two months of the year were challenging due to global market dislocation, demand for our debt issuance continued to be strong albeit at more expensive funding spreads.

As at 30 September 2007 Westpac's credit ratings were:

|                            | <b>Short Term</b> | <b>Long Term</b> |
|----------------------------|-------------------|------------------|
| Standard & Poor's          | A-1+              | AA               |
| Moody's Investors Services | P-1               | Aa1              |
| Fitch Ratings              | F1+               | AA-              |

A credit rating is not a recommendation to buy, sell or hold our securities. Such ratings are subject to revision or withdrawal at any time by the assigning rating agency. Investors are cautioned to evaluate each rating independently of any other rating.

### **Marketable Securities**

We hold a portfolio of liquid assets as a buffer against unforeseen funding requirements. These assets are held either in government or semi-government securities or investment grade paper. The large majority of these assets are held domestically in Australia and New Zealand. Determination of holding levels takes account of the liquidity requirements of our statement of financial position as well as our wholesale funding capacity. The level of these holdings is reviewed at least annually and more frequently if required.

### **Interbank Deposit Agreement (IDA)**

We are a participant in an interbank deposit agreement with three other Australian banks. This agreement provides for notice to be served upon the other participants by a bank experiencing liquidity problems. The other depositors are obligated to deposit an equal amount of up to \$2 billion each for a period of 30 days. At the conclusion of the 30 days the deposit holder has the option to repay the deposit in cash or by way of assignment of certain home loan mortgages to the value of the deposit. This agreement is intended to provide increased certainty of access to wholesale markets in times of crisis.

Material unused sources of liquidity include the liquid asset portfolio, IDA and unused limit under the debt programmes. The IDA and prudential liquid asset portfolio are held in reserve to provide liquidity in the event of a liquidity crisis.

### **Special purpose entities**

We are associated with a number of special purpose entities (also known as special purpose vehicles or SPVs) in the ordinary course of business, primarily to provide funding and financial services products to our customers.

SPVs are typically set up for a single, limited purpose, have a limited life and generally are not operating entities nor do they have employees. The most common form of SPV structure involves the acquisition of financial assets by the SPV that are funded by the issuance of securities to external investors. Repayment of the securities is determined by the performance of the assets acquired by the SPV.

Under A-IFRS, an SPV is consolidated in the financial statements if it is controlled by the parent entity in line with AASB 127 Consolidated and Separate Financial Statements and UIG Interpretation 112 Consolidation – Special Purpose Entities. The definition of control is based on the substance rather than form. Refer to Note 1 to the financial statements for information about how we apply the rules on consolidation of SPVs.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

In the ordinary course of business, we have established or sponsored the establishment of SPVs in various areas, detailed below. Capital is held, as appropriate, against all SPV-related transactions and exposures.

### *Asset securitisation*

Through our loan securitisation programmes we package an equitable interest in loans (principally housing mortgage loans) as securities which are sold to investors. We provide arm's length interest rate swaps and liquidity facilities to the programmes in accordance with APRA Prudential Guidelines. We have no obligation to repurchase any securitisation securities, other than in certain circumstances (excluding loan impairment) where there is a breach of representation or warranty within 120 days of the initial sale. We may remove interests in loans where they cease to conform with the terms and conditions of the securitisation programmes or through the programmes' clean-up features to a maximum of 10% of the programmes' initial value.

As at 30 September 2007, a total of \$24.7 billion of assets have been securitised through a combination of private placements and public issues to Australian, New Zealand, European and United States investors. After allowing for the amortisation of the initial loans securitised, outstanding securitised loans were \$9.6 billion as at 30 September 2007.

Under A-IFRS most of the SPVs involved in our loan securitisation programmes are consolidated by the Group.

### *Customer funding conduits*

We arrange financing for certain customer transactions through a commercial paper conduit that provides customers with access to the commercial paper market. As at 30 September 2007, we administered one significant conduit (2006 one), that was created prior to 1 February 2003, with commercial paper outstanding of \$6.0 billion (2006 \$5.2 billion). We provide a letter of credit facility as credit support to the commercial paper issued by the conduit. This facility is a variable interest in the conduit that we administer and represents a maximum exposure to loss of \$602 million as at 30 September 2007 (2006 \$536 million). The conduit is consolidated by the Group.

### *Structured finance transactions*

We are involved with numerous SPVs to provide financing to customers or to provide financing to the Group. Any financing arrangements to customers are entered into under normal lending criteria and are subject to our normal credit approval processes. The assets arising from these financing activities are generally included in due from other financial institutions, available-for-sale securities or loans. The liabilities arising from these financing activities are generally included in due to other financial institutions or debt issues. Exposures in the form of guarantees or undrawn credit lines are included within contingent liabilities and credit-related commitments.

### *Off-balance sheet arrangements*

### *Wealth management activity*

Refer to Note 41 to the financial statements for details of our wealth management activities.

*Other off-balance sheet arrangements*

Refer to Note 39 to the financial statements for details of our superannuation plans.

**Contractual obligations and commitments**

In connection with our operating activities we enter into certain contractual obligations and commitments. The following table shows our significant contractual cash obligations as at 30 September 2007:

|   | Less Than<br>1 Year<br>\$m | Between 1<br>and 3 Years<br>\$m | Between 3<br>and 5 Years<br>\$m | Over<br>5 Years<br>\$m | Total<br>\$m  |
|---|----------------------------|---------------------------------|---------------------------------|------------------------|---------------|
| On balance sheet long term debt(1)        | 9,364                      | 11,658                          | 10,192                          | 7,884                  | 39,098        |
| Operating leases(2)                       | 267                        | 416                             | 278                             | 630                    | 1,591         |
| Other commitments(2)                      | 361                        | 632                             | 297                             | 450                    | 1,740         |
| <b>Total contractual cash obligations</b> | <b>9,992</b>               | <b>12,706</b>                   | <b>10,767</b>                   | <b>8,964</b>           | <b>42,429</b> |

- 
- (1) Refer to Note 24 to the financial statements for details of long term debt issues.
- (2) Refer to Note 38 to the financial statements for details of expenditure commitments.

The above table excludes deposits and other liabilities taken in the normal course of banking business and short term and undated liabilities.

**Commercial commitments(1)**

The following table shows our significant commercial commitments as at 30 September 2007:

|  | Less Than<br>1 Year<br>\$m | Between 1<br>and 3 Years<br>\$m | Between 3<br>and 5 Years<br>\$m | Over<br>5 Years<br>\$m | Total<br>\$m  |
|--|----------------------------|---------------------------------|---------------------------------|------------------------|---------------|
| Standby letters of credit and financial guarantees | 1,361                      | 777                             | 349                             | 444                    | 2,931         |
| Trade letters of credit                            | 7                          | 305                             | 1                               | 188                    | 501           |
| Non-financial guarantees                           | 418                        | 1,852                           | 187                             | 979                    | 3,436         |
| Undrawn loan commitments                           |                            | 6,574                           | 2,872                           | 4,949                  | 14,395        |
| Other commitments(2)                               | 132                        | 62                              |                                 | 362                    | 556           |
| <b>Total commercial commitments</b>                | <b>1,918</b>               | <b>9,570</b>                    | <b>3,409</b>                    | <b>6,922</b>           | <b>21,819</b> |

- 
- (1) The numbers in this table are credit equivalents (refer to Note 40 to the financial statements) which are determined in accordance with APRA risk weighted capital adequacy guidelines.
- (2) Other commitments include certain drawdown commitments.





**Capital resources****Capital management strategy**

Capital management strategy seeks to balance the fact that capital is an expensive form of funding with the need to be adequately capitalised as an authorised deposit-taking institution. In Westpac, this tension between maximising efficiency, flexibility and adequacy has given rise to the following long-term operating principles for balance sheet structure:

absolute minimum capital requirements are determined and the specific consequences of breaching these requirements identified;

capital is managed within target ranges whose lower limits take account of regulatory requirements;

the top end of the target range represents a trigger to consider whether capital is surplus to business requirements and should be returned to shareholders;

Westpac's target ranges are intended to be consistent with a double A senior debt rating. They are based on the output of our internal economic capital models, adjusted to take account of rating agency and regulatory expectations;

Westpac actively manages the deployment of capital within the Group to ensure capital ratios are within target ranges and other requirements such as Thin capitalisation rules are met; and

in the event of large unexpected losses, the Group is committed to restore its capital position. Management has developed plans to access capital in such circumstances.

Our target ratios are summarised in the table below.

| Capital measure  | Target ratio  |
|--|---------------|
| Adjusted common equity as a percentage of Risk weighted assets (ACE/RWA) | 4.00 - 4.75%  |
| Group tier 1 ratio (Level 2 tier 1)                                      | 6.00 - 6.75%  |
| Stand alone tier 1 ratio (Level 1 tier 1)                                | 5.50% minimum |

As at 30 September 2007, the Level 1 tier 1 and Level 2 tier 1 ratios were 6.6% and 6.5% respectively and the ACE/RWA was 4.5%. Based on the mid point of our target Adjusted Common Equity range Westpac had \$385 million of surplus capital at 30 September 2007.

For further details on capital adequacy refer to Note 28 to the financial statements.

*Adjusted common equity*

Tier 1 capital is calculated in accordance with APRA capital adequacy guidelines. The determination of ACE is less prescriptive but generally calculated as tier 1 capital less hybrid equity, investments in non-banking subsidiaries and other equity instruments. The ACE ratio has become the capital measure most frequently used by analysts and rating agencies to assess a bank's capital strength. Management believes that the ACE ratio is widely accepted and is a conservative measure of the amount of ordinary equity that explicitly supports a banking business, deducting the entire investment in non-banking subsidiaries from shareholders equity.

*Adjusted common equity reconciliation*

| <b>(in \$millions unless otherwise indicated)</b>                              | <b>2007</b>    | <b>2006</b>    |
|--|----------------|----------------|
| Total tier 1 capital   | 14,933         | 13,318         |
| Less: hybrid capital (net of excess of 25% of tier 1 capital) (2007 0, 2006 0) | (3,125)        | (3,217)        |
| Less: other deductions in relation to non-consolidated subsidiaries            | (777)          | (680)          |
| Less: credit portfolio management - subordinated tranche                       | (41)           |                |
| Less: transition relief  | (664)          | (664)          |
| <b>Adjusted common equity</b>  | <b>10,326</b>  | <b>8,757</b>   |
| <b>Risk weighted assets(1)</b>   | <b>227,222</b> | <b>192,391</b> |
| <b>Adjusted common equity to risk weighted assets</b>                          | <b>4.5%</b>    | <b>4.6%</b>    |

(1) Risk weighted assets used in the calculation of ACE differs from the RWA calculation used for APRA regulatory reporting. ACE RWA excludes APRA A-IFRS transaction relief and includes equity investments held by SCG.

In July 2007, APRA released draft revisions to the capital adequacy prudential standard APS110. The revisions introduced a number of changes intended to align with the international Basel II framework. The July 2007 revisions also formalise APRA's proposals for capitalisation of financial conglomerates, like Westpac, that are deemed by APRA to have substantial non-banking business. Once the standard is approved, it is expected that the capital requirement for such conglomerates, referred to as Level 3 entities in the standard, will be set with reference to their economic capital.

Westpac allocates capital to businesses within the Group on an economic basis. Economic capital is embedded within the Group's performance measurement and incentive compensation frameworks. Westpac continues to hold more capital than the amount dictated by its internal economic capital models.

**Purchases of equity securities**

| <b>Month</b>     | <b>Total Number of Shares Purchased</b> | <b>Average Price Paid per Share \$</b> | <b>Total Number of Shares Purchased as Part of a Publicly Announced Program</b> | <b>Maximum Number (or Approximate \$ Value) of Shares that may yet be Purchased Under the Plans or Programs</b> |
|------------------|---|--|---|---|
| October (2006)   | 80,244                                  | 23.42                                  |   | n/a   |
| November (2006)  | 2,307,369                               | 24.60                                  |   | n/a   |
| December (2006)  | 2,030,587                               | 23.96                                  |   | n/a   |
| January (2007)   | 46,391                                  | 24.00                                  |   | n/a   |
| February (2007)  | 624,471                                 | 25.39                                  |   | n/a   |
| March (2007)     | 156,684                                 | 25.98                                  |   | n/a   |
| April (2007)     | 89,114                                  | 26.41                                  |   | n/a   |
| May (2007)       | 323,237                                 | 27.18                                  |   | n/a   |
| June (2007)      | 51,218                                  | 25.54                                  |   | n/a   |
| July (2007)      | 1,114,929                               | 26.09                                  |   | n/a   |
| August (2007)    | 73,387                                  | 26.09                                  |   | n/a   |
| September (2007) | 93,323                                  | 27.00                                  |   | n/a   |
| <b>Total</b>     | <b>6,990,954</b>                        | <b>24.93</b>                           |   |   |

Purchases of ordinary shares during the year were made on market and relate to the following:

to deliver to employees upon the exercise of options and performance share rights: 2,853,969 ordinary shares;

under our Deferral Share Plan, which enables employees to elect to receive part of their annual bonus in ordinary shares and Non-executive Directors to elect to receive a percentage of their fees in ordinary shares: 541,890 ordinary shares;

treasury shares held by statutory life funds and managed investment schemes and ordinary shares held by Westpac in respect of equity derivatives sold to customers: 2,265,943 ordinary shares; and

to allocate to eligible employees under the Restricted Share Plan: 1,329,152 ordinary shares.

Refer to the description of the Deferral Share Plan in Note 27 and the discussion regarding share purchases and treasury shares in Note 25 to the financial statements.

**Basel capital accord**

The regulatory limits applied to our capital ratios are consistent with the Bank of International Settlements capital accord, which was first released in 1988. In June 2004 the Basel Committee on Banking Supervision released the International Convergence of Capital Management and Capital Standards: A Revised Framework also known as Basel II. This framework reflects the advances in risk management practices since the introduction of the 1988 Basel Accord, improving the sensitivity of capital calculation through a broader array of risk classes and enhanced measurement processes.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

We are targeting compliance with the most sophisticated methods for both credit and operational risk. In September 2005 we submitted an application to APRA to be accredited to use the Advanced Internal Ratings Based (AIRB) approach for credit risk and the Advanced Measurement Approach (AMA) for operational risk. That submission was in the form of a self assessment against criteria outlined by APRA and the requirements of Basel II. Subsequent to that submission we have worked cooperatively with APRA to address issues arising in their consideration of accreditation requirements for Australian banks, and also on Westpac specific requirements. Westpac has recently provided APRA with a copy of the Board approved Internal Capital Adequacy Assessment Process (ICAAP) document.

We believe that using the advanced approaches for risk monitoring and measurement is in the interests of all our stakeholders. Effective risk management is regarded as a key activity performed at all levels of the Group. A broad array of changes to risk management practices have been implemented across all risk classes. We recognise that embedding these principles and practices into day-to-day activities of business units to achieve the full benefits of these changes is an ongoing facet of risk management.

APRA have commenced the release of draft Australian Prudential Standards based on Basel II, and plan to have all relevant standards in final form prior to 1 January 2008. APRA have considerable discretion over the application of Basel II to the banks it regulates and have announced that Australian banks using the most sophisticated models for credit and operational risk will also be required to hold regulatory capital for the interest rate risk taken in the banking book. The models used to quantify this risk are similar to the models used today for traded market risk.

Following accreditation, any reduction in the level of regulatory capital required is subject to transitional arrangements in the first two years of operation. APRA have advised that initial regulatory capital relief will be limited to a maximum of 10% of the current capital requirements under the Basel I approach.

## **Risk management**

Our vision is to be a great Australasian company and effective risk management is key to us achieving this goal. It influences our performance, reputation and future success. We regard managing risk as a fundamental management activity, performed at all levels of the Group.

Effective risk management is all about achieving a balanced approach to risk and reward. Risk management enables us to both increase financial growth opportunities and mitigate potential loss or damage. It is important to note that both mitigation and optimisation strategies are equally important in the world of risk management.

## **Risk management organisation**

Our risk management strategy is approved by our Board and implemented through the Chief Executive Officer (CEO) and the executive management team.

The BRMC has been delegated responsibility for approving and maintaining an effective risk management framework. For further information regarding the role and responsibilities of the BRMC and other Board committees in managing risk, refer to the [Corporate governance](#) section.

The CEO and executive management team are responsible for implementing the risk management frameworks approved by the BRMC and developing policies, controls, processes and procedures for identifying and managing risk arising from our activities.

Our Group Risk function plays a key role in our risk management framework. It is independent from the business units and reports to the Chief Risk Officer (CRO) and is accountable for the effectiveness of our risk processes. Our risk function is also responsible for coordinating our response to key regulatory developments and issues affecting risk management.

Independent risk management units operate within each business unit, reporting to the group executive for that unit and the CRO. The business unit head of risk is responsible for identifying and quantifying the risks arising from their business and for implementing appropriate policies, procedures and controls to manage those risks. They also ensure alignment with the Group Risk function.

An independent review of management performance is undertaken by our Group Assurance function. This function contains our portfolio risk review unit, which is responsible for reviewing credit quality and business risks, assessing credit management process quality, credit policy compliance, and adequacy of provisions. Internal audit is responsible for independently evaluating the adequacy and effectiveness of management's control of operational risk.

## **Categories of risk**

The key risks we are subject to are specific banking risks and risks arising from the general business environment. Our risk management framework encompasses credit, market, liquidity, equity, operational and compliance risk.

***Credit risk***

Refer to Note 31 to the financial statements for details of our credit risk management policies.

***Provisions for impairment charges***

For information on provisions for impairment charges refer to Critical accounting estimates in Note 1 to the financial statements.

***Foreign exchange and derivative credit risk management***

Refer to Note 31 to the financial statements for details of our foreign exchange and derivative credit risk management.

***Counterparty credit quality***

The table below shows the credit quality of our credit exposure associated with foreign exchange and derivative activities. The risk grades shown below are based on Standard & Poor's credit rating system. Based on these ratings, our exposure to investment grade counterparties is 98% as at 30 September 2007 (2006 98%).

| <b>Total assessed credit risk as at 30 September</b> | <b>2007</b> | <b>2006</b> |
|--|-------------|-------------|
|  | <b>%</b>    | <b>%</b>    |
| AAA, AA  | 67          | 56          |
| A  | 21          | 29          |
| BBB  | 10          | 13          |
| BB and below   | 2           | 2           |
| <b>Total</b>   | <b>100</b>  | <b>100</b>  |

***Counterparty credit risk by industry sector and country of ultimate risk***

The table below shows our current credit risk exposure (not including potential future credit risk) by industry sector and by country of ultimate risk.

| Current credit risk exposure (net) as at 30 September 2007(1) | Government<br>\$bn | Banks<br>\$bn | Non-bank<br>Financial<br>Institutions<br>\$bn | Others<br>\$bn | Total<br>\$bn |
|---|--------------------|---------------|---|----------------|---------------|
| Australia   | 0.4                | 2.0           | 1.5   | 0.5            | 4.4           |
| New Zealand   |                    |               |   | 1.3            | 1.3           |
| Europe  |                    | 3.8           | 0.3   | 0.1            | 4.2           |
| United States of America                                      |                    | 1.1           | 0.9   | 0.1            | 2.1           |
| Japan   |                    | 0.1           |   |                | 0.1           |
| Other   |                    | 0.3           | 0.1   | 0.4            | 0.8           |
| <b>Total</b>  | 0.4                | 7.3           | 2.8   | 2.4            | 12.9          |

---

(1) Netting has been applied to counterparties with appropriate netting agreements in legally enforceable jurisdictions.

*Credit risk maturity profile and settlement risk*

The table below shows the maturity profile of our foreign exchange and derivative credit risk exposure in gross replacement cost terms (i.e. not including potential future credit risk). The gross replacement cost overstates our credit risk exposure at 30 September 2007 as it ignores the netting benefit of \$11.4 billion.

| Gross replacement cost as at 30 September 2007 | Less Than 3 Months \$bn | Between 3 Months and 1 Year \$bn | Between 1 and 2 Years \$bn | Between 2 and 5 Years \$bn | Over 5 Years \$bn | Total \$bn |
|--|-------------------------|----------------------------------|----------------------------|----------------------------|-------------------|------------|
| <b>Interest rate</b>                           |                         |                                  |                            |                            |                   |            |
| Swaps  | 0.1                     | 0.4                              | 0.9                        | 2.4                        | 1.7               | 5.5        |
| Options  |                         |                                  |                            |                            |                   |            |
| Forwards and futures                           | 0.1                     |                                  |                            |                            |                   | 0.1        |
| <b>Foreign exchange</b>                        |                         |                                  |                            |                            |                   |            |
| Forwards                                       | 7.2                     | 1.6                              | 0.1                        | 0.1                        |                   | 9.0        |
| Swaps  | 1.1                     | 1.0                              | 1.4                        | 2.9                        | 1.5               | 7.9        |
| Purchased options                              | 0.2                     | 0.5                              |                            |                            |                   | 0.7        |
| <b>Commodities</b>                             |                         | 0.5                              | 0.5                        | 0.1                        |                   | 1.1        |
| <b>Equities and credit</b>                     |                         |                                  |                            |                            |                   |            |
| <b>Total derivatives</b>                       | 8.7                     | 4.0                              | 2.9                        | 5.5                        | 3.2               | 24.3       |

Settlement risk occurs when we pay out funds before we receive payment from the counterparty to the transaction. We manage our settlement risk exposures through specific customer limits. We use Continuous Linked Settlement (CLS) to reduce our foreign exchange settlement risk to other CLS participants. CLS enables members to settle foreign exchange transactions between themselves through the simultaneous payment of the currency legs of transactions.

*Cross-border outstandings*

Cross-border outstandings are loans, placements with banks, interest earning investments and monetary assets denominated in currencies other than the borrower's local currency. They are grouped on the basis of the country of domicile of the borrower or the ultimate guarantor of the risk. The table below excludes irrevocable letters of credit, amounts of which are immaterial. The relevant foreign denominated currencies have been converted at the closing spot exchange rate used in the financial statements.

Our cross-border outstandings to countries that individually represented in excess of 0.75% of Group total assets as at 30 September in each of the past three years, were as follows:

| (in \$millions unless otherwise indicated) | Governments and Official Institutions | Banks and Other Financial Institutions | Other (Primarily Commercial and Industrial) | Total | Percentage of Total Assets |
|--|---------------------------------------|--|---|-------|----------------------------|
| <b>2007</b>                                |                                       |  |   |       |                            |
| United States                              |                                       | 2,104                                  | 1,332                                       | 3,436 | 0.9%                       |



## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                |    |       |       |       |      |
|----------------|----|-------|-------|-------|------|
| Australia      | 10 | 1,040 | 2,763 | 3,813 | 1.0% |
| United Kingdom |    | 4,519 | 434   | 4,953 | 1.3% |
| Netherlands    |    | 5,873 | 76    | 5,949 | 1.6% |
| 2006           |    |       |       |       |      |
| United States  |    | 2,988 | 1,349 | 4,337 | 1.4% |
| Australia      |    | 659   | 2,776 | 3,435 | 1.1% |
| 2005           |    |       |       |       |      |
| United States  |    | 2,632 | 1,003 | 3,635 | 1.4% |
| Australia      | 11 | 1,297 | 1,649 | 2,957 | 1.1% |
| United Kingdom |    | 1,869 | 526   | 2,395 | 0.9% |

Impaired assets among the cross-border outstandings were \$28 million as at 30 September 2007 (2006 \$35 million, 2005 \$76 million).

### Market risk

Market risk is the potential for losses arising from adverse movements in the level and volatility of market factors such as foreign exchange rates, interest rates, commodity prices and equity prices.

The management of market risk arising from the Financial Markets trading books (the subject of the notes below) is segregated from the market risks arising from banking activities.

### Trading activities

Financial Market trading activities are controlled by a Board-approved market risk framework that incorporates Board-approved Value at Risk (VaR) limits. VaR is the primary mechanism for measuring and controlling market risk. Market risk is managed using VaR and structural risk limits (including volume limits and basis point value limits) in conjunction with scenario analysis and stress testing. Market risk limits are allocated to business management based on business strategies and experience, in addition to market liquidity and risk concentration analysis. A separate independent Market Risk Management unit is responsible for the daily measurement and monitoring of market risk exposures.

VaR is an estimate of the worst case loss in value of trading positions, to a 99% confidence level, assuming positions were held unchanged for one day. We use a historical simulation method to calculate VaR taking into account all material market variables. Actual outcomes are monitored and the model is back-tested daily.

The following table provides a summary of VaR, by risk type, for the six months ended 30 September 2007, 31 March 2007 and 30 September 2006.

#### Daily value at risk

| Six months ended       | 30 September 2007 |            |                | 31 March 2007 |            |                | 30 September 2006 |            |                |
|------------------------|-------------------|------------|----------------|---------------|------------|----------------|-------------------|------------|----------------|
|                        | High<br>\$m       | Low<br>\$m | Average<br>\$m | High<br>\$m   | Low<br>\$m | Average<br>\$m | High<br>\$m       | Low<br>\$m | Average<br>\$m |
| Interest rate risk     | 4.9               | 0.6        | 2.5            | 6.3           | 1.6        | 3.1            | 5.8               | 1.8        | 3.2            |
| Foreign exchange risk  | 7.2               | 2.0        | 3.5            | 3.4           | 0.1        | 1.2            | 3.2               | 0.1        | 1.3            |
| Equity                 | 3.5               | 0.7        | 1.8            | ~             | ~          | ~              | ~                 | ~          | ~              |
| Commodity(1)           | 5.0               | 1.1        | 3.1            | ~             | ~          | ~              | ~                 | ~          | ~              |
| Volatility risk        | ~                 | ~          | ~              | 1.8           | 0.6        | 1.1            | 1.5               | 0.4        | 0.8            |
| Other market risks(2)  | 2.4               | 0.7        | 1.0            | 4.1           | 0.6        | 1.8            | 3.3               | 1.8        | 2.3            |
| Diversification effect | n/a               | n/a        | (6.6)          | n/a           | n/a        | (2.5)          | n/a               | n/a        | (1.7)          |
| Net market risk        | 9.2               | 3.2        | 5.3            | 7.3           | 3.2        | 4.7            | 8.3               | 4.2        | 5.9            |

(1) Includes Electricity risk.

(2) Includes Commodity (including electricity), Equity, Capital Market underwriting, Prepayment and Issuer Specific risks for 30 September 2006 and 31 March 2007. Includes Prepayment and issues specific risk only for 30 September 2007 (Commodity and Equity risk separately disclosed).

~ Indicates change in format to align with regulatory risk classifications.

The chart below shows the aggregated daily value at risk arising in the trading books for the 12 months ended 30 September 2007.

\$ million

The Market Risk Management unit performs daily stress and regular scenario tests on the trading portfolios to quantify the impact of extreme or unexpected movements in market factors.

Daily value at risk position reports are produced by risk type, by product and by geographic region. These are supplemented by structural reporting, advice of profit and loss trigger levels and stress test escalation trigger points.

*Distribution of daily trading income*

The distribution of daily trading income for the year ended 30 September 2007 is shown in the following chart:

**Commodity trading including energy**

Commodity trading activity is part of our financial markets business. All trades are marked-to-market daily, using independently sourced or reviewed rates. Rates are compared to both AFMA published prices and brokers quotes. These rates are reviewed on a monthly basis by the Westpac Institutional Bank Revaluation Committee and on a random basis intra-month. These businesses are managed within market risk structural and VaR limits. Credit risk is controlled by pre settlement risk limits by counterparty.

Commodity trading activities in Australia are limited to electricity swaps, options, swaptions, Asian options, futures, Renewable Energy Contracts (RECS) and Settlement Residue Auctions (SRAs); trading on the European and US Markets has been limited to futures.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The total fair value of energy contracts outstanding as at 30 September 2007 was a net asset of \$371 million; at 30 September 2006 the outstanding contracts were a net liability of \$29 million.

4% of the outstanding fair value of contracts mature in less than one year and the remaining 96% have a maturity profile of between one and five years.

The total fair value of commodity contracts outstanding as at 30 September 2007 is a net asset of \$16 million; at 30 September 2006 the outstanding contracts were a net asset of \$16 million.

74% of the outstanding fair value of contracts mature in less than one year and the remaining 26% have a maturity profile of between one and five years.

### **Non-trading risk**

#### *Management of structural interest rate risk*

Refer to Note 31 to the financial statements.

#### *Structural foreign exchange risk*

Refer to Note 31 to the financial statements.

#### *Equity underwriting and warehousing risk*

As a financial intermediary we underwrite listed and unlisted equities.

Equity underwriting activities include the development of solutions for corporate and institutional customers who have a demand for equity capital and investor customers who have an appetite for equity based investment products.

Equity warehousing activities involve the acquisition of assets in anticipation of refinance through a combination of senior, mezzanine and capital market debt and listed, unlisted and privately placed equity. This varies from underwriting risk in that we will always be the principal owner of the asset for a predefined period during which we are required to structure and arrange the sell down.

To manage the risks associated with equity underwriting and warehousing, including sufficient investor demand, we have established policies that require business units to seek expressions of interest before transactions are undertaken.

Issues relating to conflicts of interest are managed via separation of duties and the establishment of Chinese Walls. All underwriting and warehousing decisions are made under the authorities approved by our Board and administered by the CRO.

***Operational risk***

Operational risk arises from inadequate or failed internal processes, people and systems or from external events. Operational risk has the potential to negatively impact our financial performance, or our reputation in the community or to cause other damage to our business as a result of the way we pursue business objectives.

Each business area is responsible for the identification, measurement, monitoring and mitigation of operational risk. The existence of a defined operational risk framework supports the management of operational risk in maximising our opportunities, meeting our compliance obligations, and protecting ourselves from loss.

On a periodic basis, management of each of our business areas formally report on the effectiveness of their management of operational risk (key matters are reported on a quarterly basis). This process is supported by active input from key corporate centre functions such as legal, finance, human resources, risk management, operational risk and compliance and internal audit. The results of this process are reported quarterly to Business Unit and Group Operational Risk and Compliance Management Committees and the Board Risk Management Committee and annually by way of certification to the Australian Prudential Regulation Authority.

Some of the key management and control techniques include segregation of duties, clear delegation of authority, sound project management, change control disciplines and business continuity planning. Where appropriate this is supported by risk transfer mechanisms such as insurance and regular risk and control assessments across the enterprise. Our control environment is enhanced by a focus on staff competency and supervision.

Our internal audit function independently appraises the adequacy and effectiveness of the internal control environment and reports its results separately to our CEO and our Board Risk Management Committee.

***Liquidity risk***

Liquidity risk is the potential inability to meet our payment obligations. Management of liquidity is the responsibility of the Group Treasurer, who reports to the CFO. Group Treasury is responsible for monitoring our funding base and ensuring that this base is prudently maintained and adequately diversified. For further information refer to [Liquidity and funding](#) .

***Compliance risk***

Compliance risk is the risk of failing to comply with all applicable legal and regulatory requirements and industry codes of practice and to meet our ethical standards.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Our compliance program forms part of a broader integrated risk management framework and is driven by high standards of principle and practice that apply to all management and staff. A key principle is that compliance is about not only complying with the letter of the law, but also embracing the spirit of the regulatory standards that apply.

At Westpac, we assess the impact of changes in the regulatory environment on a continuous basis. We implement compliance requirements by changing the way our staff conduct themselves and the way in which our systems and processes are designed and operate.

The key components of the compliance framework are: the governance environment (including oversight, culture and accountabilities); identification of risks and controls (through monitoring and communicating regulatory and business developments, and documenting requirements in compliance plans); internal monitoring and reporting activities (such as breach escalation, management and remediation processes); and compliance controls (policies, procedures, training and documentation).

Primary responsibility for the implementation of compliance requirements resides with line management, who are required to demonstrate that they have effective processes in place. Further, each staff member owns compliance within their sphere of influence and activity.

Within each major business area there is a dedicated compliance function designed to guide compliance within that business. Group management oversight is provided by the Group Operational Risk and Compliance Committee, which establishes the compliance framework and policies, and oversees compliance effectiveness across the group. There is also a group compliance function, led by the Chief Operational Risk and Compliance Officer, providing independent oversight of compliance through accountability to the relevant Board Committee.

Our regulatory compliance responsibilities continue to increase. The most significant change we are currently preparing for is the progressive commencement of Australian anti-money laundering and counter terrorism legislation. Financial services reform continues to be an ongoing source of regulatory change. We also expect changes to continue in the area of privacy law. This year has seen the introduction of a national Do Not Call Register, and we expect other regulatory changes to result from the current review of the Privacy Act by the Australian Law Reform Commission.

### *US Sarbanes-Oxley Act*

The US Congress passed the Public Company Accounting Reform and Investor Protection Act in July 2002, which is commonly known as the Sarbanes Oxley Act 2002 (SOX). SOX is a wide ranging piece of US legislation concerned largely with financial reporting and corporate governance. We are obligated to comply with SOX by virtue of being a foreign registrant with the SEC and we have established procedures designed to ensure compliance with all applicable requirements of SOX.

### *Disclosure controls and procedures*

Our management, with the participation of our CEO and CFO, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the US Securities Exchange Act of 1934) as of 30 September 2007.



## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Based upon this evaluation, our CEO and CFO have concluded that the design and operation of our disclosure controls and procedures were effective as of 30 September 2007.

### *Internal control over financial reporting*

Rule 13a-15(a) under the US Securities Exchange Act of 1934 requires us to maintain an effective system of internal control over financial reporting. Please refer to the sections headed Management's report on internal control over financial reporting and Report of independent registered public accounting firm for those reports.

### *Changes in our internal control over financial reporting*

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the US Securities Exchange Act of 1934) for the year ended 30 September 2007 that has been identified that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Additional financial information**

(Prepared in accordance with AGAAP)

Selected consolidated financial and operating data

Under applicable US disclosure requirements, we are required to include in this Annual Report certain financial and operating data covering a period of five years. Due to the transition to A-IFRS, such information is available prepared in accordance with A-IFRS only for the financial years ended 30 September 2007, 2006 and 2005. Accordingly, we have displayed below the required data as of and for the financial years ended 30 September 2005, 2004 and 2003, derived from our previously published financial statements prepared in accordance with AGAAP. The financial statements for 2005, 2004 and 2003 were reported on by independent auditors PricewaterhouseCoopers.

Because the financial and operating data set forth below is derived from our previously published financial statements prepared in accordance with AGAAP, it is not comparable to such data derived from our financial statements prepared in accordance with A-IFRS. For a more complete understanding of the financial and operating data derived from our financial statements prepared in accordance with AGAAP, see our Annual Report on Form 20-F for the financial year ended 30 September 2005, the following portions of which are incorporated into this Annual Report by reference: the information under the caption "Operating and financial review and prospects" on pages 18 to 41 and our audited consolidated financial statements (and accompanying notes) as of and for the financial years ended 30 September 2005, 2004 and 2003. A copy of our Annual Report for the financial year ended 30 September 2005 is available on our web site at

[www.westpac.com.au](http://www.westpac.com.au) or on the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). We encourage you to refer to such information in connection with your review of the AGAAP financial information presented below.

**Consolidated statement of financial performance**

(in \$millions unless otherwise stated)

|  | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
|--|-------------|-------------|-------------|
| <b>Amounts in accordance with AGAAP</b>                          |             |             |             |
| Interest income  | 15,113      | 12,939      | 10,885      |
| Interest expense   | (9,868)     | (8,184)     | (6,559)     |
| Net interest income  | 5,245       | 4,755       | 4,326       |
| Non-interest income  | 3,560       | 3,255       | 3,004       |
| Net operating income   | 8,805       | 8,010       | 7,330       |
| Operating expenses   | (4,105)     | (3,940)     | (3,763)     |
| Amortisation of goodwill   | (168)       | (164)       | (163)       |
| Bad and doubtful debts   | (382)       | (414)       | (485)       |
| <b>Profit from ordinary activities before income tax expense</b> | 4,150       | 3,492       | 2,919       |
| Income tax expense   | (1,222)     | (913)       | (728)       |
| <b>Net profit</b>  | 2,928       | 2,579       | 2,191       |
| Net profit attributable to outside equity interests:             |             |             |             |
| Managed investment schemes                                       | (90)        | (30)        |             |
| Other  | (20)        | (10)        | (8)         |
| <b>Net profit attributable to equity holders</b>                 | 2,818       | 2,539       | 2,183       |
| Weighted average number of ordinary shares (millions)(1)         | 1,851       | 1,846       | 1,824       |
| Basic earnings per ordinary share (cents)(1)                     | 144.8       | 129.2       | 115.6       |
| Dividends per ordinary share (cents)                             | 100         | 86          | 78          |
| Distributions on other equity instruments                        | 137         | 154         | 75          |

|  |      |      |      |
|--|------|------|------|
| Dividend payout ratio (%) <sup>(2)</sup> | 69.0 | 66.6 | 67.5 |
|--|------|------|------|

---

Refer to page 95 for footnote explanations.

**Differences between Australian and US Generally Accepted Accounting Principles (GAAP) results**

The consolidated financial statements for each of the years ended 30 September 2005, 2004 and 2003 were prepared in accordance with AGAAP. These accounting principles and policies differ in some material respects from US GAAP. A reconciliation of net income, total assets, total liabilities and equity under US GAAP is included in Note 45 to the 2005 financial statements.

Consolidated net income under US GAAP for the year ended 30 September 2005 was A\$2,813 million (2004 A\$2,772 million; 2003 A\$1,984). The significant adjustments between AGAAP and US GAAP results primarily relate to premises and sites, superannuation expenses, a one-off change in estimate to the allowance for impairment charges, hedging, debt instruments and effective yield adjustments.

**Consolidated statement of financial position data**

| (in \$millions unless otherwise stated)                      | Year Ended 30 September |             |             |
|--|-------------------------|-------------|-------------|
|  | 2005<br>A\$             | 2004<br>A\$ | 2003<br>A\$ |
| <b>Amounts in accordance with AGAAP</b>                      |                         |             |             |
| <b>Year end balances</b>                                     |                         |             |             |
| Cash and balances with central banks                         | 1,844                   | 1,800       | 1,786       |
| Due from other financial institutions                        | 10,896                  | 9,538       | 6,035       |
| Trading and investment securities                            | 11,827                  | 13,412      | 12,449      |
| Loans  | 195,589                 | 182,471     | 160,473     |
| Acceptances of customers                                     | 4,864                   | 5,534       | 3,788       |
| Deposits and public borrowings(3)                            | 149,454                 | 146,533     | 129,071     |
| Due to other financial institutions                          | 10,654                  | 7,071       | 3,831       |
| Total assets   | 259,753                 | 245,079     | 221,339     |
| Total liabilities excluding loan capital                     | 238,327                 | 224,331     | 202,799     |
| Total loan capital   | 4,214                   | 4,431       | 4,544       |
| Net assets   | 17,212                  | 16,317      | 13,996      |
| Ordinary equity (4),(5),(6)                                  | 13,892                  | 12,416      | 11,713      |
| Trust Originated Preferred Securities (TOPrS <sup>SM</sup> ) |                         |             | 465         |
| Fixed Interest Resetable Trust Securities (FIRsTS)           | 655                     | 655         | 655         |
| Trust Preferred Securities (2003 TPS)                        | 1,132                   | 1,132       | 1,132       |
| Trust Preferred Securities (2004 TPS)                        | 685                     | 685         |             |
| Outside equity interests                                     | 848                     | 1,429       | 31          |
| <b>Average balances</b>                                      |                         |             |             |
| Total assets   | 254,355                 | 237,036     | 210,377     |
| Loans  | 188,073                 | 170,863     | 149,896     |
| Acceptances of customers                                     | 5,235                   | 4,502       | 4,402       |
| Total equity(4)  | 15,440                  | 14,421      | 12,097      |
| Ordinary equity (4),(5),(6)                                  | 12,968                  | 11,979      | 10,972      |
| Trust Originated Preferred Securities (TOPrS)                |                         | 320         | 465         |
| Fixed Interest Resetable Trust Securities (FIRsTS)           | 655                     | 655         | 511         |
| Trust Preferred Securities (2003 TPS)                        | 1,132                   | 1,132       | 149         |
| Trust Preferred Securities (2004 TPS)                        | 685                     | 335         |             |
| Outside equity interests                                     | 1,040                   | 1,406       | 21          |

---

Refer to page 95 for footnote explanations.

**Summary of consolidated ratios**

| (in \$millions unless otherwise stated)                      | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
|--|-------------|-------------|-------------|
| <b>Ratios in accordance with AGAAP</b>                       |             |             |             |
| <b>Profitability ratios (%)</b>                              |             |             |             |
| Net interest margin(7)                                       | 2.50        | 2.53        | 2.62        |
| Return on average assets(8)                                  | 1.11        | 1.07        | 1.04        |
| Return on average ordinary equity(4)                         | 20.7        | 19.9        | 19.2        |
| Return on average total equity(10)                           | 18.3        | 17.6        | 18.0        |
| <b>Capital ratio (%)</b>                                     |             |             |             |
| Average total equity to average total assets                 | 6.1         | 6.1         | 5.8         |
| Total capital ratio(11)                                      | 9.7         | 9.7         | 10.5        |
| <b>Earnings ratios</b>                                       |             |             |             |
| Basic earnings per ordinary share (cents)(1)                 | 144.8       | 129.2       | 115.6       |
| Fully diluted earnings per ordinary share (cents)(12)        | 143.3       | 127.7       | 115.3       |
| Dividends per ordinary share (cents)                         | 100         | 86          | 78          |
| Dividend payout ratio (%) (2)                                | 69.0        | 66.6        | 67.5        |
| <b>Credit quality ratios</b>                                 |             |             |             |
| Bad debt write-offs (net of recoveries)                      | 331         | 251         | 336         |
| Bad debt write-offs (net of recoveries) to average loans (%) | 0.18        | 0.15        | 0.22        |

(1) Based on the weighted average number of fully paid ordinary shares outstanding, including 41 million New Zealand Class shares in 2005 (2004 53 million; 2003 \$54 million), and after deducting distributions on other equity instruments of \$137 million in 2005 (2004 \$154 million; 2003 \$75 million).

(2) Calculated by dividing the dividends per ordinary share by the basic earnings per ordinary share.

(3) Public borrowings balances were only held until 2002. They related to Australian Guarantee Corporation Limited and Augusta (1962) Limited (formerly Australian Guarantee Corporation (NZ) Limited).

(4) Includes total parent entity interest and New Zealand Class shares. Excludes outside equity interests (minority interest).

(5) Excludes TOPrS, FIRsTS, 2003 TPS and 2004 TPS.

(6) New Zealand Class shares were on issue until 11 July 2005. On this date they were fully exchanged for ordinary shares.

(7) Calculated by dividing net interest income (including tax equivalent gross up) by average interest earning assets.

(8) Calculated by dividing net profit attributable to our equity holders by average total assets.

(9) Calculated by dividing net profit attributable to our equity holders less distributions on other equity instruments by average ordinary equity.

(10) Calculated by dividing net profit attributable to our equity holders by average total equity.

(11) For details on the calculation of this ratio refer to previously published financial statements.

(12) Based on basic earnings per share, with the weighted average number of fully paid ordinary shares outstanding adjusted for the conversion of dilutive potential ordinary shares, issued for no consideration, and after adjusting earnings for distributions on dilutive potential ordinary shares.

**Computation of ordinary earnings per share**

(in \$millions unless otherwise stated)

|  | 2005<br>A\$ | 2004<br>A\$ | 2003<br>A\$ |
|--|-------------|-------------|-------------|
| <b>AGAAP</b>   |             |             |             |
| Net income after deducting distributions on other equity instruments | 2,681       | 2,385       | 2,108       |
| Weighted average number of ordinary shares (millions)                | 1,851       | 1,846       | 1,824       |
| Basic earnings per ordinary share (cents)                            | 144.8       | 129         | 116         |
| Distributions on other equity instruments                            | 137         | 154         | 75          |

## Loans

|  | 2005<br>\$m    | Consolidated AGAAP<br>2004<br>\$m | 2003<br>\$m    |
|--|----------------|-----------------------------------|----------------|
| <b>Loans by type of customer</b>               |                |                                   |                |
| <b>Australia</b>                               |                |                                   |                |
| Government and other public authorities        | 223            | 167                               | 119            |
| Agriculture, forestry and fishing(1)           | 2,210          | 1,707                             | 1,614          |
| Commercial and financial(2)                    | 32,994         | 28,675                            | 22,795         |
| Real estate - construction                     | 2,487          | 1,348                             | 1,054          |
| Real estate - mortgage(1)                      | 82,182         | 77,176                            | 69,668         |
| Instalment loans and other personal lending(1) | 25,404         | 25,341                            | 21,626         |
|  | 145,500        | 134,414                           | 116,876        |
| Lease financing                                | 4,201          | 4,133                             | 3,274          |
| Own acceptances discounted                     | 11,303         | 10,172                            | 10,792         |
| <b>Total Australia</b>                         | <b>161,004</b> | <b>148,719</b>                    | <b>130,942</b> |
| <b>Overseas</b>                                |                |                                   |                |
| Government and other public authorities        | 446            | 138                               | 548            |
| Agriculture, forestry and fishing(1)           | 2,908          | 2,177                             | 2,073          |
| Commercial and financial                       | 10,561         | 13,482                            | 11,675         |
| Real estate - construction                     | 457            | 245                               | 284            |
| Real estate - mortgage(1)                      | 19,875         | 17,963                            | 14,245         |
| Instalment loans and other personal lending(1) | 2,053          | 1,419                             | 2,185          |
|  | 36,300         | 35,424                            | 31,010         |
| Lease financing                                | 14             | 52                                | 75             |
| <b>Total overseas</b>                          | <b>36,314</b>  | <b>35,476</b>                     | <b>31,085</b>  |
| <b>Total loans (net of unearned income)</b>    | <b>197,318</b> | <b>184,195</b>                    | <b>162,027</b> |
| Provisions for bad and doubtful debts          | (1,729)        | (1,724)                           | (1,554)        |
| <b>Total net loans</b>                         | <b>195,589</b> | <b>182,471</b>                    | <b>160,473</b> |

(1) Real estate mortgage loans and instalment loans and other personal lending as at 30 September 2005 included a total of \$1.9 billion of personal lending to the agricultural sector (2004 \$1.8 billion, 2003 \$1.6 billion). In addition, \$1.6 billion of finance had been provided to the agricultural sector (2004 \$1.6 billion, 2003 \$1.3 billion) in the form of acceptances which are excluded from the above table.

(2) Some lending in the commercial and financial sectors in Australia is for the purpose of the financing of construction of real estate and land development projects which cannot be separately identified from other lending to these borrowers, given their conglomerate structure and activities. In these circumstances, the loans have been included in the commercial and financial category.

## Provisions for bad and doubtful debts

|  | 2005         | Consolidated AGAAP | 2003         |
|--|--------------|--------------------|--------------|
|  | \$m          | 2004               | \$m          |
|  |              | \$m                | \$m          |
| <b>General provision</b>   |              |                    |              |
| Balance at beginning of year                                     | 1,487        | 1,393              | 1,162        |
| Charge to net profit(1)  | 382          | 414                | 485          |
| Transfer to specific provisions                                  | (70)         | (131)              | (53)         |
| Recoveries of debts previously written off                       | 86           | 73                 | 74           |
| Write-offs   | (307)        | (274)              | (275)        |
| Provisions of controlled entities/businesses (disposed)/acquired |              |                    |              |
| Exchange rate and other adjustments                              | (48)         | 12                 |              |
| <b>Balance at year end(2)</b>                                    | <b>1,530</b> | <b>1,487</b>       | <b>1,393</b> |
| <b>Specific provisions</b>                                       |              |                    |              |
| Balance at beginning of year                                     | 237          | 161                | 272          |
| Transfer from/(to) general provision:                            |              |                    |              |
| New specific provisions  | 170          | 174                | 136          |
| Specific provisions no longer required                           | (100)        | (43)               | (83)         |
|  | 70           | 131                | 53           |
| Write-offs   | (110)        | (50)               | (135)        |
| Provisions of controlled entities/businesses (disposed)/acquired |              |                    |              |
| Exchange rate and other adjustments                              | 2            | (5)                | (29)         |
| <b>Balance at year end</b>                                       | <b>199</b>   | <b>237</b>         | <b>161</b>   |
| <b>Total provisions for bad and doubtful debts</b>               | <b>1,729</b> | <b>1,724</b>       | <b>1,554</b> |

(1) The 2005 charge to net profit of \$382 million represented an 8% decrease over the 2004 charge of \$414 million and was down 21% from 2003. The coverage ratio of total provisions (specific and general) to total impaired assets at 30 September 2005 increased to 354% from 253% as at 30 September 2004 and 254% as at 30 September 2003.

(2) This included a provision for off-balance sheet credit related commitments for the Group \$179 million (2004 \$201 million; 2003 \$219 million).

|  | 2005       |            | Consolidated AGAAP |             | 2003      |            |
|--|------------|------------|--------------------|-------------|-----------|------------|
|  | \$m        | %          | 2004               | %           | \$m       | %          |
|  |            |            | \$m                |             |           |            |
| <b>Specific provisions by type of customer</b> |            |            |                    |             |           |            |
| <b>Australia</b>                               |            |            |                    |             |           |            |
| Agriculture, forestry and fishing              | 2          | 0.1        | 5                  | 0.3         | 3         | 0.2        |
| Commercial and financial                       | 134        | 7.7        | 164                | 9.5         | 67        | 4.3        |
| Real estate - construction                     | 1          | 0.1        | 4                  | 0.2         |           |            |
| Real estate - mortgage                         | 5          | 0.3        | 2                  | 0.1         | 2         | 0.1        |
| Instalment loans and other personal lending    | 16         | 0.9        | 8                  | 0.5         | 5         | 0.3        |
| <b>Total Australia</b>                         | <b>158</b> | <b>9.1</b> | <b>183</b>         | <b>10.6</b> | <b>77</b> | <b>4.9</b> |
| <b>New Zealand</b>                             |            |            |                    |             |           |            |
| Agriculture, forestry and fishing              | 1          | 0.1        | 2                  | 0.1         | 1         | 0.1        |
| Commercial and financial                       | 8          | 0.5        | 3                  | 0.2         | 2         | 0.1        |
| Real estate - mortgage                         | 5          | 0.3        |                    |             | 1         | 0.1        |
| Instalment loans and other personal lending    | 4          | 0.2        | 2                  | 0.1         | 3         | 0.2        |



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   |       |       |       |       |       |       |
|---|-------|-------|-------|-------|-------|-------|
| <b>Total New Zealand</b>                    | 18    | 1.1   | 7     | 0.4   | 7     | 0.5   |
| <b>Other overseas</b>                       |       |       |       |       |       |       |
| Agriculture, forestry and fishing           |       |       | 1     | 0.1   | 1     | 0.1   |
| Commercial and financial                    | 22    | 1.2   | 43    | 2.5   | 74    | 4.8   |
| Real estate - mortgage                      |       |       |       |       |       |       |
| Instalment loans and other personal lending | 1     | 0.1   | 3     | 0.1   | 2     | 0.1   |
| <b>Total other overseas</b>                 | 23    | 1.3   | 47    | 2.7   | 77    | 5.0   |
| <b>Total overseas</b>                       | 41    | 2.4   | 54    | 3.1   | 84    | 5.5   |
| <b>Total specific provisions</b>            | 199   | 11.5  | 237   | 13.7  | 161   | 10.4  |
| <b>Total general provision</b>              | 1,530 | 88.5  | 1,487 | 86.3  | 1,393 | 89.6  |
| <b>Total provisions</b>                     | 1,729 | 100.0 | 1,724 | 100.0 | 1,554 | 100.0 |

The following tables show the movements in the balance of provisions for bad and doubtful debts, details of loans written off and recoveries of loans written off by customer and geographic category for 2005, 2004 and 2003:

|   | 2005<br>\$m  | Consolidated AGAAP<br>2004<br>\$m | 2003<br>\$m  |
|---|--------------|-----------------------------------|--------------|
| <b>Balance of provisions for bad and doubtful debts</b>             |              |                                   |              |
| Balance at beginning of year  | 1,724        | 1,554                             | 1,434        |
| Net write-offs and recoveries                                       | (331)        | (251)                             | (336)        |
| Charge to operating profit  | 382          | 414                               | 485          |
| Provisions of controlled entities/businesses (disposed)/acquired    |              |                                   |              |
| Exchange rate and other adjustments                                 | (46)         | 7                                 | (29)         |
| <b>Balance of provisions for bad and doubtful debts at year end</b> | <b>1,729</b> | <b>1,724</b>                      | <b>1,554</b> |
| <b>Write-offs and recoveries</b>                                    |              |                                   |              |
| <b>Write-offs</b>   |              |                                   |              |
| <b>Australia</b>  |              |                                   |              |
| Agriculture, forestry and fishing                                   | (4)          | (2)                               | (2)          |
| Commercial and financial(1)   | (113)        | (35)                              | (89)         |
| Real estate - construction  | (4)          | (2)                               | (1)          |
| Real estate - mortgage  | (3)          | (4)                               | (7)          |
| Instalment loans and other personal lending                         | (251)        | (212)                             | (208)        |
| <b>Total Australia</b>  | <b>(375)</b> | <b>(255)</b>                      | <b>(307)</b> |
| <b>New Zealand</b>  |              |                                   |              |
| Agriculture, forestry and fishing                                   |              | (4)                               |              |
| Commercial and financial(1)   |              | (2)                               | (4)          |
| Real estate - construction  | (2)          |                                   |              |
| Real estate - mortgage  |              | (2)                               |              |
| Instalment loans and other personal lending                         | (30)         | (29)                              | (42)         |
| <b>Total New Zealand</b>  | <b>(32)</b>  | <b>(37)</b>                       | <b>(46)</b>  |
| <b>Total other overseas</b>   | <b>(10)</b>  | <b>(32)</b>                       | <b>(57)</b>  |
| <b>Total write-offs</b>   | <b>(417)</b> | <b>(324)</b>                      | <b>(410)</b> |
| <b>Recoveries</b>   |              |                                   |              |
| <b>Australia</b>  |              |                                   |              |
| Commercial and financial(1)   | 11           | 8                                 | 2            |
| Real estate - mortgage  |              |                                   | 2            |
| Instalment loans and other personal lending                         | 59           | 46                                | 48           |
| <b>Australia</b>  | <b>70</b>    | <b>54</b>                         | <b>52</b>    |
| <b>New Zealand</b>  | <b>14</b>    | <b>15</b>                         | <b>22</b>    |
| <b>Other overseas</b>   | <b>2</b>     | <b>4</b>                          |              |
| <b>Total recoveries</b>   | <b>86</b>    | <b>73</b>                         | <b>74</b>    |
| <b>Net write-offs and recoveries</b>                                | <b>(331)</b> | <b>(251)</b>                      | <b>(336)</b> |

(1) Lease finance write-offs and recoveries, which are not significant, were included in the commercial and financial category.

**Impaired assets**

|   | 2005<br>\$m | Consolidated AGAAP<br>2004<br>\$m | 2003<br>\$m |
|---|-------------|-----------------------------------|-------------|
| <b>Australia</b>  |             |                                   |             |
| Non-accrual assets:   |             |                                   |             |
| Gross   | 287         | 314                               | 320         |
| Specific provisions   | (151)       | (150)                             | (76)        |
| Net   | 136         | 164                               | 244         |
| Restructured loans:   |             |                                   |             |
| Gross   | 24          | 62                                | 3           |
| Specific provisions   | (7)         | (33)                              | (1)         |
| Net   | 17          | 29                                | 2           |
| <b>Net Australian impaired assets</b>   | <b>153</b>  | <b>193</b>                        | <b>246</b>  |
| <b>New Zealand</b>  |             |                                   |             |
| Non-accrual assets:   |             |                                   |             |
| Gross   | 73          | 55                                | 63          |
| Specific provisions   | (18)        | (7)                               | (7)         |
| Net   | 55          | 48                                | 56          |
| Restructured loans:   |             |                                   |             |
| Gross   |             |                                   |             |
| Specific provisions   |             |                                   |             |
| Net   |             |                                   |             |
| <b>Net New Zealand impaired assets</b>  | <b>55</b>   | <b>48</b>                         | <b>56</b>   |
| <b>Other overseas</b>   |             |                                   |             |
| Non-accrual assets:   |             |                                   |             |
| Gross   | 61          | 141                               | 214         |
| Specific provisions   | (20)        | (37)                              | (76)        |
| Net   | 41          | 104                               | 138         |
| Restructured loans:   |             |                                   |             |
| Gross   | 44          | 109                               | 12          |
| Specific provisions   | (3)         | (10)                              | (1)         |
| Net   | 41          | 99                                | 11          |
| <b>Net other overseas impaired assets</b>   | <b>82</b>   | <b>203</b>                        | <b>149</b>  |
| <b>Total net impaired assets(1)</b>   | <b>290</b>  | <b>444</b>                        | <b>451</b>  |
| <b>Accruing items past due 90 days (with adequate security):</b>  |             |                                   |             |
| Australia   | 240         | 213                               | 139         |
| New Zealand   | 34          | 29                                | 171         |
| Other overseas  | 7           | 30                                | 29          |
| <b>Total</b>  | <b>281</b>  | <b>272</b>                        | <b>339</b>  |
| <b>Interest received for the year on the above non-accrual and restructured assets was:</b>             |             |                                   |             |
| Australia   | 6           | 3                                 | 5           |
| New Zealand   | 3           | 3                                 | 2           |
| Other overseas  | 4           | 7                                 | 8           |
| <b>Total</b>  | <b>13</b>   | <b>13</b>                         | <b>15</b>   |
| <b>Interest forgone for the year on the above non-accrual and restructured assets was estimated at:</b> |             |                                   |             |
| Australia   | 14          | 19                                | 30          |
| New Zealand   | 1           | 1                                 | 2           |
| Other overseas  | 3           | 6                                 | 7           |
| <b>Total</b>  | <b>18</b>   | <b>26</b>                         | <b>39</b>   |

(1) This includes impaired items in respect of derivative financial instruments and unrecognised contingent commitments of \$23 million as at 30 September 2005 (2004 \$81 million, 2003 \$31 million.)

## Investment securities

|                                    | Consolidated AGAAP |                     |                   |                     |
|------------------------------------|--------------------|---------------------|-------------------|---------------------|
|                                    | 2005               |                     | 2004              |                     |
|                                    | Book Value<br>\$m  | Market Value<br>\$m | Book Value<br>\$m | Market Value<br>\$m |
| <b>Listed securities</b>           |                    |                     |                   |                     |
| Australian debt securities         | 2                  | 2                   | 2                 | 2                   |
| Overseas public securities         | 14                 | 14                  | 13                | 13                  |
| Overseas debt securities           | 97                 | 92                  | 385               | 384                 |
| <b>Total listed securities</b>     | <b>113</b>         | <b>108</b>          | <b>400</b>        | <b>399</b>          |
| <b>Unlisted securities</b>         |                    |                     |                   |                     |
| Australian debt securities:        |                    |                     |                   |                     |
| Mortgage backed securities         | 333                | 334                 | 590               | 590                 |
| Other debt securities              | 116                | 117                 | 234               | 236                 |
| Overseas public securities         | 122                | 122                 | 96                | 94                  |
| Overseas debt securities           | 1,744              | 1,905               | 2,394             | 2,527               |
| <b>Total unlisted securities</b>   | <b>2,315</b>       | <b>2,478</b>        | <b>3,314</b>      | <b>3,447</b>        |
| <b>Total investment securities</b> | <b>2,428</b>       | <b>2,586</b>        | <b>3,714</b>      | <b>3,846</b>        |

Other than securities issued by the Australian Commonwealth or State Governments, the Group held no trading and investment securities of a single issuer, the book value of which, in aggregate, exceeded 10% of total equity as at 30 September 2005 (2004 nil).

The following table shows the maturities of the Group's investment securities and the weighted average carrying yield for each range of investment securities as at 30 September 2005 and 2004. There were no tax-exempt securities.

|                                       | Less Than 1 Year |            | Between 1 and 5 Years |            | Between 5 and 10 Years |            | Over 10 Years |             | Total        | Weighted Average Rate |
|---------------------------------------|------------------|------------|-----------------------|------------|------------------------|------------|---------------|-------------|--------------|-----------------------|
|                                       | \$m              | %          | \$m                   | %          | \$m                    | %          | \$m           | %           |              |                       |
| <b>2005 Book value</b>                |                  |            |                       |            |                        |            |               |             |              |                       |
| Australian debt securities:           |                  |            |                       |            |                        |            |               |             |              |                       |
| Mortgage backed securities            | 55               | 6.6        | 278                   | 6.0        |                        |            |               |             | 333          | 6.2                   |
| Other debt securities                 |                  |            | 118                   | 6.6        |                        |            |               |             | 118          | 6.6                   |
| Overseas public securities            | 136              | 5.4        |                       |            |                        |            |               |             | 136          | 5.4                   |
| Overseas debt securities              | 87               | 5.2        | 1,743                 | 6.4        |                        |            | 11            | 10.5        | 1,841        | 6.2                   |
| <b>Total book value by maturity</b>   | <b>278</b>       | <b>5.5</b> | <b>2,139</b>          | <b>6.3</b> |                        |            | <b>11</b>     | <b>10.5</b> | <b>2,428</b> | <b>6.2</b>            |
| <b>Total market value by maturity</b> | <b>271</b>       |            | <b>2,307</b>          |            |                        |            | <b>8</b>      |             | <b>2,586</b> |                       |
| <b>2004 Book value</b>                |                  |            |                       |            |                        |            |               |             |              |                       |
| Australian debt securities:           |                  |            |                       |            |                        |            |               |             |              |                       |
| Mortgage backed securities            | 144              | 5.6        | 446                   | 5.7        |                        |            |               |             | 590          | 5.7                   |
| Other debt securities                 | 59               | 5.5        | 177                   | 5.4        |                        |            |               |             | 236          | 5.4                   |
| Overseas public securities            | 106              | 9.0        | 3                     | 3.4        |                        |            |               |             | 109          | 9.0                   |
| Overseas debt securities              | 440              | 2.2        | 2,228                 | 6.1        | 102                    | 3.4        | 9             | 3.5         | 2,779        | 5.4                   |
| <b>Total book value by maturity</b>   | <b>749</b>       | <b>4.3</b> | <b>2,854</b>          | <b>6.0</b> | <b>102</b>             | <b>3.4</b> | <b>9</b>      | <b>3.5</b>  | <b>3,714</b> | <b>5.6</b>            |
| <b>Total market value by maturity</b> | <b>745</b>       |            | <b>2,990</b>          |            | <b>102</b>             |            | <b>9</b>      |             | <b>3,846</b> |                       |



Financial report for the year ended 30 September 2007

**Annual financial report 2007**

**Financial statements**

**Income statements**

**Balance sheets**

**Statements of recognised income and expense**

**Cash flow statements**

**Notes to the financial statements**

|                |  |
|----------------|--|
| <b>Note 1</b>  | Summary of significant accounting policies                                   |
| <b>Note 2</b>  | Net interest income  |
| <b>Note 3</b>  | Non-interest income  |
| <b>Note 4</b>  | Operating expenses   |
| <b>Note 5</b>  | Income tax   |
| <b>Note 6</b>  | Dividends  |
| <b>Note 7</b>  | Earnings per share   |
| <b>Note 8</b>  | Due from other financial institutions  |
| <b>Note 9</b>  | Trading securities and other financial assets designated at fair value       |
| <b>Note 10</b> | Available-for-sale securities  |
| <b>Note 11</b> | Loans  |
| <b>Note 12</b> | Provisions for impairment charges  |
| <b>Note 13</b> | Non-performing loans   |
| <b>Note 14</b> | Goodwill and other intangible assets   |
| <b>Note 15</b> | Property, plant and equipment  |
| <b>Note 16</b> | Deferred tax assets  |
| <b>Note 17</b> | Other assets   |
| <b>Note 18</b> | Due to other financial institutions  |
| <b>Note 19</b> | Deposits   |
| <b>Note 20</b> | Trading liabilities and other financial liabilities designated at fair value |
| <b>Note 21</b> | Deferred tax liabilities   |
| <b>Note 22</b> | Provisions   |
| <b>Note 23</b> | Other liabilities  |
| <b>Note 24</b> | Debt issues and loan capital   |
| <b>Note 25</b> | Shareholder equity and minority interests                                    |
| <b>Note 26</b> | Detail of changes in shareholders' equity                                    |
| <b>Note 27</b> | Share-based payments   |
| <b>Note 28</b> | Capital adequacy   |
| <b>Note 29</b> | Maturity analysis  |
| <b>Note 30</b> | Average balances and related interest  |
| <b>Note 31</b> | Financial risk management  |
| <b>Note 32</b> | Credit risk  |
| <b>Note 33</b> | Derivative financial instruments   |
| <b>Note 34</b> | Interest rate risk   |
| <b>Note 35</b> | Fair values of financial assets and liabilities                              |
| <b>Note 36</b> | Group segment information  |
| <b>Note 37</b> | Auditors' remuneration   |
| <b>Note 38</b> | Expenditure commitments  |
| <b>Note 39</b> | Superannuation commitments   |
| <b>Note 40</b> | Contingent liabilities, contingent assets and credit commitments             |
| <b>Note 41</b> | Trust activities   |
| <b>Note 42</b> | Group entities   |
| <b>Note 43</b> | Other group investments  |
| <b>Note 44</b> | Related party disclosures  |
| <b>Note 45</b> | Director and other key management personnel disclosures                      |
| <b>Note 46</b> | Notes to the cash flow statements  |
| <b>Note 47</b> | Explanation of transition to A-IFRS  |



**Note 48**

Events subsequent to balance date

**Note 49**

Reconciliation with US Generally Accepted Accounting Principles

**Statutory statements**

**Directors declaration**

**Managements report on the internal control over financial reporting**

**Independent audit report to the members of Westpac Banking Corporation**

**Report of independent registered public accounting firm**

**Financial statements****Income statements for the years ended 30 September**

Westpac Banking Corporation

|   | Note | 2007<br>\$m | Consolidated<br>2006<br>\$m | 2005<br>\$m | Parent Entity<br>2007<br>\$m | 2006<br>\$m |
|---|------|-------------|-----------------------------|-------------|------------------------------|-------------|
| Interest income   | 2    | 22,075      | 18,091                      | 15,544      | 18,702                       | 17,763      |
| Interest expense  | 2    | (15,762)    | (12,449)                    | (10,285)    | (13,463)                     | (12,547)    |
| Net interest income   |      | 6,313       | 5,642                       | 5,259       | 5,239                        | 5,216       |
| Non-interest income   | 3    | 3,860       | 3,575                       | 3,454       | 2,557                        | 3,342       |
| Net operating income before operating expenses and impairment charges           |      | 10,173      | 9,217                       | 8,713       | 7,796                        | 8,558       |
| Operating expenses  | 4    | (4,543)     | (4,295)                     | (4,159)     | (3,593)                      | (3,905)     |
| Impairment charges  | 12   | (482)       | (375)                       | (382)       | (404)                        | (375)       |
| <b>Profit before income tax</b>   |      | 5,148       | 4,547                       | 4,172       | 3,799                        | 4,278       |
| Income tax expense  | 5    | (1,630)     | (1,422)                     | (1,223)     | (935)                        | (919)       |
| <b>Net profit for the year</b>  |      | 3,518       | 3,125                       | 2,949       | 2,864                        | 3,359       |
| Profit attributable to minority interests                                       |      | (67)        | (54)                        | (251)       |                              |             |
| <b>Net profit attributable to equity holders of Westpac Banking Corporation</b> |      | 3,451       | 3,071                       | 2,698       | 2,864                        | 3,359       |
| <b>Earnings (in cents) per share</b>  |      |             |                             |             |                              |             |
| Basic   | 7    | 186.9       | 167.2                       | 148.9       |                              |             |
| Diluted   | 7    | 185.3       | 165.7                       | 147.2       |                              |             |

The above income statements should be read in conjunction with the accompanying notes.

A summary of significant adjustments to net profit attributable to equity holders of Westpac Banking Corporation, total equity, total assets and total liabilities that would be required if US GAAP had been applied is disclosed in Note 49.

## Balance sheets as at 30 September

Westpac Banking Corporation

|   | Note | Consolidated   |                | Parent Entity  |                |
|---|------|----------------|----------------|----------------|----------------|
|   |      | 2007           | 2006           | 2007           | 2006           |
|   |      | \$m            | \$m            | \$m            | \$m            |
| <b>Assets</b>   |      |                |                |                |                |
| Cash and balances with central banks  | 46   | 2,243          | 3,132          | 2,629          | 2,461          |
| Due from other financial institutions   | 8    | 28,379         | 12,211         | 21,759         | 5,375          |
| Derivative financial instruments  | 33   | 24,308         | 10,311         | 24,202         | 10,010         |
| Trading securities  | 9    | 20,815         | 13,560         | 18,582         | 13,603         |
| Other financial assets designated at fair value                                   | 9    | 1,179          | 3,282          | 830            | 584            |
| Available-for-sale securities   | 10   | 2,511          | 969            | 607            | 156            |
| Loans   | 11   | 272,545        | 234,484        | 234,976        | 233,320        |
| Life insurance assets   |      | 15,456         | 14,281         |                |                |
| Regulatory deposits with central banks overseas                                   |      | 753            | 465            | 729            | 441            |
| Due from subsidiaries   |      |                |                | 1,223          | 9,836          |
| Investments in subsidiaries   |      |                |                | 4,072          | 4,605          |
| Goodwill and other intangible assets  | 14   | 2,989          | 2,952          | 1,194          | 1,701          |
| Property, plant and equipment   | 15   | 489            | 466            | 365            | 352            |
| Deferred tax assets   | 16   | 516            | 653            | 568            | 683            |
| Other assets  | 17   | 2,638          | 2,812          | 1,735          | 2,287          |
| <b>Total assets</b>   |      | <b>374,821</b> | <b>299,578</b> | <b>313,471</b> | <b>285,414</b> |
| <b>Liabilities</b>  |      |                |                |                |                |
| Due to other financial institutions   | 18   | 9,133          | 12,051         | 7,756          | 6,301          |
| Deposits at fair value  | 19   | 48,603         | 33,286         | 45,575         | 33,286         |
| Deposits at amortised cost  | 19   | 150,619        | 134,455        | 127,389        | 133,495        |
| Derivative financial instruments  | 33   | 25,192         | 9,342          | 25,173         | 9,491          |
| Trading liabilities and other financial liabilities designated at fair value      | 20   | 8,223          | 2,893          | 8,238          | 2,829          |
| Debt issues   | 24   | 87,126         | 66,080         | 63,550         | 53,035         |
| Current tax liabilities   |      | 233            | 301            | 244            | 296            |
| Life insurance liabilities  |      | 14,392         | 13,476         |                |                |
| Due to subsidiaries   |      |                |                | 8,453          | 21,966         |
| Provisions  | 22   | 980            | 868            | 819            | 758            |
| Other liabilities   | 23   | 4,785          | 4,771          | 3,149          | 3,636          |
| <b>Total liabilities excluding loan capital</b>                                   |      | <b>349,286</b> | <b>277,523</b> | <b>290,346</b> | <b>265,093</b> |
| <b>Loan Capital</b>   |      |                |                |                |                |
| Subordinated bonds, notes and debentures  | 24   | 6,042          | 4,107          | 7,275          | 5,436          |
| Subordinated perpetual notes  | 24   | 429            | 521            | 429            | 521            |
| Trust Preferred Securities  | 24   | 1,233          | 1,329          |                |                |
| <b>Total loan capital</b>   |      | <b>7,704</b>   | <b>5,957</b>   | <b>7,704</b>   | <b>5,957</b>   |
| <b>Total liabilities</b>  |      | <b>356,990</b> | <b>283,480</b> | <b>298,050</b> | <b>271,050</b> |
| <b>Net assets</b>   |      | <b>17,831</b>  | <b>16,098</b>  | <b>15,421</b>  | <b>14,364</b>  |
| <b>Shareholders equity</b>  |      |                |                |                |                |
| Share capital:  |      |                |                |                |                |
| Ordinary share capital  | 25   | 6,125          | 5,519          | 6,125          | 5,519          |
| Treasury and RSP treasury shares  | 25   | (114)          | (51)           | (42)           | (8)            |
| Reserves  | 26   | 192            | 186            | 85             | 130            |
| Retained profits  | 26   | 9,716          | 8,532          | 7,361          | 6,835          |
| Convertible debentures  | 25   |                |                | 1,892          | 1,888          |
| <b>Total equity attributable to equity holders of Westpac Banking Corporation</b> |      | <b>15,919</b>  | <b>14,186</b>  | <b>15,421</b>  | <b>14,364</b>  |
| Minority interests  | 25   | 1,912          | 1,912          |                |                |
| <b>Total shareholders equity and minority interest</b>                            |      | <b>17,831</b>  | <b>16,098</b>  | <b>15,421</b>  | <b>14,364</b>  |

Contingent liabilities, contingent assets and credit commitments

40

The above balance sheets should be read in conjunction with the accompanying notes.

A summary of significant adjustments to net profit attributable to equity holders of Westpac Banking Corporation, total equity, total assets and total liabilities that would be required if US GAAP had been applied is disclosed in Note 49.

## Statements of recognised income and expense for the years ended 30 September

Westpac Banking Corporation

|  | Note | Consolidated<br>2007<br>\$m | 2006<br>\$m | 2005<br>\$m | Parent Entity<br>2007<br>\$m | 2006<br>\$m |
|--|------|-----------------------------|-------------|-------------|------------------------------|-------------|
| Gains/(losses) on available-for-sale securities:                           |      |                             |             |             |                              |             |
| Recognised in equity   | 26   | (6)                         | 57          |             | (4)                          | 41          |
| Transferred to income statements   | 26   | (20)                        | (35)        |             | (21)                         | (18)        |
| Gains/(losses) on cash flow hedging instruments:                           |      |                             |             |             |                              |             |
| Recognised in equity   | 26   | 124                         | (42)        |             | 51                           | (42)        |
| Transferred to income statements   | 26   | 12                          | (36)        |             | 14                           | (36)        |
| Exchange differences on translation of foreign operations                  | 26   | (179)                       | 26          | (96)        | (180)                        | 22          |
| Income tax on items taken directly to or transferred directly from equity: |      |                             |             |             |                              |             |
| Available-for-sale securities reserve                                      | 26   | 9                           | (7)         |             | 8                            | (7)         |
| Cash flow hedging reserve  | 26   | (37)                        | 25          |             | (20)                         | 25          |
| Foreign currency translation reserve                                       | 26   | 48                          | 13          |             | 54                           | 13          |
| <b>Net income recognised directly in equity</b>                            |      | (49)                        | 1           | (96)        | (98)                         | (2)         |
| Profit attributable to equity holders                                      |      | 3,518                       | 3,125       | 2,949       | 2,864                        | 3,359       |
| <b>Total net income recognised for the year</b>                            |      | 3,469                       | 3,126       | 2,853       | 2,766                        | 3,357       |
| Attributable to:   |      |                             |             |             |                              |             |
| Members of the parent  |      | 3,402                       | 3,072       | 2,602       | 2,766                        | 3,357       |
| Minority interests   |      | 67                          | 54          | 251         |                              |             |
| <b>Total net income recognised for the year</b>                            |      | 3,469                       | 3,126       | 2,853       | 2,766                        | 3,357       |

The above statements of recognised income and expense should be read in conjunction with the accompanying notes.

A summary of significant adjustments to net profit attributable to equity holders of Westpac Banking Corporation, total equity, total assets and total liabilities that would be required if US GAAP had been applied is disclosed in Note 49.

## Cash flow statements for the years ended 30 September

Westpac Banking Corporation

|   | 2007            | Consolidated<br>2006 | 2005            | Parent Entity<br>2007 | 2006            |
|---|-----------------|----------------------|-----------------|-----------------------|-----------------|
|   | \$m             | \$m                  | \$m             | \$m                   | \$m             |
| <b>Cash flows from operating activities</b>                       |                 |                      |                 |                       |                 |
| Interest received   | 21,862          | 17,944               | 15,483          | 18,653                | 17,896          |
| Interest paid   | (15,493)        | (12,412)             | (10,041)        | (13,414)              | (12,408)        |
| Dividends received excluding life business                        | 14              | 9                    | 28              | 505                   | 1,056           |
| Other non-interest income received                                | 2,739           | 2,587                | 3,100           | 1,704                 | 1,992           |
| Operating expenses paid   | (3,528)         | (3,364)              | (3,949)         | (2,888)               | (2,492)         |
| Net (increase)/decrease in trading and fair value assets          | (5,735)         | (3,268)              | 119             | (5,389)               | (1,624)         |
| Net increase/(decrease) in trading and fair value liabilities     | 5,562           | (360)                | (674)           | 5,416                 | (222)           |
| Net increase in derivative financial instruments                  | (5,591)         | (2,488)              | (1,829)         | (5,704)               | (2,843)         |
| Income tax paid excluding life business                           | (1,485)         | (1,328)              | (751)           | (1,197)               | (962)           |
| Life business:  |                 |                      |                 |                       |                 |
| Receipts from policyholders and customers                         | 3,236           | 2,754                | 2,560           |                       |                 |
| Interest and other items of similar nature                        | 39              | 55                   | 93              |                       |                 |
| Dividends received  | 1,104           | 980                  | 706             |                       |                 |
| Payments to policyholders and suppliers                           | (3,914)         | (3,371)              | (2,461)         |                       |                 |
| Income tax paid   | (85)            | (69)                 | (94)            |                       |                 |
| <b>Net cash (used in)/provided by operating activities</b>        | <b>(1,275)</b>  | <b>(2,331)</b>       | <b>2,290</b>    | <b>(2,314)</b>        | <b>393</b>      |
| <b>Cash flows from investing activities</b>                       |                 |                      |                 |                       |                 |
| Proceeds from available-for-sale securities                       | 2,431           | 860                  | 1,694           | 359                   | 257             |
| Purchase of available-for-sale securities                         | (4,009)         | (1,198)              | (598)           | (823)                 | (209)           |
| Net (increase)/decrease in:                                       |                 |                      |                 |                       |                 |
| Due from other financial institutions                             | (16,603)        | 2,142                | (995)           | (16,768)              | 2,896           |
| Loans   | (40,348)        | (29,422)             | (16,108)        | (35,095)              | (32,174)        |
| Life insurance assets   | (261)           | 107                  | (62)            |                       |                 |
| Regulatory deposits with central banks overseas                   | (358)           | (117)                | 143             | (355)                 | (123)           |
| Other assets  | (528)           | (315)                | (1,664)         | 281                   | (960)           |
| Due from controlled entities                                      |                 |                      |                 | 8,611                 | 4,707           |
| Investments in controlled entities                                |                 |                      |                 | 533                   | (77)            |
| Purchase of intangible assets                                     | (251)           | (220)                | (294)           | (204)                 | (249)           |
| Purchase of property, plant and equipment                         | (147)           | (225)                | (128)           | (121)                 | (198)           |
| Proceeds from disposal of property, plant and equipment           | 6               | 23                   | 27              |                       | 19              |
| Proceeds from disposal of other investments                       |                 |                      | 41              |                       |                 |
| Controlled entities and businesses disposed, net of cash held     |                 | 120                  | 545             | (106)                 | 120             |
| <b>Net cash (used in)/provided by investing activities</b>        | <b>(60,068)</b> | <b>(28,245)</b>      | <b>(17,399)</b> | <b>(43,688)</b>       | <b>(25,991)</b> |
| <b>Cash flows from financing activities</b>                       |                 |                      |                 |                       |                 |
| Issue of loan capital   | 2,223           | 704                  | 1,401           | 2,223                 | 708             |
| Redemption of loan capital  |                 | (420)                | (1,396)         |                       | (420)           |
| Proceeds from exercise of employee options                        | 37              | 67                   | 191             | 37                    | 67              |
| Purchase of shares on exercise of employee options and shares     | (73)            | (34)                 |                 | (73)                  | (34)            |
| Proceeds from issue of 2006 TPS (net of issue costs \$12 million) |                 | 751                  |                 | 4                     | 751             |
| Buy-back of ordinary shares and NZ Class shares                   |                 | (1,003)              | (1)             |                       | (1,003)         |
| Net increase/(decrease) in:                                       |                 |                      |                 |                       |                 |
| Due to other financial institutions                               | (2,493)         | 1,315                | 3,894           | 1,771                 | (709)           |
| Deposits  | 34,342          | 17,547               | 4,294           | 32,478                | 18,209          |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |               |               |               |               |               |
|--|---------------|---------------|---------------|---------------|---------------|
| Debt issues  | 28,943        | 13,835        | 8,499         | 17,012        | 25,673        |
| Other liabilities  | (673)         | (249)         | (25)          | (382)         | 981           |
| Due to controlled entities                                   |               |               |               | (5,116)       | (16,872)      |
| Purchase of treasury shares                                  | (91)          | (17)          | (18)          | (34)          | (3)           |
| Sale of treasury shares                                      | 28            | 27            | 7             |               |               |
| Payment of dividends   | (1,630)       | (1,628)       | (1,241)       | (1,703)       | (1,697)       |
| Payment of dividends to minority interests                   | (67)          | (54)          | (161)         |               |               |
| <b>Net cash (used in)/provided by financing activities</b>   | <b>60,546</b> | <b>30,841</b> | <b>15,444</b> | <b>46,217</b> | <b>25,651</b> |
| Net increase/(decrease) in cash and cash equivalents         | (797)         | 265           | 335           | 215           | 53            |
| Effect of exchange rate changes on cash and cash equivalents | (92)          | 14            | (7)           | (47)          | 17            |
| Cash and cash equivalents as at the beginning of the year    | 3,132         | 2,853         | 2,525         | 2,461         | 2,391         |
| <b>Cash and cash equivalents as at the end of the year</b>   | <b>2,243</b>  | <b>3,132</b>  | <b>2,853</b>  | <b>2,629</b>  | <b>2,461</b>  |

The above cash flow statements should be read in conjunction with the accompanying notes.

**Notes to the financial statements**

**Note 1. Summary of significant accounting policies**

**a. Basis of accounting**

**(i) General**

This general purpose financial report has been prepared in accordance with the requirements for an authorised deposit-taking institution under the Banking Act 1959 (as amended), A-IFRS, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act.

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Westpac's consolidated financial statements and notes also comply with International Financial Reporting Standards and interpretations adopted by the International Accounting Standards Board.

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

This financial report also includes additional disclosures required by the United States Securities and Exchange Commission in respect of foreign registrants.

This financial report was authorised for issue by the Board of Directors on 1 November 2007.

***New Zealand consumer and business banking***

In accordance with the Reserve Bank of New Zealand's policy that all systemically important banks in New Zealand be incorporated, Westpac's New Zealand Branch transferred its consumer and business banking to a locally incorporated bank, Westpac New Zealand Limited, on 1 November 2006. The transfer of the New Zealand consumer and business banking is disclosed in Note 46 as a disposal of a business by the parent entity. The transfer has no impact on the Group's financial results or position, but has resulted in reduced income, expenses, assets and



liabilities in the parent entity.

**(ii) *Adoption of new and revised Accounting Standards***

As of 1 October 2006, Westpac adopted an amendment to AASB 139 Financial Instruments: Recognition and Measurement. As a result of this amendment cash flow hedging of intragroup revenue no longer qualifies for hedge accounting. This amendment has resulted in subsequent changes to the fair value of derivative instruments that hedge New Zealand dollar income being recognised in the income statement. Amounts deferred in the cash flow hedging reserve up to 30 September 2006 have been released to the income statement when the underlying hedged revenues were recognised in income. Westpac has applied the exemption available in AASB 139 and not restated the comparative reported information for the impact of this change in accounting policy. The effect of the change has resulted in an increase in other income and accordingly profit before income tax of \$16 million, an increase in income tax expense of \$5 million and an increase in net profit for the year of \$11 million. This resulted in a corresponding decrease in the cash flow hedge reserve of \$11 million.

**(iii) *Historical cost convention***

The financial report has been prepared under the historical cost convention, as modified by applying fair value accounting to available-for-sale financial assets and financial assets and liabilities (including derivative instruments) at fair value through profit or loss.

(iv) ***Principles of consolidation***

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries (including special purpose entities) controlled by Westpac and the results of all subsidiaries. Westpac and its subsidiaries are referred to collectively as the Group. The effects of all transactions between entities in the Group are eliminated. Control exists when the parent entity has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable or convertible are taken into account.

Subsidiaries are fully consolidated from the date on which control commences and they are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group (refer to Note 1(e)).

The interest of minority shareholders is stated at the minority's proportion of the net profit and net assets of a subsidiary attributable to equity interests that are not owned, directly or indirectly, by Westpac Banking Corporation (Westpac). Any losses applicable to the minority interest in excess of the minority interest are allocated against the interests of Westpac.

(v) ***Foreign Currency Translation***

a. **Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars. All amounts are expressed in Australian dollars except where otherwise indicated.

b. **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at balance date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except where deferred in equity as qualifying cash flow hedges or qualifying net investment hedges (refer to Note 1(i)(i)).

Translation differences on non-monetary items classified as available-for-sale financial assets are included in the available-for-sale securities reserve in equity.

c. **Group companies**

Assets and liabilities of overseas branches and subsidiaries that have a functional currency other than the Australian dollar are translated at exchange rates prevailing on the balance date. Income and expenses are translated at average exchange rates prevailing during the period. Other equity balances are translated at historical exchange rates. Exchange differences that have arisen since 1 October 2004, the date of transition to A-IFRS, are recognised as a separate component of equity in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of borrowings and other currency instruments designated as hedges of the net investment in overseas branches and subsidiaries are reflected in the foreign currency translation reserve. When a foreign operation is sold or borrowings are repaid, a proportionate share of such exchange differences are recognised in the income statement as part of the gain or loss on sale or repayment of borrowing.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing exchange rate.

b. **Revenue recognition**

(i) **Interest income**

Interest income for all interest earning financial assets is recognised in the income statement using the effective interest rate method.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, cash flows are estimated based upon all contractual terms of the financial instrument (for example, prepayment options) but do not consider future credit losses. The calculation includes all fees and other amounts paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Interest relating to impaired loans is recognised using the loan's original effective interest rate. This rate is also used to discount the future cash flows for the purpose of measuring impairment charges.

(ii) **Dividends on redeemable preference share finance**

Dividend income on redeemable preference share finance is included as part of interest income and is recorded in the income statement on an effective interest basis.

(iii) Leasing

Finance leases are accounted for under the net investment method whereby income recognition is based on a pattern reflecting a constant periodic rate of return on the net investment in the finance lease and is included as part of interest income.

(iv) Fee income

Fees and commissions are generally recognised on an accrual basis over the period during which the service is performed. All fees relating to the successful origination or settlement of a loan (together with the related direct costs) are deferred and recognised as an adjustment to the effective interest rate on the loan. Portfolio and other management advisory and service fees are recognised based on the applicable service contracts, usually on a time proportionate basis. Asset management fees related to investment funds are recognised over the period the service is provided. The same principle is applied for wealth management, financial planning and custody services that are continuously provided over an extended period of time.

(v) Net trading income

Net trading income includes realised and unrealised gains and losses from trading assets and trading liabilities (including all derivatives except those that are designated as hedging instruments).

(vi) Other dividend income

Other dividend income is recorded as non-interest income as declared.

(vii) Gain or loss on sale of property, plant and equipment

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised as non-interest income.

**c. Expense recognition**

(i) Interest expense

Interest expense, including premiums or discounts and associated issue expenses incurred on the issue of financial liabilities, is recognised in the income statement using the effective interest method (refer to Note 1(b)(i)).

(ii) Impairment on loans and receivables carried at amortised cost

The charge recognised in the income statement for impairment on loans and receivables carried at amortised cost reflects the net movement in the provisions for individually assessed and collectively assessed loans, write-offs and recoveries of impairments previously written-off.

(iii) Leasing

Operating lease payments are recognised in the income statement as an expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit received. Incentives received on entering into operating leases are recorded as liabilities and amortised as a reduction of rental expense over the lease term on a straight-line basis.

(iv) Commissions and other fees

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

External commissions and other costs paid to acquire loans are capitalised and amortised using the effective interest method (refer to Note 1(b)(i)). All other fees and commissions are recognised in the income statement over the period which the related service is consumed.

### (v) Wealth management acquisition costs

Acquisition costs are the variable costs of acquiring new business principally in relation to the Group's life insurance and retail funds management business.

#### *Managed investment acquisition costs*

Deferred acquisition costs associated with the retail funds management business are costs that are directly incremental to the acquisition of new business. These costs are recorded as an asset and are amortised in the income statement on the same basis as the recognition of related revenue.

#### *Life insurance acquisition costs*

Deferred acquisition costs associated with life insurance business are costs that are incremental to the acquisition of new business. These costs are recorded as an asset and are amortised in the income statement on the same basis as the recognition of related revenue.

### (vi) Share-based payment

Certain employees are entitled to participate in option and share ownership schemes.

#### *Options and performance share rights*

The fair value of options and performance share rights provided to employees as share-based payment is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and is recognised over the expected vesting period during which the employees would become entitled to exercise the option or performance share right.

The fair value of options and performance share rights is estimated at grant date using a Binomial/Monte Carlo simulation pricing model incorporating the vesting and performance hurdle features of the grants. The fair value of the options and performance share rights excludes the impact of any non-market vesting conditions such as participants' continued employment by the Group. The non-market vesting conditions are included in assumptions used when determining the number of options and performance share rights expected to become exercisable for which an expense is recognised. At each reporting date these assumptions are revised and the expense recognised each year takes into account the most recent estimates.

*Employee share plan*

The value of shares expected to be issued to employees for no consideration under the employee share plan is recognised as an expense over the financial year. The fair value of any ordinary shares issued to satisfy the obligation to employees is recognised as a separate component of equity, or if purchased on market, the obligation to employees is satisfied by delivering shares that have been purchased on market.

*Restricted share plan:*

The fair value of shares issued to employees for no consideration under the restricted share plan is recognised as an expense over the vesting period. The fair value of ordinary shares issued to satisfy the obligation to employees is measured at grant date and is recognised as a separate component of equity.

Westpac has formed a trust to hold any shares forfeited by employees until they are reallocated in subsequent grants to employees in the Group's restricted share plan. Shares held by the trust as a result of forfeitures and held in the name of employees, which have not yet vested, are treated as treasury shares and deducted from shareholders equity.

**d. Income tax**

Income tax expense on the profit for the year comprises current tax and the movement in deferred tax balances.

Current tax is the expected tax payable on the taxable income for the financial year using tax rates that have been enacted or substantively enacted for each jurisdiction at the balance date, and any adjustment to tax payable in respect of previous years.

Deferred tax is accounted for using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding amounts used for taxation purposes. Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill, the initial recognition of assets and liabilities that affect neither accounting nor taxable profit, (other than in a business combination) or differences relating to investments in subsidiaries to the extent that they will probably not reverse in the future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates that have been enacted or substantively enacted for each jurisdiction at the balance date that are expected to apply when the liability is settled or the asset is realised.

Current and deferred tax attributable to amounts recognised directly in equity are also recognised directly in equity.

Except as noted above, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. For presentation purposes deferred tax assets and deferred tax liabilities have been offset where they relate to income taxes levied by the same taxation authority on the same taxable entity in Group.

**e. Acquisitions of assets**



The purchase method of accounting is used to account for all acquisitions of assets (including business combinations) regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their published market price as at the date of exchange. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the Group's incremental borrowing rate.

**f. Assets**

*(i) Financial assets*

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale securities. Management determines the classification of its financial assets at initial recognition.

**Financial assets at fair value through profit or loss**

This category has two sub-categories: firstly financial assets held for trading and secondly those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling it in the near term, if it is part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit taking, if it is a derivative that is not a designated hedging instrument, or if so designated on acquisition by management, in accordance with conditions set out in f(i)(e).

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

**Held-to-maturity investments**

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group's management has the positive intention and ability to hold to maturity.

### Available-for-sale securities

Available-for-sale securities are those non-derivative financial assets that are designated as available-for-sale or that are not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

### Other investments

Other investments which comprise of unlisted securities that do not have a quoted price in an active market where fair value cannot be estimated within a reasonable range of probable outcomes, are carried at cost.

### *Recognition of financial assets*

Purchases and sales of financial assets at fair value through profit or loss, held-to-maturity and available-for-sale are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Loans are recognised when cash is advanced to the borrowers. Financial assets at fair value through profit or loss are recognised initially at fair value. All other financial assets are recognised initially at fair value plus directly attributable transaction costs. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all the risks and rewards of ownership.

Available-for-sale financial assets and financial assets recognised at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are subsequently carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of financial assets at fair value through profit or loss are included in the income statement in the period in which they arise. Gains and losses arising from changes in the fair value of available-for-sale financial assets are recognised directly in equity, until the financial asset is derecognised or impaired at which time the cumulative gain or loss previously recognised in equity is recognised in the income statement. Dividends on available-for-sale equity instruments are recognised in the income statement when the right to receive payment is established and interest on debt instruments is recognised using the effective interest method.

The fair values of quoted investments in active markets are based on current bid prices. If the market for a financial asset is not active, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

a. Cash and balances with central banks

Cash and balances with central banks includes cash at branches, Reserve Bank settlement account balances and nostro balances. They are brought to account at the face value or the gross value of the outstanding balance, where appropriate.

b. Due from other financial institutions

Receivables from other financial institutions include loans and certificates of deposit. They are accounted for as loans and receivables.

c. Derivative financial instruments

Derivative financial instruments including forwards, futures, swaps and options are recognised in the balance sheet at fair value. Fair values are obtained from quoted market prices, independent dealer price quotations, discounted cash flow models and option pricing models, which incorporate current market and contractual prices for the underlying instrument, time to expiry, yield curves and volatility of the underlying. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

d. Trading securities

Trading securities include debt and equity instruments which are actively traded and securities purchased under agreement to resell. They are accounted for as financial assets at fair value through profit or loss.

e. Other financial assets designated at fair value

Certain non-trading bonds, notes and commercial bills are designated at fair value through profit or loss. This designation is only made if the financial asset contains an embedded derivative or it is managed on a fair value basis in accordance with a documented strategy or if designating it at fair value reduces an accounting mismatch.

f. Available-for-sale securities

Available-for-sale securities are public and other debt and equity securities that are not classified as at fair value through profit or loss, loans and receivables or as held-to-maturity investments. The accounting policy for available-for-sale securities is set out above.

g. Loans

Loans includes advances, overdrafts, home loans, credit card and other personal lending, term loans, leasing receivables, bill financing and redeemable preference share financing. The accounting policy for loans and receivables is set out above.

Security is obtained if, based on an evaluation of the customer's credit worthiness, it is considered necessary for the customer's overall borrowing facility. Security would normally consist of assets such as cash deposits, receivables, inventory, plant and equipment, real estate and investments.

h. Regulatory deposits with central banks overseas

In several countries in which the Group operates, the law requires that regulatory deposits be lodged with the local central bank at a rate of interest generally below that prevailing in the market. The amount of the deposit and the interest rate receivable is determined in accordance with the requirements of the local central bank. They are accounted for as loans and receivables.

i. Life insurance assets

Assets held by the life insurance companies, including investments in funds managed by the Group, are designated at fair value through profit or loss as required by AASB 1038 *Life Insurance Contracts*. Changes in fair value are included in the income statement. Most assets are held in the life insurance statutory funds and can only be used within the restrictions imposed under the Life Insurance Act 1995. The main restrictions are that the assets in a fund can only be used to meet the liabilities and expenses of that fund, to acquire investments to further the business of the fund or as distribution when solvency and capital adequacy requirements are met. Therefore they are not as liquid as other financial assets.

*Impairment of financial assets*

Assets carried at amortised cost

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment charges are recognised if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Objective evidence that a financial asset or group of assets is impaired includes observable data that comes to the attention of the Group about the following loss events:

- (i) significant financial difficulty of the issuer or obligor;
- (ii) a breach of contract, such as a default or delinquency in interest or principal payments;
- (iii) the Group granting to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, a concession that the Group would not otherwise consider;
- (iv) it becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (v) the disappearance of an active market for that financial asset because of financial difficulties; or
- (vi) observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the Group, including:

adverse changes in the payment status of borrowers in the Group; or

national or local economic conditions that correlate with defaults on the assets in the Group.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment on loans and receivables or held-to-maturity investments has been incurred, the amount of the charge is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of a provision account and the amount of the loss is recognised in the income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment is the current effective interest rate determined under the contract.

The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable. For the purposes of a collective evaluation of impairment, financial assets are grouped on the basis of similar credit risk characteristics (i.e. on the basis of the Group's grading process that considers asset type, industry, geographical location, collateral type, past-due status and other relevant factors). Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of the contractual cash flows of the assets in the Group and historical loss experience for assets with credit risk characteristics similar to those in the Group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently.

Estimates of changes in future cash flows for groups of assets reflect, and are directionally consistent with, changes in related observable data from period to period (for example, changes in unemployment rates, property prices, payment status, or other factors indicative of changes in the probability of losses in the Group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience. When a loan is uncollectable, it is written off against the related provision for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off decrease the amount of the charge for loan impairment in the income statement. If, in a subsequent period, the amount of the impairment charge decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment charge is reversed by adjusting the provision account. The amount of the reversal is recognised in the income statement.

#### Assets carried at fair value

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. For equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment charge on that financial asset previously recognised in profit or loss - is removed from equity and recognised in the income statement. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment charge was recognised in the income statement, the impairment charge is reversed through the income statement. Subsequent reversal of impairment charges on equity instruments are not recognised in the income statement.

(ii) *Non-financial assets*

a. Property, plant and equipment

Property, plant and equipment is carried at cost less accumulated depreciation and impairment. Cost is the fair value of the consideration provided plus incidental costs directly attributable to the acquisition. Other subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the item of property, plant and equipment. All other expenditure is recognised in the income statement as an expense as incurred. Impairment is recognised as a part of operating expenses in the income statement.

Computer software is capitalised at cost and classified as Property, Plant and Equipment where it is integral to the operation of associated hardware.

Depreciation is calculated using the straight-line method to allocate the cost of assets less any residual value over their estimated useful lives, as follows:

|                         |                |
|-------------------------|----------------|
| Premises and sites      | Up to 67 years |
| Leasehold improvements  | Up to 10 years |
| Furniture and equipment | 3 - 15 years   |

Gains and losses on the disposal of property, plant and equipment are determined by reference to their carrying value and are included in the income statement.

b. Intangible assets

*Goodwill*

Goodwill represents amounts arising on the acquisition of businesses. Goodwill represents the excess of purchase consideration, including directly attributable expenses associated with the acquisition, over the fair value of the Group's share of the identifiable net assets of the acquired business.

All Goodwill is considered to have an indefinite life.

Goodwill is tested for impairment annually and whenever there is an indication that it may be impaired, and is carried at cost or deemed cost less accumulated impairment. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

Goodwill was tested for impairment at 30 September 2007.

*Other Intangibles*

Other intangibles are stated at cost less accumulated amortisation and impairment. Other intangibles consist of computer software, value of in-force business and service contracts (parent only).

Computer software

Internal and external costs directly incurred in the purchase or development of computer software, including subsequent upgrades and enhancements are recognised as intangible assets when it is probable that they will generate future economic benefits attributable to the Group. These costs are amortised using the straight-line method to allocate the cost of the asset less any residual value over the estimated useful lives of between 3 and 5 years.

Value of in-force business



The excess of the purchase consideration for Westpac Life Insurance Services Limited over the fair value of the net tangible assets acquired is recorded as an intangible asset. This represents the future profits to be earned on contracts in existence at the acquisition date. This is amortised over 30 years on a systematic basis reflecting the pattern in which the asset's future economic benefits are expected to be consumed.

*(iii) Investments in controlled entities*

Investments in controlled entities are initially recorded by Westpac at cost. Investments in controlled entities are subsequently held at lower of cost and recoverable amounts.

*(iv) Impairment of non-financial assets*

The carrying amount of the Group's non-financial assets, other than deferred tax assets and assets arising from employee benefits, are reviewed at each balance date to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated. An impairment charge is recognised whenever the carrying amount of an asset or the cash-generating unit it is allocated to exceeds its recoverable amount. With the exception of goodwill for which impairment charges are not reversed, where an impairment charge subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment charge been recognised for the asset (or cash-generating unit) in prior years. Impairment charges and reversals of impairment charges are recognised in the income statement.

As detailed above, goodwill is tested for impairment annually, and whenever there is an indication that it may be impaired.

The recoverable amount of an asset is the greater of its net selling price and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

**g. Liabilities**

*(i) Financial liabilities*

Financial liabilities are initially recognised at fair value plus transaction costs. They are subsequently measured at amortised cost except for derivatives and liabilities at fair value, which are held at fair value through profit or loss. Financial liabilities are recognised when an obligation arises and derecognised when it is discharged.

a. Due to other financial institutions

Due to other financial institutions includes deposits, vostro balances and settlement account balances due to other financial institutions. They are measured at amortised cost.

b. Deposits at fair value

Deposits at fair value include certificates of deposit and interest bearing deposits. They are designated at fair value through profit or loss as they are managed as part of a trading portfolio.

c. Deposits at amortised cost

Deposits at amortised cost include non-interest bearing deposits repayable at call, certificates of deposit and interest bearing deposits. They are measured at amortised cost.

d. Derivative financial instruments

Derivative financial instruments including forwards, futures, swaps and options are recognised in the balance sheet at fair value. Unrealised and realised changes to the fair value of derivatives which are held for trading or do not meet hedging requirements, are recorded in net trading income. Fair values are obtained from quoted market prices, independent dealer price quotations, discounted cash flow models and option pricing models, which incorporate current market and contractual prices for the underlying instrument, time to expiry, yield curves and volatility of the underlying. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

e. Trading liabilities and other financial liabilities designated at fair value

Securities sold under repurchase agreements and securities sold short are classified as trading liabilities. They are accounted for as financial liabilities at fair value through profit or loss.

f. Debt issues and loan capital

These are bonds, notes, commercial paper, debentures, Fixed Interest Resetable Securities (FIRsTS) and Trust Preferred Securities 2004 (TPS 2004) that have been issued by the Group. Debt issues and loan capital are measured at amortised cost using the effective interest method.

Loan capital includes FIRsTS and TPS 2004 that qualify as tier 1 capital and subordinated bonds, notes and debentures that qualify as tier 2 capital as defined by APRA for capital adequacy purposes.

g. Financial guarantees

Financial guarantee contracts are recognised as financial liabilities at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with AASB 137 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortisation, where appropriate.

The fair value of a financial guarantee contract is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of subsidiaries or associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(ii) *Life insurance liabilities*

Life insurance liabilities consist of life insurance contract liabilities, life investment contract liabilities and external liabilities of managed investment schemes controlled by statutory life funds.

*Life insurance contract liabilities*

The value of life insurance contract liabilities is calculated by using the margin on services methodology. The methodology takes into account the risks and uncertainties of the particular classes of the life insurance business written. Deferred policy acquisition cost are connected with measurement basis of life insurance contract liabilities and are equally sensitive to the factors that are considered in the liabilities measurement. This methodology is in accordance with Actuarial Standard 1.04 Valuation of Policy liabilities issued by the Life Insurance Actuarial Standard Board (LIASB) under Life Insurance Act 1995.

Under this methodology, planned profit margins and an estimate of future liabilities are calculated separately for each related product group using applied assumptions at each reporting date. Profit margins are released over each reporting period in line with the service that has been provided. The balance of the planned profit is deferred by including them in the value of policy liabilities.

The key factors that affect the estimation of these liabilities and related assets are:

The cost of providing benefits and administrating the contracts;

Mortality and morbidity experience, including enhancements to policyholder benefits;

Discontinuance experience, which affects the Group's ability to recover the cost of acquiring new business over the life of the contracts, and

The rate at which projected future cash flows are discounted.

In addition, factors such as regulation, competition, interest rates, taxes, securities market conditions and general economic conditions affect the level of these liabilities. In some contracts, the Group shares experience on investment results with its customers, which can offset the impacts of these factors on the profitability of these products.

*Life investment contract liabilities*

Life investment contract liabilities are designated at fair value through profit or loss. Fair value is based on the higher of the valuation of linked assets, or the minimum current surrender value.

*External liabilities of managed investment schemes controlled by statutory life funds*

External liabilities of managed investment schemes controlled by statutory life funds are designated at fair value through profit or loss.

**(iii) Provisions**

a. Employee entitlements

*Wages and salaries, annual leave and sick leave*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the balance date are recognised in provisions in respect of employee's services up to the balance date and are measured at the amounts expected to be paid when the liabilities are settled.

No provision is made for non-vesting sick leave as the pattern of sick leave taken indicates that no additional liability will arise for non-vesting sick leave.

*Long service leave*

Liabilities for long service leave expected to be settled within 12 months of the balance date are recognised in the provision for long service leave and are measured at the amounts expected to be paid when the liabilities are settled.

Liabilities for long service leave and other deferred employee benefits expected to be settled more than 12 months from the balance date are recognised in the provision for long service leave and are measured at the present value of future payments expected to be made in respect of services provided by employees up to the balance date. Consideration is given to expected future wage and salary levels, experience of employee departure and periods of service. Expected future payments are discounted to their net present value using market yields at the balance date on government bonds with terms that match as closely as possible the estimated timing of future cash flows.

*Employee benefit on-costs*

A liability is also carried for on-costs, including payroll tax, in respect of provisions for certain employee benefits which attract such costs.

*Termination benefits*

Liabilities for termination benefits are recognised when a detailed plan for the terminations has been developed and a valid expectation has been raised in those employees affected that the terminations will be carried out. Liabilities for termination benefits are recognised within other liabilities unless the timing or amount is uncertain, in which case they are recognised as provisions.

Liabilities for termination benefits expected to be settled within 12 months are measured at amounts expected to be paid when they are settled. Amounts expected to be settled more than 12 months from the balance date are measured at the estimated cash outflows, discounted using market yields at the balance date on government bonds with terms to maturity and currency that match, as closely as possible, the estimated future payments, where the effect of discounting is material.

b. **Provision for leasehold premises**

The provision for leasehold premises covers net outgoings on certain unoccupied leased premises or sub-let premises where projected rental income falls short of rental expense. The liability is determined on the basis of the present value of net future cash flows.

c. **Provision for restructuring**

A provision for restructuring is recognised where there is a demonstrable commitment and a detailed plan such that there is little or no discretion to avoid payments to other parties and the amount can be reliably estimated.

d. **Provision for dividends**

A liability for dividends is recognised when dividends are declared, determined or publicly recommended by the Directors but not distributed as at the balance date.

h. **Equity**

(i) ***Ordinary shares***

Ordinary shares are recognised at the amount paid up per ordinary share net of directly attributable issue costs.

(ii) **Treasury shares**

Where the parent entity or other members of the consolidated Group purchases shares in the parent entity, the consideration paid is deducted from total shareholders' equity and the shares are treated as treasury shares until they are subsequently sold, reissued or cancelled. Where such shares are sold or reissued, any consideration received is included in shareholders' equity.

(iii) **Minority interests**

Minority interests represents the share in the net assets of subsidiaries attributable to equity interests that are not owned directly or indirectly by the parent entity. The group has on issue the following hybrid instruments; Trust Preferred Securities 2003 (TPS 2003) and Trust Preferred Securities 2006 (TPS 2006) that are classified as minority interests.

(iv) **Reserves**

*Foreign currency translation reserve:* as noted in Note 1(a)(v), exchange differences arising on translation of the assets and liabilities of overseas branches and subsidiaries are reflected in the foreign currency translation reserve. Any offsetting gains or losses on hedging these balances, together with any tax effect are also reflected in this reserve, which may be either a debit or credit balance. Any credit balance in this reserve would not normally be regarded as being available for payment of dividends until such gains are realised.

*Available-for-sale securities reserve:* comprises the changes in the fair value of available-for-sale financial securities, net of tax. These changes are transferred to the income statement in non interest income when the asset is either derecognised or impaired.

*Cash flow hedging reserve:* comprises the fair value gains and losses associated with the effective portion of designated cash flow hedging instruments.

*Share-based payment reserve:* comprises the fair value of share-based payments recognised as an expense.

**i. Other accounting principles and policies**

**(i) Hedging**

The Group uses derivative instruments as part of its asset and liability management activities to manage exposures to interest rates and foreign currency, including exposures arising from forecast transactions. The method of recognising the fair value gain or loss of derivatives depends on the nature of the hedging relationship. Hedging relationships are of three types:

**Fair value hedge:** a hedge of the change in fair value of recognised assets or liabilities or unrecognised firm commitments;

**Cash flow hedge:** a hedge of variability in highly probable future cash flows attributable to a recognised asset or liability, or a forecasted transaction; and

**Hedge of a net investment in a foreign operation:** a hedge of the amount of the Group's interest in the net assets of a foreign operation.

The Group uses hedge accounting for derivatives designated in this way when certain criteria are met. At the time a financial instrument is designated as a hedge, the Group formally documents the relationship between the hedging instrument and hedged item, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group formally assesses, both at the inception of the hedge and on an ongoing basis, whether the hedging derivatives have been highly effective in offsetting changes in the fair value or cash flows of the hedged items.

A hedge is regarded as highly effective if, at inception and throughout its life, the Group can expect changes in the fair value or cash flows of the hedged item to be almost fully offset by the changes in the fair value or cash flows of the hedging instrument, and actual results of the hedge are within a range of 80% to 125% of these changes. Hedge ineffectiveness represents the amount by which the changes in the fair value of the hedging derivative differ from changes in the fair value of the hedged item or the amount by which changes in the cash flow of the hedging derivative differ from changes (or expected changes) in the present value of the cash flows of the hedged item.

**a. Fair value hedge**

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributed to the hedged risk.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item recognised at amortised cost, is amortised to the income statement over the period to maturity.



b. Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in equity. The gain or loss relating to any ineffective portion is recognised immediately in the income statement.

Amounts accumulated in equity are transferred to the income statement in the periods in which the hedged item affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised in the period in which the hedge item affects profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement.

c. Hedge of a net investment in a foreign operation

Hedges on net investments in overseas branches and subsidiaries are accounted in a manner similar to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in the foreign currency translation reserve in equity and the gain or loss relating to the ineffective portion is recognised immediately in the income statement. Gains and losses accumulated in equity are included in the income statement when the overseas branch or subsidiary is disposed of.

(ii) *Embedded derivatives*

In certain instances a derivative may be embedded in a host contract. If the host contract is not carried at fair value with changes in fair value reported in the income statement, the embedded derivative is separated from the host contract and accounted for as a stand-alone derivative instrument at fair value if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract.

(iii) *Superannuation obligations*

Obligations for contributions to defined contribution plans are recognised as an expense in the income statement as incurred.

The asset or liability recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation less the fair value of plan assets at the balance date as adjusted for unrecognised actuarial gains and losses. The carrying amount of an asset recognised in respect of a defined benefit plan is restricted to the total of any unrecognised gains and losses and the present value of available reductions in future contributions to the plan. The present value of the defined benefit obligation is determined by discounting the estimated future cash flows using market yield on government bonds for obligations denominated in Australian dollars, or high-quality corporate bonds

that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related defined benefit obligation. The calculation is performed annually by an independent qualified actuary using the projected unit credit method.

The cost recognised in the income statement in respect of defined benefit superannuation plans comprises the current service cost, an interest cost and an expected return on plan assets. In addition, actuarial gains or losses which result from annual actuarial valuations, which exceed 10% of the greater of the present value of the defined benefit plan's obligations or the market value of the defined benefit plan's assets, are spread on a straight-line basis over the expected remaining service period of members of the respective schemes.

*(iv) Loan securitisation*

The Group, through its loan securitisation programs, packages and sells loans (principally housing mortgage loans) as securities to investors. In such transactions, the Group provides an equitable interest in the loans to investors who provide funding to the Group. Securitised loans that do not qualify for derecognition and associated funding are included in loans and debt issues respectively.

(v) ***Funds management and trust activities***

Certain controlled entities within the Group conduct investment management and other fiduciary activities as responsible entity, trustee, custodian or manager on behalf of individuals, trusts, retirement benefit plans and other institutions. These activities involve the management of assets in investment schemes and superannuation funds, and the holding or placing of assets on behalf of third parties.

Where controlled entities, as responsible entities or trustees, incur liabilities in respect of these activities, a right of indemnity exists against the assets of the applicable trusts. To the extent these assets are sufficient to cover liabilities, and it is not probable that the controlled entities will be required to settle them, the liabilities are not included in the consolidated financial statements.

The Group also manages life insurance statutory fund assets that are included in the consolidated financial statements (refer to Note 1(f)(iii)).

At 30 September 2007, the total value of assets under discretionary management by the Group that have not been included in the consolidated financial statements was approximately \$42.9 billion (30 September 2006 \$40.7 billion).

(vi) ***Earnings per share***

Basic earnings per share is determined by dividing net profit after tax attributable to equity holders of Westpac, excluding costs of servicing other equity instruments, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. The number of ordinary shares assumed to be issued for no consideration represents the difference between the number that would have been issued at the exercise price and the number that would have been issued at the average market price over the reporting period.

(vii) ***Leases***

Leases are classified as either finance leases or operating leases. Under a finance lease, substantially all the risks and rewards incidental to legal ownership are transferred to the lessee. In contrast, an operating lease exists where the leased assets are allocated to the lessor.

In its capacity as a lessor, the Group primarily offers finance leases. The Group recognises the assets held under finance lease in the balance sheet as loans at an amount equal to the net investment in the lease. The recognition of finance income is based on a pattern reflecting a constant periodic return on the Group's net investment in the finance lease. Finance lease income is included within interest income in the income statement refer to Note 1(b)(iii).

In its capacity as a lessee, the Group mainly uses property and equipment under operating leases. Payments due to the lessor under operating leases are charged to equipment and occupancy expense on a straight-line basis over the term of the lease (refer to Note 1(c)(iii)).

*(viii) Offsetting*

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

*(ix) Segment Reporting*

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), that is subject to risks and returns that are different from those of other business or geographical segments.

*(x) Rounding of amounts*

In accordance with ASIC Class Order 98/100, all amounts have been rounded to the nearest million dollars unless otherwise stated.

**j. Critical accounting assumptions and estimates**

*(i) Critical accounting estimates*

The application of the Group's accounting policies necessarily requires the use of judgement, estimates and assumptions. Should different assumptions or estimates be applied, the resulting values would change, impacting the net assets and income of the Group.

Management has discussed the accounting policies which are sensitive to the use of judgement, estimates and assumptions with the Board Audit Committee.

The nature of assumptions and estimates used and the value of the resulting asset and liability balances are included in the policy below.

(ii) *Fair value of financial instruments*

Financial instruments classified as held-for-trading or designated at fair value through profit or loss and financial assets classified as available-for-sale are recognised in the financial statements at fair value. All derivatives are measured and recognised at fair value.

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Financial instruments are either priced with reference to a quoted market price for that instrument or by using a valuation model. Where the fair value is calculated using financial market pricing models, the methodology used is to calculate the expected cash flows under the terms of each specific contract and then discount these values back to the present value. These models use as their basis independently sourced market parameters including, for example, interest rate yield curves, equities and commodities prices, option volatilities and currency rates. Most market parameters are either directly observable or are implied from instrument prices. However, profits or losses are recognised upon initial recognition only when such profits can be measured solely by reference to observable current market transactions or valuation techniques based solely on observable market inputs.

The calculation of fair value for any financial instrument may also require adjustment of the quoted price or model value to reflect the cost of credit risk (where not embedded in underlying models or prices used) or to reflect hedging costs not captured in pricing models (to the extent they would be taken into account by a market participant in determining a price). The process of calculating fair value on illiquid instruments or from a valuation model may require estimation of certain pricing parameters, assumptions or model characteristics.

These estimates are calibrated against industry standards, economic models and observed transaction prices.

The fair value of financial instruments is provided in Note 35.

A negligible proportion of the Group's trading derivatives are valued directly from quoted prices, the majority being valued using appropriate valuation techniques, using observable market inputs. The fair value of substantially all securities positions carried at fair value is determined directly from quoted prices.

**(iii) Provisions for impairment charges**

The Group's loan impairment provisions are established to recognise incurred impairment in its portfolio of loans. A loan is impaired when there is objective evidence that events occurring since the loan was recognised have affected expected cash flows from the loan. The impairment charge is the difference between the carrying value of the loan and the present value of estimated future cash flows at the loan's original effective interest rate. Provisions for loan impairment represent management's estimate of the charges incurred in the loan portfolios as at the balance date. Changes to the provisions for loan impairment and changes to the provisions for undrawn contractually committed facilities and guarantees provided are reported in the consolidated income statement as part of the impairment on loans.

At 30 September 2007, gross loans to customers totalled \$273,914 million (2006 - \$235,684 million) and the provision for loan impairment was \$1,369 million (2006 - \$1,200 million). There are two components to the Group's loan impairment provisions, individual and collective.

**Individual component** – all impaired loans that exceed specified thresholds are individually assessed for impairment. Individually assessed loans principally comprise the Group's portfolio of commercial loans to medium and large businesses. Impairment is recognised as the difference between the carrying value of the loan and the discounted value of management's best estimate of future cash repayments and proceeds from any security held (discounted at the loan's original effective interest rate). All relevant considerations that have a bearing on the expected future cash flows are taken into account, including the business prospects for the customer, the realisable value of collateral, the Group's position relative to other claimants, the reliability of customer information and the likely cost and duration of the work-out process. Subjective judgements are made in this process. Furthermore, judgements can change with time as new information becomes available or as work-out strategies evolve, resulting in revisions to the impairment provision as individual decisions are taken.

**Collective component** – this is made up of two elements: loan impairment provisions for impaired loans that are below individual assessment thresholds (collective impaired loan provisions) and for loan impairments that have been incurred but have not been separately identified at the balance sheet date (incurred but not reported provisions). These are established on a portfolio basis taking into account the level of arrears, collateral, past loss experience and defaults based on portfolio trends. The most significant factors in establishing these provisions are the estimated loss rates and the related emergence periods. The emergence period for each loan product type is determined through detailed studies of loss emergence patterns. Loan files where losses have emerged are reviewed to identify the average time period between observable loss indicator events and the loss becoming identifiable. These portfolios include credit card receivables and other personal advances including mortgages. The future credit quality of these portfolios is subject to uncertainties that could cause actual credit losses to differ materially from reported loan impairment provisions. These uncertainties include the economic environment, notably interest rates and their effect on customer spending, unemployment levels, payment behaviour and bankruptcy rates.

The impairment charge reflected in the income statement is \$482 million and the provision balance at 30 September 2007 of \$1,369 million represents 0.50% of loans.

**(iv) Goodwill**

As stated in Note 1(f)(ii)(b) goodwill represents the excess of purchase consideration, including incidental expenses, over the fair value of the Group's share of the identified net assets of acquired businesses. Goodwill is tested for impairment at least annually. The carrying value of goodwill as at 30 September 2007 was \$2,398 million.

The determination of the fair value of assets and liabilities of the acquired businesses requires the exercise of management judgement. Different fair values would result in changes to the goodwill and to the post-acquisition performance of the acquisition.

To determine if goodwill is impaired the carrying value of the identified cash-generating unit (CGU) to which the goodwill is allocated, including the allocated goodwill, is compared its recoverable amount. Recoverable amount is the higher of the CGU's fair value and its value in use. Value in use is the present value of expected future cash flows from the CGU. Determination of appropriate cash flows and discount rates for the calculation of value in use is subjective. Fair value is the amount obtainable for the sale of the CGU in an arm's length transaction between knowledgeable, willing parties. The assumptions applied to determine impairment are outlined in Note 14.

Goodwill impairment testing for 2007 indicated that none of the Group's goodwill was impaired.

(v) ***Superannuation obligations***

The Group operates a number of defined benefit plans as described in Note 39. For each of these plans, actuarial valuations of the plan's obligations and the fair value measurements of the plan's assets are performed annually in accordance with the requirements of AASB 119: Employee Benefits.

The actuarial valuation of plan obligations is dependent upon a series of assumptions, the key ones being price inflation, earnings growth, mortality, morbidity and investment returns assumptions. Different assumptions could significantly alter the amount of the difference between plan assets and obligations, and the superannuation cost charged to the income statement.

The Group's AASB 119 superannuation deficit across all plans as at 30 September 2007 was \$116 million (2006 deficit of \$110 million). This comprises net recognised liabilities of \$274 million (2006 \$199 million) and unrecognised actuarial gains of \$158 million (2006 \$89 million).

(vi) ***Provisions (other than loan impairment)***

Provisions are held in respect of a range of future obligations such as employee entitlements, restructuring costs, non-lending losses and surplus lease space. Provisions carried for long service leave are supported by an independent actuarial report. Some of the provisions involve significant judgement about the likely outcome of various events and estimated future cash flows. Provisions for taxation held in respect of uncertain tax positions represents the unrecovered tax benefits associated with specific transactions. The deferral of these benefits involves the exercise of management judgements about the ultimate outcomes of the transactions. Payments which are expected to be incurred later than one year are discounted at a rate which reflects both current interest rates and the risks specific to that provision.





## k. Future accounting developments

AASB 7: Financial Instruments Disclosures and an amendment to AASB 101: Presentation of Financial Statements were issued by the AASB in August and September 2005 for application in accounting periods beginning on or after 1 January 2007. AASB 7 and the amendments to AASB 101 will apply to Westpac's 30 September 2008 financial report. AASB 7 will impact on financial instrument disclosures and is unlikely to have a material impact for the Westpac Group. The amendments to AASB 101 require disclosure of Westpac's objectives, policies and processes for managing capital.

Interpretation 13: Customer Loyalty Programmes was released by the Australian Accounting Standards Board Interpretations Committee on 1 July 2007. Interpretation 13 will apply to Westpac's 30 September 2009 financial report. The guidance will result in the re-measurement and reclassification of the existing credit card loyalty provision to deferred income. Deferred income will be recognised as revenue when the expense of providing the rewards is incurred. It is expected that there will be some delay in the timing of recognition of revenue from the credit card loyalty program going forward. The guidance is not expected to have a material impact for the Westpac Group.

### Note 2. Net interest income

|   | 2007            | Consolidated    | 2005            | Parent Entity   | 2006            |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
|   | \$m             | 2006            | \$m             | 2007            | \$m             |
|   |                 | \$m             |                 | \$m             |                 |
| <b>Interest income</b>                              |                 |                 |                 |                 |                 |
| Loans   | 19,483          | 15,895          | 13,862          | 16,639          | 15,639          |
| Due from other financial institutions               | 969             | 785             | 736             | 570             | 318             |
| Available-for-sale securities                       | 101             | 51              |                 | 7               | 13              |
| Investment securities                               |                 |                 | 181             |                 |                 |
| Regulatory deposits with central banks overseas     | 17              | 16              | 12              | 14              | 16              |
| Subsidiaries  |                 |                 |                 | 333             | 644             |
| Trading securities                                  | 1,003           | 845             | 530             | 721             | 770             |
| Net gain on ineffective hedges                      | 14              | 2               |                 | 14              | 2               |
| Other financial assets designated at fair value     | 119             | 152             |                 | 58              | 11              |
| Other   | 369             | 345             | 223             | 346             | 350             |
| <b>Total interest income(1)</b>                     | <b>22,075</b>   | <b>18,091</b>   | <b>15,544</b>   | <b>18,702</b>   | <b>17,763</b>   |
| <b>Interest expense</b>                             |                 |                 |                 |                 |                 |
| Current and term deposits                           | (7,046)         | (5,629)         | (6,549)         | (5,816)         | (5,589)         |
| Due to other financial institutions                 | (593)           | (562)           | (395)           | (331)           | (307)           |
| Debt issues   | (3,440)         | (2,563)         | (1,621)         | (2,556)         | (1,779)         |
| Loan capital  | (409)           | (347)           | (214)           | (330)           | (262)           |
| Subsidiaries  |                 |                 |                 | (896)           | (1,530)         |
| Trading liabilities                                 | (964)           | (822)           | (831)           | (762)           | (774)           |
| Deposits at fair value                              | (2,500)         | (1,940)         |                 | (2,251)         | (1,940)         |
| Other   | (810)           | (586)           | (675)           | (521)           | (366)           |
| <b>Total interest expense</b>                       | <b>(15,762)</b> | <b>(12,449)</b> | <b>(10,285)</b> | <b>(13,463)</b> | <b>(12,547)</b> |
| <b>Net interest income</b>                          | <b>6,313</b>    | <b>5,642</b>    | <b>5,259</b>    | <b>5,239</b>    | <b>5,216</b>    |
| Impairment charges                                  | (482)           | (375)           | (382)           | (404)           | (375)           |
| <b>Net interest income after impairment charges</b> | <b>5,831</b>    | <b>5,267</b>    | <b>4,877</b>    | <b>4,835</b>    | <b>4,841</b>    |

(1) Included within total interest income is \$23 million (2006 \$18 million) of interest income accrued on impaired financial assets.



**Note 3. Non-interest income**

|  | 2007         | Consolidated | 2005         | Parent Entity | 2006         |
|--|--------------|--------------|--------------|---------------|--------------|
|  | \$m          | 2006         | \$m          | 2007          | \$m          |
|  |              | \$m          |              | \$m           |              |
| <b>Fees and commissions</b>                                    |              |              |              |               |              |
| Banking and credit related fees                                | 519          | 497          | 740          | 460           | 507          |
| Transaction fees and commissions received                      | 1,149        | 1,087        | 974          | 942           | 1,068        |
| Service and management fees                                    | 45           | 37           | 46           | 2             | 6            |
| Other non-risk fee income                                      | 119          | 145          | 93           | 263           | 250          |
| <b>Total fees and commissions</b>                              | <b>1,832</b> | <b>1,766</b> | <b>1,853</b> | <b>1,667</b>  | <b>1,831</b> |
| <b>Wealth management and insurance income</b>                  |              |              |              |               |              |
| Wealth management revenue                                      | 2,910        | 2,654        | 2,893        |               |              |
| Life insurance claims and change in life insurance liabilities | (1,764)      | (1,674)      | (1,855)      |               |              |
| General insurance commission and premiums (net of claims paid) | 113          | 104          | 97           | 2             | 21           |
| <b>Total wealth management and insurance income</b>            | <b>1,259</b> | <b>1,084</b> | <b>1,135</b> | <b>2</b>      | <b>21</b>    |
| <b>Trading income</b>  |              |              |              |               |              |
| Foreign exchange income  | 409          | 279          | 178          | 356           | 211          |
| Other trading securities                                       | 251          | 246          | 154          | (21)          | (8)          |
| <b>Total trading income</b>                                    | <b>660</b>   | <b>525</b>   | <b>332</b>   | <b>335</b>    | <b>203</b>   |
| <b>Other income</b>  |              |              |              |               |              |
| Dividends received from subsidiaries                           |              |              |              | 490           | 1,044        |
| Dividends received from other entities                         | 14           | 9            | 28           | 15            | 12           |
| Rental income  | 2            | 3            | 6            | 1             | 2            |
| Gain on disposal of assets:                                    |              |              |              |               |              |
| Net gain from available-for-sale securities                    | 20           | 35           |              | 17            | 18           |
| Net gain from investment securities                            |              |              | 45           |               |              |
| Other net gains on disposal of assets                          | 2            | 9            | 36           |               | 5            |
| Net gain/(loss) on ineffective hedges                          | (2)          | 3            |              | (2)           | 3            |
| Hedging overseas operations                                    | (27)         | (34)         | (66)         | (6)           | (22)         |
| Net gain/(loss) on financial assets designated at fair value   | 3            | 74           |              | (4)           | 31           |
| Other  | 97           | 101          | 85           | 42            | 194          |
| <b>Total other income</b>                                      | <b>109</b>   | <b>200</b>   | <b>134</b>   | <b>553</b>    | <b>1,287</b> |
| <b>Total non-interest income</b>                               | <b>3,860</b> | <b>3,575</b> | <b>3,454</b> | <b>2,557</b>  | <b>3,342</b> |
| <b>Wealth management and insurance income comprised</b>        |              |              |              |               |              |
| Premium income and management fees                             | 625          | 527          | 679          |               |              |
| Funds management income  | 538          | 462          | 377          |               |              |
| Claims expense (net of recoveries)                             | (143)        | (109)        | (110)        |               |              |
| Investment revenue   | 1,747        | 1,665        | 1,837        |               |              |
| Life insurance liability expense                               | (1,616)      | (1,560)      | (1,740)      |               |              |
| Amortisation of business in force                              | (5)          | (5)          | (5)          |               |              |
| General insurance commission and premiums (net of claims paid) | 113          | 104          | 97           | 2             | 21           |
| <b>Total wealth management and insurance income</b>            | <b>1,259</b> | <b>1,084</b> | <b>1,135</b> | <b>2</b>      | <b>21</b>    |

**Note 4. Operating expenses**

|  | 2007         | Consolidated | 2005         | Parent Entity | 2006         |
|--|--------------|--------------|--------------|---------------|--------------|
|  | \$m          | 2006         | \$m          | 2007          | \$m          |
|  |              | \$m          | \$m          | \$m           | \$m          |
| <b>Salaries and other staff expenses</b>       |              |              |              |               |              |
| Salaries and wages                             | 2,030        | 1,820        | 1,707        | 1,496         | 1,566        |
| Employee entitlements                          | 170          | 154          | 150          | 147           | 129          |
| Payroll tax                                    | 116          | 100          | 94           | 98            | 85           |
| Fringe benefits tax                            | 23           | 24           | 27           | 21            | 23           |
| Superannuation costs:                          |              |              |              |               |              |
| Defined contribution plans                     | 116          | 91           | 92           | 91            | 82           |
| Defined benefit plans (Note 39)                | 3            | 17           | 13           | 6             | 17           |
| Equity based compensation                      | 53           | 63           | 64           | 53            | 63           |
| Restructuring costs                            | 19           | 27           | 8            | 14            | 22           |
| Other  | 27           | 28           | 31           | 7             | 22           |
| <b>Total salaries and other staff expenses</b> | <b>2,557</b> | <b>2,324</b> | <b>2,186</b> | <b>1,933</b>  | <b>2,009</b> |
| <b>Equipment and occupancy expenses</b>        |              |              |              |               |              |
| Operating lease rentals                        | 262          | 240          | 241          | 195           | 245          |
| Depreciation and amortisation:                 |              |              |              |               |              |
| Premises                                       | 2            | 2            | 4            |               |              |
| Leasehold improvements                         | 32           | 23           | 32           | 22            | 13           |
| Furniture and equipment                        | 38           | 38           | 46           | 30            | 30           |
| Technology                                     | 59           | 50           | 56           | 46            | 44           |
| Software                                       | 177          | 163          | 142          | 143           | 162          |
| Impairment charges:                            |              |              |              |               |              |
| Software                                       | 10           | 12           |              | 10            | 12           |
| Equipment repairs and maintenance              | 38           | 36           | 44           | 31            | 31           |
| Electricity, water and rates                   | 9            | 9            | 6            | 5             | 8            |
| Land tax                                       |              | 2            | 2            |               | 2            |
| Other  | 1            | 39           | 23           |               | 33           |
| <b>Total equipment and occupancy expenses</b>  | <b>628</b>   | <b>614</b>   | <b>596</b>   | <b>482</b>    | <b>580</b>   |
| <b>Other expenses</b>                          |              |              |              |               |              |
| Amortisation of deferred expenditure           | 3            | 4            | 4            | 30            | 18           |
| Non-lending losses                             | 48           | 54           | 69           | 35            | 57           |
| Purchased services:                            |              |              |              |               |              |
| Technology and information services            | 144          | 139          | 140          | 91            | 108          |
| Legal  | 25           | 24           | 23           | 19            | 20           |
| Other professional services                    | 271          | 275          | 266          | 234           | 262          |
| Stationery                                     | 54           | 53           | 66           | 35            | 44           |
| Postage and freight                            | 96           | 99           | 98           | 74            | 89           |
| Outsourcing costs                              | 467          | 477          | 500          | 381           | 463          |
| Insurance                                      | 10           | 13           | 12           | 8             | 11           |
| Advertising                                    | 90           | 75           | 69           | 59            | 62           |
| Training                                       | 19           | 20           | 21           | 13            | 17           |
| Travel   | 60           | 55           | 52           | 47            | 49           |
| Other expenses                                 | 71           | 69           | 57           | 152           | 116          |
| <b>Total other expenses</b>                    | <b>1,358</b> | <b>1,357</b> | <b>1,377</b> | <b>1,178</b>  | <b>1,316</b> |
| <b>Operating expenses</b>                      | <b>4,543</b> | <b>4,295</b> | <b>4,159</b> | <b>3,593</b>  | <b>3,905</b> |

## Note 5. Income tax

|   | 2007<br>\$m  | Consolidated<br>2006<br>\$m | 2005<br>\$m  | Parent Entity<br>2007<br>\$m | 2006<br>\$m |
|---|--------------|-----------------------------|--------------|------------------------------|-------------|
| <b>The income tax expense for the year is reconciled to the profit before income tax as follows</b> |              |                             |              |                              |             |
| <b>Profit before income tax expense</b>   | 5,148        | 4,547                       | 4,172        | 3,799                        | 4,278       |
| Prima facie income tax based on the Australian company tax rate of 30%                              | 1,544        | 1,364                       | 1,252        | 1,140                        | 1,283       |
| <b>The effect of amounts which are not deductible (assessable) in calculating taxable income</b>    |              |                             |              |                              |             |
| Change in tax rate(1)   | 5            |                             |              | (1)                          |             |
| Rebateable and exempt dividends   | (43)         | (49)                        | (79)         | (222)                        | (399)       |
| Tax losses not previously recognised now brought to account   | 3            | 24                          | (46)         | (36)                         | (11)        |
| Life insurance:   |              |                             |              |                              |             |
| Tax adjustment on policy holders' earnings(2)   | 64           | 43                          | 62           |                              |             |
| Adjustment for life business tax rates  | (5)          | (3)                         | (24)         |                              |             |
| Other non-assessable items  | (30)         | (138)                       | (182)        | (33)                         | (49)        |
| Other non-deductible items  | 94           | 120                         | 218          | 53                           | 48          |
| Adjustment for overseas tax rates   | 21           | 21                          | 18           | 8                            | 16          |
| Income tax (over)/under provided in prior years   | (11)         | 36                          | 36           | (12)                         | 28          |
| Other items   | (12)         | 4                           | (32)         | 38                           | 3           |
| <b>Total income tax expense in the income statement</b>   | <b>1,630</b> | <b>1,422</b>                | <b>1,223</b> | <b>935</b>                   | <b>919</b>  |
| <b>Income tax analysis</b>  |              |                             |              |                              |             |
| Income tax expense attributable to profit from ordinary activities comprised:                       |              |                             |              |                              |             |
| Current income tax:   |              |                             |              |                              |             |
| Australia   | 1,272        | 1,085                       | 955          | 878                          | 708         |
| Overseas  | 268          | 257                         | 182          | (33)                         | 155         |
|   | 1,540        | 1,342                       | 1,137        | 845                          | 863         |
| Deferred income tax:  |              |                             |              |                              |             |
| Australia   | 84           | 16                          | 14           | 5                            | 1           |
| Overseas  | 17           | 28                          | 36           | 97                           | 27          |
|   | 101          | 44                          | 50           | 102                          | 28          |
| (Over)/under provision in prior years:  |              |                             |              |                              |             |
| Australia   | (13)         | 35                          | 35           | (10)                         | 27          |
| Overseas  | 2            | 1                           | 1            | (2)                          | 1           |
|   | (11)         | 36                          | 36           | (12)                         | 28          |
| Total Australia   | 1,343        | 1,136                       | 1,004        | 873                          | 736         |
| Total overseas  | 287          | 286                         | 219          | 62                           | 183         |
| <b>Total income tax expense attributable to profit from ordinary activities</b>                     | <b>1,630</b> | <b>1,422</b>                | <b>1,223</b> | <b>935</b>                   | <b>919</b>  |

(1) The company tax rate in New Zealand is reducing from 33% to 30% effective for the Group from 1 October 2008, and the company tax rate in the United Kingdom is reducing from 30% to 28% effective for the Group during 2008. These revised income tax rates have not impacted the current tax liability balance for the current reporting period, but will do so in future periods. However, the impact of the change in the income tax rates has been taken into account in the measurement of deferred taxes at the end of the reporting period.

(2) In accordance with the requirements of Australian Accounting Standard AASB 1038 Life Insurance Contracts, our tax expense for the year ended 30 September 2007 includes a \$92 million tax charge on policy holders' investment earnings (2006 \$61 million, 2005 \$92 million) of which \$28 million (2006 \$18 million, 2005 \$28 million) is in prima facie tax expense above and the balance of \$64 million (2006 \$43 million, 2005 \$64 million) shown here.

Westpac Banking Corporation and its wholly-owned Australian controlled entities implemented the tax consolidation legislation as of 1 October 2002.

The entities in the tax consolidated group have entered into a tax sharing agreement which, in the opinion of the directors, limits the joint and several liabilities of the wholly-owned entities in the case of a default by the head entity, Westpac Banking Corporation.

Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the separate taxpayer within group approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group are recognised by Westpac (as head entity in the tax consolidated group).

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Westpac Banking Corporation for any current tax payable assumed and are compensated by Westpac Banking Corporation for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Westpac Banking Corporation under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are settled on a quarterly basis in line with Westpac Banking Corporation obligations to pay tax instalments. Any unpaid amounts at balance date are recognised as current intercompany receivables or payables.

**Note 6. Dividends**

|   | 2007<br>\$m  | Consolidated<br>2006<br>\$m | 2005<br>\$m  | Parent Entity<br>2007<br>\$m | 2006<br>\$m  |
|---|--------------|-----------------------------|--------------|------------------------------|--------------|
| <b>Recognised amounts</b>   |              |                             |              |                              |              |
| <b>Ordinary dividends</b>   |              |                             |              |                              |              |
| 2006 final dividend paid 60 cents per share (2005 51 cents per share, 2004 44 cents per share) all fully franked at 30%   | 1,101        | 953                         | 782          | 1,104                        | 955          |
| 2007 interim dividend paid 63 cents per share (2006 56 cents per share, 2005 49 cents per share) all fully franked at 30% | 1,164        | 1,024                       | 879          | 1,166                        | 1,026        |
| <b>Total ordinary dividends</b>   | <b>2,265</b> | <b>1,977</b>                | <b>1,661</b> | <b>2,270</b>                 | <b>1,981</b> |
| <b>Distributions on other equity instruments</b>  |              |                             |              |                              |              |
| Convertible debentures  |              |                             |              | 68                           | 65           |
| <b>Total distributions on other equity instruments</b>  |              |                             |              | <b>68</b>                    | <b>65</b>    |
| <b>Dividends not recognised at year end</b>   |              |                             |              |                              |              |
| Since year end the Directors have recommended the payment of the following final ordinary dividend:                       |              |                             |              |                              |              |
| Ordinary shares 68 cents per share (2006 60 cents per share, 2005 51 cents per share) all fully franked at 30%            | 1,265        | 1,101                       | 951          | 1,268                        | 1,103        |

The amount disclosed as recognised for ordinary dividends is the final dividend paid in respect of the prior financial year and the interim dividend paid in respect of the current financial year.

|  | 2007<br>\$m | Parent Entity<br>2006<br>\$m | 2005<br>\$m |
|--|-------------|------------------------------|-------------|
| <b>Franking account balance</b>  |             |                              |             |
| Franking account balance as at year end                                    | 897         | 815                          | 826         |
| Franking credits that will arise from payment of current income tax        | (71)        | 77                           | 166         |
| Adjusted franking account balance after payment of current income tax      | 826         | 892                          | 992         |
| Franking credits to be utilised for payment of unrecognised final dividend | (552)       | (475)                        | (409)       |
| <b>Adjusted franking account balance</b>                                   | <b>274</b>  | <b>417</b>                   | <b>583</b>  |

**Note 7. Earnings per share**

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of Westpac by the weighted averaged number of ordinary shares on issue during the year, excluding the number of ordinary shares purchased by the Group and held as Treasury shares. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

|  | 2007         |              | Consolidated<br>2006 |              | 2005         |              |
|--|--------------|--------------|----------------------|--------------|--------------|--------------|
|  | Basic        | Diluted      | Basic                | Diluted      | Basic        | Diluted      |
| <b>Reconciliation of earnings used in the calculation of earnings per ordinary share (\$million)</b> |              |              |                      |              |              |              |
| Net profit   | 3,518        | 3,518        | 3,125                | 3,125        | 2,949        | 2,949        |
| Net profit attributable to minority interest   | (67)         | (67)         | (54)                 | (54)         | (251)        | (251)        |
| Distribution on New Zealand Class shares   |              |              |                      |              | 49           | 49           |
| Distribution on RSP treasury shares  | (1)          |              |                      |              |              |              |
| FIRsTS distributions   |              | 44           |                      | 44           |              | 44           |
| 2004 TPS distributions   |              | 31           |                      | 37           |              | 36           |
| 2007 convertible notes   |              | 22           |                      |              |              |              |
| <b>Earnings</b>  | <b>3,450</b> | <b>3,548</b> | <b>3,071</b>         | <b>3,152</b> | <b>2,747</b> | <b>2,827</b> |
| <b>Weighted average number of ordinary shares (millions)</b>   |              |              |                      |              |              |              |
| Weighted average number of ordinary shares   | 1,852        | 1,852        | 1,842                | 1,842        | 1,851        | 1,851        |
| Effect of own shares held  | (6)          | (6)          | (5)                  | (5)          | (6)          | (6)          |
| Potential dilutive adjustment:   |              |              |                      |              |              |              |
| Exercise of options  |              | 7            |                      | 5            |              | 4            |
| Conversion of 2004 TPS   |              | 22           |                      | 31           |              | 36           |
| Conversion of FIRsTS   |              | 24           |                      | 29           |              | 35           |
| 2007 convertible notes   |              | 16           |                      |              |              | 1            |
| <b>Total weighted average number of ordinary shares</b>  | <b>1,846</b> | <b>1,915</b> | <b>1,837</b>         | <b>1,902</b> | <b>1,845</b> | <b>1,921</b> |
| <b>Earnings per ordinary share (cents)</b>   | <b>186.9</b> | <b>185.3</b> | <b>167.2</b>         | <b>165.7</b> | <b>148.9</b> | <b>147.2</b> |

During the year 2,853,969 (2006 5,370,963, 2005 14,480,843) options and performance share rights were converted to ordinary shares. The diluted earnings per share calculation includes that portion of these options assumed to be issued for nil consideration, weighted with reference to the date of conversion.

The exercise prices of all options are included in Note 27. In determining diluted earnings per share, options with an exercise price (including grant date fair value that will be expensed in future periods) greater than the average market price over the year have not been included, as these are not considered dilutive. Performance options and performance share rights are only included in determining diluted earnings per share to the extent that market related performance hurdles are met at year end.

Subsequent to 30 September 2007:



no options and no performance share rights were granted to employees (2006 18,600, 2005 15,931 performance share rights) under the Westpac Performance Plan;

93,285 ordinary shares were issued to employees due to the exercise of options (2006 61,000, 2005 222,326); and

22,513 ordinary shares were issued to employees due to the exercise of performance share rights (2006 11,161, 2005 10,319).

#### **Information concerning the classification of securities**

##### *Options and share rights*

Options and share rights granted to employees prior to 30 September 2007 under the Westpac Performance Plan, Chief Executive Share Option Agreement, Chief Executive Securities Agreement, General Management Share Option Plan and Senior Officers Share Purchase Scheme are considered to be potentially ordinary shares and have been included in the determination of diluted earnings per share. The options and share rights have not been included in the determination of basic earnings per share. Details relating to options and share rights are set out in Note 27.

##### *New Zealand Class shares (NZ Class shares)*

NZ Class shares were considered to be the economic equivalent of Westpac ordinary shares and were classified as ordinary shares and included in the determination of basic earnings per share. As of 11 July 2005 no further distributions on New Zealand Class shares arose as a result of Westpac exercising its right to exchange New Zealand Class shares for ordinary shares.

##### *FIRsTS*

As FIRsTS can be exchanged into ordinary shares if a tax or regulatory event occurs or automatically converted in the event of a default, any dilutive impact must be considered. For the year ended 30 September 2007, FIRsTS were dilutive (2006 dilutive, 2005 dilutive) and have been included in the determination of dilutive earnings per share. FIRsTS have not been included in the determination of basic earnings per share. Refer to Note 24 for further details.

##### *2004 TPS*

As 2004 TPS can be exchanged for ordinary shares in certain circumstances, any dilutive impact must be considered. For the 2007 financial year, 2004 TPS were dilutive (2006 dilutive, 2005 dilutive) and have been included in the determination of diluted earnings per share. 2004 TPS have not been included in the determination of basic earnings per share. Refer to Note 24 for further details.



**2007 convertible notes**

The 2007 convertible notes are unsecured, unsubordinated, redeemable, convertible notes that were issued by Westpac in a private placement on 19 April 2007. As they can be exchanged into ordinary shares at the discretion of Westpac upon certain conditions being satisfied, any dilutive impact must be considered. For the year ended 30 September 2007, the 2007 convertible notes were dilutive and have been included in the determination of diluted earnings per share.

**Restricted Share Plan (RSP)**

During the year ended 30 September 2007, 1,329,152 ordinary shares were purchased on market at an average purchase price of \$24.00 and allocated to eligible senior management under the RSP. Full entitlement to these shares do not vest until a service period has been completed.

**Note 8. Due from other financial institutions**

|  | Consolidated  |               | Parent Entity |              |
|--|---------------|---------------|---------------|--------------|
|  | 2007<br>\$m   | 2006<br>\$m   | 2007<br>\$m   | 2006<br>\$m  |
| Placements   | 2,515         | 913           | 2,482         | 886          |
| Loans to other banks                               | 10,775        | 8,888         | 4,188         | 2,079        |
| Certificates of deposit                            | 15,089        | 2,410         | 15,089        | 2,410        |
| <b>Total due from other financial institutions</b> | <b>28,379</b> | <b>12,211</b> | <b>21,759</b> | <b>5,375</b> |

Amounts due from other financial institutions based on location and nature are outlined below:

|  | Consolidated  |               | Parent Entity |              |
|--|---------------|---------------|---------------|--------------|
|  | 2007<br>\$m   | 2006<br>\$m   | 2007<br>\$m   | 2006<br>\$m  |
| <b>Australia</b>                                   |               |               |               |              |
| Interest earning                                   | 24,022        | 8,141         | 18,301        | 3,271        |
| Non-interest earning                               | 3             | 2             | 2             | 2            |
| <b>Total Australia</b>                             | <b>24,025</b> | <b>8,143</b>  | <b>18,303</b> | <b>3,273</b> |
| <b>Overseas</b>                                    |               |               |               |              |
| Interest earning                                   | 4,352         | 3,778         | 3,455         | 2,079        |
| Non-interest earning                               | 2             | 290           | 1             | 23           |
| <b>Total Overseas</b>                              | <b>4,354</b>  | <b>4,068</b>  | <b>3,456</b>  | <b>2,102</b> |
| <b>Total due from other financial institutions</b> | <b>28,379</b> | <b>12,211</b> | <b>21,759</b> | <b>5,375</b> |

Due from other financial institutions has been restated as at 30 September 2006 to reflect the disclosure of New Zealand exchange settlement accounts held with central banks. This balance has now been classified as cash and balances with central banks. For the year ended 30 September 2006 due from other financial institutions has been restated from \$12,865 million to \$12,211 million.



**Note 9. Trading securities and other financial assets designated at fair value**

|   | Consolidated  |               | Parent Entity |               |
|---|---------------|---------------|---------------|---------------|
|   | 2007<br>\$m   | 2006<br>\$m   | 2007<br>\$m   | 2006<br>\$m   |
| Securities  | 15,716        | 11,725        | 13,483        | 11,768        |
| Securities purchased under agreement to resell                                      | 5,099         | 1,835         | 5,099         | 1,835         |
| <b>Total trading securities</b>   | <b>20,815</b> | <b>13,560</b> | <b>18,582</b> | <b>13,603</b> |
| Other financial assets designated at fair value                                     | 1,179         | 3,282         | 830           | 584           |
| <b>Total trading securities and other financial assets designated at fair value</b> | <b>21,994</b> | <b>16,842</b> | <b>19,412</b> | <b>14,187</b> |

Trading securities includes the following:

|  | Consolidated  |               | Parent Entity |               |
|--|---------------|---------------|---------------|---------------|
|  | 2007<br>\$m   | 2006<br>\$m   | 2007<br>\$m   | 2006<br>\$m   |
| <b>Listed securities</b>                       |               |               |               |               |
| Australian public securities:                  |               |               |               |               |
| Commonwealth securities                        | 221           | 187           | 221           | 187           |
| Semi-government securities                     | 2,930         | 3,442         | 2,930         | 3,442         |
| Australian equity securities                   | 71            | 280           |               | 395           |
| Australian debt securities                     | 955           | 602           | 955           | 602           |
| Overseas public securities                     | 298           | 304           | 278           | 304           |
| Overseas debt securities                       | 218           | 734           | 218           | 734           |
| <b>Total listed securities</b>                 | <b>4,693</b>  | <b>5,549</b>  | <b>4,602</b>  | <b>5,664</b>  |
| <b>Unlisted securities</b>                     |               |               |               |               |
| Australian public securities:                  |               |               |               |               |
| Commonwealth securities                        |               | 2             |               | 2             |
| Semi-government securities                     | 2             | 28            | 2             | 28            |
| Australian debt securities                     | 8,278         | 5,612         | 8,153         | 5,540         |
| Overseas public securities                     |               | 6             |               | 6             |
| Overseas debt securities                       | 2,743         | 528           | 726           | 528           |
| <b>Total unlisted securities</b>               | <b>11,023</b> | <b>6,176</b>  | <b>8,881</b>  | <b>6,104</b>  |
| Securities purchased under agreement to resell | 5,099         | 1,835         | 5,099         | 1,835         |
| <b>Total trading securities</b>                | <b>20,815</b> | <b>13,560</b> | <b>18,582</b> | <b>13,603</b> |

Unlisted securities include securities carried at an estimated fair value of \$115 million (2006 \$40 million) derived using internal valuation models that require estimation of certain pricing parameters, assumptions or model characteristics. \$7 million (2006 \$1 million) was recognised in the income statement as a result of the movement in estimated fair value.

Other financial assets designated at fair value include:

|  | Consolidated |             | Parent Entity |             |
|--|--------------|-------------|---------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Listed securities</b>                                     |              |             |               |             |
| Overseas debt securities                                     |              | 22          |               | 22          |
| <b>Total listed securities</b>                               |              | 22          |               | 22          |
| <b>Unlisted securities</b>                                   |              |             |               |             |
| Australian debt securities                                   | 1,179        | 601         | 830           | 562         |
| Overseas debt securities                                     |              | 2,659       |               |             |
| <b>Total unlisted securities</b>                             | 1,179        | 3,260       | 830           | 562         |
| <b>Total other financial assets designated at fair value</b> | 1,179        | 3,282       | 830           | 584         |

Unlisted securities include securities carried at an estimated fair value of \$655 million (2006 \$444 million). This fair value was derived using a valuation model appropriate to the risk characteristics of the instrument. During the year \$7 million (2006 \$2 million) was recognised in the income statement as a result of the movement in estimated fair value.

#### Note 10. Available-for-sale securities

|  | Consolidated |             | Parent Entity |             |
|--|--------------|-------------|---------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Available-for-sale securities at fair value</b> |              |             |               |             |
| <b>Listed securities</b>                           |              |             |               |             |
| Australian debt securities                         | 136          | 284         | 109           | 25          |
| Overseas public securities                         | 45           | 17          | 45            | 17          |
| Overseas debt securities                           | 674          | 33          | 11            | 13          |
| Australian equity securities                       |              | 31          |               |             |
| <b>Unlisted securities</b>                         |              |             |               |             |
| Australian equity securities                       | 9            | 43          | 6             | 31          |
| Australian debt securities:                        |              |             |               |             |
| Mortgage backed securities                         | 31           | 58          | 31            | 58          |
| Other debt securities                              | 377          |             |               |             |
| Overseas public securities                         | 288          | 174         | 40            | 9           |
| Overseas debt securities                           | 941          | 304         | 364           |             |
|  | 2,501        | 944         | 606           | 153         |
| <b>Available-for-sale securities at cost(1)</b>    |              |             |               |             |
| Unlisted securities                                | 10           | 25          | 1             | 3           |
| <b>Total available-for-sale securities</b>         | 2,511        | 969         | 607           | 156         |

(1) Investments in certain unlisted equity instruments are measured at cost at 30 September 2007 because the fair value cannot be reliably measured. These investments represent minority interest in companies for which active markets do not exist and quoted prices are not available.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Other than securities issued by Australian Commonwealth or state governments, the Group held no trading and available-for-sale securities of a single issuer, the book value of which, in aggregate, exceeded 10% of total equity as at 30 September 2007 and 30 September 2006.

The movement in available-for-sale securities may be summarised as follows:

|   | Consolidated<br>\$m | Parent Entity<br>\$m |
|---|---------------------|----------------------|
| <b>At 1 October 2006 available-for-sale securities</b>    | 969                 | 156                  |
| Additions   | 4,009               | 823                  |
| Disposals (sale and redemption)                           | (2,431)             | (359)                |
| Impairment charges  | (4)                 | (4)                  |
| Exchange differences monetary assets                      | (26)                | (5)                  |
| Gains/losses from changes in fair value                   | (6)                 | (4)                  |
| <b>At 30 September 2007 available-for-sale securities</b> | 2,511               | 607                  |

A gain on sale of \$20 million arising from the disposal of available-for-sale equity securities originally carried at cost of nil was recognised in the income statement during the year.

The following table shows the maturities of the Group's available-for-sale debt securities and the weighted-average carrying yield for each range of available-for-sale securities as at 30 September 2007. There are no tax-exempt securities.

|   | Within<br>1 Year |     | Over<br>1 to 5 Years |     | Over<br>5 to 10 Years |     | Over<br>10 Years |   | Total<br>\$m | Weighted<br>Average<br>% |
|---|------------------|-----|----------------------|-----|-----------------------|-----|------------------|---|--------------|--------------------------|
|   | \$m              | %   | \$m                  | %   | \$m                   | %   | \$m              | % |              |                          |
| <b>2007 available-for-sale securities</b> |                  |     |                      |     |                       |     |                  |   |              |                          |
| <b>Carrying amount at fair value</b>      |                  |     |                      |     |                       |     |                  |   |              |                          |
| Australian debt/equity securities:        |                  |     |                      |     |                       |     |                  |   |              |                          |
| Mortgage backed securities                | 11               | 7.1 | 19                   | 9.1 |                       |     |                  |   | 30           | 8.3                      |
| Other debt/equity securities              | 425              | 4.6 |                      |     | 100                   | 5.2 |                  |   | 525          | 2.3                      |
| Overseas public securities                | 482              | 3.4 |                      |     |                       |     |                  |   | 482          | 3.4                      |
| Overseas debt securities                  | 4                | 5.0 | 717                  | 8.3 | 753                   | 8.7 |                  |   | 1,474        | 8.5                      |
| <b>Total by maturity at fair value</b>    | <b>922</b>       |     | <b>736</b>           |     | <b>853</b>            |     |                  |   | <b>2,511</b> |                          |
| <b>2006 available-for-sale securities</b> |                  |     |                      |     |                       |     |                  |   |              |                          |
| <b>Carrying amount at fair value</b>      |                  |     |                      |     |                       |     |                  |   |              |                          |
| Australian debt securities:               |                  |     |                      |     |                       |     |                  |   |              |                          |
| Mortgage backed securities                | 56               | 5.8 |                      |     |                       |     |                  |   | 56           | 5.8                      |
| Other debt securities                     | 82               | 3.9 | 217                  | 5.1 |                       |     |                  |   | 299          | 4.8                      |
| Overseas public securities                | 191              | 3.4 |                      |     | 1                     |     |                  |   | 192          | 3.4                      |
| Overseas debt securities                  | 422              | 7.9 |                      |     |                       |     |                  |   | 422          | 7.9                      |
| <b>Total by maturity at fair value</b>    | <b>751</b>       |     | <b>217</b>           |     | <b>1</b>              |     |                  |   | <b>969</b>   |                          |

Available-for-sale securities revalued to fair value resulted in a loss of \$6 million being recognised directly in equity (refer to Note 26 Detail of changes in shareholders' equity). As a result of the sale, derecognition or impairment of available-for-sale securities, gains of \$20 million have been transferred from equity to the income statement.

The maturity profile is determined based upon contractual terms for available-for-sale debt instruments and estimated maturity for available-for-sale equity instruments.





**Note 11. Loans**

|  | Consolidated   |                | Parent Entity  |                |
|--|----------------|----------------|----------------|----------------|
|  | 2007           | 2006           | 2007           | 2006           |
|  | \$m            | \$m            | \$m            | \$m            |
| Loans are classified based on the location of the lending office |                |                |                |                |
| <b>Australia</b>   |                |                |                |                |
| Overdrafts   | 3,045          | 3,113          | 3,045          | 3,113          |
| Credit card outstandings   | 7,310          | 6,755          | 7,310          | 6,755          |
| Overnight and at call money market loans                         | 280            | 248            | 280            | 248            |
| Acceptance of finance  | 21,847         | 18,617         | 21,847         | 18,617         |
| Term loans:  |                |                |                |                |
| Housing  | 110,564        | 96,456         | 109,283        | 95,331         |
| Housing - Line of credit   | 14,280         | 14,698         | 14,280         | 14,698         |
| Non-housing  | 56,484         | 44,678         | 56,799         | 44,918         |
| Finance leases   | 4,345          | 4,216          | 4,248          | 4,115          |
| Margin Lending   | 4,939          | 3,621          | 5,013          | 3,685          |
| Other  | 3,105          | 3,257          | 3,965          | 3,964          |
| <b>Total Australia</b>   | <b>226,199</b> | <b>195,659</b> | <b>226,070</b> | <b>195,444</b> |
| <b>New Zealand</b>   |                |                |                |                |
| Overdrafts   | 1,200          | 1,179          | 286            | 1,179          |
| Credit card outstandings   | 885            | 857            |                | 797            |
| Overnight and at call money market loans                         | 1,787          | 1,474          | 1,206          | 1,474          |
| Term loans:  |                |                |                |                |
| Housing  | 24,820         | 21,374         |                | 21,222         |
| Non-housing  | 13,738         | 10,979         | 4,484          | 10,979         |
| Other  | 897            | 782            | 531            | 652            |
| <b>Total New Zealand</b>   | <b>43,327</b>  | <b>36,645</b>  | <b>6,507</b>   | <b>36,303</b>  |
| <b>Total Other Overseas</b>                                      | <b>4,388</b>   | <b>3,380</b>   | <b>3,586</b>   | <b>2,762</b>   |
| <b>Total loans</b>   | <b>273,914</b> | <b>235,684</b> | <b>236,163</b> | <b>234,509</b> |
| Provisions on loans (refer to Note 12)                           | (1,369)        | (1,200)        | (1,187)        | (1,189)        |
| <b>Total net loans</b>   | <b>272,545</b> | <b>234,484</b> | <b>234,976</b> | <b>233,320</b> |
| Securitised loans(1)   | 9,592          | 4,093          |                |                |

(1) Securitised loans are included in total net loans above.

|   | 2007<br>\$m    | Consolidated<br>2006<br>\$m | 2005<br>\$m    |
|---|----------------|-----------------------------|----------------|
| <b>Loans by type of customer</b>            |                |                             |                |
| <b>Australia</b>                            |                |                             |                |
| Government and other public authorities     | 415            | 278                         | 190            |
| Agriculture, forestry and fishing           | 3,775          | 2,954                       | 2,394          |
| Commercial and financial(1)                 | 80,009         | 65,244                      | 46,693         |
| Real estate - construction                  | 2,458          | 2,734                       | 2,159          |
| Real estate - mortgage                      | 110,564        | 96,456                      | 85,335         |
| Instalment loans and other personal lending | 24,633         | 23,777                      | 22,428         |
|   | 221,854        | 191,443                     | 159,199        |
| Lease financing                             | 4,345          | 4,216                       | 4,201          |
| <b>Total loans - Australia</b>              | <b>226,199</b> | <b>195,659</b>              | <b>163,400</b> |
| <b>Overseas</b>                             |                |                             |                |
| Government and other public authorities     | 535            | 387                         | 446            |
| Agriculture, forestry and fishing           | 4,037          | 3,449                       | 2,908          |
| Commercial and financial                    | 14,522         | 11,567                      | 10,770         |
| Real estate - construction                  | 427            | 445                         | 457            |
| Real estate - mortgage                      | 25,522         | 22,013                      | 19,967         |
| Instalment loans and other personal lending | 2,645          | 2,145                       | 2,053          |
|   | 47,688         | 40,006                      | 36,601         |
| Lease financing                             | 27             | 19                          | 14             |
| <b>Total Overseas</b>                       | <b>47,715</b>  | <b>40,025</b>               | <b>36,615</b>  |
| <b>Total loans</b>                          | <b>273,914</b> | <b>235,684</b>              | <b>200,015</b> |
| Provisions on loans                         | (1,369)        | (1,200)                     | (1,729)        |
| <b>Total net loans</b>                      | <b>272,545</b> | <b>234,484</b>              | <b>198,286</b> |

(1) Some lending in the commercial and financial sectors in Australia is for the purpose of the financing of construction of real estate and land development projects which cannot be separately identified from other lending to these borrowers, given their conglomerate structure and activities. In these circumstances, the loans have been included in the commercial and financial category.

|  | Overdrafts<br>\$m | Over<br>1 Day to<br>3 Months<br>\$m | Over<br>3 Months<br>to 1 Year<br>\$m | Over 1 to<br>5 Years<br>\$m | Over<br>5 Years<br>\$m | Total<br>\$m   |
|--|-------------------|-------------------------------------|--------------------------------------|-----------------------------|------------------------|----------------|
| <b>Maturity distribution of all loans by type of customer<br/>as at 30 September 2007(1)</b> |                   |                                     |                                      |                             |                        |                |
| <b>By offices in Australia</b>   |                   |                                     |                                      |                             |                        |                |
| Government and other public authorities  |                   | 3                                   | 5                                    | 336                         | 71                     | 415            |
| Agriculture, forestry and fishing  | 284               | 1,922                               | 118                                  | 988                         | 463                    | 3,775          |
| Commercial and financial   | 6,939             | 25,634                              | 10,818                               | 27,878                      | 8,740                  | 80,009         |
| Real estate - construction   | 247               | 411                                 | 524                                  | 584                         | 692                    | 2,458          |
| Real estate - mortgage   |                   | 2,547                               | 2,218                                | 25,622                      | 80,177                 | 110,564        |
| Instalment loans and other personal lending  | 667               | 7,352                               | 78                                   | 1,407                       | 15,129                 | 24,633         |
| Lease financing  |                   | 85                                  | 313                                  | 3,640                       | 307                    | 4,345          |
| <b>Total Australia</b>   | <b>8,137</b>      | <b>37,954</b>                       | <b>14,074</b>                        | <b>60,455</b>               | <b>105,579</b>         | <b>226,199</b> |
| <b>Total Overseas</b>  | <b>114</b>        | <b>11,619</b>                       | <b>2,761</b>                         | <b>6,491</b>                | <b>26,730</b>          | <b>47,715</b>  |
| <b>Total loans</b>   | <b>8,251</b>      | <b>49,573</b>                       | <b>16,835</b>                        | <b>66,946</b>               | <b>132,309</b>         | <b>273,914</b> |
| <b>Maturity distribution of all loans by type of customer<br/>as at 30 September 2006(1)</b> |                   |                                     |                                      |                             |                        |                |
| <b>By offices in Australia</b>   |                   |                                     |                                      |                             |                        |                |
| Government and other public authorities  | 1                 | 3                                   | 5                                    | 46                          | 223                    | 278            |
| Agriculture, forestry and fishing  | 340               | 1,269                               | 108                                  | 437                         | 800                    | 2,954          |
| Commercial and financial   | 5,989             | 21,097                              | 7,442                                | 22,217                      | 8,499                  | 65,244         |
| Real estate - construction   | 257               | 1,221                               | 147                                  | 670                         | 439                    | 2,734          |
| Real estate - mortgage   |                   | 1,727                               | 1,962                                | 18,991                      | 73,776                 | 96,456         |
| Instalment loans and other personal lending  | 220               | 6,790                               | 16                                   | 975                         | 15,776                 | 23,777         |
| Lease financing  |                   | 67                                  | 389                                  | 3,533                       | 227                    | 4,216          |
| <b>Total Australia</b>   | <b>6,807</b>      | <b>32,174</b>                       | <b>10,069</b>                        | <b>46,869</b>               | <b>99,740</b>          | <b>195,659</b> |
| <b>Total Overseas</b>  | <b>201</b>        | <b>9,497</b>                        | <b>1,761</b>                         | <b>5,688</b>                | <b>22,878</b>          | <b>40,025</b>  |
| <b>Total loans</b>   | <b>7,008</b>      | <b>41,671</b>                       | <b>11,830</b>                        | <b>52,557</b>               | <b>122,618</b>         | <b>235,684</b> |

(1) The maturity analysis is based on contractual terms of loans.

|  | Consolidated                                     |   |                |  |   |                |
|--|--|---|----------------|--|---|----------------|
|  | Loans at<br>Variable<br>Interest<br>Rates<br>\$m | 2007<br>Loans at<br>Fixed<br>Interest<br>Rates<br>\$m | Total<br>\$m   | Loans at<br>Variable<br>Interest<br>Rates<br>\$m | 2006<br>Loans at<br>Fixed<br>Interest<br>Rates<br>\$m | Total<br>\$m   |
| <b>Interest rate segmentation of Group loans<br/>maturing after one year</b> |  |   |                |  |   |                |
| By offices in Australia  | 138,078  | 27,956  | 166,034        | 123,612  | 22,997  | 146,609        |
| By offices Overseas  | 6,855  | 26,366  | 33,221         | 5,594  | 22,972  | 28,566         |
| <b>Total loans maturing after one year</b>                                   | <b>144,933</b>                                   | <b>54,322</b>   | <b>199,255</b> | <b>129,206</b>                                   | <b>45,969</b>   | <b>175,175</b> |

Loans include the following finance receivables:

|   | Consolidated |              | Parent       |              |
|---|--------------|--------------|--------------|--------------|
|   | 2007         | 2006         | 2007         | 2006         |
|   | \$m          | \$m          | \$m          | \$m          |
| Gross investment in finance leases, receivable:                     |              |              |              |              |
| Due within one year   | 410          | 468          | 312          | 375          |
| Due after one year but not later than five years                    | 4,168        | 4,025        | 4,151        | 4,000        |
| Due after five years  | 405          | 292          | 402          | 290          |
| Unearned future finance income on finance leases                    | (611)        | (550)        | (593)        | (535)        |
| <b>Net investment in finance leases</b>                             | <b>4,372</b> | <b>4,235</b> | <b>4,272</b> | <b>4,130</b> |
| Accumulated allowance for uncollectible minimum lease payments      | (4)          | (21)         | (4)          | (21)         |
| <b>Net investment in finance leases after accumulated allowance</b> | <b>4,368</b> | <b>4,214</b> | <b>4,268</b> | <b>4,109</b> |
| The net investment in finance leases may be analysed as follows:    |              |              |              |              |
| Due within one year   | 399          | 457          | 312          | 374          |
| Due after one year but not later than five years                    | 3,655        | 3,550        | 3,645        | 3,530        |
| Due after five years  | 318          | 228          | 315          | 226          |
| <b>Total net investment in finance leases</b>                       | <b>4,372</b> | <b>4,235</b> | <b>4,272</b> | <b>4,130</b> |

**Note 12. Provisions for impairment charges**

|   | 2007         | Consolidated | 2005         | Parent Entity | 2006         |
|---|--------------|--------------|--------------|---------------|--------------|
|   | \$m          | 2006         | \$m          | 2007          | 2006         |
|   | \$m          | \$m          | \$m          | \$m           | \$m          |
| <b>Collectively assessed provisions (2005 general provision)</b>  |              |              |              |               |              |
| Balance as at beginning of the year                               | 1,194        | 1,530        | 1,487        | 1,183         | 1,521        |
| Adjustment on transition to A-IFRS                                |              | (545)        |              |               | (527)        |
| Restated balance as at beginning of the year                      | 1,194        | 985          | 1,487        | 1,183         | 994          |
| New provisions raised   | 444          | 369          | 398          | 378           | 369          |
| Write-offs  | (302)        | (227)        | (307)        | (422)         | (227)        |
| Discount unwind   | 115          | 92           |              | 115           | 92           |
| Exchange rate adjustments   | (41)         | (25)         | (48)         | (19)          | (45)         |
| <b>Balance as at end of the year(1)</b>                           | <b>1,410</b> | <b>1,194</b> | <b>1,530</b> | <b>1,235</b>  | <b>1,183</b> |
| <b>Individually assessed provisions (2005 specific provision)</b> |              |              |              |               |              |
| Balance as at beginning of the year                               | 164          | 199          | 237          | 163           | 198          |
| New individually assessed provisions (2005 Specific provisions)   | 130          | 144          | 170          | 105           | 144          |
| Write-backs   | (70)         | (113)        | (100)        | (57)          | (113)        |
| Write-offs  | (69)         | (68)         | (110)        | (78)          | (68)         |
| Discount unwind   |              | 2            |              |               | 2            |
| Exchange rate adjustments   | (7)          |              | 2            | (7)           |              |
| <b>Balance as at end of the year</b>                              | <b>148</b>   | <b>164</b>   | <b>199</b>   | <b>126</b>    | <b>163</b>   |
| Total provisions for impairment charges and credit commitments    | 1,558        | 1,358        |              | 1,361         | 1,346        |
| Less provisions for credit commitments (refer to Note 22)         | (189)        | (158)        |              | (174)         | (157)        |
| <b>Total provisions on loans</b>                                  | <b>1,369</b> | <b>1,200</b> | <b>1,729</b> | <b>1,187</b>  | <b>1,189</b> |

(1) In 2005 the total included a \$179 million provision for off-balance sheet credit related commitments for the Group.

|   | 2007       | Consolidated | 2005       | Parent Entity | 2006       |
|---|------------|--------------|------------|---------------|------------|
|   | \$m        | 2006         | \$m        | 2007          | 2006       |
|   | \$m        | \$m          | \$m        | \$m           | \$m        |
| <b>Reconciliation of impairment charges</b>                     |            |              |            |               |            |
| New individually assessed provisions (2005 Specific provisions) | 130        | 144          | 170        | 105           | 144        |
| Write-backs   | (70)       | (113)        | (100)      | (57)          | (113)      |
| Recoveries  | (22)       | (25)         | (86)       | (22)          | (25)       |
| New collectively assessed provisions (2005 General provisions)  | 444        | 369          | 398        | 378           | 369        |
| <b>Impairment charges</b>                                       | <b>482</b> | <b>375</b>   | <b>382</b> | <b>404</b>    | <b>375</b> |

|   | 2007         |              | Consolidated<br>2006 |              | 2005         |              |
|---|--------------|--------------|----------------------|--------------|--------------|--------------|
|   | \$m          | %            | \$m                  | %            | \$m          | %            |
| <b>Individually assessed provision by type of customer</b>            |              |              |                      |              |              |              |
| <b>Australia</b>  |              |              |                      |              |              |              |
| Agriculture, forestry and fishing                                     | 3            | 0.2          | 5                    | 0.4          | 2            | 0.1          |
| Commercial and financial  | 82           | 5.3          | 109                  | 8.0          | 134          | 7.7          |
| Real estate - construction  | 1            | 0.1          | 1                    | 0.1          | 1            | 0.1          |
| Real estate - mortgage  | 3            | 0.2          | 6                    | 0.4          | 5            | 0.3          |
| Instalment loans and personal lending                                 | 1            | 0.1          | 2                    | 0.1          | 16           | 0.9          |
| <b>Total Australia</b>  | <b>90</b>    | <b>5.9</b>   | <b>123</b>           | <b>9.0</b>   | <b>158</b>   | <b>9.1</b>   |
| <b>New Zealand</b>  |              |              |                      |              |              |              |
| Agriculture, forestry and fishing                                     | 1            | 0.1          |                      |              | 1            | 0.1          |
| Commercial and financial  | 12           | 0.8          | 9                    | 0.7          | 8            | 0.5          |
| Real estate - mortgage  | 3            | 0.2          | 2                    | 0.1          | 5            | 0.3          |
| Instalment loans and other personal lending                           | 6            | 0.4          | 3                    | 0.2          | 4            | 0.2          |
| <b>Total New Zealand</b>  | <b>22</b>    | <b>1.5</b>   | <b>14</b>            | <b>1.0</b>   | <b>18</b>    | <b>1.1</b>   |
| <b>Other overseas</b>   |              |              |                      |              |              |              |
| Agriculture, forestry and fishing                                     |              |              |                      |              |              |              |
| Commercial and financial  | 36           | 2.3          | 21                   | 1.5          | 22           | 1.2          |
| Instalment loans and personal lending                                 |              |              | 6                    | 0.4          | 1            | 0.1          |
| <b>Total other overseas</b>   | <b>36</b>    | <b>2.3</b>   | <b>27</b>            | <b>1.9</b>   | <b>23</b>    | <b>1.3</b>   |
| <b>Total overseas</b>   | <b>58</b>    | <b>3.8</b>   | <b>41</b>            | <b>2.9</b>   | <b>41</b>    | <b>2.4</b>   |
| <b>Total individually assessed provisions</b>                         | <b>148</b>   | <b>9.7</b>   | <b>164</b>           | <b>11.9</b>  | <b>199</b>   | <b>11.5</b>  |
| <b>Total collectively assessed provisions</b>                         | <b>1,410</b> | <b>90.3</b>  | <b>1,194</b>         | <b>88.1</b>  | <b>1,530</b> | <b>88.5</b>  |
| <b>Total provisions for impairment charges and credit commitments</b> | <b>1,558</b> | <b>100.0</b> | <b>1,358</b>         | <b>100.0</b> | <b>1,729</b> | <b>100.0</b> |

The following tables show the movements in the balance of provisions for impairment charges, details of loans written-off and recoveries of loans written off by type of customer and geographic category for the past two years:

|   | Consolidated |              |
|---|--------------|--------------|
|   | 2007         | 2006         |
|   | \$m          | \$m          |
| <b>Balance of provisions for impairment charges</b>                         |              |              |
| <b>(Individually and collectively assessed) as at beginning of the year</b> |              |              |
| Write-offs  | (371)        | (295)        |
| Recoveries  | 22           | 25           |
| Charge to income statement  | 482          | 375          |
| Discount unwind   | 115          | 94           |
| Exchange rate and other adjustments   | (48)         | (25)         |
| <b>Balance of provisions for impairment charges as at end of the year</b>   | <b>1,558</b> | <b>1,358</b> |
| <b>Write-offs and recoveries</b>  |              |              |
| <b>Write-offs</b>   |              |              |
| <b>Australia</b>  |              |              |
| Agriculture, forestry and fishing   | (5)          | (7)          |
| Commercial and financial(1)   | (84)         | (82)         |
| Real estate - construction  | (2)          | (1)          |
| Real estate - mortgage  | (12)         | (6)          |
| Instalment loans and other personal lending                                 | (252)        | (192)        |
| <b>Total Australia</b>  | <b>(355)</b> | <b>(288)</b> |
| <b>New Zealand</b>  |              |              |
| Commercial and financial(1)   | (3)          | (4)          |
| Instalment loans and other personal lending                                 | (3)          | (2)          |
| <b>Total New Zealand</b>  | <b>(6)</b>   | <b>(6)</b>   |
| <b>Total Other Overseas</b>   | <b>(10)</b>  | <b>(1)</b>   |
| <b>Total write-offs</b>   | <b>(371)</b> | <b>(295)</b> |
| <b>Recoveries</b>   |              |              |
| <b>Australia</b>  |              |              |
| Agriculture, forestry and fishing   |              |              |
| Commercial and financial(1)   | 6            | 10           |
| Instalment loans and other personal lending                                 | 16           | 11           |
| <b>Australia</b>  | <b>22</b>    | <b>21</b>    |
| <b>New Zealand</b>  |              | <b>3</b>     |
| <b>Other Overseas</b>   |              | <b>1</b>     |
| <b>Total recoveries</b>   | <b>22</b>    | <b>25</b>    |
| <b>Net write-offs and recoveries</b>  | <b>(349)</b> | <b>(270)</b> |

(1) Lease finance write-offs and recoveries, which are not significant, are included in the commercial and financial category.



**Note 13. Non-performing loans**

The table below details the Group's investment in non-performing loans:

|   | 2007<br>\$m | Consolidated<br>2006<br>\$m | 2005<br>\$m |
|---|-------------|-----------------------------|-------------|
| <b>Australia</b>  |             |                             |             |
| Non-accrual assets(1):  |             |                             |             |
| Gross   | 251         | 284                         | 287         |
| Impairment provisions   | (95)        | (121)                       | (151)       |
| Net   | 156         | 163                         | 136         |
| Restructured loans:   |             |                             |             |
| Gross   | 1           | 21                          | 24          |
| Impairment provisions   |             | (10)                        | (7)         |
| Net   | 1           | 11                          | 17          |
| Overdrafts and revolving credit greater than 90 days:           |             |                             |             |
| Gross   | 98          | 78                          | 61          |
| Impairment provisions   | (98)        | (74)                        | (3)         |
| Net   |             | 4                           | 58          |
| <b>Net Australian non-performing loans</b>                      | <b>157</b>  | <b>178</b>                  | <b>211</b>  |
| <b>New Zealand</b>  |             |                             |             |
| Non-accrual assets(1):  |             |                             |             |
| Gross   | 99          | 58                          | 73          |
| Impairment provisions   | (25)        | (16)                        | (18)        |
| Net   | 74          | 42                          | 55          |
| Restructured loans:   |             |                             |             |
| Gross   | 2           |                             |             |
| Impairment provisions   |             |                             |             |
| Net   | 2           |                             |             |
| Overdrafts and revolving credit greater than 90 days:           |             |                             |             |
| Gross   | 13          | 9                           | 11          |
| Impairment provisions   | (7)         | (5)                         |             |
| Net   | 6           | 4                           | 11          |
| <b>Net New Zealand non-performing loans</b>                     | <b>82</b>   | <b>46</b>                   | <b>66</b>   |
| <b>Other Overseas</b>   |             |                             |             |
| Non-accrual assets(1):  |             |                             |             |
| Gross   | 73          | 69                          | 61          |
| Impairment provisions   | (39)        | (30)                        | (20)        |
| Net   | 34          | 39                          | 41          |
| Restructured loans:   |             |                             |             |
| Gross   | 1           | 1                           | 44          |
| Impairment provisions   |             |                             | (3)         |
| Net   | 1           | 1                           | 41          |
| Overdrafts and revolving credit greater than 90 days:           |             |                             |             |
| Gross   | 2           | 1                           |             |
| Impairment provisions   | (2)         | (1)                         |             |
| Net   |             |                             |             |
| <b>Net other Overseas non-performing loans</b>                  | <b>35</b>   | <b>40</b>                   | <b>82</b>   |
| <b>Total net non-performing loans</b>                           | <b>274</b>  | <b>264</b>                  | <b>359</b>  |
| <b>Accruing items past due 90 days (with adequate security)</b> |             |                             |             |
| Australia   | 491         | 457                         | 240         |
| New Zealand   | 42          | 30                          | 34          |
| Other Overseas  | 29          | 9                           | 7           |

|   |     |     |     |
|---|-----|-----|-----|
| <b>Total</b>  | 562 | 496 | 281 |
| <b>Interest received for the year on the above non-accrual and restructured assets was:</b>             |     |     |     |
| Australia   |     |     | 6   |
| New Zealand   | 4   | 3   | 3   |
| Other Overseas  |     | 1   | 4   |
| <b>Total</b>  | 4   | 4   | 13  |
| <b>Interest forgone for the year on the above non-accrual and restructured assets was estimated at:</b> |     |     |     |
| Australia   | 15  | 9   | 14  |
| New Zealand   | 2   | 2   | 1   |
| Other Overseas  | 2   | 3   | 3   |
| <b>Total</b>  | 19  | 14  | 18  |

---

(1) Loans with individually assessed impairment provisions held against them, excluding restructured loans. The loans are classed as non-accrual for US GAAP purposes. Under A-IFRS, interest income is recognised at the effective interest rate on the net balance.

**Note 14. Goodwill and other intangible assets**

|   | Consolidated |             | Parent Entity |             |
|---|--------------|-------------|---------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Goodwill</b>                                   |              |             |               |             |
| Balance as at beginning of the year               | 2,403        | 2,436       | 1,201         | 1,217       |
| Disposals   |              | (15)        | (417)         |             |
| Exchange rate and other adjustments               | (5)          | (18)        |               | (16)        |
| Balance as at end of the year                     | 2,398        | 2,403       | 784           | 1,201       |
| <b>Computer software</b>                          |              |             |               |             |
| Balance as at beginning of the year               | 480          | 447         | 470           | 444         |
| Additions   | 251          | 220         | 204           | 212         |
| Disposals   |              | (10)        | (113)         | (10)        |
| Impairment  | (10)         | (12)        | (10)          | (12)        |
| Amortisation                                      | (177)        | (163)       | (143)         | (162)       |
| Exchange rate adjustments                         | (2)          | (2)         | (3)           | (2)         |
| Other(1)  | (15)         |             | (12)          |             |
| Balance as at end of the year                     | 527          | 480         | 393           | 470         |
| Cost  | 1,481        | 1,257       | 1,134         | 1,237       |
| Accumulated amortisation                          | (954)        | (777)       | (741)         | (767)       |
| <b>Carrying amount</b>                            | 527          | 480         | 393           | 470         |
| <b>Other intangible assets</b>                    |              |             |               |             |
| Balance as at beginning of the year               | 69           | 74          | 30            |             |
| Additions   |              |             |               | 37          |
| Amortisation                                      | (5)          | (5)         | (13)          | (7)         |
| Balance as at end of the year                     | 64           | 69          | 17            | 30          |
| Cost  | 141          | 141         | 37            | 37          |
| Accumulated amortisation                          | (77)         | (72)        | (20)          | (7)         |
| <b>Carrying amount</b>                            | 64           | 69          | 17            | 30          |
| <b>Total goodwill and other intangible assets</b> | 2,989        | 2,952       | 1,194         | 1,701       |

(1) During the current financial year capitalised computer software costs that are integral to associated hardware have been reclassified to property, plant and equipment as this better reflects the nature of the item.

Goodwill has been allocated to the following cash-generating units:

|                              | Consolidated |             | Parent Entity |             |
|------------------------------|--------------|-------------|---------------|-------------|
|                              | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| Business Financial Services  | 213          | 213         | 213           | 213         |
| Consumer Financial Services  | 392          | 392         | 391           | 391         |
| BT Financial Group Australia | 1,217        | 1,217       | 180           | 180         |
| New Zealand Retail Banking   | 430          | 435         |               | 417         |
| BT New Zealand               | 30           | 30          |               |             |
| Hastings                     | 54           | 54          |               |             |
| Westpac Institutional Bank   | 56           | 56          |               |             |
| Bank of Tonga                | 6            | 6           |               |             |
| Total goodwill               | 2,398        | 2,403       | 784           | 1,201       |

There has been no impairment of goodwill during the year (2006 no impairment). In 2007, Business Consumer Banking was split into Business Financial Services and Consumer Financial Services and comparative information has been restated to reflect this change.

The recoverable amount of each CGU is determined using value in use calculations based on the future cash flow projections discounted at the Group's after tax return on equity rate of 10.5% adjusted to a pre-tax rate (2006 10.5%).

All future cash flows are based on approved three year strategic plans. While the strategic business plan assumes certain economic conditions, the forecast is not reliant on one particular assumption. The business forecasts applied by management are considered appropriate as they are based on past experience and are consistent with observable current market information.

The growth rates after 2010 are assumed to be zero for all CGUs for goodwill impairment testing purposes.

#### Note 15. Property, plant and equipment

|                                | Consolidated |             | Parent Entity |             |
|--------------------------------|--------------|-------------|---------------|-------------|
|                                | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Premises and sites</b>      |              |             |               |             |
| Cost                           | 116          | 121         | 56            | 50          |
| Accumulated depreciation       | (35)         | (42)        | (6)           | (5)         |
| Net carrying amount            | 81           | 79          | 50            | 45          |
| <b>Leasehold improvements</b>  |              |             |               |             |
| Cost                           | 366          | 327         | 242           | 201         |
| Accumulated amortisation       | (243)        | (223)       | (158)         | (140)       |
| Net carrying amount            | 123          | 104         | 84            | 61          |
| <b>Furniture and equipment</b> |              |             |               |             |
| Cost                           | 539          | 515         | 422           | 404         |
| Accumulated depreciation       | (390)        | (365)       | (296)         | (279)       |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |            |            |            |            |
|--|------------|------------|------------|------------|
| Net carrying amount                        | 149        | 150        | 126        | 125        |
| <b>Technology</b>                          |            |            |            |            |
| Cost                                       | 592        | 579        | 437        | 517        |
| Accumulated depreciation                   | (456)      | (446)      | (332)      | (396)      |
| Net carrying amount                        | 136        | 133        | 105        | 121        |
| <b>Total property, plant and equipment</b> | <b>489</b> | <b>466</b> | <b>365</b> | <b>352</b> |

Reconciliations of the carrying amount for each class of property, plant and equipment are set out below:

|                                      | Consolidated |             | Parent Entity |             |
|--------------------------------------|--------------|-------------|---------------|-------------|
|                                      | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Premises and sites</b>            |              |             |               |             |
| Balance as at beginning of the year  | 79           | 83          | 45            | 52          |
| Additions                            | 7            | 8           | 7             | 3           |
| Disposals                            | (2)          | (10)        | (1)           | (10)        |
| Depreciation                         | (2)          | (2)         |               |             |
| Exchange rate adjustments            | (1)          |             | (1)           |             |
| <b>Balance as at end of the year</b> | <b>81</b>    | <b>79</b>   | <b>50</b>     | <b>45</b>   |
| <b>Leasehold improvements(1)</b>     |              |             |               |             |
| Balance as at beginning of the year  | 104          | 96          | 61            | 49          |
| Additions                            | 53           | 35          | 45            | 26          |
| Disposals                            | (1)          | (2)         |               | (1)         |
| Amortisation                         | (32)         | (23)        | (22)          | (13)        |
| Exchange rate adjustments            | (1)          | (2)         |               |             |
| <b>Balance as at end of the year</b> | <b>123</b>   | <b>104</b>  | <b>84</b>     | <b>61</b>   |
| <b>Furniture and equipment(1)</b>    |              |             |               |             |
| Balance as at beginning of the year  | 150          | 87          | 125           | 61          |
| Additions                            | 38           | 105         | 31            | 96          |
| Disposals                            | (1)          | (3)         |               | (1)         |
| Depreciation                         | (38)         | (38)        | (30)          | (30)        |
| Exchange rate adjustments            |              | (1)         |               | (1)         |
| <b>Balance as at end of the year</b> | <b>149</b>   | <b>150</b>  | <b>126</b>    | <b>125</b>  |
| <b>Technology</b>                    |              |             |               |             |
| Balance as at beginning of the year  | 133          | 113         | 121           | 97          |
| Additions                            | 49           | 77          | 38            | 73          |
| Disposals                            | (1)          | (4)         | (19)          | (3)         |
| Depreciation                         | (59)         | (50)        | (46)          | (44)        |
| Exchange rate adjustments            | (1)          | (3)         | (1)           | (2)         |
| Other(2)                             | 15           |             | 12            |             |
| <b>Balance as at end of the year</b> | <b>136</b>   | <b>133</b>  | <b>105</b>    | <b>121</b>  |

(1) A balance of \$61 million relating to the furniture and equipment fit out of Westpac Place has been reclassified from leasehold improvements to furniture and equipment as this better reflects the nature of these items.

(2) During the current financial year capitalised computer software costs that are integral to associated hardware have been reclassified to property, plant and equipment as this better reflects the nature of the item.

***Property, plant and equipment under construction***

There are no items of property, plant and equipment that are currently under construction.



**Note 16. Deferred tax assets**

|   | Consolidated |       | Parent Entity |       |
|---|--------------|-------|---------------|-------|
|   | 2007         | 2006  | 2007          | 2006  |
|   | \$m          | \$m   | \$m           | \$m   |
| <b>The balance comprises temporary differences attributable to:</b>   |              |       |               |       |
| <b>Amounts recognised in profit or loss</b>                           |              |       |               |       |
| Provision for impairment charge on loans                              | 406          | 389   | 344           | 388   |
| Provision for employee benefits                                       | 302          | 193   | 258           | 173   |
| Treasury/financial market products                                    | 1,568        | 83    | 1,582         | 80    |
| Property, plant and equipment   | 56           | 58    | 35            | 35    |
| Loans - carrying amount adjustments                                   | 57           | 54    | 57            | 53    |
| Provision for non-lending losses                                      | 8            | 11    | 6             | 8     |
| Provision for credit commitments                                      | 44           | 35    | 44            | 35    |
| Provision for restructuring   | 1            | 2     | 1             | 2     |
| Provision for lease liabilities                                       | 8            | 2     | 8             | 2     |
| Other provisions  | 37           | 38    | 32            | 35    |
| Other liabilities   | 276          | 221   | 260           | 206   |
| Life insurance policy liabilities                                     | 13           | 17    |               |       |
| Tax losses(1)   | 2            | 28    | 2             | 23    |
| Change in tax rate (refer to Note 5)                                  | (5)          |       |               |       |
|   | 2,773        | 1,131 | 2,629         | 1,040 |
| <b>Amounts recognised directly in equity</b>                          |              |       |               |       |
| Cash flow hedges  |              | 1     |               | 1     |
| Available-for-sale securities   | 1            |       |               |       |
| Other equity  |              |       | 5             | 6     |
| Minority interest   | 5            | 6     |               |       |
|   | 6            | 7     | 5             | 7     |
| Set-off of deferred tax liabilities pursuant to set-off provisions(2) | (2,263)      | (485) | (2,066)       | (364) |
| Net deferred tax assets   | 516          | 653   | 568           | 683   |
| Deferred tax assets to be recovered within 12 months                  | 91           | 219   | 95            | 196   |
| Deferred tax assets to be recovered after more than 12 months         | 425          | 434   | 473           | 487   |
| <b>Movement</b>   |              |       |               |       |
| Opening balance as at beginning of the year                           | 653          | 820   | 683           | 939   |
| A-IFRS transition adjustment  |              | (78)  |               | (78)  |
| Restated balance as at beginning of the year                          | 653          | 742   | 683           | 861   |
| Credited to the income statement                                      | 2,119        | 389   | 1,945         | 179   |
| Credited to equity  | 7            | 7     | 6             | 7     |
| Set-off of deferred tax liabilities pursuant to set-off provisions(2) | (2,263)      | (485) | (2,066)       | (364) |
| Closing balance as at end of the year                                 | 516          | 653   | 568           | 683   |

(1) The deferred tax asset attributed to tax loss does not exceed amounts arising from the reversal of existing assessable temporary differences.

(2) Deferred tax assets and liabilities are set-off where they relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities within the same taxable group.



*Unrecognised deferred tax assets*

Deferred tax assets have not been recognised in respect of the following items:

|  | Consolidated |             | Parent Entity |             |
|--|--------------|-------------|---------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| Deductible temporary differences - other | 53           | 62          | 53            | 62          |
| Tax losses on revenue account            | 233          | 132         | 231           | 132         |
| Tax losses on capital account            | 88           | 308         | 88            | 308         |

Deferred tax liabilities relating to aggregate temporary differences of \$5 million (2006 \$40 million) associated with investments in subsidiaries have not been recognised because the parent entity controls whether the liability will be incurred and it is satisfied that it will not be incurred in the foreseeable future.

The deferred tax assets related to losses will only be obtained if:

the Group or relevant entity derives future assessable income of a nature or amount sufficient to enable the benefits from the deductions for the losses to be utilised;

the Group or relevant entity continues to comply with the conditions of deductibility imposed by tax legislation;  
and

no changes in tax legislation adversely affect the Group or relevant entity in realising the benefits from the deductions for the losses.

The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not considered probable that future taxable profit will be available against which they can be realised.

**Note 17. Other assets**

|   | Consolidated |             | Parent Entity |             |
|---|--------------|-------------|---------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| Accrued interest receivable   | 926          | 752         | 717           | 668         |
| Assets held for sale / inventories  | 289          | 104         |               |             |
| Securities sold not delivered   | 459          | 503         | 459           | 503         |
| Deferred expenditure (after accumulated amortisation of \$125 million (2006 \$138 million)) | 36           | 29          | 21            | 25          |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |              |              |              |              |
|--|--------------|--------------|--------------|--------------|
| Deferred acquisition costs (after accumulated amortisation of \$125 million (2006 \$99 million)) | 136          | 120          | 28           | 19           |
| Trade debtors  | 378          | 390          | 75           | 140          |
| Prepayments  | 65           | 57           | 49           | 53           |
| Accrued fees and commissions   | 183          | 149          | 99           | 120          |
| Other  | 166          | 708          | 287          | 759          |
| <b>Total other assets</b>  | <b>2,638</b> | <b>2,812</b> | <b>1,735</b> | <b>2,287</b> |

**Note 18. Due to other financial institutions**

Amounts due to other financial institutions based on location and nature are outlined below:

|  | Consolidated |               | Parent Entity |              |
|--|--------------|---------------|---------------|--------------|
|  | 2007<br>\$m  | 2006<br>\$m   | 2007<br>\$m   | 2006<br>\$m  |
| <b>Australia</b>                                 |              |               |               |              |
| Interest bearing                                 | 2,516        | 1,924         | 2,516         | 1,924        |
| Non-interest bearing                             | 1,270        | 1,351         | 1,250         | 1,351        |
| <b>Total Australia</b>                           | <b>3,786</b> | <b>3,275</b>  | <b>3,766</b>  | <b>3,275</b> |
| <b>Overseas</b>                                  |              |               |               |              |
| Interest bearing                                 | 5,025        | 8,368         | 3,668         | 2,618        |
| Non-interest bearing                             | 322          | 408           | 322           | 408          |
| <b>Total Overseas</b>                            | <b>5,347</b> | <b>8,776</b>  | <b>3,990</b>  | <b>3,026</b> |
| <b>Total due to other financial institutions</b> | <b>9,133</b> | <b>12,051</b> | <b>7,756</b>  | <b>6,301</b> |

## Note 19. Deposits

|   | Consolidated   |                | Parent Entity  |                |
|---|----------------|----------------|----------------|----------------|
|   | 2007           | 2006           | 2007           | 2006           |
|   | \$m            | \$m            | \$m            | \$m            |
| <b>Australia</b>                        |                |                |                |                |
| <b>Deposits at fair value</b>           |                |                |                |                |
| Certificates of deposit                 | 37,526         | 27,917         | 37,526         | 27,917         |
| <b>Total deposits at fair value</b>     | <b>37,526</b>  | <b>27,917</b>  | <b>37,526</b>  | <b>27,917</b>  |
| <b>Deposits at amortised cost</b>       |                |                |                |                |
| Non-interest bearing, repayable at call | 3,494          | 3,641          | 3,494          | 3,641          |
| Certificates of deposit                 | 44             | 712            | 44             | 712            |
| Other interest bearing:                 |                |                |                |                |
| At call                                 | 84,038         | 72,590         | 83,584         | 72,088         |
| Term                                    | 25,995         | 23,704         | 25,995         | 23,764         |
| <b>Total deposits at amortised cost</b> | <b>113,571</b> | <b>100,647</b> | <b>113,117</b> | <b>100,205</b> |
| <b>Total Australia</b>                  | <b>151,097</b> | <b>128,564</b> | <b>150,643</b> | <b>128,122</b> |
| <b>New Zealand</b>                      |                |                |                |                |
| <b>Deposits at fair value</b>           |                |                |                |                |
| Certificates of deposit                 | 3,045          | 3,601          | 17             | 3,601          |
| <b>Total deposits at fair value</b>     | <b>3,045</b>   | <b>3,601</b>   | <b>17</b>      | <b>3,601</b>   |
| <b>Deposits at amortised cost</b>       |                |                |                |                |
| Non-interest bearing, repayable at call | 1,952          | 1,923          | 118            | 1,923          |
| Other interest bearing:                 |                |                |                |                |
| At call                                 | 11,226         | 9,810          | 2,393          | 9,810          |
| Term                                    | 12,533         | 11,193         | 1,031          | 11,193         |
| <b>Total deposits at amortised cost</b> | <b>25,711</b>  | <b>22,926</b>  | <b>3,542</b>   | <b>22,926</b>  |
| <b>Total New Zealand</b>                | <b>28,756</b>  | <b>26,527</b>  | <b>3,559</b>   | <b>26,527</b>  |
| <b>Other overseas</b>                   |                |                |                |                |
| <b>Deposits at fair value</b>           |                |                |                |                |
| Certificates of deposit                 | 8,032          | 1,768          | 8,032          | 1,768          |
| <b>Total deposits at fair value</b>     | <b>8,032</b>   | <b>1,768</b>   | <b>8,032</b>   | <b>1,768</b>   |
| <b>Deposits at amortised cost</b>       |                |                |                |                |
| Non-interest bearing, repayable at call | 334            | 288            | 182            | 165            |
| Certificates of deposit                 | 972            | 594            | 973            | 594            |
| Other interest bearing:                 |                |                |                |                |
| At call                                 | 760            | 628            | 542            | 428            |
| Term                                    | 9,271          | 9,372          | 9,033          | 9,177          |
| <b>Total deposits at amortised cost</b> | <b>11,337</b>  | <b>10,882</b>  | <b>10,730</b>  | <b>10,364</b>  |
| <b>Total other overseas</b>             | <b>19,369</b>  | <b>12,650</b>  | <b>18,762</b>  | <b>12,132</b>  |
| <b>Total deposits at fair value</b>     | <b>48,603</b>  | <b>33,286</b>  | <b>45,575</b>  | <b>33,286</b>  |
| <b>Total deposits at amortised cost</b> | <b>150,619</b> | <b>134,455</b> | <b>127,389</b> | <b>133,495</b> |

The following table shows average balances and average rates in each of the past three years for major categories of deposits:

|  | Consolidated              |                      |                           |                      |                           |                      |
|--|---------------------------|----------------------|---------------------------|----------------------|---------------------------|----------------------|
|  | 2007                      |                      | 2006                      |                      | 2005                      |                      |
|  | Average<br>Balance<br>\$m | Average<br>Rate<br>% | Average<br>Balance<br>\$m | Average<br>Rate<br>% | Average<br>Balance<br>\$m | Average<br>Rate<br>% |
| Average balances and interest rates in each of the past three years for major categories of deposits were: |                           |                      |                           |                      |                           |                      |
| <b>Australia</b>   |                           |                      |                           |                      |                           |                      |
| Non-interest bearing   | 3,626                     |                      | 3,538                     |                      | 3,650                     |                      |
| Certificates of deposit  | 31,782                    | 6.3                  | 28,682                    | 5.6                  | 26,649                    | 5.4                  |
| Other interest bearing at call   | 77,660                    | 4.6                  | 67,625                    | 4.1                  | 56,919                    | 3.8                  |
| Other interest bearing term  | 24,549                    | 6.1                  | 22,757                    | 6.4                  | 23,863                    | 5.3                  |
| <b>Total Australia</b>   | <b>137,617</b>            |                      | <b>122,916</b>            |                      | <b>111,081</b>            |                      |
| <b>Overseas</b>  |                           |                      |                           |                      |                           |                      |
| Non-interest bearing   | 2,152                     |                      | 2,108                     |                      | 2,110                     |                      |
| Certificates of deposit  | 8,139                     | 6.3                  | 4,976                     | 6.5                  | 5,728                     | 5.2                  |
| Other interest bearing at call   | 11,721                    | 5.6                  | 9,814                     | 5.4                  | 8,445                     | 4.1                  |
| Other interest bearing term  | 21,309                    | 6.0                  | 19,071                    | 5.7                  | 19,340                    | 5.4                  |
| <b>Total Overseas</b>  | <b>43,321</b>             |                      | <b>35,969</b>             |                      | <b>35,623</b>             |                      |

#### *Certificates of deposit*

Maturity profile of certificates of deposit greater than US\$100,000 issued in Australia.

|  | Consolidated                 |                                     |  |                       |              |
|--|------------------------------|-------------------------------------|--|-----------------------|--------------|
|  | Less Than<br>3 Months<br>\$m | Between 3<br>and 6<br>Months<br>\$m | Between<br>6 Months<br>and 1 Year<br>\$m | Over<br>1 Year<br>\$m | Total<br>\$m |
| <b>2007</b>                                      |                              |                                     |  |                       |              |
| Certificates of Deposit greater than US\$100,000 | 23,961                       | 11,581                              | 1,934                                    | 94                    | 37,570       |
| <b>2006</b>                                      |                              |                                     |  |                       |              |
| Certificates of Deposit greater than US\$100,000 | 18,256                       | 7,469                               | 2,687                                    | 217                   | 28,629       |
| <b>2005</b>                                      |                              |                                     |  |                       |              |
| Certificates of Deposit greater than US\$100,000 | 16,760                       | 5,876                               | 1,091                                    | 700                   | 24,427       |

**Note 20. Trading liabilities and other financial liabilities designated at fair value**

|  | Consolidated |              | Parent Entity |              |
|--|--------------|--------------|---------------|--------------|
|  | 2007<br>\$m  | 2006<br>\$m  | 2007<br>\$m   | 2006<br>\$m  |
| Securities sold under agreements to repurchase                                 | 6,312        | 1,296        | 6,312         | 1,296        |
| Securities sold short  | 1,323        | 1,533        | 1,402         | 1,533        |
| <b>Total trading liabilities</b>   | <b>7,635</b> | <b>2,829</b> | <b>7,714</b>  | <b>2,829</b> |
| Financial liabilities designated at fair value                                 | 588          | 64           | 524           |              |
| <b>Total trading liabilities and other financial liabilities at fair value</b> | <b>8,223</b> | <b>2,893</b> | <b>8,238</b>  | <b>2,829</b> |

Financial liabilities designated at fair value have been restated as at 30 September 2006 to reflect a reclassification of commercial paper issues for one of our special purpose vehicles. The issues have now been classified to debt issues and loan capital (refer to Note 24). For the year ended 30 September 2006 financial liabilities designated at fair value have been restated from \$4,668 million to \$64 million.

Included within net trading income are gains of \$10 million (2006 \$2 million loss) relating to those financial liabilities that were designated as fair value through profit and loss on initial recognition. These movements were attributable to changes in interest rates.

The difference between the carrying amount of financial liabilities that were designated at fair value through profit and loss on initial recognition and the amount that the Group would be contractually required to pay at maturity to the holder of the obligation is \$8 million (2006 \$2 million).

**Note 21. Deferred tax liabilities**

|   | Consolidated |             | Parent Entity |             |
|---|--------------|-------------|---------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>The balance comprises temporary differences attributable to:</b>   |              |             |               |             |
| <b>Amounts recognised in profit or loss</b>                           |              |             |               |             |
| Treasury/financial market products                                    | 1,890        | 156         | 1,848         | 147         |
| Finance lease transactions  | 5            | 5           | (6)           | (7)         |
| Property, plant and equipment   |              | (2)         |               | (1)         |
| Intangible assets   | 19           | 21          |               |             |
| Life insurance assets   | 133          | 122         |               |             |
| Loans - carrying amount adjustments                                   | 104          | 74          | 104           | 74          |
| Other assets  | 70           | 102         | 102           | 144         |
|   | 2,221        | 478         | 2,048         | 357         |
| <b>Amounts recognised directly in equity</b>                          |              |             |               |             |
| Cash flow hedges  | 43           | 7           | 18            | 7           |
| Change in tax rate (refer to Note 5)                                  | (1)          |             |               |             |
|   | 42           | 7           | 18            | 7           |
| Set-off of deferred tax liabilities pursuant to set-off provisions(1) | (2,263)      | (485)       | (2,066)       | (364)       |
| Net deferred tax liabilities  |              |             |               |             |
| Deferred tax liabilities to be settled within 12 months               |              |             |               |             |
| Deferred tax liabilities to be settled after more than 12 months      |              |             |               |             |
| <b>Movements</b>  |              |             |               |             |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   |         |       |         |       |
|---|---------|-------|---------|-------|
| Opening balance as at beginning of the year                           |         | 20    |         | 136   |
| A-IFRS adjustment   |         | 26    |         | 13    |
| Opening balance as at beginning of the year                           |         | 46    |         | 149   |
| Charged to the income statement                                       | 2,220   | 432   | 2,047   | 208   |
| Charged to equity   | 43      | 7     | 19      | 7     |
| Set-off of deferred tax liabilities pursuant to set-off provisions(1) | (2,263) | (485) | (2,066) | (364) |
| Closing balance as at end of the year                                 |         |       |         |       |

---

(1) Deferred tax assets and liabilities are set-off where they relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities within the same taxable group.

**Note 22. Provisions**

|  | Consolidated |             | Parent Entity |             |
|--|--------------|-------------|---------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| Long service leave   | 221          | 198         | 198           | 184         |
| Annual leave and other employee benefits                         | 522          | 453         | 414           | 378         |
| Non-lending losses   | 37           | 45          | 22            | 25          |
| Provision for impairment on credit commitments/credit litigation | 189          | 158         | 174           | 157         |
| Leasehold premises   | 7            | 6           | 7             | 6           |
| Restructuring provisions   | 4            | 8           | 4             | 8           |
| <b>Total provisions</b>  | <b>980</b>   | <b>868</b>  | <b>819</b>    | <b>758</b>  |

***Non-lending losses***

Provision is made for non-lending losses including frauds, litigation costs and the correction of operational issues. The majority of these matters are expected to be settled within 12 months of 30 September 2007.

***Provision for impairment on credit commitments/credit litigation***

Provision is made for incurred losses as a result of the commitment to extend credit.

***Leasehold premises***

Provision is made for unavoidable costs in relation to make good costs and premises sub let at lower rates of rent than payable under the head lease. These amounts will be settled as the leases expire over the next four years.

***Restructuring provisions***

Provisions are recognised for restructuring activities when a detailed financial plan has been developed and a valid expectation that the plan will be carried out is held by those affected by it. Restructuring provisions are expected to be used within 12 months of 30 September 2007.

| Long<br>Service | Annual Leave<br>and Other<br>Employee | Non-<br>Lending | Provision<br>for Credit<br>Commitments/<br>Credit | Leasehold | Restructuring |
|-----------------|---------------------------------------|-----------------|---|-----------|---------------|
|-----------------|---------------------------------------|-----------------|---|-----------|---------------|

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                                      | Leave<br>\$m | Benefits<br>\$m | Losses<br>\$m | Litigation<br>\$m | Premises<br>\$m | Provisions<br>\$m | Total<br>\$m |
|--------------------------------------|--------------|-----------------|---------------|-------------------|-----------------|-------------------|--------------|
| <b>Consolidated</b>                  |              |                 |               |                   |                 |                   |              |
| Balance as at beginning of the year  | 198          | 453             | 45            | 158               | 6               | 8                 | 868          |
| Additions                            | 38           | 424             | 25            | 19                | 3               | 3                 | 512          |
| Utilised                             | (15)         | (345)           | (10)          |                   | (2)             | (1)               | (373)        |
| Unutilised reversed                  |              | (8)             | (23)          |                   |                 | (6)               | (37)         |
| Exchange differences                 |              | (2)             |               |                   |                 |                   | (2)          |
| Increase on unwinding of discount    |              |                 |               | 12                |                 |                   | 12           |
| <b>Balance as at end of the year</b> | <b>221</b>   | <b>522</b>      | <b>37</b>     | <b>189</b>        | <b>7</b>        | <b>4</b>          | <b>980</b>   |
| <b>Parent entity</b>                 |              |                 |               |                   |                 |                   |              |
| Balance as at beginning of the year  | 184          | 378             | 25            | 157               | 6               | 8                 | 758          |
| Additions                            | 27           | 319             | 21            | 19                | 3               | 3                 | 392          |
| Utilised                             | (13)         | (278)           | (8)           |                   | (2)             | (1)               | (302)        |
| Unutilised reversed                  |              | (3)             | (16)          | (14)              |                 | (6)               | (39)         |
| Exchange differences                 |              | (2)             |               |                   |                 |                   | (2)          |
| Increase on unwinding of discount    |              |                 |               | 12                |                 |                   | 12           |
| <b>Balance as at end of the year</b> | <b>198</b>   | <b>414</b>      | <b>22</b>     | <b>174</b>        | <b>7</b>        | <b>4</b>          | <b>819</b>   |



**Note 23. Other liabilities**

|  | Consolidated |              | Parent Entity |              |
|--|--------------|--------------|---------------|--------------|
|  | 2007<br>\$m  | 2006<br>\$m  | 2007<br>\$m   | 2006<br>\$m  |
| Unearned general insurance premiums        | 240          | 202          |               |              |
| Outstanding general insurance claims       | 114          | 100          |               |              |
| Retirement benefit deficit                 | 274          | 199          | 253           | 199          |
| Accrued interest payable                   | 1,480        | 1,211        | 987           | 938          |
| Credit card loyalty program(1)             | 205          | 188          |               |              |
| Securities purchased not delivered         | 325          | 388          | 326           | 385          |
| Trade creditors and other accrued expenses | 521          | 483          | 251           | 346          |
| Other                                      | 1,626        | 2,000        | 1,332         | 1,768        |
| <b>Total other liabilities</b>             | <b>4,785</b> | <b>4,771</b> | <b>3,149</b>  | <b>3,636</b> |

(1) Credit card loyalty program relates to the Altitude rewards program launched by Westpac on 25 November 2001. Westpac has established a trust to hold the liability in respect of the program.

**Note 24. Debt issues and loan capital**

|                              | Consolidated  |               | Parent Entity |               |
|------------------------------|---------------|---------------|---------------|---------------|
|                              | 2007<br>\$m   | 2006<br>\$m   | 2007<br>\$m   | 2006<br>\$m   |
| <b>Debt issues</b>           |               |               |               |               |
| Short term debt              | 48,028        | 42,098        | 33,996        | 32,233        |
| Long term debt               | 39,098        | 23,982        | 29,554        | 20,802        |
| <b>Total debt issues</b>     | <b>87,126</b> | <b>66,080</b> | <b>63,550</b> | <b>53,035</b> |
| <b>Short term debt</b>       |               |               |               |               |
| USD commercial paper         | 25,427        | 25,969        | 17,999        | 17,311        |
| EUR euro commercial paper    | 3,014         | 3,147         | 2,468         | 3,147         |
| AUD euro commercial paper    | 491           | 821           | 491           | 821           |
| USD euro commercial paper    | 5,646         | 2,874         | 4,860         | 2,488         |
| GBP euro commercial paper    | 1,701         | 2,402         | 1,283         | 2,402         |
| NZD euro commercial paper    | 516           | 488           | 486           | 310           |
| HKD euro commercial paper    | 316           | 537           | 267           | 537           |
| JPY euro commercial paper    | 793           | 40            | 352           | 40            |
| CHF euro commercial paper    | 156           | 336           | 156           | 336           |
| SGD euro commercial paper    | 12            |               | 12            |               |
| AUD other commercial paper   | 9,956         | 5,484         | 5,622         | 4,841         |
| <b>Total short term debt</b> | <b>48,028</b> | <b>42,098</b> | <b>33,996</b> | <b>32,233</b> |

Debt issues have been restated as at 30 September 2006 to reflect a reclassification of commercial paper issues for one of our special purpose vehicles. This was previously disclosed as part of trading liabilities and other financial liabilities designated at fair value (refer to Note 20).

*Long term debt**Notes and bonds*

The following table sets out the maturity analysis of long term bonds and notes:

| Issue<br>Currency                                   | Issue Range (millions) | Interest Rate                    | Consolidated |             | Parent Entity |             |
|---|------------------------|----------------------------------|--------------|-------------|---------------|-------------|
|   |                        |                                  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Due from 1 October 2006 to 30 September 2007</b> |                        |                                  |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                                  |              |             |               |             |
| AUD   | 300                    | Fixed rate 5.85%                 |              | 299         |               | 299         |
| USD   | 10 - 30                | Fixed rate from 0.01 -<br>3.87%  |              | 110         |               | 110         |
| USD   | 5 - 1,500              | Floating rate note               |              | 2,038       |               | 2,038       |
| USD   | 5 - 30                 | Structured                       |              | 154         |               | 154         |
| HKD   | 50 - 400               | Fixed rate from 1.00 -<br>5.33%  |              | 512         |               | 512         |
| HKD   | 40 - 200               | Structured                       |              | 187         |               | 187         |
| HKD   | 40 - 540               | Floating rate note               |              | 100         |               | 100         |
| GBP   | 50 - 150               | Fixed rate 4.88%                 |              | 500         |               | 500         |
| GBP   | 32                     | Floating rate note               |              | 80          |               | 80          |
| EUR   | 200 - 300              | Floating rate note               |              | 1,359       |               | 848         |
| SGD   | 10 - 100               | Fixed rate from 1.86% -<br>3.31% |              | 93          |               | 93          |
| JPY   | 19,400                 | Fixed rate 0.23%                 |              | 220         |               | 220         |
| NZD   | 100 - 500              | Fixed rate from 5.88 -<br>7.18%  |              | 783         |               | 259         |
|   |                        |                                  |              | 6,435       |               | 5,400       |
| <b>Domestic medium term notes</b>                   |                        |                                  |              |             |               |             |
| NZD   | 50                     | Floating rate note               |              | 44          |               |             |
|   |                        |                                  |              | 6,479       |               | 5,400       |
| <b>Due from 1 October 2007 to 30 September 2008</b> |                        |                                  |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                                  |              |             |               |             |
| AUD   | 30 - 225               | Floating rate note               | 430          | 398         | 430           | 398         |
| AUD   | 75 - 525               | Fixed rate from 5.75 -<br>6.34%  | 627          | 598         | 627           | 598         |
| USD   | 10 - 50                | Structured                       | 11           | 53          | 11            | 53          |
| USD   | 5 - 1,200              | Floating rate note               | 3,136        | 758         | 3,079         | 692         |
| USD   | 7 - 50                 | Fixed rate from 3.25 -<br>5.17%  | 241          | 268         | 241           | 268         |
| HKD   | 50 - 500               | Fixed rate from 2.13 -<br>4.67%  | 299          | 153         | 299           | 153         |
| HKD   | 300 - 450              | Floating rate note               | 110          | 129         | 110           | 129         |
| HKD   | 120 - 200              | Structured                       | 17           | 34          | 17            | 34          |
| GBP   | 250                    | Floating rate note               | 572          | 626         | 572           | 626         |
| EUR   | 35 - 500               | Fixed rate from 2.58 -<br>2.88%  | 925          | 974         | 925           | 974         |
| EUR   | 100 - 500              | Floating rate note               | 1,766        | 170         | 1,766         | 170         |
| JPY   | 25,000                 | Fixed rate from 0.58 -<br>0.60%  | 246          | 283         | 246           | 283         |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                                   |           |                        |       |       |       |       |
|-----------------------------------|-----------|------------------------|-------|-------|-------|-------|
| SGD                               |           | Fixed rate from 0.00 - |       |       |       |       |
|                                   | 3 - 160   | 3.46%                  | 350   | 3     | 350   | 3     |
| SGD                               | 5         | Structured             | 4     | 4     | 4     | 4     |
| NZD                               |           | Fixed rate from 6.00 - |       |       |       |       |
|                                   | 50 - 125  | 7.41%                  | 304   | 200   | 197   | 200   |
| NZD                               | 7 - 160   | Floating rate note     | 270   |       |       |       |
|                                   |           |                        | 9,308 | 4,651 | 8,874 | 4,585 |
| <b>Domestic medium term notes</b> |           |                        |       |       |       |       |
| AUD                               | 8 - 56    | Floating rate note     | 56    | 56    |       |       |
| NZD                               | 7.5 - 158 | Floating rate note     |       | 276   |       |       |
| NZD                               |           | Fixed rate from 6.19 - |       |       |       |       |
|                                   | 125       | 6.34%                  |       | 109   |       |       |
|                                   |           |                        | 9,364 | 5,092 | 8,874 | 4,585 |

Structured refers to EMTNs that cannot be categorised as simply fixed or floating. Examples include transactions where rates may change from fixed to floating during the transaction.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

| Issue<br>Currency                                   | Issue Range (millions) | Interest Rate          | Consolidated |             | Parent Entity |             |
|---|------------------------|------------------------|--------------|-------------|---------------|-------------|
|   |                        |                        | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Due from 1 October 2008 to 30 September 2009</b> |                        |                        |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                        |              |             |               |             |
| AUD   |                        | Fixed rate from 5.17 - |              |             |               |             |
|   | 30 - 130               | 6.40%                  | 204          | 204         | 204           | 204         |
| USD   | 5 - 10                 | Structured             | 23           | 14          | 23            | 14          |
| USD   | 5 - 750                | Floating rate note     | 898          | 33          | 898           | 33          |
| USD   | 400                    | Fixed rate 5.34%       | 452          |             |               |             |
| HKD   |                        | Fixed rate from 2.78 - |              |             |               |             |
|   | 50 - 300               | 5.35%                  | 349          | 283         | 349           | 283         |
| HKD   | 540                    | Floating rate note     | 79           |             | 79            |             |
| GBP   | 50 - 200               | Floating rate note     | 1,308        | 1,126       | 1,308         | 1,126       |
| GBP   | 50 - 170               | Fixed rate 6.01%       | 503          |             |               |             |
| JPY   | 12,500                 | Fixed rate 0.05%       | 120          |             | 120           |             |
| JPY   | 3,000                  | Floating rate note     | 29           |             | 29            |             |
| JPY   | 3,000                  | Structured             |              | 34          |               | 34          |
| EUR   | 5 - 750                | Floating rate note     | 1,212        | 1,272       | 1,212         | 1,272       |
| EUR   |                        | Fixed rate from 3.13 - |              |             |               |             |
|   | 20 - 70                | 4.19%                  | 151          | 33          | 151           | 33          |
| SGD   | 25                     | Fixed rate 3.12%       | 19           | 21          | 19            | 21          |
| CHF   |                        | Fixed rate from 1.63 - |              |             |               |             |
|   | 50 - 200               | 3.12%                  | 238          | 209         | 238           | 209         |
| CAD   | 300                    | Floating rate note     | 340          | 360         | 340           | 360         |
| NZD   | 50                     | Fixed rate 9.08%       | 43           |             |               |             |
|   |                        |                        | 5,968        | 3,589       | 4,970         | 3,589       |
| <b>Domestic medium term notes</b>                   |                        |                        |              |             |               |             |
| AUD   | 12 - 80                | Floating rate note     | 85           | 80          | (3)           |             |
|   |                        |                        | 6,053        | 3,669       | 4,967         | 3,589       |
| <b>Due from 1 October 2009 to 30 September 2010</b> |                        |                        |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                        |              |             |               |             |
| AUD   | 150 - 600              | Floating rate note     | 750          |             | 750           |             |
| AUD   | 400                    | Fixed rate 5.75%       | 394          |             | 394           |             |
| USD   |                        | Fixed rate from 3.74 - |              |             |               |             |
|   | 5 - 30                 | 5.80%                  | 267          | 238         | 267           | 238         |
| USD   | 5 - 54                 | Floating rate note     | 130          | 153         | 130           | 153         |
| USD   | 10 - 50                | Structured             | 137          |             | 137           |             |
| EUR   | 50 - 800               | Floating rate note     | 1,364        | 85          | 1,364         | 85          |
| EUR   | 10                     | Fixed rate 3.84%       | 16           |             | 16            |             |
| HKD   |                        | Fixed rate from 3.38 - |              |             |               |             |
|   | 50 - 400               | 8.04%                  | 263          | 289         | 263           | 289         |
| HKD   | 50 - 200               | Structured             | 58           | 15          | 58            | 15          |
| HKD   | 80 - 600               | Floating rate note     | 99           |             | 99            |             |
| SGD   | 20                     | Structured             | 15           |             | 15            |             |
| SGD   | 25 - 67                | Floating rate note     | 101          | 113         | 101           | 113         |
| JPY   |                        | Fixed rate from 1.11 - |              |             |               |             |
|   | 2,000 - 19,400         | 2.55%                  | 345          | 104         | 345           | 104         |
| JPY   | 700                    | Floating rate note     | 7            |             | 7             |             |
| JPY   | 700 - 2,000            | Structured             |              | 8           |               | 8           |
| CAD   | 30                     | Floating rate note     | 34           |             | 34            |             |
| CHF   | 80                     | Fixed rate 2.83%       | 77           |             | 77            |             |
| NZD   |                        | Fixed rate from 7.75 - |              |             |               |             |
|   | 100 - 600              | 8.80%                  | 750          |             |               |             |
|   |                        |                        | 4,807        | 1,005       | 4,057         | 1,005       |
| <b>Domestic medium term notes</b>                   |                        |                        |              |             |               |             |
| AUD   |                        | Fixed rate from 5.75 - |              |             |               |             |
|   | 50 - 400               | 7.25%                  | 404          | 398         | 404           | 398         |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|     |          |                    |       |       |       |       |
|-----|----------|--------------------|-------|-------|-------|-------|
| AUD | 30 - 600 | Floating rate note | 394   | 746   | 364   | 746   |
|     |          |                    | 5,605 | 2,149 | 4,825 | 2,149 |

148

---

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

| Issue<br>Currency                                   | Issue Range (millions) | Interest Rate                    | Consolidated |             | Parent Entity |             |
|---|------------------------|----------------------------------|--------------|-------------|---------------|-------------|
|   |                        |                                  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Due from 1 October 2010 to 30 September 2011</b> |                        |                                  |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                                  |              |             |               |             |
| AUD   | 100                    | Floating rate note               | 100          | 100         | 100           | 100         |
| USD   | 5                      | Floating rate note               | 6            | 7           | 6             | 7           |
| USD   | 20                     | Fixed rate 5.00%                 | 23           | 27          | 23            | 27          |
| USD   | 8 - 10                 | Structured                       | 20           |             | 20            |             |
| EUR   | 1,000                  | Floating rate note               | 1,602        | 1,694       | 1,602         | 1,694       |
| GBP   | 200                    | Fixed rate 4.88%                 | 443          | 494         | 443           | 494         |
| HKD   |                        | Fixed rate from 4.19% -<br>6.65% |              |             |               |             |
|   | 100 - 600              |                                  | 156          | 134         | 156           | 134         |
| HKD   | 800                    | Floating rate note               | 117          | 137         | 117           | 137         |
| NZD   | 150                    | Floating rate note               | 129          | 131         | 129           | 131         |
|   |                        |                                  | 2,596        | 2,724       | 2,596         | 2,724       |
| <b>Domestic medium term notes</b>                   |                        |                                  |              |             |               |             |
| AUD   | 400                    | Fixed rate 6.25%                 | 397          |             | 397           |             |
| AUD   | 5 - 1,700              | Floating rate note               | 1,305        | 1,643       | 1,292         | 1,643       |
|   |                        |                                  | 4,298        | 4,367       | 4,285         | 4,367       |
| <b>Due from 1 October 2011 to 30 September 2012</b> |                        |                                  |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                                  |              |             |               |             |
| CHF   | 50                     | Fixed rate 2.44%                 | 47           | 53          | 47            | 53          |
| EUR   |                        | Fixed rate from 4.25% -<br>4.88% |              |             |               |             |
|   | 500 - 1,500            |                                  | 3,170        |             | 3,170         |             |
| USD   | 5 - 70                 | Structured                       | 123          |             | 123           |             |
| USD   | 100 - 200              | Floating rate note               | 340          |             | 340           |             |
| HKD   |                        | Fixed rate from 0.01% -<br>6.65% |              |             |               |             |
|   | 46 - 1,000             |                                  | 227          | 280         | 227           | 280         |
| HKD   | 80 - 300               | Structured                       | 202          |             | 202           |             |
| NZD   | 110 - 200              | Fixed rate 7.24%                 | 266          |             |               |             |
| AUD   | 15 - 400               | BBSW+Margin                      | 7            |             |               |             |
| JPY   | 1500 - 10000           | Structured                       | 15           | 71          | 15            | 71          |
|   |                        |                                  | 4,397        | 404         | 4,124         | 404         |
| <b>Domestic medium term notes</b>                   |                        |                                  |              |             |               |             |
| AUD   | 275                    | Floating rate note               | 273          |             | 273           |             |
| AUD   | 25 - 175               | Fixed rate 7.25%                 | 224          |             | 224           |             |
| <b>Non-domestic bonds issued</b>                    |                        |                                  |              |             |               |             |
| AUD   | 1,000                  | BBSW+Margin                      | 1,000        |             | 1,000         |             |
|   |                        |                                  | 5,894        | 404         | 5,621         | 404         |
| <b>Due from 1 October 2012</b>                      |                        |                                  |              |             |               |             |
| <b>Offshore medium term notes</b>                   |                        |                                  |              |             |               |             |
| USD   | 10 - 20                | Structured                       | 57           |             | 57            |             |
| USD   |                        | Fixed rate from 0.00% -<br>5.15% |              |             |               |             |
|   | 11 - 100               |                                  | 328          | 39          | 329           | 39          |
| USD   | 1,000 - 3,850          | LIBOR+Margin                     | 4,465        | 1,054       |               |             |
| EUR   | 10                     | Structured                       | 16           |             | 16            |             |
| EUR   | 600                    | EURIBOR+Margin                   | 844          |             |               |             |
| GBP   | 20                     | Structured                       | 45           |             | 45            |             |
| HKD   |                        | Fixed rate from 0.00% -<br>6.65% |              |             |               |             |
|   | 46 - 1,000             |                                  | 201          | 217         | 201           | 217         |
| HKD   | 90 - 150               | Structured                       | 34           |             | 34            |             |
| JPY   | 1,500 - 10,000         | Structured                       | 19           | 52          | 19            | 52          |
| JPY   |                        | Fixed rate from 1.66% -<br>2.83% |              |             |               |             |
|   | 2,000 - 10,000         |                                  | 281          |             | 281           |             |
|   |                        |                                  | 6,290        | 1,362       | 982           | 308         |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

| Domestic medium term notes  |           |             |        |        |        |        |
|-----------------------------|-----------|-------------|--------|--------|--------|--------|
| AUD                         | 15 - 1370 | BBSW+Margin | 1,532  | 400    |        |        |
| AUD                         | 15 - 400  | CPI+Margin  | 62     | 60     |        |        |
|                             |           |             | 7,884  | 1,822  | 982    | 308    |
| <b>Total long term debt</b> |           |             | 39,098 | 23,982 | 29,554 | 20,802 |

| (in \$millions unless otherwise stated)        | 2007   | Consolidated<br>2006 | 2005   |
|--|--------|----------------------|--------|
| <b>Short term borrowings</b>                   |        |                      |        |
| <b>US commercial paper</b>                     |        |                      |        |
| Maximum amount outstanding at any month end    | 32,961 | 30,481               | 20,150 |
| Approximate average amount outstanding         | 28,814 | 27,407               | 18,189 |
| Approximate weighted average interest rate on: |        |                      |        |
| Average amount outstanding                     | 5.5%   | 4.3%                 | 2.7%   |
| Outstanding as at end of the year              | 5.5%   | 5.4%                 | 4.0%   |
| <b>Euro commercial paper</b>                   |        |                      |        |
| Maximum amount outstanding at any month end    | 13,515 | 10,686               | 6,750  |
| Approximate average amount outstanding         | 11,590 | 6,898                | 5,515  |
| Approximate weighted average interest rate on: |        |                      |        |
| Average amount outstanding                     | 4.7%   | 4.3%                 | 3.4%   |
| Outstanding as at end of the year              | 5.5%   | 4.5%                 | 4.7%   |
| <b>Other commercial paper</b>                  |        |                      |        |
| Maximum amount outstanding at any month end    | 9,977  | 6,717                |        |
| Approximate average amount outstanding         | 6,191  | 5,799                |        |
| Approximate weighted average interest rate on: |        |                      |        |
| Average amount outstanding                     | 6.5%   | 5.8%                 |        |
| Outstanding as at end of the year              | 7.0%   | 6.1%                 |        |



|   | Consolidated |              | Parent Entity |              |
|---|--------------|--------------|---------------|--------------|
|   | 2007<br>\$m  | 2006<br>\$m  | 2007<br>\$m   | 2006<br>\$m  |
| <b>Loan capital</b>   |              |              |               |              |
| <b>Subordinated bonds, notes and debentures</b>                       |              |              |               |              |
| SGD 100 Million subordinated bonds due 2010(1)                        | 80           | 88           | 80            | 88           |
| AUD 500 Million subordinated bonds due 2013(2)                        | 500          | 502          | 500           | 502          |
| USD 350 Million subordinated bonds due 2013(3)                        | 397          | 468          | 397           | 468          |
| AUD 600 Million subordinated bonds due 2015(4)                        | 599          | 599          | 599           | 599          |
| AUD 625 Million subordinated bonds due 2015(5)                        | 624          | 624          | 624           | 624          |
| EUR 350 Million subordinated bonds due 2015(6)                        | 561          | 592          | 561           | 592          |
| USD 75 Million subordinated bonds due 2015(7)                         | 83           | 98           | 83            | 98           |
| USD 150 Million subordinated bonds due 2015(8)                        | 170          | 201          | 170           | 201          |
| USD 350 Million subordinated bonds due 2018(9)                        | 362          | 431          | 362           | 431          |
| GBP 200 Million subordinated bonds due 2018(10)                       | 445          | 504          | 445           | 504          |
| USD 300 Million subordinated bonds due 2016(11)                       | 340          |              | 340           |              |
| AUD 1000 Million subordinated bonds due 2017(12)                      | 997          |              | 997           |              |
| AUD 600 Million subordinated bonds due 2017(13)                       | 600          |              | 600           |              |
| USD 250 Million subordinated bonds due 2017(14)                       | 284          |              | 284           |              |
| Convertible debentures issued on 19 December 2002 NZ\$731,156,944(15) |              |              | 666           | 664          |
| Convertible debentures issued on 5 April 2004 US\$525,000,000(15)     |              |              | 567           | 665          |
| <b>Total subordinated bonds, notes and debentures</b>                 | <b>6,042</b> | <b>4,107</b> | <b>7,275</b>  | <b>5,436</b> |

(1) These bonds pay a fixed rate coupon of 5.25%.

(2) \$320 million of these bonds pay a fixed rate coupon of 6.75% and the remaining \$180 million pays a floating rate coupon. These bonds can be redeemed on 18 December 2008 or any quarterly interest payment date thereafter.

(3) These bonds pay a floating rate coupon. These bonds can be redeemed on 12 March 2008, or any quarterly interest payment date thereafter.

(4) \$250 million of these bonds pay a fixed rate coupon of 6% and the remaining \$350 million pays floating rate coupon. These bonds can be redeemed on 4 February 2010, or any quarterly interest payment date thereafter. If the notes are not called on 4 February 2010, they will continue until maturity on a floating rate.

(5) \$250 million of these bonds pay a fixed rate coupon of 6% and the remaining \$375 million pays floating rate coupon. These bonds can be redeemed on 16 November 2010, or any interest payment date thereafter. If the notes are not called on 16 November 2010, they will continue until maturity on a floating rate.

(6) These bonds pay a floating rate coupon. They can be redeemed on 25 November 2010, or any quarterly interest payment date thereafter.

(7) These bonds pay a fixed rate coupon of 5%.

(8) These bonds pay a floating rate coupon. They can be redeemed on 17 February 2010, or any quarterly interest payment date thereafter.

(9) These bonds pay a fixed rate coupon of 4.625%.

(10) These bonds pay a coupon of 5.875% until 29 April 2013. From 29 April 2013 until maturity the bonds pay a floating rate coupon. These bonds can be redeemed on 29 April 2013, or any quarterly interest payment date

thereafter.

(11) These bonds pay a floating rate coupon. They can be redeemed on 20 October 2011 or any quarterly interest payment due thereafter.

(12) \$250 million of these bonds pay a fixed rate coupon of 6.50% and the remaining \$750 million pays floating rate coupon. These bonds can be redeemed on 25 May 2012, or any quarterly interest payment date thereafter. If the notes are not called on 25 May 2012, they will continue until maturity on a floating rate.

(13) \$150 million of these bonds pay a fixed rate coupon of 6.75% and the remaining \$450 million pays floating rate coupon. These bonds can be redeemed on 25 May 2012, or any quarterly interest payment date thereafter. If the notes are not called on 25 May 2012, they will continue until maturity on a floating rate.

(14) These bonds pay a floating rate coupon. They can be redeemed on 27 July 2012, or any quarterly interest payment date thereafter.

(15) Refer to Note 24 for a description of the terms of the convertible debentures.

Premiums and discounts, and fees and commissions paid on each issue have been deferred and are being amortised to interest expense over the life of the respective bonds or notes. Net unamortised expenses at 30 September 2007 amounted to \$92 million (2006 \$53 million).

|   | Consolidated |      | Parent Entity |      |
|---|--------------|------|---------------|------|
|   | 2007         | 2006 | 2007          | 2006 |
|   | \$m          | \$m  | \$m           | \$m  |
| <b>Subordinated perpetual notes</b>   |              |      |               |      |
| USD 390.2 million (2006 USD 390.2 million) subordinated perpetual floating rate notes | 429          | 521  | 429           | 521  |

These notes have no final maturity but may, subject to the approval of APRA and subject to certain other conditions, be redeemed at par at the option of Westpac. The rights of the noteholders and couponholders are subordinated to the claims of all creditors (including depositors) of Westpac other than those creditors whose claims against Westpac are expressed to rank equally with or after the claims of the noteholders and couponholders. Interest is cumulative and is payable on the notes semi-annually, subject to Westpac being solvent immediately after making the payment and having paid any dividend on any class of share capital of Westpac within the prior 12 month period.

|  | Consolidated |       | Parent Entity |      |
|--|--------------|-------|---------------|------|
|  | 2007         | 2006  | 2007          | 2006 |
|  | \$m          | \$m   | \$m           | \$m  |
| <b>Trust preferred securities</b>  |              |       |               |      |
| 6,671,140 FIRsTS of A\$100 each (net of issue costs of A\$12 million)    | 666          | 664   |               |      |
| 525,000 2004 TPS of US\$1,000 each (net of issue costs of A\$18 million) | 567          | 665   |               |      |
|  | 1,233        | 1,329 |               |      |

#### **Convertible debentures and FIRsTS**

A Westpac controlled entity, Westpac First Trust issued 6,671,140 Westpac FIRsTS in Australia at \$100 each on 19 December 2002. The Westpac FIRsTS are units in Westpac First Trust with non-cumulative distributions. The material assets of Westpac First Trust are 6,671,140 preferred units issued by another Westpac controlled entity, Westpac Second Trust. The preferred units have an issue price of \$100. Westpac Second Trust has issued an ordinary unit with an issue price of \$100 to Westpac Alpha Pty Limited. The material assets of Westpac Second Trust are convertible debentures issued by Westpac in an aggregate amount of NZ\$731,156,944 and a currency swap with Westpac.

Westpac FIRsTS are expected to pay quarterly distributions until 31 December 2007 (the first rollover date) based on an annual interest rate of 6.575%. The distributions are ultimately sourced from interest paid by Westpac on the convertible debentures. On 31 December 2007 and each rollover date after that, Westpac can vary some of the terms of the convertible debentures including the interest rate. On these rollover dates Westpac is also entitled to set the next rollover date which must be an interest payment date at least 12 months later. Any variations will have a corresponding effect on the expected distribution rate and other features (such as distribution frequency) of the preferred units and the Westpac FIRsTS.

The holders of Westpac FIRsTS can request Westpac to exchange their Westpac FIRsTS on each rollover date or upon occurrence of certain control events (such as a takeover bid involving the acquisition of a majority interest in Westpac). The holders will receive for each Westpac FIRsTS, at Westpac's discretion, \$100 cash (subject to APRA approval) or Westpac ordinary shares calculated in accordance with the applicable exchange ratio. Westpac can require holders to exchange their Westpac FIRsTS for \$100 cash (subject to APRA approval) or a variable number of Westpac ordinary shares calculated in accordance with the applicable exchange ratio on each rollover date (or on distribution payment dates after the first rollover date if the distribution rate applying to the Westpac FIRsTS at that date is a floating rate) or in certain other limited circumstances.

Where Westpac has acquired Westpac FIRsTS, an amount of convertible debentures must be redeemed for cash (subject to APRA approval) if Westpac has required redemption of those Westpac FIRsTS by Westpac First Trust. The convertible debentures may also be redeemed for cash (subject to APRA approval) in other limited circumstances. Redemption of the convertible debentures for cash will cause a redemption of the Westpac FIRsTS.

Payment of distributions on Westpac FIRsTS ultimately depends on whether interest is paid on the convertible debentures and distribution of that interest through Westpac Second Trust and Westpac First Trust to the holders of Westpac FIRsTS. The convertible debentures are unsecured obligations of Westpac and rank subordinate and junior in right of payment of principal and interest to Westpac's obligations to depositors and creditors, other than subordinated creditors holding subordinated indebtedness that is stated to rank equally with, or junior to the convertible debentures. To become payable, interest on the convertible debentures must be declared by a specially constituted committee appointed by the Board of Directors of Westpac. This committee must not declare interest payable if special deferral conditions arise such as where APRA objects to interest being paid or if Westpac has insufficient distributable profits available.

The convertible debentures may convert into Westpac preference shares or Westpac ordinary shares in certain circumstances. They will automatically convert into a fixed number of Westpac preference shares on 19 December 2052 or where Westpac fails to pay scheduled distributions on the convertible debentures and that failure continues unremedied for a period of 21 days. The convertible debentures will automatically convert into a variable number of Westpac ordinary shares calculated in accordance with the applicable exchange ratio on the occurrence of certain APRA regulatory actions affecting Westpac, Westpac's retained earnings falling below zero or an event of default. Westpac may also elect to convert the convertible debentures into Westpac ordinary shares in certain limited circumstances, such as where its ability to acquire or redeem Westpac FIRsTS is threatened. On conversion of the convertible debentures to Westpac ordinary shares in any of these circumstances, Westpac FIRsTS will be automatically redeemed in exchange for the ordinary shares.

Under the currency swap Westpac Second Trust initially paid to Westpac an amount equal to the proceeds of the issue of preferred units and Westpac paid to Westpac Second Trust the New Zealand dollar equivalent of that amount using a fixed exchange rate of A\$1.00 = NZ\$1.096. Westpac Second Trust is also required to pay to Westpac any amount in New Zealand dollars it receives under the convertible debentures, in return for an amount from Westpac denominated in Australian dollars equal to a margin over the applicable Australian dollar swap rate. The margin is the same as that on the convertible debentures.

A payment direction has been entered into between Westpac and Westpac Second Trust. Pursuant to it, interest otherwise payable to Westpac Second Trust on the convertible debentures will be treated as payment by Westpac Second Trust to Westpac under the currency swap. In return, Westpac will pay Australian dollars to Westpac Second Trust under the currency swap equal to the New Zealand dollars it receives from Westpac Second Trust under the currency swap (calculated by reference to the fixed exchange rate).

The laws of Australia and New Zealand apply to various parts of this transaction.

### ***Convertible debentures and 2004 TPS***

A wholly owned entity Westpac Capital Trust IV (Capital Trust IV) issued 525,000 2004 TPS in the United States of America at US\$1,000 each on 5 April 2004, with non-cumulative semi-annual distributions (31 March and 30 September) in arrears at the annual rate of 5.256% up to but excluding 31 March 2016. From, and including 31 March 2016 the 2004 TPS will pay non-cumulative quarterly distributions (30 June, 30 September, 31 December and 31 March) in arrears at a floating rate equal to LIBOR plus 1.7675% per year. Capital Trust IV has also issued common securities with a total price of US\$1,000 to Westpac Capital Holdings Inc.

The sole assets of the Capital Trust IV comprise 525,001 2004 Funding TPS issued by a wholly owned entity, Tavarua Funding Trust IV (Funding Trust IV) totalling US\$525,001,000. The 2004 Funding TPS have an issue price of US\$1,000 each with non-cumulative semi-annual distributions in arrears at the annual rate of 5.256% up to but excluding 31 March 2016. From and including 31 March 2016, the 2004 Funding TPS will pay non-cumulative quarterly distributions (30 June, 30 September, 31 December and 31 March) in arrears at a floating rate equal to LIBOR plus 1.7675% per year.

Funding Trust IV has issued common securities with a total price of US\$1,000 to Westpac. The assets of Funding Trust IV comprise convertible debentures issued by Westpac in aggregate amount of US\$525,001,000 and US government securities purchased with the proceeds of the common securities.

The convertible debentures are unsecured, junior subordinate obligations of Westpac and will rank subordinate and junior in right of payment of principal and distributions to Westpac's obligations to its depositors and creditors. The convertible debentures will only pay distributions to the extent they are declared by the Board of Directors of Westpac, or an authorised committee of the Board. Any distribution is subject to Westpac having sufficient distributable profits. If certain conditions exist a distribution is not permitted to be declared unless approved by APRA. The convertible debentures have no stated maturity, but will automatically convert into ADRs each representing 40 Westpac preference shares (noncumulative preference shares in Westpac with a liquidation amount of US\$25) on 31 March 2053, or earlier in the event that a distribution is not made or certain other events occur. Upon issue the amount paid up on each Westpac preference share will be deemed to be US\$25. The 2004 TPS will then be redeemed for ADRs. The dividend payment dates and distribution rates on Westpac preference shares will be the same as those otherwise applicable to 2004 TPS. The holders of the ADRs will, in certain circumstances, have the right to convert their Westpac preference shares into a variable number of Westpac ordinary shares on 31 March 2054 by giving notice to Westpac. The variable number of Westpac ordinary shares will be determined by reference to the weighted average trading price of Westpac ordinary shares in the 20 trading days immediately preceding 31 March 2054.

Westpac has guaranteed, on a subordinated basis, the payment in full of distributions or redemption amounts, the delivery of ADRs and other payments on the 2004 TPS and the 2004 Funding TPS to the extent that the Capital Trust IV and the Funding Trust IV have funds available.

With the prior written consent of APRA, if required, Westpac may elect to redeem the convertible debentures for cash before 31 March 2016 in whole upon the occurrence of certain specific events, and in whole or in part on any distribution date on or after 31 March 2016. The proceeds received by Funding Trust IV from the redemption of the convertible debentures must be used to redeem the 2004 Funding TPS and ultimately the 2004 TPS. The redemption price of the 2004 TPS will equal US\$1,000 per 2004 TPS plus the accrued and unpaid distribution for the then current semi-annual or quarterly period to the date of redemption or, if the date of redemption is a distribution date, the accrued and unpaid distribution for the most recent semi-annual or quarterly period.

The holders of the convertible debentures, 2004 Funding TPS and 2004 TPS do not have an option to require redemption of these instruments.

The laws of the United States of America, Australia and New Zealand apply to various parts of this transaction.

*Westpac debt programs and issuing shelves*

Access in a timely and flexible manner to a diverse range of debt markets and investors is provided by the following programs and issuing shelves as at 30 September 2007:

| Program/Issuing Shelf | Outstanding           | Issuer(s)     | Program/Issuing Shelf Type                             |
|-----------------------|-----------------------|---------------|--|
| <b>Australia</b>      |                       |               |  |
| No limit              | AUD 116 million       | WBC           | Debt Issuance Programme                                |
| No limit              | AUD 9,550 million     | WBC           | Debt Issuance Programme(1)                             |
| <b>Euro Market</b>    |                       |               |  |
| USD 2.5 billion       | USD 884 million       | WBC           | Euro Transferable Certificate of Deposit Programme     |
| USD 15 billion        | USD 11,131 million    | WBC/WSNZL(2)  | Euro Commercial Paper Programme                        |
| USD 25 billion        | USD 18,983 million(3) | WBC/WTSNZL(4) | Programme for the Issuance of Debt Instruments         |
| USD 5 billion         | USD 1,253 million(3)  | WSNZL(5)      | Programme for the Issuance of Debt Instruments         |
| <b>Japan</b>          |                       |               |  |
| JPY 100 billion       | Nil                   | WBC           | Samurai shelf  |
| JPY 300 billion       | JPY 30,471 million    | WBC           | Uridashi shelf(6)                                      |
| <b>United States</b>  |                       |               |  |
| USD 20 billion        | USD 15,963 million    | WBC           | Section 4(2) US Commercial Paper Program               |
| USD 7.5 billion       | Nil                   | WTSNZL(4)     | Section 4(2) US Commercial Paper Program               |
| USD 7.5 billion       | USD 5,203 million     | WSNZL(5)      | Section 4(2) US Commercial Paper Program               |
| USD 10 billion        | USD 3,150 million     | WBC           | US MTN Program(7)                                      |
| USD 5 billion         | USD 3,750 million     | WBC           | Medium Term Deposit Notes                              |
| USD 1 billion(8)      | USD 350 million(9)    | WBC           | US Securities and Exchange Commission registered shelf |
| <b>New Zealand</b>    |                       |               |  |
| No limit              | NZD 635 million       | WNZL          | Medium Term Note Programme                             |
| NZD 750 million       | NZD 125 million       | WTSNZL(4)     | Medium Term Note Programme                             |

(1) Debt Issuance Programme for the issue of TCDs, MTNs and other debt instruments most recently updated on 15 January 2007.

(2) WTSNZL was also an issuer under this programme until 1 November 2006, on which date WSNZL became an issuer under the programme. Notes issued under this programme by WSNZL are guaranteed by WNZL, its parent company.

(3) Outstandings are recorded at historical exchange rates applicable on the relevant trade date (per programme documentation).

(4) Instruments issued under this programme by WTSNZL are guaranteed by WBC.

(5) Instruments issued under this programme by WSNZL are guaranteed by WNZL.

(6) Record of the secondary distributions under the Shelf Registration Statement as amended (outstanding amounts are also reflected under the USD 25 billion Programme for the Issuance of Debt Instruments). JPY 292 billion of the issuing shelf limit remains available.

(7) This programme was established on 13 February 2007.

- (8) USD 227 million of the issuing shelf limit remains available.
- (9) Outstanding issuance is a tier 2 instrument.



**Note 25. Shareholder equity and minority interests**

|  | Consolidated |             | Parent Entity |             |
|--|--------------|-------------|---------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Contributed equity</b>  |              |             |               |             |
| <b>Ordinary shares 1,865,087,604 (2006 1,839,221,164) each fully paid</b>        | 6,125        | 5,519       | 6,125         | 5,519       |
| <b>RSP treasury shares 1,329,152 (2006 nil)</b>                                  | (32)         |             | (32)          |             |
| <b>Other treasury shares 5,136,282 (2006 4,020,208)</b>                          | (82)         | (51)        | (10)          | (8)         |
|  | (114)        | (51)        | (42)          | (8)         |
| <b>Share capital</b>   | 6,011        | 5,468       | 6,083         | 5,511       |
| <b>Other equity instruments</b>  |              |             |               |             |
| Convertible debentures:  |              |             |               |             |
| Issued on 13 August 2003 NZ\$1,279,981,813 (net of issue costs of A\$13 million) |              |             | 1,137         | 1,137       |
| Issued on 21 June 2006 A\$762,700,375 (net of issue costs of A\$12 million)      |              |             | 755           | 751         |
| <b>Total other equity instruments</b>  |              |             | 1,892         | 1,888       |
| <b>Minority interests</b>  |              |             |               |             |
| Trust preferred securities:  |              |             |               |             |
| 750,000 2003 TPS of US\$1,000 each (net of issue costs of A\$13 million)         | 1,137        | 1,137       |               |             |
| 7,627,375 2006 TPS of A\$100 each (net of issue costs of A\$12 million)          | 755          | 751         |               |             |
| Other  | 20           | 24          |               |             |
| <b>Total minority interests</b>  | 1,912        | 1,912       |               |             |

**Ordinary shares**

In accordance with the Corporations Act Westpac does not have authorised capital and all ordinary shares issued have no par value.

Ordinary shares entitle the holder to participate in dividends as declared and in the event of winding up of Westpac, to participate in the proceeds in proportion to the number of and amounts paid on the shares held.

Ordinary shares entitle the holder to one vote per share, either in person or by proxy, at a meeting of Westpac shareholders.

During the year the following ordinary shares were issued:

to equity holders in terms of the Dividend Reinvestment Plan, 10,621,712 ordinary shares at a price of \$24.05 and 14,500,820 ordinary shares at a price of \$26.15; and

to eligible staff under the Employee Share Plan 743,908 ordinary shares issued for nil consideration.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

During the year ended 30 September 2007, 2,853,969 ordinary shares were purchased on market at an average purchase price of \$25.65 and delivered to employees upon the exercise of the following options and performance share rights:

to eligible executives and senior management under the Westpac Performance Plan 456,112 performance options at an average exercise price of \$14.07 and 195,772 performance share rights for nil consideration;

to executives under the General Management Share Option Plan 640,585 options at an average exercise price of \$14.07; and

to senior officers under the Senior Officers Share Purchase Scheme 1,561,500 options at an average exercise price of \$13.93.

### *Restricted Share Plan (RSP) treasury shares*

During the year ended 30 September 2007, 1,329,152 ordinary shares were purchased on market at an average purchase price of \$24.00 and allocated to eligible senior management under the RSP. Shares under the RSP receive a dividend (same as ordinary shares), despite the fact that unconditional ownership of the shares only vests to the employees at the end of the three year holding lock period.

### *Other treasury shares*

Treasury shares includes ordinary shares held by statutory life funds and managed investment schemes and ordinary shares held by Westpac in respect of equity derivatives sold to customers.

During the year 2,265,943 treasury shares were purchased at an average price of \$26.19 and 1,149,869 treasury shares were sold at an average price of \$25.08.

*Convertible debentures and 2003 TPS*

A wholly owned entity Westpac Capital Trust III (Capital Trust III) issued 750,000 2003 TPS in the United States of America at US\$1,000 each on 13 August 2003, with non-cumulative semi-annual distributions (31 March and 30 September) in arrears at the annual rate of 5.819% up to but excluding 30 September 2013. From, and including, 30 September 2013 the 2003 TPS will pay non-cumulative quarterly distributions (31 December, 31 March, 30 June and 30 September) in arrears at a floating rate of LIBOR plus 2.05% per year. Capital Trust III has also issued common securities with a total price of US\$1,000 to Westpac Capital Holdings Inc.

The sole assets of the Capital Trust III comprise 750,001 Funding 2003 TPS issued by a wholly owned entity, Tavarua Funding Trust III (Funding Trust III) totalling US\$750,001,000. The Funding 2003 TPS have an issue price of US\$1,000 each with a non-cumulative semi-annual distributions in arrears at the annual rate of 5.819% up to, but excluding 30 September 2013 and subsequently, including 30 September 2013, quarterly distributions in arrears at the annual rate of LIBOR plus 2.05%.

Funding Trust III has issued common securities with a total price of US\$1,000 to Westpac Funding Holdings Pty Limited. The assets of Funding Trust III comprise convertible debentures issued by Westpac in aggregate amount of NZ\$1,293,103,448, US government securities purchased with the proceeds of the common securities and a currency swap with Westpac.

The convertible debentures are unsecured, junior subordinated obligations of Westpac and will rank subordinate and junior in right of payment of principal and distributions to Westpac's obligations to its depositors and creditors. The convertible debentures are limited in aggregate principal amount to the New Zealand dollar equivalent, based on a fixed exchange rate of US\$0.58, of the sum of the stated liquidation amounts of the 2003 TPS and the proceeds of the common securities issued by Capital Trust III. The convertible debentures will only pay distributions to the extent they are declared by the Board of Directors of Westpac, or an authorised committee of the Board. Any distribution is subject to Westpac having sufficient distributable profits. If certain conditions exist a distribution is not permitted to be declared unless approved by APRA. The convertible debentures have no stated maturity, but will automatically convert into American Depositary Receipts (ADRs) each representing 40 Westpac preference shares (non-cumulative preference shares in Westpac with a liquidation amount of US\$25) on 30 September 2053, or earlier in the event that a distribution is not made or certain other events occur. Upon issue the amount paid up on each Westpac preference share will be deemed to be US\$25. The 2003 TPS will then be redeemed for ADRs. The dividend payment dates and distribution rates on Westpac preference shares will be the same as those otherwise applicable to the 2003 TPS.

Under the currency swap, Funding Trust III initially paid an amount equal to the proceeds of the issue of the Funding 2003 TPS in US dollars to Westpac, in exchange for the New Zealand dollar equivalent using a fixed exchange rate of NZ\$1.00 = US\$0.58. Funding Trust III is also required to pay to Westpac any amount in New Zealand dollars it receives under the convertible debentures, in return for an amount denominated in US dollars at the fixed exchange rate.

The currency swap terminates upon the payment in full of the cash redemption price of the outstanding convertible debentures and the exchange of such redemption price for US dollars or the conversion of the convertible debentures into ADRs.

A netting agreement has been entered into between Westpac and Funding Trust III. Pursuant to the netting agreement, the distributions on the convertible debentures will be treated as a payment by Funding Trust III under the currency swap. In return, Westpac will pay US dollars to Funding Trust III under the currency swap equal to the NZ dollars it would have received from Funding Trust III under the currency swap (calculated by reference to the fixed exchange rate).

Westpac has guaranteed, on a subordinated basis, the payment in full of distributions or redemption amounts, the delivery of ADRs and other payments on the 2003 TPS and the Funding 2003 TPS to the extent that the Capital Trust III and the Funding Trust III have funds available.

With the prior written consent of APRA, if required, Westpac may elect to redeem the convertible debentures for cash before 30 September 2013 in whole upon the occurrence of certain specific events, and in whole or in part on any distribution date on or after 30 September 2013. The proceeds received by Funding Trust III from the redemption of the convertible debentures must be used to redeem the Funding 2003 TPS and ultimately the 2003 TPS. The redemption price of the 2003 TPS will equal US\$1,000 per 2003 TPS plus the unpaid distribution for the then current semi-annual or quarterly period to the date of redemption or, if the date of redemption is a distribution payment date, the unpaid distribution for the most recent semi-annual or quarterly period.

The holders of the convertible debentures, Funding 2003 TPS and 2003 TPS do not have an option to require redemption of these instruments.

The laws of the United States of America, Australia and New Zealand apply to various parts of this transaction.

#### ***Convertible Notes and 2006 TPS***

A Westpac controlled entity, Westpac TPS Trust, issued 7,627,375 2006 TPS in Australia at \$100 each on 21 June 2006. The 2006 TPS are preferred units in the Westpac TPS Trust, with non-cumulative floating rate distributions which are expected to be fully franked. Westpac TPS Trust also issued one ordinary unit with an issue price of \$100 to Westpac. Westpac, as holder of the ordinary unit, is entitled to any residual income or assets of the Westpac TPS Trust not distributed to holders of 2006 TPS.

The principal assets of Westpac TPS Trust are 7,627,375 convertible notes (the notes) issued by Westpac in an aggregate amount of \$762,737,500.

The 2006 TPS are scheduled to pay quarterly distributions (30 September, 31 December, 31 March and 30 June) in arrears, subject to certain conditions being satisfied. The distribution rate on 2006 TPS, until 30 June 2016 (the step-up date), is calculated as the Australian bank bill rate plus 1% per annum (the initial margin) multiplied by one minus the Australian corporate tax rate (30% at the time of issue). After the step-up date, the initial margin will increase by a one time step-up of 1% per annum.

The notes are unsecured obligations of Westpac and rank subordinate and junior in right of payment of principle and interest to Westpac's obligations to depositors and creditors, other than subordinated creditors holding subordinated indebtedness that is stated to rank equally with, or junior to the notes.

Distributions on the 2006 TPS will only be made if Westpac pays interest on the notes and certain other conditions (which correspond to the interest payment conditions on the notes) are satisfied. Interest will be paid on the notes if the Westpac directors resolve to make the interest payment, the amount of the payment does not exceed the distributable profits of the Westpac Group and APRA does not otherwise object to the payment. The interest payments on the notes are expected to exceed the aggregate amount of the distributions to be made on 2006 TPS. The excess will be distributed to Westpac, as holder of the ordinary unit in the Westpac TPS Trust, on each distribution payment date.



Westpac can require holders to exchange each of their 2006 TPS for \$100 cash (subject to any required APRA approval) or a variable number of Westpac ordinary shares calculated in accordance with the applicable conversion number, on the step-up date or any distribution payment date after the step-up date, or in certain other limited circumstances. If Westpac elects to initiate redemption of 2006 TPS for cash or conversion into a variable number of ordinary shares, Westpac must also redeem or convert the notes in a corresponding manner.

The 2006 TPS will automatically exchange into Westpac preference shares upon the occurrence of an automatic exchange event, that is, if the 2006 TPS are still on issue on 30 September 2055 or in certain other limited circumstances, including the occurrence of an event of default or an APRA event (unless APRA determines otherwise). On exchange, all 2006 TPS on issue will exchange into preference shares directly issued by Westpac and the notes and the 2006 TPS will be redeemed simultaneously. On exchange, 2006 TPS holders will receive one preference share for each 2006 TPS.

The laws of Australia and New Zealand apply to various parts of this transaction.

## Note 26. Detail of changes in shareholders' equity

|  | 2007         | Consolidated | 2005         | Parent       | 2006         |
|--|--------------|--------------|--------------|--------------|--------------|
|  | \$m          | 2006         | \$m          | 2007         | 2006         |
|  |              | \$m          | \$m          | \$m          | \$m          |
| <b>Share capital</b>   |              |              |              |              |              |
| Balance as at beginning of the year  | 5,468        | 5,235        | 4,234        | 5,511        | 5,291        |
| A-IFRS transition adjustment   |              |              | (50)         |              |              |
| Restated balance as at beginning of the year   | 5,468        | 5,235        | 4,184        | 5,511        | 5,291        |
| Shares issued:   |              |              |              |              |              |
| Under dividend reinvestment plan   | 635          | 349          | 420          | 635          | 349          |
| Under option and share rights schemes  | 37           | 67           | 191          | 37           | 67           |
| In exchange for New Zealand Class shares   |              |              | 451          |              |              |
| Acquisition of Hastings Funds Management Limited                                     |              | 52           |              |              | 52           |
| Shares purchased for delivery upon exercise of options and share rights (net of tax) | (66)         | (33)         |              | (66)         | (33)         |
| Shares bought back and cancelled   |              | (212)(1)     |              |              | (212)        |
| (Acquisition)/disposal of treasury shares  | (31)         | 10           | (11)         | (2)          | (3)          |
| Acquisition of RSP treasury shares   | (32)         |              |              | (32)         |              |
| <b>Balance as at end of the year</b>   | <b>6,011</b> | <b>5,468</b> | <b>5,235</b> | <b>6,083</b> | <b>5,511</b> |
| <b>Available-for-sale securities reserve</b>   |              |              |              |              |              |
| Balance as at beginning of the year  | 15           |              |              | 16           |              |
| Net gains/(losses) from changes in fair value  | (6)          | 57           |              | (4)          | 41           |
| Income tax effect  | 1            | (7)          |              |              | (7)          |
| Transferred to income statements   | (20)         | (35)         |              | (21)         | (18)         |
| Income tax effect  | 8            |              |              | 8            |              |
| <b>Balance as at end of the year</b>   | <b>(2)</b>   | <b>15</b>    |              | <b>(1)</b>   | <b>16</b>    |
| <b>Share-based payment reserve</b>   |              |              |              |              |              |
| Balance as at beginning of the year  | 204          | 142          |              | 204          | 142          |
| A-IFRS transition adjustment   |              |              | 79           |              |              |
| Restated balance as at beginning of the year   | 204          | 142          | 79           | 204          | 142          |
| Current period movement  | 53           | 62           | 63           | 53           | 62           |
| <b>Balance as at end of the year</b>   | <b>257</b>   | <b>204</b>   | <b>142</b>   | <b>257</b>   | <b>204</b>   |
| <b>Cash flow hedging reserve</b>   |              |              |              |              |              |
| Balance as at beginning of the year  | (2)          |              |              | (2)          |              |
| A-IFRS transition adjustment   |              | 51           |              |              | 51           |
| Restated balance as at beginning of the year   | (2)          | 51           |              | (2)          | 51           |
| Net gains/(losses) from changes in fair value  | 124          | (42)         |              | 51           | (42)         |
| Income tax effect  | (33)         | 14           |              | (16)         | 14           |
| Transferred to income statements   | 12           | (36)         |              | 14           | (36)         |
| Income tax effect  | (4)          | 11           |              | (4)          | 11           |
| <b>Balance as at end of the year</b>   | <b>97</b>    | <b>(2)</b>   |              | <b>43</b>    | <b>(2)</b>   |
| <b>Foreign currency translation reserve</b>  |              |              |              |              |              |
| Balance as at beginning of the year  | (31)         | (96)         | (83)         | (88)         | (145)        |
| A-IFRS transition adjustment   |              | 25           | 83           |              | 22           |
| Restated balance as at beginning of the year   | (31)         | (71)         |              | (88)         | (123)        |
| Transfer from retained profits   | 2            | 1            |              |              |              |
| Foreign currency translation adjustment  | (179)        | 26           | (96)         | (180)        | 22           |
| Tax on foreign currency translation adjustment                                       | 48           | 13           |              | 54           | 13           |
| <b>Balance as at end of the year</b>   | <b>(160)</b> | <b>(31)</b>  | <b>(96)</b>  | <b>(214)</b> | <b>(88)</b>  |
| <b>Total reserves</b>  | <b>192</b>   | <b>186</b>   | <b>46</b>    | <b>85</b>    | <b>(130)</b> |

(1) On 19 December 2005 52,273,870 ordinary shares (approximately 2.8%) were bought back at a price of \$19.13 per share for a total cost of \$1 billion. The shares bought back have been cancelled. In accordance with the buy-back tender process \$15.13 per share of the consideration paid was treated as a fully franked deemed dividend and has been

deducted from retained profits (\$791 million). The balance of the consideration paid of \$4.00 per share and incidental costs of the buy-back have been deducted from share capital (\$212 million).



|  | 2007<br>\$m  | Consolidated<br>2006<br>\$m | 2005<br>\$m  | 2007<br>\$m  | Parent<br>2006<br>\$m |
|--|--------------|-----------------------------|--------------|--------------|-----------------------|
| <b>Movements in retained profits were as follows</b> |              |                             |              |              |                       |
| Balance as at beginning of the year                  | 8,532        | 8,280                       | 7,812        | 6,835        | 6,214                 |
| A-IFRS transition adjustment                         |              | (50)                        | (569)        |              | 99                    |
| Restated balance as at beginning of the year         | 8,532        | 8,230                       | 7,243        | 6,835        | 6,313                 |
| Profit attributable to equity holders                | 3,451        | 3,071                       | 2,698        | 2,864        | 3,359                 |
| Deemed dividend on shares bought back                |              | (791)(1)                    |              |              | (791)                 |
| Ordinary dividends paid                              | (2,265)      | (1,977)                     | (1,661)      | (2,270)      | (1,981)               |
| Distributions on convertible debentures              |              |                             |              | (68)         | (65)                  |
| Transfer to from reserves                            | (2)          | (1)                         |              |              |                       |
| <b>Balance as at end of the year</b>                 | <b>9,716</b> | <b>8,532</b>                | <b>8,280</b> | <b>7,361</b> | <b>6,835</b>          |

- (1) On 19 December 2005 52,273,870 ordinary shares (approximately 2.8%) were bought back at a price of \$19.13 per share for a total cost of \$1 billion. The shares bought back have been cancelled. In accordance with the buy-back tender process \$15.13 per share of the consideration paid was treated as a fully franked deemed dividend and has been deducted from retained profits (\$791 million). The balance of the consideration paid of \$4.00 per share and incidental costs of the buy-back have been deducted from share capital (\$212 million).

The adoption of A-IFRS on 1 October 2005 has resulted in changes to the Group's accounting policies. Certain disclosures for 2007 and 2006 may not be presented consistently with the disclosure for the 2005 period.

**Note 27. Share-based payments**

**Executive and Senior Officer share plans**

Options, share rights, restricted shares and stock appreciation rights are granted to selected executives and senior managers under the following schemes.

*(i) Westpac Performance Plan (WPP)*

The first grant of performance options and performance share rights under the WPP took place on 20 January 2003. The WPP replaced the General Management Share Option Plan (GMSOP) and the Senior Officers Share Purchase Scheme (SOSPS), which are both now closed to new offers. The WPP provides for both performance options and performance share rights to be offered to executives and senior management.

All allocations under this plan include a performance hurdle, unless otherwise noted, which will result in participants forfeiting all performance options and performance share rights for below median returns relative to defined ranking groups. Details of the plan are set out below.

*Performance hurdle applying to the plan*

Participants will only receive unconditional ownership (vesting) of performance options or performance share rights if the performance hurdle which compares Westpac's total shareholder return (TSR) with the TSR of Westpac's ranking group is met. The TSR measures the return to investors on their investment reflecting both share price growth and the reinvestment of dividends in additional shares.

For grants made since November 2005, 50% of the long term incentive award is assessed against a TSR ranking group of the top 10 of the largest 13 Australian banking and financial sector companies by market capitalisation at the time of grant (excluding Westpac). The other 50% assesses TSR performance against a ranking group of the 50 largest companies on the ASX by market capitalisation at the time of grant (excluding Westpac, specified resource companies and the first ranking group).

For grants made prior to December 2005, the ranking group is the 50 largest companies listed on the ASX by market capitalisation at the commencement of the performance period (excluding Westpac, property and investment trusts and specified resources companies).

Full vesting of performance options and performance share rights occurs when Westpac's relative TSR is at (or exceeds) the 75th percentile of the ranking group, scaling down to 50% vesting on a straight-line basis for median performance. Below median performance, no vesting occurs.

*Performance options*

Under the WPP, up to 100 eligible executives each year can be granted performance options to acquire fully paid ordinary shares issued by Westpac, with vesting subject to meeting the above performance hurdles. The performance options have a ten year life from the date of grant. The exercise price to be paid by the executive is equal to the average market price of Westpac ordinary shares traded on the ASX over the five trading days up to the time the offer is made.

The initial period for testing against the performance hurdle is after three years. Executives can elect to vest based on the result of this testing or opt to test again on the fourth anniversary. Executives can elect to vest based on the result of this testing on the fourth anniversary or opt to do a final test on the fifth anniversary. Executives do not have the choice to revert to the results based on earlier testing. Any performance options that do not vest are forfeited.

Upon exercising vested performance options, the executive has the right to take up his or her entitlement in whole or in part as fully paid ordinary shares. The exercise price is payable at that time. A performance option lapses if it is not exercised prior to the end of its term.

The following table sets out details of the performance options granted to executives under the WPP:

| Grant Date                             | Latest Date for Exercise | Exercise Price | Outstanding at 1 October 2006 | Granted During the Year | Exercised During the Year | Lapsed During the Year | Total Outstanding at 30 September 2006 | Outstanding and Exercisable at 30 September 2007 |
|--|--------------------------|----------------|-------------------------------|-------------------------|---------------------------|------------------------|--|--|
| 20 January 2003                        | 20 January 2013          | \$ 13.59       | 1,100,049                     |                         | 417,323                   | 83,199                 | 599,527                                | 366,221  |
| 1 May 2003                             | 1 May 2013               | \$ 15.04       | 28,333                        |                         |                           |                        | 28,333                                 |  |
| 3 November 2003                        | 3 November 2013          | \$ 16.34       | 17,386                        |                         |                           |                        | 17,386                                 |  |
| 21 January 2004                        | 21 January 2014          | \$ 16.34       | 2,961,053                     |                         |                           | 738,058                | 2,222,995                              |  |
| 6 May 2004                             | 6 May 2014               | \$ 17.72       | 16,891                        |                         |                           |                        | 16,891                                 |  |
| 3 August 2004                          | 3 August 2014            | \$ 17.65       | 17,627                        |                         |                           |                        | 17,627                                 |  |
| 20 January 2005                        | 20 January 2015          | \$ 18.98       | 3,564,261                     |                         | 30,977                    | 787,833                | 2,745,451                              |  |
| 2 May 2005                             | 2 May 2015               | \$ 19.00       | 43,553                        |                         |                           |                        | 43,553                                 |  |
| 1 August 2005                          | 1 August 2015            | \$ 19.62       | 16,891                        |                         |                           |                        | 16,891                                 |  |
| 20 December 2005                       | 20 December 2015         | \$ 20.53       | 3,606,201                     |                         | 7,812                     | 683,381                | 2,915,008                              | 121,337  |
| 20 December 2005                       | 20 December 2015         | \$ 22.53       | 87,836                        |                         |                           | 16,892                 | 70,944                                 |  |
| 15 December 2006                       | 15 December 2016         | \$ 23.98       |                               | 2,893,072               |                           | 306,068                | 2,587,004                              | 129,244  |
| 15 December 2006(1)                    | 15 December 2016         | \$ 23.93       |                               | 56,147                  |                           |                        | 56,147                                 |  |
| <b>Totals 2007</b>                     |                          |                | 11,460,081                    | 2,949,219               | 456,112                   | 2,615,431              | 11,337,757                             | 616,802  |
| <b>Weighted average exercise price</b> |                          |                | \$ 18.28                      | \$ 23.52                | \$ 14.07                  | \$ 19.08               | \$ 19.75                               | \$ 17.13   |
| Totals 2006                            |                          |                | 10,786,847                    | 3,997,592               | 952,981                   | 2,371,377              | 11,460,081                             | 841,256  |
| Weighted average exercise price        |                          |                | \$ 16.50                      | \$ 20.57                | \$ 13.94                  | \$ 15.82               | \$ 18.28                               | \$ 13.59   |

(1) These options are unhurdled and have been granted to select overseas executives, they vest after three years and the exercise price is set at date of grant.

The weighted average fair value at grant date of performance options issued during the year was \$2.70 (2006 \$2.51). The weighted average remaining contractual life of outstanding performance options at 30 September 2007 was 7.7 years (2006 8.2 years).



*Performance share rights*

Under the WPP, performance share rights are generally granted to approximately 150 eligible executives and senior management each year, with vesting subject to meeting the above performance hurdles. The performance share rights have a ten year life from the date of grant. After vesting the performance share rights entitle the holder to elect to receive fully paid Westpac ordinary shares at no cost to the participant.

The performance share rights have either a two-year or a three-year initial testing period. The performance share rights are subject to the same periodic testing as for performance options above, except that those with a two-year initial testing period are tested on the second, third and fourth anniversaries. Any performance share rights that do not vest are forfeited.

Upon exercising vested performance share rights, the executive or senior manager has the right to take up his or her entitlement in whole or in part as fully paid ordinary shares. A performance share right lapses if it is not exercised prior to the end of its term.

The following table sets out details of the performance share rights granted to executives and senior managers under the Westpac Performance Plan:

| Grant Dates                              | Latest Dates for Exercise              | Outstanding at<br>1 October<br>2006 | Granted<br>During<br>the Year | Exercised<br>During<br>the Year | Lapsed<br>During<br>the Year | Total<br>Outstanding at<br>30 September 2007 | Outstanding and<br>Exercisable at<br>30 September 2007 |
|--|--|-------------------------------------|-------------------------------|---------------------------------|------------------------------|--|--|
| <b>Two-year initial testing period</b>   |  |                                     |                               |                                 |                              |  |  |
| 20 January 2003 to<br>1 August 2003      | 20 January 2013 to<br>1 August 2013    | 309,567                             |                               | 79,873                          | 93,262                       | 136,432                                      | 136,432  |
| 3 November 2003 to<br>3 August 2004      | 3 November 2013 to<br>3 August 2014    | 1,714,557                           |                               |                                 | 329,859                      | 1,384,698                                    |  |
| 5 November 2004 to<br>1 August 2005      | 5 November 2014 to<br>1 August 2014    | 1,923,040                           |                               | 19,207                          | 335,769                      | 1,568,064                                    | 4,421  |
| 1 November 2005 to<br>3 August 2006      | 1 November 2015 to<br>3 August 2016    | 2,113,232                           |                               | 3,875                           | 309,545                      | 1,799,812                                    | 33,944   |
| 1 November 2006 to<br>15 December 2006   | 1 November 2016 to<br>15 December 2016 |                                     | 628,300                       |                                 | 65,361                       | 562,939                                      | 27,807   |
| 3 September 2007                         | 3 September 2017(1)                    |                                     | 6,660                         |                                 |                              | 6,660  |  |
| <b>Three-year initial testing period</b> |  |                                     |                               |                                 |                              |  |  |
| 20 January 2003 to<br>1 August 2003      | 20 January 2013 to<br>1 August 2013    | 302,975                             |                               | 88,584                          | 9,089                        | 205,302                                      | 99,245   |
| 3 November 2003 to<br>3 August 2004      | 3 November 2013 to<br>3 August 2014    | 931,563                             |                               |                                 | 129,526                      | 802,037                                      |  |
| 5 November 2004 to<br>1 August 2005      | 5 November 2014 to<br>1 August 2015    | 1,065,646                           |                               | 3,492                           | 146,522                      | 915,632                                      |  |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |                                     |           |           |         |           |         |
|--|-------------------------------------|-----------|-----------|---------|-----------|---------|
| 1 November 2005 to<br>3 August 2006      | 1 November 2015 to<br>3 August 2016 | 1,306,372 | 741       | 158,095 | 1,147,536 | 1,424   |
| 1 November 2006                          | 1 November 2016                     | 9,480     |           |         | 9,480     |         |
| 15 December 2006<br>to<br>1 June 2007(1) | 15 December 2016 to<br>1 June 2017  | 230,557   |           | 14,879  | 215,678   |         |
| <b>Totals 2007</b>                       |                                     | 9,666,952 | 874,997   | 195,772 | 1,591,907 | 303,273 |
| Totals 2006                              |                                     | 8,200,149 | 3,695,646 | 602,487 | 1,626,356 | 413,720 |

---

(1) These share rights are unhurdled and have been granted to select overseas executives, they vest after either two or three years.

The weighted average fair value at grant date of performance share rights issued during the year was \$15.66 (2006 \$11.80). The weighted average remaining contractual life of outstanding performance share rights at 30 September 2007 was 7.4 years (2006 8.2 years).

*(ii) Chief Executive Securities Agreement*

David Morgan currently holds performance options and performance share rights received under the Chief Executive Securities Agreement 2003. This agreement was approved by shareholders at Westpac's Annual General Meeting on 11 December 2003 and provide for:

the grant of performance options in three separate tranches of 713,000 on 1 March 2004, 1 March 2005, and 1 March 2006, and a fourth tranche of 594,167 performance options on 1 December 2006; and

the grant of performance share rights in three separate tranches of 218,000 on 1 March 2004, 1 March 2005, and 1 March 2006, and a fourth tranche of 181,667 performance share rights on 1 December 2006.

Performance is tested once only for each tranche, three years from grant (or in the case of the 1 December 2006 tranche performance on 1 March 2010).

Performance options or performance share rights vest only if Westpac's TSR is at or above the median of the ranking group, with full vesting where TSR ranking is at the 75<sup>th</sup> percentile. Vesting is on a straight line basis between the median and the 75<sup>th</sup> percentile.

To date, only the 1 March 2004 tranche has reached a performance test date (1 March 2007). At that test date Westpac's TSR was below the median of the ranking group and as a result all of the 1 March 2004 tranche lapsed.

The following table sets out details of the performance options and performance share rights granted to David Morgan under the above agreement:

| Grant Date                                       | Latest Date for Exercise | Exercise Price | Outstanding at 1 October 2006 | Granted During the Year | Exercised During the Year | Lapsed During the Year | Outstanding at 30 September 2007 |
|--|--------------------------|----------------|-------------------------------|-------------------------|---------------------------|------------------------|----------------------------------|
| <b>Options</b>                                   |                          |                |                               |                         |                           |                        |                                  |
| 1 March 2004                                     | 28 February 2014         | \$ 16.71       | 713,000                       |                         |                           | 713,000                |                                  |
| 1 March 2005                                     | 28 February 2015         | \$ 19.17       | 713,000                       |                         |                           |                        | 713,000                          |
| 1 March 2006                                     | 28 February 2016         | \$ 23.52       | 713,000                       |                         |                           |                        | 713,000                          |
| 1 December 2006                                  | 30 November 2016         | \$ 24.18       |                               | 594,167                 |                           |                        | 594,167                          |
| <b>Totals 2007</b>                               |                          |                | 2,139,000                     | 594,167                 |                           | 713,000                | 2,020,167                        |
| <b>Performance share rights</b>                  |                          |                |                               |                         |                           |                        |                                  |
| 1 March 2004                                     | 28 February 2014         | nil            | 218,000                       |                         |                           | 218,000                |                                  |
| 1 March 2005                                     | 28 February 2015         | nil            | 218,000                       |                         |                           |                        | 218,000                          |
| 1 March 2006                                     | 28 February 2016         | nil            | 218,000                       |                         |                           |                        | 218,000                          |
| 1 December 2006                                  | 30 November 2016         | nil            |                               | 181,667                 |                           |                        | 181,667                          |
| <b>Totals 2007</b>                               |                          |                | 654,000                       | 181,667                 |                           | 218,000                | 617,667                          |
| <b>Weighted average exercise price - options</b> |                          |                | \$ 19.80                      | \$ 24.18                | \$ 0.00                   | \$ 16.71               | \$ 22.18                         |
| Totals 2006                                      |                          |                |                               |                         |                           |                        |                                  |

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   |           |          |          |          |           |
|---|-----------|----------|----------|----------|-----------|
| Options                                   | 2,526,000 | 713,000  | 677,886  | 422,114  | 2,139,000 |
| Performance share rights                  | 436,000   | 218,000  |          |          | 654,000   |
| Weighted average exercise price - options | \$ 16.17  | \$ 23.52 | \$ 13.87 | \$ 13.87 | \$ 19.80  |

The fair value at grant date of options issued to David Morgan during the year was \$2.41 (2006 \$2.09). The fair value at grant date of performance share rights issued to David Morgan during the year was \$11.41 (2006 \$10.56). At 30 September 2007 no outstanding options or performance share rights issued to David Morgan were exercisable (2006 nil). The weighted average remaining contractual life at 30 September 2007 of outstanding options was 8.3 years (2006 8.4 years) and outstanding performance share rights was 8.3 years (2006 8.4 years).

### *(iii) Fair value assumptions*

The fair value of performance options and performance share rights included in the tables above have been independently calculated at grant date using a Binomial/Monte Carlo simulation pricing model. The assumptions included in the valuation of the 1 December 2006 awards to the CEO include a risk free interest rate of 5.56% for options and 5.81% for share rights, a dividend yield on Westpac shares of 4.8% and a volatility in the Westpac share price of 15.0%. The assumptions included in the valuation of the 15 December 2006 awards under the WPP include a risk free interest rate of 5.76% for performance options and 6.02% for performance share rights a dividend yield on Westpac shares of 4.8% and a volatility in the Westpac share price of 15.0%. Volatility has been assessed by considering the implied volatility of publicly traded options over Westpac's shares and the historic volatility of the market price of Westpac shares. Other assumptions include volatilities of, and correlation factors between, share price movements of the ranking group members and Westpac, which are used to assess the impact of performance hurdles. Performance options and performance share rights have been valued assuming an expected life after the vesting date of up to one year.

### *(iv) Restricted Share Plan (RSP)*

Under the RSP, shares may be allocated to eligible employees at no cost with vesting subject to remaining employed with Westpac for a period determined by the Board. The RSP provides an instrument for attracting and retaining employees. RSP shares are held in the name of the employee, subject to restriction until satisfaction of the resting conditions. Dividend and voting rights on the RSP shares granted rank equally with Westpac ordinary shares and the shares may be held in the plan for up to ten years from grant date.

Shares have been acquired on market to fulfil the RSP requirements for the 2007 financial year.



The following table relates to shares issued under the RSP:

| Allocation date(1)    | Balance at Start of Year | Granted During the Year | Released     | Forfeited During the Year | Balance Year End |
|-----------------------|--------------------------|-------------------------|--------------|---------------------------|------------------|
| <b>2007</b>           |                          |                         |              |                           |                  |
| December 2006         |                          | 1,288,922               | 1,854        | 66,384                    | 1,220,684        |
| January - March 2007  |                          | 20,132                  |              | 1,993                     | 18,139           |
| April - June 2007     |                          | 35,934                  |              |                           | 35,934           |
| July - September 2007 |                          | 31,010                  |              |                           | 31,010           |
| <b>Total 2007</b>     |                          | <b>1,375,998</b>        | <b>1,854</b> | <b>68,377</b>             | <b>1,305,767</b> |
| 2006                  | Nil                      |                         |              |                           |                  |

(1) Westpac completed a large issue under the RSP program in December 2006 as well as a number of smaller issues during the financial year. The smaller issues made subsequent to the large December issue have been grouped on a quarterly basis.

*(v) Stock appreciation rights*

As at 30 September 2007, there were no stock appreciation rights outstanding (2006 250,000), which were granted on 2 September 1997 at a nominal price of \$7.89 per right (the issue price). No stock appreciation rights have been issued since 1997 and 250,000 were exercised during the year ended 30 September 2007 (2006 250,000). The stock appreciation rights have a term of up to ten years and became payable, at the option of the holder at any time on or after three years from the date of the grant.

Under the rights, the holder receives a cash payment equal to the amount by which the closing price of Westpac's ordinary shares exceeds the issue price as at close of business on the ASX on the date the rights are exercised.

Stock appreciation rights provide no dividend or voting rights to holders.

*(vi) Other Group share-based plans*

Westpac also provides plans for small, specialised parts of the Group. The payments under these plans are directly linked to growth of the relevant part of the business and are each capped at an appropriate proportion of the value and/or profitability of the relevant part of the business. The plans are accounted for as cash-settled share-based payment transactions and the plans individually and in aggregate are not material to the Group.

**Closed Executive and Senior Officer share plans**

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The GMSOP and SOSPS were closed to new offers in 2002. These plans provided for the allocation of share options to selected executives and senior officers.

### *(i) General Management Share Option Plan*

Under the GMSOP, approved by shareholders in December 1998, Westpac granted options to acquire fully paid ordinary shares issued by Westpac.

Participants in the GMSOP were limited to selected executives at General Manager level or above. Directors were not eligible to participate in the plan.

No consideration was payable for the grant of an option under the GMSOP. The exercise price is equal to the average closing price of Westpac's ordinary shares on the ASX during the five trading days before the date of the offer of options to the selected executive.

The options have a ten-year life, and were subject to a performance requirement that determined the proportion which may be exercised following the end of the performance period.

The following table sets out details of the options granted to selected executives at General Manager level or above under the GMSOP:

| Grant Date                             | Latest Date for Exercise | Exercise Price | Outstanding at<br>1 October<br>2006 | Exercised<br>During<br>the Year | Lapsed<br>During<br>the Year | Total Outstanding<br>at 30 September<br>2007 | Outstanding and<br>Exercisable at<br>30 September 2007 |
|--|--------------------------|----------------|-------------------------------------|---------------------------------|------------------------------|--|--|
| 29 December<br>1999                    | 29 December 2009         | \$ 9.57        | 63,000                              |                                 |                              | 63,000                                       | 63,000   |
| 3 April 2000                           | 3 April 2010             | \$ 10.75       | 94,186                              | 94,186                          |                              |  |  |
| 23 April 2001                          | 23 April 2011            | \$ 13.67       | 90,910                              | 90,910                          |                              |  |  |
| 9 January 2002                         | 9 January 2012           | \$ 14.70       | 681,563                             | 408,680                         | 18,180                       | 254,703                                      | 254,703  |
| 12 August 2002                         | 6 August 2012            | \$ 16.03       | 46,809                              | 46,809                          |                              |  |  |
| 14 October 2002                        | 14 October 2012          | \$ 15.65       | 29,687                              |                                 |                              | 29,687                                       | 29,687   |
| <b>Totals 2007</b>                     |                          |                | 1,006,155                           | 640,585                         | 18,180                       | 347,390                                      | 347,390  |
| <b>Weighted average exercise price</b> |                          |                | \$ 14.01                            | \$ 14.07                        | \$ 14.70                     | \$ 13.85                                     | \$ 13.85   |
| Totals 2006                            |                          |                | 2,172,536                           | 1,046,471                       | 119,910                      | 1,006,155                                    | 906,155  |
| Weighted average exercise price        |                          |                | \$ 13.88                            | \$ 13.66                        | \$ 14.67                     | \$ 14.01                                     | \$ 13.93   |

Upon exercising an option, the officer has the right to take up his or her entitlement in whole or in part (but in multiples of 1,000) as fully paid ordinary shares. The exercise price is payable at that time. If an option is not exercised prior to the end of its term, it lapses.

As at 30 September 2007, six executives (2006 nine executives) held options under the GMSOP. The weighted average remaining contractual life of options under the GMSOP at 30 September 2007 was 4.0 years (2006 5.0 years).



*(ii) Senior Officers Share Purchase Scheme*

Pursuant to amendments to the SOSPS rules, approved by shareholders in December 1998, options granted by Westpac had a term of ten years and are exercisable during the last seven years of the term.

After December 1998, no consideration was payable for the grant of an option under the SOSPS. The exercise price is equal to the closing market price of Westpac's ordinary shares on the ASX on the day before the option was offered to the senior officer. If an option is not exercised prior to the end of its term, it lapses.

Eligibility for participation in the SOSPS was restricted to full time Group employees who did not qualify for the GMSOP and who were designated by the Directors from time to time to have achieved the status equal to or above senior officer.

The following table sets out details of options granted to senior officers under the SOSPS.

| Grant Date                             | Latest Date for Exercise | Exercise Price | Outstanding at 1 October 2006 | Exercised During the Year | Lapsed During the Year | Total Outstanding at 30 September 2007 |
|--|--------------------------|----------------|-------------------------------|---------------------------|------------------------|--|
| 5 October 1999                         | 5 October 2009           | \$ 9.55        | 40,000                        |                           |                        | 40,000                                 |
| 29 December 1999                       | 29 December 2009         | \$ 9.53        | 533,000                       | 146,000                   |                        | 387,000                                |
| 8 January 2001                         | 8 January 2011           | \$ 13.26       | 1,069,000                     | 393,000                   |                        | 676,000                                |
| 9 April 2001                           | 9 April 2011             | \$ 13.85       | 10,000                        |                           |                        | 10,000                                 |
| 23 April 2001                          | 23 April 2011            | \$ 13.50       | 45,000                        | 25,000                    |                        | 20,000                                 |
| 7 August 2001                          | 7 August 2011            | \$ 14.23       | 25,000                        | 25,000                    |                        |  |
| 9 January 2002                         | 9 January 2012           | \$ 14.65       | 1,859,000                     | 706,500                   |                        | 1,152,500                              |
| 18 February 2002                       | 18 February 2012         | \$ 15.63       | 30,000                        | 30,000                    |                        |  |
| 29 April 2002                          | 29 April 2012            | \$ 15.40       | 154,000                       | 126,000                   |                        | 28,000                                 |
| 22 July 2002                           | 22 July 2012             | \$ 16.24       | 113,573                       | 80,000                    |                        | 33,573                                 |
| 18 November 2002                       | 18 November 2012         | \$ 13.07       | 30,000                        | 30,000                    |                        |  |
| <b>Totals 2007</b>                     |                          |                | 3,908,573                     | 1,561,500                 |                        | 2,347,073                              |
| <b>Weighted average exercise price</b> |                          |                | \$ 13.57                      | \$ 13.93                  | \$ 0.00                | \$ 13.34                               |
| Totals 2006                            |                          |                | 6,175,066                     | 2,196,456                 | 70,037                 | 3,908,573                              |
| Weighted average exercise price        |                          |                | \$ 13.63                      | \$ 13.73                  | \$ 13.49               | \$ 13.57                               |

As at 30 September 2007, 103 officers (2006 166 officers) held options under the SOSPS.

Upon exercising an option, the senior officer has the right to take up their entitlement in whole or in part (but in multiples of 1,000) as fully paid shares, in which event the whole of the exercise price becomes payable. Only fully paid ordinary shares carry dividend or voting rights. The weighted average remaining contractual life of options under the SOSPS at 30 September 2007 was 3.6 years (2006 4.7 years).



## General information on Executive and Senior Officer share plans

The market price of Westpac's ordinary shares as at 30 September 2007 was \$28.50 (2006 \$22.71). Details of the shares issued on exercise of options and share rights under each of the Executive and Senior Officer share plans during the year ended 30 September 2007 are set out below:

| Plan/Agreement                          | Dates on which Options or Share Rights Were Exercised | Exercise Price \$ | Total Number of Shares Issued/Allocated | Weighted Average Share Price at Date of Exercise \$ | Consideration Received (\$ '000) |
|---|---|-------------------|---|---|----------------------------------|
| <b>2007</b>                             |   |                   |   |   |                                  |
| Westpac Performance Plan                |   |                   |   |   |                                  |
| Performance options                     | October - December 2006                               | 13.59             | 356,096                                 | 24.72   | 4,839                            |
|   | January - March 2007                                  | 13.59 - 20.53     | 63,644                                  | 25.14   | 1,086                            |
|   | July - September 2007                                 | 13.59             | 36,372                                  | 25.98   | 494                              |
| Performance share rights                | October - December 2006                               |                   | 93,486                                  | 24.44   |                                  |
|   | January - March 2007                                  |                   | 31,112                                  | 25.26   |                                  |
|   | April - June 2007                                     |                   | 46,095                                  | 26.77   |                                  |
|   | July - September 2007                                 |                   | 25,079                                  | 26.27   |                                  |
| GMSOP                                   | October - December 2006                               | 10.75 - 14.70     | 486,691                                 | 24.76   | 6,689                            |
|   | April - June 2007                                     | 14.70             | 87,085                                  | 27.24   | 1,280                            |
|   | July - September 2007                                 | 14.70 - 16.03     | 66,809                                  | 26.07   | 1,044                            |
| SOSPS                                   | October - December 2006                               | 9.53 - 16.24      | 587,500                                 | 24.45   | 8,011                            |
|   | January - March 2007                                  | 13.26 - 16.24     | 266,000                                 | 25.48   | 4,070                            |
|   | April - June 2007                                     | 9.53 - 15.4       | 303,000                                 | 26.82   | 4,256                            |
|   | July - September 2007                                 | 9.53 - 14.65      | 405,000                                 | 26.07   | 5,410                            |
| <b>2006</b>                             |   |                   |   |   |                                  |
| Westpac Performance Plan                |   |                   |   |   |                                  |
| Performance options                     | October - December 2005                               | 13.59             | 47,266                                  | 21.18   | 642                              |
|   | January - March 2006                                  | 13.59             | 36,735                                  | 23.38   | 499                              |
|   | April - June 2006                                     | 13.59 - 20.53     | 615,908                                 | 23.79   | 8,633                            |
|   | July - September 2006                                 | 13.59 - 20.53     | 253,072                                 | 23.01   | 3,514                            |
| Performance share rights                | October - December 2005                               |                   | 59,066                                  | 21.89   |                                  |
|   | January - March 2006                                  |                   | 179,523                                 | 23.48   |                                  |
|   | April - June 2006                                     |                   | 210,665                                 | 23.61   |                                  |
|   | July - September 2006                                 |                   | 153,233                                 | 22.75   |                                  |
| Chief Executive Share Option Agreements | April - June 2006                                     | 13.87             | 677,886                                 | 23.22   | 9,402                            |
| GMSOP                                   | October - December 2005                               | 9.57 - 16.15      | 977,407                                 | 22.29   | 13,255                           |
|   | April - June 2006                                     | 14.70 - 16.03     | 69,064                                  | 24.57   | 1,040                            |
| SOSPS                                   | October - December 2005                               | 9.53 - 15.40      | 1,301,456                               | 22.17   | 17,797                           |
|   | January - March 2006                                  | 9.53 - 16.24      | 87,000                                  | 23.02   | 1,265                            |
|   | April - June 2006                                     | 9.53 - 16.24      | 523,000                                 | 23.27   | 7,210                            |
|   | July - September 2006                                 | 9.53 - 16.24      | 285,000                                 | 22.87   | 3,888                            |

Shares allotted as a consequence of the exercise of options or performance share rights under the share plans will, from the day of allotment, rank equally with all other issued Westpac ordinary shares and qualify for the payment of dividends and shareholder voting rights.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The share plans are operated in compliance with ASIC policy statement 49 which provides relief from the disclosure and licensing provisions of the Corporations Act. Included in the ASIC policy statement is a five percent limit on the number of shares that can be issued under an employee share scheme without the issuance of a prospectus. Under the policy statement, the number of shares the subject of options to be offered to employees at any particular time cannot, at the time the offer is made and when aggregated with the number of shares the subject of previously issued unexercised options issued to employees under those plans and with the number of shares issued during the previous five years under all employee share schemes, exceed five percent of the total number of shares on issue at the time that offer is made.

The names of all persons who hold options and/or performance share rights currently on issue are entered in Westpac's register of option holders which may be inspected at Link Market Services, Level 8, 580 George Street, Sydney, New South Wales.

## Employee Share Plans

### (i) *The Deferral Share Plan (DSP)*

Under the DSP, employees have the opportunity to pre-elect to receive any prospective short term incentive bonus as Westpac shares. Participants pay the current market price, including acquisition costs, at the time Westpac shares are purchased on their behalf by an independent plan company. The shares must generally remain in the plan for 12 months, but can remain for up to ten years. Participants are entitled to receive any dividend or other distribution attaching to shares held under the DSP. Participants are also entitled to exercise voting rights attaching to the shares.

Eligibility for the DSP includes the CEO. Australian-based Non-executive Directors may elect each year to receive a percentage of their fees in Westpac shares under the DSP.

The following table details share purchases under the DSP during the years ended 30 September:

|      | Number of<br>Participants | Average Number<br>of Shares Allocated<br>per Participant | Total Number<br>of Shares<br>Allocated | Average Purchase<br>Price per Share | Total Purchase<br>Consideration |
|------|---------------------------|--|--|-------------------------------------|---------------------------------|
| 2007 | 836                       | 639  | 541,890                                | \$ 23.91                            | \$ 12,957,321                   |
| 2006 | 588                       | 896  | 526,651                                | \$ 21.65                            | \$ 11,401,950                   |

The shares were purchased on various dates throughout the financial year.

### (ii) *The Employee Share Plan (ESP)*

Under the ESP, shares may be allocated to employees at no cost to recognise their contribution to Westpac's financial performance over the previous financial year. The ESP operates as a tax-exempt scheme with a maximum \$1,000 value allocation per employee each year. However, the size of actual allocation depends on the performance of Westpac's share price over the financial year and includes a performance hurdle before any allocation is made. The shares must normally remain within the ESP for three years unless the employee leaves Westpac. Participants are entitled to receive any dividend or other distribution attaching to shares held under the ESP. Participants are also entitled to exercise voting rights attaching to the shares.



## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Westpac's Australian employees (including part-time employees) who have been in six months continuous employment as at 30 September each year are eligible to participate in the ESP. Executives and senior management who participate in any Westpac long-term incentive plan are not eligible to participate in the ESP during the same year.

The number of shares allocated to employees is the offer amount divided by the market price of Westpac's shares. Market price is measured as the weighted average price per share of all Westpac's shares traded on the ASX during the one week period up to and including the day before the date of allocation. Share allocation in the ESP for the 2007 year was by new share issues.

The following table relates to shares issued under the ESP during the years ended 30 September:

|      | Allocation date  | Number of Participants | Average Number of Shares Allocated per Participant | Total Number of Shares Allocated | Average Market Price per Share | Total Fair Value |
|------|------------------|------------------------|--|----------------------------------|--------------------------------|------------------|
| 2007 | 8 December 2006  | 18,188                 | 41   | 745,708(1)                       | \$ 23.83                       | \$ 17,770,222    |
| 2006 | 12 December 2005 | 18,599                 | 45   | 833,931                          | \$ 21.87                       | \$ 18,238,071    |

(1) Includes 1,800 shares not used in the previous years allocation.

The liability accrued in respect of the employee share plan at 30 September 2007 is \$19 million (2006 \$19 million) and is included in other liabilities.

### Note 28. Capital adequacy

APRA has responsibility for the prudential supervision of ADIs, life and general insurance companies and superannuation funds in Australia. Westpac is an ADI.

Australia's risk-based capital adequacy guidelines are generally consistent with the approach agreed upon by the Basel Committee on Banking Supervision.

Australian banks are required to maintain a minimum ratio of capital to risk-adjusted assets of 8%. At least half of this capital must be in the form of tier 1 capital. Subject to certain limitations, tier 1 capital consists of paid-up share capital, retained profits, certain reserves, other equity instruments, less the deduction of certain intangible assets and retained earnings in insurance and funds management subsidiaries that are not consolidated for capital adequacy purposes. The balance of eligible capital is defined as supplementary or tier 2 capital. Supplementary capital includes, subject to limitations, mandatory convertible notes, perpetual floating rate notes and like instruments, and term subordinated debt provided such term debt is not in excess of 50% of tier 1 capital. Certain deductions are made for holdings of other banks' capital instruments and the balance of capital invested in insurance and funds management controlled entities not already deducted at the tier 1 level. Deductions are made for any capital invested or guarantees or similar support provided to entities involved in securitisation.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

APRA has granted transitional relief in relation to changes in their prudential regulations from 1 July 2006 to 31 December 2007. The total transition relief provided to Westpac of \$1,026 million comprised of \$664 million relief for tier 1 capital and \$362 million relief for Upper tier 2 capital.

Westpac has not included transition relief in the calculation of ACE ratio as at 30 September 2007.

|  | Consolidated   |                |
|--|----------------|----------------|
|  | 2007<br>\$m    | 2006<br>\$m    |
| <b>Eligible capital and relevant ratios as at 30 September</b>   |                |                |
| <b>Tier 1 capital</b>  |                |                |
| Total equity   | 17,831         | 16,098         |
| Treasury shares  | 72             | 100            |
| Equity reserves  | (95)           | (13)           |
| Trust Preferred Securities 2004 (2004 TPS)   | 567            | 665            |
| Fixed Interest Resetable Trust Securities (FIRsTS)   | 666            | 664            |
| Dividends provided for capital adequacy purposes   | (1,268)        | (1,105)        |
| Goodwill (excluding funds management entities)   | (1,220)        | (1,224)        |
| Deferred tax assets  | (246)          | (363)          |
| Estimated reinvestment under dividend reinvestment plan  | 417            | 136            |
| Retained earnings, reserves and goodwill in life and general insurance, funds management and securitisation entities | (1,623)        | (1,574)        |
| Equity in captive lenders mortgage insurance entities  | (147)          | (119)          |
| Capitalised expenditure  | (229)          | (142)          |
| Deferred fees  | 72             | 59             |
| Capitalised software   | (526)          | (479)          |
| Pension fund surpluses and deficits:   |                |                |
| Recorded in accounts   | 274            | 185            |
| Actual pension fund deficits   | (116)          | (82)           |
| General reserve for credit losses  | (128)          | (117)          |
| Deferred tax assets related to general reserve for credit losses   | 38             | 35             |
| Other tier 1 deductions as advised by APRA   | (70)           | (70)           |
| Transition relief  | 664            | 664            |
| <b>Total tier 1 capital</b>  | <b>14,933</b>  | <b>13,318</b>  |
| <b>Tier 2 capital</b>  |                |                |
| Subordinated undated capital notes   | 429            | 521            |
| General reserve for credit losses  | 128            | 117            |
| Deferred tax related to general reserve for credit losses  | (38)           | (35)           |
| Collectively assessed provisions   | 1,410          | 1,195          |
| Deferred tax related to collectively assessed provisions   | (427)          | (362)          |
| Collectively assessed provisions treated as specific provisions for regulatory purposes                              | (118)          | (93)           |
| Deferred tax related to collectively assessed provisions treated as specific provisions for regulatory purposes      | 35             | 28             |
| Eligible subordinated bonds, notes and debentures  | 6,022          | 4,121          |
| Revaluation reserve - available-for-sale securities  | (1)            | 10             |
| Transition relief  | 362            | 362            |
| <b>Total tier 2 capital</b>  | <b>7,802</b>   | <b>5,864</b>   |
| <b>Total tier 1 and tier 2 capital</b>   | <b>22,735</b>  | <b>19,182</b>  |
| Deductions:  |                |                |
| Capital in life and general insurance, funds management and securitisation entities                                  | (948)          | (680)          |
| Credit portfolio management - subordinated tranche   | (41)           |                |
| <b>Net qualifying capital</b>  | <b>21,746</b>  | <b>18,502</b>  |
| <b>Risk adjusted assets</b>  | <b>228,077</b> | <b>193,417</b> |
| Tier 1 capital ratio   | 6.5%           | 6.9%           |
| Tier 2 capital ratio   | 3.4%           | 3.0%           |
| Deductions   | (0.4)%         | (0.3)%         |
| <b>Net capital ratio</b>   | <b>9.5%</b>    | <b>9.6%</b>    |

In determining risk weighted assets, assets (including off-balance sheet exposures) are weighted according to notional credit risk. Classes of asset are assigned a risk weighting according to the amount of capital required to support that asset. Four categories of risk weights (0%, 20%, 50%, 100%) are applied to the different types of assets. For example, cash, bullion, claims on the RBA and Commonwealth of Australia securities have a zero risk-weighting, meaning that no capital is required to support the holding of these assets. Loans to corporations and individuals carry a 100% risk-weighting, meaning that they must be supported by minimum capital equal to 8% of the amounts outstanding. Other asset categories have intermediate weightings, such as loans secured by residential housing mortgages which generally carry a 50% weighting and claims on other Australian and other OECD banks which carry a 20% weighting. For loans secured by residential housing mortgages approved after 5 September 1994, where the loan-to-valuation ratio is in excess of 80%, a 100% risk weight applies; except where the loan is 100% mortgage insured through an acceptable lender's mortgage insurer. Off-balance sheet exposures are taken into account by applying different categories of credit conversion factors to arrive at credit-equivalent amounts, which are then weighted in the same manner as balance sheet assets according to counterparty, except that, in respect of derivatives a maximum weighting of 50% for corporations and individuals normally applies.

APRA also requires ADIs to assess capital adequacy in respect of market risk in their trading books. Required capital for market risk is calculated using standard models and internal models approved by APRA.

|  | Balance        |                | Risk Weight | Risk Weighted Balance |                |
|--|----------------|----------------|-------------|-----------------------|----------------|
|  | 2007           | 2006           | %           | 2007                  | 2006           |
|  | \$m            | \$m            |             | \$m                   | \$m            |
| <b>Risk adjusted assets</b>  |                |                |             |                       |                |
| <b>On-balance sheet assets</b>   |                |                |             |                       |                |
| Cash, claims on the RBA, Australian Commonwealth Government securities under one year and other zero-weighted assets | 56,914         | 31,536         | 0%          |                       |                |
| Claims on OECD banks and local governments   | 22,532         | 11,266         | 20%         | 4,506                 | 2,253          |
| Loans secured by residential mortgages and other 50% weighted assets   | 139,698        | 132,094        | 50%         | 69,849                | 66,047         |
| All other assets   | 123,681        | 100,112        | 100%        | 123,681               | 100,112        |
| <b>Total on-balance sheet assets - credit risk(1)</b>  | <b>342,825</b> | <b>275,008</b> |             | <b>198,036</b>        | <b>168,412</b> |

(1) Total on-balance sheet assets - credit risk excludes items not consolidated for capital adequacy purposes.

|  | Contact or Notional Amount |                | Credit Equivalent Amount |               | Risk Weighted Balance |                |
|--|----------------------------|----------------|--------------------------|---------------|-----------------------|----------------|
|  | 2007                       | 2006           | 2007                     | 2006          | 2007                  | 2006           |
|  | \$m                        | \$m            | \$m                      | \$m           | \$m                   | \$m            |
| Gross off-balance sheet exposures - credit risk        | 1,710,389                  | 1,381,409      | 67,700                   | 45,937        | 31,976                | 23,980         |
| Netting of off-balance sheet exposures                 | (868,809)                  | (621,607)      | (16,147)                 | (7,885)       | (4,687)               | (2,306)        |
| <b>Total off-balance sheet exposures - credit risk</b> | <b>841,580</b>             | <b>759,802</b> | <b>51,553</b>            | <b>38,052</b> | <b>27,289</b>         | <b>21,674</b>  |
| <b>Total risk adjusted assets - credit risk</b>        |                            |                |                          |               | <b>225,325</b>        | <b>190,086</b> |
| Risk adjusted assets - market risk                     |                            |                |                          |               | 1,726                 | 2,305          |
| Risk adjusted assets - transition relief               |                            |                |                          |               | 1,026                 | 1,026          |
| <b>Total risk adjusted assets</b>                      |                            |                |                          |               | <b>228,077</b>        | <b>193,417</b> |



**Note 29. Maturity analysis**

The following maturity analysis of assets and liabilities is based on the remaining period at balance sheet date to the contractual maturity date. The majority of the longer-term maturity assets are variable rate products. When managing interest rate and liquidity risks, the Group adjusts this contractual profile for expected customer behaviour.

| <b>Consolidated Maturity Analysis as at 30 September 2007</b>      |                        |                           |                                      |  |   |                                 |   |                      |
|--|------------------------|---------------------------|--------------------------------------|--|---|---------------------------------|---|----------------------|
|  | <b>At Call<br/>\$m</b> | <b>Overdrafts<br/>\$m</b> | <b>1 Day to<br/>3 Months<br/>\$m</b> | <b>Over<br/>3 Months<br/>to 1 Year<br/>\$m</b> | <b>Over<br/>1 Year<br/>to 5 Years<br/>\$m</b> | <b>Over<br/>5 Years<br/>\$m</b> | <b>No<br/>Specific<br/>Maturity<br/>\$m</b> | <b>Total<br/>\$m</b> |
| <b>Australia</b>   |                        |                           |                                      |  |   |                                 |   |                      |
| <b>Assets</b>  |                        |                           |                                      |  |   |                                 |   |                      |
| Cash and balances with central banks                               | 1,024                  |                           |                                      |  |   |                                 |   | 1,024                |
| Due from other financial institutions                              | 89                     |                           | 23,329                               | 1,855  |   |                                 |   | 25,273               |
| Derivative financial instruments                                   |                        |                           | 7,966                                | 3,598  | 7,405   | 2,779                           |   | 21,748               |
| Trading securities   |                        |                           | 4,168                                | 1,960  | 6,799   | 4,187                           |   | 17,114               |
| Other financial assets designated at fair value                    |                        |                           | 53                                   | 242  | 534   |                                 | 350   | 1,179                |
| Available-for-sale securities                                      |                        |                           | 369                                  | 17   | 19  | 100                             | 51  | 556                  |
| Loans (net of provisions)  |                        | 8,137                     | 37,954                               | 14,074   | 60,455  | 105,579                         | (1,123)                                     | 225,076              |
| Life insurance assets  |                        |                           | 1,991                                | 32   | 103   | 59                              | 13,203                                      | 15,388               |
| All other assets   |                        |                           | 1,082                                | 774  | 664   | 644                             | 1,948                                       | 5,112                |
| <b>Total assets</b>  | <b>1,113</b>           | <b>8,137</b>              | <b>76,912</b>                        | <b>22,552</b>                                  | <b>75,979</b>                                 | <b>113,348</b>                  | <b>14,429</b>                               | <b>312,470</b>       |
| <b>Liabilities</b>   |                        |                           |                                      |  |   |                                 |   |                      |
| Due to other financial institutions                                | 1,767                  |                           | 3,041                                | 229  |   | 100                             |   | 5,137                |
| Deposits   | 87,711                 |                           | 40,866                               | 22,318   | 202   |                                 |   | 151,097              |
| Derivative financial instruments                                   |                        |                           | 8,026                                | 4,342  | 6,832   | 2,817                           |   | 22,017               |
| Trading liabilities and other liabilities designated at fair value |                        |                           | 1,300                                | 1,728  | 3,763   | 1,334                           |   | 8,125                |
| Debt issues  |                        |                           | 31,812                               | 16,527   | 19,275  | 7,867                           |   | 75,481               |
| Life insurance policy liabilities                                  |                        |                           | 58                                   | 163  | 208   | 129                             | 13,835                                      | 14,393               |
| All other liabilities  |                        |                           | 1,797                                | 2,385  | 460   | 216                             | 241   | 5,099                |
| Net intragroup payable   | 8,631                  |                           |                                      |  |   |                                 |   | 8,631                |
| <b>Total liabilities excluding loan capital</b>                    | <b>98,109</b>          |                           | <b>86,900</b>                        | <b>47,692</b>                                  | <b>30,740</b>                                 | <b>12,463</b>                   | <b>14,076</b>                               | <b>289,980</b>       |
| Loan capital   |                        |                           |                                      |  | 81  | 5,961                           | 1,095                                       | 7,137                |
| <b>Total liabilities</b>   | <b>98,109</b>          |                           | <b>86,900</b>                        | <b>47,692</b>                                  | <b>30,821</b>                                 | <b>18,424</b>                   | <b>15,171</b>                               | <b>297,117</b>       |
| <b>Net assets Australia</b>  | <b>(96,996)</b>        | <b>8,137</b>              | <b>(9,988)</b>                       | <b>(25,140)</b>                                | <b>45,158</b>                                 | <b>94,924</b>                   | <b>(742)</b>                                | <b>15,353</b>        |
| <b>Overseas</b>  |                        |                           |                                      |  |   |                                 |   |                      |
| <b>Assets</b>  |                        |                           |                                      |  |   |                                 |   |                      |
| Cash and balances with central banks                               | 1,219                  |                           |                                      |  |   |                                 |   | 1,219                |
| Due from other financial institutions                              | 59                     |                           | 3,035                                |  |   |                                 | 12  | 3,106                |
| Derivative financial instruments                                   |                        |                           | 655                                  | 315  | 1,140   | 450                             |   | 2,560                |

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |           |        |          |          |        |         |        |        |
|--|-----------|--------|----------|----------|--------|---------|--------|--------|
| Trading securities   |           | 2,584  | 880      | 139      | 98     |         | 3,701  |        |
| Other financial assets designated at fair value                              |           |        |          |          |        |         |        |        |
| Available-for-sale securities  |           | 412    | 65       | 717      | 753    | 8       | 1,955  |        |
| Loans (net of provisions)  | 114       | 11,619 | 2,761    | 6,491    | 26,730 | (246)   | 47,469 |        |
| Life insurance assets  |           | 68     |          |          |        |         | 68     |        |
| Regulatory deposits with central banks overseas                              | 13        | 250    | 255      | 170      |        | 65      | 753    |        |
| All other assets   |           | 381    | 402      | 138      | 140    | 459     | 1,520  |        |
| Net intragroup receivable  | 8,631     |        |          |          |        |         | 8,631  |        |
| <b>Total assets</b>  | 9,922     | 114    | 19,004   | 4,678    | 8,795  | 28,171  | 298    | 70,982 |
| <b>Liabilities</b>   |           |        |          |          |        |         |        |        |
| Due to other financial institutions  | 740       | 3,244  | 10       |          |        | 2       | 3,996  |        |
| Deposits   | 13,998    | 22,734 | 7,818    | 2,684    | 891    |         | 48,125 |        |
| Derivative financial instruments   |           | 740    | 352      | 1,424    | 659    |         | 3,175  |        |
| Trading liabilities and other financial liabilities designated at fair value |           | 98     |          |          |        |         | 98     |        |
| Debt issues  |           | 7,943  | 690      | 2,012    | 1,000  |         | 11,645 |        |
| Life insurance policy liabilities  |           | (1)    |          |          |        |         | (1)    |        |
| All other liabilities  |           | 634    | 166      | 34       | 65     |         | 899    |        |
| <b>Total liabilities excluding loan capital</b>                              | 14,738    | 35,392 | 9,036    | 6,154    | 2,615  | 2       | 67,937 |        |
| Loan capital   |           |        |          |          | 567    |         | 567    |        |
| <b>Total liabilities</b>   | 14,738    | 35,392 | 9,036    | 6,154    | 3,182  | 2       | 68,504 |        |
| <b>Net assets Overseas</b>   | (4,816)   | 114    | (16,388) | (4,358)  | 2,641  | 24,989  | 296    | 2,478  |
| <b>Total net assets</b>  | (101,812) | 8,251  | (26,376) | (29,498) | 47,799 | 119,913 | (446)  | 17,831 |

## Consolidated Maturity Analysis as at 30 September 2006

|  | At Call<br>\$m  | Overdrafts<br>\$m | 1 Day to<br>3 Months<br>\$m | Over<br>3 Months<br>to 1 Year<br>\$m | Over<br>1 Year<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | No<br>Specific<br>Maturity<br>\$m | Total<br>\$m   |
|--|-----------------|-------------------|-----------------------------|--------------------------------------|-------------------------------------|------------------------|-----------------------------------|----------------|
| <b>Australia</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| <b>Assets</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Cash and balances with central banks                               | 2,060           |                   |                             |                                      |                                     |                        |                                   | 2,060          |
| Due from other financial institutions                              | 265             |                   | 7,262                       | 2,276                                |                                     |                        |                                   | 9,803          |
| Derivative financial instruments                                   |                 |                   | 1,641                       | 1,845                                | 3,864                               | 1,450                  |                                   | 8,800          |
| Trading securities   |                 |                   | 2,927                       | 111                                  | 5,337                               | 2,511                  |                                   | 10,886         |
| Other financial assets designated at fair value                    |                 |                   | 7                           | 424                                  | 134                                 |                        | (3)                               | 562            |
| Available-for-sale securities                                      |                 |                   | 45                          | 93                                   | 14                                  | 203                    |                                   | 355            |
| Loans (net of provisions)  |                 | 6,838             | 32,299                      | 9,295                                | 46,999                              | 100,108                | (899)                             | 194,640        |
| Life insurance assets  |                 |                   | 2,084                       | 37                                   | 121                                 | 75                     | 11,898                            | 14,215         |
| All other assets   |                 |                   | 1,483                       | 808                                  | 526                                 | 819                    | 1,949                             | 5,585          |
| <b>Total assets</b>  | <b>2,325</b>    | <b>6,838</b>      | <b>47,748</b>               | <b>14,889</b>                        | <b>56,995</b>                       | <b>105,166</b>         | <b>12,945</b>                     | <b>246,906</b> |
| <b>Liabilities</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Due to other financial institutions                                | 1,899           |                   | 1,168                       | 208                                  |                                     | 2,666                  |                                   | 5,941          |
| Deposits   | 84,378          |                   | 25,397                      | 18,425                               | 362                                 |                        |                                   | 128,562        |
| Derivative financial instruments                                   |                 |                   | 1,455                       | 2,087                                | 3,252                               | 869                    |                                   | 7,663          |
| Trading liabilities and other liabilities designated at fair value |                 |                   | 109                         | 69                                   | 1,626                               | 967                    |                                   | 2,771          |
| Debt issues  |                 |                   | 28,774                      | 10,955                               | 17,714                              | 2,352                  |                                   | 59,795         |
| Life insurance policy liabilities                                  |                 |                   |                             | 19                                   | 244                                 | 166                    | 13,047                            | 13,476         |
| All other liabilities  |                 |                   | 1,724                       | 2,655                                | 445                                 | 2                      | 201                               | 5,027          |
| Net intragroup payable   | 4,345           |                   |                             |                                      |                                     |                        |                                   | 4,345          |
| <b>Total liabilities excluding loan capital</b>                    | <b>90,622</b>   |                   | <b>58,627</b>               | <b>34,418</b>                        | <b>23,643</b>                       | <b>7,022</b>           | <b>13,248</b>                     | <b>227,580</b> |
| Loan capital   |                 |                   |                             |                                      | 757                                 | 4,535                  |                                   | 5,292          |
| <b>Total liabilities</b>   | <b>90,622</b>   |                   | <b>58,627</b>               | <b>34,418</b>                        | <b>24,400</b>                       | <b>11,557</b>          | <b>13,248</b>                     | <b>232,872</b> |
| <b>Net assets Australia</b>  | <b>(88,297)</b> | <b>6,838</b>      | <b>(10,879)</b>             | <b>(19,529)</b>                      | <b>32,595</b>                       | <b>93,609</b>          | <b>(303)</b>                      | <b>14,034</b>  |
| <b>Overseas</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| <b>Assets</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Cash and balances with central banks                               | 1,072           |                   |                             |                                      |                                     |                        |                                   | 1,072          |
| Due from other financial institutions                              | 25              |                   | 1,924                       | 333                                  |                                     | 126                    |                                   | 2,408          |
| Derivative financial instruments                                   |                 |                   | 271                         | 403                                  | 570                                 | 267                    |                                   | 1,511          |
| Trading securities   |                 |                   | 2,121                       | 126                                  | 364                                 | 63                     |                                   | 2,674          |
| Other financial assets designated at fair value                    |                 |                   | 89                          | 856                                  | 1,775                               |                        |                                   | 2,720          |
| Available-for-sale securities                                      |                 |                   | 126                         | 487                                  |                                     | 1                      |                                   | 614            |
| Loans (net of provisions)  |                 | 65                | 9,512                       | 1,760                                | 5,711                               | 22,937                 | (141)                             | 39,844         |
| Life insurance assets  |                 |                   | 66                          |                                      |                                     |                        |                                   | 66             |
| Regulatory deposits with central banks overseas                    | 3               |                   | 430                         |                                      |                                     |                        | 32                                | 465            |
| All other assets   |                 |                   | 256                         | 264                                  | 28                                  | 283                    | 467                               | 1,298          |
| Net intragroup receivable  | 4,345           |                   |                             |                                      |                                     |                        |                                   | 4,345          |
| <b>Total assets</b>  | <b>5,445</b>    | <b>65</b>         | <b>14,795</b>               | <b>4,229</b>                         | <b>8,448</b>                        | <b>23,677</b>          | <b>358</b>                        | <b>57,017</b>  |



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

**Liabilities**

|  |          |        |          |          |        |         |        |
|--|----------|--------|----------|----------|--------|---------|--------|
| Due to other financial institutions  | 1,041    | 1,347  | 435      | 203      | 3,084  |         | 6,110  |
| Deposits   | 15,325   | 8,687  | 6,279    | 7,389    | 1,499  |         | 39,179 |
| Derivative financial instruments   |          | 519    | 467      | 668      | 25     |         | 1,679  |
| Trading liabilities and other financial liabilities designated at fair value |          | 122    |          |          |        |         | 122    |
| Debt issues  |          | 4,497  | 1,349    | 454      |        | (15)    | 6,285  |
| Life insurance policy liabilities  |          |        |          |          |        |         |        |
| All other liabilities  |          | 657    | 218      | 40       | (2)    |         | 913    |
| <b>Total liabilities excluding loan capital</b>                              | 16,366   | 15,829 | 8,748    | 8,754    | 4,606  | (15)    | 54,288 |
| Loan capital   |          |        |          |          | 665    |         | 665    |
| <b>Total liabilities</b>   | 16,366   | 15,829 | 8,748    | 8,754    | 5,271  | (15)    | 54,953 |
| <b>Net assets Overseas</b>   | (10,921) | 65     | (1,034)  | (4,519)  | (306)  | 18,406  | 373    |
| <b>Total net assets</b>  | (99,218) | 6,903  | (11,913) | (24,048) | 32,289 | 112,015 | 70     |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The following maturity analysis of assets and liabilities is based on the remaining period at balance sheet date to the contractual maturity date. The majority of the longer-term maturity assets are variable rate products. When managing interest rate and liquidity risks, the Group adjusts this contractual profile for expected customer behaviour.

| Parent Maturity Analysis as at 30 September 2007                   |                 |                   |                             |                                      |                                     |                        |                                   |                |
|--|-----------------|-------------------|-----------------------------|--------------------------------------|-------------------------------------|------------------------|-----------------------------------|----------------|
|  | At Call<br>\$m  | Overdrafts<br>\$m | 1 Day to<br>3 Months<br>\$m | Over<br>3 Months<br>to 1 Year<br>\$m | Over<br>1 Year<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | No<br>Specific<br>Maturity<br>\$m | Total<br>\$m   |
| <b>Australia</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| <b>Assets</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Cash and balances with central banks                               | 1,554           |                   |                             |                                      |                                     |                        |                                   | 1,554          |
| Due from other financial institutions                              | 89              |                   | 17,200                      | 1,855                                |                                     |                        |                                   | 19,144         |
| Derivative financial instruments                                   |                 |                   | 7,963                       | 3,598                                | 7,402                               | 2,689                  |                                   | 21,652         |
| Trading securities   |                 |                   | 4,066                       | 1,847                                | 6,737                               | 4,271                  |                                   | 16,921         |
| Other financial assets designated at fair value                    |                 |                   | 53                          | 242                                  | 535                                 |                        |                                   | 830            |
| Available-for-sale securities                                      |                 |                   | 369                         | 17                                   | 19                                  | 100                    | 17                                | 522            |
| Loans (net of provisions)  |                 | 8,137             | 37,819                      | 14,013                               | 60,394                              | 105,705                | (1,123)                           | 224,945        |
| Due from subsidiaries  | 1,223           |                   |                             |                                      |                                     |                        |                                   | 1,223          |
| Investment in subsidiaries   |                 |                   |                             |                                      |                                     |                        | 4,072                             | 4,072          |
| All other assets   |                 |                   | 432                         | 731                                  | 304                                 | 1,029                  | 784                               | 3,280          |
| <b>Total assets</b>  | <b>2,866</b>    | <b>8,137</b>      | <b>67,902</b>               | <b>22,303</b>                        | <b>75,391</b>                       | <b>113,794</b>         | <b>3,750</b>                      | <b>294,143</b> |
| <b>Liabilities</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Due to other financial institutions                                | 1,192           |                   | 1,691                       | 229                                  |                                     | 100                    |                                   | 3,212          |
| Deposits   | 87,258          |                   | 40,866                      | 22,318                               | 202                                 |                        |                                   | 150,644        |
| Derivative financial instruments                                   |                 |                   | 8,041                       | 4,343                                | 6,833                               | 2,819                  |                                   | 22,036         |
| Trading liabilities and other liabilities designated at fair value |                 |                   | 1,300                       | 1,728                                | 3,699                               | 1,413                  |                                   | 8,140          |
| Debt issues  |                 |                   | 25,979                      | 16,471                               | 19,137                              | 965                    |                                   | 62,552         |
| Due to subsidiaries  | 8,453           |                   |                             |                                      |                                     |                        |                                   | 8,453          |
| All other liabilities  |                 |                   | 1,439                       | 1,809                                | 431                                 | 216                    |                                   | 3,895          |
| <b>Total liabilities excluding loan capital</b>                    | <b>96,903</b>   |                   | <b>79,316</b>               | <b>46,898</b>                        | <b>30,302</b>                       | <b>5,513</b>           |                                   | <b>258,932</b> |
| Loan capital   |                 |                   |                             |                                      | 81                                  | 6,528                  | 1,095                             | 7,704          |
| <b>Total liabilities</b>   | <b>96,903</b>   |                   | <b>79,316</b>               | <b>46,898</b>                        | <b>30,383</b>                       | <b>12,041</b>          | <b>1,095</b>                      | <b>266,636</b> |
| <b>Net assets Australia</b>  | <b>(94,037)</b> | <b>8,137</b>      | <b>(11,414)</b>             | <b>(24,595)</b>                      | <b>45,008</b>                       | <b>101,753</b>         | <b>2,655</b>                      | <b>27,507</b>  |
| <b>Overseas</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| <b>Assets</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Cash and balances with central banks                               | 1,075           |                   |                             |                                      |                                     |                        |                                   | 1,075          |
| Due from other financial institutions                              | 51              |                   | 2,562                       |                                      |                                     |                        | 2                                 | 2,615          |
| Derivative financial instruments                                   |                 |                   | 645                         | 314                                  | 1,141                               | 450                    |                                   | 2,550          |
| Trading securities   |                 | 38                | 1,167                       | 256                                  | 141                                 | 59                     |                                   | 1,661          |
| Other financial assets designated at fair value                    |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Available-for-sale securities                                      |                 |                   | 72                          | 13                                   | 3                                   | (3)                    |                                   | 85             |
| Loans (net of provisions)  |                 | 1,643             | 4,851                       | 1,101                                | 1,467                               | 1,033                  | (64)                              | 10,031         |
|  |                 |                   | 250                         | 255                                  | 170                                 |                        | 54                                | 729            |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |          |       |          |          |        |         |       |          |
|--|----------|-------|----------|----------|--------|---------|-------|----------|
| Regulatory deposits with central banks overseas                              |          |       |          |          |        |         |       |          |
| All other assets   |          |       | 198      | 373      | 9      | 2       |       | 582      |
| <b>Total assets</b>  | 1,126    | 1,681 | 9,745    | 2,312    | 2,931  | 1,541   | (8)   | 19,328   |
| <b>Liabilities</b>   |          |       |          |          |        |         |       |          |
| Due to other financial institutions  | 740      |       | 3,798    | 3        |        |         | 3     | 4,544    |
| Deposits   | 2,986    |       | 12,068   | 4,034    | 2,395  | 837     |       | 22,320   |
| Derivative financial instruments   |          |       | 706      | 352      | 1,421  | 658     |       | 3,137    |
| Trading liabilities and other financial liabilities designated at fair value |          |       | 98       |          |        |         |       | 98       |
| Debt issues  |          |       |          |          |        | 998     |       | 998      |
| All other liabilities  |          |       | 236      | 37       | 9      | 35      |       | 317      |
| <b>Total liabilities excluding loan capital</b>                              | 3,726    |       | 16,906   | 4,426    | 3,825  | 2,528   | 3     | 31,414   |
| Loan capital   |          |       |          |          |        |         |       |          |
| <b>Total liabilities</b>   | 3,726    |       | 16,906   | 4,426    | 3,825  | 2,528   | 3     | 31,414   |
| <b>Net assets Overseas</b>   | (2,600)  | 1,681 | (7,161)  | (2,114)  | (894)  | (987)   | (11)  | (12,086) |
| <b>Total net assets</b>  | (96,637) | 9,818 | (18,575) | (26,709) | 44,114 | 100,766 | 2,644 | 15,421   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Parent Maturity Analysis as at 30 September 2006

|  | At Call<br>\$m  | Overdrafts<br>\$m | 1 Day to<br>3 Months<br>\$m | Over<br>3 Months<br>to 1 Year<br>\$m | Over<br>1 Year<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | No<br>Specific<br>Maturity<br>\$m | Total<br>\$m   |
|--|-----------------|-------------------|-----------------------------|--------------------------------------|-------------------------------------|------------------------|-----------------------------------|----------------|
| <b>Australia</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| <b>Assets</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Cash and balances with central banks                               | 1,541           |                   |                             |                                      |                                     |                        |                                   | 1,541          |
| Due from other financial institutions                              | 265             |                   | 2,483                       | 787                                  |                                     |                        |                                   | 3,535          |
| Derivative financial instruments                                   |                 |                   | 1,420                       | 1,864                                | 3,937                               | 1,485                  |                                   | 8,706          |
| Trading securities   |                 |                   | 3,224                       | 173                                  | 5,387                               | 2,145                  |                                   | 10,929         |
| Other financial assets designated at fair value                    |                 |                   | 7                           | 424                                  | 134                                 |                        | (3)                               | 562            |
| Available-for-sale securities                                      |                 |                   | 61                          | 54                                   | 14                                  |                        |                                   | 129            |
| Loans (net of provisions)  |                 | 6,838             | 32,154                      | 9,304                                | 46,919                              | 100,111                | (899)                             | 194,427        |
| Due from subsidiaries  | 9,836           |                   |                             |                                      |                                     |                        |                                   | 9,836          |
| Investment in subsidiaries   |                 |                   |                             |                                      |                                     |                        | 4,605                             | 4,605          |
| All other assets   |                 |                   | 1,018                       | 651                                  | 393                                 | 1,078                  | 783                               | 3,923          |
| <b>Total assets</b>  | <b>11,642</b>   | <b>6,838</b>      | <b>40,367</b>               | <b>13,257</b>                        | <b>56,784</b>                       | <b>104,819</b>         | <b>4,486</b>                      | <b>238,193</b> |
| <b>Liabilities</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Due to other financial institutions                                | 1,899           |                   | 1,169                       | 208                                  |                                     |                        |                                   | 3,276          |
| Deposits   | 83,936          |                   | 25,397                      | 18,425                               | 362                                 |                        |                                   | 128,120        |
| Derivative financial instruments                                   |                 |                   | 1,423                       | 2,087                                | 3,252                               | 869                    |                                   | 7,631          |
| Trading liabilities and other liabilities designated at fair value |                 |                   | 109                         | 69                                   | 1,538                               | 991                    |                                   | 2,707          |
| Debt issues  |                 |                   | 23,779                      | 10,861                               | 17,578                              | 839                    |                                   | 53,057         |
| Due to subsidiaries  | 21,966          |                   |                             |                                      |                                     |                        |                                   | 21,966         |
| All other liabilities  |                 |                   | 1,493                       | 2,149                                | 382                                 |                        |                                   | 4,024          |
| <b>Total liabilities excluding loan capital</b>                    | <b>107,801</b>  |                   | <b>53,370</b>               | <b>33,799</b>                        | <b>23,112</b>                       | <b>2,699</b>           |                                   | <b>220,781</b> |
| Loan capital   |                 |                   |                             |                                      | 757                                 | 4,535                  |                                   | 5,292          |
| <b>Total liabilities</b>   | <b>107,801</b>  |                   | <b>53,370</b>               | <b>33,799</b>                        | <b>23,869</b>                       | <b>7,234</b>           |                                   | <b>226,073</b> |
| <b>Net assets Australia</b>  | <b>(96,159)</b> | <b>6,838</b>      | <b>(13,003)</b>             | <b>(20,542)</b>                      | <b>32,915</b>                       | <b>97,585</b>          | <b>4,486</b>                      | <b>12,120</b>  |
| <b>Overseas</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| <b>Assets</b>  |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Cash and balances with central banks                               | 920             |                   |                             |                                      |                                     |                        |                                   | 920            |
| Due from other financial institutions                              | 2               |                   | 1,744                       | 94                                   |                                     |                        |                                   | 1,840          |
| Derivative financial instruments                                   |                 |                   | 266                         | 354                                  | 541                                 | 143                    |                                   | 1,304          |
| Trading securities   |                 |                   | 2,121                       | 126                                  | 364                                 | 63                     |                                   | 2,674          |
| Other financial assets designated at fair value                    |                 |                   |                             |                                      | 22                                  |                        |                                   | 22             |
| Available-for-sale securities                                      |                 | 9                 | 16                          | 2                                    |                                     |                        |                                   | 27             |
| Loans (net of provisions)  |                 |                   | 9,190                       | 1,729                                | 5,635                               | 22,469                 | (130)                             | 38,893         |
| Regulatory deposits with central banks overseas                    |                 |                   | 429                         |                                      |                                     |                        | 12                                | 441            |
| All other assets   |                 |                   | 219                         | 243                                  | 50                                  | 172                    | 416                               | 1,100          |
| <b>Total assets</b>  | <b>922</b>      | <b>9</b>          | <b>13,985</b>               | <b>2,548</b>                         | <b>6,612</b>                        | <b>22,847</b>          | <b>298</b>                        | <b>47,221</b>  |
| <b>Liabilities</b>   |                 |                   |                             |                                      |                                     |                        |                                   |                |
| Due to other financial institutions                                | 1,041           |                   | 1,346                       | 435                                  | 203                                 |                        |                                   | 3,025          |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |                  |              |                 |                 |               |                |              |               |
|--|------------------|--------------|-----------------|-----------------|---------------|----------------|--------------|---------------|
| Deposits   | 15,264           |              | 12,041          | 4,695           | 5,567         | 1,094          |              | 38,661        |
| Derivative financial instruments   |                  |              | 262             | 261             | 510           | 694            | 133          | 1,860         |
| Trading liabilities and other financial liabilities designated at fair value |                  |              | 122             |                 |               |                |              | 122           |
| Debt issues  |                  |              | (4)             | (1)             | (2)           |                | (15)         | (22)          |
| All other liabilities  |                  |              | 421             | 208             | 37            |                |              | 666           |
| <b>Total liabilities excluding loan capital</b>                              | <b>16,305</b>    |              | <b>14,188</b>   | <b>5,598</b>    | <b>6,315</b>  | <b>1,788</b>   | <b>118</b>   | <b>44,312</b> |
| Loan capital   |                  |              |                 |                 | 665           |                |              | 665           |
| <b>Total liabilities</b>   | <b>16,305</b>    |              | <b>14,188</b>   | <b>5,598</b>    | <b>6,980</b>  | <b>1,788</b>   | <b>118</b>   | <b>44,977</b> |
| <b>Net assets Overseas</b>   | <b>(15,383)</b>  | <b>9</b>     | <b>(203)</b>    | <b>(3,050)</b>  | <b>(368)</b>  | <b>21,059</b>  | <b>180</b>   | <b>2,244</b>  |
| <b>Total net assets</b>  | <b>(111,542)</b> | <b>6,847</b> | <b>(13,206)</b> | <b>(23,592)</b> | <b>32,547</b> | <b>118,644</b> | <b>4,666</b> | <b>14,364</b> |

**Note 30. Average balances and related interest**

The following table lists the average balances and related interest for the major categories of the Group's interest earning assets and interest bearing liabilities. Averages used are predominantly daily averages:

|   | Year Ended<br>30 September 2007 |                              |                      | Consolidated<br>Year Ended<br>30 September 2006 |                              |                      | Year Ended<br>30 September 2005 |                              |                      |
|---|---------------------------------|------------------------------|----------------------|---|------------------------------|----------------------|---------------------------------|------------------------------|----------------------|
|   | Average<br>Balance<br>\$m       | Interest<br>Income(1)<br>\$m | Average<br>Rate<br>% | Average<br>Balance<br>\$m                       | Interest<br>Income(1)<br>\$m | Average<br>Rate<br>% | Average<br>Balance<br>\$m       | Interest<br>Income(1)<br>\$m | Average<br>Rate<br>% |
| <b>Assets</b>   |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| <b>Interest earning assets</b>  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Due from other financial institutions:  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Australia   | 11,545                          | 702                          | 6.1%                 | 10,282  | 583                          | 5.7%                 | 9,345                           | 510                          | 5.5%                 |
| New Zealand   | 1,503                           | 100                          | 6.7%                 | 412   | 38                           | 9.2%                 | 2,242                           | 144                          | 6.4%                 |
| Other overseas  | 3,097                           | 167                          | 5.4%                 | 3,130   | 164                          | 5.2%                 | 3,059                           | 93                           | 3.0%                 |
| Trading securities:   |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Australia   | 12,938                          | 761                          | 5.9%                 | 10,705  | 646                          | 6.0%                 | 10,332                          | 457                          | 4.4%                 |
| New Zealand   | 2,704                           | 182                          | 6.7%                 | 3,287   | 199                          | 6.1%                 | 1,776                           | 73                           | 4.1%                 |
| Other overseas  | 1,146                           | 74                           | 6.5%                 | 34  | 2                            | 5.9%                 |                                 |                              |                      |
| Other financial assets designated at fair value:                              |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Australia   | 483                             | 36                           | 7.5%                 | 166   | 10                           | 6.0%                 |                                 |                              |                      |
| New Zealand   | 1,016                           | 79                           | 7.8%                 | 1,279   | 95                           | 7.4%                 |                                 |                              |                      |
| Other overseas  | 965                             | 34                           | 3.5%                 | 1,462   | 88                           | 6.0%                 |                                 |                              |                      |
| Available-for-sale securities:  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Australia   | 260                             | 10                           | 3.8%                 | 407   | 20                           | 4.9%                 |                                 |                              |                      |
| New Zealand   | 313                             | 23                           | 7.3%                 | 252   | 19                           | 7.5%                 |                                 |                              |                      |
| Other overseas  | 520                             | 68                           | 13.1%                | 160   | 12                           | 7.5%                 |                                 |                              |                      |
| Investment Securities:  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Australia   |                                 |                              |                      |   |                              |                      | 982                             | 46                           | 4.7%                 |
| New Zealand   |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Other overseas  |                                 |                              |                      |   |                              |                      | 2,052                           | 179                          | 8.7%                 |
| Regulatory deposits:  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Other overseas  | 323                             | 17                           | 5.3%                 | 331   | 16                           | 4.8%                 | 448                             | 12                           | 2.7%                 |
| Loans and other receivables(2):   |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Australia   | 210,176                         | 15,986                       | 7.6%                 | 181,690   | 13,186                       | 7.3%                 | 157,020                         | 11,382                       | 7.2%                 |
| New Zealand   | 41,327                          | 3,674                        | 8.9%                 | 34,468  | 2,930                        | 8.5%                 | 34,202                          | 2,680                        | 7.8%                 |
| Other overseas  | 4,101                           | 210                          | 5.1%                 | 2,638   | 164                          | 6.2%                 | 2,240                           | 150                          | 6.7%                 |
| Intragroup receivables  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
| Other overseas  | 17,683                          | 921                          | 5.2%                 | 18,036  | 1,010                        | 5.6%                 | 27,324                          | 920                          | 3.4%                 |
| <b>Total interest earning assets and interest income including intragroup</b> |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
|   | 310,100                         | 23,044                       | 7.4%                 | 268,739   | 19,182                       | 7.1%                 | 251,022                         | 16,646                       | 6.6%                 |
| Intragroup elimination  |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
|   | (17,683)                        | (921)                        |                      | (18,036)  | (1,010)                      |                      | (27,324)                        | (920)                        |                      |
| <b>Total interest earning assets and interest</b>                             |                                 |                              |                      |   |                              |                      |                                 |                              |                      |
|   | 292,417                         | 22,123                       | 7.6%                 | 250,703   | 18,172                       | 7.2%                 | 223,698                         | 15,726                       | 7.0%                 |

**income****Non-interest earning assets**

|   |                |                |                |
|---|----------------|----------------|----------------|
| Cash, due from other financial institutions and regulatory deposits | 1,188          | 734            | 1,396          |
| Derivative financial instruments                                    | 11,260         | 8,515          | 6,410          |
| Life insurance assets   | 15,277         | 14,039         | 13,353         |
| All other assets(3)   | 10,078         | 8,061          | 8,341          |
| Provisions for impairment charges:                                  |                |                |                |
| Australia   |                |                | (1,435)        |
| New Zealand   |                |                | (266)          |
| Other overseas  |                |                | (42)           |
| <b>Total non-interest earning assets</b>                            | <b>37,803</b>  | <b>31,349</b>  | <b>27,757</b>  |
| <b>Total acceptances</b>  |                |                | <b>5,235</b>   |
| <b>Total assets</b>   | <b>330,220</b> | <b>282,052</b> | <b>256,690</b> |

(1) The Group has entered into various tax effective financing transactions that derive income that is subject to a reduced rate of income tax. The net interest income above is presented on a tax equivalent basis. This increased net interest income by \$101 million (2006 \$111 million, 2005 \$214 million) comprised of an interest income benefit of \$48 million (2006 \$81 million, 2005 \$182 million) and an interest expense benefit of \$53 million (2006 \$30 million, 2005 \$32 million).

(2) For the years ended 30 September 2007 and 2006 loans and receivables have been stated net of provisions for impairment charges.

(3) Includes property, plant and equipment, goodwill and intangibles, other assets and deferred tax.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   | Year Ended<br>30 September 2007 |                               |                      | Consolidated<br>Year Ended<br>30 September 2006 |                               |                      | Year Ended<br>30 September 2005 |                               |                      |
|---|---------------------------------|-------------------------------|----------------------|---|-------------------------------|----------------------|---------------------------------|-------------------------------|----------------------|
|   | Average<br>Balance<br>\$m       | Interest<br>Expense(1)<br>\$m | Average<br>Rate<br>% | Average<br>Balance<br>\$m                       | Interest<br>Expense(1)<br>\$m | Average<br>Rate<br>% | Average<br>Balance<br>\$m       | Interest<br>Expense(1)<br>\$m | Average<br>Rate<br>% |
| <b>Liabilities</b>  |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| <b>Interest bearing liabilities</b>   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Due to other financial institutions:  |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Australia   | 4,945                           | 232                           | 4.7%                 | 4,122   | 226                           | 5.5%                 | 3,747                           | 195                           | 5.2%                 |
| New Zealand   | 1,820                           | 120                           | 6.6%                 | 2,316   | 159                           | 6.9%                 | 807                             | 62                            | 7.7%                 |
| Other overseas  | 3,696                           | 188                           | 5.1%                 | 3,627   | 147                           | 4.1%                 | 3,636                           | 106                           | 2.9%                 |
| Deposits:   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Australia   | 133,991                         | 7,097                         | 5.3%                 | 119,064   | 5,666                         | 4.8%                 | 107,376                         | 4,858                         | 4.5%                 |
| New Zealand   | 26,595                          | 1,783                         | 6.7%                 | 23,797  | 1,475                         | 6.2%                 | 23,117                          | 1,303                         | 5.6%                 |
| Other overseas  | 14,574                          | 666                           | 4.6%                 | 10,063  | 428                           | 4.3%                 | 10,380                          | 388                           | 3.7%                 |
| Loan capital:   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Australia   | 6,455                           | 378                           | 5.9%                 | 5,530   | 309                           | 5.6%                 | 4,487                           | 214                           | 4.8%                 |
| New Zealand   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Other overseas  | 652                             | 31                            | 4.8%                 | 702   | 38                            | 5.4%                 |                                 |                               |                      |
| Other interest bearing liabilities(2):  |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Australia   | 72,255                          | 4,308                         | N/A                  | 54,009  | 3,276                         | n/a                  | 31,246                          | 2,459                         | n/a                  |
| New Zealand   | 2,696                           | 605                           | N/A                  | 520   | 144                           | n/a                  | 687                             | 167                           | n/a                  |
| Other overseas  | 7,276                           | 301                           | N/A                  | 9,266   | 551                           | n/a                  | 17,811                          | 501                           | n/a                  |
| Intragroup payable:   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Australia   | 6,294                           | 488                           | 7.8%                 | 8,742   | 548                           | 6.3%                 | 17,921                          | 657                           | 3.7%                 |
| New Zealand   | 11,389                          | 433                           | 3.8%                 | 9,295   | 462                           | 5.0%                 | 9,402                           | 263                           | 2.8%                 |
| <b>Total interest bearing liabilities and interest expense including intragroup</b> |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | 292,638                         | 16,630                        | 5.7%                 | 251,053   | 13,429                        | 5.3%                 | 230,617                         | 11,173                        | 4.8%                 |
| Intragroup elimination  |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | (17,683)                        | (921)                         |                      | (18,037)  | (1,010)                       |                      | (27,323)                        | (920)                         |                      |
| <b>Total interest bearing liabilities and interest expense</b>                      |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | 274,955                         | 15,709                        | 5.7%                 | 233,016   | 12,419                        | 5.3%                 | 203,294                         | 10,253                        | 5.0%                 |
| <b>Non-interest bearing liabilities</b>   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Deposits and due to other financial institutions:                                   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
| Australia   | 4,350                           |                               |                      | 3,981   |                               |                      | 3,939                           |                               |                      |
| New Zealand   | 2,293                           |                               |                      | 2,135   |                               |                      | 2,119                           |                               |                      |
| Other overseas  | 280                             |                               |                      | 290   |                               |                      | 274                             |                               |                      |
| Derivative financial instruments  |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | 10,668                          |                               |                      | 8,523   |                               |                      | 7,292                           |                               |                      |
| Life insurance policy liabilities   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | 14,072                          |                               |                      | 13,135  |                               |                      | 11,368                          |                               |                      |
| All other liabilities(3)  |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | 6,983                           |                               |                      | 6,130   |                               |                      | 7,011                           |                               |                      |
| <b>Total non-interest bearing liabilities</b>                                       |                                 |                               |                      |   |                               |                      |                                 |                               |                      |
|   | 38,646                          |                               |                      | 34,194  |                               |                      | 32,003                          |                               |                      |
| Acceptances   |                                 |                               |                      |   |                               |                      |                                 |                               |                      |



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                                     |         |         |         |
|-------------------------------------|---------|---------|---------|
| Australia                           |         |         | 5,235   |
| <b>Total liabilities</b>            | 313,601 | 267,210 | 240,532 |
| Shareholders equity                 | 14,708  | 13,369  | 12,651  |
| Minority interests                  | 1,911   | 1,473   | 3,507   |
| <b>Total equity</b>                 | 16,619  | 14,842  | 16,158  |
| <b>Total liabilities and equity</b> | 330,220 | 282,052 | 256,690 |

---

(1) The Group has entered into various tax effective financing transactions that derive income that is subject to a reduced rate of income tax. The net interest income above is presented on a tax equivalent basis. This increased net interest income by \$101 million (2006 \$111 million, 2005 \$214 million) comprised of an interest income benefit of \$48 million (2006 \$81 million, 2005 \$182 million) and an interest expense benefit of \$53 million (2006 \$30 million, 2005 \$32 million).

(2) Includes net impact of Treasury balance sheet management activities.

(3) Includes provisions for current and deferred tax liabilities and other liabilities.

The following table allocates changes in net interest income between changes in volume and changes in rate for the last two fiscal years. Volume and rate variances have been calculated on the movement in average balances and the change in the interest rates on average interest-earning assets and average interest bearing liabilities. The variance caused by change in both volume and rate has been allocated in proportion to the relationship of the absolute dollar amount of each change to the total. The Group has entered into various tax effective financing transactions that derive income that is subject to a reduced rate of income tax. The net interest income above is presented on a tax equivalent basis. This increased net interest income by \$101 million (2006 \$111 million) comprised of an interest income benefit of \$48 million (2006 \$81 million) and an interest expense benefit of \$53 million (2006 \$30 million).

|  | Consolidated  |                                      |              |               |                                      |              |
|--|---------------|--------------------------------------|--------------|---------------|--------------------------------------|--------------|
|  | Volume<br>\$m | 2007<br>Change Due To<br>Rate<br>\$m | Total<br>\$m | Volume<br>\$m | 2006<br>Change Due To<br>Rate<br>\$m | Total<br>\$m |
| <b>Interest-earning assets</b>                   |               |                                      |              |               |                                      |              |
| Due from other financial institutions:           |               |                                      |              |               |                                      |              |
| Australia  | 72            | 47                                   | 119          | 51            | 22                                   | 73           |
| New Zealand                                      | 101           | (39)                                 | 62           | (119)         | 13                                   | (106)        |
| Other Overseas                                   | (2)           | 5                                    | 3            | 2             | 69                                   | 71           |
| Trading securities:                              |               |                                      |              |               |                                      |              |
| Australia  | 135           | (19)                                 | 116          | 16            | 44                                   | 60           |
| New Zealand                                      | (35)          | 18                                   | (17)         | 62            | 64                                   | 126          |
| Other Overseas                                   | 65            | 7                                    | 72           | 2             |                                      | 2            |
| Other financial assets designated at fair value: |               |                                      |              |               |                                      |              |
| Australia  | 19            | 7                                    | 26           | 10            |                                      | 10           |
| New Zealand                                      | (20)          | 4                                    | (16)         | 95            |                                      | 95           |
| Other Overseas                                   | (30)          | (24)                                 | (54)         | 88            |                                      | 88           |
| Available-for-sale securities:                   |               |                                      |              |               |                                      |              |
| Australia  | (7)           | (3)                                  | (10)         | 20            |                                      | 20           |
| New Zealand                                      | 5             | (1)                                  | 4            | 19            |                                      | 19           |
| Other Overseas                                   | 27            | 29                                   | 56           | 12            |                                      | 12           |
| Investment securities:                           |               |                                      |              |               |                                      |              |
| Australia  |               |                                      |              | (46)          |                                      | (46)         |
| New Zealand                                      |               |                                      |              |               |                                      |              |
| Other Overseas                                   |               |                                      |              | (179)         |                                      | (179)        |
| Regulatory deposits:                             |               |                                      |              |               |                                      |              |
| Other Overseas                                   |               | 1                                    | 1            | (3)           | 7                                    | 4            |
| Loans and other receivables:                     |               |                                      |              |               |                                      |              |
| Australia  | 2,067         | 732                                  | 2,799        | 1,788         | 145                                  | 1,933        |
| New Zealand                                      | 583           | 161                                  | 744          | 20            | 230                                  | 250          |
| Other Overseas                                   | 91            | (45)                                 | 46           | 27            | (13)                                 | 14           |
| Intragroup receivable                            |               |                                      |              |               |                                      |              |
| Overseas   | (20)          | (69)                                 | (89)         | (313)         | 403                                  | 90           |
| Total change in interest income including        |               |                                      |              |               |                                      |              |
| intragroup                                       | 3,051         | 811                                  | 3,862        | 1,552         | 984                                  | 2,536        |
| Intragroup elimination                           | 20            | 69                                   | 89           | 313           | (403)                                | (90)         |
| <b>Total change in interest income</b>           | <b>3,071</b>  | <b>880</b>                           | <b>3,951</b> | <b>1,865</b>  | <b>581</b>                           | <b>2,446</b> |

|  | Consolidated  |                                      |              |               |                                      |              |
|--|---------------|--------------------------------------|--------------|---------------|--------------------------------------|--------------|
|  | Volume<br>\$m | 2007<br>Change Due To<br>Rate<br>\$m | Total<br>\$m | Volume<br>\$m | 2006<br>Change Due To<br>Rate<br>\$m | Total<br>\$m |
| <b>Interest-bearing liabilities</b>                      |               |                                      |              |               |                                      |              |
| Deposits:  |               |                                      |              |               |                                      |              |
| Australia  | 710           | 721                                  | 1,431        | 529           | 279                                  | 808          |
| New Zealand  | 173           | 135                                  | 308          | 38            | 134                                  | 172          |
| Other Overseas   | 192           | 46                                   | 238          | (12)          | 52                                   | 40           |
| Due to other financial institutions:                     |               |                                      |              |               |                                      |              |
| Australia  | 45            | (39)                                 | 6            | 20            | 11                                   | 31           |
| New Zealand  | (34)          | (5)                                  | (39)         | 116           | (19)                                 | 97           |
| Other Overseas   | 3             | 38                                   | 41           |               | 41                                   | 41           |
| Loan capital:  |               |                                      |              |               |                                      |              |
| Australia  | 52            | 17                                   | 69           | 50            | 45                                   | 95           |
| New Zealand  |               |                                      |              |               |                                      |              |
| Other Overseas   | (3)           | (4)                                  | (7)          | 38            |                                      | 38           |
| Other interest-bearing liabilities:                      |               |                                      |              |               |                                      |              |
| Australia  | 1,107         | (75)                                 | 1,032        | 1,711         | (894)                                | 817          |
| New Zealand  | 603           | (142)                                | 461          | (41)          | 18                                   | (23)         |
| Other Overseas   | (118)         | (132)                                | (250)        | (240)         | 290                                  | 50           |
| Intragroup payable:                                      |               |                                      |              |               |                                      |              |
| Australia  | (153)         | 93                                   | (60)         | (337)         | 228                                  | (109)        |
| New Zealand  | 104           | (133)                                | (29)         | (3)           | 202                                  | 199          |
| Total change in interest expense including<br>intragroup |               |                                      |              |               |                                      |              |
|  | 2,681         | 520                                  | 3,201        | 1,869         | 387                                  | 2,256        |
| Intragroup elimination                                   |               |                                      |              |               |                                      |              |
|  | 49            | 40                                   | 89           | 340           | (430)                                | (90)         |
| <b>Total change in interest expense</b>                  |               |                                      |              |               |                                      |              |
|  | 2,730         | 560                                  | 3,290        | 2,209         | (43)                                 | 2,166        |
| <b>Change in net interest income:</b>                    |               |                                      |              |               |                                      |              |
| Australia  | 525           | 47                                   | 572          | (134)         | 542                                  | 408          |
| New Zealand  | (212)         | 288                                  | 76           | (33)          | (28)                                 | (61)         |
| Other Overseas   | 57            | (44)                                 | 13           | (150)         | 83                                   | (67)         |
| <b>Total change in net interest income</b>               |               |                                      |              |               |                                      |              |
|  | 370           | 291                                  | 661          | (317)         | 597                                  | 280          |

### Note 31. Financial risk management

The key financial risks faced by the Group are credit, market and liquidity risk. The management of these risks is addressed in the risk management strategy approved by the Board. Broadly, the Group's objective for managing these risks is to balance risk with return.

#### *Credit risk*

Credit risk arises primarily from lending activities and derivative trading and is the risk of financial loss that results from customers failing to meet their obligations or counterparty default on settlement of derivative exposures.

Our Board of Directors approves major prudential policies and limits that govern large customer exposures, country risk, industry concentration and dealings with related entities. The Board of Directors delegates approval authorities to the CEO and the Chief Risk Officer, who in turn appoint independent credit officers in each business area. These credit specialists work with line managers to ensure that approved policies are

applied appropriately so as to optimise the balance between risk and reward. Our portfolio risk review unit provides independent assessment of the quality of our credit portfolio.

Credit risk arises from customers ranging from individuals to large institutions. Accordingly, two different approaches are used to manage this risk. We use statistical analysis to assess customer creditworthiness and payment behaviours for consumer and some small business customers. We factor and price credit facilities for business banking, large commercial and corporate borrowers based on discrete analysis of each customer's risk. Quantitative methods also support these judgements. All major credit decisions require joint approval by authorised credit and line business officers.

We monitor our credit portfolio to manage risk concentrations. At 30 September 2007, our exposure to consumers comprised 61% of our on-balance sheet loans and 48% of total credit commitments. Almost 83% of our exposure to consumers was supported by residential real estate mortgages. This category also includes investment property loans to individuals, credit cards, personal loans, overdrafts and lines of credit. Our consumer credit risks are highly diversified, with substantial consumer market share in every state and territory in Australia, New Zealand and the Pacific region. Moreover, these customers service their debts with incomes derived from a wide range of occupations, in city as well as country areas.

Exposures to businesses, government and other financial institutions are classified into a number of industry clusters based on groupings of related Australian and New Zealand Standard Industrial Classification (ANZSIC) codes and monitored against industry exposure boundaries. The level of industry risk is measured and monitored on a dynamic basis. Exposures are actively managed from a portfolio perspective, with risk mitigation techniques used to regularly re-balance the portfolio. Our customer risk grades can be aligned to the Standard and Poor's credit rating system. Based on these ratings, our exposure to business, government and other financial institution investment grade customers as at 30 September 2007 is 64% (2006 63%).

For information of the Group's exposure to credit risk, refer to Note 32.

**Foreign exchange and derivative credit risk management**

Foreign exchange and derivative activities expose us to pre-settlement and settlement risk. We use a global limits system to record exposure against limits for these risk types. Pre-settlement risk (PSR) is the risk that the counterparty to a contract defaults prior to settlement when the value of the contract is positive. We consider both the current replacement cost and the potential future credit risk in our assessment of pre-settlement risk.

We use close out netting to reduce gross credit exposures for counterparties where legally enforceable netting agreements are in place. In a close out netting situation the positive and negative mark-to-market value of all eligible foreign exchange and derivative contracts with the same counterparty, are netted in the event of default and regardless of maturity.

**Market risk**

Financial Market trading activities are controlled by a Board approved market risk framework that incorporates Board approved VaR limits. VaR is the primary mechanism for measuring and controlling market risk. Market risk is managed using VaR and structural risk limits (including volume limits and basis point value limits) in conjunction with scenario analysis and stress testing. Market risk limits are allocated to business management based on business strategies and experience, in addition to market liquidity and concentration risks. A separate Market Risk Management unit is responsible for the daily measurement and monitoring of market risk exposures.

VaR is an estimate of the worst case loss in value of trading positions, to a 99% confidence level, assuming positions were held unchanged for one day. We use a historical simulation method to calculate VaR taking into account all material market variables. Actual outcomes are monitored and the model is back-tested daily.

The following table provides a summary of VaR, by risk type, for the half years ended 30 September 2007, 31 March 2007 and 30 September 2006.

**Daily value at risk**

| Half year ended        | 30 September 2007 |            |                | 31 March 2007 |            |                | 30 September 2006 |            |                |
|------------------------|-------------------|------------|----------------|---------------|------------|----------------|-------------------|------------|----------------|
|                        | High<br>\$m       | Low<br>\$m | Average<br>\$m | High<br>\$m   | Low<br>\$m | Average<br>\$m | High<br>\$m       | Low<br>\$m | Average<br>\$m |
| Interest rate risk     | 4.9               | 0.6        | 2.5            | 6.3           | 1.6        | 3.1            | 5.8               | 1.8        | 3.2            |
| Foreign exchange risk  | 7.2               | 2.0        | 3.5            | 3.4           | 0.1        | 1.2            | 3.2               | 0.1        | 1.3            |
| Equity risk            | 3.5               | 0.7        | 1.8            | ~             | ~          | ~              | ~                 | ~          | ~              |
| Commodity risk(1)      | 5.0               | 1.1        | 3.1            | ~             | ~          | ~              | ~                 | ~          | ~              |
| Volatility risk        | ~                 | ~          | ~              | 1.8           | 0.6        | 1.1            | 1.5               | 0.4        | 0.8            |
| Other market risks(2)  | 2.4               | 0.7        | 1.0            | 4.1           | 0.6        | 1.8            | 3.3               | 1.8        | 2.3            |
| Diversification effect | n/a               | n/a        | (6.6)          | n/a           | n/a        | (2.5)          | n/a               | n/a        | (1.7)          |
| Net market risk        | 9.2               | 3.2        | 5.3            | 7.3           | 3.2        | 4.7            | 8.3               | 4.2        | 5.9            |

---

(1) Includes Electricity risk.

(2) Includes Commodity (including electricity), Equity, Capital Market underwriting, Prepayment and Issuer Specific risks for 30 September 2006 and 31 March 2007. Includes Prepayment and issues specific risk only for 30 September 2007 (Commodity and Equity risk separately disclosed).

~ Indicates change in format to align with regulatory risk classifications.

#### *Management of structural interest rate risk*

Our Group Treasury function manages the sensitivity of net interest income to changes in wholesale market interest rates. This sensitivity arises from our lending and deposit-taking activities in Australia and New Zealand and through the investment of capital and other non-interest bearing liabilities. One of Group Treasury's core responsibilities is to ensure a reasonable stability in net interest income over time. These activities are performed under the direction of our Group Market Risk Committee with independent oversight provided by our Market Risk Management unit.

Net interest income sensitivity is managed in terms of the net interest income at risk modelled over a three year time horizon using a 99% confidence interval for movements in wholesale market interest rates. Additionally, a VaR and structural risk limit framework is also applied. The position managed covers the Australian and New Zealand banking books, where the banking book is defined as the entire banking balance sheet less the trading book. Interest rate risk within our trading book is separately managed under its own VaR and structural risk limit framework.

A simulation model is used to calculate our potential net interest income as risk. The net interest income simulation framework combines underlying statement of financial position data with:

assumptions about run off and new business;

expected repricing behaviour; and

changes in wholesale market interest rates.

Simulations using a range of interest rate scenarios are used to provide a series of potential future net interest income outcomes. The interest rate scenarios modelled include those projected using historical market interest rate volatility as well as 100 and 200 basis point shifts up and down from the current market yield curves in Australia and New Zealand. Additional stressed interest rate scenarios are also considered and modelled. A comparison between the net interest income outcomes from these modelled scenarios indicates our sensitivity to interest rate changes. Both on and off-balance sheet instruments are then used to achieve stability in net interest income.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The net interest income simulation and limit frameworks are reviewed and approved by the Board Risk Management Committee. This ensures that key model inputs and risk parameters remain relevant and that net interest income at risk and the associated limits governing these activities remain consistent with our desired risk and reward criteria.

As at 30 September 2007, our exposure to a 1% up and down parallel rate shock to market yield curves is less than 2% of projected pre-tax net interest income for the following financial year.

***Structural foreign exchange risk***

Structural foreign exchange rate risk results from the generation of foreign currency denominated earnings and from the foreign currency capital that we have deployed in offshore branches and subsidiaries.

As a result of the requirement to translate earnings and net assets of the foreign operations into our Australian dollar consolidated financial statements, movements in exchange rates could lead to changes in the Australian dollar equivalent of offshore earnings and capital which could introduce variability to our reported financial results. In order to minimise this exposure, we manage the foreign exchange rate risk associated with offshore earnings and capital as follows:

foreign currency denominated earnings that are generated during the current financial year and form part of capital that is defined to be available for repatriation at our option at any time is hedged. This hedging removes the impact of changes in exchange rates on the cash flows that result from the repatriation of our profits or capital;

capital that is defined to be permanently employed in an offshore jurisdiction (for example to meet regulatory or prudential requirements) and which has no fixed term and is not anticipated to be repatriated in the foreseeable future, remains unhedged;

capital or profits that are denominated in minor currencies are not hedged; and

the economic risk of New Zealand dollar future earnings are managed where the bank believes there is a strong likelihood of significant adverse moves in the AUD/NZD exchange rate. Westpac manages these flows over a time horizon under which up to 100% of the expected earnings for the following financial year and 50% of the expected earnings for the subsequent financial year can be hedged.

***Hedging activities***

Hedging the Group's exposures to interest rate and foreign exchange rate risk is undertaken in the normal course of business by using derivatives. This activity is principally carried out in Treasury within a risk management framework of limits, practices and procedures set and overseen by the Westpac MARCO.

The hedge accounting strategy adopted by Westpac is to utilise a combination of the cash flow, fair value and net investment hedge approaches. Some derivatives held for economic hedging purposes do not meet the criteria for hedge accounting as defined under AASB 139 Financial Instruments: Recognition and Measurement, and therefore are accounted for in the same way as derivatives held for trading.

Further details about the types of hedge accounting used can be found in Note 33.



## Liquidity risk

Liquidity risk is the potential inability to meet our payment obligations, which could potentially arise as a result of mismatched cash flows generated by our business. This risk is managed through our BRMC approved liquidity framework.

Responsibility for liquidity management is delegated to Group Treasury, under oversight of the MARCO. Group Treasury manage liquidity on a daily basis and submit monthly reports to MARCO and quarterly reports to the BRMC. Monthly reports are provided to the Australian Prudential Regulation Authority. Group Treasury is also responsible for monitoring our funding base and ensuring that it is prudently maintained and adequately diversified.

Our liquidity risk management framework models our ability to fund under both normal conditions and during a crisis situation (with models run globally and for specific geographical regions – Australia, New Zealand and offshore). This approach is designed to ensure that our funding framework is sufficiently flexible to ensure liquidity under a wide range of market conditions. The global liquidity management framework is reviewed annually to ensure it is appropriate to our current and planned activities. The annual review encompasses the funding scenarios modelled, the modelling approach, wholesale funding capacity, limit determination and minimum holdings of liquid assets. The liquidity framework is reviewed by the MARCO and GRRC prior to approval by the BRMC.

Group Treasury also undertakes an annual funding review that outlines the current funding strategy for the coming year. This review encompasses trends in global debt markets, funding alternatives, peer analysis, estimation of our upcoming funding requirements, estimated market funding capacity and a funding risk analysis. The annual funding plan is reviewed by the MARCO and the GRRC, prior to approval by the BRMC.

We maintain a crisis management action plan that details the broad actions to be taken in the event of a funding crisis. This document is reviewed annually and defines a committee of senior executives to manage a crisis and allocates responsibility to individuals for key tasks. A media relations strategy, contingent funding plan and detailed contact lists are also incorporated into this document.

Our liquidity risk capital model provides an estimate of liquidity risk capital consistent with measurements of credit, market and operational risk capital. This model measures the risk of loss due to increased costs of ensuring that the demands for cash are met.

**Note 32. Credit risk**

Credit risk is the risk of financial loss from the failure of a customer to fully honour the terms of their contract with the Group. It arises not only from lending activities, but from any transaction which requires assured payment of funds on a given date. The process of controlling credit risk is integrated in the form of portfolio management. The portfolio is reviewed regularly to ensure that credit risk remains well diversified.

The following table sets out the total credit risk and credit risk concentrations of the Group:

|   | Consolidated 2007   |   |                |                                 |                    |                                 |                |
|---|---|---|----------------|---------------------------------|--------------------|---------------------------------|----------------|
|   | Trading Assets<br>and Other<br>Financial Assets<br>Designated<br>at Fair Value<br>\$m | Available-<br>For-Sale<br>Securities<br>\$m | Loans<br>\$m   | Credit<br>Commitments(1)<br>\$m | Derivatives<br>\$m | Life Insurance<br>Assets<br>\$m | Total<br>\$m   |
| <b>Australia</b>                              |   |   |                |                                 |                    |                                 |                |
| Government and other public authorities       | 8,182   |   | 415            | 594                             | 434                |                                 | 9,625          |
| Agriculture, forestry and fishing             |   |   | 3,775          | 111                             | 156                |                                 | 4,042          |
| Commercial and financial                      | 10,111  | 556   | 80,009         | 10,372                          | 21,048             | 15,388                          | 137,484        |
| Real estate - construction                    |   |   | 2,458          | 1,152                           | 110                |                                 | 3,720          |
| Real estate - mortgage                        |   |   | 110,564        | 389                             |                    |                                 | 110,953        |
| Instalment loans and other personal lending   |   |   | 24,633         | 962                             |                    |                                 | 25,595         |
| Lease financing                               |   |   | 4,345          |                                 |                    |                                 | 4,345          |
| <b>Total Australia</b>                        | <b>18,293</b>   | <b>556</b>                                  | <b>226,199</b> | <b>13,580</b>                   | <b>21,748</b>      | <b>15,388</b>                   | <b>295,764</b> |
| <b>New Zealand</b>                            |   |   |                |                                 |                    |                                 |                |
| Government and other public authorities       | 263   |   | 503            | 176                             |                    |                                 | 942            |
| Agriculture, forestry and fishing             |   |   | 3,982          | 118                             |                    |                                 | 4,100          |
| Commercial and financial                      | 3,085   |   | 11,291         | 1,656                           | 2,522              | 68                              | 18,622         |
| Real estate - construction                    |   |   | 367            | 130                             |                    |                                 | 497            |
| Real estate - mortgage                        |   |   | 24,820         | 2,178                           |                    |                                 | 26,998         |
| Instalment loans and other personal lending   |   |   | 2,354          | 40                              |                    |                                 | 2,394          |
| Lease financing                               |   |   | 11             |                                 |                    |                                 | 11             |
| <b>Total New Zealand</b>                      | <b>3,348</b>  |   | <b>43,328</b>  | <b>4,298</b>                    | <b>2,522</b>       | <b>68</b>                       | <b>53,564</b>  |
| <b>Other Overseas</b>                         |   |   |                |                                 |                    |                                 |                |
| Government and other public authorities       |   | 333   | 32             | 36                              |                    |                                 | 401            |
| Agriculture, forestry and fishing             |   |   | 55             | 2                               |                    |                                 | 57             |
| Commercial and financial                      | 353   | 1,622                                       | 3,231          | 3,667                           | 38                 |                                 | 8,911          |
| Real estate - construction                    |   |   | 60             | 46                              |                    |                                 | 106            |
| Real estate - mortgage                        |   |   | 702            | 1                               |                    |                                 | 703            |
| Instalment loans and other personal lending   |   |   | 291            | 189                             |                    |                                 | 480            |
| Lease financing                               |   |   | 16             |                                 |                    |                                 | 16             |
| <b>Total Other Overseas</b>                   | <b>353</b>  | <b>1,955</b>                                | <b>4,387</b>   | <b>3,941</b>                    | <b>38</b>          |                                 | <b>10,674</b>  |
| <b>Total</b>                                  | <b>21,994</b>   | <b>2,511</b>                                | <b>273,914</b> | <b>21,819</b>                   | <b>24,308</b>      | <b>15,456</b>                   | <b>360,002</b> |
| <b>Other risk concentrations</b>              |   |   |                |                                 |                    |                                 |                |
| Amounts due from other financial institutions |   |   |                |                                 |                    |                                 | 28,379         |
| Regulatory deposits                           |   |   |                |                                 |                    |                                 | 753            |

**Total gross credit risk**

389,134

---

(1) Credit risk for credit commitments are based on definitions per Note 40.

Collateral security, in the form of real property or a floating charge, is generally taken for business credit except for major government, bank and corporate counterparties of strong financial standing. Longer term consumer finance is generally secured against real estate while revolving consumer credit is generally unsecured.

## Consolidated 2006

|   | Trading<br>Assets<br>and Other<br>Financial<br>Assets<br>Designated<br>at Fair Value<br>\$m | Available-<br>For-Sale<br>Securities<br>\$m | Loans<br>\$m   | Credit<br>Commitments(1)<br>\$m | Derivatives<br>\$m | Life<br>Insurance<br>Assets<br>\$m | Total<br>\$m   |
|---|---|---|----------------|---------------------------------|--------------------|------------------------------------|----------------|
| <b>Australia</b>                              |   |   |                |                                 |                    |                                    |                |
| Government and other public authorities       | 5,015   |   | 278            | 484                             | 192                |                                    | 5,966          |
| Agriculture, forestry and fishing             |   |   | 2,954          | 88                              | 304                |                                    | 2,145          |
| Commercial and financial                      | 6,433   | 355   | 65,244         | 8,741                           | 8,270              | 14,215                             | 104,619        |
| Real estate - construction                    |   |   | 2,734          | 1,185                           | 34                 |                                    | 3,705          |
| Real estate - mortgage                        |   |   | 96,456         | 441                             |                    |                                    | 96,988         |
| Instalment loans and other personal lending   |   |   | 23,777         | 351                             |                    |                                    | 24,128         |
| Lease financing                               |   |   | 4,216          |                                 |                    |                                    | 4,216          |
| <b>Total Australia</b>                        | <b>11,448</b>   | <b>355</b>                                  | <b>195,659</b> | <b>11,290</b>                   | <b>8,800</b>       | <b>14,215</b>                      | <b>241,767</b> |
| <b>New Zealand</b>                            |   |   |                |                                 |                    |                                    |                |
| Government and other public authorities       | 588   |   | 379            | 178                             | 12                 |                                    | 1,157          |
| Agriculture, forestry and fishing             |   |   | 3,392          | 39                              | 1                  |                                    | 3,432          |
| Commercial and financial                      | 3,101   | 412   | 9,181          | 1,602                           | 1,184              | 66                                 | 15,546         |
| Real estate - construction                    |   |   | 322            | 27                              |                    |                                    | 349            |
| Real estate - mortgage                        |   |   | 21,374         | 1,923                           |                    |                                    | 23,297         |
| Instalment loans and other personal lending   |   |   | 1,998          | 40                              |                    |                                    | 2,038          |
| Lease financing                               |   |   |                |                                 |                    |                                    |                |
| <b>Total New Zealand</b>                      | <b>3,689</b>  | <b>412</b>                                  | <b>36,646</b>  | <b>3,809</b>                    | <b>1,197</b>       | <b>66</b>                          | <b>45,819</b>  |
| <b>Other Overseas</b>                         |   |   |                |                                 |                    |                                    |                |
| Government and other public authorities       |   | 192   | 8              | 38                              |                    |                                    | 238            |
| Agriculture, forestry and fishing             |   |   | 57             | 2                               |                    |                                    | 59             |
| Commercial and financial                      | 1,705   | 10  | 2,386          | 2,202                           | 314                |                                    | 6,617          |
| Real estate - construction                    |   |   | 123            | 43                              |                    |                                    | 166            |
| Real estate - mortgage                        |   |   | 639            | 5                               |                    |                                    | 644            |
| Instalment loans and other personal lending   |   |   | 147            | 171                             |                    |                                    | 318            |
| Lease financing                               |   |   | 19             |                                 |                    |                                    | 19             |
| <b>Total Other Overseas</b>                   | <b>1,705</b>  | <b>202</b>                                  | <b>3,379</b>   | <b>2,461</b>                    | <b>314</b>         |                                    | <b>8,061</b>   |
| <b>Total</b>                                  | <b>16,842</b>   | <b>969</b>                                  | <b>235,684</b> | <b>17,560</b>                   | <b>10,311</b>      | <b>14,281</b>                      | <b>295,647</b> |
| <b>Other risk concentrations</b>              |   |   |                |                                 |                    |                                    |                |
| Amounts due from other financial institutions |   |   |                |                                 |                    |                                    | 12,211         |
| Regulatory deposits                           |   |   |                |                                 |                    |                                    | 465            |
| <b>Total gross credit risk</b>                |   |   |                |                                 |                    |                                    | <b>308,323</b> |

(1) Credit risk for credit commitments are based on definitions per Note 40.

Collateral security, in the form of real property or a floating charge, is generally taken for business credit except for major government, bank and corporate counterparties of strong financial standing. Longer term consumer finance is generally secured against real estate while revolving consumer credit is generally unsecured.

*Master netting arrangements*

Westpac restricts its exposure to credit losses by entering into master netting arrangements with its counterparties. The existence of a master netting arrangement allows Westpac to reduce its credit risk in respect of its counterparty's transactions covered by the master netting arrangement. The credit risk is reduced to the extent that if certain events occur (for example, events of default or similar events), all transactions with the counterparty are terminated, the mark-to-market value of each transaction is calculated, and those amounts are set-off so that a single amount is payable or receivable. As Westpac's exposure under a master netting arrangement will vary depending on the transactions it has with its counterparty, Westpac exposure may change substantially over a short period of time.

**Note 33. Derivative financial instruments**

Derivative contracts include forwards, futures, swaps and options, all of which are bilateral contracts or payment exchange agreements, whose values derive from the value of an underlying asset, reference rate or index. Derivatives are flexible and cost-effective tools for assisting in the management of interest rate, exchange rate, commodity, credit and equity exposures.

A forward contract obliges one party to buy and the other to sell, a specific underlying product or instrument at a specific price, amount, and date in the future. A forward rate agreement (FRA) is an agreement between two parties establishing a contract interest rate on a notional principal over a specified period commencing at a specific future date.

A futures contract is similar to a forward contract. A futures contract obliges its owner to buy a specific underlying commodity or financial instrument at a specified price on the contract maturity date (or to settle the value for cash). Futures are exchange traded.

A swap transaction obliges the two parties to the contract to exchange a series of cash flows at specified intervals known as payment or settlement dates.

An option contract gives the option holder the right, but not the obligation, to buy or sell a specified amount of a given commodity or financial instrument at a specified price during a certain period or on a specific date. The writer of the option contract is obliged to perform if the holder exercises the right contained therein.

The following terms are used in the remainder of this note to describe the Group's exposure to derivatives.

The notional amount is a measure of the volume which may be used for examining changes in derivative activity over time. The notional amount is the face value of the contract and does not reflect the amount at risk which is generally only a small fraction of this value.

The notional amounts of certain types of financial instruments provide a basis for comparison with instruments recognised on the balance sheet but do not necessarily indicate the amounts of future cash flows involved or the current fair value of the instruments and, therefore, do not indicate the Group's exposure to credit or price risks.

Certain leveraged derivatives include an explicit leverage factor in the payment formula. The leverage factor has the effect of multiplying the notional amount such that the impact of changes in the underlying price or prices may be greater than that indicated by the notional amount alone. The Group has no significant exposure to those types of transactions.

The fair value asset (replacement cost) is the cost of replacing all transactions in a gain position to the Group.

The fair value liability represents the cost to the Group's counterparties of replacing all transactions in a loss position to the Group.

The derivative instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in the reference rate or index relative to their terms. The aggregate contractual or notional amount of derivative financial instruments on hand, the extent to which instruments are favourable or unfavourable and, thus the aggregate fair values of derivative financial assets and liabilities can fluctuate significantly from time to time.

The Group uses derivatives in two distinct capacities; as a trader and as an end-user as part of its asset and liability management activities.

### *Trading*

As a trader, the Group's primary objective is to derive income from the sale of derivatives to meet Westpac's customers needs. In addition to the sale of derivatives to customers, the Group also undertakes market making and discretionary trading activities. Market making involves providing quotes to other dealers who reciprocate by providing the Group with their own quotes. This process ensures liquidity in the key markets in which the Group operates. The Group also trades on its own account to exploit arbitrage opportunities and market anomalies, as well as to take outright views on market direction. These activities, known as proprietary trading, represent a limited part of the Group's derivative activities.

### *Hedging*

The Group enters into derivative transactions that are designated and qualify as either fair value hedges or cash flow hedges for recognised assets and liabilities or forecast transactions. It also enters in to derivative transactions that provide economic hedges for risk exposures but do not meet the requirements for hedge accounting treatment.

#### a. Fair value hedges

The Group hedges a proportion of its interest rate risk in medium term debt issuances through fair value hedges in the form of single currency and cross-currency interest rate derivatives. The Group also hedges part of its interest rate risk in the fair value of fixed rate assets and liabilities denominated both in local and foreign currencies through the use of interest rate derivatives.

#### b. Cash flow hedges

The Group hedges its exposure to volatility of interest cash flows from floating-rate customer deposits and loans through the use of interest rate derivatives.

c. Net investment hedges

The Group hedges the majority of the currency translation risk of net investments in foreign operations through foreign exchange forward transactions. There were no significant changes to level of hedging during the current year. Changes to the equity hedges during the prior year resulted from the winding down of the New Jersey subsidiary and Tokyo branch and the establishment of a new European entity Westpac Europe Ltd.



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The notional amount and fair values of derivative instruments held for trading and designated as hedges are set out in the following tables:

|   | 30 September 2007 |                            |                                | 30 September 2006 |                            |                                |
|---|-------------------|----------------------------|--------------------------------|-------------------|----------------------------|--------------------------------|
|   | Notional<br>\$m   | Fair Value<br>Asset<br>\$m | Fair Value<br>Liability<br>\$m | Notional<br>\$m   | Fair Value<br>Asset<br>\$m | Fair Value<br>Liability<br>\$m |
| <b>Held for trading</b>                     |                   |                            |                                |                   |                            |                                |
| <b>Interest rate</b>                        |                   |                            |                                |                   |                            |                                |
| Futures                                     | 54,619            | 139                        |                                | 55,383            | 59                         | 14                             |
| Forwards                                    | 63,217            | 18                         | 23                             | 51,643            | 5                          | 7                              |
| Swaps                                       | 572,630           | 4,906                      | 4,342                          | 505,602           | 2,419                      | 2,510                          |
| Options                                     | 23,574            | 66                         | 66                             | 33,074            | 43                         | 36                             |
| <b>Foreign exchange</b>                     |                   |                            |                                |                   |                            |                                |
| Futures                                     |                   |                            |                                |                   |                            |                                |
| Forwards                                    | 487,407           | 9,045                      | 9,483                          | 342,911           | 2,685                      | 2,623                          |
| Swaps                                       | 174,402           | 7,894                      | 8,042                          | 158,684           | 3,777                      | 1,966                          |
| Options                                     | 41,242            | 759                        | 558                            | 52,653            | 357                        | 306                            |
| <b>Commodities</b>                          | 9,980             | 604                        | 157                            | 9,728             | 162                        | 165                            |
| <b>Equities and credit</b>                  | 21,922            | 173                        | 113                            | 19,385            | 14                         |                                |
| <b>Total held for trading derivatives</b>   | 1,448,993         | 23,604                     | 22,784                         | 1,229,063         | 9,521                      | 7,627                          |
| <b>Fair value hedges</b>                    |                   |                            |                                |                   |                            |                                |
| <b>Interest rate</b>                        |                   |                            |                                |                   |                            |                                |
| Futures                                     |                   |                            |                                |                   |                            |                                |
| Forwards                                    |                   |                            |                                |                   |                            |                                |
| Swaps                                       | 13,207            | 140                        | 73                             | 17,677            | 70                         | 14                             |
| Options                                     |                   |                            |                                |                   |                            |                                |
| <b>Foreign exchange</b>                     |                   |                            |                                |                   |                            |                                |
| Futures                                     |                   |                            |                                |                   |                            |                                |
| Forwards                                    |                   |                            |                                |                   |                            |                                |
| Swaps                                       | 15,028            | 40                         | 1,984                          | 12,475            | 512                        | 1,429                          |
| <b>Total fair value hedging derivatives</b> | 28,235            | 180                        | 2,057                          | 30,152            | 582                        | 1,443                          |
| <b>Cash flow hedges</b>                     |                   |                            |                                |                   |                            |                                |
| <b>Interest rate</b>                        |                   |                            |                                |                   |                            |                                |
| Futures(1)                                  | 1,183             | 12                         |                                | 2,809             |                            |                                |
| Forwards                                    |                   |                            |                                |                   |                            |                                |
| Swaps                                       | 45,208            | 485                        | 349                            | 45,417            | 201                        | 194                            |
| <b>Foreign exchange</b>                     |                   |                            |                                |                   |                            |                                |
| Futures                                     |                   |                            |                                |                   |                            |                                |
| Forwards                                    | 463               | 16                         |                                | 447               |                            | 22                             |
| Swaps                                       |                   |                            |                                |                   |                            |                                |
| <b>Total cash flow hedging derivatives</b>  | 46,854            | 513                        | 349                            | 48,673            | 201                        | 216                            |
| Net investment hedges                       | 2,542             | 11                         | 2                              | 2,156             | 7                          | 56                             |
| <b>Total net investment hedges</b>          | 2,542             | 11                         | 2                              | 2,156             | 7                          | 56                             |
| <b>Total Derivatives</b>                    | 1,526,624         | 24,308                     | 25,192                         | 1,310,044         | 10,311                     | 9,342                          |

(1) Futures contract fair value is settled daily with the exchange.

Amounts accumulated in equity in respect of cash flow hedges are recycled to the income statement when the forecast transaction occurs. There are no forecast transactions where hedge accounting has been ceased due to the transaction not being expected to occur.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

*Underlying cash flows from cash flow hedges are, as a proportion of total cash flows, expected to occur in the following periods:*

|                             | Less Than<br>1 Month | 1 Month to<br>3 Months | 3 Months<br>to 1 Year | 1 Year to<br>2 Years | 2 to<br>3 Years | 3 to<br>4 Years | 4 to<br>5 Years | Over<br>5 Years |
|-----------------------------|----------------------|------------------------|-----------------------|----------------------|-----------------|-----------------|-----------------|-----------------|
| <b>2007</b>                 |                      |                        |                       |                      |                 |                 |                 |                 |
| Cash inflows (assets)       | 2.5%                 | 7.7%                   | 27.8%                 | 24.4%                | 13.6%           | 8.8%            | 5.3%            | 9.9%            |
| Cash outflows (liabilities) | 2.1%                 | 8.0%                   | 27.3%                 | 24.5%                | 13.8%           | 9.1%            | 5.5%            | 9.7%            |
| <b>2006</b>                 |                      |                        |                       |                      |                 |                 |                 |                 |
| Cash inflows (assets)       | 3.3%                 | 7.5%                   | 31.3%                 | 28.5%                | 14.1%           | 6.1%            | 3.4%            | 5.8%            |
| Cash outflows (liabilities) | 2.9%                 | 8.6%                   | 29.2%                 | 28.8%                | 14.7%           | 6.3%            | 3.8%            | 5.7%            |

**Note 34. Interest rate risk**

Sensitivity to interest rates arises from mismatches in the interest rate characteristics of the assets and their corresponding liability funding. One of the major causes of these mismatches is timing differences in the repricing of the asset and liabilities. These mismatches are actively managed as part of the overall interest rate risk management process which is conducted in accordance with Group policy guidelines.

The following table represents a breakdown of the earlier of the contractual repricing or maturity dates of the Group's net asset position as at 30 September 2007. The Group uses this contractual repricing information as a base, which is then altered to take account of consumer behaviour, to manage its interest rate risk.

| Consolidated 2007  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                | Weighted<br>Average<br>Effective<br>Interest<br>Rate(1) |
|--|-------------------------|--------------------------------|---------------------------------------|--------------------------------------|-----------------------------|---------------------------------|------------------------------|------------------------------|------------------------|---------------------------------------|----------------|---|
|  | Floating<br>Rate<br>\$m | Less<br>Than<br>1 Month<br>\$m | Over 1<br>Month to<br>3 Months<br>\$m | Over 3<br>Months<br>to 1 Year<br>\$m | 1 Year<br>to 2 Years<br>\$m | 2 Years<br>to<br>3 Years<br>\$m | 3 Years<br>to 4 Years<br>\$m | 4 Years<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | Non-<br>Interest<br>Bearing(2)<br>\$m | Total<br>\$m   | %   |
| <b>Australia</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |   |
| <b>Assets</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |   |
| Cash and balances with central banks                               |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 1,024                                 | 1,024          |   |
| Due from other financial institutions                              | 89                      | 11,611                         | 11,718                                | 1,855                                |                             |                                 |                              |                              |                        |                                       | 25,273         | 6.8   |
| Derivative financial instruments                                   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 21,748                                | 21,748         |   |
| Trading securities   | 787                     | 3,879                          | 2,702                                 | 5,017                                | 61                          | 380                             | 1,429                        | 488                          | 2,371                  |                                       | 17,114         | 6.3   |
| Other financial assets designated at fair value                    | 70                      | 15                             | 22                                    | 179                                  | 96                          | 109                             | 83                           | 187                          |                        | 418                                   | 1,179          | 9.0   |
| Available-for-sale securities                                      | 142                     | 364                            |                                       |                                      |                             |                                 |                              |                              |                        | 50                                    | 556            | 6.0   |
| Loans(2)   | 126,577                 | 36,702                         | 21,123                                | 14,109                               | 12,190                      | 9,458                           | 2,237                        | 2,883                        | 920                    | (1,123)                               | 225,076        | 6.6   |
| Life insurance assets(3)   | 1,773                   | 73                             | 145                                   | 32                                   | 35                          | 28                              | 22                           | 18                           | 59                     | 13,203                                | 15,388         | 6.8   |
| All other assets   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 5,112                                 | 5,112          |   |
| <b>Total assets</b>  | <b>129,438</b>          | <b>52,644</b>                  | <b>35,710</b>                         | <b>21,192</b>                        | <b>12,382</b>               | <b>9,975</b>                    | <b>3,771</b>                 | <b>3,576</b>                 | <b>3,350</b>           | <b>40,432</b>                         | <b>312,470</b> |   |
| <b>Liabilities</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |   |
| Due to other financial institutions                                | 606                     | 2,775                          | 267                                   | 229                                  |                             |                                 |                              |                              |                        | 1,260                                 | 5,137          | 4.2   |
| Deposits   | 62,742                  | 35,533                         | 26,142                                | 23,161                               | 159                         | 2                               |                              |                              | 44                     | 3,314                                 | 151,097        | 6.8   |
| Derivative financial instruments                                   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 22,017                                | 22,017         |   |
| Trading liabilities and other liabilities designated at fair value | 64                      | 931                            | 1,932                                 | 4,563                                |                             |                                 |                              |                              | 532                    | 103                                   | 8,125          | 6.3   |
| Debt issues  | 23,136                  | 12,678                         | 25,411                                | 5,988                                | 1,121                       | 1,789                           | 1,027                        | 1,283                        | 3,042                  | 6                                     | 75,481         | 5.5   |
| Life insurance policy liabilities(3)                               |                         |                                | 58                                    | 163                                  | 90                          | 52                              | 33                           | 33                           | 129                    | 13,835                                | 14,393         | 6.8   |
| All other liabilities  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 5,099                                 | 5,099          |   |
|  | 8,631                   |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 8,631          |   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |          |          |          |          |         |       |         |       |         |          |         |        |
|--|----------|----------|----------|----------|---------|-------|---------|-------|---------|----------|---------|--------|
| Net intragroup payable                             |          |          |          |          |         |       |         |       |         |          |         |        |
| <b>Total liabilities excluding loan capital</b>    | 95,179   | 51,917   | 53,810   | 34,104   | 1,370   | 1,843 | 1,060   | 1,316 | 3,747   | 45,634   | 289,980 |        |
| Loan capital                                       | 4,284    |          | 666      |          | 321     | 330   | 250     | 397   | 889     |          | 7,137   | 5.8    |
| <b>Total liabilities</b>                           | 99,463   | 51,917   | 54,476   | 34,104   | 1,691   | 2,173 | 1,310   | 1,713 | 4,636   | 45,634   | 297,117 |        |
| <b>Net assets</b>                                  | 29,975   | 727      | (18,766) | (12,912) | 10,691  | 7,802 | 2,461   | 1,863 | (1,286) | (5,202)  | 15,353  |        |
| <b>Total equity</b>                                |          |          |          |          |         |       |         |       |         |          | 15,353  | 15,353 |
| <b>Derivative financial instruments (notional)</b> | (18,106) | (22,890) | 52,182   | (7,541)  | (3,385) | (446) | (1,755) | 2,209 | (268)   |          |         |        |
| <b>Net mismatch Australia</b>                      | 11,869   | (22,163) | 33,416   | (20,453) | 7,306   | 7,356 | 706     | 4,072 | (1,554) | (20,555) |         |        |

- 
- (1) The weighted average effective interest rate is calculated excluding non-interest bearing assets and liabilities.
  - (2) The non-interest bearing category for loans includes the provisions for impairment on loans.
  - (3) The investment earnings on life insurance assets support the life insurance policy liabilities and do not contribute to interest rate risk on the Group's banking operations.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

## Consolidated 2007

|   | Floating<br>Rate<br>\$m | Less<br>Than<br>1 Month<br>\$m | Over 1<br>Month to<br>3 Months<br>\$m | Over 3<br>Months<br>to 1 Year<br>\$m | 1 Year<br>to 2 Years<br>\$m | 2 Years<br>to<br>3 Years<br>\$m | 3 Years<br>to 4 Years<br>\$m | 4 Years<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | Non-<br>Interest<br>Bearing(2)<br>\$m | Total<br>\$m  | Weighted<br>Average<br>Effective<br>Interest<br>Rate(1)<br>% |
|---|-------------------------|--------------------------------|---------------------------------------|--------------------------------------|-----------------------------|---------------------------------|------------------------------|------------------------------|------------------------|---------------------------------------|---------------|--|
| <b>New Zealand</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| <b>Assets</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| Cash and balances<br>with central banks                                     |                         | 1,101                          |                                       |                                      |                             |                                 |                              |                              |                        | 88                                    | 1,189         | 8.3  |
| Due from other<br>financial<br>institutions                                 |                         | 457                            |                                       |                                      |                             |                                 |                              |                              |                        | 50                                    | 507           | 8.3  |
| Derivative<br>financial<br>instruments                                      |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 2,522                                 | 2,522         |  |
| Trading securities  |                         | 3,348                          |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 3,348         | 8.5  |
| Other financial<br>assets designated<br>at fair value                       |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| Available-for-sale<br>securities  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| Loans(2)  | 8,621                   | 7,342                          | 5,099                                 | 6,151                                | 8,397                       | 3,628                           | 1,730                        | 2,309                        | 51                     | (183)                                 | 43,145        | 9.2  |
| Life insurance<br>assets(3)   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 68                                    | 68            |  |
| Property, plant and<br>equipment  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 76                                    | 76            |  |
| All other assets  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 1,334                                 | 1,334         |  |
| <b>Total assets</b>   | <b>8,621</b>            | <b>12,248</b>                  | <b>5,099</b>                          | <b>6,151</b>                         | <b>8,397</b>                | <b>3,628</b>                    | <b>1,730</b>                 | <b>2,309</b>                 | <b>51</b>              | <b>3,955</b>                          | <b>52,189</b> |  |
| <b>Liabilities</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| Due to other<br>financial<br>institutions                                   |                         | 750                            | 6                                     |                                      |                             |                                 |                              |                              |                        |                                       | 756           | 8.3  |
| Deposits  | 9,423                   | 6,478                          | 5,045                                 | 5,537                                | 211                         | 78                              | 13                           | 19                           | 2                      | 1,952                                 | 28,758        | 8.7  |
| Derivative<br>financial<br>instruments                                      |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 2,839                                 | 2,839         | 6.6  |
| Trading liabilities<br>and other liabilities<br>designated at fair<br>value |                         | 98                             |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 98            | 7.6  |
| Debt issues   |                         | 1,533                          | 2,069                                 | 313                                  | 453                         | 340                             |                              | 120                          |                        |                                       | 4,828         | 6.1  |
| Life insurance<br>policy liabilities(3)                                     |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | (1)                                   | (1)           |  |
| All other liabilities   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 550                                   | 550           |  |
| Net intragroup<br>payable   | 12,567                  |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 12,567        |  |
| <b>Total liabilities<br/>excluding loan<br/>capital</b>                     | <b>21,990</b>           | <b>8,859</b>                   | <b>7,120</b>                          | <b>5,850</b>                         | <b>664</b>                  | <b>418</b>                      | <b>13</b>                    | <b>139</b>                   | <b>2</b>               | <b>5,340</b>                          | <b>50,395</b> |  |
| Loan capital  |                         |                                | (23)                                  |                                      |                             |                                 |                              |                              |                        |                                       | (23)          |  |
| <b>Total liabilities</b>  | <b>21,990</b>           | <b>8,859</b>                   | <b>7,097</b>                          | <b>5,850</b>                         | <b>664</b>                  | <b>418</b>                      | <b>13</b>                    | <b>139</b>                   | <b>2</b>               | <b>5,340</b>                          | <b>50,372</b> |  |
| <b>Net assets</b>   | <b>(13,369)</b>         | <b>3,389</b>                   | <b>(1,998)</b>                        | <b>301</b>                           | <b>7,733</b>                | <b>3,210</b>                    | <b>1,717</b>                 | <b>2,170</b>                 | <b>49</b>              | <b>(1,385)</b>                        | <b>1,817</b>  |  |
| <b>Total equity</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | <b>1,817</b>                          | <b>1,817</b>  |  |
| <b>Derivative<br/>financial<br/>instruments<br/>(notional)</b>              |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
|   |                         | 3,738                          | 7,856                                 | (1,975)                              | (5,997)                     | (1,965)                         | (308)                        | (1,337)                      | (12)                   |                                       |               |  |
| <b>Net mismatch</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| <b>New Zealand</b>  | <b>(13,369)</b>         | <b>7,127</b>                   | <b>5,858</b>                          | <b>(1,674)</b>                       | <b>1,736</b>                | <b>1,245</b>                    | <b>1,409</b>                 | <b>833</b>                   | <b>37</b>              | <b>(3,202)</b>                        |               |  |
| <b>Other Overseas</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |               |  |
| <b>Total assets</b>   | <b>21,246</b>           | <b>5,088</b>                   | <b>1,999</b>                          | <b>486</b>                           | <b>65</b>                   | <b>565</b>                      | <b>278</b>                   | <b>93</b>                    | <b>1,366</b>           | <b>174</b>                            | <b>31,360</b> | <b>6.2</b>   |
| <b>Total liabilities</b>  | <b>424</b>              | <b>10,594</b>                  | <b>10,230</b>                         | <b>3,619</b>                         | <b>2,651</b>                | <b>505</b>                      | <b>5</b>                     | <b>175</b>                   | <b>1,761</b>           | <b>735</b>                            | <b>30,699</b> | <b>5.3</b>   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |        |         |         |         |         |    |     |      |       |         |     |
|--|--------|---------|---------|---------|---------|----|-----|------|-------|---------|-----|
| <b>Net Assets</b>                                  | 20,822 | (5,506) | (8,231) | (3,133) | (2,586) | 60 | 273 | (82) | (395) | (561)   | 661 |
| <b>Total equity</b>                                |        |         |         |         |         |    |     |      |       | 661     | 661 |
| <b>Derivative financial instruments (notional)</b> |        | (402)   | (633)   | (549)   | 349     |    | 322 | 285  | 628   |         |     |
| <b>Net mismatch other Overseas</b>                 | 20,822 | (5,908) | (8,864) | (3,682) | (2,237) | 60 | 595 | 203  | 233   | (1,222) |     |

- 
- (1) The weighted average effective interest rate is calculated excluding non-interest bearing assets and liabilities.
  - (2) The non-interest bearing category for loans includes the provisions for impairment on loans.
  - (3) The investment earnings on life insurance assets support the life insurance policy liabilities and do not contribute to interest rate risk on the Group's banking operations.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Consolidated 2006

|  | Floating<br>Rate<br>\$m | Less<br>Than<br>1 Month<br>\$m | Over 1<br>Month to<br>3 Months<br>\$m | Over 3<br>Months<br>to 1 Year<br>\$m | 1 Year<br>to 2 Years<br>\$m | 2 Years<br>to<br>3 Years<br>\$m | 3 Years<br>to 4 Years<br>\$m | 4 Years<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | Non-<br>Interest<br>Bearing(2)<br>\$m | Total<br>\$m   | Weighted<br>Average<br>Effective<br>Interest<br>Rate(1)<br>% |
|--|-------------------------|--------------------------------|---------------------------------------|--------------------------------------|-----------------------------|---------------------------------|------------------------------|------------------------------|------------------------|---------------------------------------|----------------|--|
| <b>Australia</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |  |
| <b>Assets</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |  |
| Cash and balances<br>with central banks  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 2,060                                 | 2,060          |  |
| Due from other<br>financial<br>institutions                                    | 265                     | 5,054                          | 2,208                                 | 2,276                                |                             |                                 |                              |                              |                        |                                       | 9,803          | 6.1  |
| Derivative<br>financial<br>instruments   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 8,800                                 | 8,800          |  |
| Trading securities   |                         | 7,025                          | 3,885                                 |                                      |                             |                                 |                              |                              | (24)                   |                                       | 10,886         | 6.1  |
| Other financial<br>assets designated<br>at fair value                          |                         | 542                            | 23                                    |                                      |                             |                                 |                              |                              |                        | (3)                                   | 562            | 5.9  |
| Available-for-sale<br>securities   | 204                     | 42                             | 7                                     | 34                                   |                             |                                 |                              |                              |                        | 68                                    | 355            | 5.3  |
| Loans(2)   | 116,342                 | 28,628                         | 16,979                                | 11,280                               | 8,621                       | 9,896                           | 1,736                        | 1,466                        | 711                    | (1,019)                               | 194,640        | 7.2  |
| Life insurance<br>assets(3)  | 1,769                   | 77                             | 239                                   | 37                                   | 41                          | 33                              | 27                           | 20                           | 74                     | 11,898                                | 14,215         | 5.7  |
| All other assets   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 5,585                                 | 5,585          |  |
| <b>Total assets</b>  | <b>118,580</b>          | <b>41,368</b>                  | <b>23,341</b>                         | <b>13,627</b>                        | <b>8,662</b>                | <b>9,929</b>                    | <b>1,763</b>                 | <b>1,486</b>                 | <b>761</b>             | <b>27,389</b>                         | <b>246,906</b> |  |
| <b>Liabilities</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |  |
| Due to other<br>financial<br>institutions                                      | 766                     | 945                            | 2,890                                 | 208                                  |                             |                                 |                              |                              |                        | 1,132                                 | 5,941          | 4.3  |
| Deposits   | 62,742                  | 23,162                         | 20,663                                | 17,990                               | 247                         |                                 | 2                            |                              | 116                    | 3,640                                 | 128,562        | 4.7  |
| Derivative<br>financial<br>instruments   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 7,663                                 | 7,663          |  |
| Trading liabilities<br>and other<br>liabilities<br>designated at fair<br>value |                         | 2,771                          |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 2,771          | 6.2  |
| Debt issues  | 20,467                  | 8,604                          | 16,695                                | 7,936                                | 2,480                       | 787                             | 1,011                        | 1,050                        | 765                    |                                       | 59,795         | 4.9  |
| Life insurance<br>policy liabilities(3)  |                         | 20                             | 49                                    | 177                                  | 119                         | 56                              | 36                           | 33                           | 155                    | 12,831                                | 13,476         | 5.7  |
| All other liabilities  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 5,027                                 | 5,027          |  |
| Net intragroup<br>payable  | 4,345                   |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 4,345          |  |
| <b>Total liabilities<br/>excluding loan<br/>capital</b>                        | <b>88,320</b>           | <b>35,502</b>                  | <b>40,297</b>                         | <b>26,311</b>                        | <b>2,846</b>                | <b>843</b>                      | <b>1,049</b>                 | <b>1,083</b>                 | <b>1,036</b>           | <b>30,293</b>                         | <b>227,580</b> |  |
| Loan capital   | 2,600                   |                                |                                       |                                      |                             |                                 | 93                           |                              | 2,599                  |                                       | 5,292          | 5.0  |
| <b>Total liabilities</b>   | <b>90,920</b>           | <b>35,502</b>                  | <b>40,297</b>                         | <b>26,311</b>                        | <b>2,846</b>                | <b>843</b>                      | <b>1,142</b>                 | <b>1,083</b>                 | <b>3,635</b>           | <b>30,293</b>                         | <b>232,872</b> |  |
| <b>Net assets</b>  | <b>27,660</b>           | <b>5,866</b>                   | <b>(16,956)</b>                       | <b>(12,684)</b>                      | <b>5,816</b>                | <b>9,086</b>                    | <b>621</b>                   | <b>403</b>                   | <b>(2,874)</b>         | <b>(2,904)</b>                        | <b>14,034</b>  |  |
| <b>Total equity</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | <b>14,034</b>                         | <b>14,034</b>  |  |
| <b>Derivative<br/>financial<br/>instruments</b>                                |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |                |  |
| (notional)   | (18,161)                | (38,274)                       | 40,697                                | 18,879                               | 276                         | (3,847)                         | (42)                         | 216                          | 256                    |                                       |                |  |
| <b>Net mismatch</b>  | <b>9,499</b>            | <b>(32,408)</b>                | <b>23,741</b>                         | <b>6,195</b>                         | <b>6,092</b>                | <b>5,239</b>                    | <b>579</b>                   | <b>619</b>                   | <b>(2,618)</b>         | <b>(16,938)</b>                       |                |  |

(1) The weighted average rate is calculated excluding non-interest bearing assets and liabilities.

- (2) The non-interest bearing category for loans includes the provisions for impairment on loans.
- (3) The investment earnings on life insurance assets support the life insurance policy liabilities and do not contribute to interest rate risk on the Group's banking operations.



## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

## Consolidated 2006

|   | Floating<br>Rate<br>\$m | Less<br>Than<br>1 Month<br>\$m | Over 1<br>Month to<br>3 Months<br>\$m | Over 3<br>Months<br>to 1 Year<br>\$m | 1 Year<br>to 2 Years<br>\$m | 2 Years<br>to<br>3 Years<br>\$m | 3 Years<br>to 4 Years<br>\$m | 4 Years<br>to 5 Years<br>\$m | Over<br>5 Years<br>\$m | Non-<br>Interest<br>Bearing(2)<br>\$m | Total<br>\$m | Weighted<br>Average<br>Effective<br>Interest<br>Rate(1)<br>% |
|---|-------------------------|--------------------------------|---------------------------------------|--------------------------------------|-----------------------------|---------------------------------|------------------------------|------------------------------|------------------------|---------------------------------------|--------------|--|
| <b>New Zealand</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
| <b>Assets</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
| Cash and balances<br>with central banks                                     |                         | 654                            |                                       |                                      |                             |                                 |                              |                              |                        | 217                                   | 871          |  |
| Due from other<br>financial<br>institutions                                 |                         | 31                             |                                       |                                      |                             |                                 |                              |                              |                        | 240                                   | 271          | 5.1  |
| Derivative<br>financial<br>instruments                                      |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 1,198                                 | 1,198        |  |
| Trading securities  |                         | 2,326                          |                                       |                                      |                             |                                 |                              |                              |                        | 8                                     | 2,334        | 7.4  |
| Other financial<br>assets designated<br>at fair value                       |                         |                                | 1,354                                 |                                      |                             |                                 |                              |                              |                        |                                       | 1,354        | 7.4  |
| Available-for-sale<br>securities  |                         |                                | 393                                   |                                      |                             |                                 |                              |                              |                        | 20                                    | 413          | 7.5  |
| Loans(2)  |                         | 14,660                         | 4,443                                 | 5,769                                | 6,350                       | 3,433                           | 495                          | 1,423                        | 72                     | (135)                                 | 36,510       | 8.8  |
| Life insurance<br>assets(3)   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 66                                    | 66           |  |
| Property, plant and<br>equipment  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 85                                    | 85           |  |
| All other assets  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 1,112                                 | 1,112        |  |
| <b>Total assets</b>   |                         | 17,671                         | 6,190                                 | 5,769                                | 6,350                       | 3,433                           | 495                          | 1,423                        | 72                     | 2,811                                 | 44,214       |  |
| <b>Liabilities</b>  |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
| Due to other<br>financial<br>institutions                                   |                         | 642                            | 1,748                                 |                                      |                             |                                 |                              |                              |                        | 399                                   | 2,789        | 7.3  |
| Deposits  |                         | 14,871                         | 5,988                                 | 3,383                                | 259                         | 66                              | 29                           | 9                            |                        | 1,923                                 | 26,528       | 6.6  |
| Derivative<br>financial<br>instruments                                      |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 1,376                                 | 1,376        |  |
| Trading liabilities<br>and other liabilities<br>designated at fair<br>value |                         | 122                            |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 122          | 6.5  |
| Debt issues   |                         |                                | 219                                   | 95                                   |                             |                                 |                              |                              |                        |                                       | 314          | 5.3  |
| Life insurance<br>policy liabilities(3)                                     |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
| All other liabilities   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 533                                   | 533          |  |
| Net intragroup<br>payable   | 10,940                  |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       | 10,940       |  |
| <b>Total liabilities<br/>excluding loan<br/>capital</b>                     | 10,940                  | 15,635                         | 7,955                                 | 3,478                                | 259                         | 66                              | 29                           | 9                            |                        | 4,231                                 | 42,602       |  |
| Loan capital  |                         |                                |                                       |                                      |                             |                                 | (30)                         |                              |                        |                                       | (30)         |  |
| <b>Total liabilities</b>  | 10,940                  | 15,635                         | 7,955                                 | 3,478                                | 259                         | 66                              | (1)                          | 9                            |                        | 4,231                                 | 42,572       |  |
| <b>Net assets</b>   | (10,940)                | 2,036                          | (1,765)                               | 2,291                                | 6,091                       | 3,367                           | 496                          | 1,414                        | 72                     | (1,420)                               | 1,642        |  |
| <b>Total equity</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        | 1,642                                 | 1,642        |  |
| <b>Derivative<br/>financial<br/>instruments<br/>(notional)</b>              |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
|   |                         | 4,845                          | 2,628                                 | (7,789)                              | 236                         | 57                              | 23                           |                              |                        |                                       |              |  |
| <b>Net mismatch</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
| <b>New Zealand</b>  | (10,940)                | 6,881                          | 863                                   | (5,498)                              | 6,327                       | 3,424                           | 519                          | 1,414                        | 72                     | (3,062)                               |              |  |
| <b>Other Overseas</b>   |                         |                                |                                       |                                      |                             |                                 |                              |                              |                        |                                       |              |  |
| <b>Total assets</b>   | 15,422                  | 356                            | 4,237                                 | 540                                  | 503                         | 245                             | 220                          | 509                          | 1,088                  | 624                                   | 23,744       | 5.8  |
| <b>Total liabilities</b>  | 88                      | 7,972                          | 4,664                                 | 2,757                                | 2,427                       | 2,385                           | 751                          | 15                           | 1,450                  | 813                                   | 23,322       | 5.2  |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |        |         |         |         |         |         |       |     |       |       |     |
|--|--------|---------|---------|---------|---------|---------|-------|-----|-------|-------|-----|
| <b>Net Assets</b>                                  | 15,334 | (7,616) | (427)   | (2,217) | (1,924) | (2,140) | (531) | 494 | (362) | (189) | 422 |
| <b>Total equity</b>                                |        |         |         |         |         |         |       |     |       | 422   | 422 |
| <b>Derivative financial instruments (notional)</b> |        | (402)   | (2,018) | (119)   | 81      | 5       |       | 299 | 2,154 |       |     |
| <b>Net mismatch other Overseas</b>                 | 15,334 | (8,018) | (2,445) | (2,336) | (1,843) | (2,135) | (531) | 793 | 1,792 | (611) |     |

- 
- (1) The weighted average rate is calculated excluding non-interest bearing assets and liabilities.
  - (2) The non-interest bearing category for loans includes the provisions for impairment charges.
  - (3) The investment earnings on life insurance assets support the life insurance policy liabilities and do not contribute to interest rate risk on the Group's banking operations.

**Note 35. Fair values of financial assets and liabilities**

Financial assets and liabilities measured at fair value are derivatives, all trading assets and liabilities, available-for-sale assets and financial assets and liabilities designated at fair value through profit and loss. The fair value is the amount for which an asset could be exchanged, or a liability settled, in an arms-length transaction between knowledgeable, willing parties. The basis for determining fair value for these assets and liabilities is outlined in Note 1(f)(i) and 1(g)(i).

For all other financial assets and liabilities not measured at fair value, the fair value and basis for determining fair value are as follows:

|  | Consolidated  |                           |               |                           |
|--|---------------|---------------------------|---------------|---------------------------|
|  | Amount<br>\$m | 2007<br>Fair Value<br>\$m | Amount<br>\$m | 2006<br>Fair Value<br>\$m |
| <b>Financial assets</b>                  |               |                           |               |                           |
| Loans (net of unearned income):          |               |                           |               |                           |
| Loans                                    | 273,914       |                           | 235,684       |                           |
| Provision for impairment charges         | (1,369)       |                           | (1,200)       |                           |
|  | 272,545       | 271,326                   | 234,484       | 233,869                   |
| <b>Financial liabilities</b>             |               |                           |               |                           |
| Deposits                                 | 199,222       | 198,972                   | 167,741       | 167,749                   |
| Debt issues                              | 87,126        | 87,227                    | 66,080        | 66,130                    |
| Subordinated bonds, loans and debentures | 6,042         | 6,085                     | 4,107         | 4,120                     |
| Subordinated perpetual notes             | 429           | 442                       | 521           | 521                       |
| Trust preferred securities               | 1,233         | 1,207                     | 1,329         | 1,344                     |

**Loans**

The fair value of loans is determined by discounting all future cash flows, including interest accruals. For variable rate loans, the discount rate used is the current effective interest rate. The discount rate applied for fixed rate loans reflects the market rate for the maturity of the loan and the credit worthiness of the borrower.

**Deposits**

Deposits by customers accounts are grouped by maturity. Fair values of deposit liabilities payable on demand (interest free, interest bearing and savings deposits) approximate their carrying value. Fair values for term deposits are estimated using discounted cash flows, applying either market rates, where applicable or current rates offered for deposits of similar remaining maturities.

**Debt issues**

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The estimated fair value of debt issues is based on market quoted prices, where available. The fair value of debt issues where a market quote is not available is based on discounted cash flows, using a rate appropriate to the instrument and the term of the issue.

### *Subordinated bonds, loans and debentures*

The fair value of subordinated debt is determined using quoted market prices at balance sheet date. For debt issues where quoted prices are not available, the fair value is calculated using suitable discounted cash flow and option pricing models. The interest rates applied in the valuation models are appropriate to the remaining term of the debt issues.

### *Subordinated perpetual notes*

The fair value is calculated using suitable discounted cash flow and option pricing models. The interest rates applied in the valuation models are appropriate to the remaining term of the debt issue.

### *Trust preferred securities*

The fair value of the trust preferred securities is determined by using the listed price at 30 September 2007. Where a listed price is not available, the fair value is determined using a discounted cash flow model. The discount rate applied reflects the term of the instrument and the credit quality of the issuer.

The carrying amount is a reasonable approximation of fair value of the following assets and liabilities, as they are either short term in nature, reprice frequently or are of a high credit rating.

| <b>Assets</b>                                   | <b>Liabilities</b>                     |
|---|--|
| Cash and balances with central banks            |  |
| Regulatory deposits with central banks overseas |  |
| Due from other financial institutions           | Due to other financial institutions    |
| Accrued interest receivable                     | Accrued interest payable               |
| Securities sold not delivered                   | Securities purchased and not delivered |

**Note 36. Group segment information**

The basis of segment reporting reflects the management of the business within the Group, rather than the legal structure of the Group. The business segment results have been presented on a management reporting basis and consequently internal charges and transfer pricing adjustments have been reflected in the performance of each business segment. Inter-segment pricing is determined on an arm's length basis.

***Inter-segment transfer pricing***

Inter-segment pricing rates are set using prices that would be paid or received in arms length transactions. Effective from 1 October 2005, the margin over benchmark interest rates charged by Treasury to other business units on funding was reduced, reflecting changes in market conditions.

***Primary reporting - business segments***

The business segments are defined by the customers they service and the services they provide. The Business Financial Services segment is responsible for sales, servicing and product development for Small to Medium Enterprise customers within Australia. The Consumer Financial Services segment is responsible for sales, servicing and product development for consumer customers in Australia. The BT Financial Group Australia segment designs, manufactures and services financial products that enable customers to achieve their financial goals through the accumulation, management and protection of personal wealth. The Institutional Banking segment represents primarily corporations and institutional customers either based in, or with interests in, Australia and New Zealand, and also provides certain services to middle-market business banking customers in Australia and New Zealand. The New Zealand Banking segment provides banking and wealth management services to consumer and retail business customers in New Zealand. Other includes the results of Business Technology Solutions and Services, Group Treasury, Pacific Banking and Head Office functions. The majority of the direct operating expenses of Other are recharged back to the business segments as indicated in the internal charges line within operating expenses.

During the current financial year the Business and Consumer Banking segment has been separated into the Consumer Financial Services segment and the Business Financial Services segment. This segregation reflects the reorganisation of the reporting structure of the Business and Consumer Banking business. Comparative information has been restated to reflect this change.

|                                    | Consolidated 2007                        |  |   |                                 |                              |              | Total<br>\$m  |
|------------------------------------|--|--|---|---------------------------------|------------------------------|--------------|---------------|
|                                    | Business<br>Financial<br>Services<br>\$m | Consumer<br>Financial<br>Services<br>\$m | BT Financial<br>Group<br>Australia<br>\$m | Institutional<br>Banking<br>\$m | New Zealand<br>Retail<br>\$m | Other<br>\$m |               |
| Revenue from external customers(1) | 3,437                                    | 10,428                                   | 1,619                                     | 4,123                           | 3,436                        | 2,892        | 25,935        |
| Internal revenue                   | 214                                      | 145                                      | (2)                                       | 2,560                           | (33)                         | (2,884)      |               |
| <b>Total segment revenue</b>       | <b>3,651</b>                             | <b>10,573</b>                            | <b>1,617</b>                              | <b>6,683</b>                    | <b>3,403</b>                 | <b>8</b>     | <b>25,935</b> |
| Interest income                    | 2,765                                    | 9,775                                    | 355                                       | 3,526                           | 3,074                        | 2,580        | 22,075        |
| Interest expense                   | (1,925)                                  | (2,593)                                  | 1   | (1,457)                         | (1,166)                      | (8,622)      | (15,762)      |
| Internal charges(2)                | 1,002                                    | (4,498)                                  | (307)                                     | (1,475)                         | (1,005)                      | 6,283        |               |
| Net interest income                | 1,842                                    | 2,684                                    | 49  | 594                             | 903                          | 241          | 6,313         |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                                 |              |              |            |            |            |            |              |
|---------------------------------|--------------|--------------|------------|------------|------------|------------|--------------|
| Net non-interest income         | 672          | 653          | 1,264      | 597        | 362        | 312        | 3,860        |
| Internal charges(2)             | (222)        | 134          | (129)      | 331        | 11         | (125)      |              |
| Total operating income          | 2,292        | 3,471        | 1,184      | 1,522      | 1,276      | 428        | 10,173       |
| Depreciation and amortisation   | (3)          | (3)          | (10)       | (1)        | (58)       | (246)      | (321)        |
| Other non-cash expenses         | (36)         | (70)         | (26)       | (30)       | (4)        | (52)       | (218)        |
| Other operating expenses        | (450)        | (1,151)      | (508)      | (454)      | (517)      | (924)      | (4,004)      |
| Internal charges(2)             | (305)        | (671)        | (58)       | (133)      | (22)       | 1,189      |              |
| Total operating expenses        | (794)        | (1,895)      | (602)      | (618)      | (601)      | (33)       | (4,543)      |
| Impairment charges              | (106)        | (223)        |            | (43)       | (71)       | (39)       | (482)        |
| <b>Profit before income tax</b> | <b>1,392</b> | <b>1,353</b> | <b>582</b> | <b>861</b> | <b>604</b> | <b>356</b> | <b>5,148</b> |
| Income tax expense              | (417)        | (402)        | (166)      | (251)      | (190)      | (204)      | (1,630)      |
| Minority interest               |              |              | 1          |            | (3)        | (65)       | (67)         |

**Net profit attributable to shareholders of Westpac Banking Corporation**

|  |        |         |        |        |        |         |         |
|--|--------|---------|--------|--------|--------|---------|---------|
| <b>Banking Corporation</b>   | 975    | 951     | 417    | 610    | 411    | 87      | 3,451   |
| <b>Total assets</b>  | 54,594 | 135,631 | 21,960 | 76,275 | 37,619 | 48,742  | 374,821 |
| <b>Total liabilities</b>   | 73,543 | 56,222  | 14,243 | 43,942 | 21,860 | 147,180 | 356,990 |
| Acquisition of property, plant and equipment, goodwill and other intangible assets | 51     | 64      | 27     | 39     | 46     | 171     | 398     |

(1) Revenue from external customers comprised of interest income and non-interest income.

(2) Internal charges comprised of Treasury transfer pricing and property and other operating costs charged by BTSS are eliminated on consolidation.

Changes in the carrying value of goodwill and other intangible assets related to each business segment for the year ended 30 September 2007 are presented in the table below.

|  | Consolidated 2007                        |  |   |                                 |                              |              | Total<br>\$m |
|--|--|--|---|---------------------------------|------------------------------|--------------|--------------|
|  | Business<br>Financial<br>Services<br>\$m | Consumer<br>Financial<br>Services<br>\$m | BT Financial<br>Group<br>Australia<br>\$m | Institutional<br>Banking<br>\$m | New Zealand<br>Retail<br>\$m | Other<br>\$m |              |
| <b>Goodwill</b>  |  |  |   |                                 |                              |              |              |
| Balance as at beginning of the year  | 213                                      | 392                                      | 1,217                                     | 110                             | 465                          | 6            | 2,403        |
| Goodwill acquired during the year  |  |  |   |                                 |                              |              |              |
| Goodwill disposal during the year  |  |  |   |                                 |                              |              |              |
| Foreign exchange adjustments/other adjustments                                 |  |  |   |                                 | (5)                          |              | (5)          |
| Balance as at year end   | 213                                      | 392                                      | 1,217                                     | 110                             | 460                          | 6            | 2,398        |
| <b>Other intangible assets</b>   |  |  |   |                                 |                              |              |              |
| Balance as at beginning of the year  |  |  | 110                                       | 3                               | 113                          | 323          | 549          |
| Other intangibles acquired during the year                                     |  |  | 22  | 37                              | 30                           | 162          | 251          |
| Other intangible disposed of during the year                                   |  |  |   |                                 |                              |              |              |
| Other intangible amortisation and impairment and movements in foreign exchange |  |  | (40)                                      | (40)                            | (35)                         | (94)         | (209)        |
| Balance as at year end   |  |  | 92  |                                 | 108                          | 391          | 591          |

|   | Consolidated 2006                        |  |   |                                 |                              |                | Total<br>\$m   |
|---|--|--|---|---------------------------------|------------------------------|----------------|----------------|
|   | Business<br>Financial<br>Services<br>\$m | Consumer<br>Financial<br>Services<br>\$m | BT Financial<br>Group<br>Australia<br>\$m | Institutional<br>Banking<br>\$m | New Zealand<br>Retail<br>\$m | Other<br>\$m   |                |
| Revenue from external customers(1)  | 2,992                                    | 8,720                                    | 1,292                                     | 3,756                           | 2,948                        | 1,958          | 21,666         |
| Internal revenue  | 172                                      | 125                                      | 28  | 2,888                           | 133                          | (3,346)        |                |
| <b>Total segment revenue</b>  | <b>3,164</b>                             | <b>8,845</b>                             | <b>1,320</b>                              | <b>6,644</b>                    | <b>3,081</b>                 | <b>(1,388)</b> | <b>21,666</b>  |
| Interest income   | 2,351                                    | 8,114                                    | 234                                       | 3,089                           | 2,561                        | 1,742          | 18,091         |
| Interest expense  | (1,432)                                  | (2,162)                                  | 1   | (1,629)                         | (983)                        | (6,244)        | (12,449)       |
| Internal charges(2)   | 708                                      | (3,501)                                  | (168)                                     | (986)                           | (715)                        | 4,662          |                |
| Net interest income   | 1,627                                    | 2,451                                    | 67  | 474                             | 863                          | 160            | 5,642          |
| Net non-interest income   | 641                                      | 606                                      | 1,058                                     | 675                             | 378                          | 217            | 3,575          |
| Internal charges(2)   | (212)                                    | 108                                      | (94)                                      | 178                             | 2                            | 18             |                |
| Total operating income  | 2,056                                    | 3,165                                    | 1,031                                     | 1,327                           | 1,243                        | 395            | 9,217          |
| Depreciation and amortisation   |  | (2)                                      | (26)                                      | (4)                             | (51)                         | (209)          | (292)          |
| Other non-cash expenses   | (31)                                     | (85)                                     | (26)                                      | (17)                            | (6)                          | (44)           | (209)          |
| Other operating expenses  | (452)                                    | (1,182)                                  | (439)                                     | (456)                           | (530)                        | (735)          | (3,794)        |
| Internal charges(2)   | (245)                                    | (558)                                    | (56)                                      | (72)                            | (13)                         | 944            |                |
| Total operating expenses  | (728)                                    | (1,827)                                  | (547)                                     | (549)                           | (600)                        | (44)           | (4,295)        |
| Impairment charges  | (69)                                     | (220)                                    |   | (39)                            | (29)                         | (18)           | (375)          |
| <b>Profit before income tax</b>   | <b>1,259</b>                             | <b>1,118</b>                             | <b>484</b>                                | <b>739</b>                      | <b>614</b>                   | <b>333</b>     | <b>4,547</b>   |
| Income tax expense  | (379)                                    | (331)                                    | (145)                                     | (214)                           | (194)                        | (159)          | (1,422)        |
| Minority interest   |  |  |   |                                 | (3)                          | (51)           | (54)           |
| <b>Net profit attributable to shareholders of Westpac Banking Corporation</b>     | <b>880</b>                               | <b>787</b>                               | <b>339</b>                                | <b>525</b>                      | <b>417</b>                   | <b>123</b>     | <b>3,071</b>   |
| <b>Total assets</b>   | <b>47,583</b>                            | <b>121,043</b>                           | <b>18,705</b>                             | <b>56,541</b>                   | <b>33,766</b>                | <b>21,940</b>  | <b>299,578</b> |
| <b>Total liabilities</b>  | <b>63,502</b>                            | <b>50,666</b>                            | <b>13,339</b>                             | <b>31,832</b>                   | <b>19,177</b>                | <b>104,964</b> | <b>283,480</b> |
| Acquisition of property, plant and equipment, goodwill and other intangible asset | 3  | 4  | 43  | 5                               | 48                           | 342            | 445            |

(1) Revenue from external customers comprised of interest income and non-interest income.

(2) Internal charges comprised of Treasury transfer pricing and property and other operating costs charged by BTSS are eliminated on consolidation.

Changes in the carrying value of goodwill and other intangible assets related to each business segment for the year ended 30 September 2006 are presented in the table below.

|                                     | Consolidated 2006                        |  |   |                                 |                              |              | Total<br>\$m |
|-------------------------------------|--|--|---|---------------------------------|------------------------------|--------------|--------------|
|                                     | Business<br>Financial<br>Services<br>\$m | Consumer<br>Financial<br>Services<br>\$m | BT Financial<br>Group<br>Australia<br>\$m | Institutional<br>Banking<br>\$m | New Zealand<br>Retail<br>\$m | Other<br>\$m |              |
| <b>Goodwill</b>                     |  |  |   |                                 |                              |              |              |
| Balance as at beginning of the year | 213                                      | 392                                      | 1,230                                     | 110                             | 485                          | 6            | 2,436        |
| Goodwill acquired during the year   |  |  |   |                                 |                              |              |              |



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |     |     |       |     |      |       |       |
|--|-----|-----|-------|-----|------|-------|-------|
| Goodwill disposal during the year  |     |     | (15)  |     |      |       | (15)  |
| Foreign exchange adjustments/other adjustments                                 |     |     | 2     |     | (20) |       | (18)  |
| Balance as at year end   | 213 | 392 | 1,217 | 110 | 465  | 6     | 2,403 |
| <b>Other intangible assets</b>   |     |     |       |     |      |       |       |
| Balance as at beginning of the year  |     |     | 77    |     | 97   | 347   | 521   |
| Other intangibles acquired during the year                                     |     |     | 39    | 3   | 43   | 135   | 220   |
| Other intangible disposed of during the year                                   |     |     |       |     |      | (10)  | (10)  |
| Other intangible amortisation and impairment and movements in foreign exchange |     |     | (6)   |     | (27) | (149) | (182) |
| Balance as at year end   |     |     | 110   | 3   | 113  | 323   | 549   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  | Consolidated 2005                        |  |   |                                 |                              |                | Total<br>\$m   |
|--|--|--|---|---------------------------------|------------------------------|----------------|----------------|
|  | Business<br>Financial<br>Services<br>\$m | Consumer<br>Financial<br>Services<br>\$m | BT Financial<br>Group<br>Australia<br>\$m | Institutional<br>Banking<br>\$m | New Zealand<br>Retail<br>\$m | Other<br>\$m   |                |
| Revenue from external customers(1)   | 2,691                                    | 7,873                                    | 1,191                                     | 2,508                           | 2,732                        | 2,003          | 18,998         |
| Internal revenue   | 187                                      | 135                                      | 19  | 3,554                           | (53)                         | (3,842)        |                |
| <b>Total segment revenue</b>   | <b>2,878</b>                             | <b>8,008</b>                             | <b>1,210</b>                              | <b>6,062</b>                    | <b>2,679</b>                 | <b>(1,839)</b> | <b>18,998</b>  |
| Interest income  | 2,054                                    | 7,309                                    | 165                                       | 2,285                           | 2,292                        | 1,439          | 15,544         |
| Interest expense   | (1,061)                                  | (2,065)                                  | (1)                                       | (1,062)                         | (861)                        | (5,235)        | (10,285)       |
| Internal charges(2)  | 443                                      | (3,003)                                  | (133)                                     | (792)                           | (646)                        | 4,131          |                |
| Net interest income  | 1,436                                    | 2,241                                    | 31  | 431                             | 785                          | 335            | 5,259          |
| Net non-interest income  | 637                                      | 564                                      | 1,026                                     | 231                             | 432                          | 564            | 3,454          |
| Internal charges(2)  | (130)                                    | 99                                       | (116)                                     | 641                             | (28)                         | (466)          |                |
| Total operating income   | 1,943                                    | 2,904                                    | 941                                       | 1,303                           | 1,189                        | 433            | 8,713          |
| Depreciation and amortisation  |  | (1)                                      | (9)                                       | (5)                             | (64)                         | (205)          | (284)          |
| Other non-cash expenses  | (34)                                     | (72)                                     | (36)                                      | (18)                            | (9)                          | (52)           | (221)          |
| Other operating expenses   | (428)                                    | (1,605)                                  | (425)                                     | (404)                           | (482)                        | (310)          | (3,654)        |
| Internal charges(2)  | (238)                                    | (109)                                    | (57)                                      | (103)                           | (19)                         | 526            |                |
| Total operating expenses   | (700)                                    | (1,787)                                  | (527)                                     | (530)                           | (574)                        | (41)           | (4,159)        |
| Impairment charges   | (71)                                     | (241)                                    |   | (37)                            | (33)                         |                | (382)          |
| <b>Profit before income tax</b>  | <b>1,172</b>                             | <b>876</b>                               | <b>414</b>                                | <b>736</b>                      | <b>582</b>                   | <b>392</b>     | <b>4,172</b>   |
| Income tax expense   | (350)                                    | (261)                                    | (105)                                     | (219)                           | (179)                        | (109)          | (1,223)        |
| Minority interest  |  |  |   | (12)                            | (4)                          | (235)          | (251)          |
| <b>Net profit attributable to shareholders of Westpac Banking Corporation</b>      | <b>822</b>                               | <b>615</b>                               | <b>309</b>                                | <b>505</b>                      | <b>399</b>                   | <b>48</b>      | <b>2,698</b>   |
| <b>Total assets</b>  | <b>40,900</b>                            | <b>108,580</b>                           | <b>17,152</b>                             | <b>47,141</b>                   | <b>30,925</b>                | <b>21,565</b>  | <b>266,263</b> |
| <b>Total liabilities</b>   | <b>56,260</b>                            | <b>46,297</b>                            | <b>12,382</b>                             | <b>28,404</b>                   | <b>18,224</b>                | <b>87,803</b>  | <b>249,370</b> |
| Acquisition of property, plant and equipment, goodwill and other intangible assets | 31                                       | 30                                       | 2   | 99                              | 72                           | 188            | 422            |

(1) Revenue from external customers comprised of interest income and non-interest income.

(2) Internal charges comprised of Treasury transfer pricing and property and other operating costs charged by BTSS are eliminated on consolidation.

Changes in the carrying value of goodwill and other intangible assets related to each business segment for the year ended 30 September 2005 are presented in the table below.

|                                     | Consolidated 2005                        |  |   |                                 |                              |              | Total<br>\$m |
|-------------------------------------|--|--|---|---------------------------------|------------------------------|--------------|--------------|
|                                     | Business<br>Financial<br>Services<br>\$m | Consumer<br>Financial<br>Services<br>\$m | BT Financial<br>Group<br>Australia<br>\$m | Institutional<br>Banking<br>\$m | New Zealand<br>Retail<br>\$m | Other<br>\$m |              |
| <b>Goodwill</b>                     |  |  |   |                                 |                              |              |              |
| Balance as at beginning of the year | 213                                      | 392                                      | 1,230                                     | 33                              | 499                          | 6            | 2,373        |
|                                     |  |  |   | 77                              |                              |              | 77           |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |     |     |       |     |      |       |       |
|--|-----|-----|-------|-----|------|-------|-------|
| Goodwill acquired during the year              |     |     |       |     |      |       |       |
| Foreign exchange adjustments/other adjustments |     |     |       |     | (14) |       | (14)  |
| Balance as at year end                         | 213 | 392 | 1,230 | 110 | 485  | 6     | 2,436 |
| <b>Other intangible assets</b>                 |     |     |       |     |      |       |       |
| Balance as at beginning of the year            |     |     | 79    |     | 92   | 284   | 455   |
| Other intangibles acquired during the year     |     |     | 3     |     | 44   | 170   | 217   |
| Other intangible disposed of during the year   |     |     |       |     | (3)  | (1)   | (4)   |
| Other intangible amortisation                  |     |     | (5)   |     | (36) | (106) | (147) |
| Balance as at year end                         |     |     | 77    |     | 97   | 347   | 521   |

*Secondary reporting Geographic segments*

Geographic segmentation of assets, revenue and profit is based on the location of the office in which these items are booked. Intersegment pricing is determined on an arm's length basis.

|   | 2007           |              | 2006           |              | 2005           |              |
|---|----------------|--------------|----------------|--------------|----------------|--------------|
|   | \$m            | %            | \$m            | %            | \$m            | %            |
| <b>Revenue</b>  |                |              |                |              |                |              |
| Australia   | 20,820         | 80.2         | 17,496         | 80.8         | 15,231         | 80.1         |
| New Zealand   | 4,527          | 17.5         | 3,477          | 16.0         | 3,255          | 17.1         |
| Other(1)  | 588            | 2.3          | 693            | 3.2          | 530            | 2.8          |
| <b>Total</b>  | <b>25,935</b>  | <b>100.0</b> | <b>21,666</b>  | <b>100.0</b> | <b>18,998</b>  | <b>100.0</b> |
| <b>Profit before income tax</b>   |                |              |                |              |                |              |
| Australia   | 3,931          | 76.4         | 3,320          | 73.0         | 3,017          | 72.3         |
| New Zealand   | 931            | 18.1         | 914            | 16.4         | 790            | 18.9         |
| Other(1)  | 286            | 5.5          | 313            | 10.6         | 365            | 8.8          |
| <b>Total</b>  | <b>5,148</b>   | <b>100.0</b> | <b>4,547</b>   | <b>100.0</b> | <b>4,172</b>   | <b>100.0</b> |
| <b>Net profit attributable to equity holders of Westpac Banking Corporation</b> |                |              |                |              |                |              |
| Australia   | 2,631          | 76.2         | 2,186          | 71.2         | 1,787          | 66.2         |
| New Zealand   | 671            | 19.4         | 619            | 16.0         | 582            | 21.6         |
| Other(1)  | 149            | 4.4          | 266            | 12.8         | 329            | 12.2         |
| <b>Total</b>  | <b>3,451</b>   | <b>100.0</b> | <b>3,071</b>   | <b>100.0</b> | <b>2,698</b>   | <b>100.0</b> |
| <b>Total assets</b>   |                |              |                |              |                |              |
| Australia   | 312,471        | 83.4         | 246,905        | 82.4         | 216,909        | 81.5         |
| New Zealand   | 52,187         | 13.9         | 44,215         | 14.8         | 40,249         | 15.1         |
| Other(1)  | 10,163         | 2.7          | 8,458          | 2.8          | 9,105          | 3.4          |
| <b>Total</b>  | <b>374,821</b> | <b>100.0</b> | <b>299,578</b> | <b>100.0</b> | <b>266,263</b> | <b>100.0</b> |
| <b>Acquisition of fixed assets and intangible assets</b>                        |                |              |                |              |                |              |
| Australia   | 339            | 85.1         | 379            | 85.2         | 345            | 81.8         |
| New Zealand   | 46             | 11.6         | 65             | 14.6         | 65             | 15.4         |
| Other(1)  | 13             | 3.3          | 1              | 0.2          | 12             | 2.8          |
| <b>Total</b>  | <b>398</b>     | <b>100.0</b> | <b>445</b>     | <b>100.0</b> | <b>422</b>     | <b>100.0</b> |

(1) other includes Pacific Islands, Asia, Americas and Europe.

**Note 37. Auditors remuneration**

|  | 2007<br>\$ 000 | Consolidated<br>2006<br>\$ 000 | 2005<br>\$ 000 | Parent Entity  |                |
|--|----------------|--------------------------------|----------------|----------------|----------------|
|  |                |                                |                | 2007<br>\$ 000 | 2006<br>\$ 000 |
| <b>Remuneration for audit or review of the financial statements</b>          |                |                                |                |                |                |
| Auditors of Westpac Banking Corporation                                      | 8,548          | 7,990                          | 4,928          | 8,478          | 7,910          |
| Auditors of controlled entities:   |                |                                |                |                |                |
| PricewaterhouseCoopers   | 1,454          | 1,351                          | 1,095          |                |                |
| Other auditors   | 107            | 32                             | 23             |                |                |
|  | 10,109         | 9,373                          | 6,046          | 8,478          | 7,910          |
| Goods and services tax   | 928            | 912                            | 594            | 848            | 782            |
|  | 11,037         | 10,285                         | 6,640          | 9,326          | 8,692          |
| Remuneration for other audit services:                                       |                |                                |                |                |                |
| PricewaterhouseCoopers - Australian firm                                     | 624            | 1,717                          | 1,772          | 554            | 1,408          |
| Related practices of PricewaterhouseCoopers                                  | 852            | 516                            | 223            | 244            | 362            |
|  | 1,476          | 2,233                          | 1,995          | 798            | 1,770          |
| Goods and services tax   | 220            | 235                            | 197            | 82             | 185            |
|  | 1,696          | 2,468                          | 2,192          | 880            | 1,955          |
| <b>Total remuneration for audit services</b>                                 | <b>12,733</b>  | <b>12,753</b>                  | <b>8,832</b>   | <b>10,206</b>  | <b>10,647</b>  |
| Remuneration for audit-related services:                                     |                |                                |                |                |                |
| PricewaterhouseCoopers - Australian firm                                     | 1,606          | 33                             | 1,687          | 1,102          | 14             |
| Related practices of PricewaterhouseCoopers                                  | 116            | 66                             | 204            | 22             | 44             |
|  | 1,722          | 99                             | 1,891          | 1,124          | 58             |
| Goods and services tax   | 163            | 2                              | 177            | 120            | 1              |
|  | 1,885          | 101                            | 2,068          | 1,244          | 59             |
| Remuneration for taxation services:  |                |                                |                |                |                |
| PricewaterhouseCoopers - Australian firm                                     | 23             | 73                             | 19             | 5              | 66             |
| Related practices of PricewaterhouseCoopers                                  | 124            | 103                            | 415            | 114            | 49             |
|  | 147            | 176                            | 434            | 119            | 115            |
| Goods and services tax   | 20             | 11                             | 49             | 18             | 9              |
|  | 167            | 187                            | 483            | 137            | 124            |
| Remuneration for other services:   |                |                                |                |                |                |
| PricewaterhouseCoopers - Australian firm                                     | 509            | 150                            | 227            | 483            | 150            |
| Related practices of PricewaterhouseCoopers                                  | 5              |                                | 45             | 5              |                |
|  | 514            | 150                            | 272            | 488            | 150            |
| Goods and services tax   | 45             | 15                             | 25             | 41             | 15             |
|  | 559            | 165                            | 297            | 529            | 165            |
| <b>Total remuneration for non-audit services</b>                             | <b>2,611</b>   | <b>453</b>                     | <b>2,848</b>   | <b>1,910</b>   | <b>348</b>     |
| <b>Total audit and non-audit services (excluding goods and services tax)</b> | <b>13,968</b>  | <b>12,031</b>                  | <b>10,638</b>  | <b>11,007</b>  | <b>10,003</b>  |
| Goods and services tax   | 1,376          | 1,175                          | 1,042          | 1,109          | 992            |
| <b>Total audit and non-audit services (including goods and services tax)</b> | <b>15,344</b>  | <b>13,206</b>                  | <b>11,680</b>  | <b>12,116</b>  | <b>10,995</b>  |

It is Westpac's policy to employ the external auditors on assignments additional to their statutory audit duties, only if their independence is not impaired or seen to be impaired, and where their expertise and experience with Westpac is important. Audit services include review of the year end and half year end statutory reports and comfort letters associated with debt issues and capital raisings for Westpac, its controlled entities and the consolidated Group.

Audit-related services include consultations regarding accounting standards and reporting requirements, due diligence relating to acquisitions and mergers, and regulatory compliance reviews.

Taxation services include compliance and advisory services.

Other services include technical information services and support for a report writing tool.

The external auditor, PricewaterhouseCoopers, also provides audit and non-audit services to non-consolidated entities including non-consolidated trusts of which a Westpac Group entity is trustee, manager or responsible entity and non-consolidated superannuation funds or pension funds. The fees in respect of their services were approximately \$4.9 million in total (2006 \$4.5 million, 2005 \$3.6 million). PricewaterhouseCoopers may also provide audit and non-audit services to other entities in which Westpac holds a minority interest, and which are not consolidated. Westpac is not aware of the amount of any fees paid by those entities.

**Note 38. Expenditure commitments**

|   | Consolidated |             | Parent Entity |             |
|---|--------------|-------------|---------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m   | 2006<br>\$m |
| <b>Commitments for capital expenditure not provided for in the financial statements</b>       |              |             |               |             |
| Payable within one year   | 94           | 51          | 4             | 47          |
| Payable later than one year but not later than five years                                     | 39           | 2           | 1             |             |
| Payable after five years  |              |             |               |             |
| <b>Total commitments for capital expenditure not provided for in the financial statements</b> | 133          | 53          | 5             | 47          |
| <b>Lease commitments (all leases are classified as operating leases)</b>                      |              |             |               |             |
| Premises and sites  | 1,585        | 1,505       | 1,392         | 1,501       |
| Furniture and equipment   | 6            | 5           | 2             | 5           |
| <b>Total lease commitments</b>  | 1,591        | 1,510       | 1,394         | 1,506       |
| Due within one year   | 267          | 251         | 229           | 249         |
| Due after one year but not later than five years  | 694          | 669         | 599           | 667         |
| Due after five years  | 630          | 590         | 566           | 590         |
| <b>Total lease commitments</b>  | 1,591        | 1,510       | 1,394         | 1,506       |
| <b>Other expenditure commitments</b>  |              |             |               |             |
| Payable within one year   | 361          | 266         | 307           | 266         |
| Payable later than one year but not later than five years                                     | 929          | 844         | 796           | 844         |
| Payable after five years  | 450          | 111         | 78            | 111         |
| <b>Total other expenditure commitments</b>  | 1,740        | 1,221       | 1,181         | 1,221       |

As at 30 September 2007, the total future minimum lease payments expected to be received by Group and the Parent Entity from non-cancellable sub-leases were \$40 million (2006 \$47 million) and \$38 million (2006 \$44 million) respectively.

***Operating lease arrangements***

Operating leases are entered into to meet the business needs of the Group. Leases are primarily over commercial and retail premises and plant and equipment. Lease rentals are determined in accordance with market conditions when leases are entered into or on rental review dates. Leased premises that have become excess to the Group's business needs have been sublet where possible and any expected rental shortfalls fully provided for. There are no restrictions imposed on the Group by lease arrangements other than in respect of the specific premises being leased.

The Group has lease commitments resulting from the sale and lease back of various premises. These leases are generally for a term of five years with an option to extend for another five years. In most instances, other than the lease arrangements, the Group has no ongoing interests in the premises. In a small number of earlier sale and lease back arrangements the Group retained the right of first refusal to purchase the property.

On 7 March 2003, we executed an agreement to lease 74,000 m<sup>2</sup> of office space with Leighton Properties Pty Limited in relation to new premises being developed at the northern end of Darling Harbour near King Street in Sydney, Australia. Construction of the new premises was completed in 2006. The project resulted in the consolidation of our existing ten Sydney Central Business District offices into just two primary locations, being Westpac Place and our existing office at 60 Martin Place.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The building at Westpac Place consists of two office towers of 21 and 32 levels linked by a common foyer and includes two levels of retail space, a retail branch, childcare facilities, an urban park, and both tenant and public parking. We have signed a 12 year lease on the building with three six year options to extend. The initial 12 year lease commitment commenced on completion of the licence period in November 2006 and is included in the lease commitment table above.

### *Service agreements*

The maximum contingent liability for termination benefits in respect of service agreements with the Chief Executive Officer and other Group Key Management Personnel at 30 September 2007 was \$9.0 million (2006 \$6.7 million).

### *Significant long term contracts*

On 3 September 2006, Westpac entered into a three year agreement with Stream Solution (Holdings Pty Ltd) to provide Westpac's end to end print management services.

On 1 December 2005, Westpac renewed its Managed Network Service agreement with Telstra Corporation for a further five year term. Under this agreement Telstra will provide voice, data and video services for corporate and retail banking in Australia and the Pacific Region.

On 4 February 2005, Westpac, in conjunction with the National Australia Bank and the Commonwealth Bank of Australia, entered into a twelve year arrangement with Fiserv Solutions Australia Pty Limited for the provision of voucher (cheque) processing services. As a result of this utility style agreement, Westpac's existing agreement with Unisys Payment Services Limited for cheque processing will be terminated progressively as services are transitioned to the new provider.

On 10 May 2004, Westpac entered into a five year agreement with Keycorp Payment Services for Electronic Funds Transfer Point of Sale (EFTPoS) terminals in Australia. Keycorp assumed responsibility for fleet services (including the provision of support and maintenance) of the EFTPoS terminals as well as all asset management functions. Keycorp is also responsible for the supply and management of the EFTPoS terminals and the Terminal Operating System and the integration with a new Terminal Application Management system. Westpac retains control over the merchant base (including contractual terms, fees and direct contact by Keycorp) as well as the decision as to what software applications are to be loaded on the EFTPoS fleet.

On 30 September 2002, Westpac entered into a ten year agreement with First Data Resources (FDR) Australia Limited to provide a managed service for our cards processing. This involves managing the application within the Westpac/IBM environment. FDR assumed responsibility for the Group's Australasian cards processing in phases from October 2002. Westpac retains control of its cards sales, credit, collections and customer service functions.



On 1 October 2001, Westpac entered into a ten year agreement with EDS (Business Process Administration) Pty Limited whereby they will provide mortgage and other processing services in connection with the mortgage loan portfolio.

On 3 December 2000, Westpac entered into a ten year contract with IBM Global Services Australia relating to the management of the core banking technology operations in Australia, New Zealand and the Pacific Bank. The exact amount of the contract commitment is unable to be reliably measured as Westpac's obligations are dependent upon business volumes over the period of the contract. Commitments in relation to long term contracts are included in other expenditure commitments above.

**Note 39. Superannuation commitments**

The group operates three principal defined benefit superannuation funds, the Westpac Staff Superannuation Plan (WSSP), the Westpac New Zealand Superannuation Scheme (WNZS) and the Westpac Banking Corporation UK Staff Superannuation Scheme (UKSS). Effective from 1 November 2006, Westpac New Zealand employees were no longer employed by Westpac Banking Corporation but instead were employed by Westpac New Zealand Limited. This has resulted in the parent entity disclosure differing to the consolidated disclosures in the current financial year.

***Westpac Staff Superannuation Plan***

The WSSP provides lump sum and pension benefits and also has a section which provides accumulation benefits. The defined benefits section of the WSSP is closed to new members.

***Westpac New Zealand Superannuation Scheme***

The WNZS provides lump sum and pension benefits and also has a section which provides accumulation benefits. The defined benefits section of the WNZS is closed to new members.

***Westpac Banking Corporation UK Staff Superannuation Scheme***

The UKSS provides lump sum and pension benefits and is closed to new members. Some former UK staff and their spouses are also entitled to medical benefits for life.

***Superannuation expense***

|                                | Consolidated |             | Parent      |             |
|--------------------------------|--------------|-------------|-------------|-------------|
|                                | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Current service cost           | 46           | 49          | 45          | 49          |
| Interest cost                  | 104          | 91          | 100         | 91          |
| Expected return of fund assets | (144)        | (127)       | (139)       | (127)       |
| Recognised actuarial loss      |              | 4           |             | 4           |
| Curtailments or settlements(1) | (3)          |             |             |             |
|                                | 3            | 17          | 6           | 17          |

(1) Effective 28 September 2007, Westpac reduced the numbers of employees entitled to the Westpac New Zealand Superannuation Scheme.

#### *Change in benefit obligation*

|   | Consolidated |             | Parent      |             |
|---|--------------|-------------|-------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Benefit obligation at the beginning of the period | 2,132        | 1,950       | 2,132       | 1,950       |
| Current service cost                              | 46           | 49          | 45          | 49          |
| Interest cost                                     | 104          | 91          | 100         | 91          |
| Past service cost                                 |              |             |             |             |
| Curtailments or settlements(1)                    | (16)         |             |             |             |
| Transfer to subsidiary(2)                         |              |             | (114)       |             |
| Actuarial loss                                    | 56           | 145         | 57          | 145         |
| Contributions by members                          | 19           | 26          | 19          | 26          |
| Benefits paid                                     | (142)        | (143)       | (135)       | (143)       |
| Transfer to defined contribution plan(3)          | (149)        |             | (149)       |             |
| Exchange and other adjustments                    | (25)         | 14          | (24)        | 14          |
| Benefit obligation at the end of the period       | 2,025        | 2,132       | 1,931       | 2,132       |

(1) Effective 28 September 2007, Westpac reduced the numbers of employees entitled to the Westpac New Zealand Superannuation Scheme.

(2) Effective 1 November 2006, Westpac transferred its retail banking operation in New Zealand to a separate legal entity in the Group, Westpac New Zealand Limited. As part of this it transferred the Westpac New Zealand Superannuation Scheme to Westpac New Zealand Limited.

(3) Certain benefits under the Westpac Staff Superannuation Plan were transferred to a Defined Contribution Plan during the financial year.

The benefit obligation arises from plans that are wholly unfunded and wholly or partly funded as follows:

|                                     | Consolidated |             | Parent      |             |
|-------------------------------------|--------------|-------------|-------------|-------------|
|                                     | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Unfunded obligations(1)             | 25           | 27          | 25          | 27          |
| Wholly or partly funded obligations | 2,000        | 2,105       | 1,906       | 2,105       |
|                                     | 2,025        | 2,132       | 1,931       | 2,132       |

(1) Unfunded obligations relates to UK medical benefits.

#### *Change in plan assets*

|  | Consolidated |             | Parent      |             |
|--|--------------|-------------|-------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Fair value of plan assets at beginning of the year | 2,022        | 1,927       | 2,022       | 1,927       |
| Expected return on plan assets                     | 144          | 127         | 139         | 127         |
| Actuarial gain                                     | 125          | 134         | 124         | 134         |
| Actuarial returns on plan                          | 269          | 261         | 263         | 261         |
| Employer contributions                             | 6            | 7           | 5           | 7           |
| Settlements(1)                                     | (14)         |             |             |             |
| Transfer to subsidiary(2)                          |              |             | (99)        |             |
| Contributions by members                           | 19           | 26          | 19          | 26          |
| Benefits paid                                      | (142)        | (143)       | (135)       | (143)       |
| Contributions to the accumulation plan             | (81)         | (69)        | (81)        | (69)        |
| Transfer to defined contribution plan(3)           | (149)        |             | (149)       |             |
| Exchange and other adjustments                     | (21)         | 13          | (20)        | 13          |
| Fair value of plan assets at end of the year       | 1,909        | 2,022       | 1,825       | 2,022       |
| Benefit obligation at the end of the period        | 2,025        | 2,132       | 1,931       | 2,132       |
| Fair value of plan assets at the end of the period | 1,909        | 2,022       | 1,825       | 2,022       |
| Net obligations                                    | (116)        | (110)       | (106)       | (110)       |
| Unrecognised actuarial gains                       | (158)        | (89)        | (147)       | (89)        |
| Net recognised liability                           | (274)        | (199)       | (253)       | (199)       |

(1) Effective 28 September 2007, Westpac reduced the numbers of employees entitled to the Westpac New Zealand Superannuation Scheme.

(2) Effective 1 November 2006, Westpac transferred its retail banking operation in New Zealand to a separate legal entity in the Group. As part of this it transferred the Westpac New Zealand Superannuation Scheme to Westpac New Zealand Limited.

(3) Certain benefits under the Westpac Staff Superannuation Plan were transferred to a Defined Contribution Plan during the financial year.

*Assumptions used in actuarial valuations*

|   | Consolidated and Parent Entity |                |                 |                |
|---|--------------------------------|----------------|-----------------|----------------|
|   | 2007                           | 2006           |                 |                |
|   | Australian Fund                | Overseas Funds | Australian Fund | Overseas Funds |
| Discount rate                                       | 6.2%                           | 4.4 - 5.8%     | 5.6%            | 3.9 - 5.0%     |
| Expected return on plan assets - active members     | 7.8%                           | 6.1 - 6.4%     | 7.4%            | 5.3 - 6.0%     |
| Expected return on plan assets - pensioners         | 8.9%                           | 6.1 - 6.4%     | 8.4%            | 5.3 - 6.0%     |
| Expected increase in average salary of plan members | 4.2%                           | 3.5 - 4.6%     | 4.0%            | 3.5 - 4.3%     |
| Rate of increase for pensions                       | 3.2%                           | 2.5 - 3.1%     | 3.0%            | 2.5 - 2.8%     |
| Initial health care inflation                       |                                | 6.0%           |                 | 6.0%           |
| Long term health care inflation                     |                                | 6.0%           |                 | 6.0%           |

In addition to the financial assumptions presented above, the pension mortality assumptions may also have a significant impact on measuring the net obligation. The average mortality assumptions are age related and allowances are made for future mortality improvements. The assumptions for our principle fund the WSSP for 2007 are that a 60 year old male pensioner is assumed to have an average life expectancy of 89.6 and a 60 year old female pensioner is assumed to have an average life expectancy of 93.9.

*Asset allocation*

|                    | Consolidated and Parent Entity |                |                 |                |
|--------------------|--------------------------------|----------------|-----------------|----------------|
|                    | 2007                           | 2006           | 2007            | 2006           |
|                    | Australian Fund                | Overseas Funds | Australian Fund | Overseas Funds |
| Cash               | 2%                             | 0-2%           | 1%              | 1%             |
| Equity instruments | 67%                            | 50 -55%        | 67%             | 50 - 57%       |
| Debt instruments   | 23%                            | 43 -50%        | 23%             | 43 - 50%       |
| Property           | 8%                             |                | 8%              |                |
| Other assets       |                                |                | 1%              |                |
|                    | 100.0%                         | 100.0%         | 100%            | 100%           |

*Investment held in Westpac investments*

|   | Consolidated |             | Parent      |             |
|---|--------------|-------------|-------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Value of plan assets invested in Westpac debt and equity securities | 117          | 151         | 101         | 151         |

*Post retirement health care*

A one percentage point change in assumed health care trend rates, assuming all other assumptions remain constant would affect current service costs and accumulated benefit obligation by:

|   | Consolidated |             | Parent      |             |
|---|--------------|-------------|-------------|-------------|
|   | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Post-employment benefit obligation - increase | 3            | 4           | 3           | 4           |
| Post-employment benefit obligation - decrease | (3)          | (3)         | (3)         | (3)         |

*Historic summary*

|  | Consolidated |             | Parent      |             |
|--|--------------|-------------|-------------|-------------|
|  | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Defined benefit plan obligation            | 2,025        | 2,132       | 1,931       | 2,132       |
| Plan assets                                | 1,909        | 2,022       | 1,825       | 2,022       |
| Net deficit                                | (116)        | (110)       | (106)       | (110)       |
| Experience adjustments on plan assets      | 125          | 134         | 124         | 134         |
| Experience adjustments on plan liabilities | (56)         | (145)       | (57)        | (145)       |

*Funding status(1)*

|                                      | Consolidated |             | Parent      |             |
|--------------------------------------|--------------|-------------|-------------|-------------|
|                                      | 2007<br>\$m  | 2006<br>\$m | 2007<br>\$m | 2006<br>\$m |
| Market value of assets(2)            | 2,012        | 2,157       | 1,915       | 2,157       |
| Present value of accrued benefits(3) | 1,787        | 1,947       | 1,692       | 1,947       |
| Surplus                              | 225          | 210         | 223         | 210         |

- 
- (1) Represents the calculation of surplus/(deficit) used to make funding recommendations.
- (2) Calculated as at 30 June 2006 (WSSP), 5 April 2006 (UKSS) and 30 June 2007 (WNZS).
- (3) Calculated in accordance with Australian Accounting Standard AAS 25 Financial Reporting by Superannuation Plans.

*Contributions*

For the WSSP Westpac is not currently making contributions to the fund. Based on the recommendations of the fund actuary, no contributions are expected to be made to the WSSP prior to 1 July 2008. Contributions are made to the WNZS at the rate of 12% of members salaries. For the UKSS contributions are being made at the rate of GBP2.2 million per annum. Funding recommendations are made based on the Attained Age Method, a method which impacts the timing of contribution requirements and assumes that the plans will not be discontinued.

***Economic assumptions***

The economic assumptions applied for the funding calculations differ to assumptions used in the accounting calculations above due to timing differences between valuation dates, discount rate and assumptions linked to expected returns on assets.

|   | WSSP | WNZS | UKSS |
|---|------|------|------|
| Discount rate                                       | 7.8% | 5.0% | 6.7% |
| Expected return on plan assets                      | 7.8% | 5.0% | 6.7% |
| Expected increase in average salary of plan members | 4.0% | 3.5% | 4.1% |

***Expected rate of return on assets assumptions***

The assumed return on assets reflects the average rate of earnings expected in the long term on the plan's assets. Accordingly this rate reflects the taxation on earnings, imputation credits from investments in Australian shares and also the need for reinvestment.

The expected returns on assets were calculated as the weighted average return based on the benchmark asset allocation and estimates of the expected future return in each sector in each asset class (consistent with the inflation assumption). The expected return on assets for active members is net of tax and the expected return on pensioner assets is gross of tax.

**Note 40. Contingent liabilities, contingent assets and credit commitments**

The Group is a party to financial instruments with off-balance sheet credit risk in the normal course of business to meet the financing needs of its customers and in managing its own risk profile. These financial instruments include commitments to extend credit, bill endorsements, financial guarantees, standby letters of credit and underwriting facilities.

The Group's exposure to credit loss in the event of non-performance by the other party to such financial instruments is represented by the contract or notional amount of those instruments. However, some commitments to extend credit and provide underwriting facilities can be cancelled or revoked at any time at the Group's option.

The Group uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

The Group takes collateral where it is considered necessary to support, both on and off-balance sheet, financial instruments with credit risk. The Group evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral taken, if deemed necessary, on the provision of a financial facility is based on management's credit evaluation of the counterparty.

Off-balance sheet credit-risk related financial instruments are as follows:

|   | Consolidated                                |                                |   |                                | Parent Entity                               |                                |   |                                |
|---|---|--------------------------------|---|--------------------------------|---|--------------------------------|---|--------------------------------|
|   | 2007  |                                | 2006  |                                | 2007  |                                | 2006  |                                |
|   | Contract<br>or<br>Notional<br>Amount<br>\$m | Credit<br>Equivalent(1)<br>\$m | Contract<br>or<br>Notional<br>Amount<br>\$m | Credit<br>Equivalent(1)<br>\$m | Contract<br>or<br>Notional<br>Amount<br>\$m | Credit<br>Equivalent(1)<br>\$m | Contract<br>or<br>Notional<br>Amount<br>\$m | Credit<br>Equivalent(1)<br>\$m |
| <b>Credit-risk related instruments</b>                |   |                                |   |                                |   |                                |   |                                |
| Standby letters of credit and financial guarantees(2) | 5,189                                       | 2,931                          | 5,019                                       | 2,599                          | 5,063                                       | 2,806                          | 4,936                                       | 2,517                          |
| Trade letters of credit(3)                            | 2,507                                       | 501                            | 2,585                                       | 517                            | 1,910                                       | 382                            | 2,574                                       | 515                            |
| Non-financial guarantees(4)                           | 6,961                                       | 3,436                          | 6,353                                       | 3,145                          | 6,720                                       | 3,317                          | 6,353                                       | 3,145                          |
| Commitments to extend credit:                         |   |                                |   |                                |   |                                |   |                                |
| Residual maturity less than one year(5)               | 41,946                                      |                                | 30,949                                      |                                | 38,023                                      |                                | 30,901                                      |                                |
| Residual maturity one year or more                    | 41,160                                      | 14,395                         | 32,040                                      | 10,848                         | 37,062                                      | 12,341                         | 32,038                                      | 10,847                         |
| Other commitments(6)                                  | 1,701                                       | 556                            | 1,180                                       | 451                            | 1,542                                       | 399                            | 1,179                                       | 451                            |
| <b>Total credit-risk related instruments</b>          | <b>99,464</b>                               | <b>21,819</b>                  | <b>78,126</b>                               | <b>17,560</b>                  | <b>90,320</b>                               | <b>19,245</b>                  | <b>77,981</b>                               | <b>17,475</b>                  |

(1) Credit equivalents are determined in accordance with the APRA risk-weighted capital adequacy guidelines (refer to Note 28 to the financial statements).

(2) This included \$2.5 billion (2006 \$2.4 billion) cash collateralised guarantees.

(3) Trade letters of credit are secured against an underlying shipment of goods or backed by a confirmatory letter from another bank.

(4) Non-financial guarantees include other trade related letters of credit and obligations backing the performance of commercial contracts.

(5) The credit conversion factor is 0% for credit commitments with a residual maturity of less than one year or which can be unconditionally cancelled by the Group at any time without notice.

(6) Other commitments include underwriter facilities and commitments with certain drawdowns.



| 2007  | Less Than<br>1 Year<br>\$m | Between 1<br>and 3 Years<br>\$m | Consolidated<br>Between 3<br>and 5 Years<br>\$m | Over<br>5 Years<br>\$m | Total<br>\$m |
|---|----------------------------|---------------------------------|---|------------------------|--------------|
| Standby letters of credit and financial guarantees                  | 1,361                      | 777                             | 349   | 444                    | 2,931        |
| Trade letters of credit   | 7                          | 305                             | 1   | 188                    | 501          |
| Non-financial guarantees  | 418                        | 1,852                           | 187   | 979                    | 3,436        |
| Commitments to extend credit, residual maturity one<br>year or more |                            | 6,574                           | 2,872   | 4,949                  | 14,395       |
| Other commitments   | 132                        | 62                              |   | 362                    | 556          |
| <b>Total commercial commitments</b>                                 | 1,918                      | 9,570                           | 3,409   | 6,922                  | 21,819       |
| <b>2006</b>   |                            |                                 |   |                        |              |
| Standby letters of credit and financial guarantees                  |                            | 1,370                           | 627   | 227                    | 2,599        |
| Trade letters of credit   |                            | 16                              | 336   |                        | 517          |
| Non-financial guarantees  |                            | 304                             | 1,697   | 87                     | 3,145        |
| Commitments to extend credit, residual maturity one year or<br>more |                            |                                 | 5,305   | 2,123                  | 10,848       |
| Other commitments   |                            | 54                              | 33  | 10                     | 451          |
| <b>Total commercial commitments</b>                                 |                            | 1,744                           | 7,998   | 2,447                  | 17,560       |

**Contingent assets**

The credit commitments shown in the above table also constitute assets. These commitments would be classified as loans and other assets in the balance sheet on the contingent event eventuating.

**Additional liabilities and commitments***Legislative liabilities*

The Group had the following assessed liabilities as at 30 September 2007:

\$17 million (2006 \$19 million) based on an actuarial assessment as a self-insurer under the Workers Compensation Act, 1987 and the Workplace Injury Management and Workers Compensation Act, 1998 (New South Wales);

\$6 million (2006 \$5 million) based on actuarial assessment as a self-insurer under the Accident Compensation Act, 1985 (Victoria); and

\$2 million (2006 \$2 million) based on an actuarial assessment as a self-insurer under the Workers Compensation and Rehabilitation Act, 2003 (Queensland).

Adequate provision has been made for these liabilities in the provision for annual leave and other staff benefits (refer to Note 22).

### *Litigation*

Contingent liabilities exist in respect of actual and potential claims and proceedings that have not been determined. An assessment of the Group's likely loss has been made on a case-by-case basis for the purposes of the financial statements and specific provisions have been made where appropriate within the credit litigation provision.

We are one of 20 defendant banks named in proceedings concerning the Bell Group of companies. The proceedings have been brought by the liquidators of several Bell Group companies and seek to challenge the defendant banks' entitlement to receive the proceeds of realisation of Bell Group assets in the early 1990s. The proceedings concluded recently and we are awaiting judgment. It is not possible to estimate the potential impact, however, we believe that we have good prospects of success.

The New Zealand Commerce Commission issued proceedings on 9 November 2006 against Westpac's New Zealand Branch (NZ Branch), Westpac New Zealand Limited and The Warehouse Financial Services Limited (members of the Westpac Group), Visa International, Cards NZ Limited, MasterCard International and all New Zealand issuers of Visa and MasterCard credit cards alleging that the setting of interchange rates and rules (relating to honour all cards, no surcharge, access and no discrimination) amount to price fixing or alternatively have the effect of substantially lessening competition in the New Zealand market in breach of the Commerce Act 1986. The proceedings seek to declare the conduct illegal and impose unspecified monetary penalties.

In addition, on 29 November 2006, a number of New Zealand retailers issued similar proceedings to the Commerce Commission (as described above) against the NZ Branch, Westpac New Zealand Limited, The Warehouse Financial Services Limited, Visa International, Cards NZ Limited, MasterCard International and New Zealand issuers of Visa and MasterCard credit cards. These proceedings also seek to declare the conduct illegal and an enquiry into damages. Any damages awarded, if any, would be in addition to any penalties imposed under the Commerce Act 1986 in the event the Commerce Commission is successful in the proceedings described above. On 16 October 2007, both proceedings (as described above) were discontinued against NZ Branch on the basis that the issues in the proceedings relate to assets and liabilities which vested in Westpac New Zealand Limited (also a defendant) on 1 November 2006. We are considering our position in relation to both proceedings and at this stage do not consider it necessary to raise a provision in relation to this matter.

The New Zealand Inland Revenue Department (NZIRD) is reviewing a number of structured finance transactions undertaken in New Zealand and has issued amended reassessments in respect of nine transactions, three undertaken in the 1999 tax year, two undertaken in the 2000 tax year, two undertaken in the 2001 tax year and two undertaken in the 2002 tax year. The maximum potential liability reassessed for the 1999 year is NZ\$18 million (A\$15 million) (NZ\$25 million (A\$21 million) with interest), for the 2000 year is NZ\$61 million (A\$52 million) (NZ\$85 million (A\$73 million) with interest), for the 2001 year is NZ\$90 million (A\$77 million) (NZ\$127 million (A\$109 million) with interest) and for the 2002 year it is NZ\$108 million (A\$93 million) (NZ\$158 million (A\$135 million) with interest). Interest for each year has been calculated to 30 September 2007.

The NZIRD is also investigating other transactions undertaken by the NZ Branch, which have materially similar features to those for which reassessments have been received. Should the NZIRD take the same position across all of these transactions, for the periods up to and including 30 September 2007, the overall primary tax in dispute will be approximately NZ\$595million (A\$510 million) (this includes the amounts noted above). With interest this increases to approximately NZ\$815 million (A\$698 million) (calculated to 30 September 2007).

Proceedings disputing the reassessments with respect to the 1999, 2000, 2001 and 2002 tax years have been commenced. Westpac is confident that the tax treatment applied in all cases is correct. A ruling was sought from the NZIRD on an initial transaction in 1999 which, following extensive review by the NZIRD, was confirmed in early 2001. The principles underlying that ruling are applicable to, and have been followed in, all subsequent transactions.

*Liquidity support*

Westpac is a participant to the Interbank Deposit Agreement along with three other Australian banks. In accordance with the Interbank Deposit Agreement, a deposit notice may be served upon the other participants by a bank which is experiencing liquidity problems. The other participants are then required to deposit equal amounts of up to \$2 billion each for a period of 30 days. At the end of 30 days the deposit holder has the option to repay the deposit in cash or by way of assignment of mortgages to the value of the deposit.

*Assets pledged*

As part of standard terms of transaction with other banks, the Group has provided collateral to secure liabilities. The carrying value of financial assets pledged as collateral is:

|                               | 2007<br>\$m | 2006<br>\$m |
|-------------------------------|-------------|-------------|
| Pledged to secure liabilities | 586         | 417         |

*Collateral received*

All collateral received from counterparties to secure liabilities, besides residential mortgages, is received in the form of cash. Cash collateral held at 30 September 2007 was \$811 million (2006 \$704 million).

*Parent Entity guarantees and undertakings*

Excluded from the consolidated amounts disclosed above are the following guarantees and undertakings extended to entities in the Group by Westpac:

(i) Guarantees of medium term notes and other debt securities issued by WestpacTrust Securities NZ Limited the proceeds of which are immediately on lent to Westpac. This company is an 100% owned finance subsidiary of Westpac and the guarantee provided by Westpac is in respect of securities issued pursuant to an exemption from registration under the US Securities Act of 1933;

(ii) Issue of letters of comfort in respect of certain subsidiaries in the normal course of business. The letters recognise that Westpac has a responsibility to ensure that those subsidiaries continue to meet their obligations; and

(iii) Guarantee of the repayment of loans made by Westpac Bank-PNG-Limited and Westpac Bank Samoa Limited to the extent that they exceed a prescribed limit.

**Note 41. Trust activities**

Certain controlled entities within the Group conduct investment management and other fiduciary activities as responsible entity, trustee or manager on behalf of individuals, trusts, retirement benefit plans and other institutions. These activities involve the management of assets in investment schemes and superannuation funds, and the holding or placing of assets on behalf of third parties.

Where controlled entities, as responsible entities or trustees, incur liabilities in respect of these activities, a right of indemnity exists against the assets of the applicable trusts. As these assets are sufficient to cover liabilities, and it is not probable that the controlled entities will be required to settle them, the liabilities are not included in the consolidated financial statements.

The Group also manages life insurance statutory fund assets that are included in the consolidated financial statements.

The aggregate value of funds at 30 September for each fiduciary activity is shown below:

|                           | 2007<br>\$bn | 2006<br>\$bn |
|---------------------------|--------------|--------------|
| <b>Fiduciary activity</b> |              |              |
| Trustee                   | 46.2         | 40.4         |
| Investment Manager        | 42.9         | 40.7         |

**Note 42. Group entities**

The consolidated financial statements as at 30 September 2007 include the following controlled entities:

| Name   | Country of<br>Incorporation |
|--|-----------------------------|
| <b>Westpac Banking Corporation(1)</b>                          | Australia                   |
| <b>1925 Advances Limited</b>                                   | Australia                   |
| General Credits Holdings Limited                               | Australia                   |
| General Credits Limited  | Australia                   |
| G.C.L. Investments Limited                                     | Australia                   |
| <b>Acacia Securities Limited</b>                               | Australia                   |
| <b>Australian Loan Processing Security Company Pty Limited</b> | Australia                   |
| Australian Loan Processing Security Trust                      | Australia                   |
| <b>Beech Trust</b>   | Australia                   |
| <b>Bill Acceptance Corporation Limited</b>                     | Australia                   |
| Mortgage Management Limited                                    | Australia                   |
| <b>BLE Capital Limited</b>                                     | Australia                   |
| BLE Capital Investments Pty Limited                            | Australia                   |
| BLE Development Pty Limited                                    | Australia                   |
| BLE Holdings Pty Limited                                       | Australia                   |
| BLE Capital (NZ) Limited                                       | New Zealand                 |
| <b>Brenmar Holdings Pty Limited</b>                            | Australia                   |
| <b>Castlereagh Trust</b>                                       | Australia                   |
| <b>CBA Limited</b>   | Australia                   |
| Belliston Pty Limited(18)                                      | Australia                   |
| Westpac Properties-Vic-Limited                                 | Australia                   |
| Westpac Properties-NSW-Pty Limited                             | Australia                   |
| <b>Challenge Limited</b>                                       | Australia                   |
| Challenge Finance Limited                                      | Australia                   |
| Challenge Funds Management Limited                             | Australia                   |
| Challenge Information Technology Pty Limited                   | Australia                   |
| <b>CMBS - Warehouse Trust</b>                                  | Australia                   |
| <b>FAI No. 2 Trust</b>   | Australia                   |
| <b>Fairlawn Holding Trust</b>                                  | Australia                   |
| <b>Gemini Trust</b>  | Australia                   |
| <b>Hickory Trust(2)</b>  | Australia                   |
| <b>Jacaranda Trust</b>   | Australia                   |
| <b>Jarraah Trust</b>   | Australia                   |
| <b>Orion Trust</b>   | Australia                   |
| <b>Partnership Pacific Limited</b>                             | Australia                   |
| Partnership Pacific Securities Limited                         | Australia                   |
| <b>Phoenix Trust(2)</b>  | Australia                   |
| <b>RESI-Statewide Corporation Limited</b>                      | Australia                   |
| <b>RESI-Statewide Mortgage Corporation Limited</b>             | Australia                   |
| <b>Sallmoor Pty Limited</b>                                    | Australia                   |
| <b>Series 1999-1G WST Trust</b>                                | Australia                   |
| <b>Series 2002-1G WST Trust</b>                                | Australia                   |
| <b>Series 2005-1G WST Trust</b>                                | Australia                   |
| <b>Series 2006-1D WST Trust</b>                                | Australia                   |
| <b>Series 2007-1G WST Trust(2)</b>                             | Australia                   |
| <b>Sixty Martin Place (Holdings) Pty Limited</b>               | Australia                   |
| 1925 (Commercial) Limited                                      | Australia                   |
| 1925 (Industrial) Limited                                      | Australia                   |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |             |
|--|-------------|
| A.C.N. 001 231 027 Pty Limited                       | Australia   |
| 1925 (Insurance Premium Funding) Limited             | Australia   |
| 1925 (Properties) Limited                            | Australia   |
| 1925 House Limited                                   | Australia   |
| Athena Finance Pty Limited                           | Australia   |
| Colmso Pty Limited                                   | Australia   |
| Colmtea Pty Limited                                  | Australia   |
| Como Properties Pty Limited                          | Australia   |
| Comserv (No 3011) Pty Limited                        | Australia   |
| Enfield Downs Pty Limited                            | Australia   |
| Halcyon Securities Limited                           | Australia   |
| Infrastructure Australia (No.1) Limited              | Australia   |
| Tasman Funding No.1 Limited                          | New Zealand |
| Tasman Funding No.2 Limited                          | New Zealand |
| PF No. 2(2.8)  | New Zealand |
| Westpac NZ Funding Limited                           | New Zealand |
| Infrastructure Australia (No.3) Limited              | Australia   |
| Infrastructure Australia (No.4) Limited              | Australia   |
| Oakjet Pty Limited                                   | Australia   |
| Diversified Security Investments LLC(4),(11)         | USA         |
| Segregated Asset Management LLC                      | USA         |
| Packaging Properties 1 Pty Limited                   | Australia   |
| Packaging Properties 2 Pty Limited                   | Australia   |
| Packaging Properties 3 Pty Limited                   | Australia   |
| Pashley Investments Pty Limited(2)                   | Australia   |
| Sarnia Pty Limited(12)                               | Australia   |
| The Swan Trust(12)                                   | Australia   |
| The Exchange Plaza Trust                             | Australia   |
| Teuton Pty Limited                                   | Australia   |
| Victor Funding Pty Limited                           | Australia   |
| Victor Finance Pty Limited                           | Australia   |
| Minami Investments Pty Limited(2),(3)                | Australia   |
| Victor Investments Pty Limited(15)                   | Australia   |
| Westpac Administration Pty Limited                   | Australia   |
| Westpac Asian Lending Pty Limited                    | Australia   |
| Westpac Debt Securities Pty Limited                  | Australia   |
| Westpac Direct Equity Investments Pty Limited        | Australia   |
| Westpac Equipment Finance Limited                    | Australia   |
| Westpac Equipment Finance (No.1) Pty Limited(13)     | Australia   |
| Westpac Group Investments Australia Pty Limited      | Australia   |
| Westpac Investment Vehicle Pty Limited               | Australia   |
| Westpac Investment Vehicle No. 2 Pty Limited(2),(16) | Australia   |
| Westpac Essential Services Trust I(2),(7)            | Australia   |
| Novacare Solutions No.1 Pty Limited(3)               | Australia   |
| Novacare Solutions Pty Limited(3)                    | Australia   |
| Novacare Health Solutions No. 1 Pty Limited(3)       | Australia   |
| Novacare Health Pty Limited(5)                       | Australia   |
| Novacare Health Solutions Pty Limited                | Australia   |
| Novacare Health Solutions No.1 Trust(3)              | Australia   |
| Novacare Health Solutions Trust                      | Australia   |
| Novacare Solutions Partnership(6)                    | Australia   |
| Novacare Solutions No.1 Trust(3)                     | Australia   |
| Novacare Solutions Trust                             | Australia   |
| Westpac Airport Link Pty Limited(2)                  | Australia   |
| Westpac Airport Link Trust(2)                        | Australia   |
| Westpac Essential Services Trust II(2),(7)           | Australia   |
| WEST BP Holdco Pty Limited(2),(3)                    | Australia   |
| WEST BP Pty Limited(2)                               | Australia   |
| WEST BP Trust(2)                                     | Australia   |
| Westpac Essential Services Pty Limited(2)            | Australia   |
| Novacare Services Pty Limited(3),(5)                 | Australia   |
| Westpac Real Estate Investment Trust I(2)            | Australia   |



| <b>Name</b>                                      | <b>Country of Incorporation</b> |
|--|---------------------------------|
| Westpac Real Estate Investment Trust II(2)       | Australia                       |
| Real Estate Investment Trust A(2)                | Australia                       |
| Westpac Residential Property Trust               | Australia                       |
| First Residential Property Trust                 | Australia                       |
| Westpac Resources and Infrastructure Pty Limited | Australia                       |
| Westpac Syndications Management Pty Limited      | Australia                       |
| Westpac Unit Trust                               | Australia                       |
| <b>Sydney Capital Corp Inc</b>                   | USA                             |
| <b>Tasman Pacific Investments Pty Limited</b>    | Australia                       |
| <b>Tavarua Funding Trust IV</b>                  | USA                             |
| <b>The Mortgage Company Pty Limited</b>          | Australia                       |
| <b>Waratah Receivables Corp (NZ) Limited</b>     | New Zealand                     |
| <b>Waratah Receivables Corp Pty Limited</b>      | Australia                       |
| <b>Waratah Securities Australia Limited</b>      | Australia                       |
| <b>Westpac Alpha Pty Limited</b>                 | Australia                       |
| <b>Westpac Bank-PNG-Limited(4)</b>               | Papua New Guinea                |
| <b>Westpac Bank of Tonga(4)</b>                  | Tonga                           |
| <b>Westpac Bank Samoa Limited(4)</b>             | Samoa                           |
| <b>Westpac Capital Corporation</b>               | USA                             |
| <b>Westpac Capital Holdings Inc.</b>             | USA                             |
| Westpac Capital Trust III                        | USA                             |
| Westpac Capital Trust IV                         | USA                             |
| <b>Westpac Equity Holdings Pty Limited</b>       | Australia                       |
| Altitude Administration Pty Limited              | Australia                       |
| Westpac Altitude Rewards Trust                   | Australia                       |
| Altitude Rewards Pty Limited                     | Australia                       |
| Autodirect Pty Limited                           | Australia                       |
| Pacific Structured Funding Limited               | Australia                       |
| PersonalDirect Limited                           | Australia                       |
| Qvalent Pty Limited                              | Australia                       |
| Westpac Financial Consultants Limited            | Australia                       |
| Westpac Financial Services Group Limited         | Australia                       |
| BT Financial Group Pty Limited                   | Australia                       |
| BT Australia Pty Limited                         | Australia                       |
| BT Australia Corporate Services Pty Limited      | Australia                       |
| BT Finance Pty Limited                           | Australia                       |
| BT Nominees Pty Limited                          | Australia                       |
| Chifley Services Pty Limited                     | Australia                       |
| BT Funds Management Limited                      | Australia                       |
| BT Finance & Investments Pty Limited             | Australia                       |
| Oniston Pty Limited                              | Australia                       |
| BT Life Limited(17)                              | Australia                       |
| BT Portfolio Services Limited                    | Australia                       |
| Magnitude Group Pty Ltd                          | Australia                       |
| BT Financial Group (NZ) Limited                  | New Zealand                     |
| Agri Private Capital Management Limited(2)       | New Zealand                     |
| BT Funds Management (NZ) Limited                 | New Zealand                     |
| BT Funds Management No.2 Limited                 | Australia                       |
| BT Investment Management No.2 Limited            | Australia                       |
| Hargrave Investments Pty Limited                 | Australia                       |
| BT Investment Management No.3 Pty Limited        | Australia                       |
| NC1 Limited(2)                                   | Australia                       |
| NRE1 Limited(2)                                  | Australia                       |
| Voyager Funds Management Pty Limited(4)          | Australia                       |
| Westpac Custodian Nominees Limited               | Australia                       |
| Westpac Financial Services Group-NZ-Limited      | New Zealand                     |
| Westpac Life-NZ-Limited                          | New Zealand                     |



|  |             |
|--|-------------|
| Westpac Nominees-NZ-Limited                            | New Zealand |
| Westpac Superannuation Nominees-NZ-Limited             | New Zealand |
| Westpac Financial Services Limited                     | Australia   |
| Westpac Funds Management Limited                       | Australia   |
| Westpac Funds Management Administration Pty Ltd        | Australia   |
| Westpac Life Insurance Services Limited(17)            | Australia   |
| Westpac Securities Administration Limited              | Australia   |
| Westpac General Insurance Services Limited             | Australia   |
| Westpac Equity Pty Limited                             | Australia   |
| A.F.G. Insurances Limited(9)                           | Australia   |
| Westpac General Insurance Limited                      | Australia   |
| Westpac Lenders Mortgage Insurance Limited             | Australia   |
| Westpac Information Technology Services Pty Limited    | Australia   |
| Westpac Private Equity Pty Limited                     | Australia   |
| Westpac Securities Limited                             | Australia   |
| Net Nominees Limited                                   | Australia   |
| Westpac Securitisation Management Pty Limited          | Australia   |
| Westpac Structured Management Pty Limited              | Australia   |
| Westpac Training Services Pty Limited                  | Australia   |
| <b>Westpac Europe Limited</b>                          | UK          |
| <b>Westpac Financial Holdings Pty Limited</b>          | Australia   |
| BT Securities Limited                                  | Australia   |
| BT (Queensland) Pty Limited                            | Australia   |
| <b>Westpac First Trust</b>                             | Australia   |
| <b>Westpac Funding Holdings Pty Limited</b>            | Australia   |
| Tavarua Funding Trust III                              | USA         |
| <b>Westpac Institutional Holdings Pty Limited</b>      | Australia   |
| Hastings Funds Management Limited                      | Australia   |
| Australian Infrastructure Fund International 1 Pty Ltd | Australia   |
| Hastings Forestry Investments Limited                  | New Zealand |
| Hastings Forests Australia Pty Limited                 | Australia   |
| Hastings Funds Management (UK) Limited                 | UK          |
| Hastings Funds Management (USA) Inc.(2)                | USA         |
| Hastings Private Equity Fund IIA Pty Limited           | Australia   |
| Hastings Private Equity Fund IIB Pty Limited           | Australia   |
| Utilities of Australia International Pty Limited       | Australia   |
| TIF International 1 Pty Limited(2)                     | Australia   |
| <b>Westpac Investments U.K. Limited(2)</b>             | UK          |
| Codrington S.a.r.l.(2)                                 | Luxembourg  |
| <b>Westpac Leasing Nominees Pty Limited</b>            | Australia   |
| Hume Funding Pty Limited                               | Australia   |
| <b>Westpac Leasing Nominees-Vic.-Pty Limited</b>       | Australia   |
| <b>Westpac Leasing Pty Limited</b>                     | Australia   |
| Castlereagh Pacific Investments Pty Limited(3)         | Australia   |
| <b>Westpac Matching Gifts Limited</b>                  | Australia   |
| <b>Westpac Overseas Holdings No. 2 Pty Limited</b>     | Australia   |
| Westpac New Zealand Group Limited                      | New Zealand |
| Westpac New Zealand Limited                            | New Zealand |
| Westpac NZ Operations Limited                          | New Zealand |
| The Home Mortgage Company Limited(3)                   | New Zealand |
| The Warehouse Financial Services Limited(3),(4)        | New Zealand |
| Westpac (NZ) Investments Limited(3)                    | New Zealand |
| Westpac Securities NZ Limited                          | New Zealand |

| Name   | Country of Incorporation |
|--|--------------------------|
| <b>Westpac Overseas Holdings Pty Limited</b>             | Australia                |
| A.G.C. (Pacific) Limited                                 | Papua New Guinea         |
| Westpac Americas Inc.                                    | USA                      |
| Westpac Investment Capital Corporation                   | USA                      |
| Westpac USA Inc.   | USA                      |
| Southern Cross Inc.                                      | USA                      |
| Westpac Finance (HK) Limited                             | Hong Kong                |
| WFAL No.1 Loan Trust                                     | Hong Kong                |
| Westpac Group Investment-NZ-Limited                      | New Zealand              |
| Westpac Holdings-NZ-Limited                              | New Zealand              |
| Augusta (1962) Limited                                   | New Zealand              |
| TBNZ Limited   | New Zealand              |
| TBNZ Capital Limited                                     | New Zealand              |
| TBNZ Developments Limited                                | New Zealand              |
| TBNZ Investments Limited                                 | New Zealand              |
| TBNZ Equity Limited                                      | New Zealand              |
| TBNZ Investments (UK) Limited                            | UK                       |
| Westpac Capital-NZ-Limited                               | New Zealand              |
| Aotearoa Financial Services Limited                      | New Zealand              |
| Westpac Lease Discounting-NZ-Limited                     | New Zealand              |
| Westpac Operations Integrated Limited                    | New Zealand              |
| Westpac Financial Synergy Limited                        | New Zealand              |
| Westpac Overseas Investments Limited                     | New Zealand              |
| Westpac Equity Investments NZ Limited                    | New Zealand              |
| Westpac Finance Limited                                  | New Zealand              |
| WestpacTrust Securities-NZ-Limited(10)                   | New Zealand              |
| Westpac Securities Inc.                                  | USA                      |
| Westpac Singapore Limited                                | Singapore                |
| <b>Westpac Properties Limited</b>                        | Australia                |
| Collins Wales Pty Limited                                | Australia                |
| <b>Westpac Property Investments Pty Limited(14)</b>      | Australia                |
| <b>Westpac Second Trust</b>                              | Australia                |
| <b>Westpac Securitisation Holdings No. 2 Pty Limited</b> | Australia                |
| <b>Westpac Securitisation Holdings Pty Limited</b>       | Australia                |
| <b>Westpac Structured Products Limited</b>               | Australia                |
| <b>Westpac TPS Trust</b>                                 | Australia                |
| <b>Wollemi Trust</b>                                     | Australia                |
| <b>Wollemi Trust 2005 - 1</b>                            | Australia                |
| <b>WST Funding Trust New Zealand</b>                     | New Zealand              |
| <b>WST Funding Trust New Zealand - NZ branch</b>         | New Zealand              |
| <b>WST Warehouse Trust #1</b>                            | Australia                |
| <b>WST-NZ Series WLIS#6 Trust</b>                        | New Zealand              |
| <b>WST-NZ Warehouse Trust #1</b>                         | New Zealand              |

---

Notes

(1) Controlled entities shown in bold type are owned directly by Westpac Banking Corporation.

(2) The following controlled entities were incorporated, formed or acquired during the year ended 30 September 2007:

|  |              |                  |
|--|--------------|------------------|
| Agri Private Capital Management Limited      | Incorporated | 21 March 2007    |
| Codrington S.a.r.l                           | Acquired     | 11 July 2007     |
| Hastings Funds Management (USA) Inc          | Incorporated | 22 November 2006 |
| Hickory Trust                                | Formed       | 10 October 2006  |
| Minami Investments Pty Limited               | Incorporated | 7 December 2006  |
| NCI Limited                                  | Incorporated | 5 July 2007      |
| NRE1 Limited                                 | Incorporated | 5 July 2007      |
| Pashley Investments Pty Limited              | Incorporated | 7 December 2006  |
| PF No. 2                                     | Acquired     | 2 July 2007      |
| Phoenix Trust                                | Formed       | 18 December 2006 |
| Real Estate Investment Trust A               | Formed       | 17 July 2007     |
| Series 2007-1G WST Trust                     | Formed       | 23 May 2007      |
| TIF International 1 Pty Limited              | Incorporated | 27 February 2007 |
| WEST BP Holdco Pty Limited                   | Incorporated | 4 December 2006  |
| WEST BP Pty Limited                          | Incorporated | 4 December 2006  |
| WEST BP Trust                                | Formed       | 8 December 2006  |
| Westpac Airport Link Pty Limited             | Incorporated | 31 January 2007  |
| Westpac Airport Link Trust                   | Formed       | 31 January 2007  |
| Westpac Essential Services Pty Limited       | Incorporated | 31 January 2007  |
| Westpac Essential Services Trust I           | Formed       | 31 January 2007  |
| Westpac Essential Services Trust II          | Formed       | 31 January 2007  |
| Westpac Investment Vehicle No. 2 Pty Limited | Incorporated | 8 December 2006  |
| Westpac Investments U.K. Limited             | Acquired     | 5 July 2007      |
| Westpac Real Estate Investment Trust I       | Formed       | 17 July 2007     |
| Westpac Real Estate Investment Trust II      | Formed       | 17 July 2007     |

(3) During the financial year, the following companies changed their ownership:

The Home Mortgage Company Limited from Westpac Holdings-NZ-Limited to Westpac NZ Operations Limited;

Westpac (NZ) Investments Limited from Westpac Holdings-NZ-Limited to Westpac NZ Operations Limited;

The Warehouse Financial Services Limited from Westpac Holdings-NZ-Limited to Westpac NZ Operations Limited;

WEST BP Holdco Pty Limited from Westpac Investment Vehicle No.2 Pty Limited to Westpac Essential Services Trust II;

Castlereagh Pacific Investments Pty Limited from Westpac Banking Corporation to Westpac Leasing Pty Limited;

Minami Investments Pty Limited from Pashley Investments Pty Limited to Victor Finance Pty Limited;

Novacare Solutions No.1 Pty Limited from Westpac Investment Vehicle Pty Limited to Westpac Essential Services Trust I;

Novacare Solutions Pty Limited from Westpac Investment Vehicle Pty Limited to Westpac Essential Services Trust I;

Novacare Health Solutions No.1 Pty Limited from Westpac Investment Vehicle Pty Limited to Westpac Essential Services Trust I;

Novacare Health Solutions No.1 Trust from Westpac Investment Vehicle Pty Limited to Westpac Essential Services Trust I;

Novacare Solutions No.1 Trust from Westpac Investment Vehicle Pty Limited to Westpac Essential Services Trust I;

Novacare Services Pty Limited from Novacare Solutions No.1 Pty Limited (50.0%) and Novacare Health Solutions No.1 Pty Limited (50.0%) to Westpac Essential Services Pty Limited; and

Victor Investments Pty Limited from Namotu Holdings Pty Limited to Minami Investments Pty Limited.

(4) All entities listed in this note are wholly owned controlled entities except the following:

|  | Percentage Owned |       |
|--|------------------|-------|
|  | 2007             | 2006  |
| Diversified Security Investments LLC     | 99.9%            | 99.9% |
| The Warehouse Financial Services Limited | 51.0%            | 51.0% |
| Voyager Funds Management Pty Limited     | 50.0%            | 50.0% |
| Westpac Bank-PNG-Limited                 | 89.9%            | 89.9% |
| Westpac Bank of Tonga                    | 60.0%            | 60.0% |
| Westpac Bank Samoa Limited               | 93.5%            | 93.5% |

(5) 50.0% of the equity in Novacare Health Pty Limited is owned by Novacare Health Solutions No.1 Pty Limited. The remaining 50.0% is owned by Novacare Solutions No. 1 Pty Ltd.

(6) Novacare Health Solutions Trust and Novacare Solutions Trust are equal partners in the Novacare Solutions Partnership

(7) 50.0% of the equity in Westpac Essential Services Trust I and Westpac Essential Services Trust II is owned by Westpac Investment Vehicle Pty Limited. The remaining 50.0% is owned by Westpac Investment Vehicle No. 2 Pty Limited.

(8) 50.0% of the equity in PF No. 2 is owned by Tasman Funding No. 1 Limited. The remaining 50.0% is owned by Tasman Funding No. 2 Limited.

(9) A.F.G. Insurances Limited is under voluntary administration.

(10) Overseas companies predominantly carry on business in the country of incorporation, except for WestpacTrust Securities NZ Limited, which predominantly operates through its London Branch. For unincorporated entities, Country of Incorporation refers to the country where business is carried on. The financial years of all controlled entities are the same as that of Westpac.

(11) 24.9% of the equity in Diversified Security Investments LLC is held directly by Enfield Downs Pty Limited. 75.0% of the equity is held directly by Oakjet Pty Limited.

(12) 50.0% of the equity in Sarnia Pty Limited and The Swan Trust is held directly by Sixty Martin Place (Holdings) Pty Limited. The other 50.0% interests are held directly by Westpac.

(13) 5.0% of the equity in Westpac Equipment Finance (No.1) Pty Limited is held directly by Teuton Pty Limited.

(14) Less than 1.0% of equity in Westpac Property Investments Pty Limited is held directly by Westpac Properties Limited.

(15) 10,000 Ordinary non voting shares (0.1%) in Victor Investments Pty Limited changed ownership from Namotu Holdings Pty Limited to Minami Investments Pty Limited.

(16) 0.1% of the equity in Westpac Investment Vehicle No. 2 Pty Limited is held directly by Westpac Holdings NZ-Limited.

(17) The following unit trusts have been consolidated where ownership has exceeded 50.0%. These unit trusts have a balance date of 30 September 2007.

|  | Percentage Owned |        |
|--|------------------|--------|
|  | 2007             | 2006   |
| BT Enhanced Fixed Interest Sector Trust              | 100.0%           | 100.0% |
| BT Institutional Conservative Growth PST             | 100.0%           | 100.0% |
| BT Institutional Enhanced Australian Shares Fund     | 100.0%           | 99.9%  |
| BT Institutional Enhanced Fixed Interest Fund        | 89.5%            | 87.0%  |
| BT Institutional Enhanced Global Fixed Interest Fund | 60.7%            | 67.1%  |
| BT Institutional Enhanced Property Securities Fund   | 72.2%            | 70.3%  |
| BT Institutional Global Share Fund                   | 98.1%            | 98.2%  |
| BT Institutional Stable Growth PST                   | 100.0%           | 100.0% |
| BT Wholesale Focus Australian Share Fund             | 78.6%            | (~)    |
| Multi-Manager Balanced Fund                          | 56.4%            | 62.2%  |

(~) Not consolidated for the respective financial year.

(18) 54.1% of the equity of Belliston Pty Limited is held directly by CBA Limited. 45.9% of the equity is held directly by Westpac Equity Holdings Pty Limited.

The following controlled entities were disposed of during the financial year:

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                                      |              |                  |
|--------------------------------------|--------------|------------------|
| EHM Investco Pty Limited             | Deregistered | 12 February 2007 |
| Hume Finance Limited Partnership     | Dissolved    | 31 August 2007   |
| Hume Investment Limited Partnership  | Dissolved    | 31 August 2007   |
| Liverpool Apold Partnership          | Dissolved    | 8 May 2007       |
| Pacific Funding                      | Sold         | 29 June 2007     |
| Piccadilly of Sydney Pty Limited     | Deregistered | 10 December 2006 |
| Renwick and Spring LLP               | Sold         | 8 May 2007       |
| Westpac Overseas Funding Pty Limited | Deregistered | 14 April 2007    |
| Westpac Tasman No. 1 Pty Limited     | Deregistered | 14 April 2007    |
| Westpac Tasman No. 2 Pty Limited     | Deregistered | 14 April 2007    |

**Note 43. Other group investments**

The Group had a significant non-controlling shareholding in the following entities as at 30 September 2007:

|   | Country where<br>Business is<br>Carried on | Beneficial<br>Interest<br>% | Carrying<br>Amount<br>\$m | Nature of Business        |
|---|--|-----------------------------|---------------------------|---------------------------|
| Airport Link Holdings Pty Limited                     | Australia                                  | 49.9                        |                           | Investment company        |
| Airport Link Unit Trust                               | Australia                                  | 49.9                        |                           | Property unit trust       |
| ALU Holdings Pty Limited                              | Australia                                  | 49.9                        |                           | Property unit trust       |
| Bluewater Funds Management SPC                        | Cayman Islands                             | 47.0                        | 5                         | Investment company        |
| Bonnyrigg Partnerships Nominee Pty Limited            | Australia                                  | 50.0                        |                           | Investment company        |
| Cardlink Services Limited                             | Australia                                  | 16.7                        | 1                         | Card clearing system      |
| Cards NZ Limited                                      | New Zealand                                | 15.4                        |                           | Credit card provider      |
| Cash Services Australia Pty Limited                   | Australia                                  | 25.0                        | 1                         | Cash logistics            |
| Electronic Transaction Services Limited               | New Zealand                                | 25.0                        |                           | Credit card processing    |
| Isomer Structured Investment Vehicle I                | Australia                                  | 20.0                        | 1                         | Investment company        |
| Ivaness Pty Limited                                   | Australia                                  | 50.0                        |                           | Corporate trustee         |
| Mondex Australia Pty Limited                          | Australia                                  | 25.0                        |                           | Smart card operations     |
| Mondex New Zealand Limited                            | New Zealand                                | 20.0                        |                           | Smart card operations     |
| Quadrant Capital Fund                                 | Australia                                  | 50.0                        | 1                         | Investment company        |
| Quadrant Capital Fund No. 2                           | Australia                                  | 26.7                        | 6                         | Investment company        |
| Regnan-Governance Research and Engagement Pty Limited | Australia                                  | 16.7                        |                           | Governance research       |
| ResCo Services Pty Limited                            | Australia                                  | 26.0                        | 3                         | Services to mining        |
| Ronin Consolidated Holdings Pty Limited               | Australia                                  | 25.0                        |                           | Property funds management |
| St Hilliers Enhanced Property Fund No.1               | Australia                                  | 19.9                        | 3                         | Property funds management |
| St Hilliers Enhanced Property Fund No.2               | Australia                                  | 15.0                        | 3                         | Property funds management |
| Sydney Harbour Bridge Holdings Pty Limited            | Australia                                  | 49.0                        |                           | Intellectual property     |
| Vipro Pty Limited                                     | Australia                                  | 33.3                        |                           | Voucher processing        |
| Westpac Diversified Property Fund                     | Australia                                  | 29.4                        | 48                        | Property                  |
| Westpac Employee Assistance Foundation Pty Limited    | Australia                                  | 50.0                        |                           | Corporate trustee         |
| Westpac Staff Superannuation Plan Pty Limited         | Australia                                  | 50.0                        |                           | Corporate trustee         |

During the 2007 financial year the Group acquired a non-controlling interest in the following entities:

50% interest in Bonnyrigg Partnerships Nominee Pty Limited;

26% interest in ResCo Services Pty Limited;

16.7% interest in Regnan-Governance Research and Engagement Pty Limited;

49.9% interest in Airport Link Holdings Pty Limited;

49.9% interest in Airport Link Unit Trust; and

49.9% interest in ALU Holdings Pty Limited.



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

During the 2007 financial year the Group's interests in the following investments ceased to be significant:

20% interest in Bronte Finance Pty Limited was sold on 10 May 2007 for consideration of \$200. The profit on sale was \$200; and

25% interest in Saville Private Syndicate Trust was sold for consideration of \$3,171,451 on 17 February 2006. The profit on sale was \$171,451.

In terms of the contribution to the results of the Group, the above investments are not material either individually or in aggregate.

**Note 44. Related party disclosures**

*Directors' interests in contracts*

As required by the Corporations Act, some Directors have given notice that they hold office in specified companies and as such are to be regarded as having an interest in any contract or proposed contract which may be made between Westpac and those companies.

All other transactions with Directors, Director-related entities and other related parties are conducted on an arm's length basis in the normal course of business and on commercial terms and conditions. These transactions principally involve the provision of financial and investment services.

*Ultimate parent*

Westpac Banking Corporation is the ultimate parent company of the Group.

*Subsidiaries*

Transactions between Westpac and its subsidiaries during the 2007 financial year have included the provision of a wide range of banking and other financial facilities, some of which have been on commercial terms and conditions, others have been on terms and conditions which represented a concession to the subsidiaries. Details of amounts paid to or received from related parties, in the form of dividends or interest, are set out in Notes 2 and 3.

Other intragroup transactions, which may or may not be on commercial terms, include the provision of management and administration services, staff training, data processing facilities, transfer of tax losses and leasing of properties, plant and equipment. Similar transactions between Group entities and other related parties have been almost invariably on commercial terms and conditions as agreed between the parties. Such transactions are not considered to be material, either individually or in aggregate.

All financial instrument transactions that have occurred during the financial year between the directors and Westpac were conducted on an arm's length basis in the ordinary course of business and on commercial terms and conditions. These transactions were trivial or domestic in nature and consisted principally of normal personal banking and financial investment services.

**Note 45. Director and other key management personnel disclosures**

Directors of Westpac during the financial year ended 30 September 2007 were:

|  |   |
|--|---|
| Ted Evans (Chairman since 1 April 2007)          | David Crawford                            |
| Leon Davis (retired on 31 March 2007)            | Carolyn Hewson                            |
| David Morgan (Managing Director and CEO)         | Helen Lynch (retired on 14 December 2006) |
| Elizabeth Bryan (Director since 6 November 2006) | Peter Wilson                              |
| Gordon Cairns                                    |   |

Other key management personnel with the greatest authority for strategic direction and management during the year ended 30 September 2007 were:

|                  |  |
|------------------|--|
| Ilana Atlas      | Group Executive, People and Performance  |
| Andrew Carriline | Acting Chief Risk Officer (from 26 April 2007)   |
| Philip Chronican | Group Executive, Westpac Institutional Bank  |
| Philip Coffey    | Chief Financial Officer  |
| Rob Coombe       | Chief Executive Officer, BT Financial Group  |
| Michael Coomer   | Group Executive, Business and Technology Solutions and Services (retired 3 August 2007)                                    |
| Brad Cooper      | Group Executive, New Zealand (commenced 2 April 2007)  |
| Peter Hanlon     | Group Executive, Business Financial Services (from 1 March 2007)   |
| Michael Pratt    | Group Executive, Consumer Financial Services (from 1 March 2007, previously Group Executive Business and Consumer Banking) |
| Ann Sherry       | Chief Executive, New Zealand (to 2 April 2007) and Group Executive, Pacific Banking (resigned 15 June 2007)                |
| Diane Sias       | Group Executive, Business and Technology Solutions and Services (commenced 10 September 2007)                              |
| Rob Whitfield    | Group Executive, Risk (until 25 April 2007)  |

All other key management personnel were employed by Westpac Banking Corporation during the year ended 30 September 2007 except for Ann Sherry from 1 November 2006 to 6 April 2007 and Brad Cooper from 2 April 2007 who were employed by Westpac New Zealand Limited.

*Key management personnel compensation*

Westpac has taken advantage of the relief provided by Corporations Regulation 2M.6.04 and has transferred the detailed remuneration disclosures to the directors' report. The relevant information is in the remuneration report.

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Total compensation of all key management personnel, including Non-executive Directors, CEO and other key management personnel:

|                            | Short Term Benefits<br>\$ | Post Employment Benefits<br>\$ | Share-based Payments<br>\$ | Total<br>\$ |
|----------------------------|---------------------------|--------------------------------|----------------------------|-------------|
| <b>Parent Entity</b>       |                           |                                |                            |             |
| 2007                       | 25,086,396                | 2,455,400                      | 12,023,962                 | 39,565,758  |
| 2006                       | 19,193,863                | 2,468,275                      | 12,535,761                 | 34,197,899  |
| <b>Consolidated Entity</b> |                           |                                |                            |             |
| 2007                       | 29,178,709                | 2,680,443                      | 13,026,530                 | 44,885,682  |
| 2006                       | 19,193,863                | 2,468,275                      | 12,535,761                 | 34,197,899  |

*Share-based payments*

*Granted and vesting during the year and holdings of options and share rights*

Details of share-based payments granted and vesting during the year and holdings of options and share rights by the CEO and other key management personnel, together with the terms and conditions of the instruments, is in the Remuneration report.

*Ordinary shares provided on exercise of instruments*

Details of the ordinary shares provided during the year on the exercise of share-based payment instruments, to the CEO and other key management personnel were:

|                         | Type of Instrument | Number of Ordinary Shares | Amount Paid per Share<br>\$ |
|-------------------------|--------------------|---------------------------|-----------------------------|
| <b>David Morgan</b>     |                    |                           |                             |
| Ilana Atlas             | Option             | 94,186                    | 10.75                       |
|                         | Option             | 90,910                    | 13.67                       |
|                         | Option             | 172,340                   | 14.70                       |
|                         | Option             | 72,141                    | 13.59                       |
|                         | Share right        | 18,944                    |                             |
| <b>Andrew Carriline</b> |                    |                           |                             |
| Andrew Carriline        | Option             | 20,000                    | 9.53                        |
|                         | Option             | 25,000                    | 13.50                       |
|                         | Option             | 18,186                    | 13.59                       |
| <b>Philip Chronican</b> |                    |                           |                             |
| Philip Chronican        | Option             | 163,681                   | 13.59                       |
| <b>Philip Coffey</b>    |                    |                           |                             |
| Philip Coffey           | Option             | 129,255                   | 14.70                       |
|                         | Option             | 46,809                    | 16.03                       |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|                |        |        |       |
|----------------|--------|--------|-------|
| Rob Coombe     | Option | 95,000 | 13.59 |
| Michael Coomer |        |        |       |
| Brad Cooper    |        |        |       |
| Peter Hanlon   |        |        |       |
| Michael Pratt  |        |        |       |
| Ann Sherry     |        |        |       |
| Diane Sias     |        |        |       |
| Rob Whitfield  |        |        |       |

No amounts are unpaid on any shares provided on the exercise of share-based payment instruments.

*Shareholdings*

The following table sets out details of Westpac ordinary shares held by the Non-executive Directors during the year ended 30 September 2007:

|                 | Notes   | Number Held at Start of Year | Other Changes During the Year | Number Held at End of Year | Number Held Non-Beneficially at Start of Year | Number Held Non-Beneficially at End of Year |
|-----------------|---------|------------------------------|-------------------------------|----------------------------|---|---|
| Ted Evans       |         | 7,777                        | 1,729                         | 9,506                      |   |   |
| Elizabeth Bryan |         |                              | 1,677                         | 1,677                      |   |   |
| Leon Davis      | (1),(2) | 57,435                       | 8,508                         |                            | 84,608  |   |
| Gordon Cairns   |         | 8,506                        |                               | 8,506                      |   |   |
| David Crawford  |         | 15,532                       | 4,767                         | 20,299                     |   |   |
| Carolyn Hewson  |         | 9,075                        | 1,799                         | 10,874                     |   |   |
| Helen Lynch     | (1),(2) | 25,109                       | 661                           |                            | 84,603  |   |
| Peter Wilson    |         | 10,822                       | 538                           | 11,360                     |   |   |

(1) These Directors had relevant interests (non-beneficial) in shares and shares subject to warrants, held beneficially by a staff/community related fund of which those Directors were trustees.

(2) The above information relates to the period that these Directors were Directors of Westpac during the year.

The following table sets out details of Westpac ordinary shares held by the CEO and the other key management personnel for the year ending 30 September 2007:

|                   | Number Held at Start of Year | Number Received on Exercise of Equity Instruments | Other Changes During the Year | Number Held at End of Year(1) | Number Held Non-Beneficially at Start of Year | Number Held Non-Beneficially at End of Year |
|-------------------|------------------------------|---|-------------------------------|-------------------------------|---|---|
| David Morgan      | 1,958,186                    |   | (800,000)                     | 1,158,186                     |   |   |
| Ilana Atlas       | 13,089                       | 448,521   | 647                           | 462,257                       | 2,000   | 2,000                                       |
| Andrew Carriline  | 14,855                       | 63,186  | (63,186)                      | 14,855                        |   |   |
| Philip Chronican  | 460,000                      | 163,681   |                               | 623,681                       |   |   |
| Philip Coffey     | 222,285                      | 176,064   | (114,727)                     | 283,622                       |   |   |
| Rob Coombe        | 37,493                       | 95,000  | 25,548                        | 158,041                       |   |   |
| Michael Coomer(2) | 61,280                       |   | (18,065)                      |                               |   |   |
| Brad Cooper       |                              |   |                               |                               |   |   |
| Peter Hanlon      | 28,758                       |   | (1,397)                       | 27,361                        |   |   |
| Michael Pratt     | 9,708                        |   | 1,821                         | 11,529                        |   |   |
| Ann Sherry(2)     | 286,025                      |   |                               |                               |   |   |
| Diane Sias        |                              |   |                               |                               |   |   |
| Rob Whitfield(2)  | 269,225                      |   |                               |                               |   |   |

- (1) The highest number of shares held by an individual in the above tables is 0.06% of total Westpac ordinary shares outstanding at 30 September 2007.
- (2) The above information relates to the period that these executives were other key management personnel during the year.



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

The following table sets out the details of the options and performance share rights held at 30 September 2007 by the CEO and other key management personnel:

|                  | Number of<br>Options | Number of<br>Share Rights | Exercise Price<br>of Options | Latest Date<br>for Exercise |
|------------------|----------------------|---------------------------|------------------------------|-----------------------------|
| David Morgan     | 713,000              | 218,000                   | \$ 19.17                     | 28 Feb 2015                 |
|                  | 713,000              | 218,000                   | \$ 23.52                     | 28 Feb 2016                 |
|                  | 594,167              | 181,667                   | \$ 24.18                     | 30 Nov 2016                 |
| Ilana Atlas      | 137,362              | 38,071                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 143,728              | 36,764                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 141,053              | 33,479                    | \$ 20.53                     | 20 Dec 2015                 |
|                  | 99,711               | 21,340                    | \$ 23.98                     | 15 Dec 2016                 |
| Andrew Carriline | 36,630               | 10,152                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 66,202               | 16,934                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 38,007               | 9,021                     | \$ 20.53                     | 20 Dec 2015                 |
|                  | 40,865               | 8,746                     | \$ 23.98                     | 15 Dec 2016                 |
| Philip Chronican | 265,567              | 73,604                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 278,745              | 71,301                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 341,231              | 80,993                    | \$ 20.53                     | 20 Dec 2015                 |
|                  | 235,710              | 50,450                    | \$ 23.98                     | 15 Dec 2016                 |
| Philip Coffey    | 127,308              |                           | \$ 13.59                     | 20 Jan 2013                 |
|                  | 210,622              | 58,375                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 209,059              | 53,475                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 199,333              | 47,312                    | \$ 20.53                     | 20 Dec 2015                 |
|                  | 149,567              | 32,012                    | \$ 23.98                     | 15 Dec 2016                 |
| Rob Coombe       | 26,246               | 31,839                    | \$ 13.59                     | 20 Jan 2013                 |
|                  | 73,260               | 20,304                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 121,951              | 31,194                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 135,816              | 32,236                    | \$ 20.53                     | 20 Dec 2015                 |
|                  | 133,220              | 28,513                    | \$ 23.98                     | 15 Dec 2016                 |
| Brad Cooper      |                      | 22,045                    |                              | 1 May 2017                  |
| Peter Hanlon     | 108,974              | 30,203                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 138,501              | 35,427                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 100,511              | 23,857                    | \$ 20.53                     | 20 Dec 2015                 |
|                  | 55,249               | 11,824                    | \$ 23.98                     | 15 Dec 2016                 |
| Michael Pratt    | 293,040              | 81,218                    | \$ 16.34                     | 21 Jan 2014                 |
|                  | 313,588              | 80,213                    | \$ 18.98                     | 20 Jan 2015                 |
|                  | 317,581              | 75,380                    | \$ 20.53                     | 20 Dec 2015                 |
|                  | 228,845              | 48,980                    | \$ 23.98                     | 15 Dec 2016                 |
| Diane Sias       |                      |                           |                              |                             |

*Loans to Directors and other key management personnel disclosures*

All financial instrument transactions that have occurred during the financial year between the directors and Westpac were conducted on an arm's length basis in the ordinary course of business and on commercial terms and conditions. These transactions were trivial or domestic in nature and consisted principally of normal personal banking and financial investment services.

Details of loans to Directors and other key management personnel (including their related parties) of the Westpac Group are:

|                                | Balance<br>at Start<br>of Year<br>\$ | Interest<br>Paid and<br>Payable for<br>the Year<br>\$ | Interest<br>Not<br>Charged<br>\$ | Balance<br>at End<br>of Year<br>\$ | Number<br>in Group<br>at End<br>of Year |
|--------------------------------|--------------------------------------|---|----------------------------------|------------------------------------|---|
| Directors                      | 601,062                              | 21,652  |                                  | 146,182                            | 2                                       |
| Other key management personnel | 2,889,806                            | 450,128   |                                  | 6,047,613                          | 6                                       |
|                                | 3,490,868                            | 471,780   |                                  | 6,193,795                          | 8                                       |

Individuals with loans above \$100,000 during the financial year:

|                                       | Balance<br>at Start<br>of Year<br>\$ | Interest<br>Paid and<br>Payable for<br>the Year<br>\$ | Interest<br>Not<br>Charged<br>\$ | Balance<br>at End<br>of Year<br>\$ | Highest<br>Indebtedness<br>During<br>the Year<br>\$ |
|---------------------------------------|--------------------------------------|---|----------------------------------|------------------------------------|---|
| <b>Directors</b>                      |                                      |   |                                  |                                    |   |
| Ted Evans                             | 244,662                              | 15,658  |                                  | 140,532                            | 253,345   |
| Helen Lynch                           | 350,000                              | 5,341   |                                  |                                    | 350,000   |
| <b>Other key management personnel</b> |                                      |   |                                  |                                    |   |
| Andrew Carriline                      |                                      | 80,159  |                                  | 296,220                            | 1,355,500   |
| Philip Chronican                      | 111,481                              | 3,432   |                                  |                                    | 217,907   |
| Philip Coffey                         | 250,000                              | 18,708  |                                  | 250,000                            | 250,000   |
| Brad Cooper                           |                                      | 84,411  |                                  | 4,038,585                          | 4,290,000   |
| Peter Hanlon                          |                                      | 59,627  |                                  | 886,898                            | 890,898   |
| Michael Pratt                         | 203,241                              | 15,358  |                                  | 208,138                            | 208,138   |
| Ann Sherry                            | 610,637                              | 27,440  |                                  |                                    | 610,637   |
| Diane Sias                            |                                      | 34,232  |                                  | 367,772                            | 649,769   |
| Rob Whitfield                         | 1,714,448                            | 126,761   |                                  |                                    | 1,714,448   |

*Other transactions with Directors and key management personnel*

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Certain Directors and other key management personnel have invested in Infrastructure Notes issued by subsidiaries which have been financed with limited recourse loans and are subject to forward sale arrangements. The loan repayments and proceeds arising from the forward sale arrangements are subject to legal right of set-off and are presented on net basis in the financial statements. The net amount recognised by the Group in respect of these transactions is the annual contribution paid by the investor in the Infrastructure Notes. These transactions have been undertaken on the same terms and conditions as transactions with customers.

The total annual contributions received in respect of Infrastructure Notes for the year ended 30 September 2007 was \$501,670 (2006 \$1,156,728). The contributions were made by Elizabeth Bryan, Philip Coffey and Rob Coombe.

**Note 46. Notes to the cash flow statements***Cash and balances with central banks*

|  | 2007  | Consolidated | 2005  | 2007          | 2006  |
|--|-------|--------------|-------|---------------|-------|
|  | \$m   | 2006         | \$m   | Parent Entity | 2006  |
|  |       | \$m          |       | \$m           | \$m   |
| Cash on hand                               | 1,341 | 2,444        | 2,850 | 1,745         | 1,773 |
| Balance with central banks                 | 902   | 688          | 3     | 884           | 688   |
| Total cash and balances with central banks | 2,243 | 3,132        | 2,853 | 2,629         | 2,461 |

*Cash and cash equivalents*

Reconciliation of net cash (used in)/provided by operating activities to net profit attributable to equity holders of Westpac Banking Corporation.

|  | 2007           | Consolidated   | 2005         | 2007           | 2006       |
|--|----------------|----------------|--------------|----------------|------------|
|  | \$m            | 2006           | \$m          | Parent Entity  | 2006       |
|  |                | \$m            |              | \$m            | \$m        |
| <b>Reconciliation of net cash (used in)/provided by operating activities to net profit</b> |                |                |              |                |            |
| Net profit   | 3,518          | 3,125          | 2,949        | 2,864          | 3,359      |
| Adjustments:   |                |                |              |                |            |
| Depreciation and amortisation  | 311            | 280            | 280          | 271            | 267        |
| Increase/(decrease) in sundry provisions and other non-cash items                          | 1              | 58             | 607          | 64             | 877        |
| Impairment charges   | 504            | 350            | 296          | 426            | 350        |
| Decrease in derivative financial instruments   | (5,591)        | (2,488)        | (1,829)      | (5,704)        | (2,843)    |
| (Increase)/decrease in trading assets  | (5,735)        | (3,268)        | 119          | (5,389)        | (1,624)    |
| Increase/(decrease) in trading liabilities   | 5,562          | (360)          | (674)        | 5,416          | (222)      |
| (Increase)/decrease in accrued interest receivable   | (174)          | (90)           | (57)         | (49)           | 133        |
| Increase in accrued interest payable   | 269            | 37             | 244          | 49             | 139        |
| Increase/(decrease) in current and deferred tax  | 60             | 25             | 355          | (262)          | (43)       |
| <b>Net cash (used in)/provided by operating activities</b>                                 | <b>(1,275)</b> | <b>(2,331)</b> | <b>2,290</b> | <b>(2,314)</b> | <b>393</b> |
| <b>Details of assets and liabilities of controlled entities and businesses disposed(1)</b> |                |                |              |                |            |
| Cash at bank   |                |                | 54           | (106)          |            |
| Loans  |                |                | 25           | (31,774)       |            |
| Fixed assets   |                |                | 641          | (20)           |            |
| Other assets   |                | 18             | 19           | (692)          | 18         |
| Deposits   |                |                | (21)         | 23,810         |            |
| Other liabilities  |                |                | (129)        | 8,782          |            |
| Net assets of entities and businesses disposed   |                | 18             | 589          |                | 18         |
| Liabilities assumed on disposal  |                | 30             |              |                | 30         |
| Gain on disposal   |                | 72             | 10           |                | 72         |
| <b>Cash consideration (net of sale costs)</b>  |                | 120            | 599          |                | 120        |
| Less: Cash deconsolidated  |                |                | (54)         | (106)          |            |
| <b>Cash consideration (net of sale costs and cash held)</b>                                |                | 120            | 545          | (106)          | 120        |

(1) In 2007 Westpac's New Zealand Branch transferred its consumer and business banking to a locally incorporated bank (2006 custody business was sold, 2005 the Epic Group was sold).

*Business disposed*

During the financial year, Westpac disposed of its New Zealand retail banking operation to a subsidiary entity in the Group, Westpac New Zealand Limited.

*Equity transactions*

Shares issued under the dividend reinvestment plan amounted to \$635 million in the year ended 30 September 2007 (2006 \$349 million, 2005 \$420 million).

**Note 47. Explanation of transition to A-IFRS**

This is the second year that the Group has presented its financial statements in accordance with A-IFRS. Westpac's date of transition to A-IFRS was 1 October 2004.

As Westpac presents two years of comparative information in certain areas of the financial report we have included the transition adjustments as at 1 October 2005.

**Presentation changes to previously reported AGAAP comparatives:**

In accordance with A-IFRS disclosure requirements certain items have been reclassified between specific asset and liability categories. The key presentation adjustments made for our reconciliations for periods after 1 October 2005 are as follows:

investment securities have predominately been reclassified into the new category of available-for-sale securities; and certificates of deposit previously reported as part of deposits have been reclassified as deposits at fair value.

**A-IFRS adjustments impacting on the restatement of the opening balance sheet as at 1 October 2005**

*Classification*

As a result of the application of the new classification standards for financial instruments from 1 October 2005, new balance sheet classifications have been created and certain assets and liabilities have been moved to different balance sheet line items. The most significant adjustment was the reclassification of acceptance assets as loans, and acceptance liabilities as debt issues. Classification changes had no impact on shareholders equity.

*Debt v. equity classifications*

From 1 October 2005 the FIRsTS and TPS 2004 hybrid equity instruments with a carrying value of \$1,343 million previously classified as equity were reclassified as debt on the balance sheet. After 1 October 2005, distributions on these instruments are classified as interest expense in the income statement. TPS 2003 continues to be classified as minority interests instruments in the Group balance sheet and convertible debentures within equity instruments in the parent company balance sheet with its distributions included in net profit attributable to minority interests (Group) or distributions on convertible debentures (Parent) in the income statement.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Additionally, minority interests of \$826 million in managed investment schemes controlled by the Group's life companies were reclassified as debt and transferred to policyholder liabilities.

### *Insurance contracts*

Under A-IFRS revised measurement rules, particularly relating to discount rates and amortisation periods, are applied when determining life insurance policyholder liabilities. Additionally, deferred acquisition costs and deferred entry fees are no longer included in the calculation of policyholder liabilities. As a result, as at 1 October 2005 policyholder liabilities increased by \$142 million, other assets increased by \$34 million and other liabilities increased by \$24 million. Shareholders' equity was reduced by \$132 million as a result of these adjustments.

### *Effective yield*

From 1 October 2005, certain lending and borrowing related fees received and costs paid are required to be deferred on the balance sheet and subsequently recognised as a yield adjustment to interest income or interest expense. Although there should be no impact on net income over time, the classifications of some income and expense items change and there will be some short term impacts, with greater levels of income deferred in the short term in a growing business.

### *Loan provisioning*

At 1 October 2005 the application of the A-IFRS financial instruments standards to the loss estimation process resulted in an overall reduction in consolidated credit provisioning levels of \$547 million (Parent \$584 million). Provisions held for incurred losses related to off-balance sheet exposures and work out costs of \$144 million (Parent \$135 million) were reclassified to provisions and \$16 million (Parent \$16 million) for credit related items no longer included in credit provisions was transferred to other liabilities. Additionally, the carrying amount of loan assets increased by \$38 million (Parent \$38 million) as amounts written off under AGAAP in excess of the write offs permitted by A-IFRS were reversed.

### *Derivatives and hedging*

From 1 October 2005 A-IFRS requires that all derivative contracts, whether used as hedging instruments or otherwise, be recognised on the balance sheet at fair value. Transition adjustments at 1 October 2005 resulted in a reduction in the carrying value of derivative assets of \$359 million (Parent \$168 million), derivative liabilities by \$211 million (Parent \$31 million), the carrying value of other assets reducing by \$81 million (Parent \$344 million increase) and other liabilities by \$112 million (Parent \$58 million) reflecting the replacement of accruals with fair value carrying values. A cash flow hedge reserve of \$51 million (Parent \$67 million) was recognised within equity. After tax, the transition adjustment for derivatives and hedging reduced shareholders' equity by \$63 million (Parent \$317 million).

### *Other*

The other items line summarises the impact of other adjustments that are not individually significant.





*Consolidated*

|  | 30 September 2005              |  |  | Opening<br>A-IFRS<br>1 October<br>2005<br>\$m |
|--|--------------------------------|--|--|---|
|  | 30 September<br>2005(1)<br>\$m | Effect of Adoption of AASB 132/139<br>Presentation<br>1 October<br>2005<br>\$m | Recognition and<br>Measurement<br>1 October<br>2005<br>\$m |   |
| <b>Assets</b>  |                                |  |  |   |
| Cash and balances with central banks   | 2,853                          |  |  | 2,853   |
| Due from other financial institutions  | 14,355                         |  | 8  | 14,363  |
| Derivative financial instruments   | 9,944                          |  | (352)  | 9,592   |
| Trading securities   | 12,036                         |  | 132  | 12,168  |
| Other financial assets designated at fair value                              |                                |  | 1,643  | 1,643   |
| Available-for-sale securities  |                                | 2,490  | (1,885)  | 605   |
| Investment securities  | 2,428                          | (2,428)  |  |   |
| Loans  | 198,286                        |  | 5,817  | 204,103                                       |
| Acceptances of customers   | 4,864                          |  | (4,864)  |   |
| Life insurance assets  | 13,595                         |  | 2  | 13,597  |
| Regulatory deposits with central banks overseas                              | 347                            |  | 1  | 348   |
| Goodwill and other intangible assets   | 2,957                          |  |  | 2,957   |
| Property, plant and equipment  | 379                            |  |  | 379   |
| Deferred tax assets  | 820                            |  | (78)   | 742   |
| Other assets   | 3,399                          | (62)   | (355)  | 2,982   |
| <b>Total assets</b>  | <b>266,263</b>                 |  | <b>69</b>  | <b>266,332</b>                                |
| <b>Liabilities</b>   |                                |  |  |   |
| Due to other financial institutions  | 10,654                         |  | 51   | 10,705  |
| Deposits at fair value   |                                | 29,440   |  | 29,440  |
| Deposits at amortised cost   | 149,252                        | (29,440)   | 96   | 119,908                                       |
| Derivative financial instruments   | 10,514                         |  | (194)  | 10,320  |
| Trading liabilities and other financial liabilities designated at fair value | 3,154                          |  | 3,491  | 6,645   |
| Debt issues  | 48,754                         |  | 1,420  | 50,174  |
| Acceptances  | 4,864                          |  | (4,864)  |   |
| Current tax liabilities  | 306                            |  | (17)   | 289   |
| Deferred tax liabilities   | 20                             |  | 26   | 46  |
| Life insurance liabilities   | 11,717                         |  | 971  | 12,688  |
| Provisions   | 651                            |  | 144  | 795   |
| Other liabilities  | 5,270                          |  | (206)  | 5,064   |
| <b>Total liabilities excluding loan capital</b>                              | <b>245,156</b>                 |  | <b>918</b>   | <b>246,074</b>                                |
| Loan Capital:  |                                |  |  |   |
| Subordinated bonds, notes and debentures                                     | 3,702                          |  | 1,298  | 5,000   |
| Subordinated perpetual notes   | 512                            |  |  | 512   |
| <b>Total loan capital</b>  | <b>4,214</b>                   |  | <b>1,298</b>   | <b>5,512</b>                                  |
| <b>Total liabilities</b>   | <b>249,370</b>                 |  | <b>2,216</b>   | <b>251,586</b>                                |
| <b>Net assets</b>  | <b>16,893</b>                  |  | <b>(2,147)</b>   | <b>14,746</b>                                 |
| <b>Shareholders equity</b>   |                                |  |  |   |
| Share capital  | 5,235                          |  |  | 5,235   |
| Reserves:  |                                |  |  |   |
| Available-for-sale securities reserve  |                                |  |  |   |
| Share-based payment reserve  | 142                            |  |  | 142   |
| Cash flow hedging reserve  |                                |  | 51   | 51  |
| Foreign currency translation reserve   | (96)                           |  | 25   | (71)  |
| Retained profits   | 8,280                          |  | (50)   | 8,230   |
| Other equity interests   |                                |  |  |   |
| <b>Total equity attributable to equity holders of WBC</b>                    | <b>13,561</b>                  |  | <b>26</b>  | <b>13,587</b>                                 |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   |               |                |               |
|---|---------------|----------------|---------------|
| Minority interests                                      | 3,332         | (2,173)        | 1,159         |
| <b>Total shareholders equity and minority interests</b> | <b>16,893</b> | <b>(2,147)</b> | <b>14,746</b> |

---

(1) The 30 September 2005 position is prepared based upon AGAAP accounting standards for financial instruments and insurance related assets and liabilities and A-IFRS accounting standards for all other assets and liabilities.

*Consolidated*

|  | Effect of Adoption of AASB 132/139<br>Recognition and Measurement 1 October 2005 |   |                               |                           |                             |                                      |              | Total<br>\$m   |
|--|--|---|-------------------------------|---------------------------|-----------------------------|--------------------------------------|--------------|----------------|
|  | Classification<br>and<br>Measurement<br>\$m                                      | Hybrid<br>Capital<br>Instruments<br>\$m | Insurance<br>Contracts<br>\$m | Effective<br>Yield<br>\$m | Loan<br>Provisioning<br>\$m | Derivatives<br>and<br>Hedging<br>\$m | Other<br>\$m |                |
| <b>Assets</b>  |  |   |                               |                           |                             |                                      |              |                |
| Cash and balances with central banks   |  |   |                               |                           |                             |                                      |              |                |
| Due from other financial institutions  | 1  |   |                               |                           |                             | 7                                    |              | 8              |
| Derivative financial instruments   | 7  |   |                               |                           |                             | (359)                                |              | (352)          |
| Trading securities   | 132  |   |                               |                           |                             |                                      |              | 132            |
| Other financial assets designated at fair value                              | 1,643  |   |                               |                           |                             |                                      |              | 1,643          |
| Available-for-sale securities  | (1,886)  |   |                               |                           |                             | 1                                    |              | (1,885)        |
| Investment securities  |  |   |                               |                           |                             |                                      |              |                |
| Loans  | 5,140  |   |                               | 5                         | 729                         | (57)                                 |              | 5,817          |
| Acceptances of customers   | (4,864)  |   |                               |                           |                             |                                      |              | (4,864)        |
| Life insurance assets  | 2  |   |                               |                           |                             |                                      |              | 2              |
| Regulatory deposits with central banks overseas                              | 1  |   |                               |                           |                             |                                      |              | 1              |
| Goodwill and other intangible assets   |  |   |                               |                           |                             |                                      |              |                |
| Property, plant and equipment  |  |   |                               |                           |                             |                                      |              |                |
| Deferred tax assets  | 10   | (4)                                     | 7                             | 112                       | (178)                       | (25)                                 |              | (78)           |
| Other assets   | (35)   |   | 34                            | (328)                     | 5                           | (32)                                 | 1            | (355)          |
| <b>Total assets</b>  | <b>151</b>   | <b>(4)</b>                              | <b>41</b>                     | <b>(211)</b>              | <b>556</b>                  | <b>(465)</b>                         | <b>1</b>     | <b>69</b>      |
| <b>Liabilities</b>   |  |   |                               |                           |                             |                                      |              |                |
| Due to other financial institutions  | 11   |   |                               |                           |                             | 40                                   |              | 51             |
| Deposits at fair value   |  |   |                               |                           |                             |                                      |              |                |
| Deposits at amortised cost   | 10   |   |                               | 86                        |                             |                                      |              | 96             |
| Derivative financial instruments   | 20   |   |                               | (6)                       | 2                           | (211)                                | 1            | (194)          |
| Trading liabilities and other financial liabilities designated at fair value | 3,491  |   |                               |                           |                             |                                      |              | 3,491          |
| Debt issues  | 1,673  |   |                               | (160)                     |                             | (93)                                 |              | 1,420          |
| Acceptances  | (4,864)  |   |                               |                           |                             |                                      |              | (4,864)        |
| Current tax liabilities  | 1  |   | (3)                           | (16)                      |                             | 1                                    |              | (17)           |
| Deferred tax liabilities   | 7  |   | 10                            | 56                        | (2)                         | (45)                                 |              | 26             |
| Life insurance liabilities   | 3  | 826                                     | 142                           |                           |                             |                                      |              | 971            |
| Provisions   |  |   |                               |                           | 144                         |                                      |              | 144            |
| Other liabilities  | (180)  |   | 24                            | (6)                       | 16                          | (60)                                 |              | (206)          |
| <b>Total liabilities excluding loan capital</b>                              | <b>172</b>   | <b>826</b>                              | <b>173</b>                    | <b>(46)</b>               | <b>160</b>                  | <b>(368)</b>                         | <b>1</b>     | <b>918</b>     |
| Loan Capital:  |  |   |                               |                           |                             |                                      |              |                |
| Subordinated bonds, notes and debentures                                     |  | 1,343                                   |                               | (11)                      |                             | (34)                                 |              | 1,298          |
| Subordinated perpetual notes   |  |   |                               |                           |                             |                                      |              |                |
| <b>Total loan capital</b>  |  | <b>1,343</b>                            |                               | <b>(11)</b>               |                             | <b>(34)</b>                          |              | <b>1,298</b>   |
| <b>Total liabilities</b>   | <b>172</b>   | <b>2,169</b>                            | <b>173</b>                    | <b>(57)</b>               | <b>160</b>                  | <b>(402)</b>                         | <b>1</b>     | <b>2,216</b>   |
| <b>Net assets</b>  | <b>(21)</b>  | <b>(2,173)</b>                          | <b>(132)</b>                  | <b>(154)</b>              | <b>396</b>                  | <b>(63)</b>                          |              | <b>(2,147)</b> |
| <b>Shareholders equity</b>   |  |   |                               |                           |                             |                                      |              |                |
| Share capital  |  |   |                               |                           |                             |                                      |              |                |
| Reserves:  |  |   |                               |                           |                             |                                      |              |                |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|   |      |         |       |       |     |       |     |         |
|---|------|---------|-------|-------|-----|-------|-----|---------|
| Available-for-sale securities reserve                     |      |         |       |       |     |       |     |         |
| Share-based payment reserve                               |      |         |       |       |     |       |     |         |
| Cash flow hedging reserve                                 |      |         |       |       |     | 51    |     | 51      |
| Foreign currency translation reserve                      |      | 22      |       |       | 1   | 1     | 1   | 25      |
| Retained profits  | (21) | (22)    | (132) | (154) | 395 | (115) | (1) | (50)    |
| Other equity interests                                    |      |         |       |       |     |       |     |         |
| <b>Total equity attributable to equity holders of WBC</b> | (21) |         | (132) | (154) | 396 | (63)  |     | 26      |
| Minority interests  |      | (2,173) |       |       |     |       |     | (2,173) |
| <b>Total shareholders equity and minority interests</b>   | (21) | (2,173) | (132) | (154) | 396 | (63)  |     | (2,147) |

*Parent entity*

|  | 30 September 2005              |  |  |   |
|--|--------------------------------|--|--|---|
|  | 30 September<br>2005(1)<br>\$m | Presentation<br>1 October<br>2005<br>\$m | Effect of Adoption of AASB 132/139<br>Recognition and<br>Measurement<br>1 October<br>2005<br>\$m | Opening<br>A-IFRS<br>1 October<br>2005<br>\$m |
| <b>Assets</b>  |                                |  |  |   |
| Cash and balances with central banks   | 2,391                          |  |  | 2,391   |
| Due from other financial institutions  | 8,285                          |  | 1  | 8,286   |
| Derivative financial instruments   | 9,340                          |  | (199)  | 9,141   |
| Trading securities   | 12,236                         |  | 133  | 12,369  |
| Other financial assets designated at fair value                              |                                |  | 240  | 240   |
| Available-for-sale securities  |                                | 693                                      | (505)  | 188   |
| Investment securities  | 656                            | (656)                                    |  |   |
| Loans  | 192,869                        |  | 7,316  | 200,185                                       |
| Acceptances of customers   | 5,143                          |  | (5,143)  |   |
| Regulatory deposits with central banks overseas                              | 325                            |  | 1  | 326   |
| Due from controlled entities   | 17,590                         |  | (1,526)  | 16,064  |
| Investments in controlled entities   | 4,528                          |  |  | 4,528   |
| Goodwill and other intangible assets   | 1,661                          |  |  | 1,661   |
| Property, plant and equipment  | 259                            |  |  | 259   |
| Deferred tax assets  | 939                            |  | (79)   | 860   |
| Other assets   | 2,652                          | (37)                                     | (298)  | 2,317   |
| <b>Total assets</b>  | <b>258,874</b>                 |  | <b>(59)</b>  | <b>258,815</b>                                |
| <b>Liabilities</b>   |                                |  |  |   |
| Due to other financial institutions  | 7,016                          |  | 11   | 7,027   |
| Deposits at fair value   |                                | 29,440                                   |  | 29,440  |
| Deposits at amortised cost   | 149,052                        | (29,440)                                 | 96   | 119,708                                       |
| Derivative financial instruments   | 10,406                         |  | (24)   | 10,382  |
| Trading liabilities and other financial liabilities designated at fair value | 3,046                          |  |  | 3,046   |
| Debt issues  | 22,559                         |  | 4,804  | 27,363  |
| Acceptances  | 5,143                          |  | (5,143)  |   |
| Current tax liabilities  | 313                            |  | (18)   | 295   |
| Deferred tax liabilities   | 136                            |  | 13   | 149   |
| Due to controlled entities   | 38,631                         |  | 1,371  | 40,002  |
| Provisions   | 558                            |  | 143  | 701   |
| Other liabilities  | 3,814                          |  | (103)  | 3,711   |
| <b>Total liabilities excluding loan capital</b>                              | <b>240,674</b>                 |  | <b>1,150</b>   | <b>241,824</b>                                |
| Loan Capital:  |                                |  |  |   |
| Subordinated bonds, notes and debentures                                     | 3,702                          |  | (34)   | 3,668   |
| Subordinated perpetual notes   | 512                            |  |  | 512   |
| <b>Total loan capital</b>  | <b>4,214</b>                   |  | <b>(34)</b>  | <b>4,180</b>                                  |
| <b>Total liabilities</b>   | <b>244,888</b>                 |  | <b>1,116</b>   | <b>246,004</b>                                |
| <b>Net assets</b>  | <b>13,986</b>                  |  | <b>(1,175)</b>   | <b>12,811</b>                                 |
| <b>Shareholders equity</b>   |                                |  |  |   |
| Share capital  | 5,291                          |  |  | 5,291   |
| Reserves   | (3)                            |  | 73   | 70  |
| Retained profits   | 6,214                          |  | 99   | 6,313   |
| Other equity interests   | 2,484                          |  | (1,347)  | 1,137   |
| <b>Total equity attributable to equity holders of WBC</b>                    | <b>13,986</b>                  |  | <b>(1,175)</b>   | <b>12,811</b>                                 |
| Minority interests   |                                |  |  |   |
| <b>Total shareholders equity and minority interests</b>                      | <b>13,986</b>                  |  | <b>(1,175)</b>   | <b>12,811</b>                                 |

---

(1) The 30 September 2005 position is prepared based upon AGAAP accounting standards for financial instruments and insurance related assets and liabilities and A-IFRS accounting standards for all other assets and liabilities.

|  | Effect of Adoption of AASB 132/139<br>Recognition and Measurement 1 October 2005 |   |                           |                             |                                      |              |                |
|--|--|---|---------------------------|-----------------------------|--------------------------------------|--------------|----------------|
|  | Classification<br>and<br>Measurement<br>\$m                                      | Debt v Equity<br>Classifications<br>\$m | Effective<br>Yield<br>\$m | Loan<br>Provisioning<br>\$m | Derivatives<br>and<br>Hedging<br>\$m | Other<br>\$m | Total<br>\$m   |
| <b>Assets</b>  |  |   |                           |                             |                                      |              |                |
| Cash and balances with central banks   |  |   |                           |                             |                                      |              |                |
| Due from other financial institutions  | 1  |   |                           |                             |                                      |              | 1              |
| Derivative financial instruments   | (52)   |   |                           |                             | (168)                                | 21           | (199)          |
| Trading securities   | 133  |   |                           |                             |                                      |              | 133            |
| Other financial assets designated at fair value                              | 240  |   |                           |                             |                                      |              | 240            |
| Available-for-sale securities  | (508)  |   |                           |                             | 3                                    |              | (505)          |
| Loans  | 5,139  |   | (23)                      | 757                         | (57)                                 | 1,500        | 7,316          |
| Acceptances of customers   | (5,143)  |   |                           |                             |                                      |              | (5,143)        |
| Regulatory deposits with central banks overseas                              | 1  |   |                           |                             |                                      |              | 1              |
| Due from controlled entities   | (271)  |   | (7)                       |                             | 305                                  | (1,553)      | (1,526)        |
| Investments in controlled entities   |  |   |                           |                             |                                      |              |                |
| Goodwill and other intangible assets   |  |   |                           |                             |                                      |              |                |
| Property, plant and equipment  |  |   |                           |                             |                                      |              |                |
| Deferred tax assets  | 12   |   | 73                        | (259)                       | (8)                                  | 103          | (79)           |
| Other assets   | (60)   |   | (323)                     | 4                           | 93                                   | (12)         | (298)          |
| <b>Total assets</b>  | <b>(508)</b>   |   | <b>(280)</b>              | <b>502</b>                  | <b>168</b>                           | <b>59</b>    | <b>(59)</b>    |
| <b>Liabilities</b>   |  |   |                           |                             |                                      |              |                |
| Due to other financial institutions  | 11   |   |                           |                             |                                      |              | 11             |
| Deposits at fair value   |  |   |                           |                             |                                      |              |                |
| Deposits at amortised cost   | 10   |   | 86                        |                             |                                      |              | 96             |
| Derivative financial instruments   | 13   |   | (5)                       |                             | (31)                                 | (1)          | (24)           |
| Trading liabilities and other financial liabilities designated at fair value |  |   |                           |                             |                                      |              |                |
| Debt issues  | 5,056  |   | (159)                     |                             | (93)                                 |              | 4,804          |
| Acceptances  | (5,143)  |   |                           |                             |                                      |              | (5,143)        |
| Current tax liabilities  |  |   | (4)                       | (37)                        | (1)                                  | 24           | (18)           |
| Deferred tax liabilities   | 7  |   |                           | 1                           | (37)                                 | 42           | 13             |
| Due to controlled entities   | (17)   | 1,344                                   | (6)                       |                             | 49                                   | 1            | 1,371          |
| Provisions   |  |   | 8                         | 135                         |                                      |              | 143            |
| Other liabilities  | (57)   |   | (6)                       | 16                          | (13)                                 | (43)         | (103)          |
| <b>Total liabilities excluding loan capital</b>                              | <b>(120)</b>   | <b>1,344</b>                            | <b>(86)</b>               | <b>115</b>                  | <b>(126)</b>                         | <b>23</b>    | <b>1,150</b>   |
| Loan Capital:  |  |   |                           |                             |                                      |              |                |
| Subordinated bonds, notes and debentures                                     |  |   | (11)                      |                             | (23)                                 |              | (34)           |
| Subordinated perpetual notes   |  |   |                           |                             |                                      |              |                |
| <b>Total loan capital</b>  |  |   | <b>(11)</b>               |                             | <b>(23)</b>                          |              | <b>(34)</b>    |
| <b>Total liabilities</b>   | <b>(120)</b>   | <b>1,344</b>                            | <b>(97)</b>               | <b>115</b>                  | <b>(149)</b>                         | <b>23</b>    | <b>1,116</b>   |
| <b>Net assets</b>  | <b>(388)</b>   | <b>(1,344)</b>                          | <b>(183)</b>              | <b>387</b>                  | <b>317</b>                           | <b>36</b>    | <b>(1,175)</b> |
| <b>Shareholders equity</b>   |  |   |                           |                             |                                      |              |                |
| Share capital  |  |   |                           |                             |                                      |              |                |
| Reserves   | (6)  | 20                                      |                           |                             | 67                                   | (8)          | 73             |
| Retained profits   | (382)  | (23)                                    | (183)                     | 387                         | 250                                  | 50           | 99             |
| Other equity interests   |  | (1,341)                                 |                           |                             |                                      | (6)          | (1,347)        |
| <b>Total shareholders equity and minority interests</b>                      | <b>(388)</b>   | <b>(1,344)</b>                          | <b>(183)</b>              | <b>387</b>                  | <b>317</b>                           | <b>36</b>    | <b>(1,175)</b> |

Note 48. Events subsequent to balance date

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Westpac announced to the market on 9 August 2007 that the BT investment management business would be amalgamated into one separate legal entity, BT Investment Management Limited (BTIM), and a portion would be sold off as part of an initial public offering. Westpac will retain 60% of the equity in BTIM, with the balance to be held by investment professionals employed by BTIM and other investors. Westpac is not transferring to BTIM BTFG's other wealth management businesses, including financial advice, insurance, private banking and customer solutions (which is responsible for wrap platforms) and BTFG's suite of retail investment, superannuation and retirement products. The transaction is not expected to have a significant impact on the Group.



**Note 49. Reconciliation with US Generally Accepted Accounting Principles (US GAAP)**

The consolidated financial statements of the Group are prepared in accordance with A-IFRS which differs in some material respects from US GAAP. The following are reconciliations of net profit and equity attributable to equity holders of Westpac, total assets and total liabilities applying US GAAP instead of A-IFRS.

|  | 30 September<br>2007<br>\$m | Year Ended<br>30 September<br>2006<br>\$m | 30 September<br>2005<br>\$m |
|--|-----------------------------|---|-----------------------------|
| <b>Statement of income</b>   |                             |   |                             |
| <b>Net profit as reported under A-IFRS</b>   | 3,451                       | 3,071                                     | 2,698                       |
| <b>Items having an effect of increasing (decreasing) reported income (related tax impact of item shown separately)</b> |                             |   |                             |
| (i) Premises and sites   | 19                          | 51  | 20                          |
| (ii) Goodwill fair value adjustments   |                             |   | 11                          |
|  |                             |   | (3)                         |
| (iii) Superannuation (pension) expense/(credit)  | (8)                         | (128)                                     | (43)                        |
|  | 2                           | 39  | 12                          |
| (iv) Wealth management   | (39)                        | (117)                                     | (14)                        |
|  | 12                          | 35  | 5                           |
| (vi) Employee share option compensation  |                             |   | 4                           |
| (vi) Employee share plan compensation  |                             |   | (19)                        |
| (vii) Other debt instruments   | 55                          | (24)                                      | 21                          |
| (vii) Deconsolidation of trust preferred structures (under FIN 46R)  | 118                         | (90)                                      | 47                          |
| (viii) Change in estimate Allowance for loan losses  |                             | 569                                       |                             |
|  |                             | (178)                                     |                             |
| (ix) Other non financial assets  |                             |   | (2)                         |
|  |                             |   | 10                          |
| (x) Capitalised software   | (30)                        | (18)                                      | (8)                         |
|  | 9                           | 5   | 2                           |
| (xi) Derivative instruments (under SFAS 133)   |                             |   | 15                          |
|  |                             |   | (2)                         |
| (xi) Fair value hedges   | 144                         | (141)                                     |                             |
|  | (43)                        | 42  |                             |
| (xi) Cash flow hedges  | 136                         | (78)                                      |                             |
|  | (37)                        | 25  |                             |
| (xii) Restructuring costs  |                             |   | 15                          |
|  |                             |   | (5)                         |
|  |                             |   | (48)                        |
|  |                             |   | 15                          |
| (xiv) New Zealand Class shares   |                             |   | 49                          |
|  |                             |   | 32                          |
| (xv) Effective yield adjustments   | 50                          | (202)                                     |                             |
|  | (15)                        | 60  |                             |
|  |                             | 15  | 1                           |
| <b>Net income according to US GAAP</b>   | 3,824                       | 2,936                                     | 2,813                       |
| <b>Adjustments to determine other comprehensive income under US GAAP (net of tax)</b>                                  |                             |   |                             |
|  |                             |   |                             |
|  |                             |   |                             |
|  |                             |   |                             |
|  |                             |   |                             |
| (vii) Net income recognised directly in equity under A IFRS  | (49)                        | 1   | (96)                        |
| (vii) Other debt instruments FCTR adjustment   | (22)                        | 21  | 47                          |
| (v) Unrealised net gain on available for sale securities   |                             | (209)                                     | 54                          |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |   |       |       |       |
|--|---|-------|-------|-------|
| (xi)   | Cash flow hedges                                      | (99)  | 53    |       |
| <b>Total comprehensive income according to US GAAP</b>       |   | 3,654 | 2,802 | 2,818 |
| <b>Earnings per share (cents) according to US GAAP</b>       |   |       |       |       |
|  | Basic   | 207.1 | 159.8 | 152.0 |
|  | Diluted   | 204.6 | 158.6 | 150.2 |
|  | Weighted average number of ordinary shares (millions) | 1,846 | 1,837 | 1,851 |
| <b>Operating expenses as reported under A-IFRS</b>           |   | 4,543 | 4,295 | 4,159 |
| <b>Adjustments: (refer following commentary for details)</b> |   |       |       |       |
| (iii)  | Superannuation (pension expense)                      | 8     | 128   | 43    |
| (iv)   | Wealth management                                     | 39    | 117   | 14    |
| (vi)   | Employee share option and share plan compensation     |       |       | 15    |
| (ix)   | Other non financial assets                            |       |       | 2     |
| (x)  | Software capitalisation                               | 30    | 18    | 8     |
| (xii)  | Service fees  |       |       | 48    |
| <b>Operating expenses according to US GAAP</b>               |   | 4,620 | 4,558 | 4,289 |

*Tax effect of each component of other comprehensive income:*

|   | Before<br>Tax<br>Amount<br>\$m | 2007<br>Tax<br>(Expense)<br>or Benefit<br>\$m | After<br>Tax<br>Amount<br>\$m | Before<br>Tax<br>Amount<br>\$m | Consolidated<br>2006<br>Tax<br>(Expense)<br>or Benefit<br>\$m | After<br>Tax<br>Amount<br>\$m | Before<br>Tax<br>Amount<br>\$m | 2005<br>Tax<br>(Expense)<br>or Benefit<br>\$m | After<br>Tax<br>Amount<br>\$m |
|---|--------------------------------|---|-------------------------------|--------------------------------|---|-------------------------------|--------------------------------|---|-------------------------------|
| Available-for-sale securities adjustment:                                   |                                |   |                               |                                |   |                               |                                |   |                               |
| Unrealised holding gains/(losses) arising during the year                   | (6)                            | 1   | (5)                           | 57                             | (7)   | 50                            | 54                             |   | 54                            |
| Less: Reclassification adjustment and (gains)/losses included in net income | (20)                           | 8   | (12)                          | (244)                          |   | (244)                         |                                |   |                               |
| Net available-for-sale securities adjustment                                | (26)                           | 9   | (17)                          | (187)                          | (7)   | (194)                         | 54                             |   | 54                            |
| Other debt instruments - foreign currency translation reserve adjustment    | (22)                           |   | (22)                          | 21                             |   | 21                            | 49                             |   | 49                            |
| Foreign currency translation adjustment                                     | (179)                          | 48  | (131)                         | 39                             |   | 39                            | (98)                           |   | (98)                          |
| <b>Total other comprehensive income</b>                                     | <b>(227)</b>                   | <b>57</b>                                     | <b>(170)</b>                  | <b>(127)</b>                   | <b>(7)</b>  | <b>(134)</b>                  | <b>5</b>                       |   | <b>5</b>                      |

|  | 2007<br>\$m | Consolidated<br>2006<br>\$m | 2005<br>\$m |
|--|-------------|-----------------------------|-------------|
| <b>Accumulated other comprehensive income balances</b>                   |             |                             |             |
| <b>Foreign currency translation reserve</b>                              |             |                             |             |
| Balance as at beginning of year  | (127)       | (187)                       | (138)       |
| Foreign currency adjustments net of hedging                              | (131)       | 39                          | (98)        |
| Other debt instruments - foreign currency translation reserve adjustment | (22)        | 21                          | 49          |
| Balance as at year end   | (280)       | (127)                       | (187)       |
| <b>Available-for-sale securities</b>                                     |             |                             |             |
| Balance as at beginning of year  | 15          | 209                         | 155         |
| Adjustments  | (17)        | (194)                       | 54          |
| Balance as at year end   | (2)         | 15                          | 209         |
| <b>Pension liability</b>   |             |                             |             |
| Balance as at beginning of year  |             |                             |             |
| Adjustment to initially apply SFAS 158, net of taxes                     | (229)       |                             |             |
| Balance as at year end   | (229)       |                             |             |
| Total other accumulated comprehensive income balances                    | (511)       | (112)                       | 22          |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  | 2007<br>\$m   | Consolidated<br>2006<br>\$m | 2005<br>\$m |
|--|---|-----------------------------|-------------|
| <b>Balance sheet</b>   |   |                             |             |
| <b>Total assets as reported under A-IFRS</b>   | 374,821   | 299,578                     | 266,263     |
| <b>Adjustments: (refer following commentary for details)</b>   |   |                             |             |
| Item No.   |   |                             |             |
| (i)  | Premises and sites                                      | (12)                        | (31)        |
| (ii)   | Goodwill  | 359                         | 359         |
| (iii)  | Superannuation (pension asset)                          |                             | 479         |
| (iv)   | Wealth management assets                                | (134)                       | (95)        |
| (v)  | Available-for-sale securities                           |                             | 156         |
| (vii)  | Other debt instruments                                  |                             | (8)         |
| (x)  | Capitalised software                                    | (81)                        | (51)        |
| (xi)   | Derivative instruments (under SFAS 133)                 | 80                          | (65)        |
| (viii)   | Provisions for bad and doubtful debts                   |                             | 179         |
|  | Deferred tax assets                                     | (43)                        | 485         |
| (xiii)   | Qualifying Special Purpose Entities                     | (8,472)                     | (3,088)     |
| (vii)  | Consolidation of variable interest entity (FIN 46R)     |                             | (508)       |
| (vii)  | Deconsolidation of trust preferred structures (FIN 46R) | 217                         | 189         |
|  | Service fees  |                             | (4)         |
| (xv)   | Effective yield adjustments                             | 386                         | 337         |
|  | Treasury shares   |                             | 97          |
|  | Other   |                             | 1           |
| <b>Total assets according to US GAAP</b>   | 367,121   | 297,908                     | 265,164     |
| <b>Total liabilities as reported under A-IFRS</b>  | 356,990   | 283,480                     | 249,370     |
| <b>Adjustments: (refer following commentary for details)</b>   |   |                             |             |
| Item No.   |   |                             |             |
| (i)  | Premises and sites                                      |                             | (4)         |
| (iii)  | Superannuation (pension liability)                      | (142)                       | (117)       |
| (iv)   | Wealth Management                                       |                             | (51)        |
|  | Deferred service Fees                                   |                             | (15)        |
| (vi)   | Employee share option compensation                      |                             | (19)        |
| (vii)  | Other debt instruments                                  | 1,816                       | 1,849       |
| (xii)  | Restructuring provisions                                |                             |             |
|  | Deferred tax liabilities                                | 89                          | 678         |
|  | Other liabilities                                       |                             | 179         |
| (xiii)   | Qualifying Special Purpose Entities                     | (8,472)                     | (3,088)     |
| (vii)  | Consolidation of variable interest entity (FIN 46R)     |                             | (508)       |
| (vii)  | Minority interest as reported under AGAAP               | 1,912                       | 1,912       |
| (vii)  | Not minority interest under US GAAP                     | (1,892)                     | (1,888)     |
|  | Other   |                             | 2           |
| <b>Total liabilities according to US GAAP</b>  | 350,301   | 282,943                     | 250,447     |
| <b>Net assets according to US GAAP</b>   | 16,820  | 14,965                      | 14,717      |
| <b>Equity attributable to equity holders of Westpac Banking Corporation as reported under A-IFRS</b> |   |                             |             |
|  | 15,919  | 14,186                      | 13,561      |
| <b>Adjustments: (refer following commentary for details)</b>   |   |                             |             |
| Item No.   |   |                             |             |
| (i)  | Premises and sites                                      | (12)                        | (31)        |
| (ii)   | Goodwill  | 359                         | 359         |
| (iii)  | Superannuation (pension asset)                          | 100                         | 335         |
| (iv)   | Wealth management assets (net of tax)                   | (93)                        | (66)        |
| (v)  | Available-for-sale securities                           |                             | 156         |
| (vi)   | Employee share option compensation                      |                             | 19          |
| (vii)  | Other debt instruments                                  | 72                          | 39          |
| (vii)  |   | 217                         | 189         |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|      |   |               |               |               |
|------|---|---------------|---------------|---------------|
|      | Deconsolidation of trust preferred structures<br>(under FIN 46R)  |               |               |               |
| (x)  | Capitalised Software  | (57)          | (36)          | (24)          |
| (xi) | Derivative instruments (under SFAS 133)                           |               |               | (7)           |
| (xi) | Fair value hedges   | 45            | (56)          |               |
|      | Service fees  |               |               | 19            |
| (xv) | Effective yield adjustment  | 270           | 235           |               |
|      | Treasury shares   |               |               | 97            |
|      | Deferred tax assets/liabilities                                   |               |               | 9             |
|      | <b>Equity attributable to equity holders according to US GAAP</b> | <b>16,820</b> | <b>14,965</b> | <b>14,717</b> |

The following is a summary of the significant adjustments made to consolidated net profit and equity attributed to equity holders of Westpac, total assets and total liabilities to reconcile A-IFRS results with US GAAP. Some of these adjustments have been significantly impacted by or arise due to the Group presenting its financial statements for the first time in accordance with A-IFRS.

***(i) Premises and sites***

*Revaluations and depreciation*

On transition to A-IFRS from 1 October 2004, the carrying value of the Group's premises and sites has been reclassified to a historical cost basis. The carrying value of premises and sites and the depreciation of buildings are now consistent with US GAAP.

*Sale and leaseback*

Under A-IFRS where properties are sold at fair value under a leaseback arrangement profit on sale is recognised immediately. Under US GAAP the profit on sale is spread over the term of the initial lease.

***(ii) Goodwill***

On transition to A-IFRS from 1 October 2004, goodwill ceased being amortised and is reviewed for impairment annually or more frequently if indicators of impairment arise. Goodwill is tested for impairment annually at the cash-generating unit level.

Under US GAAP, effective 1 October 2002, the Group adopted SFAS 142 Goodwill and Other Intangible Assets. Under SFAS 142, goodwill is no longer amortised but reviewed for impairment annually, or more frequently if certain impairment indicators or triggers arise. Goodwill is tested for impairment at a reporting unit level.

Adjustments have been made to reverse the difference in carrying value of goodwill related to the difference in implementation dates for ceasing amortisation and other fair value adjustments in respect of prior year acquisitions.

***(iii) Superannuation (pension) costs***

For A-IFRS purposes, the Group recognises a net pension liability in the balance sheet. The pension cost recognised in the income statement comprises the current service cost, an interest cost and an expected return on plan assets. In addition, actuarial gains or losses which result from annual actuarial valuations, which exceed 10% of the greater of the present value of the defined benefit plan's obligations or the market value of the defined benefit plan assets, are spread on a straight line basis over the expected remaining working lives of plan members.

US GAAP, SFAS 87 *Employers' Accounting for Pensions* is now consistent with the principles of A-IFRS, however previously unrecognised actuarial gains or losses continue to be amortised to income as an adjustment to pension expense, on a straight line basis over the average remaining service period of plan members.

Adjustments have been made to the US GAAP reconciliation statement to reverse the recognition of the liability under A-IFRS and recognise the accumulated recognised surplus (prior to application of SFAS 158) under US GAAP.

Westpac adopted SFAS 158 *Employers' Accounting for Defined Benefit and Other Post Retirement Plans* (SFAS 158) on 30 September 2007. SFAS 158 resulted in Westpac's net prepaid pension asset, as determined under US GAAP, being reduced by \$328 million, resulting in a net pension liability of \$82 million. The adjustment was recognised in Accumulated Other Comprehensive Income.

**(iv) *Wealth management***

*Deferred acquisition costs*

On transition to A-IFRS from 1 October 2004, only direct variable acquisition costs are deferred and recognised over the estimated life of the product. In general the amounts deferred under A-IFRS will be consistent with those deferred under US GAAP. However, certain fixed costs which may not be deferred under US GAAP are also deferred under A-IFRS.

**(v) *Investment securities***

Effective from 1 October 2005 the Group adopted Australian Accounting Standard AASB 139 Financial Instruments: Recognition and Measurement. Under AASB 139 instruments previously classified as investment securities have been reclassified as available-for-sale securities. The treatment of available-for-sale debt securities under A-IFRS and US GAAP is the same except that under A-IFRS foreign exchange gains and losses on available-for-sale debt securities is recognised in income while under US GAAP all gains and losses on available-for-sale securities are recognised in other comprehensive income.

Until 30 September 2005, the Group's investment securities were initially recorded at cost, and subsequently at cost adjusted for amortisation of any premium or discount and any recoverable amount write-down. Subject to the constraints of prudential and regulatory requirements, the Group's investments would be generally classified as available-for-sale securities as defined by US GAAP (SFAS 115 Accounting for Certain Investments in Debt and Equity Securities). SFAS 115 requires that these securities be reported at fair value, with unrealised gains and losses (net of tax) included in comprehensive income and reported as a separate component of equity, unless an unrealised loss is considered to be an other than temporary diminution in value. The cost of securities sold or amounts reclassified out of accumulated other comprehensive income is specifically identified for the securities sold or reclassified in each reporting period.

**(vi) *Employee share plan and share option remuneration***

On transition to A-IFRS from 1 October 2004, the Group has recognised a cost for options, performance share rights and issued shares granted to employees under any of its share plans in the income statement in accordance with AASB 2 Share-based Payment. Under AASB 2 the fair value of share-based payments at grant date is recognised as compensation expense over their expected vesting period. The Group has applied AASB 2 to all options and performance share rights granted prior to 1 October 2004 that were unvested at that date and to all subsequent grants.

Under US GAAP, effective from 1 October 2001, the Group adopted the fair value method of accounting under SFAS 123 Accounting for Stock-Based Compensation. SFAS 123(R) Share-based Payments (revised 2004) is effective to the Group from 1 October 2005 and has been applied using the modified prospective application method allowed by the standard. Under the modified prospective application method SFAS 123R is applied to all options and performance share rights granted after the effective date and to all outstanding awards at the effective date for which the requisite service has not been rendered by employees.

In respect of the Group's options and performance share rights A-IFRS is now consistent with US GAAP, except in respect of the comparative periods where the former SFAS 123 did not recognise a cost for awards forfeited due to market conditions applicable to the Group's options and performance share rights not being satisfied.

In respect of the Group's employee share plan A-IFRS is now consistent with US GAAP. An adjustment has been made for the year ended 30 September 2005 to reflect an expense for shares issued in respect of the previous financial year.

**(vii) *Variable interest entities***



*Trust preferred securities:*

Westpac has on issue hybrid tier 1 capital instruments in the form of trust preferred securities through three dual trust structures and one single trust structure. In accordance with FASB Interpretation Number 46R Consolidation of Variable Interest Entities (FIN 46R) Westpac does not have a variable interest in the trusts and therefore is not the primary beneficiary. As a result for US GAAP purposes, Westpac has deconsolidated the following trusts:

**Instruments:**

FIRsTS  
2003 TPS  
2004 TPS  
2006 TPS

**Trusts:**

Westpac First Trust and Westpac Second Trust  
Westpac Capital Trust III and Tavarua Funding Trust III  
Westpac Capital Trust IV and Tavarua Funding Trust IV  
Westpac TPS Trust

The consequence of not consolidating the above trusts is that the convertible debentures issued by Westpac's New Zealand branch to Westpac Second Trust, Tavarua Funding Trust III and Tavarua Funding Trust IV and convertible notes issued by Westpac Australia are reflected as the outstanding debt securities for US GAAP purposes.

On transition to A-IFRS from 1 October 2004, the Group's classification of these instruments changed from other equity interests to amounts attributable to minority interest. Effective from 1 October 2005 following the adoption of Australian Accounting Standard AASB 132 Financial Instruments: Presentation the classification of FIRsTS and 2004 TPS changed to debt instruments.

The above has resulted in the following impact on the reconciliation with US GAAP:

Distributions in respect of FIRsTS, 2003 TPS, 2004 TPS and 2006 TPS are deducted from the net profit attributable to equity holders of Westpac Banking Corporation either as amounts attributable to minority interests (2005) or interest expense under A-IFRS (2006 and onwards), accordingly no adjustment is now required in the US GAAP reconciliation of the statement of income in respect of these distributions;

Issue costs in respect of instruments classified as minority interests under A-IFRS are amortised over the period to the first call date as part of other debt instruments adjustment under US GAAP; and

Cross currency swaps entered into by Westpac Second Trust and Tavarua Funding Trust III with Westpac Banking Corporation are external transactions to the Group for US GAAP purposes. The effect of movements in exchange rates on these swaps is shown as the impact of deconsolidation of trust preferred structures (under FIN46R) in the US GAAP reconciliation of the statement of income.

***(viii) General provision for bad and doubtful debts***

Effective from 1 October 2005 the Group adopted Australian Accounting Standard AASB 139 Financial Instruments: Recognition and Measurement. In order to meet the specific requirements of AASB 139, the method used to estimate the Group's provision for bad and doubtful debts was changed resulting in a reduction in the level of provision held. As the requirements of AASB 139 are consistent with the range of acceptable outcomes under US GAAP, the change in the amount of provision held was treated as a change in an estimate under US GAAP. The reduction in the size of the provision is attributable to the specific requirements of AASB 139 impacting the provision held against a number of products due to the change from statistically estimated provisions to provisions set using an emergence period approach and other technical changes required by A-IFRS.

Until 30 September 2005, under Australian GAAP, the Group maintained a general provision for bad and doubtful debts which was treated as a deduction from loans. Included within this provision as at 30 September 2005 was an amount of \$179 million in respect of off-balance sheet credit related commitments. Under US GAAP and A-IFRS this component of the provision would be included in other liabilities.

***(ix) Other non-financial assets***

In previous periods under Australian GAAP and US GAAP the remaining carrying value of the asset recognised following the sale of certain other non-financial assets was written off at 30 September 2005. Under US GAAP, the sale of these non-financial assets had been accounted for in a manner consistent with the principles of a sale and leaseback transaction as prescribed by SFAS 13 Accounting for Leases.

***(x) Capitalised software development costs***

Under A-IFRS, the Group capitalises certain indirect costs incurred in developing computer software. Under US GAAP these costs are expensed as incurred.

***(xi) Accounting for derivative instruments and hedging activities***

Effective from 1 October 2005 the Group adopted Australian Accounting Standard AASB 139 Financial Instruments: Recognition and Measurement. Under AASB 139 all derivatives are required to be recognised on the balance sheet at fair value and hedge accounting is only available when specific conditions are met.

Under US GAAP the requirements of SFAS 133 Accounting for Derivative Instruments and Hedging Activities, as amended by SFAS 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities, is similar to the requirements of AASB 139. However, for US GAAP purposes the Group considers that, without undue cost, it could not substantiate that AASB 139 requirements in respect of cash flow hedges and fair value hedges would satisfy SFAS 133 requirements in respect of such hedges.

*Fair value hedges*

Under A-IFRS the change in fair value of a derivative designated as a fair value hedge is immediately recognised in the income statement. To the extent that the hedge is effective the change in fair value of the risk being hedged is also recognised in the income statement with an offsetting adjustment to the carrying value of the hedged item. For US GAAP purposes the change in carrying value of such hedged items is not recognised.

*Cash flow hedges*

Under A-IFRS the change in fair value of a derivative that is effective as a cash flow hedge is initially recognised in a cash flow hedge reserve directly in equity and is subsequently recognised in the income statement when the hedged item impacts the income statement or when the hedge is no longer effective. For US GAAP purposes the change in fair value of such derivatives is immediately recognised in the income statement.

*(xii) Provision for restructuring*

In periods prior to 2006, adjustments have been made to restructuring provisions recognised on the acquisition of BTFG that were not allowed under US GAAP.

*(xiii) Loan securitisation trusts*

On transition to A-IFRS from 1 October 2004, certain trusts through which the Group has securitised housing mortgage loans have been consolidated. Under US GAAP these trusts are qualifying special-purpose entities as described by SFAS 140 Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities and are not consolidated by the transferor. This adjustment does not have any impact on consolidated equity and profit or loss.

|                                    | Consolidated                        |                                   |  |                                     |                                |  |
|------------------------------------|-------------------------------------|-----------------------------------|--|-------------------------------------|--------------------------------|--|
|                                    | 30 September 2007                   |                                   |  | 30 September 2006                   |                                |  |
|                                    | Total<br>Principal<br>Amount<br>\$m | Delinquent<br>Principal(1)<br>\$m | Total Credit<br>Losses (Net<br>of Recoveries)<br>\$m | Total<br>Principal<br>Amount<br>\$m | Delinquent<br>Principal<br>\$m | Total Credit<br>Losses (Net of<br>Recoveries)<br>\$m |
| Housing loans held in portfolio(2) | 136,086                             | 700                               | 12   | 118,278                             | 521                            | 6  |
| Housing loans securitised          | 9,592                               | 31                                |  | 4,093                               | 11                             |  |
| Total housing loans managed        | 145,678                             | 731                               | 12   | 122,371                             | 532                            | 6  |

(1) Delinquent housing loans are where contractual payments are greater than 60 days in arrears.

- (2) There are currently no housing loans that have been identified as being held-for-sale or securitisation.

*(xiv) New Zealand Class shares*

On transition to A-IFRS from 1 October 2004, the New Zealand Class shares were classified as minority interests until they were exchanged for Westpac ordinary shares on 11 July 2005. In this period distributions on the New Zealand Class shares were treated as profit attributable to minority interests. Under US GAAP the New Zealand Class shares were considered to be equivalent to Westpac ordinary shares and were not treated as minority interests.

*(xv) Effective yield adjustment*

Under US GAAP certain costs are required to be deferred and included in the calculation of effective yield. Under A-IFRS these costs are expensed as incurred.

*Income taxes*

Under A-IFRS a deferred tax asset is recognised to the extent that it is probable it will be realised. Under US GAAP the total deferred tax asset is recognised using the applicable tax rate. Deferred tax assets are then reduced by a valuation allowance if it is more likely than not that some portion of the deferred tax assets will not be realised.

The gross deferred tax asset and liability under A-IFRS before valuation allowance and netting is \$2,865 million and \$2,263 million, respectively (2006 \$1,183 million and \$485 million, respectively).

|   | 2007<br>\$m | Consolidated | 2006<br>\$m |
|---|-------------|--------------|-------------|
| Net deferred tax assets before valuation allowance                              | 602         |              | 698         |
| Total valuation allowances recognised for deferred tax assets                   | (86)        |              | (45)        |
| Net deferred tax assets (per Note 16)   | 516         |              | 653         |
| Total deferred tax liabilities (refer to Note 21)                               |             |              |             |
| Net deferred tax assets   | 516         |              | 653         |
| <b>Net (increase)/decrease in the total valuation allowance during the year</b> | <b>(41)</b> |              | <b>11</b>   |

*US GAAP equity adjustments*

|  | 2007<br>\$m   | Consolidated<br>2006<br>\$m | 2005<br>\$m   |
|--|---------------|-----------------------------|---------------|
| <b>Statement of changes in US GAAP equity attributable to equity holders</b> |               |                             |               |
| Balance as at beginning of year  | 14,965        | 14,717                      | 12,928        |
| Increase/(decrease) in share capital   | 543           | 233                         | 609           |
| Currency translation adjustments (net of hedging gains/losses)               | (54)          | (21)                        | (49)          |
| Net income   | 3,824         | 2,936                       | 2,813         |
| Dividends provided for or paid   | (2,265)       | (1,977)                     | (1,716)       |
| Deemed dividend on shares bought back  |               | (791)                       |               |
| Adjustment to initially apply SFAS 158                                       | (229)         |                             |               |
| Adjustments for:   |               |                             |               |
| Employee share option and share plan compensation                            | 53            | 62                          | 78            |
| Available-for-sale securities  | (17)          | (194)                       | 54            |
| <b>Balance as at year end</b>  | <b>16,820</b> | <b>14,965</b>               | <b>14,717</b> |



**Superannuation (pension) expense**

For the purpose of calculating net income in accordance with US GAAP, the Group has adopted SFAS 87 *Employers' Accounting for Pensions* in respect of the Group's principal pension plan for employees of Westpac in Australia. Other pension plans operated by the Group are not material.

Effective 30 September 2007 Westpac adopted SFAS 158, an amendment to SFAS 87 and other related statements. SFAS 158 requires the recognition of the funded status of the pension liability as at 30 September 2007. Unrecognised actuarial losses of \$229 million (net of tax of \$99 million) have been brought to account through accumulated other comprehensive income.

The reconciliation of net income calculated in accordance with A-IFRS to net income calculated in accordance with US GAAP for the years ended 30 September 2007, 2006 and 2005 included net superannuation (pension) adjustments after tax of \$6 million, \$89 million and \$31 million debit respectively. The measurement date for the plan was 30 September 2007.

|  | 2007<br>\$m  | Consolidated<br>2006<br>\$m | 2005<br>\$m  |
|--|--------------|-----------------------------|--------------|
| The superannuation (pension) expense adjustments comprised:  |              |                             |              |
| Elimination of superannuation expense for Australian accounting purposes                                 | 135          | 108                         | 105          |
| Transition adjustment  |              | (80)                        |              |
| Income tax applicable  | (42)         | (8)                         | (32)         |
|  | 94           | 20                          | 73           |
| Recognition of a pension cost calculated in accordance with US GAAP                                      | (143)        | (156)                       | (148)        |
| Income tax applicable  | 43           | 47                          | 44           |
|  | (100)        | (109)                       | (104)        |
| <b>Net adjustment</b>  | <b>(6)</b>   | <b>(89)</b>                 | <b>(31)</b>  |
| The pension cost calculated in accordance with US GAAP as at 30 September comprises:                     |              |                             |              |
| Service cost   | (61)         | (68)                        | (59)         |
| Interest cost  | (87)         | (75)                        | (85)         |
| Return on assets   | 127          | 109                         | 107          |
| Net amortisation and deferral  | (8)          | (40)                        | (37)         |
| Net periodic pension cost  | (29)         | (74)                        | (74)         |
| Contributions to the accumulation plan   | (114)        | (82)                        | (74)         |
| <b>Net Group periodic pension cost</b>   | <b>(143)</b> | <b>(156)</b>                | <b>(148)</b> |
| The following table presents the funded status of the Group's principle pension plans as at 30 September |              |                             |              |
| <b>Change in benefit obligation</b>  |              |                             |              |
| Benefit obligation at beginning of year  | 1,752        | 1,592                       | 1,331        |
| Net service cost   | 44           | 46                          | 39           |
| Member contributions   | 19           | 26                          | 25           |
| Interest cost  | 87           | 75                          | 85           |
| Actuarial losses   | 69           | 131                         | 222          |
| Benefits and expenses paid   | (124)        | (118)                       | (110)        |
| Transfer to defined contribution plan  | (149)        |                             |              |
| <b>Benefit obligation at year end</b>  | <b>1,698</b> | <b>1,752</b>                | <b>1,592</b> |
| <b>Change in fair value of assets</b>  |              |                             |              |
| Fair value of assets at beginning of year  | 1,701        | 1,636                       | 1,514        |
| Actual return on assets  | 251          | 226                         | 250          |
| Total contributions  | 19           | 26                          | 25           |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|  |              |              |              |
|--|--------------|--------------|--------------|
| Benefits and expenses paid                           | (124)        | (118)        | (110)        |
| Contributions to the accumulation plan               | (81)         | (69)         | (43)         |
| Transfer to defined contribution plan                | (149)        |              |              |
| <b>Fair value of assets at year end</b>              | <b>1,617</b> | <b>1,701</b> | <b>1,636</b> |
| <b>Funded status at measurement date</b>             | <b>(81)</b>  | <b>(51)</b>  | <b>44</b>    |
| Assets not recognised:                               |              |              |              |
| Unrecognised net loss                                |              | 412          | 437          |
| <b>Pension liability/prepayment of pension costs</b> |              | <b>361</b>   | <b>481</b>   |
| Accumulated benefit obligation                       | 1,610        | 1,630        | 1,491        |



Assumptions used in determining the projected benefit obligation as at 30 September 2007, 30 September 2006 and 30 September 2005 and in determining the pension benefit for the financial year ended on those dates determined with the assistance of actuaries included the following:

|  | 2007 | Consolidated<br>2006 | 2005 |
|--|------|----------------------|------|
| Pension benefit:                                       |      |                      |      |
| Assumed rate of return on plan assets                  | 7.8% | 7.4%                 | 6.8% |
| Projected benefit obligation:                          |      |                      |      |
| Expected increase in average salary of plan members(1) | 4.2% | 4.0%                 | 3.5% |
| Discount rate  | 6.2% | 5.6%                 | 5.3% |

(1) Plus promotional scales equivalent to approximately 1%.

***Expected rate of return on assets assumptions***

The assumed return on assets reflects the average rate expected to be earned in the long term on the plan's assets. Accordingly this rate reflects the taxation on earnings, imputation credits from investments in Australian shares and also the need for reinvestment.

The expected returns on assets were calculated as the weighted average return based on the benchmark asset allocation and estimates of the expected future return in each sector in each asset class (consistent with the inflation assumption). The expected return on assets for active members is net of tax and the expected return on pensioner assets is gross of tax.

***Investment strategy***

The defined benefit plan's investment strategy is set by the trustee directors in order to achieve a high long term rate of return which is expected to exceed inflation by at least 3.5% per annum over ten year periods. The investment strategy is also designed to achieve a 90% probability that a positive credited interest rate, taking into account smoothing over a four year period, is declared every year and maintaining a realisable value of the defined benefit plan's assets above the value of past membership liabilities (value of benefits already accrued for all members plus the value of future pension payments).

The defined benefit plan's long term investment strategy, is to invest assets as follows:

|                      |     |
|----------------------|-----|
| International equity | 33% |
| Australian equity    | 34% |
| Property             | 8%  |
| Fixed interest       | 23% |
| Cash                 | 2%  |

*Cash flows**Estimated future benefit payments*

The following benefit payments are expected to be paid:

|             | <b>\$m</b> |
|-------------|------------|
| 2008        | 170        |
| 2009        | 163        |
| 2010        | 159        |
| 2011        | 156        |
| 2012        | 156        |
| 2013 - 2017 | 727        |

The Group has no material obligations in respect of post-retirement employee benefits other than pensions.

|  | 2007  | Consolidated<br>2006 | 2005  |
|--|-------|----------------------|-------|
|  | \$m   | \$m                  | \$m   |
| <b>Computation of ordinary share earnings</b>  |       |                      |       |
| <b>A-IFRS</b>  |       |                      |       |
| Net income after deducting distributions on other equity instruments and RSP treasury shares | 3,450 | 3,071                | 2,747 |
| Weighted average number of ordinary shares (millions)  | 1,846 | 1,837                | 1,845 |
| Net income per share (cents)   | 186.9 | 167.2                | 148.9 |
| <b>US GAAP</b>   |       |                      |       |
| Weighted average number of ordinary shares (millions)  | 1,846 | 1,837                | 1,851 |
| Average other potential ordinary shares  | 62    | 60                   | 71    |
| Average options and performance share rights   | 7     | 5                    | 4     |
| Average shares and share equivalents   | 1,915 | 1,902                | 1,926 |
| Net income   | 3,824 | 2,936                | 2,813 |
| Basic net income per share (cents)   | 207.1 | 159.8                | 152.0 |
| Fully diluted net income per share (cents)   | 204.6 | 158.6                | 150.2 |
| Earnings per ADS (five times earnings per share in cents)                                    | 1,035 | 799                  | 760   |

#### Recent accounting pronouncements

In September 2006 the FASB issued SFAS 157 Fair Value Measurements which is applicable for financial years beginning after 15 November 2007. The standard is applicable to assets and liabilities required to be measured at fair value by other accounting standards, and requires certain disclosures in respect of these assets and liabilities. It also outlines a framework to apply when determining fair value. The Group will apply the standard from 1 October 2008, we do not expect the standard to materially impact our current approach to fair value measurement.

In June 2006 the FASB issued Interpretation 48 Accounting for Uncertainty in Income Taxes, which prescribes recognition and measurement principles for recognising income tax liability and treatment of related expenses including interest and penalties. The standard is required to be applied for periods beginning after 15 December 2006, and the Group will apply it from 1 October 2007. We do not expect adoption of the interpretation to materially impact income tax expense or provisions.

In March 2006 the FASB issued SFAS 156 Accounting for Servicing of Financial Assets which clarifies how servicing assets or liabilities should be recognised and measured when an entity undertakes an obligation to service a financial asset by entering into a servicing contract through sale. The standard is effective for financial years beginning after 15 September 2006. The standard requires servicing assets or liabilities to be initially measured at fair value and subsequently either using an amortisation or a fair value approach. The Group has applied the standard from 1 October 2006 and the standard has not had a material impact on the Group's reported position or performance for the year.

**DIRECTORS DECLARATION**

In the Directors' opinion:

- a. the financial statements and notes set out on pages 101 to 227 are in accordance with the *Corporations Act 2001*, including:
- (i) complying with Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
  - (ii) give a true and fair view of Westpac's and the Group's financial position as at 30 September 2007 and of their performance, as represented by the results of their operations, changes in equity and their cash flows, for the financial year ended on that date; and
- b. there are reasonable grounds to believe that Westpac will be able to pay its debts as and when they become due and payable.

The Directors have been given the declaration by the Chief Executive Officer and the Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.

For and on behalf of the Board.

E.A. Evans  
Chairman  
  
Sydney

D.R. Morgan  
Managing Director and  
Chief Executive Officer

1 November 2007

**Statutory statements**

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of Westpac is responsible for establishing and maintaining adequate internal control over financial reporting for Westpac as defined in Rule 13a - 15 (f) under the Securities Exchange Act of 1934, as amended. Westpac's internal control system is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable accounting standards.

Westpac's internal control over financial reporting includes policies and procedures that: pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of Westpac and its consolidated entities; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable accounting standards, and that receipts and expenditures of Westpac are being made only in accordance with authorizations of management and directors of Westpac and its consolidated entities; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the assets of Westpac and its consolidated entities that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Westpac management, with the participation of the CEO and CFO, assessed the effectiveness of Westpac's internal control over financial reporting as of 30 September 2007 based on the criteria set forth by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

Based on this assessment, management concluded that Westpac's internal control over financial reporting was effective as of 30 September 2007.

PricewaterhouseCoopers, Westpac's independent registered public accounting firm, has issued their audit report on Westpac's internal control over financial reporting. Their report appears on page 231.

**PricewaterhouseCoopers**  
**ABN 52 780 433 757**

Darling Park Tower 2  
201 Sussex Street  
GPO BOX 2650  
SYDNEY NSW 1171  
DX 77 Sydney  
Australia  
www.pwc.com/au  
Telephone +61 2 8266 0000  
Facsimile +61 2 8266 9999

**INDEPENDENT AUDITOR S REPORT**

**TO THE MEMBERS OF WESTPAC BANKING CORPORATION**

*Report on the financial report and the AASB 124 Remuneration disclosures contained in the directors report*

We have audited the accompanying financial report of Westpac Banking Corporation, which comprises the balance sheet as at 30 September 2007, and the income statement, statement of recognised income and expense and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for both Westpac Banking Corporation (Westpac) and Westpac Banking Corporation Group (the consolidated entity). The consolidated entity comprises Westpac and the entities it controlled at the year's end or from time to time during the financial year.

We have also audited the remuneration disclosures contained in the directors' report. As permitted by the Corporations Regulations 2001, Westpac has disclosed information about the remuneration of directors and executives (remuneration disclosures), required by Accounting Standard AASB 124 Related Party Disclosures, under the heading remuneration report in the directors' report and not in the financial report.

*Directors' responsibility for the financial report*

The directors of Westpac are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

The directors of Westpac are also responsible for the remuneration disclosures contained in the directors' report.

***Auditor's responsibility***

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement. Our responsibility is to also express an opinion on the remuneration disclosures contained in the directors' report based on our audit.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report and the remuneration disclosures contained in the directors' report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report and the remuneration disclosures contained in the directors' report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report and the remuneration disclosures contained in the directors' report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report.

For further explanation of an audit, visit our website <http://www.pwc.com/au/financialstatementaudit>.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

***Independence***

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

***Auditor's opinion on the financial report***



In our opinion,

(a) the financial report of Westpac Banking Corporation is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of Westpac's and the consolidated entity's financial position as at 30 September 2007 and of their performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001, and

(b) the consolidated financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

*Auditor's opinion on the AASB 124 Remuneration disclosures contained in the directors' report*

In our opinion, the remuneration disclosures that are contained in the directors' report comply with Accounting Standard AASB 124.

PricewaterhouseCoopers

D.H. Armstrong  
Partner

Sydney, Australia  
1 November 2007

**Statutory statements**

**PricewaterhouseCoopers**  
**ABN 52 780 433 757**

Darling Park Tower 2  
201 Sussex Street  
GPO BOX 2650  
SYDNEY NSW 1171  
DX 77 Sydney  
Australia  
www.pwc.com/au  
Telephone +61 2 8266 0000  
Facsimile +61 2 8266 9999

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and the Shareholders of Westpac Banking Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated income statements, consolidated statements of recognised income and expense and consolidated cash flow statements present fairly, in all material respects, the financial position of Westpac Banking Corporation and its subsidiaries at 30 September 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended 30 September 2007 in conformity with International Financial Reporting Standards as adopted in Australia (A-IFRS).

A-IFRS varies in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 49 to the consolidated financial statements.

Also in our opinion, Westpac Banking Corporation maintained, in all material respects, effective internal control over financial reporting as of 30 September 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Westpac Banking Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included under the heading "Management's Report on Internal Control over Financial Reporting" in the accompanying Annual Report. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our audits (which were integrated in 2007 and 2006). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers

Sydney, Australia  
1 November 2007

**Limitation on Independent Registered Public Accounting Firm's Liability**

The liability of PwC Australia, with respect to claims arising out of its audit reports included in this annual report, is subject to the limitations set forth in the Professional Standards Act 1994 of New South Wales, Australia (the Professional Standards Act ) and the The Institute of Chartered Accountants in Australia (NSW) Scheme adopted by The Institute of Chartered Accountants in Australia (ICAA) and approved by the New South Wales Professional Standards Council pursuant to the Professional Standards Act (the NSW Accountants Scheme ). The Professional Standards Act and the NSW Accountants Scheme limit the liability of PwC Australia for damages with respect to certain civil claims arising in, or governed by the laws of, New South Wales directly or vicariously from anything done or omitted in the performance of its professional services for us, including, without limitation, its audits of our financial statements, to the lesser of (in the case of audit services) ten times the reasonable charge for the service provided and a maximum liability for audit work of \$75 million. The limit does not apply to claims for breach of trust, fraud or dishonesty.

In addition there is equivalent professional standards legislation in place in each state and territory in Australia and amendments have been made to a number of Australian federal statutes to limit liability under those statutes to the same extent as liability is limited under state and territory laws by professional standards legislation.

These limitations of liability may limit recovery upon the enforcement in Australian courts of any judgment under US or other foreign laws rendered against PwC Australia based on or related to its audit report on our financial statements. Substantially all of PwC Australia's assets are located in Australia. However, the Professional Standards Act and the NSW Accountants Scheme have not been subject to judicial consideration and therefore how the limitation will be applied by the courts and the effect of the limitation on the enforcement of foreign judgments are untested.

**Section 4**

Shareholder information

Additional information

**Shareholding information****Top twenty ordinary shareholders at 3 October 2007**

|  | <b>Number of Fully Paid<br/>Ordinary Shares</b> | <b>% Held</b> |
|--|---|---------------|
| HSBC Custody Nominees (Australia) Limited          | 281,616,743                                     | 15.10         |
| J P Morgan Nominees Australia Limited              | 220,319,040                                     | 11.81         |
| National Nominees Limited                          | 183,863,682                                     | 9.86          |
| Citicorp Nominees Pty Limited                      | 123,019,924                                     | 6.60          |
| RBC Global Services Australia Nominees Pty Limited | 59,056,593                                      | 3.17          |
| ANZ Nominees Limited                               | 56,240,504                                      | 3.02          |
| Cogent Nominees Pty Limited                        | 46,800,743                                      | 2.51          |
| AMP Life Limited                                   | 21,107,973                                      | 1.13          |
| Queensland Investment Corporation                  | 20,629,408                                      | 1.11          |
| Australian Foundation Investment Company Limited   | 12,261,616                                      | 0.66          |
| Australian Reward Investment Alliance              | 11,283,437                                      | 0.60          |
| UBS Nominees Pty Ltd                               | 9,937,800                                       | 0.53          |
| UBS Private Clients Australia Nominees Pty Limited | 9,131,699                                       | 0.49          |
| Bond Street Custodians Limited                     | 9,104,190                                       | 0.49          |
| Tasman Asset Management Ltd                        | 6,650,213                                       | 0.36          |
| Invia Custodian Pty Limited                        | 6,640,017                                       | 0.36          |
| Milton Corporation Limited                         | 5,784,274                                       | 0.31          |
| Perpetual Trustee Company Limited                  | 5,316,242                                       | 0.29          |
| Argo Investments Limited                           | 4,057,228                                       | 0.22          |
| Suncorp Custodian Services Pty Ltd                 | 3,718,228                                       | 0.20          |
|  | 1,096,539,554                                   | 58.82         |

As of 3 October 2007, the top twenty shareholders held 58.82% of total ordinary shares issued.

**Substantial shareholders as at 3 October 2007**

There are no shareholders appearing on the Register of Substantial Shareholders as at 3 October 2007.

**Control of registrant**

We are not directly or indirectly owned or controlled by any other corporation(s) or by any foreign government.

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

Refer to the Exchange controls and other limitations affecting security holders - Foreign Acquisitions and Takeovers Act 1975, Corporations Act and Financial Sector (Shareholdings) Act 1998 which impose limits on equity holdings.

To our knowledge, at 30 September 2007, no person owned beneficially, directly or indirectly, more than 5% of our outstanding ordinary shares.

At 30 September 2007, our Directors and Executive Officers owned beneficially, directly or indirectly, an aggregate of 2,803,754 (0.15%) of the fully paid ordinary shares outstanding.

## Shareholding information

## Analysis of holdings as at 3 October 2007

## By range

|   | Number of Holders of<br>Fully Ordinary Paid Shares |               | Number of<br>Fully Paid<br>Ordinary Shares |               | Options and Rights<br>to Subscribe for<br>Fully Paid<br>Ordinary Shares(1) |            |
|---|--|---------------|--|---------------|--|------------|
|   |  | %             |  | %             |  |            |
| 1 - 1,000   | 189,456  | 58.09         | 84,967,494                                 | 4.56          |  | 96         |
| 1,001 - 5,000   | 109,460  | 33.57         | 246,184,415                                | 13.20         |  | 331        |
| 5,001 - 10,000  | 16,446   | 5.04          | 117,325,408                                | 6.29          |  | 193        |
| 10,001 - 100,000  | 10,314   | 3.16          | 222,207,615                                | 11.91         |  | 251        |
| 100,001 and over  | 469  | 0.14          | 1,194,402,672                              | 64.04         |  | 43         |
| <b>Totals</b>   | <b>326,145</b>                                     | <b>100.00</b> | <b>1,865,087,604</b>                       | <b>100.00</b> |  | <b>914</b> |
| Percentage of total securities held by Top 20 holders in each class |  |               |  | 58.82         |  | 50.25      |
| Holdings less than a marketable parcel                              | 5,318  |               |  |               |  |            |

(1) Issued under Senior Officers Share Purchase Scheme, General Management Share Option Plan, Chief Executive Share Option Agreement and Westpac Performance Plan.

## By domicile

|                | Number of Holders(1) | % of Holdings | Number of Issued<br>Shares and Options | % of Issued<br>Shares and Options |
|----------------|----------------------|---------------|--|-----------------------------------|
| Australia      | 295,201              | 90.47         | 1,823,948,729                          | 96.96                             |
| New Zealand    | 27,615               | 8.46          | 44,088,833                             | 2.34                              |
| United Kingdom | 1,562                | 0.48          | 4,226,088                              | 0.23                              |
| United States  | 407                  | 0.12          | 1,998,386                              | 0.11                              |
| Other Overseas | 1,524                | 0.47          | 6,877,855                              | 0.36                              |
| <b>Totals</b>  | <b>326,309</b>       | <b>100.00</b> | <b>1,881,139,891</b>                   | <b>(100.00)</b>                   |

(1) Some registered holders own more than one class of security

## Significant changes in share ownership



Edgar Filing: WESTPAC BANKING CORP - Form 20-F

On 22 September 2006, the Commonwealth Bank of Australia and its subsidiaries became a substantial shareholder holding 91,977,151 shares (5.00%). They ceased to be a substantial shareholder on 28 February 2007.

**Market price information**

The principal listing of our ordinary shares is on the ASX. American Depositary Shares (ADS), each representing five ordinary shares, are listed on the NYSE. Our ordinary shares were de-listed from the Tokyo Stock Exchange in July 2007.

On 11 July 2005, ordinary Westpac shares were issued upon exchange of NZ Class shares.

The tables below set forth, for the calendar periods indicated, the reported high and low market quotations for our ordinary shares on the ASX based on its daily official list and for our American Depositary Shares on the New York Stock Exchange.

| Financial year ending | Per Ordinary Share in A\$(1) |       | Per American Depositary Share in US\$(2) |       |
|-----------------------|------------------------------|-------|--|-------|
|                       | High                         | Low   | High                                     | Low   |
| September 2007        | 28.69                        | 22.53 | 125.80                                   | 84.74 |
| September 2006        | 25.35                        | 21.31 | 96.60                                    | 76.46 |
| September 2005        | 21.40                        | 17.52 | 81.03                                    | 64.12 |
| September 2004        | 18.28                        | 15.00 | 69.05                                    | 55.19 |
| September 2003        | 17.14                        | 12.83 | 56.80                                    | 35.60 |

| Quarter ending | Per Ordinary Share in A\$ |       | Per American Depositary Share in US\$ |        |
|----------------|---------------------------|-------|---------------------------------------|--------|
|                | High                      | Low   | High                                  | Low    |
| 2007:          |                           |       |                                       |        |
| March          | 26.49                     | 23.37 | 106.75                                | 92.04  |
| June           | 27.85                     | 25.17 | 115.19                                | 106.40 |
| September      | 28.69                     | 23.35 | 125.80                                | 97.83  |
| 2006:          |                           |       |                                       |        |
| March          | 24.24                     | 22.40 | 89.35                                 | 83.34  |
| June           | 25.35                     | 21.56 | 96.60                                 | 76.46  |
| September      | 23.53                     | 21.31 | 90.35                                 | 79.90  |
| December       | 25.27                     | 22.53 | 96.30                                 | 84.74  |
| 2005:          |                           |       |                                       |        |
| March          | 20.13                     | 18.68 | 79.35                                 | 71.58  |
| June           | 20.08                     | 18.42 | 77.80                                 | 71.40  |
| September      | 21.40                     | 19.17 | 81.03                                 | 71.60  |
| December       | 23.10                     | 20.14 | 84.85                                 | 80.90  |
| 2004:          |                           |       |                                       |        |
| March          | 18.28                     | 15.84 | 68.04                                 | 60.86  |
| June           | 17.98                     | 16.60 | 69.05                                 | 57.69  |
| September      | 17.83                     | 16.08 | 64.31                                 | 57.79  |
| December       | 19.50                     | 17.52 | 76.00                                 | 64.12  |

| Month ending - 2007 | Per Ordinary Share in A\$ |       | Per American Depositary Share in US\$ |        |
|---------------------|---------------------------|-------|---------------------------------------|--------|
|                     | High                      | Low   | High                                  | Low    |
| October             | 30.68                     | 27.92 | 138.00                                | 125.25 |
| September           | 28.69                     | 26.21 | 125.80                                | 109.60 |
| August              | 27.26                     | 23.35 | 113.60                                | 97.83  |
| July                | 26.90                     | 25.50 | 118.20                                | 109.19 |
| June                | 26.42                     | 25.17 | 109.69                                | 106.40 |

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

|       |       |       |        |        |
|-------|-------|-------|--------|--------|
| May   | 27.85 | 25.95 | 115.08 | 106.76 |
| April | 27.60 | 25.87 | 115.19 | 106.64 |

- 
- (1) A\$ market price information is intraday high and low trading prices.
  - (2) JPMorgan Chase Bank of New York acts as Depository for our American Depository Shares.

As at 3 October 2007, there were 326,309 record holders, compared to 291,555 in 2006 and 266,151 in 2005. Record holders with registered addresses in Australia held approximately 97% of our fully paid shares capital at 3 October 2007, compared to 97% in 2006 and 98% in 2005 respectively.

**Exchange controls and other limitations affecting security holders**

*Australian exchange controls*

Australian laws control and regulate or permit the control and regulation of a broad range of payments and transactions involving non-residents of Australia. We, pursuant to a number of exemptions, authorities and approvals, are not generally restricted from transferring funds from Australia or placing funds to the credit of non-residents of Australia. However, Australian foreign exchange controls are implemented from time to time against prescribed countries, entities and persons. At the present time, these are:

a. withholding taxes in relation to remittances or dividends (to the extent they are unfranked) and interest payments.

b. the sanctions administered by the RBA in accordance with the Banking (Foreign Exchange) Regulations 1959:

(i) the monitoring mechanism in place whereby the prior approval of the RBA is required for certain large transactions (i.e. greater than \$100,000) by, or on behalf of:

the Embassy of the Federal Republic of Yugoslavia;

the Consulate-General of the Federal Republic of Yugoslavia; and

the National Bank of Yugoslavia.

(ii) transactions involving the transfer of funds or payments to, by the order of, or on behalf of:

supporters of the former government of the Federal Republic of Yugoslavia;

ministers and senior officials of the Government of Zimbabwe; and

certain entities associated with the Democratic People's Republic of Korea (North Korea);

are prohibited without the specific approval of the RBA.

c. the restrictions administered by the Department of Foreign Affairs and Trade (DFAT) in regard to:

(i) Terrorists and their sponsors

In terms of Part 4 of the Charter of the United Nations Act 1945, and the Charter of the United Nations (Terrorism and Dealings with Assets) Regulations 2002, anybody holding financial or other assets of persons or entities listed as terrorists by the Minister for Foreign Affairs in the Commonwealth of Australia Gazette is prohibited from using or dealing with those assets. It is also a criminal offence to make assets available to such persons or entities; and

(ii) The former Iraqi regime

The Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003 impose a freeze on the financial resources of the previous Government of Iraq, Saddam Hussein, other senior officials of his regime, and their immediate families, and provide for such resources to be transferred to Iraq and used in that country's reconstructions and rehabilitation.

#### *Limitations affecting security holders*

The following Australian laws impose limitations on the right of non-residents or non-citizens of Australia to hold, own or vote on shares in our company. All these limitations apply to the holders of the American Depositary Receipts evidencing American Depositary Shares, issued by our Depository in the United States.

#### *Foreign Acquisitions and Takeovers Act 1975*

Acquisitions of interests in shares in Australian companies by foreign interests are subject to review and approval by the Treasurer of Australia under the Foreign Acquisitions and Takeovers Act 1975. That legislation applies to any acquisition of 15% or more of the outstanding shares of an Australian company or any acquisition which results in one foreign person, including a corporation or group of associated foreign persons, controlling 15% or more of total voting power. In addition, the legislation applies to any acquisition by non-associated foreign persons resulting in foreign persons controlling, in the aggregate, 40% or more of total voting power or ownership. The legislation requires any persons proposing to make any such acquisition to first notify the Treasurer of their intention to do so. Where such an acquisition has already occurred, the Treasurer has the power to order divestment.

*Financial Sector (Shareholdings) Act 1998*

The Financial Sector (Shareholdings) Act 1998 imposes restrictions on shareholdings in Australian financial sector companies (which includes us). Under that legislation a person (including a corporation) may not hold more than a 15% stake in a financial sector company without prior approval from the Treasurer of Australia. A person's stake in a financial sector company is equal to the aggregate of the person's voting power in the company and the voting power of the person's associates. The concept of voting power is very broadly defined. The Treasurer may approve a higher percentage shareholding limit if the Treasurer is satisfied that it is in the national interest to do so.

In addition, even if a person does not exceed the 15% shareholding limit in a financial sector company, the Treasurer has the power to declare that a person has practical control of a financial sector company and require the person to relinquish that control or reduce their stake in that company.

*Corporations Act 2001*

The Corporations Act prohibits any person (including a corporation) from acquiring a relevant interest in our voting shares if, after the acquisition, that person or any other person would be entitled to exercise more than 20% of the voting power in us. The prohibition is subject to certain limited exceptions, which must strictly be complied with to be applicable. In addition, under the Corporations Act, any person who begins to have, or ceases to have, a substantial holding in us, or if any person already has a substantial holding and there is a movement of at least 1% in their holding, is required to give a notice to us and to the ASX Limited providing certain prescribed information, including their name and address and details of their relevant interests in our voting shares. Such notice must, generally, be provided within two business days.

A person will have a substantial holding if the total votes attached to our voting shares in which they or their associates have relevant interests is 5% or more of the total number of votes attached to all our voting shares. The concepts of associate and relevant interests are broadly defined in the Corporations Act and investors are advised to seek their own advice on their scope. In general terms, a person will have a relevant interest in a share if they:

- a. are the holder of that share;
- b. have power to exercise, or control the exercise of, a right to vote attached to that share; or
- c. have power to dispose of, or control the exercise of a power to dispose of, that share.

It does not matter how remote the relevant interest is or how it arises. If two or more persons can jointly exercise any one of these powers, each of them is taken to have a relevant interest. Nor does it matter that the power or control is express or implied, formal or informal, exercisable either alone or jointly with someone else or if the exercise of the power would result in a breach of contract, trust or other arrangement or understanding.

*The American Depositary Receipts agreement*

Pursuant to the Deposit Agreement among JPMorgan Chase Bank of New York as Depository, and us, and the record holders from time to time of all American Depositary Receipts issued there under, record holders of American Depositary Receipts must comply with our requests for information as to the capacity in which such holders own American Depositary Receipts and related ordinary shares as well as to the identity of any other person interested in such American Depositary Receipts and related ordinary shares and the nature of such interest. In addition, the Deposit Agreement applies all of the provisions of our Constitution to American Depositary Receipts holders.

*Enforceability of foreign judgements in Australia*

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

We are an Australian public corporation having limited liability. All of our Directors and Executive Officers reside outside the US. Substantially all or a substantial portion of the assets of those persons are located outside the US. As a result, it may not be possible for investors to effect service of process within the US upon such persons or to enforce against them judgements obtained in US courts predicated upon the civil liability provisions of the Federal securities laws of the US. We have been advised by our Australian counsel, Allens Arthur Robinson, that there is doubt as to the enforceability in Australia, or in actions for enforcement of judgements of US courts, of civil liabilities predicated upon the Federal securities laws of the US. We have expressly submitted to the jurisdiction of New York State and US Federal courts sitting in the City of New York for the purpose of any suit, action or proceedings arising out of the offering of securities in the US. We have appointed our legal counsel c/o Westpac Banking Corporation, 39th Floor, 575 Fifth Avenue, New York, New York 10017, USA as our agent upon whom process may be served in any such action.

### *Taxation*

The following discussion is a summary of certain Australian taxation implications of the ownership of ordinary equity (including American Depository Shares). The statements concerning Australian taxation set out below are based on the laws in force at the date of the Annual Report and the Convention between the Government of Australia and the Government of the United States of America for the Avoidance of Double Taxation and The Prevention of Fiscal Evasion with respect to Taxes on Income (the Tax Treaty), and are subject to any changes in Australian law and any change in the Tax Treaty occurring after that date.

The discussion is intended only as a descriptive summary and does not purport to be a complete analysis of all the potential Australian tax implications of owning and disposing of ordinary shares. The specific tax position of each investor will determine the applicable Australian income tax implications for that investor and we recommend each investor consult their own tax adviser concerning the implications of receiving dividends and owning and disposing of ordinary shares.

### *Taxation of dividends*

Under the Australian dividend imputation system, Australian tax paid at the company level is imputed (or allocated) to shareholders by means of imputation credits which attach to dividends paid by the company to the shareholder. Such dividends are termed franked dividends .

When an Australian resident individual shareholder receives a franked dividend, the shareholder receives a tax offset to the extent of the franking credits which can be offset against the Australian income tax payable by the shareholder. An Australian resident shareholder may, in certain circumstances, be entitled to a refund of excess franking credits.

While a company may only declare a dividend out of profits, the extent to which a dividend is franked depends in broad terms upon a company's available franking credits at the time of payment of the dividend and the nature of that dividend. Accordingly, a dividend paid to a shareholder may be wholly or partly franked or wholly unfranked.

Fully franked dividends paid to non-resident shareholders are exempt from Australian dividend withholding tax. Dividends paid to a non-resident shareholder which are not fully franked are subject to dividend withholding tax at the rate of 30% (unless reduced by a double tax treaty) to the extent they are unfranked. In the case of residents of the US, the rate is reduced to 15% under the Tax Treaty, provided the shares are not effectively connected with a permanent establishment or a fixed base of a non resident in Australia through which the non resident carries on business in Australia or provides independent personal services. The withholding tax rate is reduced to 5% where the company has at least 10% or more voting interest in the company paying the dividend, and further reduced to 0% where a beneficially entitled company holds 80% or more of the voting power in the company paying the dividend for a 12 month period ending on the date the dividend is declared and



satisfies public listing requirements in the Limitation on Benefits Article. In the case of residents of the US that have a permanent establishment or fixed base in Australia and the shares in respect of which the dividends are paid are attributable to a permanent establishment or fixed base, the dividends will not be subject to dividend withholding tax; rather, such dividends will be taxed on a net assessment basis and, where the dividends are franked, entitlement to a tax offset may arise.

Fully franked dividends paid to non-residents shareholders and dividends that have been subject to dividend withholding tax are not subject to any further Australian income tax.

There are circumstances where a shareholder may not be entitled to the benefit of franking credits. The application of these rules depend upon the shareholder's own circumstances, if a resident, including the period which the shares are held and the extent to which the shareholder is at risk in relation to their shareholding. Shareholders will need to obtain their own advice in relation to these rules.

*Gain or loss on disposition of shares*

Under the existing law, subject to two exceptions, a resident of the US disposing of shares in Australian public companies will be free from income tax in Australia. The exceptions are as follows:

shares held as part of a trade or business conducted through a permanent establishment in Australia; and

shares held in public companies where the shareholder and its associates holds (or has held for a 12 month period during the last 24 months) an interest of 10% or more in the issued capital of the company and more than 50% of the company's assets relate to Australian real property.

If the first exception applies, any profit on disposal would be assessable to ordinary income tax. Losses would constitute an allowable deduction.

It is not expected that the second exception would have any application in relation to shares in Westpac. However, if it applied, capital gains tax in Australia is payable on 50% of any capital gains (without adjustment for inflation indexation) on the disposal of assets acquired on or after 1 October 1999 and held for more than 12 months by individuals. For the assets acquired prior to 1 October 1999, individuals will be able to choose between the following alternatives:

taxed on any capital gain after allowing for indexation of the cost base where the shares have been held for more than 12 months (i.e. the difference between the disposal price and the original cost indexed for inflation over the period). Indexing does not apply where the shares are disposed of within 12 months of acquisition. Indexation of the cost base for calculating capital gains tax is frozen at 30 September 1999 for all taxpayers including non-residents; and

taxed on 50% of the actual capital gain (without adjustment for inflation indexation) where the shares have been held for more than 12 months.

Normal rates of income tax would apply to capital gains so calculated. Capital losses are not subject to indexation; they are available as deductions, but only in the form of offset against other capital gains. Depending upon which of the above alternatives is chosen, nominal capital losses are to be offset against capital gains net of frozen indexation or the full nominal capital gain before the 50% reduction. Excess capital losses can be carried forward for offset against future capital gains.

***United States taxation***

This section is based on the US Internal Revenue Code of 1986, as amended (the Code), its legislative history, existing and proposed regulations and published rulings and court decisions, all as currently in effect, as well as the Tax Treaty. These laws are subject to change, possibly on a

retroactive basis.

For purposes of this discussion you are a US holder if you are a beneficial owner of shares and you are:

a citizen or resident of the United States;

a domestic corporation;

an estate whose income is subject to United States federal income tax regardless of its source; or

a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decision of the trust.

#### *Taxation of dividends*

Under the United States federal income tax laws, if you are a US holder, you must include in your gross income the gross amount of any dividend paid by us out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes). If you are a non-corporate US holder, dividends paid to you in taxable years beginning before 1 January 2011 that constitute qualified dividend income will be taxable to you at a maximum tax rate of 15% provided that you hold the shares for more than 60 days during the 121 day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to the shares generally will be qualified dividend income.

You must include any Australian tax withheld from the dividend payment in this gross amount even though you do not in fact receive it. The dividend is ordinary income that you must include in income when you receive the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. The amount of the dividend distribution that you must include in your income as a US holder will be the US dollar value of the Australian dollar payments made, determined at the spot Australian dollar/US dollar rate on the date the dividend distribution is included in your income, regardless of whether the payment is in fact converted into US dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into US dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. The gain or loss generally will be income from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in your ordinary shares and thereafter as capital gain.

Subject to certain limitations, the Australian tax withheld in accordance with the Tax Treaty and paid over to Australia will be creditable against your United States federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the maximum 15% rate.

Dividends will be income from sources outside the United States. Under the foreign tax credit rules, dividends paid in taxable years beginning before 1 January 2007, with certain exceptions, will be passive or financial services income, but dividends paid in taxable years beginning after 31 December 2006 will, depending on your circumstances, be passive or general income which, in either case, is treated separately from other types of income for purposes of computing the foreign tax credit.

*Taxation of capital gains*

If you are a US holder and you sell or otherwise dispose of your ordinary shares or ADSs, you will recognise capital gain or loss for United States federal income tax purposes equal to the difference between the US dollar value of the amount that you realise and your tax basis, determined in US dollars, in your ordinary shares or ADSs. Capital gain of a non-corporate US holder that is recognised before 1 January 2011 is generally taxed at a maximum rate of 15% where the holder has a holding period greater than one year.

*Passive foreign investment company considerations*

We do not believe that we will be treated as a passive foreign investment company (PFIC) for United States federal income tax purposes, and this discussion so assumes, but that is a factual determination made annually and therefore, may be subject to change. If we were to be treated as a PFIC, a US holder of ordinary shares or ADSs would be subject to certain adverse tax consequences.

## **Additional information**

### **Our constitution**

#### *Overview*

We were incorporated in 1850 under the Bank of New South Wales Act, a special piece of legislation passed by the New South Wales Parliament at a time when there was no general companies legislation in Australia. On 23 August 2002, for the first time in our history, we became registered under the Corporations Act as a public company limited by shares.

As part of the process of becoming a company regulated under the Corporations Act, shareholders adopted a new constitution at the AGM on 15 December 2000, which came into operation on 23 August 2002 and was subsequently amended by shareholders on 15 December 2005.

#### *Our objects and purposes*

Our constitution does not contain a statement of our objects and purposes. These were originally contained in the Bank of New South Wales Act of 1850, as amended. Now, as a company regulated by the Corporations Act we have the legal capacity and powers of an individual both within and outside Australia, and all the powers of a body corporate, including the power to issue and cancel shares and debentures, to distribute our property among our equity holders (either in kind or otherwise), to give security by charging our uncalled capital, to grant a floating charge over our property and to do any other act permitted by any law.

All corporate entities in Australia have a unique, nine digit, identification number, which must be included on all public documents and negotiable instruments. Companies have what is known as an Australian Company Number (ACN) and other corporate entities have an Australian Registered Business Number (ARBN). In addition, since 1 July 2000, all businesses in Australia have (under the Australian tax system) been required to have what is known as an Australian Business Number (ABN), an eleven digit number the last nine digits of which are, for corporate entities, identical to their ACN or ARBN. The ABN may be quoted on public documents and negotiable instruments in lieu of the ACN or ARBN.

Our ACN is 007 457 141 and our ABN is 33 007 457 141.

#### *Directors interest, powers re compensation, borrowing powers, etc*

- a. Under article 9.12 (a) of our constitution, subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal

interests, our Directors may:

- (i) hold any office or place of profit in our company, except that of auditor;
- (ii) hold any office or place of profit in any other company, body corporate, trust or entity promoted by our company or in which it has an interest of any kind;
- (iii) enter into any contract or arrangement with our company;
- (iv) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of our company or persons dependent on or connected with them;
- (v) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for our company, except as auditor; and
- (vi) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors.

Under clause 9.12(b) of the constitution, a Director may do any of the above despite the fiduciary relationship of the Director's office:

- (i) without any liability to account to our company for any direct or indirect benefit accruing to the Director; and
- (ii) without affecting the validity of any contract or arrangement.

Under the Corporations Act, however, a director who has a material personal interest in any matter to be considered at any board meeting must not be present while the matter is being considered or vote on the matter, unless the other directors resolve to allow that director to be present and vote or a declaration is made by the Australian Securities and Investments Commission permitting that director to participate and vote. These restrictions do not apply to a limited range of matters set out in section 191 of the Corporations Act where the director's interest:

- (i) arises because the director is a shareholder of the company in common with other shareholders;
- (ii) arises in relation to the director's remuneration as a director of the company;
- (iii) relates to a contract the company is proposing to enter into that is subject to shareholder approval and will not impose obligations on the company if not approved by shareholders;
- (iv) arises merely because the director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the company;
- (v) arises merely because the director has a right of subrogation in relation to a guarantee or indemnity referred to in (iv);
- (vi) relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the company (but only if the company or a related body corporate is not the insurer);
- (vii) relates to any payment by the company or a related body corporate in respect of certain indemnities permitted by the Corporations Act or any contract relating to such an indemnity; or
- (viii) is in a contract or proposed contract with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the director is a director of that related body corporate. If, because of the interest of directors in a particular matter, the meeting is inquorate, the matter must be referred to shareholders and interested directors are entitled to vote on any proposal to requisition such a meeting.

b. Under article 9.8 of our constitution, the aggregate annual amount to be paid to our Non-executive Directors must be approved by our shareholders. Once approved, that aggregate amount is paid to those Directors in such manner as the Board from time to time determines.

As described in paragraph (a), directors' remuneration is one of the exceptions under section 191 of the Corporations Act to the prohibitions against being present and voting on any matter in which a director has a material personal interest.

c. Article 10.2 of our constitution empowers our Directors, as a Board, to exercise all the powers of our company to borrow or raise money, to charge any property or business of our company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of our company or of any other person. Such powers may only be changed by amending the constitution, which requires a special resolution (i.e. a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution and notice of which has been given in accordance with the Corporations Act).

#### *Minimum number of directors*

At the Annual General Meeting of Westpac on 15 December 2005, our shareholders passed a special resolution to amend our constitution in order to remove the requirement to have a minimum number of seven directors and instead to be able to rely upon the provisions of the Corporations Act and applicable regulations from time to time. Currently the Corporations Act prescribes three as a minimum number of directors and APRA governance standards specify five as the minimum number of directors for APRA related entities. Westpac's current number of directors is above these prescribed minimums.

#### *Share rights*

The rights attaching to our ordinary shares are set out in the Corporations Act and in our constitution, and may be summarised as follows:

##### a. Profits and dividends

Holders of ordinary shares are entitled to receive such dividends on those shares as may be declared by our Directors from time to time. Dividends that are paid, but not claimed may be invested by our Directors for the benefit of the company until required to be dealt with in accordance with any law relating to unclaimed monies.

Dividends are only payable out of our net profit. Subject to the Corporations Act, the constitution, the rights of persons (if any) entitled to shares with special rights to dividend and any contrary terms of issue of or applying to any shares, our Directors may determine that a dividend is

payable, fix the amount and the time for payment and authorise the payment or crediting by our company to, or at the direction of, each shareholder entitled to that dividend.

If any dividends are returned unclaimed, we are obliged, under the Unclaimed Money Act 1995, to hold those amounts as unclaimed monies for a period of six years. If at the end of that period the monies remain unclaimed by the shareholder concerned, we must remit by 31 October in each year those monies to the Office of State Revenue. Upon such payment being made, we are discharged from further liability in respect of that amount.

Our Directors may, before paying any dividend, set aside out of our profits such sums as they think proper as reserves, to be applied, at the discretion of our Directors, for any purpose for which the profits of the company may be properly applied. Our Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve.

The following restrictions apply to our ability to declare and/or pay dividends:

- (i) if the payment of the dividend would breach or cause a breach by us of applicable capital adequacy or other supervisory requirements of the APRA. Currently, one such requirement is that a dividend should not be paid without APRA's prior consent if payment of that dividend, after taking into account all other dividends (if any) paid on our shares during the then current financial year, would cause the aggregate of such dividend payments to exceed our consolidated net income for that year, as reflected in our audited consolidated financial statements; and
- (ii) if, under the Banking Act 1959, we are directed by APRA not to pay a dividend; and
- (iii) if the declaration or payment of the dividend would result in our becoming insolvent.

#### b. Voting rights

Holders of our fully paid ordinary shares have, at general meetings (including special general meetings) one vote on a show of hands and, upon a poll, one vote for each fully paid share held by them.

#### c. Voting and re-election of Directors

Under our constitution, at each AGM one-third of our Directors (or if their number is not a multiple of three, the number nearest to one-third) and any other Director who has held office for three years or more since the Director's last election, must retire from office. In determining the number of Directors to retire, no account is to be taken of a Director who holds office in order to fill a casual vacancy or the Managing Director. A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election at the meeting.

Under the listing rules of the ASX Limited, no executive and non-executive director of a listed entity, apart from the managing director, may continue to hold office, without offering himself or herself for re-election, past the third AGM following their appointment or three years, whichever is the longer.



Under the Corporations Act, the election or re-election of each director by shareholders at a general meeting of a public company must proceed as a separate item, unless the shareholders first resolve that the elections or re-elections may be voted on collectively. Such a resolution is effective only if no votes are cast against that resolution. Any resolution electing or re-electing two or more Directors in contravention of this requirement is void.

d. Winding up

Subject to the preferential entitlement (if any) of holders of preference shares on issue at the relevant time, holders of our ordinary shares are entitled to share equally in any surplus assets if we are wound up.

e. Redemption and sinking fund provisions

We do not have any class of shares on issue that is subject to any redemption or sinking fund provisions.

***Variation of rights attaching to our shares***

Under the Corporations Act, unless otherwise provided by the terms of issue of a class of shares, the terms of issue of a class of shares in the company can only be varied or cancelled in any way by a special resolution of our company and with either the written consent of our shareholders holding at least three quarters of the votes in that class of shares or with the sanction of a special resolution passed at a separate meeting of the holders of that class of shares.

***Convening general meetings***

Under our constitution, our Directors may convene and arrange to hold a general meeting of our company whenever they think fit and must do so if required to do so under the Corporations Act. Under the Corporations Act, our Directors must call and arrange to hold a general meeting of the company if requested to do so by our shareholders who hold at least 5% of the votes that may be cast at the special general meeting or 100 shareholders entitled to vote at the meeting. Shareholders who hold at least 5% of the votes that may be cast at a general meeting may also call and arrange to hold a general meeting of our company at their own expense.

At least 28 days notice must be given of a meeting of our shareholders. Written notice must be given to all shareholders entitled to attend and vote at the meeting. All ordinary shareholders are entitled to attend and, subject to the constitution and the Corporations Act, to vote at general meetings of our company.

***Limitations on securities ownership***

A number of limitations apply in relation to the ownership of our shares, and these are more fully described in the section of this Annual Report [Limitations affecting security holders](#) .

***Change in control restrictions***

Restrictions apply under the Corporations Act, the Financial Sector (Shareholdings) Act 1998 and the Foreign Acquisitions and Takeovers Act 1975.

For more detailed descriptions of these restrictions, refer to the sections on [Limitations affecting security holders](#) , [Foreign Acquisitions and Takeovers Act 1975](#) , [Financial Sector \(Shareholdings\) Act 1998](#) , and [Corporations Act 2001](#) .

***Substantial shareholder disclosure***

There is no provision in our constitution that requires a shareholder to disclose the extent of their ownership of our shares.

Under the Corporations Act, however, any person who begins or ceases to have a substantial holding of our shares must, within two business days, give us notice of that acquisition or disposal. A further notice must be given to us by a substantial shareholder within two business days if at any time there is an increase or decrease of 1% in their holding. Copies of these notices must also be given to the ASX Limited. A person will have a substantial holding of our shares if the voting rights attaching to our shares in which that person and their associates have relevant interests is 5% or more of the total number of votes attached to all our voting shares. For more details, refer to the section Corporations Act 2001 .

We have a statutory right under the Corporations Act to trace the beneficial ownership of shares held by any shareholder, by giving a direction to that shareholder requiring disclosure to us of, among other things, the name and address of each other person who has a relevant interest in those shares, the nature and extent of that interest and the circumstances that gave rise to that other person's interest. Such disclosure must, except in certain limited circumstances, be provided within two business days.

***Documents on display***

We are subject to the disclosure requirements of the US Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file Annual Reports and furnish other information to the United States SEC. These materials, including this Annual Report on Form 20-F and the exhibits thereto, and other information furnished by us, may be inspected and copied at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549 at prescribed rates. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at 1-800-SEC-0330. The SEC also maintains a web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. Since April 2002, we have filed our reports on Form 20-F and have furnished other information to the SEC in electronic format which may be accessed through this web site.

Signatures

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorised the undersigned to sign this Annual Report on its behalf.

WESTPAC BANKING CORPORATION

By: Manuela Adl

Authorised Representative

Dated 1 November 2007

**INFORMATION FOR SHAREHOLDERS****Financial Calendar**

|   |                    |
|---|--------------------|
| Record Date for final dividend              | 13 November 2007   |
| Record Date for final dividend (New York)   | 12 November 2007   |
| Annual General Meeting                      | 13 December 2007   |
| Final dividend payable                      | 18 December 2007   |
| Half Year end                               | 31 March 2008      |
| Interim results and dividend announcement   | 1 May 2008         |
| Record Date for interim dividend            | 23 May 2008*       |
| Record Date for interim dividend (New York) | 22 May 2008*       |
| Interim dividend payable                    | 2 July 2008*       |
| Year end                                    | 30 September 2008  |
| Final results and dividend announcement     | 30 October 2008**  |
| Record Date for final dividend              | 11 November 2008** |
| Record Date for final dividend (New York)   | 10 November 2008** |
| Annual General Meeting                      | 11 December 2008#  |
| Final dividend payable                      | 17 December 2008** |

---

\* Dates will be confirmed at the time of announcing the 2008 interim results.

\*\* Dates will be confirmed at the time of announcing the 2008 final results.

# Details regarding the date of this meeting and the business to be dealt with, will be contained in the separate Notice of Meeting sent to shareholders in November 2008.

**Annual General Meeting**

The Westpac Annual General Meeting (AGM) will be held in the Grand Ballroom, Level 3 of the Hilton Sydney, 488 George Street, Sydney, on Thursday, 13 December 2007, commencing at 1:30pm.

The AGM will be webcast live on the internet at [www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre) and an archive version of the webcast will be placed on the website to enable the AGM proceedings to be viewed at a later time.

**USEFUL INFORMATION***Key sources of information for shareholders*

## Edgar Filing: WESTPAC BANKING CORP - Form 20-F

We report to shareholders, in November yearly, in two forms: an Annual Review and an Annual Report. We also report half-yearly to shareholders via a newsletter, in conjunction with the dividend payments in July and December. In addition, we produce an annual Stakeholder Impact Report, which is available yearly in December.

### *Electronic communications*

Shareholders can elect to receive the following communications electronically:

- Annual Review and Annual Report;
- Dividend statements when paid by direct credit or via the DRP;
- Notices of Meetings and proxy forms; and
- Shareholder Newsletters and major company announcements.

Shareholders who wish to register their email address should go to [www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre) and click on **Register your email** under **Shareholder News**, or contact the Westpac share registry. For registry contact details see below.

### *Online information*

#### **Australia**

Westpac's internet site [www.westpac.com.au](http://www.westpac.com.au) provides information for shareholders and customers, including:

- Access to internet banking and broking services;
- Details on Westpac's products and services;
- Company history, results, economic updates, market releases and news; and
- Corporate responsibility and Westpac in the community activities.

Investors can short cut to the Investor Centre at [www.westpac.com.au/investorcentre](http://www.westpac.com.au/investorcentre). The Centre includes the current Westpac share price and charting, and links to the latest ASX announcements and the Westpac's share registries.

**New Zealand**

Westpac's New Zealand internet site [www.westpac.co.nz](http://www.westpac.co.nz) provides:

Access to internet banking services;

Details on products and services, including a comprehensive home buying guide;

Economic updates, news and information, key financial results; and

Sponsorships and other community activities.

**Stock exchange listings**

**Westpac Ordinary Shares** are listed on:

Australian Securities Exchange, (code WBC);

New York Stock Exchange (NYSE), as American Depositary Shares, (code WBK); and

New Zealand Exchange Limited, (code WBC).

**Westpac Investor Relations**

Information other than that relating to your shareholding can be obtained from:

Westpac Investor Relations

Level 20, 275 Kent Street

Sydney NSW 2000 Australia

Telephone: (61 2) 8253 3143, Facsimile: (61 2) 8253 1207

Email: [investorrelations@westpac.com.au](mailto:investorrelations@westpac.com.au)

**Share registries**

For information about your shareholding or to notify a change of address etc., you should contact the appropriate share registry. Please note that in Australia, broker sponsored holders are required to contact their broker to amend their address.

*Australia - Ordinary shares on the main register*

Link Market Services Limited

Level 12, 680 George Street

Sydney NSW 2000

Postal address: Locked Bag A6015, Sydney South NSW 1235

Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Shareholder Enquiries:

Telephone: 1800 804 255 (toll free in Australia)

International: (61 2) 8280 7070

Facsimile: (61 2) 9287 0303

Email: [westpac@linkmarketservices.com.au](mailto:westpac@linkmarketservices.com.au)



*New Zealand - Ordinary Shares on the New Zealand branch register*

Link Market Services Limited

Level 12, 120 Albert Street

Auckland, New Zealand

Postal address: P.O. Box 91976, Auckland 1030, New Zealand

Website: [www.linkmarketservices.com](http://www.linkmarketservices.com)

Shareholder Enquiries:

Telephone: 0800 002 727 (toll free in New Zealand)

International: (64 9) 375 5998

Facsimile: (64 9) 375 5990

Email: [lmsenquiries@linkmarketservices.com](mailto:lmsenquiries@linkmarketservices.com)

*Depository in USA for American Depositary Shares (ADS)\**

Listed on New York Stock Exchange (code WBK - CUSIP 961214301)

JPMorgan Chase Bank, N.A.

PO Box 358408, Pittsburgh

PA 15252-8408, USA

**Shareholder Enquiries:**

Telephone: 1 800 990 1135

(toll free: non-US callers will be charged IDD)

Telephone: +1 201 680 6630

Email: [jpmorganadr@mellon.com](mailto:jpmorganadr@mellon.com)

Website: [www.adr.com](http://www.adr.com)

---

\* Each ADS equals five, fully paid ordinary shares

**Glossary of abbreviations**

|                   |   |
|-------------------|---|
| AASB 1            | Australian Accounting Standards AASB First-time Adoption of Australian Equivalents to International Financial Reporting Standards |
| AASB 4            | Australian Accounting Standards AASB Insurance Contracts  |
| AASB 7            | Australian Accounting Standards AASB Financial Instruments Disclosures  |
| AASB 127          | Australian Accounting Standards AASB Consolidated and Separate Financial Statements   |
| AASB 132          | Australian Accounting Standards AASB Financial Instruments: Presentation and Disclosure   |
| AASB 139          | Australian Accounting Standards AASB Financial Instruments: Recognition and Measurement   |
| AASB 1038         | Australian Accounting Standards AASB Life Insurance Contracts   |
| ABN               | Australian Business Number  |
| ACCC              | Australian Competition and Consumer Commission  |
| ACE               | Adjusted Common Equity  |
| ACN               | Australian Company Number   |
| ADIs              | Authorised Deposit-taking Institutions  |
| ADRs              | American Depositary Receipts  |
| ADS               | American Depositary Shares  |
| AGAAP             | Australian Generally Accepted Accounting Principles   |
| AGM               | Annual general meeting  |
| A-IFRS            | Australia Equivalents to International Financial Reporting Standards  |
| AIRB              | Advanced Internal Ratings Based   |
| AIRC              | Australian Industrial Relations Commission  |
| AMA               | Advanced measurement approach   |
| ANZSIC            | Australian and New Zealand Standard Industrial Classification   |
| APCA              | Australian Payments Clearing Association  |
| APRA              | Australian Prudential Regulation Authority  |
| ARBN              | Australian Registered Business Number   |
| ASIC              | Australian Securities and Investments Commission  |
| ASX               | Australian Securities Exchange  |
| ASX Limited       | Operates under the brand name Australian Securities Exchange  |
| ASXCGC            | ASX Limited's Corporate Governance Council  |
| ATM               | Automatic teller machines   |
| BRMC              | Board Risk Management Committee   |
| BTFG              | BT Financial Group  |
| BTFG Australia    | BT Financial Group Australia  |
| BTIM              | BT Investment Management Limited  |
| BTSS              | Business and Technology Solutions and Services  |
| Capital Trust III | Westpac Capital Trust III   |
| Capital Trust IV  | Westpac Capital Trust IV  |
| CEO               | Chief Executive Officer   |
| CFO               | Chief Financial Officer   |
| CGU               | Cash-generating unit  |
| CLS               | Continuous Linked Settlement  |
| COSO              | Committee of Sponsoring Organisations of the Treadway Commission  |
| CRI               | Community Corporate Responsibility Index  |
| CRO               | Chief Risk Officer  |
| DFAT              | Department of Foreign Affairs and Trade   |
| DSP               | Deferral Share Plan   |
| EFTPoS            | Electronic Funds Transfer Point of Sale   |
| Epic              | Epic Rest Group   |
| EPO               | Enterprise Program Office   |
| ESP               | Employee Share Plan   |
| FASB              | Financial Accounting Standards Board  |
| FinSec            | Finance and Information Union   |
| FIRsTS            | Fixed Interest Resetable Securities   |
| FRA               | Forward rate agreement  |

|                   |   |
|-------------------|---|
| FRC               | Financial Reporting Council                           |
| FSP               | FASB Staff Position                                   |
| FSU               | Finance Sector Union                                  |
| FTE               | Full time equivalent                                  |
| FUA               | Funds under administration                            |
| FUM               | Funds under management                                |
| Funding Trust III | Tavarua Funding Trust III                             |
| Funding Trust IV  | Tavarua Funding Trust IV                              |
| FX                | Foreign exchange                                      |
| GMSOP             | General Management Share Option Plan                  |
| GRI               | Global Reporting Initiative                           |
| GRRC              | Group Risk Reward Committee                           |
| Hastings          | Hastings Funds Management Limited                     |
| HKD               | Hong Kong dollar                                      |
| HSBC              | Hong Kong and Shanghai Banking Corporation            |
| IBA               | International Banking Act of 1978                     |
| IDA               | Interbank Deposit Agreement                           |
| IFRS              | International Financial Reporting Standards           |
| IFSA              | Investment and Financial Services Association Limited |
| IPO               | Initial public offering                               |
| Keycorp           | Keycorp Payment Services                              |
| LIASB             | Life Insurance Actuarial Standard Board               |
| MARCO             | Market Risk Committee                                 |
| MTNs              | Medium term notes                                     |
| NYSE              | New York Stock Exchange                               |
| NZ                | New Zealand   |
| NZIRD             | New Zealand Inland Revenue Department                 |
| NZX               | New Zealand Stock Exchange                            |
| PCT               | Product and Channel Transformation                    |
| PFIC              | Passive foreign investment company                    |
| PSR               | Pre-settlement risk                                   |
| PwC               | PricewaterhouseCoopers                                |
| RBA               | Reserve Bank of Australia                             |
| RBNZ              | Reserve Bank of New Zealand                           |
| RECS              | Renewable Energy Contracts                            |
| RSP               | Restricted Share Plan                                 |
| RWA               | Risk weighted assets                                  |
| SEC               | US Securities and Exchange Commission                 |
| SFAS              | Statement of Financial Accounting Standards           |
| SOSPS             | Senior Officers Share Purchase Scheme                 |
| SPVs              | Special purpose vehicles                              |
| SRAs              | Settlement Residue Auctions                           |
| STI               | Short term incentive                                  |
| TCDS              | Transferable certificates of deposit                  |
| The Group         | Westpac Banking Corporation Group                     |
| TPS 2003          | Trust Preferred Securities 2003                       |
| TPS 2004          | Trust Preferred Securities 2004                       |
| TPS 2006          | Trust Preferred Securities 2006                       |

|                    |   |
|--------------------|---|
| Trust              | Westpac Office Trust                        |
| TSR                | Total shareholder return                    |
| UKSS               | UK Staff Superannuation Scheme              |
| US Federal Reserve | Federal Reserve System                      |
| US GAAP            | US Generally Accepted Accounting Principles |
| US                 | United States                               |
| VaR                | Value at Risk                               |
| VIE                | Variable interest entity                    |
| Waratah            | Waratah Receivables Corporation Pty Limited |
| WBC                | Westpac Banking Corporation                 |
| WIB                | Westpac Institutional Bank                  |
| WNZL               | Westpac New Zealand Limited                 |
| WNZS               | Westpac New Zealand Superannuation Scheme   |
| WPP                | Westpac Performance Plan                    |
| WSNZL              | Westpac Securities NZ Limited               |
| WSSP               | Westpac Staff Superannuation Plan           |
| WST program        | Westpac Securitisation Trust program        |
| WTSNZL             | WestpacTrust Securities NZ Limited          |

**Item 19. Exhibits Index**

1. Constitution (as amended) incorporated by reference to our Form 6-K filed on 19 December 2005.
  - 4(c).1 Service Agreement between Westpac Banking Corporation and Director, incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2001.
  - 4(c).2 Access and Indemnity Deed between Westpac Banking Corporation and Director, incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2001.
  - 4(c).3 Westpac General Management Share Option Plan Rules incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2006.
  - 4(c).4 Westpac Employee Share Plan (WESP) Stage One Regulations and Rules for Participation amended on 11 December 2002 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2006.
  - 4(c).5 Senior Officers Share Purchase Scheme Rules incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2006.
  - 4(c).6a Employment Agreement between Westpac Banking Corporation and Michael Coomer dated 23 July 2002 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2002.
  - 4(c).6b Description of amendment to the Employment Agreement between Westpac Banking Corporation and Michael Coomer during 2003/2004 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2004.
  - 4(c).7 Employment Agreement between Westpac Banking Corporation and Michael Pratt dated 6 February 2002 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2002.
  - 4(c).8 Employment Agreement between Westpac Banking Corporation and Ilana Atlas dated 24 October 2002 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2003.
  - 4(c).9 Employment Agreement between Westpac Banking Corporation and David Morgan dated 14 August 2003 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2003.
  - 4(c).10 Securities Agreement between Westpac Banking Corporation and David Morgan dated 14 August 2003 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2003.
  - 4(c).11 Securities Agreement between Westpac Banking Corporation and David Morgan dated 19 December 2001 incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2004.
  - 4(c).12 Westpac Banking Corporation Performance Plan Rules incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2006.
  - 4(c).13 Westpac Banking Corporation Employee Share Plan Rules incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2003.
  - 4(c).14 Westpac Banking Corporation Deferral Share Plan Rules incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2003.
-

Edgar Filing: WESTPAC BANKING CORP - Form 20-F

- 4(c).15 Employment Agreement between Westpac Banking Corporation and Rob Coombe dated 6 October 2004, incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2005.
- 4(c).16 Westpac Banking Corporation Westpac Reward Plan Rules dated 14 December 2006.
- 4(c).17 Westpac Banking Corporation Restricted Share Plan Rules dated 14 December 2006.
- 4(c).18 Access and Indemnity Deed between Westpac Banking Corporation and Elizabeth Bryan dated 30 November 2006.
- 7. Computation of ratios of earnings to fixed charges.
- 8. List of controlled entities refer note 42 to the financial statements in this Annual Financial Report.
- 11. Code of ethics incorporated by reference to our Annual Financial Report on Form 20-F for the year ended 30 September 2006.
- 12. Certifications pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
- 13. Certifications pursuant to 18 U.S.C. Section 1350.
- 15. Auditor consent dated 1 November 2007.

Copies of any instrument relating to the long-term debt of Westpac Banking Corporation that is not being attached as an exhibit to this Annual Financial Report on Form 20-F and which does not exceed 10% of the total consolidated assets of Westpac Banking Corporation will be furnished to the SEC upon request.

---