

TERMS SHEET

2 December 2009

To: **ROYAL BANK OF CANADA**
Level 46
2 Park Street
Sydney, NSW, 2000
Australia

AND

THE TORONTO-DOMINION BANK
Level 24
9 Castlereagh Street
Sydney, NSW, 2000
Australia

From: **KfW**
Palmengartenstraße 5-9
D-60325 Frankfurt am Main
Germany

KfW - A\$10,000,000,000 NOTE PROGRAMME

We hereby confirm the following agreement for the issue by us of Notes, each having the terms and conditions set out below, and otherwise in accordance with the terms and conditions of the Deed of Terms and Conditions dated 16 March 2004 made by the Issuer, the Manager and the Registrar. Terms not defined herein have the meanings given to them in the Deed of Terms and Conditions.

Overall Note Details

Issuer:	KfW																		
Principal Amount (face amount) on the Issue Date of each Note:	A\$1,000 (Note: subject to minimum consideration within Australia of A\$500,000)																		
Number of Notes to be issued:	300,000																		
Total Principal Amount of the Series:	A\$300,000,000																		
Type of Notes:	<table><tbody><tr><td>☐</td><td>Amortised Notes</td></tr><tr><td>☐</td><td>Dual Currency Notes</td></tr><tr><td>☒</td><td>Fixed Rate Notes</td></tr><tr><td>☐</td><td>Floating Rate Notes</td></tr><tr><td>☐</td><td>High Interest (premium) Notes</td></tr><tr><td>☐</td><td>Indexed Notes</td></tr><tr><td>☐</td><td>Low Interest (discount) Notes</td></tr><tr><td>☐</td><td>Structured Notes</td></tr><tr><td>☐</td><td>Zero Coupon Notes</td></tr></tbody></table>	☐	Amortised Notes	☐	Dual Currency Notes	☒	Fixed Rate Notes	☐	Floating Rate Notes	☐	High Interest (premium) Notes	☐	Indexed Notes	☐	Low Interest (discount) Notes	☐	Structured Notes	☐	Zero Coupon Notes
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☐	Structured Notes																		
☐	Zero Coupon Notes																		

☐ Other (specify)

Maturity Date: 4 December 2019

Issued at: ☐ Par
☒ Discount
☐ Premium

Purchase Price: A\$294,657,000 (being 98.219 per cent. of the Principal Amount of A\$300,000,000)

Issue Price: 98.435 per cent. of the Principal Amount of A\$300,000,000

Issue Date: 4 December 2009

Clearing System (if any): ☒ Austraclear
☒ Euroclear
☒ Clearstream Banking
☐ Other (specify): _____

On admission to the Austraclear System, interests in the Notes may be held through Euroclear Bank S.A./N.V. as operator of the Euroclear System ("Euroclear") or Clearstream Banking, société anonyme ("Clearstream, Luxembourg"). In these circumstances, entitlements in respect of holdings of interests in the Notes in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as a nominee of Euroclear while entitlements in respect of holdings of interests in the Notes in Clearstream, Luxembourg would be held in the Austraclear System by ANZ Nominees Limited as nominee of Clearstream, Luxembourg.

The rights of a holder of interests in Notes held through Euroclear or Clearstream, Luxembourg are subject to the respective rules and regulations for accountholders of Euroclear and Clearstream, Luxembourg, the terms and conditions of agreements between Euroclear and Clearstream, Luxembourg and their respective nominee and the rules and regulations of the Austraclear System.

Interest Calculation and Payment, Repayment

(a) **Amortised Notes**

Redemption Amount: N/A

Redemption Price: N/A

Reference Price: N/A

Other details (specify): N/A

(b) **Dual Currency Notes**

Rate of Exchange: N/A

Determination of:

♦ rate of interest: N/A

♦ accrual of interest: N/A

- ♦ interest amounts: N/A
- ♦ interest payment dates: N/A
- ♦ other (specify): N/A

(c) **Fixed Rate Notes**

Fixed Interest Rate(s): 6.25 per cent. per annum

Interest Payment Dates: 4 June and 4 December in each year, from and including 4 June 2010, to and including the Maturity Date (subject to adjustment in accordance with clause 8.6 of the Deed of Terms and Conditions)

Redemption Amount: A\$1,000 per Note (100 per cent. of the face Principal Amount)

Day Count Fraction:

- ☐ Actual/365 (fixed)
- ☐ Actual/365 or Actual/Actual (ISDA)
- ☐ 30/360, 360/360 or Bond Basis
- ☒ RBA Bond Basis
- ☐ 30E/360 or Eurobond Basis

(d) **Floating Rate Notes**

Floating Rate Basis:

- ☐ Bank Bill Rate
- ☐ Other (specify and detail source and procedures if not available)

Manner of determination:

☐ *ISDA Determination:*

- ♦ Floating Rate Option: N/A
- ♦ Designated Maturity: N/A
- ♦ Reset Date
 - ☐ BBSW
 - ☐ LIBOR
 - ☐ EURIBOR
 - ☐ Other (specify)
- ♦ Determined by
 - ☐ Manager
 - ☐ Other (specify)

or:

☐ *Screen Rate Determination*

- ♦ Reference Rate
 - ☐ BBSW
 - ☐ LIBOR

- ☐ EURIBOR
☐ Other (specify)

♦ Relevant Screen Page: N/A _____

♦ Determined by ☐ Manager
☐ Other (specify)

Margin(s) to Floating Rate Basis: +/- ____ per centum per annum

Minimum Interest Rate: N/A

Maximum Interest Rate: N/A

Interest Payment Dates: N/A

Additional Business Centre: N/A

Redemption Amount: N/A

Day Count Fraction:

- ☐ Actual/365 (fixed)
☐ Actual/365 or Actual/Actual (ISDA)
☐ 30/360, 360/360 or Bond Basis
☐ RBA Bond Basis
☐ 30E/360 or Eurobond Basis

Interest Determination Date: N/A

(e) High Interest (premium) Notes

Premium: N/A

Interest Rate see: ☐ (c)
☐ (d)

Amortisation Yield: N/A

Reference Price: N/A

Other details (specify): N/A

(f) Indexed Notes

Index: N/A

Specify method of calculation of Variable Indexed Amount: N/A

Details to include:

♦ Source for index N/A

♦ Person responsible for calculations N/A

♦ Provision for calculation on early redemption, where reference to Index or formula is impossible or impracticable etc) N/A

Base Index Figure \$: N/A

Interest Payment Dates: N/A

Redemption Amount: N/A

(g) Low Interest (discount) Notes

Discount Rate: N/A

Interest Rate see: ☐ (c)
☐ (d)

Amortisation Yield: N/A

Reference Price: N/A

Other details (specify): N/A

(h) Structured Notes

Describe characteristics N/A

(Give details including, as required, source, calculation arrangements, alternatives etc)

(i) Zero Coupon Notes

Redemption Price N/A

Amortisation Yield N/A

(j) Other Options (Give details) N/A

Other Issue Details

Partly Paid Notes (details): N/A

Special Issuance Instructions: N/A

Other Special Conditions including, as appropriate:

Events Affecting Maturity N/A

Put option (early redemption at the option of the Noteholders) (give details): N/A

♦ Clause 9.3 applies: ☐ Yes ☐ No

- ♦ Put Option Date(s)

or

Put Option Period N/A

- ♦ Put Option applies to all Notes in Series

or

Details of Notes to which Put Option applies N/A

Maturity Extension Option (option of the Noteholder to extend maturity, at the offer of the Issuer) (give details): N/A

Minimum notice

Other:

Application has been made for the Notes to be listed on the Australian Securities Exchange operated by ASX Limited (ABN 98 008 624 691).

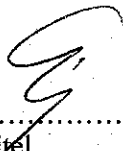
In relation to the Notes, the following additional terms and conditions shall apply:

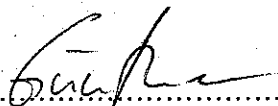
In the fourth paragraph of clause 2.2 of the Deed of Terms and Conditions, the words "Australian System" are deleted and replaced with the words "Austraclear System".

The above details are confirmed by the Issuer, in respect of:

ISIN: AU0000KFWHN1

Common Code: 047152429


Klaus-Peter Eitel
Vice President


Normen Günther
Senior Manager

2 December 2009