

TERMS SHEET

27 April 2010

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

AND

UBS AG, AUSTRALIA BRANCH
Level 16 Chifley Tower
2 Chifley Square
Sydney, NSW 2000
Australia

AND

WESTPAC BANKING CORPORATION
Level 2 Westpac Place
275 Kent Street
Sydney, NSW 2000
Australia

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

KfW - A\$15,000,000,000 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 (to be consolidated and form a single Series with the 300,000 Notes comprising the Issuer's A\$300,000,000 6.25% Notes due 4 December 2019 and issued on 4 December 2009; with the 350,000 Notes comprising the Issuer's A\$350,000,000 6.25%

Notes due 4 December 2019 and issued on 14 January 2010; with the 350,000 Notes comprising the Issuer's A\$350,000,000 6.25% Notes due 4 December 2019 and issued on 12 February 2010; and with the 350,000 Notes comprising the Issuer's A\$350,000,000 6.25% Notes due 4 December 2019 and issued on 24 March 2010)

Total Principal Amount of the Series: A\$1,650,000,000 (being the Total Principal Amount of this tranche; the A\$300,000,000 Notes due 4 December 2019 and issued on 4 December 2009; the A\$350,000,000 Notes due 4 December 2019 and issued on 14 January 2010; the A\$350,000,000 Notes due 4 December 2019 and issued on 12 February 2010; and the A\$350,000,000 Notes due 4 December 2019 and issued on 24 March 2010)

Type of Notes:

- ☐ 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
- ☐ Other (specify)

Maturity Date:

4 December 2019

Issued at:

- ☐ Par
- ☒ Discount
- ☐ Premium

Purchase Price:

A\$300,117,000 (being 100.039 per cent. of the Principal Amount of A\$300,000,000 which includes accrued interest payable for the period from, and including, 4 December 2009, to but excluding 29 April 2010, being 146 days and an amount of A\$7,521,000 and less fees)

Issue Price:

100.247 per cent. of the Principal Amount of A\$300,000,000 (which includes accrued interest payable for the period from, and including, 4 December 2009, to but excluding 29 April 2010, being 146 days and an amount of A\$7,521,000)

Issue Date:

29 April 2010

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 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).

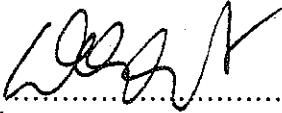
In relation to the Notes, the following additional terms and conditions shall apply:

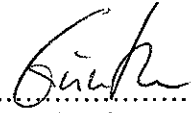
In the fourth paragraph of clause 2.2 of the Deed of Terms and Conditions, the words "Australian System" are deleted and replaced with the words "Austraclear System".

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

ISIN: AU0000KFWHN1

Common Code: 047152429


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Petra Wehlert
Vice President


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Normen Günther
Senior Manager

27 April 2010