

## TERMS SHEET

24 October 2011

To: **THE TORONTO-DOMINION BANK, LONDON BRANCH**  
(ARBN 082 818 175)  
60 Threadneedle Street  
London EC2R 8AP  
United Kingdom

**WESTPAC BANKING CORPORATION**  
(ABN 33 007 457 141)  
Level 2, Westpac Place  
275 Kent Street  
Sydney NSW 2000  
Australia

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

### **KfW - A\$30,000,000,000 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.

The Notes are to be consolidated and form a single Series with the Issuer's A\$450,000,000 6.25% Notes due 19 May 2021, issued on 19 May 2011, A\$550,000,000 6.25% Notes due 19 May 2021, issued on 28 July 2011 and A\$400,000,000 6.25% Notes due 19 May 2021, issued on 2 September 2011.

### **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:	250,000 (to be consolidated and form a single Series with the 1,400,000 Notes comprising the Issuer's A\$450,000,000 6.25% Notes due 19 May 2021, issued on 19 May 2011, A\$550,000,000 6.25% Notes due 19 May 2021, issued on 28 July 2011 and A\$400,000,000 6.25% Notes due 19 May 2021, issued on 2 September 2011)

Total Principal Amount of the Series: A\$1,650,000,000 (being the Total Principal Amount of this tranche, the A\$450,000,000 6.25% Notes due 19 May 2021, issued on 19 May 2011, the A\$550,000,000 6.25% Notes due 19 May 2021, issued on 28 July 2011 and the A\$400,000,000 6.25% Notes due 19 May 2021, issued on 2 September 2011)

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: 19 May 2021

Issued at:

- Par
- Discount
- Premium

Purchase Price: A\$272,400,000 (being 106.243 per cent. of the Principal Amount of A\$250,000,000 plus accrued interest payable for the period from and including 19 May 2011 to but excluding 26 October 2011 of 160 days of A\$6,792,500)

Issue Price: A\$272,975,000 (being 106.473 per cent. of the Principal Amount of A\$250,000,000 plus accrued interest payable for the period from and including 19 May 2011 to but excluding 26 October 2011 of 160 days of A\$6,792,500)

Issue Date: 26 October 2011

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 a nominee of J.P. Morgan Chase Bank, N.A. as custodian for 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: 19 May and 19 November in each year from, and including, 19 November 2011 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: N/A

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".


On and with effect from 20 July 2011, the Programme Limit was increased from A\$20,000,000,000 to A\$30,000,000,000.

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

ISIN: AU0000KFWHR2

Common Code: 062853883

  
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Beate Forell  
Vice President

  
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Normen Günther  
Senior Manager

24 October 2011