

# **Pricing Term Sheet**

### **PART A: ISSUE SUMMARY & KEY PARTIES**

#### **NOTE DETAILS**

Class	Expected Rating S&P/Fitch	A\$M Amount	Credit Enhancement (%)	S&P / Fitch Required CE (%)	WAL** (years)	Margin (%)
A-1	AAA(sf) / AAAsf	600.00	15.00%	5.48% / 6.50%*	2.9	1M BBSW+ 0.98%
A-2	AAA(sf) / AAAsf	250.00	15.00%	5.48% / 6.50%*	3.6	1M BBSW+ 1.15%
A-3	AAA(sf) / AAAsf	50.00	10.00%	5.48% / 6.50%*	2.8	1M BBSW+ 1.35%
AB	AAA(sf) / NR	58.00	4.20%	3.50%	5.5	1M BBSW+ 1.95%
В	AA-(sf) / NR	27.00	1.50%	1.26%	5.5	1M BBSW+ 2.50%
С	A(sf) / NR	6.60	0.84%	0.72%	5.5	1M BBSW+ 3.00%
D	BB(sf) / NR	6.60	0.18%	0.18%	5.5	1M BBSW+ 5.50%
Е	NR	1.80	-	-	9.3	Retained
Total		1,000.0				

#### Notes:

- \*LMI Independent- assumes no credit is given to LMI
- - Constant CPR of 20%; note that further advances on mortgage loans will not be allowed under this issue. Notes are redeemed on the 10% Call Date

  - Class A-2 Notes are redeemed on the earlier of the Call Date and the Class A-2 Reissue Date
  - Step-Down Criteria are met

### **KEY DATES**

Pricing Date	15 May 2015
Settlement Date	21 May 2015

### **KEY PARTIES**

Trust	Firstmac Mortgage Funding Trust No.4 (the "Trust")
Series	1-2015
Issuer and Trustee	Firstmac Fiduciary Services Pty Ltd as trustee for the Trust in respect of Series 1-2015
Security Trustee	P.T. Limited
Manager	Firstmac Limited ("Firstmac")
Servicer	Firstmac
Custodian	Perpetual Trustee Company
Mortgage Insurers	Genworth Financial Mortgage Insurance Pty Limited ("Genworth")  QBE Lenders' Mortgage Insurance Limited ("QBE")
Rating Agencies	Fitch Ratings Australia Pty Limited (" <b>Fitch</b> ")  Standard and Poor's (Australia) Pty Limited (" <b>S&amp;P</b> ")
Fixed Rate Swap Provider	Westpac Banking Corporation ("Westpac")











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Arranger and Joint Lead Manager	Australia and New Zealand Banking Group ("ANZ")	
Joint Lead Manager	National Australia Bank Limited ("NAB") Westpac J.P. Morgan Australia Limited ("J.P. Morgan Australia")	
PART B: TERMS THE NOT	ES CONTRACTOR OF THE PROPERTY	
Instruments	The Trust will issue limited recourse, amortising, pass-through floating rate Notes (collectively the "Notes") secured by prime first ranking Australian residential mortgages ("Mortgage Loans").	
Issue Size	A\$1,000,000,000.	
Legal Maturity	The Payment Date in September 2046.	
Call Date	Firstmac will be entitled to redeem all of the outstanding Notes in full on a Call Date. The Call Date will be the Payment Date following the Determination Date on which the Invested Amount of the Notes of the Series is equal to or less than 10% of the aggregate Invested Amount of all Notes issued on the initial Issue Date for the Series, and each Payment Date thereafter.	
Class A-2 Reissue Date	Firstmac has the right to refinance all of the Class A-2 Notes on the payment date which is 5 years after the Settlement Date, namely the Class A-2 Reissue Date (the payment Date in May 2020) funded via the issuance of Class A-2R Notes.  If Firstmac is unsuccessful in placing the Class A-2R Notes, a Step-Up Margin will apply to the outstanding Class A-2 Notes.	
Denominations	Each Note will be issued in denominations of A\$10,000 subject to a minimum purchase consideration of A\$500,000.	
Security	A registered security interest over a pool of first-ranking mortgages secured over residential property in Australia for the benefit of (amongst others) the Noteholders, and any other party deemed as a secured creditor.	
Issue Price	At Par.	
Settlement	Austraclear.	
RBA Eligible Security	Application will be made for the Class A-1, A-2, A-3 and AB Notes to be registered on the list of eligible securities for the RBA's repurchase agreements.	
Business Day	A day (not being a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney, Melbourne and	











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	Brisbane.	
Record Date/Ex-Interest	The register will close from 5.00pm (Sydney time) 2 Business Days prior to each Payment Date, for the purpose of calculating Noteholder entitlements and will reopen on the Business Day immediately following each Determination Date.	
ISIN/Common Code	Class A-1 AU3FN0027405/123466578  Class A-2 AU3FN0027413/123466586  Class A-3 AU3FN0027421/123466594  Class AB AU3FN0027439/123466608  Class B AU3FN0027447/123466616  Class C AU3FN0027454/123466624  Class D AU3FN0027462/123466632  Class E AU3FN0027470/123466667	
<b>Business Day Convention</b>	Following Business Day.	
Day Count	Actual/365.	
Withholding Tax	The Class A, AB, B, C, D and Class E Notes will be offered to comply with the public offer test set out in section 128F of the Income Tax Assessment Act 1936 (as amended).	
Listing	The Notes will not be listed.	
Governing Law	State of New South Wales.	
CRD IV Article 405	Non-compliant.	

### **PART C: INTEREST PAYMENTS**

Payment Dates	The Trust will make disbursements on each Payment Date or if that day is not a Business Day, the next Business Day. The Payment Date for all Notes shall be the 12 <sup>th</sup> day of each month, with the first Payment Date being 13 <sup>th</sup> July 2015.
<b>Determination Date</b>	The date 2 Business Days prior to a Payment Date.
Interest Rate	The Interest Rate in respect of a Class A, Class AB, Class B, Class C, Class D and Class E Note for a Coupon Period will be equal to the aggregate of:  (a) the one month Bank Bill Rate as at the first day of that Coupon Period; and (b) the Margin for that Note; or
	(c) if the Coupon Period commences on or after a Call Date or in the case of the Class A-2 Note, the Class A-2 Reissue Date; the Margin and any relevant Step-Up Margin for that Note.
Step-Up Margin	On or after the Call Date, a step up of 0.25% to the Margin on the Class A-1, A-3











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	and AB Notes will apply.
	On or after the earlier of the Class A-2 Reissue Date and the Call Date, a step up of 0.35% to the Margin of the Class A-2 Notes will apply.
	There is no Step-Up payable on the Class B, C or D or E Notes.
Step-Down Margin	From the date when the Aggregate Invested Amount of the Notes falls below 10% of the aggregate of the Initial Invested Amount of the Notes, the Margin on the Class B Notes, Class C Notes, Class D Notes and Class E Notes will decrease by each of the Class B Notes, Class C Notes, Class D Notes and Class E Notes Step-Down Margin respectively and be calculated on the Stated Amount of that Class of Notes. Any residual interest amounts, which will be calculated on the difference between the Invested and Stated Amount of that Class of Note ("Residual Interest"), will subsequently be paid according to their priority in the interest income waterfall (see "Application of Total Available Income (prior to Enforcement) section").

### PART D: PRINCIPAL REPAYMENT PROFILE

Application of Total
Available Principal (pre
default)

On each Payment Date where the Step-Down Criteria have not been satisfied, the principal distribution to the Notes will be paid in the following order:

- 1. to the Class A-1 Noteholders, Class A-2 (or A-2R) Noteholders and Class A-3 Noteholders in accordance with the Senior Notes Principal Allocation until repaid in full; then
- 2. to Class AB Noteholders until repaid in full; then
- 3. to Class B Noteholders until repaid in full; then
- to Class C Noteholders until repaid in full; then
- to Class D Noteholders until repaid in full; then
- Class E Noteholders until repaid in full.

On each Payment Date where the Step-Down Criteria have been satisfied, the principal distribution to the Notes will be paid pari-passu on the following basis:

- 1. to the Class A-1 Noteholders; and
- 2. to the Class A-2 (or A-2R) Noteholders; and
- 3. to the Class A-3 Noteholders; and
- 4. to Class AB Noteholders; and
- 5. to the Class B Noteholders; and
- 6. to the Class C Noteholders; and
- 7. To the Class D Noteholders until repaid in full; then

The Class E Note receives no principal allocation whilst any other Notes are outstanding.

### Step-Down Criteria

Means the following:

The Payment Date is at least 24 months after the Settlement Date:











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- b) there are no carryover charge-offs at that time;
- average Arrears as calculated over the prior 4 months > 90 days do not exceed 2% of the portfolio;
- d) the Payment Date is not on or after the Call Date;
- e) the Class A-1 Notes and Class A-2 Notes subordination is at least 19.0%;
- f) the Class AB Notes subordination is at least double the S&P required CE at settlement;
- g) the Class B Notes subordination is at least double the S&P required CE at settlement; and
- h) the Class C Notes subordination is at least double the S&P required CE at settlement.

### Senior Note Principal Allocation (preenforcement)

On each Payment Date where;

- a) the Class A-1 Note balance is greater than \$0;
- b) there are no carryover charge-offs;
- the average arrears greater than 90 days over the preceding 4 month period does not exceed 2.0%;
- d) the Payment Date is not on or after the Call Date; and
- e) Step-down Criteria have not been satisfied; then

Principal Distributions will be paid to Class A-1 Noteholders, Class A-2 (or A-2R) Noteholders and Class A-3 Noteholders as follows:

- to Class A-1 Noteholders 82% of Senior Note Principal Allocation until repaid in full; next
- 2. to A-2 (or A-2R) Noteholders 11% of Senior Note Principal Allocation until repaid in full; next
- 3. to A-3 Noteholders 7% of Senior Note Principal Allocation until repaid in full;

Otherwise, to the Class A-1 Noteholders and Class A-2 (or A-2R) Noteholders on a pro-rata basis until repaid in full; next to the Class A-3 Noteholders until repaid in full.

### PART E: PRIORITY OF INTEREST PAYMENTS

Application of Total Available Income (prior to Enforcement) Income received by the Trust in each collection period will be distributed in the following order:

- 1. Taxes;
- 2. Security Trustee, each Custodian, Standby Trustee, Standby Servicer fees and expenses;
- pari passu to the Interest Rate Swap provider interest and fees (provided the counterparty is not the defaulting party);
- 4. Any other expenses of the Series not otherwise described above and Fees and expenses due to Firstmac, the Manager and Servicer;
- 5. pari passu to:











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- (a) FastPay Notes current and prior period interest due;
- (b) Class A-1 Noteholders current and prior period interest due;
- (c) Class A-2 (or A-2R) Noteholders current and prior period interest due:
- to the Class A-3 Noteholders current and prior period interest due;
- 7. to the Class AB Noteholders current and prior period interest due;
- to the Class B Noteholders current period interest (other than Class B Residual Interest);
- 9. to the Class C Noteholders current period interest (other than Class C Residual Interest);
- to the Class D Noteholders current period interest (other than Class D Residual Interest);
- 11. to the Class E Noteholders current period interest (other than Class E Residual Interest);
- 12. to reimburse Principal Draws;
- 13. to reimburse the Liquidity Reserve;
- 14. prior period Interest on Class B Notes (other than Class B Residual Interest);
- prior period Interest on Class C Notes (other than Class C Residual Interest);
- prior period Interest on Class D Notes (other than Class D Residual Interest);
- 17. prior period Interest on Class E Notes (other than Class E Residual Interest);
- 18. Excess Spread Reserve subject to Excess Spread Trap Conditions;
- reimbursement of Class A-1, Class A-2 (or A-2R) and FastPay current and prior period Charge-Offs;
- 20. reimbursement of Class A-3 current and prior period Charge-Offs;
- 21. reimbursement of Class AB current and prior period Charge-Offs;
- 22. reimbursement of Class B current and prior period Charge-Offs;
- 23. reimbursement of Class C current and prior period Charge-Offs;
- 24. reimbursement of Class D current and prior period Charge-Offs;
- 25. reimbursement of Class E current and prior period Charge-Offs;
- 26. reimbursement of Extraordinary Expense Reserve Draws;
- 27. subordinated payments to each Interest Rate swap provider;
- 28. to the Class B Noteholders Class B current and prior period Residual Interest;
- 29. to the Class C Noteholders Class C current and prior period Residual Interest;
- 30. to the Class D Noteholders Class D current and prior period Residual Interest;
- 31. to the Class E Noteholders Class E current and prior period Residual Interest;
- 32. any Tax Shortfall;
- 33. any Tax Amount;











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Required Payments  (a) on any Determination Date where the Stated Amount of the Class E Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (10) (inclusive);  (b) on any Determination Date where the Stated Amount of the Class D Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (9) (inclusive);  (c) on any Determination Date where the Stated Amount of the Class C Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (8) (inclusive);  (d) in all other cases, the aggregate of priority payments in income Distribution (pre-enforcement) paragraphs (1) to (11) (inclusive).		
(a) on any Determination Date where the Stated Amount of the Class E Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (10) (inclusive);  (b) on any Determination Date where the Stated Amount of the Class D Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (9) (inclusive);  (c) on any Determination Date where the Stated Amount of the Class C Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (8) (inclusive);  (d) in all other cases, the aggregate of priority payments in income		34. to the Residual Income Unitholder
	Required Payments	<ul> <li>(a) on any Determination Date where the Stated Amount of the Class E Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (10) (inclusive);</li> <li>(b) on any Determination Date where the Stated Amount of the Class D Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (9) (inclusive);</li> <li>(c) on any Determination Date where the Stated Amount of the Class C Notes is equal to or less than 95% of their Invested Amount, the aggregate of priority payments in Income Distribution (preenforcement) (1) to (8) (inclusive);</li> <li>(d) in all other cases, the aggregate of priority payments in income</li> </ul>

### **PART F: CREDIT ENHANCEMENT**

Lenders Mortgage Insurance (LMI)	All Classes of Notes will benefit from in the first instance, credit enhancement from LMI policies. 54.75% of the portfolio by current balance benefits from LMI including all loans with an original LVR greater than 80% (21.0% of the total portfolio). The remaining 45.25% of the portfolio by current balance comprises uninsured loans all of which had an original LVR less than 80%.	
Excess Spread	All classes of Notes will benefit from excess spread to be utilised to cover any principal losses on defaulted loans and/or restore charge-offs on the Notes over the term of the transaction.	
Spread Reserve	In respect of the Class A-1, Class A-2 (or A-2R), Class A-3, Class AB, Class B Notes, Class C and Class D; the Spread Reserve. The Spread Reserve is available to cover losses and shortfalls in Required Payments (further detail provided in "Liquidity Support" section) excluding payments to Class E Noteholders.	
Subordination	Credit Enhancement will be sized to achieve the Expected Factlement Date based on the Class of Note:  15.0% by the subordination of the Class A-3, E Notes.  15.0% by the subordination of the Class A-3, E Notes.  10.0% by the subordination of the Class AB, E Notes.  10.0% by the subordination of the Class AB, E Notes.  10.0% by the subordination of the Class B, C, E Notes:  1.50% by the subordination of the Class C, D 0.84% by the subordination of the Class D and D Notes:  0.18% by the subordination of the Class E Notes:	AB, B, C, D and AB, B, C, D and B, C, D and E D and E Notes. and E Notes. d E Notes.











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### PART G: LIQUIDITY SUPPORT

Timely Payment Cover	47.20% of loans have LMI policies that include 24 months timely payment cover.
Threshold Rate	Firstmac has undertaken to set the relevant interest rate for the Mortgage Loans to a minimum of the Threshold Margin plus the minimum rate required to be set on the Mortgage Loans which ensures that the Trust has sufficient funds available to meet its obligations on each respective Payment Date.  The Threshold Margin is set at 0.25% per annum.
Liquidity Reserve	The Liquidity Reserve will have a required limit equal to 1.2% of the aggregate Invested Amount of all Notes and subject to a floor of A\$1,200,000. The Liquidity Reserve will initially be funded by the issuance of Notes. The Liquidity Reserve is available to cover liquidity shortfalls after the application of the Spread Reserve to meet any timing mismatches between the receipt of income and the payment of required payments on each Payment Date.
Principal Draw	If the Manager determines that there is insufficient income in the Trust to meet Required Payments on the Payment Date after application of the Spread Reserve balance and the Liquidity Reserve, principal collections for that period can be used to fund the payment shortfall ("Principal Draw").
Spread Reserve	<ul> <li>100% of excess spread will be trapped in a Spread Reserve Account at any point where any of the following conditions are met: <ul> <li>(a) There are carryover charge-offs subsisting;</li> <li>(b) There is a Servicer Termination Event;</li> <li>(c) The Servicer Fee is equal to or greater than 0.20% p.a;</li> <li>(d) Arrears over the prior 4 month period &gt; 90 days is &gt;2.0%;</li> <li>(e) Where the monthly income distribution is less than \$65,000 and there are non-LMI loans that greater than 90 days in arrears;</li> <li>(f) The payment date falls after the Call Date.</li> </ul> </li> <li>On any Payment Date Prior to the Call Date, the Spread Reserve balance will be subject to a cap of \$1,250,000 with no cap applicable on Payment Dates falling on or after the Call Date.</li> <li>If the Manager determines that there is insufficient income in the Trust to meet Required Payments (excluding payments to Class E Noteholders) on the Payment Date, then the balance standing to the Spread Reserve can be used to fund the payment shortfall.</li> <li>The Spread Reserve will also be available to reimburse any Charge-Offs to the Notes. The Spread Reserve will only be available to reimburse Charge-Offs once the Class E Notes have been charged off in their entirety.</li> </ul>
Extraordinary Expense Reserve	A\$150,000, will be deposited by Firstmac Mortgage Company Pty Limited at settlement to cover out-of-pocket expenses properly and reasonably incurred by the Trustee that are not incurred in the ordinary course of business of the Trust.











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# Annexure 'A' Firstmac Mortgage Funding Trust No.4 Series 1-2015

### **Portfolio Statistics**

### **TABLE 1: PORTFOLIO SUMMARY**

Description	FMFT No.4 Series 1-2015
Pool Cut Off Date	28-Feb-2015
Total Principal Balance	\$992,499,920
Number of Mortgage Loans	3,075
Average Principal Balance	\$250,758
Maximum Principal Balance	\$1,172,261
Weighted Average Current LVR	68.42%
Loans with Current LVR > 80%	16.70%
Maximum Current LVR	95.00%
Weighted Average Interest Rate	4.65%
Weighted Average Interest Rate - Fixed	4.95%
Weighted Average Interest Rate - Variable	4.64%
Weighted Average Seasoning (months)	29
Weighted Average Remaining Term (years)	27.21
Maximum Remaining Term (years)	30.00
Percentage of Fixed Rate loans	3.53%
Percentage of Interest Only (incl. LOC) Loans	44.87%
Percentage of Investment Loans	38.86%

### **TABLE 2: CURRENT LOAN BALANCE**

Value	Value	% By Value	Loans	% by Loans
< \$100,000	10,705,449	1.08%	197	6.41%
\$100,000 to \$200,000	71,057,132	7.16%	453	14.73%
\$200,000 to \$300,000	223,801,029	22.55%	875	28.46%
\$300,000 to \$400,000	308,786,329	31.11%	890	28.94%
\$400,000 to \$500,000	134,899,791	13.59%	303	9.85%
\$500,000 to \$600,000	84,080,029	8.47%	154	5.01%
\$600,000 to \$750,000	74,193,824	7.48%	112	3.64%
\$750,000 to \$1,000,000	60,555,729	6.10%	71	2.31%
> \$1,000,000	24,420,608	2.46%	20	0.65%
Total	992,499,920	100.00%	3,075	100.00%











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### **TABLE 3: CURRENT LVR**

Percentage	Value	% By Value	Loans	% by Loans
< 50%	143,023,670	14.41%	713	23.19%
50% to 55%	44,554,200	4.49%	144	4.68%
55% to 60%	64,833,168	6.53%	196	6.37%
60% to 65%	74,480,834	7.50%	199	6.47%
65% to 70%	98,137,222	9.89%	264	8.59%
70% to 75%	136,024,830	13.71%	357	11.61%
75% to 80%	265,668,996	26.77%	742	24.13%
80% to 85%	51,675,719	5.21%	151	4.91%
85% to 90%	94,191,460	9.49%	253	8.23%
> 90%	19,909,821	2.01%	56	1.82%
Total	992,499,920	100.00%	3,075	100.00%

#### **TABLE 4: SEASONING**

Months	Value	% By Value	Loans	% by Loans
< 3 months	220,793,257	22.25%	641	20.85%
3 months to 6 months	335,788,095	33.83%	944	30.70%
6 months to 12 months	60,809,528	6.13%	169	5.50%
12 months to 18 months	24,521,128	2.47%	67	2.18%
18 months to 24 months	18,300,108	1.84%	40	1.30%
24 months to 36 months	10,942,318	1.10%	31	1.01%
36 months to 48 months	22,657,981	2.28%	71	2.31%
48 months to 60 months	81,850,994	8.25%	278	9.04%
> 60 months	216,836,511	21.85%	834	27.12%
Total	992,499,920	100.00%	3,075	100.00%

### TABLE 5: GEOGRAPHIC DISTRIBUTION - by primary security property

Location	Value	% By Value	Loans	% by Loans
NSW	309,278,017	31.16%	871	28.33%
VIC	230,897,322	23.26%	698	22.70%
QLD	280,558,567	28.27%	922	29.98%
SA	59,944,095	6.04%	251	8.16%
NT	3,723,147	0.38%	12	0.39%
ACT	24,165,636	2.43%	78	2.54%
TAS	8,375,750	0.84%	32	1.04%
WA	75,557,386	7.61%	211	6.86%
Total	992,499,920	100.00%	3,075	100.00%











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### **TABLE 6: METRO VS. NON-METRO DISTRIBUTION**

Location	Value	% By Value	Loans	% by Loans
Metro	795,941,195	80.20%	2,376	77.27%
Non-Metro	179,066,302	18.04%	654	21.27%
Inner City	17,492,423	1.76%	45	1.46%
Total	992,499,920	100.00%	3,075	100.00%

### **TABLE 7: DOCUMENTATION TYPE**

Documentation Type	Value	% By Value	Loans	% by Loans
Full Documentation	992,499,920	100.00%	3,075	100.00%
Total	992,499,920	100.00%	3,075	100.00%

### **TABLE 8: MORTGAGE INSURER**

Mortgage Insurer	Value	% By Value	Loans	% by Loans
QBE LMI	226,694,460	22.84%	706	22.96%
Genworth	316,725,463	31.91%	1,094	35.58%
No LMI	449,079,997	45.25%	1,275	41.46%
Total	992,499,920	100.00%	3,075	100.00%

### **TABLE 9: ARREARS**

Days	Value	% By Value	Loans	% by Loans
Current	985,896,572	99.33%	3,051	99.22%
0 - 30 Days	6,603,348	0.67%	24	0.78%
Total	992,499,920	100.00%	3,075	100.00%

### **TABLE 10: PROPERTY TYPE**

Property Type	Value	% By Value	Loans	% by Loans
House	782,641,026	78.85%	2,392	77.79%
Apartment/Flat/Unit	208,702,362	21.03%	674	21.92%
Vacant Land	1,156,532	0.12%	9	0.29%
Total	992,499,920	100.00%	3,075	100.00%

### **TABLE 11: OCCUPANCY**

Days	Value	% By Value	Loans	% by Loans
Owner Occupied	606,786,267	61.14%	1,878	61.07%
Investment	385,713,653	38.86%	1,197	38.93%
Total	992,499,920	100.00%	3,075	100.00%











Adam Gaydon

Director, Syndicate

Ph: +61 2 8037 0201

adam.gaydon@anz.com

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#### **CONTACTS**

Australia and New Zealand Banking Group Limited

(Arranger, Joint Lead Manager and Joint Bookrunner)

Gary Sly Executive Director, SCM Ph: +61 2 8037 0630 gary.sly@anz.com

Fiona Gaal Associate Director, SCM Ph: +61 2 8037 0877 fiona.gaal@anz.com

Rai Mehta Manager, SCM Ph: +61 2 8937 8027 rai.mehta@anz.com

Westpac Banking Corporation

(Joint Lead Manager and Joint Bookrunner)

Haan Ti Associate Director, Structured Finance

Ph: +61 2 8254 8065 hti@westpac.com.au

Andrew Crawshaw-Fardouly Senior Associate, Corporate & Structured Finance Ph: +61 2 8253 3826

acrawshawfardouly@westpac.com.

<u>au</u>

National Australia Bank Limited

(Joint Lead Manager and Joint Bookrunner)

Lionel Koe

Director, Securitisation Ph: +61 3 9886 2571 <u>lionel.koe@nab.com.au</u>

Jonathan Mintz

Associate Director, Securitisation

Originations

Ph: +61 3 8697 6255 jonathan.mintz@nab.com.au Tim Burgess Syndicate

Jake Woods

Ph: +61 2 8253 4582

Ph: +61 2 8253 4582

rarya@westpac.com.au

iakewoods@westpac.com.au

Syndicate

Rishik Arya

Syndicate

Ph: +61 2 9237 1122 tim.burgess@nab.com.au

J.P.Morgan Australia Limited

(Joint Lead Manager and Joint Bookrunner)

Stephen Magan
Executive Director, Securitised

Products Group Ph: +61 2 9003 8362

stephen.s.magan@jpmorgan.com

Craig Dreyer Syndicate

Ph: +61 2 9003 7935 craig.e.dreyer@jpmorgan.com











# Pricing Term Sheet

#### **IMPORTANT NOTICE**

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Each of the Joint Lead Managers, acting in any capacity, discloses that, in addition to the arrangements and interests it will have with respect to the issuer, the assets of the Series and the Notes as described in this document (the "Transaction Document Interests"), it, its Related Entities (as defined in the Corporations Act) and employees, directors and officers:

- (a) may from time to time be a holder of Notes ("Noteholder") or have a pecuniary or other interests with respect to the Notes and they may also have interests relating to other arrangements with respect to a Noteholder or a Note: and
- (b) will or may receive fees, brokerage and commissions or other benefits, and act as principal with respect to any dealing with respect to any Notes;

(together the "Note Interests").

You acknowledge these disclosures and further acknowledge and agree that:

(i). each of the Joint Lead Managers and each of their Related Entities and employees, directors and officers (each a "Relevant Entity") will or may have the Transaction Document Interests and may from time to time











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have the Note Interests and is, and from time to time may be, involved in a broad range of transactions (the "Other Transactions") in various capacities, both on the Relevant Entity's own account and/or for the account of other persons (the "Other Transaction Interests");

- (ii). each Relevant Entity in the course of its business (whether with respect to the Transaction Document Interests, the Note Interests, the Other Transaction Interests or otherwise) may act independently of any other Relevant Entity;
- (iii) to the maximum extent permitted by applicable law, no Relevant Entity has any duties or liabilities (including, without limitation, any advisory or fiduciary duty) to any person other than any contractual obligations of the Joint Lead Managers as set out in the transaction documents;
- (iv). a Relevant Entity may have or come into possession of information not contained in this document or the final offering document relating to the Notes that may be relevant to any decision by a potential investor to acquire the Notes and which may or may not be publicly available to potential investors ("Relevant Information");
- (v). to the maximum extent permitted by applicable law, no Relevant Entity is under any obligation to disclose any Relevant Information to any party named in this document or any of its affiliates (a "Transaction Document Party") or to any potential investor and this document, the final offering document relating to the Notes and any subsequent conduct by a Relevant Entity should not be construed as implying that the Relevant Entity is not in possession of such Relevant Information; and
- (vi). each Relevant Entity may have various potential and actual conflicts of interest arising in the course of its business. These interests may conflict with the interests of a Transaction Document Party, a potential investor or a Noteholder, and a Transaction Document Party, a potential investor or a Noteholder may suffer loss as a result. To the maximum extent permitted by applicable law, a Relevant Entity is not restricted from entering into, performing or enforcing its rights in respect of the Transaction Document Interests, the Note Interests or the Other Transaction Interests and may otherwise continue or take steps to further or protect any of those interests and its business even where to do so may be in conflict with the interests of Noteholders, potential investors or a Transaction Document Party, and the Relevant Entities may in so doing act without notice to, and without regard to, the interests of any such person.

This is not a comprehensive or definitive list of all actual or potential conflicts of interest. Further information will be contained in the preliminary and final offering documents relating to the Notes and you should consider

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The Information may include various forms of performance analysis, security characteristics and securities pricing estimates for the securities addressed. The Information is illustrative and is not intended to predict actual results which may differ substantially from those reflected in the Information. Performance analysis may be based on certain assumptions with respect to significant factors that may prove not to be as assumed. You should understand the assumptions and evaluate whether they are appropriate for your purposes. Performance results are or may be based on mathematical models that use inputs to calculate results. None of the Joint Lead Managers, the other transaction parties nor their related entities, affiliates, agents or representatives makes any representation or warranty as to the reasonableness of the assumptions or as to any other financial information contained in the models used herein. Each recipient of this document is urged to make its own evaluation of the financial models, including the assumptions on which they are based. None of the Joint Lead Managers, the other transaction parties nor their related entities, affiliates, agents or representatives assumes any responsibility for the accuracy or validity of any of the information produced from such financial models. As with all models, results may vary significantly depending upon the value of the inputs given. The Information addresses or may address only certain aspects of the applicable security's characteristics and thus does not and will not provide a complete assessment. As such, the Information may not reflect the impact of all structural characteristics of the security, including call events and cash flow priorities at all prepayment speeds and/or interest rates. You should consider whether the behaviour of these securities should be tested under assumptions different from those that may be included in the Information.

Any pricing estimates that a Joint Lead Manager or any other transaction party has supplied or may supply at your request (a) represent the view, at the time determined, of the investment value of the securities between the estimated bid and offer levels, the spread between which may be significant due to market volatility or illiquidity, (b) do not and will not constitute a bid by any person for any security, (c) may not constitute prices at which the securities may be purchased or sold in any market, (d) have not been and will not be confirmed by actual trades, may vary from the value such party assigns any such security while in its inventory, and may not take into account the size of a position you may have in the security and (e) may have been derived from matrix pricing that may use data relating to other securities whose prices may be more readily ascertainable to produce a hypothetical price based on the estimated yield spread relationship between the securities.

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- (c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Notes referred to in (a) to (c) above shall require the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

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- (ii) the offer or invitation is not made to a person who is a "retail client" within the meaning of section 761G of the Corporations Act;
- (iii) the offer or invitation and all conduct in connection with it complies with all other applicable laws, regulations and directives; and
- (iv) such action does not require any document to be lodged with ASIC or any other regulatory authority.

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