

Pricing Supplement

National Housing Finance and Investment Corporation Debt Issuance Programme

A\$100,000,000 Floating Rate Social Bonds due 1 July 2031 (Notes)



Guaranteed by the Commonwealth of Australia

Execution version

Series No: 5
Tranche No: 1

The date of this Pricing Supplement is 10 June 2021.

This Pricing Supplement (as referred to in the Information Memorandum dated 13 March 2019 (**Information Memorandum**) issued by the Issuer) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with, the terms and conditions of the Notes contained in the Information Memorandum (**Conditions**), the Information Memorandum and the Note Deed Poll dated 27 February 2019 made by the Issuer. Unless otherwise indicated, terms defined in the Conditions have the same meaning in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

PRIIPS REGULATION PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **EU PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (**FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Notification under section 309B(1)(C) of the Securities and Futures Act (Chapter 289) of Singapore (Securities and Futures Act) – In connection with section 309B of the Securities and Futures Act and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (**CMP Regulations**), the Issuer has determined and hereby notifies all relevant persons (as defined in the CMP Regulations), that the classification of the Notes as “prescribed capital markets products” (as defined in the CMP Regulations) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

MiFID II Product Governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for

undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1	Issuer	:	National Housing Finance and Investment Corporation
2	Guarantor	:	The Commonwealth of Australia
3	Type of Notes	:	Floating Rate Notes
			The Notes are Social Bonds, being Notes which are issued in accordance with the "Social Bond" criteria under the Sustainability Bond Framework prepared by the Issuer (the Framework). The Framework is available at https://www.nhfc.gov.au/what-we-do/investorrelations/bond-framework/ .
4	Method of Distribution	:	Syndicated Issue
5	Joint Lead Managers	:	Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) Commonwealth Bank of Australia (ABN 48 123 123 124) Deutsche Bank AG, Sydney Branch (ABN 13 064 165 162) UBS AG, Australia Branch (ABN 47 088 129 613) Westpac Banking Corporation (ABN 33 007 457 141)
6	Dealers	:	Australia and New Zealand Banking Group Limited Commonwealth Bank of Australia Deutsche Bank AG, Sydney Branch UBS AG, Australia Branch Westpac Banking Corporation
7	Registrar	:	Austraclear Services Limited (ABN 28 003 284 419)
8	Issuing and Paying Agent	:	Austraclear Services Limited (ABN 28 003 284 419)
9	Calculation Agent	:	Austraclear Services Limited (ABN 28 003 284 419)
10	Series Details	:	Not Applicable
11	Aggregate Principal Amount of Tranche	:	A\$100,000,000
12	Issue Date	:	15 June 2021
13	Issue Price	:	100.00% of the Aggregate Principal Amount of Tranche
14	Currency	:	A\$
15	Denomination	:	A\$5,000 per Note
16	Maturity Date	:	1 July 2031
17	Condition 6 (Fixed Rate Notes)	:	Not Applicable
18	Condition 7 (Floating Rate Notes)	:	Applicable
	Interest Commencement Date		Issue Date
	Interest Rate		BBSW Rate Determination
			3-month BBSW plus the Margin specified below, payable quarterly in arrear on each Interest Payment Date. There will be a short first Interest Period from, and including, the Issue Date (15 June 2021) to, but excluding, 1 July 2021. The Interest Rate for the short first Interest Period will use a benchmark of 1 month BBSW.
	Margin		0.18% per annum

Interest Payment Dates	1 July, 1 October, 1 January and 1 April in each year, commencing on 1 July 2021 up to, and including, the Maturity Date. There will be a short first Interest Period from, and including, the Issue Date (15 June 2021) to, but excluding, 1 July 2021.
Business Day Convention	Following Business Day Convention
Day Count Fraction	Actual/365 (fixed)
Fallback Interest Rate	If the Calculation Agent is unable to determine the Interest Rate in accordance with Condition 7.2 and Condition 7.5, Condition 7.3 applies.
Interest Rate Determination	BBSW Rate Determination
BBSW Rate	<p>The definition of “BBSW Rate” in Condition 7.5 is replaced with the following:</p> <p>BBSW Rate means, for an Interest Period, the rate for prime bank eligible securities having a 3 month tenor which is designated as the “AVG MID” on the Bloomberg or Refinitiv Screen BBSW Page (or any designation which replaces that designation on that page, or any replacement page) at approximately 10:30am (or such other time at which such rate customarily appears on that page, including, if corrected, as recalculated and republished by the relevant administrator) (the Publication Time) on the first Business Day of that Interest Period. However, if such rate does not appear on the Bloomberg or Refinitiv Screen BBSW Page (or any replacement page) by 10:45am on that day (or such other time that is 15 minutes after the then prevailing Publication Time), or if it does appear but the Calculation Agent determines that there is an obvious error in that rate or the rate is permanently or indefinitely discontinued, BBSW Rate means such other successor rate or alternative rate for BBSW Rate-linked floating rate notes at such time determined by the Calculation Agent or the Issuer (acting in good faith and in a commercially reasonable manner) or an alternate financial institution appointed by the Issuer (in its sole discretion) to assist in determining the rate (in each case, a Determining Party), which rate is notified in writing to the Calculation Agent (with a copy to the Issuer) if determined by such Determining Party, together with such adjustment spread (which may be a positive or negative value or zero) that is customarily applied to the relevant successor rate or alternative rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for BBSW Rate-linked floating rate notes at such time (together with such other adjustments to the Business Day Convention, interest determination dates and related provisions and definitions, in each case that are consistent with accepted market practice for the use of such successor rate or alternative rate for BBSW Rate-linked floating rate notes at such time), or, if no such industry standard is recognised or acknowledged, the method for calculating or determining such adjustment spread determined by such Determining Party (in consultation with the Issuer, as applicable) to be appropriate. The rate determined by such Determining Party will be expressed as a percentage rate per annum and will be rounded up, if necessary, to the next higher one ten-thousandth of a percentage point (0.0001 per cent.).</p>
Maximum and Minimum Interest Rate	Not applicable (provided that the Minimum Interest Rate shall never be less than zero)
Default Rate	Not Applicable
Rounding	As per Condition 8.6
Relevant Financial Centre	Sydney
Linear Interpolation	Not Applicable
19	Partly Paid Note provisions : Not Applicable
20	Condition 9.4 (Noteholder put) : Not Applicable
21	Condition 9.5 (Issuer call) : Not Applicable

- 22 Minimum / maximum notice period for early redemption for taxation purposes : As per Condition 9.3
- 23 Additional Conditions : (a) Record Date: 7th calendar day before the payment date.
(b) In addition to the circumstances set out in Condition 16.2 (*Variation without consent*), any Condition of the Notes may be amended by the Issuer without the consent of the Noteholders if the amendment is made to give effect to any successor rate or alternative rate for the BBSW Rate as provided in Condition 7.5 (**BBSW Rate Determination**) and provided that the Issuer is of the opinion that such amendment will not be materially prejudicial to the interests of Noteholders generally.
- 24 Clearing system : Austraclear System
Interests in the Notes may be held through Euroclear Bank SA/NV (Euroclear) or Clearstream Banking, société anonyme (Clearstream). 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 nominee of Euroclear while entitlements in respect of holdings of interests in the Notes in Clearstream would be held in the Austraclear System by a nominee of JPMorgan Chase Bank, N.A. as custodian for Clearstream.
- 25 ISIN : AU3FN0061032
- 26 Common Code : 235373734
- 27 Selling Restrictions : As set out in Schedule 1
- 28 Listing : An application has been made for the Notes to be listed on the Australian Securities Exchange as non-quoted securities (wholesale).
- 29 Use of proceeds : **The AHBA Loan**
The Issuer intends to allocate the net proceeds of the issuance of the Notes towards financing the AHBA Loan described in Schedule 2 to this Pricing Supplement. Such AHBA Loan will finance projects and activities that meet the eligibility requirements for Social Bonds set out in the 'Eligibility Criteria' section under the Sustainability Bond Framework (the **Framework**) and which also support and contribute towards meeting the United Nations Sustainable Development Goals (**SDGs**).
- Verification and reporting*
- The Notes are categorised as Social Bonds and are:
- aligned with the ICMA Social Bond Principles; and
 - to be issued in accordance with the 'Eligibility Criteria' section for Social Bonds under the Framework.
- At the Issuer's request, Ernst & Young (**EY**) (engaged by the Issuer as an Assessment Agency) issued an independent reasonable assurance statement (**Assurance Report**) with respect to the Framework. The Issuer will retain EY (or another appropriate Assessment Agency) to provide assurance that the Notes remain in compliance with the post-issuance requirements of the Framework. Such verification reports will be made available on the Issuer's website. Neither the Assurance Report nor any post-issuance assurance is incorporated by reference into, or forms part of, the Information Memorandum.
- The Issuer does not make any representation or give any assurance with respect to the actual social, sustainability or development-based impact of the Notes, the AHBA Loan which the proceeds of the Notes will finance or the SDGs generally.
- No assurance or representation is given as to the suitability or reliability for

any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer), including any Assessment Agency or any other approved external assurance provider, which may be made available in connection with the issue of the Notes.

Unless otherwise indicated, terms defined in the Information Memorandum have the same meaning in this item 29 and in Schedules 1 and 2 to this Pricing Supplement.

30 Credit ratings : The Notes are expected to be rated “AAA” by S&P Global Ratings.

A credit rating is not a recommendation to buy, sell or hold Notes and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency. Credit ratings are for distribution only to a person who is (a) not a “retail client” within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Pricing Supplement and anyone who receives this Pricing Supplement must not distribute it to any person who is not entitled to receive it.

The Issuer accepts responsibility for the information contained in this Pricing Supplement (except as provided in Schedule 2) and confirms that the issuance of the Notes has been duly authorised by the NHFIC Board.

Confirmed

For and on behalf of
National Housing Finance and Investment Corporation

By:



Nathan Dal Bon, Chief Executive Officer

Schedule 1

Supplementary Disclosure



The following statements and information are supplementary to, and are incorporated into and form part of, the Information Memorandum (as it relates to the Notes). Any statement or information contained in the Information Memorandum shall be modified or superseded to the extent that a statement or information contained herein modifies or supersedes such earlier statement or information (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of the Information Memorandum (as it relates to the Notes). Unless otherwise indicated, terms defined in the Information Memorandum have the same meaning in this Schedule.

First Home Loan Deposit Scheme & research functions

Legislative amendments

In late 2019, the NHFIC Act and Investment Mandate were amended, respectively, by the *National Housing Finance and Investment Corporation Amendment Act 2019* (Cth) and the *National Housing Finance and Investment Corporation Investment Mandate Amendment (First Home Loan Deposit Scheme) Direction 2019* (Cth). Those amendments expanded NHFIC's functions to include (1) the issuance of guarantees to improve housing outcomes, and to establish and operate the Australian Government's First Home Loan Deposit Scheme (**FHLDS**), and (2) undertaking research into housing affordability in Australia.

FHLDS

The FHLDS was established by NHFIC on 1 January 2020 and has been operating from that date. Under the FHLDS, NHFIC provides limited guarantees to participating lenders for residential mortgage loans to first home buyers. Under the present Investment Mandate, NHFIC may issue up to 10,000 such guarantees each financial year, subject to eligibility criteria that includes income and property price thresholds and 5% minimum deposit requirements, and with the liability that is guaranteed by NHFIC effectively capped at 20% of the value of the purchased property minus the deposit paid (**FHLDS Guaranteed Amount**).

In late 2020, the NHFIC Investment Mandate was amended to provide an additional 10,000 FHLDS places for the 2020-21 financial year, specifically for eligible first home buyers building or purchasing new homes. These additional places are known as the First Home Loan Deposit Scheme (New Homes) or FHLDS (New Homes). All FHLDS Guaranteed Amounts:

- are to be met by appropriations out of the Commonwealth Consolidated Revenue Fund, which are authorised on a standing basis to enable NHFIC to meet liabilities in respect of FHLDS Guarantee Amounts and, accordingly, would not need to be met from NHFIC's ordinary earnings; and
- are expressly excluded from being counted in the determination of the "total guaranteed liabilities of the NHFIC", and so are not considered under the "cap", for the purposes of section 34 of the Investment Mandate (see further section 2 *The NHFIC and the Guarantee – Guarantee* of the Information Memorandum).

FHLDS (New Homes) to be extended for 2021-22

On 8 May 2021, under its 2021-2022 Budget, the Australian Government announced the extension of the FHLDS (New Homes). An additional 10,000 FHLDS (New Homes) places will be available from 1 July 2021 to 30 June 2022. More details about the eligibility criteria for the FHLDS (New Homes) can be found at <https://www.nhfic.gov.au/what-we-do/fhlds/new-homes/>.

Family Home Guarantee announced

On 8 May 2021, under its 2021-2022 Budget, the Australian Government also announced the establishment of a new program called the 'Family Home Guarantee', which will provide eligible single parents with dependants the opportunity to

build a new home or purchase an existing home with a deposit of 2 per cent, subject to the individual's ability to service a home loan.

From 1 July 2021, 10,000 Family Home Guarantees will be made available over four financial years.

The Family Home Guarantee is aimed at single parents with dependants, regardless of whether that single parent is a first home buyer or previous owner-occupier. Applicants must be Australian citizens, at least 18 years of age and have an annual taxable income of no more than \$125,000.

Review of the NHFIC Act

The Australian Government announced in late December 2020 that it had appointed Mr Chris Leptos AM to conduct an independent statutory review of the operation of the NHFIC Act (**Review**). The Review is required under section 57 of the NHFIC Act, and will engage with stakeholders in order to understand whether the NHFIC Act, and NHFIC as an organisation, is delivering on its statutory objectives and whether any amendments to the NHFIC Act should be considered.

As at the date of this Pricing Supplement, the Review is ongoing. Submissions and consultations conducted during the course of the Review, will be used to inform the preparation of a 'final report' to the Australian Government (**Final Report**). The Final Report will make recommendations as to whether any changes to the operation of the NHFIC Act should be considered by the Australian Government. Under s57(2) of the NHFIC Act, the Final Report must be tabled by the responsible Minister in Parliament within 15 days of receiving the Final Report. As at the date of this Pricing Supplement it is not clear when the Final Report will be made publicly available pursuant to s57(2) of the NHFIC Act.

General investment risks

Specific world events that could lead to higher volatility in international capital markets, and which may materially and adversely affect the Issuer's business, financial condition and results of operations.

Among other matters, terrorist attacks, natural calamities and outbreak of communicable diseases around the world may affect investor sentiment and could result in sporadic or sustained volatilities in international capital markets or adversely affect the Australian, regional and other global economies.

For example, the outbreak of COVID-19, which first emerged in late 2019 and has been declared to be a pandemic by the World Health Organisation, has spread across the world resulting in, among other things, travel and transportation restrictions, disruptions in labour markets, trade and general economic activity and increased volatility in international capital markets. Given the uncertainties as to the development of the COVID-19 pandemic, it is difficult to predict how long such conditions will exist and the extent to which the Issuer and the Guarantor may be affected by such conditions. In particular, it has caused disruption to the Australian economy, especially in the travel, tourism and retail segments. Additional extraordinary measures from governments and regulators are occurring and are expected in Australia and globally.

Any material change in the financial markets, the Australian economy or global economies as a result of these events or developments may materially and adversely affect the Issuer's business, financial condition and results of operations.

Guarantee

The final bullet point of section 2 of the Information Memorandum (under the section entitled "Guarantee") is replaced with the following:

- Section 34 of the Investment Mandate provides that the NHFIC Board must not enter into a transaction which would result in the sum of (1) the total guaranteed liabilities of the NHFIC, and (2) the current value of the AHBA reserve (being the reserve established under section 11 of the Investment Mandate), exceeding A\$3 billion (which may be increased to a higher amount approved by the Responsible Minister and the Finance Minister).

The Explanatory Statement for the NHFIC Act and Investment Mandate states that (1) this cap is an obligation on the NHFIC and does not operate to directly limit the effect of the Guarantee, and (2) if the NHFIC inadvertently breached the cap without ministerial approval, the debt issued in excess of the cap would still be subject to the Guarantee.

The Issuer will confirm in each Pricing Supplement that the issuance of the relevant Notes has been duly authorised by the NHFIC Board. Investors should inform themselves about the above and other related provisions of the NHFIC Act and Investment Mandate in relation to the operation of the Guarantee.

Selling restrictions

Sections 2, 3, 4, 5, 6, 7 and 8 of Section 3 of the Information Memorandum (the section entitled "Selling Restrictions") are replaced with the following:

2 Australia

No prospectus or other disclosure document (as defined in the Corporations Act 2001 (Cth) (**Corporations Act**)) in relation to the Programme or any Notes has been, or will be, lodged with Australian Securities and Investments Commission (**ASIC**).

Each Dealer acting in connection with an issuance of Notes will be required to represent and agree that it:

- (a) has not made or invited, and will not make or invite, an offer of the Notes for issue or sale in Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, any Information Memorandum or any other offering material or advertisement relating to any Notes in Australia,

unless:

- (i) the aggregate consideration payable by each offeree is at least A\$500,000 (or its equivalent in an alternate currency, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation does not otherwise require disclosure to investors under Part 6D.2 or 7.9 of the Corporations Act;
- (ii) the offer or invitation does not constitute an offer to a "retail client" as defined for the purposes of section 761G of the Corporations Act;
- (iii) such action complies with any applicable laws and directives in Australia; and
- (iv) such action does not require any document to be lodged with ASIC.

3 United States

Regulation S, Cat 1

Neither the Notes nor the Guarantee have been, and nor will they be, registered under the United States Securities Act of 1933, as amended (**US Securities Act**).

Terms used in the following four paragraphs have the meanings given to them by Regulation S under the US Securities Act (**Regulation S**).

The Notes and the Guarantee may not be offered or sold within the United States except in accordance with Regulation S or in transactions exempt from the registration requirements of the US Securities Act.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold, and will not offer or sell, any Notes constituting part of its allotment, and the Guarantee within the United States except in accordance with Rule 903 of Regulation S.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it, its affiliates and any person acting on its or their behalf will not engage in "directed selling efforts" with respect to any Notes and the Guarantee.

4 United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or
 - (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and
- (b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

5 Hong Kong

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

- (a) it has not offered or sold, and will not offer or sell, in Hong Kong, by means of any document, any Notes other than (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) (as amended) of Hong Kong (the **SFO**) and any rules made under the SFO, or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (as amended) of Hong Kong (the **C(WUMP)O**) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (b) it has not issued, or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO and any rules made thereunder.

6 Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the **Financial Instruments and Exchange Act**). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan), or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws, regulations and ministerial guidelines of Japan.

7 Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge that no document (including this Information Memorandum) has been, or will be registered, as a prospectus

with the Monetary Authority of Singapore, and the Notes will be offered pursuant to exemptions under the SFA. Accordingly, each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Information Memorandum or any other document or material in connection with the offer or sale or invitation for subscription or purchase of the Notes, whether directly or indirectly, to any person in Singapore other than:

- (i) to an institutional investor (as defined in section 4A of the SFA) pursuant to Section 274 of the SFA;
- (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or to any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or
- (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred for within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

1. to an institutional investor or to a relevant person defined in Section 275(2) of the SFA or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
2. where no consideration is or will be given for the transfer;
3. where the transfer is by operation of law;
4. as specified in Section 276(7) of the SFA; or
5. as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Any reference to the "SFA" is a reference to the Securities and Futures Act (Chapter 289) of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified in its application or as amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Singapore SFA Product Classification — In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (CMP Regulations 2018), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in the CMP Regulations 2018), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04 – N12: Notice on Sale of Investment Products and MAS Notice FAA – N16: Notice on Recommendations on Investment Products).

8 European Economic Area

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or

- (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**); and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

Schedule 2

AHBA Loan – Series 5 Notes



The proceeds of the Notes are intended to finance a senior secured loan made by the Issuer under the Affordable Housing Bond Aggregator business (the **AHBA Loan**). Unallocated proceeds (if any) through the life of the Notes may be held in temporary investments as set out in the Framework. Noteholders do not have any direct interest or rights in respect of the AHBA Loan. Recourse for payments on the Notes is to the Issuer directly and (where applicable) to the Guarantor pursuant to the Guarantee.

The Issuer is not responsible, nor does it accept any liability, for any of the information set out in Schedule 3 relating to the borrower under the AHBA Loan (the **Borrower**), including the Borrower's legal or marketing name, logo, ABN, registration number, description and internet site address (**Borrower Information**). Such Borrower Information has been provided and/or verified by the Borrower (in respect of itself only) and is for reference only.

Schedule 3

AHBA Loan – Series 5 Notes and the Borrower



SGCH Portfolio Ltd

A\$ AHBA Loan Facility
4 June 2021

Borrower	SGCH Portfolio Limited (ABN 88 160 035 441)
Loan type	Term loan facility.
Tenor	2 Business Days prior to the final maturity date of the Notes.
Borrower description	<p>SGCH is a leading community housing organisation providing homes for 12,000 people in 7,000 properties across the Sydney metropolitan region. SGCH works in partnership with communities, government, support providers, financiers, developers, investors and the community housing industry to deliver sustainable social and affordable housing and better outcomes for customers.</p> <p>Established 35 years ago, SGCH is a Tier 1 provider under the National Regulatory System for Community Housing.</p>
