



**New South Wales Treasury Corporation**  
**1.25% Fixed Rate due 20 March 2025**  
**TCorp Sustainability Bond**  
**Investor Term Sheet**

<b>Issuer:</b>	New South Wales Treasury Corporation (“TCorp”)
<b>Guarantor:</b>	The Crown in Right of New South Wales
<b>Issue Rating:</b>	Aaa (Stable) by Moody’s Investor Services AAA (Stable) by Standard & Poor’s
<b>Instrument:</b>	AUD Fixed Rate Senior Notes
<b>Amount:</b>	A\$1.8billion
<b>Status:</b>	Direct, unconditional and unsecured obligations of the Issuer
<b>Pricing Date:</b>	14 November 2019
<b>Settlement Date:</b>	21 November 2019 (T+5)
<b>Maturity Date:</b>	20 March 2025
<b>Coupon:</b>	1.25% paid semi-annually in arrears
<b>Benchmark:</b>	3 Year SFE Commonwealth Government Bond Futures / ACGB 3.25% April 2025
<b>Redemption:</b>	Par
<b>Offer Price:</b>	100.025 (accrued 0.213%)
<b>Offer Spread to Benchmark:</b>	EFP+43.5bps   ACGB 3.250% APR-25 +30.15bps
<b>Yield:</b>	1.245%
<b>Coupon Payment Dates:</b>	Payable semi-annually in arrears on 20 March 2020 and each following 20 September and 20 March each year up to and including the Maturity Date
<b>Day Count:</b>	RBA Bond Basis (Act / Act)
<b>Business Days:</b>	Sydney
<b>Business Day Convention:</b>	Following Unadjusted Business Day Convention

<b>Governing Law:</b>	The Notes will be governed by, and interpreted in accordance with, the laws of New South Wales
<b>Denominations:</b>	Denominations of A\$1000 The minimum consideration payable when issued in Australia will be A\$500,000
<b>Record Date:</b>	Close of Business 7 Calendar days prior to the coupon payment date
<b>Settlement System:</b>	Austraclear and via the bridge to Euroclear / Clearstream
<b>Listing:</b>	Not Listed
<b>ISIN:</b>	AU3SG0002025
<b>Common Code:</b>	208163027
<b>Taxation:</b>	The Notes are issued in a manner intended to ensure that payments of interest are not subject to Australian withholding tax
<b>Calculation Agent:</b>	Link Market Services Limited
<b>Registrar:</b>	Link Market Services Limited
<b>Lead Managers:</b>	Australia and New Zealand Banking Group ( <b>ANZ</b> ) Merrill Lynch (Australia) Futures Limited National Australia Bank ( <b>NAB</b> )
<b>Use of Proceeds:</b>	<p>The New South Wales Sustainability Bond Framework (“<b>Framework</b>”) outlines the Issuer’s process relating to: use of proceeds, project evaluation and selection, management of proceeds, disclosure and reporting and assurance.</p> <p>The Issuer intends to allocate the net proceeds of the issuance of the Notes towards financing or refinancing a portfolio (the “Portfolio”) of projects and assets. The Portfolio accords with the ‘Green Bond Eligibility Criteria’, ‘Social Bond Eligibility Criteria’ and ‘Sustainability Bonds’ sections of the Framework and contributes to achieving the United Nations Sustainable Development Goals (“<b>UN SDGs</b>”).</p>

#### *The Portfolio*

The Issuer intends to allocate proceeds from its issuance of all Sustainability Bonds on an aggregated basis against the projects and assets contained in the Portfolio. As at the date of the Term Sheet, the Portfolio includes the following projects and assets:

- Newcastle Light Rail;
- Sydney Metro Northwest;

- Quakers Hill and St Marys Water Recycling Plants Process and Reliability Renewal;
- Green Square Trunk Stormwater Improvement;
- Astrolabe Park Stormwater Improvement;
- Strangers Creek Stormwater Improvement;
- Cooks River Naturalisation;
- Powells Creek Naturalisation;
- Transport Access Programme; and
- Schools programme.

These projects and assets fall within the following eligible project categories as outlined in the Framework, and within the International Capital Markets Association (“**ICMA**”) Green Bond Principles and ICMA Social Bond Principles:

- Clean transportation;
- Sustainable water and wastewater management; and
- Access to essential services.

The Issuer may at any time and from time to time change the composition of the Portfolio. Any unallocated proceeds through the life of the Notes may be held in temporary investments as set out in the Framework.

#### Other Disclosure:

##### *Verification and reporting*

- The Notes are categorised as Sustainability Bonds aligned with the ICMA 2018 Sustainability Bond Guidelines; and
- to be issued in accordance with the ‘Green Bond Eligibility Criteria’, ‘Social Bond Eligibility Criteria’ and ‘Sustainability Bonds’ sections of the Framework.

The Issuer has prepared its inaugural NSW Sustainability Bond Programme Annual Report (“**Annual Report**”) as contemplated by the Framework. The Issuer retained Ernst & Young to provide independent reasonable assurance (“**Assurance Report**”) that the Issuer’s 2018 Sustainability Bond, and the Annual Report conform with the post-issuance requirements of the Climate Bonds Standard and the Framework. The Annual Report and Assurance Report issued by Ernst and Young is publicly available on the Issuer’s website.

The Issuer engaged Sustainalytics a provider of environmental, social and governance (“**ESG**”) research and analysis to evaluate the alignment of the Framework with the ICMA Green Bond Principles, ICMA Social Bond Principles, and ICMA Sustainability Bond Guidelines. Sustainalytics provided views (“**Second Party Opinion**”) on the robustness and credibility of the Framework within the meaning of the ICMA Sustainability Guidelines, which views are intended to inform investors in general, and not for a specific investor. The Second Party Opinion is publicly available on the Issuer’s website.

## DISCLAIMER – National Australia Bank

This Term Sheet and the information in it has been prepared by National Australia Bank Limited (ABN 12 004 044 937, AFSL 230686, "NAB") solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell the securities described in this Term Sheet ("Notes") by NAB and should not be treated as providing investment advice. By receiving this Term Sheet the recipient acknowledges and agrees to the matters set out in this disclaimer. This Term Sheet and the information contained in this Term Sheet must be treated as strictly confidential by the recipient.

This Term Sheet does not constitute a prospectus or any offering circular (in whole or in part) and the information in it has been prepared solely for informational purposes and is not intended, in any jurisdiction, to be a recommendation, invitation, offer or solicitation or inducement to buy or sell any financial instrument or product, or to engage in or refrain from engaging in any transaction. This Term Sheet is not intended to be a complete summary or statement of the Notes or the relevant transaction in connection with the Notes. This Term Sheet is subject to and must be read in conjunction with the terms and conditions of the Notes and the offering documents (including any pricing supplement, final terms or similar document relating to the Notes). NAB does not make any representation or warranty, express or implied as to, nor assumes any responsibility or liability for, the accuracy or completeness of, or any errors or omissions in, any information contained in this Term Sheet or in any accompanying previous or subsequent material. The Programme documentation prevails where there is any inconsistency. The information in this Term Sheet is indicative and is subject to change without notice.

This Term Sheet is intended only for use by authorised recipients who are professional investors who are not "retail clients" within the meaning of section 761G of the Corporations Act 2001 (Cth) (the "Corporations Act") ("Retail Clients") and whose ordinary business includes the buying or selling of securities such as the securities described in this Term Sheet ("Notes"). This Term Sheet should not be distributed to, and is not intended for, any other person. NAB specifically prohibits the redistribution of this Term Sheet and accepts no liability whatsoever for the actions of third parties in this respect. This Term Sheet, any offering document, advertisement or other offering material may only be issued or distributed or published in any country or jurisdiction in circumstances that will result in compliance with all applicable laws and regulations. In Australia, this Term Sheet and the information in it relating to the Notes may only be distributed or published in a manner that does not require disclosure to investors in accordance with Parts 6D.2 or Chapter 7 of the Corporations Act. This Term Sheet and the Notes are:

- (a) not intended to be distributed, 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"); and
- (b) intended to be distributed, offered and sold outside the United States to non-US persons in reliance on Regulation S under the U.S. Securities Act of 1933.

NAB and its affiliates, related companies, employees or clients may have an interest in financial instruments of the type described in this Term Sheet or in related financial instruments or other securities or derivatives. Such interest may include dealing, trading, holding or acting as market-makers in such instruments and may include providing commercial or investment banking, credit and other financial services to any company or issuer of securities or financial instruments referred to in this Term Sheet. These interests and dealings could adversely affect the price or value of the Notes. NAB may also receive fees, brokerage and commissions or other benefits in relation to the Notes. In addition, NAB or its related entities, employees directors and officers could have or come into possession of information not contained in this Term Sheet or the offering documentation relating to the Notes that may be relevant to any decision by a prospective investor to acquire the Notes and which may or may not be publicly available to prospective investors. NAB is under no obligation to disclose such information nor account for any revenue or profits obtained in connection with the interests and activities described above.

The Notes do not represent deposits or other liabilities of NAB or any of its related bodies corporate (as defined in the Corporations Act) or affiliates. The holding of the Notes is subject to investment risk, including possible delays in repayment and loss of income and principal invested. None of NAB or any of its related bodies corporate (as defined in the Corporations Act) or affiliates:

- (a) stands behind the capital value or performance of the Notes; or
- (b) guarantees the payment of interest or the repayment of principal due on the Notes; or
- (c) guarantees in any way the performance of any obligations of any other party.

Neither NAB nor its related bodies corporate, and/or their directors, officers, employees or clients:

- (a) acts as the adviser of or owes any fiduciary or other duties to any recipient of this Term Sheet in connection with this and/or any related transaction; or
- (b) has any responsibility to or liability for and does not owe any duty to any person who purchases or intends to purchase Notes in respect of this transaction, including without limitation in respect of the preparation and due execution of the transaction documents and the power, capacity or due authorisation of any other party to enter into and execute the transaction documents.

No reliance may be placed on NAB for financial, legal, taxation, accounting or investment advice or recommendations of any sort. Persons contemplating purchasing the Notes should make their own decision as to the sufficiency and relevance for their purpose of the information contained in this Term Sheet and any offering documentation in respect of the Notes, undertake their own independent investigation of the appropriateness of Notes for them taking into account their financial and taxation circumstances, investment objectives and particular needs and take all appropriate advice from qualified professional persons as they deem necessary. Any investment decision should rely on that investigation and appraisal and not on this Term Sheet.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. Credit ratings are for distribution only to a person: (a) who is not a Retail Client and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act; and (b) who is 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 Term Sheet and anyone who receives this Term Sheet or any Information must not distribute it to any person who is not entitled to receive it.



THE INFORMATION CONTAINED IN THIS TERM SHEET SUPERSEDES ANY PREVIOUS SUCH INFORMATION DELIVERED TO ANY PROSPECTIVE INVESTOR.

#### **DISCLAIMER - Merrill Lynch (Australia) Futures Limited**

This material is being distributed by Merrill Lynch (Australia) Futures Limited ("Lead Manager") and is intended only for use by authorised recipients. Whilst the Lead Manager believe the contents of this material are correct, the Lead Manager and its related bodies corporate and affiliates and their respective agents, employees, officers and directors make no representation or warranty, express or implied as to, and assume no responsibility or liability for, the accuracy or completeness of, or any errors or omissions in, any information contained herein or in any accompanying previous or subsequent material. The information given is indicative and is subject to change. This material is subject to and must be read in conjunction with the Programme documentation, including the terms and conditions of the securities, the Information Memorandum for the securities and the pricing supplement relating to this issue. The Programme documentation prevails where there is any inconsistency. This material is not intended to be and does not constitute an invitation by the Lead Manager for applications to purchase the Notes and is provided as information only. Accordingly persons contemplating purchasing the Notes should make their own decision as to the sufficiency and relevance for their purpose of the information contained herein, undertake their own independent investigation of the appropriateness of Notes for them taking into account their financial and taxation circumstances, investment objectives and particular needs and take all appropriate advice from qualified professional persons as they deem necessary. Any investment decision should rely on that investigation and appraisal and not on this material. The Lead Manager and its related bodies corporate and affiliates and their respective agents, employees, officers and directors may have an interest in financial instruments of the type described in this material or in related financial instruments. Such interest may include dealing, trading, holding or acting as market-makers in such instruments and may include providing financial services to any company or issuer of securities or financial instruments referred to herein. By accepting this material, you acknowledge and agree that the Lead Manager is acting, and will at all times act, as an independent contractor on an arm's-length basis and is not acting, and will not act, in any other capacity, including in a fiduciary capacity, with respect to you. If it appears to the Lead Manager that you may be a proscribed person or entity under the Charter of United Nations Act 1945 (Cth), or you may be in breach of the law of any jurisdiction relating to money laundering or counter-terrorism, or you appear in a list of persons with whom dealings are proscribed by the government or a regulatory authority of any jurisdiction, or act on behalf of or for the benefit of any such persons, then we may refuse/suspend/terminate any transaction and/or facility of yours; or exercise any other rights we may have. The Lead Manager will be under no liability to you if it does any or all of these things. The Notes have not been registered under the U.S. Securities Act of 1933, as amended ("Securities Act") and may not be offered, sold or resold in the United States or to a U.S. person except in accordance with Regulation S or in certain transactions exempt from the registration requirements of the Securities Act. For a description of these and certain further restrictions on offers, sales and transfers of Notes see "Selling Restrictions" in the Information Memorandum for the Programme. There are references in this material to credit ratings. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant assigning organisation. Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act 2001(Cth) ("Corporations Act") and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act, and (b) who is 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 material and anyone who receives this material must not distribute it to any person who is not entitled to receive it. Capital markets and corporate advisory services are provided in Australia by the Lead Manager and certain of its related bodies corporate, which hold an Australian Financial Services License, but are not an Authorised Deposit-taking Institution authorised under the Banking Act 1959 of Australia nor regulated by the Australian Prudential Regulation Authority. The obligations of the Lead Manager do not represent deposits or other liabilities of Bank of America N.A.

#### **Australia and New Zealand Banking Group Limited Disclaimer**

This term sheet ("Term Sheet") is produced by Australia and New Zealand Banking Group Limited ("ANZ"), a company incorporated in Australia, solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell the securities described in this Term Sheet ("Notes") by ANZ and should not be treated as giving investment advice.

This Term Sheet was prepared using the information directly extracted from the information memorandum, offering circular or other disclosure document for the Notes and is not intended to be a complete statement or summary of the Notes, particularly with respect to the risk and special considerations associated with an investment in the Notes. This Term Sheet is subject to and must be read in conjunction with the terms and conditions of the Notes and the offering documents (including any pricing supplement, final terms or similar document relating to the Notes). ANZ does not undertake to update this Term Sheet.

This Term Sheet has no regard to the specific investment objectives, financial situation or particular needs of any specific recipient, and ANZ in no way provides any financial, legal, taxation, accounting or investment advice to you in connection with the Notes. Prior to making any decision in connection with the Notes recipients should consult with their own legal, regulatory, tax, business, investment, financial, accounting and other relevant advisers having regard to their particular circumstances, and make their own investment, hedging and trading decisions based upon their own judgement and upon advice from such advisers. ANZ, its related bodies corporate, subsidiaries and their respective directors, officers and employees are not acting as advisers to recipients and do not assume any duty of care in this respect.

ANZ does not guarantee the performance of any Notes. All investments entail a risk and may result in both profits and losses. Past performance is not necessarily an indicator of future performance. The Notes described in this Term Sheet may not be suitable for all

investors, and transacting in these Notes may be considered risky. The acquisitions of any Notes are subject to applicable offering documents, terms and conditions.

ANZ, its related bodies corporate, subsidiaries and/or their directors, officers and employees or clients may, from time to time, as principal or agent, have long or short positions in, or may buy and sell, any Notes or related financial instruments or derivatives. Furthermore, ANZ and its related bodies corporate, subsidiaries may perform investment or other banking services for, or solicit investment or other banking services from, the Notes' issuer or credit support provider or any other company mentioned in the Term Sheet. ANZ, its related bodies corporate, subsidiaries and/or their directors, officers and employees may also act as placement agent, adviser or lender to the Notes' issuer or credit support provider or any other company mentioned in the Term Sheet.

Please note that the contents of this Term Sheet have not been reviewed by any regulatory body or authority in any jurisdiction. ANZ, its related bodies corporate, subsidiaries, and their respective directors, officers and employees, expressly disclaim any responsibility and shall not be liable for any loss, damage, claim, liability, proceedings, cost or expense arising directly or indirectly and whether in tort (including negligence), contract, equity or otherwise out of or in connection with the contents of and/or any omissions from this Term Sheet to the extent permissible under relevant law.

Distribution of this Term Sheet to you is only as may be permissible by the laws of your jurisdiction and any restrictions set out in the information memorandum, offering circular or other disclosure document for the Notes, and is not directed to or intended for distribution or use by recipients resident or located in jurisdictions where its use or distribution would be contrary to those laws or regulations, or in jurisdictions where ANZ would be subject to additional licensing or registration requirements or is prohibited from distribution by any restrictions set out in the information memorandum, offering circular or other disclosure document for the Notes. Further, the products and services mentioned in this document may not be available in all countries.

This Term Sheet is not for distribution in the United States of America or to US persons (as defined in Regulation S under the US Securities Act of 1933). This Term Sheet does not constitute an offer of securities in any jurisdiction. In particular, the Notes have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold or resold in the United States or to a US person.

Australia: Any Term Sheets distributed from Australia are distributed by Australia and New Zealand Banking Group Limited (ABN 11 005 357 522). ANZ holds Australian Financial Services licence number 234527. In Australia this Term Sheet is only for distribution to wholesale or professional investors whose ordinary business includes the buying or selling of securities such as the Notes in circumstances where disclosure is not required under Chapters 6D or 7 of the Corporations Act 2001 (Cwth) and in such other circumstances as may be permitted by applicable law. Such Term Sheet should not be distributed to, and is not intended for, any other person.

Hong Kong: Any Term Sheets distributed from Hong Kong are distributed by the Hong Kong branch of ANZ, which is registered by the Hong Kong Monetary Authority to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities. In Hong Kong this Term Sheet is only for distribution to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any rules made under that Ordinance. The contents of this Term Sheet have not been reviewed by any regulatory authority in Hong Kong.

Japan: Any Term Sheets distributed in Japan are distributed by ANZ Securities (Japan), Ltd. ("ANZSJL"), a subsidiary of ANZ. In Japan this Term Sheet is only for distribution to "professional investors" (tokutei toshika) within the meaning of Article 2, Paragraph 31 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended). ANZSJL is a financial instruments business operator regulated by the Financial Services Agency of Japan (Registered Number: Director of Kanto Local Finance Bureau (Kinsho), No. 3055) and is a member of the Japan Securities Dealers Association (Level 31, Marunouchi Building, 4-1 Marunouchi, 2-chome, Chiyoda-ku, Tokyo 100-633, Japan).

New Zealand: Any Term Sheets distributed from New Zealand are distributed by ANZ Bank New Zealand Limited. In New Zealand this Term Sheet is only for distribution to "wholesale" clients as defined in the Financial Markets Conduct Act 2013 of New Zealand.

Singapore: Any Term Sheets distributed from Singapore are distributed by the Singapore branch of ANZ, which is licensed in Singapore under the Banking Act Cap. 19 of Singapore and is exempted from holding a financial adviser's licence under Section 23(1)(a) of the Financial Advisers Act Cap. 100 of Singapore. In Singapore this Term Sheet is only for distribution only to "accredited investors" or (as the case may be) "institutional investors" (each term as defined in the Securities and Futures Act Cap. 289 of Singapore ("SFA")) or in such other circumstances as may be permitted under Sections 274 and 275 of the SFA.

United Kingdom: Any Term Sheets distributed from London are distributed by the London branch of ANZ, which is authorised in the United Kingdom by the Prudential Regulation Authority ("PRA") and is subject to regulation by the Financial Conduct Authority ("FCA") and limited regulation by the PRA. Details of ANZ's regulation by the PRA will be available on request. In the United Kingdom this Term Sheet is only for distribution to persons who would come within the FCA and Directive 2014/65/EU ("MiFID II") definitions of "eligible counterparty" or "professional client". Such Term Sheet is not intended for and must not be distributed to private clients in the United Kingdom. It is not intended for and must not be distributed to any person who would come within the FCA definition of "retail client". Nothing here excludes or restricts any duty or liability to a customer which ANZ may have under the UK Financial Services and Markets Act 2000 or under the regulatory system as defined in the Rules of the PRA and the FCA.