

Re-Strike Deferred Purchase Agreement Series 1 & 2

Issuer	RBS Group (Australia) Pty Limited ABN 78 000 862 797 AFSL 247013
Capital Protection Provider	National Australia Bank Limited (ABN 12 004 044 937)
Registrar	Registries Limited ABN 003 209 836
Reference Strategy	Series 1 : Risk Stabilised SPI 200 Index Future Strategy. Series 2 : Risk Stabilised Aquantum Pegasus EL1 Strategy. (Bloomberg: RBSAQLU1 <Index>).
Issue Opening Date	19 April 2010
Issue Closing Date	23 June 2010
Commencement Date	10 July 2010
Settlement Date	Maturity Date plus 10 Exchange Business Days.
Investment Term	Series 1 : 7.0 years Series 2 : 6.5 years
Maturity Date	Series 1 : 10 July 2017 Series 2 : 10 January 2017
Issue Price & Initial Instalment Payment	AUD 1.00 per Unit Investors are required to pay \$0.80 per Unit by the Issue Closing Date – the "Initial Installment Payment". The remaining \$0.20 is paid by the Investor over the Investment Term through the re-investment of the Fixed Coupon
Minimum Investment	20,000 Units or \$16,000 and thereafter in multiples of \$800 (i.e. 1000 Units given the Initial Instalment Payment is \$0.80 per Unit).
Initial Notional Exposure per Unit	AUD 0.80 per Unit
Currency	The Units are Australian Dollar (AUD) Investments
Business Day	A day that is a business day in Sydney
Exchange Business Day	A day which is both a Business Day and on which the ASX is open for trading.
Trading Day:	Series I: Any day that is (or but for the occurrence of a Market Disruption Event would have been) a trading day on the Relevant Exchange or Related Exchange other than a day on which trading on the Relevant Exchange or Related Exchange is scheduled to close prior to its regular weekday closing time Relevant Exchange: Sydney Futures Exchange Series II: Any day on which the Reference Strategy Calculation Agent calculates and publishes the closing level of the strategy according to its rules. Reference Strategy Calculation Agent: Future Value Consultants Limited
Fixed Coupon (t), t = 1 to 6	A Fixed Coupon of 2.86% per Unit (i.e., \$0.0286) per annum for Series 1 and 3.08% per Unit (i.e. \$0.0308) for Series 2 will be paid annually on the Coupon Payment Dates. Each Fixed Coupon will be required to be reinvested as a further capital contribution in respect of their Units. That is, Fixed Coupons will not be received by investors as a cash distribution.
Variable Coupon (t) t = 1 to 6	With respect to each Variable Coupon Determination Date (t): $\text{Variable Coupon (t)} = \text{Max} [0, 40\% \times (A - B - C)]$ Where: A = Reference Strategy Value (t) / Initial Reference Strategy Value. B = High Water Mark (t) / Initial Reference Strategy Value Where the High Water Mark at time t is the highest Reference Strategy Value as at any of the previous Variable Coupon Determination Dates. On the first Variable Coupon Determination Date "B" is equal to the Initial Reference Strategy Value. C = Hurdle Rate = 5% In order for an Investor to receive the Variable Coupon Amount, "A" must exceed the sum of "B" and "C". Where the sum of "B" and "C" is more than "A" the Variable Coupon Amount will not be paid. The Variable Coupon formula ensures that a Variable Coupon cannot be less than zero.
Variable Coupon Amount (t), t =1 to 6	Issue Price x Variable Coupon (t) The Variable Coupon Amount is to be paid annually on the Coupon Payment Dates

Initial Reference Strategy Value	The level of the Reference Strategy Value on the Commencement Date
Participation Range	Series 1 : 0% - 145% Series 2 : 0% - 150%
Maturity Averaging Dates	<ol style="list-style-type: none"> 1. 12 months prior to the Maturity Date 2. 9 months prior to the Maturity Date 3. 6 months prior to the Maturity Date 4. 3 months prior to the Maturity Date 5. Maturity Date
Final Hurdle Rate	Series 1 : 14%. Series 2 : 6.5%
Buy-Back Dates	Monthly, on the last Trading Day of each month.
Minimum Final Value	\$1.00
Final Value Series I & II	<p>The Final Value of the Units is calculated in accordance with the following formula :</p> <p>Minimum Final Value + Issue Price x [Max (0, Final Reference Strategy Return – Aggregate Variable Coupons – Final Hurdle Rate)]</p>
Valuation Time:	<p>Series 1: The official close of trading on the applicable Exchange</p> <p>Series 2: The time with reference to which the Reference Strategy Calculation Agent calculates the closing level of the Index.</p>
Final Reference Strategy Return	<p>Final Reference Strategy Return = Final Reference Strategy Value / Initial Reference Strategy Value - 1</p> <p>Where the Final Reference Strategy Value is the arithmetic average of Reference Strategy Level at the Valuation Time on the Maturity Averaging Dates</p>
Aggregate Variable Coupons Listing	<p>The sum of all the Variable Coupons</p> <p>The Units will not be listed or displayed on any securities exchange.</p>
Variable Coupon Determination Dates (t), t =1 to 6	Annually on each 10th day of July, commencing on 10 day of July 2011 to 10 July 2016, if such day is not a Trading Day, the next following Trading Day
Coupon Payment Dates (t), t =1 to 6	10 Business Days after the relevant Coupon Determination.
Delivery Mechanism	The Final Value will be satisfied by the delivery of the Delivery Parcel.
Maturity Delivery Parcel	A basket containing equal proportions of ordinary shares in each of the following companies:

Company	ASX Code	Website
BHP Billiton Limited	BHP	www.bhp.com.au
Commonwealth Bank of Australia	CBA	www.commbank.com.au
Wesfarmers Limited	WES	www.wesfarmers.com.au
Telstra Corporation Limited	TLS	www.telstra.com
Woolworths Limited	WOW	www.woolworths.com.au

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