



State Administration Centre 200 Victoria Square

> GPO Box 1045 Adelaide SA 5001 DX 56205

Tel 08 8226 9444 Fax 08 8115 1363 Adelaide SA 5000 mail.safa@sa.gov.au www.safa.sa.gov.au

ABN 75 277 967 856

SOUTH AUSTRALIAN GOVERNMENT FINANCING AUTHORITY ("SAFA")

A\$ 3.00% 20 July 2026 Select Line SAFA Bonds ("Bonds") Series: Tranche: Three

Final Term Sheet

This Term Sheet is subject to and must be read in conjunction with the Information Memorandum dated 14 August 2015 ("Information Memorandum") which sets out the terms and conditions of the Bonds, the Bond Deed Poll dated 14 August 2015 and the final pricing supplement ("Pricing Supplement") to be entered into in connection with the Bonds. The Pricing Supplement prevails to the extent of any inconsistency with this Term Sheet. Terms used but not otherwise defined in this Term Sheet have the meaning given to them in the Information Memorandum.

Issuer:	South Australian Government Financing Authority ("SAFA")
Guarantor:	The Treasurer on behalf of the Government of South Australia
Rating:	Standard & Poor's Rating Services: AA (positive) Moody's Investor Services, Limited: Aa1 (stable)
Joint Lead Managers:	The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch RBC Capital Markets UBS AG, Australia Branch
Status:	Unsecured and unsubordinated obligations of the Issuer
Governing Law:	The laws of the State of South Australia
Issue Amount:	A\$750,000,000, taking new outstanding total up to \$1,750,000
Trade Date:	12 December 2017
Maturity Date:	20 July 2026
Coupon:	3.0% per annum to be paid semi-annually on the face value of the bonds (full first coupon) without adjustment
Interest Payment Dates:	20 January and 20 July in each year with the first Interest Payment Date being 20 January 2018, and the last Interest Payment Date being the Maturity Date as adjusted in accordance with the Modified Following Business Day Convention
Denominations:	A\$1,000 Minimum consideration payable on issue will be A\$500,000
Day Count Fraction:	RBA Bond Basis
Business Days:	Sydney, Adelaide



Business Day Convention:	Modified Following Business Day Convention
Issue Date:	15 December 2017
Issue Price:	Clean Price: 100.243 Accrued: 1.207 (148 days) Issue Price: 101.45 EFP +40.0 bps vs Australian December 10 year futures
Issue Yield:	2.9675%
ISIN:	AU3SG0001498
Registrar, Issuing and Paying Agent and Calculation Agent:	Link Market Services Limited (ABN 54 083 214 537)
Record Date:	As specified in the Information Memorandum dated 14 August 2015 ("Information Memorandum").
Form:	Inscribed stock of the Issuer issued in registered form by entry in a register maintained by the Registrar.
Settlement:	The Notes will be held within and traded in the Austraclear System.
Section 128F exemption:	The Tranche of Bonds is intended to be issued in a manner which will satisfy the requirements for exemption from interest withholding tax under section 128F of the Income Tax Assessment Act 1936 of Australia.
Selling Restrictions:	As set out in the Information Memorandum.
Listing:	Unlisted
Supplementary information to Information Memorandum:	Nil

Important notice

This Term Sheet has been prepared by SAFA for distribution, in conjunction with the Information Memorandum, to prospective professional investors whose ordinary business includes the buying or selling of securities. It should not be distributed to, and is not intended for, any other person. The Pricing Supplement to be issued in connection with the Bonds prevails to the extent of any inconsistency with this Term Sheet.

This Term Sheet is not an offer to sell, or solicitation of an offer to buy the Bonds.

Persons contemplating the purchase of Bonds must make their own decision as to the sufficiency and relevance for their purpose of the information contained herein and in the Information Memorandum, and undertake their own independent investigation of the appropriateness of the Bonds 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.



DISCLAIMERS



HSBC Disclaimer

This term sheet has been prepared by The Hongkong and Shanghai Banking Corporation Limited (ABN 65 117 925 970 AFSL 301737, "HSBC"). This term sheet is for distribution only to professional investors whose ordinary business includes the buying or selling of securities such as the securities described above (the "Notes") in circumstances where disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act of Australia, 2001 and in such other circumstances as may be permitted by applicable law. This term sheet should not be distributed to, and is not intended for, any other person. This term sheet is distributed solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy, sell or deliver any Notes and should not be treated as giving investment advice and should not be regarded by recipients as a substitute for the exercise of their own judgment. This term sheet is subject to and must be read in conjunction with the terms and conditions of the Notes, the Information Memorandum for the Notes and the Pricing Supplement relating to this issue. No representation or warranty, either express or implied, is provided in relation to the accuracy, completeness or reliability of the information contained herein. HSBC, its directors, officers and employees or clients may have or have had interests or long or short positions in the securities referred to herein and may at any time make purchases and/or sales in them as principals or agents. HSBC may act or have acted as market-maker in the securities discussed in this term sheet. Furthermore, HSBC may have or have had a relationship with or may provide or have provided investment banking, capital markets and/or other financial services to the relevant companies. HSBC, in its capacity as principal or agent is involved in a wide range of commercial banking and investment banking activities globally from which conflicting interests or duties may arise. HSBC may provide services to any member of the same group as the Issuer or any other entity or person (a "Third Party"), engage in any transaction (on their own account or otherwise) with respect to the Issuer or a Third Party, or act in relation to any matter for themselves or any Third Party, notwithstanding that such services, transactions or actions may be adverse to the Issuer or any member of its group, and HSBC may retain for its own benefit any related remuneration or profit. HSBC nor any of its affiliates, nor any of HSBC's or any of its affiliates', directors, employees or agents accepts any liability for any loss or damage arising out of the use of all or any part of this material. By accepting this material, you acknowledge and agree that HSBC is acting, and will at all times act, as 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.



RBC Capital Markets

RBC Capital Markets Disclaimer

This document has been prepared by RBC Capital Markets ("RBCCM") for information purposes only. This document is an indicative summary of the terms and conditions of the transaction described herein and may be amended, superseded or replaced by subsequent summaries. The final terms and conditions of the transaction will be set out in full in a binding transaction document. This document shall not constitute an underwriting commitment, an offer of financing, an offer to sell, or the solicitation of an offer to buy any securities, commodities or other instruments, which shall be subject to RBCCM's internal approvals. No transaction or services related thereto is contemplated without RBCCM's subsequent formal agreement.

RBCCM is acting solely in the capacity of an arm's length contractual counterparty and not in the capacity of your financial adviser or fiduciary and nothing in this term sheet is intended to create, or creates, a fiduciary duty or similar or analogous duty owing by RBCCM or any of its affiliates. All information, terms and pricing set forth herein is indicative and subject to change without notice. Any opinions expressed herein reflect our judgment at the date and time hereof and are subject to change without notice. The information contained in this document has been internally developed or taken from trade and statistical services and other sources which we deem reliable, although no warranty is made that such information is accurate or complete and it should not be relied upon as such. To the fullest extent permitted by law, neither RBCCM nor any of its affiliates or any other person accepts any liability whatsoever for any direct or consequential loss arising from any use or reliance on the information contained herein. This document is confidential, and no part of it may be reproduced, distributed or transmitted without the prior written permission of RBCCM.

RBCCM and/or its affiliates may have long or short positions in or make markets in or otherwise buy or sell the instruments or economically equivalent instruments discussed herein and may have acted as manager or comanager of a public offering of any such instrument.

Transactions of the type described herein may involve a high degree of risk, and the value of such instruments may be highly volatile. Such risks may include without limitation risk of adverse or unanticipated market developments, risk of counterparty or issuer default and risk of illiquidity. In certain transactions counterparties may lose their entire investment or incur an unlimited loss. This brief statement does not disclose all the risks and other significant aspects in connection with transactions of the type described herein, and counterparties should ensure that they fully understand the terms of the transaction, including the relevant risk factors and any legal, tax and accounting considerations applicable to them, prior to transacting. Accordingly you must independently determine, with your own advisors, the appropriateness for you of the transaction before transacting.



To the extent that you enter into a transaction with RBCCM and/or its affiliates and in consideration of us agreeing to transact with you, you represent that you are transacting with us as principal (and not as agent or in any other capacity, fiduciary or otherwise) and no other person has an interest herein.

RBC Capital Markets is the global brand name for the capital market business of the Royal Bank of Canada and its affiliates. Australia: Royal Bank of Canada, Sydney Branch (regulated by the Australian Securities & Investments Commission and the Australian Prudential Regulation Authority; AFSL 246521; ABN 86 076 940 880) This document is distributed only to persons who satisfy the definition of wholesale client for the purposes of the Corporations Act 2001 (Cth) and not intended for distribution to retail clients. United States: RBC Capital Markets, LLC (member FINRA, NYSE and SIPC). Canada: RBC Dominion Securities Inc. (member IIROC and CIPF). United Kingdom: RBC Europe Limited authorized by the Prudential Regulation Authority (PRA) and regulated by the Financial Conduct Authority and the PRA. Hong Kong: Royal Bank of Canada, Hong Kong Branch (regulated by the Hong Kong Monetary Authority and the Hong Kong Securities and Futures Commission). Japan: RBC Capital Markets (Japan) Ltd. (regulated by the Japan Financial Services Agency and Japan Securities Dealers Association). Singapore: Royal Bank of Canada, Singapore Branch (regulated by the Monetary Authority of Singapore).

UBS AG disclaimer:

This material has been prepared by UBS AG, or an affiliate thereof ("UBS"). In certain countries UBS AG is referred to as UBS SA.

This material is for distribution only under such circumstances as may be permitted by applicable law. It has no regard to the specific investment objectives, financial situation or particular needs of any recipient. It is published solely for informational purposes and is not to be construed as a solicitation or an offer to buy or sell any securities or related financial instruments. This material is subject to and must be read in conjunction with the terms and conditions of the securities, the information memorandum for the securities and the pricing supplement relating to this issue. No representation or warranty, either express or implied, is provided in relation to the accuracy, completeness or reliability of the information contained herein, nor is it intended to be a complete statement or summary of the securities, markets or developments referred to in the materials. It should not be regarded by recipients as a substitute for the exercise of their own judgement. UBS is not providing any financial, legal, tax or other advice to any recipient. Any opinions expressed in this material are subject to change without notice and may differ or be contrary to opinions expressed by other business areas or groups of UBS as a result of using different assumptions and criteria. UBS is under no obligation to update or keep current the information contained herein.

UBS, its directors, officers and employees' or clients may have or have had interests or long or short positions in the securities or other financial instruments referred to herein and may at any time make purchases and/or sales in them as principal or agent. UBS may act or have acted as market-maker in the securities or other financial instruments discussed in this material. Furthermore, UBS may have or have had a relationship with or may provide or has provided investment banking, capital markets and/or other financial services to the relevant companies. UBS, in its capacity as principal or agent is involved in a wide range of commercial banking and investment banking activities globally from which conflicting interests or duties may arise. UBS may provide services to any member of the same group as the Issuer or any other entity or person (a "Third Party"), engage in any transaction (on its own account or otherwise) with respect to the Issuer or a Third Party, or act in relation to any matter for itself or any Third Party, notwithstanding that such services, transactions or actions may be adverse to the Issuer or any member of its group, and UBS may retain for its own benefit any related remuneration or profit.

Neither UBS nor any of its affiliates, nor any of UBS' or any of its affiliates, directors, employees or agents accepts any liability for any loss or damage arising out of the use of all or any part of this material.

By accepting this material, you acknowledge and agree that UBS 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.

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

This document and the information contained herein, are not for publication or distribution, directly or indirectly, to persons in the United States (within the meaning of Regulation S under the US Securities Act of 1933, as amended (the "Securities Act") or to entities in Canada or Japan or any other jurisdiction which prohibits the same except in compliance with applicable securities laws.

UBS specifically prohibits the redistribution or reproduction of this material in whole or in part without the written permission of UBS and UBS accepts no liability whatsoever for the actions of third parties in this respect. © UBS 2017. The key symbol and UBS are among the registered and unregistered trademarks of UBS. All rights reserved.