Information Memorandum

Access Unsecured Notes

Issued by

Westlawn Finance

ABN 19 096 725 218

Dated 30 July 2025

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ABOUT THIS INFORMATION MEMORANDUM

THIS INFORMATION MEMORANDUM

Westlawn Finance Limited ABN 19 096 725 218 (the **Company, we, us** and **our**) is pleased to provide you with this confidential information memorandum (**Information Memorandum**) that it has prepared as issuer in respect of the Offer. This Information Memorandum is an offer of an issue of Access Unsecured Notes (**Notes**) and is dated 30 July 2025.

This is an important document, and you are encouraged to read it carefully. Because it does not consider your personal circumstances, you are encouraged to seek professional advice before investing. The Information Memorandum is not intended to be a recommendation by the Company or its associates or any other person to invest in the Notes.

Information in this document is subject to change from time to time and, provided the changes are not materially adverse to investors, may be updated by the Company publishing such information at www.westlawn.com.au. A paper copy of any updated information will be provided upon request and is free of charge. If the Company issues a new Information Memorandum, a copy will be made available to you. You should read it carefully. Copies are available by contacting the Company directly.

This Information Memorandum supersedes all previous representations and communications (including any investor presentations or communications) in respect of the Company. Any representations not contained in this Information Memorandum may not be relied upon as having been authorised by the Company and should be disregarded.

The Information Memorandum (as updated, supplemented or replaced from time to time) governs your investment, together with the Trust Deed.

Unless otherwise stated, all figures are in Australian dollars and exclude the impact of GST including any reduced input tax credits.

NOT A REGULATED DISCLOSURE DOCUMENT

The Company has authorised the use of this Information Memorandum as disclosure to those persons who qualify as "wholesale clients" only (as the Corporations Act defines this term). It is provided to you as a person to whom an offer of the Notes would not require a disclosure document under Chapter 6D of the Corporations Act because you are a Wholesale Client. This document is not a disclosure document or product disclosure statement for the purposes of the Corporations Act and has not been, and is not required to be, lodged with ASIC. ASIC takes no responsibility for the contents of this Information Memorandum. This Information Memorandum has not been prepared to the same level of disclosure required for a product disclosure statement or prospectus. If you are not a Wholesale Client, please do not read this Information Memorandum. Please return it immediately to the Company.

CONFIDENTIALITY AND RESTRICTIONS ON DISTRIBUTION

This Information Memorandum is confidential. You must not copy or circulate it, in whole or in part, to any other person unless they are within your organisation and directly involved in your consideration of the proposed offer.

This Information Memorandum (including any copy of it) may not be distributed, directly or indirectly, outside Australia where it may be unlawful to do so. All references to $ or amounts are to Australian dollars.

NO LIABILITY

The Company has prepared this Information Memorandum based on information available to it at the time of preparation and from sources believed to be reliable. The Company does not make any representation that it has verified the information. No representation or warranty is made as to the fairness, accuracy or completeness of the information, opinions and conclusions contained in this Information Memorandum or any other information the Company otherwise provides to you.

To the maximum extent permitted by law, the Company and its officers, employees and advisors are not liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on this Information Memorandum or otherwise in connection with it.

If you have questions, please do not hesitate to contact the Company. Our contact details are at the end of this Information Memorandum.

1. DEFINITIONS

Accountants Certificate	a certificate issued by a qualified accountant under Chapter 6D of the Corporations Act.
Application	an application for Notes pursuant to this Information Memorandum.
Application Form	the application form relating to this Information Memorandum.
ASIC	Australian Securities and Investments Commission.
Company	Westlawn Finance Limited ABN 19 096 725 218.
Corporations Act	Corporations Act 2001 (Cth).
Directors/Board	the directors of the Company.
Information Memorandum	this Information Memorandum.
Interest Rate Sheet	the current interest rates offered on the Notes as advertised by the Company on its website www.westlawn.com.au/investment.
Noteholders	the holders of Notes.
Notes/Access Unsecured Notes	the Access Unsecured Notes to be issued by the Company pursuant to this Offer.
Offer	the offer of Notes made pursuant to this Information Memorandum.
Professional Investor	has the meaning given to that term by Chapter 6D of the Corporations Act.
Prospectus	the prospectus issued by the Company from time to time for the issue of unsecured notes to retail investors.
Security Interest	has the meaning given to that term by the Personal Properties Securities Act 2009 (Cth).
Sophisticated Investor	has the meaning given to that term by Chapter 6D of the Corporations Act.
Trust Deed	the trust deed dated 1 June 2001, as amended on 18 March 2009, 19 March 2009 and 12 September 2022 and as amended by the deed of appointment and retirement of trustee dated 31 August 2022.
Wholesale Client	means either a Sophisticated Investor or Professional Investor.
Westlawn Group	the Company and its subsidiaries.

2. KEY OFFER INFORMATION

Issuer name	Westlawn Finance Limited ACN 096 725 218 (**Company**)
Product name	Access Unsecured Notes (**Notes**)
What is the Offer?	The Company is offering Wholesale Clients the opportunity to purchase Notes pursuant to this Information Memorandum (**Offer**).
What are Notes?	Notes are debt instruments under which the Company agrees to pay Noteholders interest and principal on the amount invested.
Issue price	The Notes are issued at $1 each.
Minimum application amount	The minimum initial application amount is $5,000 (unless otherwise agreed with the Company).
Interest rates	The interest rates applying to the Notes are set out in an Interest Rate Sheet which is available at www.westlawn.com.au/investment. Interest rates may vary, and applicants are advised to confirm interest rates with the Company prior to completing an Application Form. The Company reserves the right to negotiate the interest rate in respect to the issue of Notes to Wholesale Clients.
How are interest payments calculated?	Interest is calculated daily from the date the Notes are issued by the Company. Interest is paid six monthly in arrears and on redemption.
When will my investment be repaid?	Funds are available on an at call basis. Notes may be redeemed at any time by the Company or the Investor.
Security	The Notes are not secured by any registered Security Interest over any assets of the Company. The Trust Deed governs the terms and conditions on which the Notes are created and issued. In the event of the winding up of the Company, Noteholders rank equally with all other unsecured creditors of the Company, but ahead of shareholders, in respect to the payment of money owing under the Notes. If any debenture notes are issued by the Company, they will have priority over the Notes as the payment obligations in respect of the debenture notes must be secured by a registered Security Interest granted by the Company.

What risks are involved with an investment in Notes?	An investment in the Notes is subject to both general and specific risks which could affect its performance. Key risks include: (a) the Notes are unsecured; (b) borrower's credit risk and a consequential under-provisioning in the Company's accounts for bad loans and impairments; (c) liquidity risk; (d) risk of fluctuations in interest rates; (e) general economic conditions; and (f) changes to laws. For additional information on risks, refer to the investment risks section of the current prospectus for retail investors which is available at https://www.westlawn.com.au/investment/.
Use of funds raised	Funds raised under the Offer will be used to support the operations and working capital needs of the Company. Funds will be used to purchase a range of financial assets, but predominantly to finance a variety of loans (directly or indirectly[1]) including: (a) finance leasing; (b) plant and equipment finance; (c) business loans; (d) commercial and residential mortgage financing; (e) motor vehicle dealer financing; and (f) personal loans. Typically, the Company aims to utilise funds raised by the issue of Notes (both Notes issued via this Information Memorandum and retail notes issued via the Prospectus) in the following ranges; • Loans and advances (directly or indirectly[1]) 80% to 95% • Cash & cash equivalents 7% to 15% • Other Company operational assets (property, plant & equipment) 3% to 5% [1] Loans may be made directly to borrowers or indirectly (for example via wholesale investment in special purpose lending vehicles, funding trusts or interests in contributory mortgage schemes).
What is the Company's financial position?	The Company's financial statements, prospectus for retail investors and other continuous disclosure documents are available at https://www.westlawn.com.au/investment/.

Does the Company comply with industry benchmarks?	The Company is an issuer of unsecured notes to retail investors pursuant to a Prospectus. Accordingly, the Company is required to report against certain benchmarks which have been developed by ASIC and are set out in ASIC's *Regulatory Guide 69: Debentures and notes: Improving disclosure for retail investors*. The Company's performance against the benchmarks is set out in Section 1 of the Prospectus and continuous disclosure documents which are available at https://www.westlawn.com.au/investment/.
Who is responsible for the management of the Company?	Details on the Company's directors can be found at https://www.westlawn.com.au/about-us/.
Application for Notes	Applications, once fully completed and verified, will generally be processed within 2 business days. The Company has the sole discretion to issue Notes in accordance with an Application, to decline any Application, or to issue a lesser number of Notes than the amount requested in the Application. To the extent that Applications are unsuccessful (or partially unsuccessful), the application money (or a portion thereof) will be returned to applicants without interest within 15 days following receipt of the Application.
Payment for Notes	The issue price of $1.00 per Note is payable in full on Application. All payments are to be made in Australian currency by way of cheque or electronic transfer. Cheques should be made payable to Westlawn Finance Limited and crossed 'not negotiable'.
Where to send your completed application	Completed Applications (including where necessary a certificate issued by a qualified accountant) and accompanying cheques may be mailed to: Westlawn Finance Limited PO Box 78 GRAFTON NSW 2460 or delivered to: Westlawn Finance Limited 22 Queen Street Grafton NSW 2460 or any Westlawn branch.
Who can invest in Notes?	To invest in the Notes, you need to be a Wholesale Client. Subject to this qualification, the Notes are available to all types of investors, including individuals, super funds and family trusts/companies, as well as professional investors.

Taxation	You should seek qualified, independent financial and taxation advice before deciding to invest. Noteholders will be entitled to receive both principal and interest in relation to the Notes. The receipt of interest by resident Noteholders should be taxable while the principal amount received should not be assessable. There is a requirement on the Company under the Income Tax Assessment Act 1936 (Cth) to withhold an amount at the highest marginal tax rate from payments of income on the Notes if a Noteholder fails to provide an Australian Tax File Number, or (if applicable) an Australian Business Number (ABN). Alternatively, to the extent that the Notes are held by non-residents of Australia not carrying on business in Australia, or residents of Australia carrying on business outside Australia at the time the interest is paid, the interest will generally be subject to withholding tax.
Cooling Off	There is no cooling-off right for investors. An Application Form cannot be withdrawn once it has been received by the Company.

3. APPLYING FOR NOTES

GETTING STARTED

Simply complete the attached Application Form and send it to the Company as follows:

Westlawn Finance Limited
PO Box 78
GRAFTON NSW 2460

Lodged applications cannot generally be withdrawn once they are received by the Company.

For questions about completing application forms please contact the Company on:

Phone: Freecall 1300 WESTLAWN

(1300 937 852) (within Australia)

+61 2 6642 0400 (outside Australia).

ANTI MONEY LAUNDERING

The Company is a 'reporting entity' under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 and is required to verify the identity of investors and report certain investment activity to AUSTRAC.

We may ask you to supply us with information that is reasonably required in order to comply with our obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006.

HOW DO YOU QUALIFY AS A WHOLESALE CLIENT?

To be a Wholesale Client you will need to be either a Sophisticated Investor or a Professional Investor as those terms are defined by Chapter 6D of the Corporations Act.

SOPHISTICATED INVESTOR

If you are applying for $500,000 or more investment in the Notes, you will be automatically deemed a Sophisticated Investor, and no additional documentation is required.

If you are investing less than $500,000 in the Notes, the easiest way to establish that you are a Sophisticated Investor is to arrange for your accountant to provide an Accountant's Certificate that is less than 2 years old certifying that:

- The investor themselves has the Required Net Assets or the Required Gross Income; OR
- Together with any trusts or companies the investor controls, the investor has the Required Net Assets or the Required Gross Income; OR
- The investor is a trust or company controlled by a person who has the Required Net Assets or the Required Gross Income.

Required Net Assets means net assets of at least $2,500,000.

Required Gross Income means for each of the last two financial years, at least $250,000 a year.

PROFESSIONAL INVESTOR

A Professional Investor means a person to whom one or more of the following applies:

- You hold an Australian financial services licence; or
- Provide a statutory declaration (or other satisfactory evidence) that you meet any of the following categories:
  - A body regulated by the Australian Prudential Regulation Authority (other than a Company of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme);
  - A registered entity within the meaning of the Financial Sector (Collection of Data) Act 2001;
  - A Company of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme within the meaning of the Superannuation Industry (Supervision) Act 1993 (Cth) with net assets of at least $10 million;
  - You control at least $10 million for the purposes of investment in financial products (including any amount held by an associate or under a trust that the investing entity manages);
  - A listed entity, or a related body corporate of a listed entity; or
  - An exempt public authority.

Please contact the Company if you need assistance in providing the appropriate documentation to certify that you are a Wholesale Client.

Westlawn Finance

ABN 19 096 725 218

Access Unsecured Notes
APPLICATION FORM

I/We hereby apply for Access Unsecured Notes of Westlawn Finance Limited on the terms and conditions contained in the Information Memorandum dated 30 July2025 and on this Application Form. I/We understand that I/we will be treated as a Wholesale Client(s) and understand the consequences of not being treated as a retail client. I/We declare that all statements made by me/us are complete and accurate.

1. APPLICANT(S)

INDIVIDUAL OR JOINT ACCOUNTS

APPLICANT 1		APPLICANT 2	
Mr/Mrs/Miss/Ms Surname		Mr/Mrs/Miss/Ms Surname	
Given names		Given names	
TFN	D.O.B	TFN	D.O.B

CORPORATION, TRUSTEE, SUPERANNUATION FUND OR OTHER ENTITY*

Name	
ABN	TFN

ADDRESS DETAILS

Residential address	
Postal address (if different to above)	Contact name & telephone number
Email	

* Other Entity being an individual trustee, partnership, firm or incorporated/unincorporated association (club)

2. AUTHORITY TO OPERATE AN ACCOUNT

Please tick an appropriate box ☐ Any one to sign ☐ Any two to sign ☐ All to sign

3. ELECTRONIC COMMUNICATIONS CONSENT

Important information about rights: You can consent to email communications between us. If you do, we will email you notices, statements and other documents rather than post them to you. If you do consent:

- We may no longer post documents to you.
- You should regularly check your emails for documents we send you.
- Where possible, we will use email to respond to emails you send us or to provide you with other information you may require.
- You can withdraw your consent to email communication between us at any time.

By providing us with your name and an email address (Part 1), you consent to email communication between us and to us sending you notices, statements and other documents by email. If you leave the email address blank, we will send you notices by post and communicate with you in other ways, such as by phone or in person. **Note**: You can change your email address by emailing your new address to: grafton@westlawn.com.au. You can cancel your consent for us to email you by phone on 1300 WESTLAWN (1300 937 852).

Office use only:			
Westlawn Finance A/C No.	Certificate No/s.		
Contact ID's			

4. POLITICALLY EXPOSED PERSON

The law requires us to identify each person who is a "politically exposed person" (PEP). A PEP is a senior official at any level of government in Australia or overseas, or with an international agency, and a member of the official's family and their close associates.

If you are a PEP, please tick this box ☐ If you are NOT a PEP, please tick this box ☐

Please provide the following information for each person who is a PEP:

If a person is a senior official in any level of government in Australia, or a family member or close associate of an official, please state:

the official's name:	the position held:
the government body:	and, if relevant, the name of the family member or close associate:
And the relationship to the senior official:	

5. SIGNATURE(S) BY APPLICANT(S)

Individuals: by applicant or applicant's authorised attorney. The Power of Attorney must be produced if it has not already been sighted by the Company.

Partnerships: applications to be made in the names of and signed by all partners.

Joint Holdings: all parties must sign.

Companies: applications must be executed by Directors/Director and Secretary or a sole Director pursuant to Section 127 of the Corporations Act.

INDIVIDUAL OR JOINT APPLICANTS	COMPANY APPLICANTS
Signature of applicant (1)	Common seal (if required) Director (or sole Director)
Signature of applicant (2)	Director / Secretary
Date / /	Date / /

Please note that should the Company signatories alter in the term of this investment, a copy of the minutes of the meeting concerning the appointment of new signatories will be required by Westlawn Finance Limited.

☐ I do not wish to receive further information regarding other products and services offered by the Westlawn Group.

Westlawn Finance Limited
Head Office, 22 Queen Street
(PO Box 78) GRAFTON NSW 2460
P: 1300 WESTLAWN (1300 937 852)
W: www.westlawn.com.au

Westlawn Finance

ABN 19 096 725 218

CERTIFICATE BY A QUALIFIED ACCOUNTANT – WHOLESALE INVESTOR

Issued under Chapter 6D (section 708(8)(c)) and Chapter 7 (section 761G(7)(c)) of the Corporations Act 2001 (Cth) ("Corporations Act")

If there is more than one individual or entity, a separate form is required for each individual or entity.

I certify that:

Full Legal Name Of Person or Entity	ABN/ACN/ARBN (If Any)

of address:

- has net assets of at least A$2.5 million; or
- has a gross income for each of the last 2 financial years of at least A$250,000 per annum.

Controlled Companies and/or Trusts (where applicable)

It is also confirmed for the purposes of the Corporations Act that the above person or entity controls[1] the following companies and/or trusts:

Full Legal Name Of Company/Trust	ABN/ACN/ARBN (If Any)

- I confirm that I am a member of one or more of the following professional bodies (tick appropriate box):

☐ CPA Australia ("CPA" or "FCPA")

☐ Chartered Accountants Australia and New Zealand ("CA", "ACA" or "FCA")

☐ Institute of Public Accountants ("AIPA", "MIPA" or "FIPA")

- I am subject to, and in compliance with, the relevant professional body's continuing education requirements.

Accountant Signature

×

Name Of Firm

Accountant Name (Please Print)

Business Address

Membership Designation (If Applicable)

STATE | POSTCODE

Accountant Membership Number

Date

[1] Refer to section 708(8)(d) and section 761G(7)(ca). For this purpose, "control" has the meaning given to it in section 50AA of the Corporations Act.

CONTACT US

COMPANY

Westlawn Finance Limited

ABN 19 096 725 218

Address: Westlawn Building
22 Queen Street (PO Box 78)
GRAFTON NSW 2460

Phone: Freecall 1300 WESTLAWN
(1300 937 852) (within Australia)
+61 2 6642 0400 (outside Australia)

Email: wholesale@westlawn.com.au

Website www.westlawn.com.au

Branches https://www.westlawn.com.au/about-us/branches/