

QUARTERLY DIRECTORS' REPORT

To: The Trust Company (Australia) Limited
Level 12, Angel Place
123 Pitt Street
SYDNEY NSW 2000



Quarter: The calendar quarter ended **31 March 2017** ("Quarter")

Date: **12 April 2017**

We refer to the Debenture Trust Deed dated 8 February 1989 (as amended) ("**Trust Deed**") between RAC Finance Limited ("**Issuer**") and The Trust Company (Australia) Limited ("**Trustee**") and to the Debenture Stock ("**Securities**") issued by the Issuer under the Trust Deed, and further, to the Reporting Requirements of the Trust Deed. The issuer has no subsidiaries or guarantor.

This quarterly report ("**Report**") is given to the Trustee by the Issuer pursuant to:

- a. The Australian Securities and Investments Commission ("**ASIC**") Regulatory Guide 69 (RG 69), and specifically, RG 69.92 onwards.
- b. Section 283BF of the *Corporations Act 2001* (Cth) ("**Act**") and
- c. In respect of the information required by clauses 8.3 and 8.4 of the Trust Deed.

A copy of the report as required pursuant to section 283BF of the Act and covered in items 1-3 of this report has been lodged with the Australian Securities and Investments Commission.

1. In respect of the information required by subsection 283BF(4) of the Act, the Issuer confirms to the Trustee that:
 - (a) there has been no failure by the Issuer to comply with the terms of the Securities, the provisions of the Trust Deed or Chapter 2L of the Act during the quarter; and
 - (b) No event has happened during the quarter that has caused, or could cause, one or more of the following:
 - (i) any amount deposited or lent under the Securities to become immediately payable;
 - (ii) the Securities to become immediately enforceable;
 - (iii) any other right or remedy under the terms of the Securities or provisions of the Trust Deed to become immediately enforceable; and
 - (c) No circumstances have occurred during the quarter that materially prejudices:
 - (i) the Issuer; or
 - (ii) any security interest included in or created by the Securities or the Trust Deed; and
 - (d) No substantial change in the nature of the business of the Issuer has occurred during the quarter, and

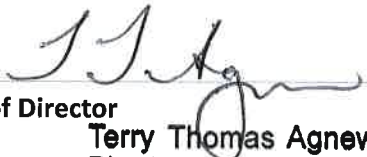
- (e) None of the following events has happened during the quarter:
 - (i) the appointment of a guarantor,
 - (ii) the cessation of liability of a guarantor body for the payment of the whole or part of the money for which it was liable under the guarantee;
 - (iii) a change of name of a guarantor; and
 - (f) the Issuer has not created a charge where:
 - (i) the total amount to be advanced on the security of the charge is indeterminate;
 - (ii) the advances are merged in a current account with bankers, trade creditors or anyone else; and
 - (g) There are no other matters that may materially prejudice any security interests or other interests of the holders of the Securities.
2. In respect of the information required by subsection 283BF(5) of the Act, the Issuer has not deposited money with or lent money to or assumed any liability of a related body corporate during the quarter; and
3. In respect of the information required by subsection 283BF(6) of the Act, the Issuer confirms to the Trustee that the Issuer has not assumed a liability of a related body corporate during the quarter.
4. In respect of the information required by clause 8.3 of the Trust Deed the Issuer confirms to the Trustee that there are no matters adversely affecting the security or the interests of holders of the Securities, and that:
- (a) No limitation of liability or borrowing as prescribed by the Trust Deed has been exceeded;
 - (b) The Issuer has observed and performed all the covenants and obligations binding upon it by or pursuant to the Trust Deed or any security or instrument supplemental or collateral to the Trust Deed;
 - (c) No event has happened which has or could cause the security created by the Trust Deed to become enforceable;
 - (d) No circumstances affecting the Issuer have occurred that materially affect the Securities; and
 - (e) There has been no substantial change in the nature of the business of the Issuer since the issue of the Securities.
5. In respect of the information required by clause 8.4 of the Trust Deed, the Issuer confirms to the Trustee that:
- a) No material trading or capital loss has been sustained by the Issuer;
 - b) No contingent liabilities have been incurred by the Issuer; and
 - c) There has not been any material change in any accounting method or method of valuation of assets or liabilities and no circumstances have arisen which render adherence to the existing method of valuation of assets or liabilities misleading or inappropriate.

With respect to ASIC RG 69.108, the Directors of the Issuer confirm the following:

- Statements made in the company's prospectus (as contemplated by RG 69) regarding the intended and/or actual use of debenture funds and the intended and/or actual activities of the issuer's business remain current and no deviations have occurred which would require the issue of a supplementary prospectus or continuous disclosure notice.
- The Trustee has been provided with all relevant disclosure documents issued, as and when they were released.
- Information stated in the current prospectus pursuant to the compliance or non-compliance with the benchmarks as set out in RG 69 remains unchanged.

Attached "Annexure A" is an update as at the date of this report against the benchmarks as set out in RG 69.108.

This report was made by the Issuer in accordance with a resolution of the Directors of the Issuer.



Signature of Director
Name Terry Thomas Agnew
Director
Dated 13/4/17



Signature of Director
Name Andrew HASE
Dated 13/4/17

ANNEXURE A
ASIC Benchmark Update as at 31 March 2017


ASIC Benchmark	Prospectus #33 (issued 3 Oct 16) Content Addressing the Benchmark	Update as at 31 Mar 17
<p>1 Equity Ratio Issuers should maintain a minimum equity ratio [calculated as: equity capital / (total debt + equity capital)] of 20% where more than a minor part (>10%) of its activities is lending funds directly or indirectly for property development and 8% in all other cases</p>	<p>As at 30 June 2016 RAC Finance's (RACF) equity ratio was 12.82% (14.73% as at 30 June 2015) and is defined as follows:</p> $\frac{\text{Total Equity } \$24.434m}{\text{Total Liabilities } \$166.142m + \text{Total Equity } \$24.434m} = 12.82\%$ <p>This does not satisfy Benchmark 1 which states that a minimum equity of 20.00% should be held for issuers with more than 10.00% of its lending activity directly or indirectly for property development (the benchmark is 8.00% minimum in all other cases). From an investor risk perspective, this might be an insufficient safety margin if RAC Finance were to run into financial difficulties. However, RAC Finance considers that its level of equity is appropriate for the type of business parameters described in this prospectus.</p> <p>In the financial year ending 30 June 2016, RACF paid dividends totalling \$1.895m (2015 - \$2.145m) to its parent, RACWA Holdings Pty Ltd. Future dividends may be declared subject to regulatory and liquidity considerations.</p>	<p>The equity ratio as at the date of this report is 12.18% (31 Dec 2016: 12.86%).</p> <p>In the financial period ending 31 March 2017, RACF paid dividends totalling \$1.400m to its parent, RACWA Holdings Pty Ltd.</p>
<p>2 Liquidity Issuers should have cash flow estimates for the next three months, disclose their policy on balancing the maturity of their assets and the maturity of their liabilities, <i>disclose material assumptions underlying their cash flows</i>, and ensure that at all times they have on hand cash or cash equivalents sufficient to meet their projected cash needs over the next three months</p>	<p>Benchmark 2 is satisfied. RACF ensures that at all times it holds cash or cash equivalents sufficient to meet its projected cash needs over the next three months.</p> <p>RACF projects its cash flow for the next three months at each month end as part of its ongoing compliance management processes. The material assumptions underlying these projections include analysis of recent actual investment and loan movements, likely investment rollovers (but assuming no new investment funds), investment repayments including interest payments and loan transactions including contractual loan repayments.</p> <p>RACF does not have a policy of directly matching investment and loan maturities. RACF considers that its maturity profile is reasonably matched. The majority of the investment funds are invested for a term of one year or less and the average rollover ratio over the six-month period ending 31 August 2016 was 87.66%. Whilst the majority of the loans have historically been for terms of one to five years, on average, these have been repaid within three years. RACF uses its average monthly re-investment rollover ratio to assess its future cash requirements and stress tests this ratio by 20% to allow for any adverse movement in liquidity.</p>	<p>No material change</p>
<p>3 Rollovers / Maturities (including overdue maturities) Issuers should disclose their approach to rollovers</p>	<p>Benchmark 3 is satisfied by RACF disclosing its policy in relation to rollovers/re-investments. RACF issues a notice of approaching maturity at least one week before the maturity date.</p> <p>At maturity, an investor can re-invest, add funds or redeem all or part of the maturity value. On the maturity date, if no other instruction has been received, RACF will automatically reinvest the maturing principal for the same term and interest payment option as the maturing investment, at the interest rate applicable at the date of maturity.</p> <p>If an investor advises after the maturity date that they do not wish to reinvest, then no interest is payable for that interim period after maturity.</p>	<p>No change</p>


ASIC Benchmark	Prospectus #33 (issued 3 Oct 16) Content Addressing the Benchmark	Update as at 31 Mar 17																																																																								
4 Debt Maturity Issuers should disclose (a) an analysis of the maturity profile of investments by term and value (b) the average interest rate	Benchmark 4 is satisfied by RACF disclosing the following analysis of its debt maturity profile as at 30 June 2016: <table border="1" data-bbox="437 309 1129 517"> <thead> <tr> <th>Term</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Within 3 months</td> <td>\$ 40.262m</td> </tr> <tr> <td>Between 3 months and 1 year</td> <td>\$ 91.447m</td> </tr> <tr> <td>Between 1 year and 5 years</td> <td>\$ 31.034m</td> </tr> <tr> <td>Total</td> <td>\$ 162.743m</td> </tr> <tr> <td>Weighted average effective interest rate</td> <td>3.39% pa</td> </tr> </tbody> </table>	Term	Amount	Within 3 months	\$ 40.262m	Between 3 months and 1 year	\$ 91.447m	Between 1 year and 5 years	\$ 31.034m	Total	\$ 162.743m	Weighted average effective interest rate	3.39% pa	Investments issued by RACF have increased to \$173.746m and the weighted average effective interest rate has decreased to 3.22% as at 31 March 2017.																																																												
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5 Loan Portfolio Issuers who on lend funds should disclose the current nature of their loan portfolio and their overall approach to lending	RACF satisfies Benchmark 5 and discloses the following: <table border="1" data-bbox="437 618 1201 1872"> <thead> <tr> <th>Loan profile as at 30 June 2016</th> <th>Consumer</th> <th>Property</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Number of Loans</td> <td>7,008</td> <td>74</td> <td>7,082</td> </tr> <tr> <td>In WA</td> <td>7,008</td> <td>74</td> <td>7,082</td> </tr> <tr> <td>Secured loans</td> <td>6,740 (96.18%)</td> <td>74 (100.00%)</td> <td>6,814 (96.22%)</td> </tr> <tr> <td>Largest borrower</td> <td></td> <td>1 (1.35%)</td> <td>1 (0.01%)</td> </tr> <tr> <td>10 largest borrowers</td> <td></td> <td>10 (13.51%)</td> <td>10 (0.14%)</td> </tr> <tr> <td>In default/arrears - 30 days and greater</td> <td>85 (1.21%)</td> <td>1 (1.35%)</td> <td>86 (1.21%)</td> </tr> <tr> <td>Renegotiated within past 6 months that were greater than 30 days in default/arrears</td> <td>3 (0.04%)</td> <td>0 (0.00%)</td> <td>3 (0.04%)</td> </tr> <tr> <td>Subject to legal proceedings</td> <td>1 (0.01%)</td> <td>0 (0.00%)</td> <td>1 (0.01%)</td> </tr> <tr> <td>Value of loans</td> <td>\$111.976m</td> <td>\$67.086m</td> <td>\$179.062m</td> </tr> <tr> <td>In WA</td> <td>\$111.976m</td> <td>\$67.086m</td> <td>\$179.062m</td> </tr> <tr> <td>Secured loans</td> <td>\$109.777m (98.04%)</td> <td>\$67.086m (100.00%)</td> <td>\$176.863m (98.77%)</td> </tr> <tr> <td>Largest borrower</td> <td></td> <td>\$3.881m (5.78%)</td> <td>\$3.881m (2.17%)</td> </tr> <tr> <td>10 largest borrowers</td> <td></td> <td>\$19.747m (29.44%)</td> <td>\$19.747m (11.03%)</td> </tr> <tr> <td>In default/arrears</td> <td>\$0.961m (0.86%)</td> <td>\$1.643m (2.45%)</td> <td>\$2.604m (1.45%)</td> </tr> <tr> <td>Principal amount and/or interest amount in default/ arrears - 30 days and greater</td> <td>\$0.066m</td> <td>\$1.109m</td> <td>\$1.175m</td> </tr> <tr> <td>Renegotiated within past 6 months that were greater than 30 days in default/arrears</td> <td>\$0.061m (0.05%)</td> <td>\$0.000m (0.00%)</td> <td>\$0.061m (0.03%)</td> </tr> <tr> <td>Subject to legal proceedings</td> <td>\$0.041m (0.04%)</td> <td>\$0.000m (0.00%)</td> <td>\$0.041m (0.02%)</td> </tr> </tbody> </table>	Loan profile as at 30 June 2016	Consumer	Property	Total	Number of Loans	7,008	74	7,082	In WA	7,008	74	7,082	Secured loans	6,740 (96.18%)	74 (100.00%)	6,814 (96.22%)	Largest borrower		1 (1.35%)	1 (0.01%)	10 largest borrowers		10 (13.51%)	10 (0.14%)	In default/arrears - 30 days and greater	85 (1.21%)	1 (1.35%)	86 (1.21%)	Renegotiated within past 6 months that were greater than 30 days in default/arrears	3 (0.04%)	0 (0.00%)	3 (0.04%)	Subject to legal proceedings	1 (0.01%)	0 (0.00%)	1 (0.01%)	Value of loans	\$111.976m	\$67.086m	\$179.062m	In WA	\$111.976m	\$67.086m	\$179.062m	Secured loans	\$109.777m (98.04%)	\$67.086m (100.00%)	\$176.863m (98.77%)	Largest borrower		\$3.881m (5.78%)	\$3.881m (2.17%)	10 largest borrowers		\$19.747m (29.44%)	\$19.747m (11.03%)	In default/arrears	\$0.961m (0.86%)	\$1.643m (2.45%)	\$2.604m (1.45%)	Principal amount and/or interest amount in default/ arrears - 30 days and greater	\$0.066m	\$1.109m	\$1.175m	Renegotiated within past 6 months that were greater than 30 days in default/arrears	\$0.061m (0.05%)	\$0.000m (0.00%)	\$0.061m (0.03%)	Subject to legal proceedings	\$0.041m (0.04%)	\$0.000m (0.00%)	\$0.041m (0.02%)	No material change to the current nature of the loan portfolio and the overall approach to lending.
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<p>Loan Portfolio cont/d</p>	<p>RAC Finance generally restricts exposure to any single borrower to \$5m, although in certain circumstances particular borrowers may be approved for higher limits.</p> <p>Where a loan is to be used to purchase property, a motor vehicle or other significant assets, these loans will predominantly be secured by way of a registered encumbrance, mortgage or charge. All lending is currently in Western Australia, with all property lending restricted to metropolitan or large regional areas.</p> <p>RAC Finance considers a loan to be in default/arrears when a payment is 30 days overdue. This does not mean that RAC Finance takes no action prior to this point.</p> <p>Loans in arrears are managed on an individual basis. For defaulting loans covered by the National Consumer Credit Protection Act 2009 (NCCP) and the Uniform Consumer Credit Code 1996 (UCCC), there is a legal requirement to give the debtor 30 days' prior notice of enforcement. For all other loans (eg. chattel mortgages, mortgages), seven days' notice of enforcement is required. Impaired loans are suspended and provisioned where there is doubt of full recovery.</p> <p>RACF also discloses the following analysis of its loan maturity profile as at 30 June 2016:</p> <table border="1" data-bbox="432 987 1155 1178"> <thead> <tr> <th data-bbox="432 987 935 1016">Term</th> <th data-bbox="935 987 1155 1016">Amount</th> </tr> </thead> <tbody> <tr> <td data-bbox="432 1016 935 1046">Within 3 months</td> <td data-bbox="935 1016 1155 1046">\$ 20.697m</td> </tr> <tr> <td data-bbox="432 1046 935 1075">Between 3 months and 1 year</td> <td data-bbox="935 1046 1155 1075">\$ 69.874m</td> </tr> <tr> <td data-bbox="432 1075 935 1104">Between 1 year and 5 years</td> <td data-bbox="935 1075 1155 1104">\$ 88.491m</td> </tr> <tr> <td data-bbox="432 1104 935 1133">Total</td> <td data-bbox="935 1104 1155 1133">\$ 179.062m</td> </tr> <tr> <td data-bbox="432 1133 935 1178">Weighted average effective interest rate</td> <td data-bbox="935 1133 1155 1178">8.16% pa</td> </tr> </tbody> </table>	Term	Amount	Within 3 months	\$ 20.697m	Between 3 months and 1 year	\$ 69.874m	Between 1 year and 5 years	\$ 88.491m	Total	\$ 179.062m	Weighted average effective interest rate	8.16% pa	
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Secured loans	7304 (96.60%)	61 (100.00%)	7365 (96.63%)																																																																																			
Largest borrower		(1.64%)	(0.01%)																																																																																			
10 largest borrowers		(16.39%)	(0.13%)																																																																																			
In default/arrears - 30 days and greater	118 (1.56%)	0 (0.00%)	118 (1.55%)																																																																																			
Renegotiated within past 6 months that were greater than 30 days in default/arrears	10 (0.13%)	0 (0.00%)	10 (0.13%)																																																																																			
Subject to legal proceedings	0 (0.00%)	0 (0.00%)	0 (0.00%)																																																																																			
Value of loans	\$123.183m	\$59.805m	\$182.988m																																																																																			
In WA	\$123.183m	\$59.805m	\$182.988m																																																																																			
Secured loans	\$121.248m (98.43%)	\$59.805m (100.00%)	\$181.053m (98.94%)																																																																																			
Largest borrower		\$3.901m (6.52%)	\$3.901m (2.13%)																																																																																			
10 largest borrowers		\$26.231m (43.86%)	\$26.231m (14.33%)																																																																																			
In default/arrears	\$1.526m (1.24%)	\$0.000m (0.00%)	\$1.526m (0.83%)																																																																																			
Principal amount and/or interest amount in default/ arrears - 30 days and greater	\$0.095m	\$0.000m	\$0.095m																																																																																			
Renegotiated within past 6 months that were greater than 30 days in default/ arrears	\$0.236m (0.19%)	\$0.000m (0.00%)	\$0.236m (0.13%)																																																																																			
Subject to legal proceedings	\$0.000m (0.00%)	\$0.000m (0.00%)	\$0.000m (0.00%)																																																																																			
Term	Amount																																																																																					
Within 3 months	\$ 30.846m																																																																																					
Between 3 months and 1 year	\$ 57.955m																																																																																					
Between 1 year and 5 years	\$ 94.187m																																																																																					
Total	\$ 182.988m																																																																																					
Weighted average effective interest rate	7.86% pa																																																																																					
6 Related Party Transactions Issuers who on lend funds to related parties should disclose the current nature of their loan portfolio and their overall approach to related party lending	<p data-bbox="475 1686 1241 1776">Benchmark 6 is satisfied. RAC Finance's policy states that related entities requiring a loan must pass the same criteria and be subject to the same terms and conditions as third party applicants.</p> <p data-bbox="475 1809 1257 1933">RAC Finance's parent company RACWA Holdings Pty Ltd holds a 17.12% shareholding in Watermark Enterprises Pty Ltd, a company that develops land and sells property in Western Australia. Watermark Enterprises Pty Ltd has a \$3m loan facility with RAC Finance.</p> <p data-bbox="475 1977 1217 2067">Dalton Gooding, a Director of RACWA Holdings Pty Ltd and RAC Finance, is a Director and shareholder of Watermark Enterprises Pty Ltd.</p>	<p data-bbox="1281 1686 1465 1843">No material adverse change (including no new loans settled).</p> <p data-bbox="1281 1888 1465 2067">The Watermark Enterprises Pty Ltd facility was reduced from \$3m to \$1m on 31 Oct 16,</p>																																																																																				

ASIC Benchmark	Prospectus #33 (issued 3 Oct 16) Content Addressing the Benchmark	Update as at 31 Mar 17
Related Party Transactions cont/d	<p>The loan facility for Watermark Enterprises Pty Ltd of \$3m represents 1.68% of total loans.</p> <p>The Directors of RAC Finance Limited currently receive directors fees for acting in that capacity of less than \$100,000 per annum in aggregate, which also applied in the previous financial year.</p>	which represents 0.55% of total loans.
7 Valuations Issuers lending money for property related activities should disclose their policies and approach to valuations	<p>Benchmark 7 is satisfied. RAC Finance obtains valuations on all property loans on an “as is” and “on completion” basis. If a valuation is more than three months’ old at the time of loan approval, RAC Finance management seek confirmation from the valuer that the value has not deteriorated, otherwise a new valuation is obtained.</p> <p>RAC Finance has an established panel of valuers in Western Australia, appointed by its senior management based on their credentials and reputation. Annually each valuer must provide evidence of current professional indemnity insurance. The choice of a valuer is dependent on their area of expertise, with consideration to pricing and turnaround time, with no valuer conducting more than one third of RAC Finance’s valuation work as at the time of loan approval.</p> <p>As an exception, RAC Finance may, on occasion, choose to accept a valuation from a valuer not on its panel and generally from accredited valuers with other major lenders. RAC Finance has obtained the consent of the Trustee for its panel of valuers.</p> <p>No loan secured by a property asset exceeds 5.00% of the total value of RAC Finance’s loan book.</p>	No material change
8 Lending principles – Loan to Valuation Ratios Issuer should disclose their policy on how and when funds are provided to developers and where it on lends money to property related activities, it should maintain, where the loan relates to property development—70% on the basis of the latest ‘as if complete’ valuation; and in all other cases—80% on the basis of the latest market valuation	<p>Benchmark 8 is satisfied. RAC Finance maintains a maximum 70.00% loan to valuation ratio on the basis of the latest “as if complete” valuation for property development loans. Loan funds are only provided to developers in stages, based on external evidence of the progress of the development. In all other property lending cases RAC Finance maintains a maximum 80.00% loan to valuation ratio on the basis of the latest market valuation (refer to Benchmark 7 – Valuations as to the timing of valuations). Higher loan to valuation ratios mean that the security is more vulnerable to changing market conditions such as a downturn in property markets.</p>	No material change


 Signature of Director
Terry Thomas Agnew
 Name Director
 Dated 13/4/17


 Signature of Director
AUDEN HAYS
 Name
 Dated 13/4/17