

WESTPAC SECURITIES NZ LIMITED GREEN BOND

DNV PERIODIC EXTERNAL REVIEW ASSESSMENT 2022

Scope and objectives

Westpac Securities NZ Limited, London Branch ("WSNZL" or the "Issuer") issued a EUR 500m Green Bond (henceforth referred to as "BOND") under its USD 10 Billion Programme for the Issuance of Debt Instruments, unconditionally and irrevocably guaranteed by Westpac New Zealand Limited ("WNZL"), with ISIN: XS2016070430. The BOND is labelled as a "Green Bond" as defined within the Green Bond Principles 2021 (as updated 2022) ("GBP") set out by the International Capital Market Association ("ICMA").

WNZL has used the proceeds of the BOND to finance and refinance loans associated with the numerous projects and assets within New Zealand falling within the following GBP categories:

- · Green Buildings
 - Commercial and office properties with a Green Star rating of 4 Stars and above (only 5
 Star lending included in current pool by WNZL), or a NABERSNZ 4 Star rating and above.
- Renewable Energy Projects
 - Solar PV and Solar Thermal;
 - Wind Power;
 - Low Emissions Geothermal Power; and
 - Small Hydroelectric Power (<25MW), new Large Scale Hydroelectric power and refurbishment and/or refinance of existing Large Scale Hydroelectric power.

DNV Business Assurance Australia Pty Ltd (henceforth referred to as "DNV") has been commissioned by WNZL to provide a Green Bond Periodic Review of the WNZL Green Bond Framework and BOND. Our methodology to achieve this is described under 'Work Undertaken' below. DNV has provided independent assessment in the form of external review on the alignment of the WNZL Green Bond Framework and BOND with the GBP 2021.

No assurance is provided regarding the financial performance of the BOND, the value of any investments in the BONDS, or the long term environmental benefits of the transaction. Our objective has been to provide an assessment that the BOND has met the criteria established on the basis set out below.

The scope of this DNV opinion is limited to the GBP and has been produced in alignment with the ICMA Guidelines for Green, Social, Sustainability and Sustainability-Linked Bonds External Reviews.

Responsibilities of the Management of WNZL and DNV

The management of WNZL has provided the information and data used by DNV during the delivery of this review. Our statement represents an independent opinion and is intended to inform WNZL



management and other interested stakeholders in the BOND as to whether the established criteria have been met, based on the information provided to us. In our work we have relied on the information and the facts presented to us by WNZL. DNV is not responsible for any aspect of the nominated assets referred to in this opinion and cannot be held liable if estimates, findings, opinions, or conclusions are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by WNZL's management and used as a basis for this assessment were not correct or complete.

Basis of DNV's opinion

We have adapted our GBP methodology, which incorporates the requirements of the GBP, to create a WNZL-specific Green Bond Eligibility Assessment Protocol (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion. The overarching principle behind the criteria is that a green bond should "enable capital-raising and investment for new and existing projects with environmental benefits". Where required to assess underlying impact data, DNV has used the assurance standard ISAE 3000 for assurance over non-financial information.

As per our Protocol, the criteria against which the BOND has been reviewed are grouped under the four Principles:

- **Principle One: Use of Proceeds**. The Use of Proceeds criteria are guided by the requirement that an issuer of a green bond must use the funds raised to finance or refinance eligible activities. The eligible activities should produce clear environmental benefits.
- **Principle Two: Process for Project Evaluation and Selection**. The Project Evaluation and Selection criteria are guided by the requirements that an issuer of a green bond should outline the process it follows when determining eligibility of an investment or lending using the Green Bond proceeds, and outline any impact objectives it will consider.
- **Principle Three: Management of Proceeds**. The Management of Proceeds criteria are guided by the requirements that a green bond should be tracked within the issuing organisation and that a declaration of how unallocated funds will be handled should be made.
- **Principle Four: Reporting.** The Reporting criteria are guided by the recommendation that at least Sustainability Reporting to the bond investors should be made of the use of bond proceeds and that quantitative and/or qualitative performance indicators should be used, where feasible.
 - Allocation Reporting. Allocation of bond proceeds are being reported in line with the criteria of the Green Bond Principles and the Framework.
 - Impact Reporting: Performance associated with Green Use of Proceeds including projects and assets in line with the criteria of the Green Bond Principles and the Framework.

Work undertaken

Our work constituted a high level review of the available information, based on the understanding that this information was provided to us by WNZL in good faith. We have not performed an audit or other tests to check the veracity of the information provided to us. The work undertaken to form our opinion included:

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- Creation of a WNZL-specific Protocol, adapted to the purpose of the BOND, as described above and in Schedule 2 to this Assessment;
- Assessment of documentary evidence provided by WNZL on the BOND and supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology;
- Discussions with WNZL management, and review of relevant documentation;
- Documentation of findings against each element of the criteria. Our opinion as detailed below is a summary of these findings.
- Assessment of Annual Reporting conducted and review and opinion on the nature, appropriateness and where required accuracy of the data used for Allocation and Impact Reporting.



Findings and DNV's opinion

DNV's findings are listed below:

- **1. Principle One: Use of Proceeds.** WNZL has used the proceeds of the BOND to finance and re finance projects and assets including:
 - Green buildings
 - Renewable energy projects

DNV reviewed the criteria for the project categories above to determine the eligibility of the nominated projects and assets.

- 2. Principle Two: Process for Project Evaluation and Selection. The BOND's proceeds have been allocated to finance and refinance the assets in line with the categories defined in Schedule 1. DNV has reviewed evidence that demonstrates that WNZL regularly assesses opportunities for improvement and devises action plans and initiatives to mitigate negative environmental and social impacts from its operations.
- **3. Principle Three: Management of Proceeds.** DNV has reviewed evidence showing how WNZL traces the proceeds from the Bond, from the time of issuance to the time of disbursement. The full amount of the proceeds were managed within WNZL treasury or equivalent, and thereafter disbursed in accordance with the eligible assets. The details of the disbursement and the outstanding value have been tracked using WNZL's internal financial reporting system. At the end of each financial period, WNZL have reviewed the outstanding balance of the BOND. DNV has confirmed the review of outstanding balances for the period and confirmed the reported amounts are consistent with the supporting data. As stated above, DNV provides no assurance regarding the financial performance of the Bond, the value of any investments in the Bond, or the effects of the transaction.
- 4. Principle Four: Reporting. WNZL has prepared an Annual Impact Report for its Westpac fixed income investor website. This includes description of the green bond proceeds allocation, overview of the projects financed and/or refinanced and the environmental impact for the term of the bond. DNV concludes that the Annual Impact Reporting conducted is supported by the data provided and the basis for calculation of the data has been reviewed and confirmed to be appropriate and accurate within the scope of our assessment.

On the basis of the information provided by WNZL and the work undertaken, it is DNV's opinion that the WNZL Green Bond Framework, BOND, 2022 Periodic Green Bond Reporting to 31 March 2022 and Supplementary Green Bond Reporting to 30 September 2022, meet the criteria established in the Protocol and that it is aligned with the stated definition of green bonds within the Green Bond Principles, which is to "enable capital-raising and investment for new and existing projects with environmental benefits".

DNV has also provided limited assurance over the impact reporting data provided by WNZL. DNV cross checked the reported impacts against the provided underlying data and references. DNV found no information or data to indicate that the reported impacts were not correctly reported.

for DNV Business Assurance Australia Pty Ltd

Sydney, Australia / 13 December 2022

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About DNV

Driven by our purpose of safeguarding life, property and the environment, DNV enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight.

With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener.



SCHEDULE 1: DESCRIPTION OF NOMINATED ASSETS TO BE FINANCED AND/OR REFINANCED THROUGH WSNZL GREEN BOND

WNZL is proposing to use the proceeds raised by the initial Green Bond to finance and/or refinance assets falling under the following GBP categories. DNV has confirmed that these fall within the categories set out in the WNZL Green Bond Framework. As at 31 March 2022, the outstanding issuance was NZD 859.9m¹

Project or Asset Category	roject or Asset Category Project or Asset Type Project or Asset Location		Proportion of Pool (%)	Funded Amount at 31 March 2022 (NZDm)	
	Solar Power (PV/Thermal)	olar Power (PV/Thermal) New Zealand			
Renewable Energy	Wind Power New Zealand		48.1	492	
Reflewable Lifergy	Hydroelectric Power (Small/Large) New Zealand		40.1		
	Low Emissions Geothermal Power	New Zealand			
Green Buildings Green Buildings New Zealan		New Zealand	51.9	531	
Total		100%	1,023		

 $^{^{\,\,1}}$ Based on the FX rate used to derive NZD equivalent is at the time of the Green Bond issuance.



SCHEDULE 2: GREEN BOND ELIGIBILITY ASSESSMENT PROTOCOL

1. Use of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1a	Type of bond	The bond must fall in one of the following categories, as defined by the GBP: Green Use of Proceeds Bond Green Use of Proceeds Revenue Bond Green Project Bond Green Securitized Bond	Review of: - BOND Final Terms - WNZL Green Bond Framework - WNZL Supplementary Green Bond Report Discussions with WNZL management	The reviewed evidence confirms that the BOND falls in the category: Green Use of Proceeds Bond.
1b	Green Project Categories	The cornerstone of a Green Bond is the utilisation of the proceeds of the bond which should be appropriately described in the legal documentation for the security.	Review of: - BOND Final Terms - WNZL Green Bond Framework - Review of WNZL Green Bond Annual Reporting - WNZL Supplementary Green Bond Report - Sub Project Performance and Financial Documentation Discussions with WNZL management	As identified by the issuer disclosures the purpose of the BOND is to use the proceeds to finance and/or refinance projects and acquisitions for projects falling under the following categories: • Green Buildings • Renewable Energy projects This is in line with the Green Bond Principles Use of Proceeds Criteria.
1c	Environmen tal benefits	All designated Green Project categories should provide clear environmentally sustainable benefits, which, where feasible, will be quantified or assessed by the issuer.	Review of: - BOND Final Terms - WNZL Green Bond Framework - WNZL Supplementary Green Bond Report - WNZL Asset Specifications	DNV reviewed the project selection criteria for projects and assets to be included in the bond pool and confirmed their nature and type to reasonably include • Green Buildings



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
			Review of WNZL Green Bond Annual Reporting, including the basis for calculation of annual reporting data Discussions with WNZL management	Renewable Energy projects which are in line with the Use of Proceeds under the GBP 2021.
1d	Refinancing share	In the event that a proportion of the proceeds may be used for refinancing, it is recommended that issuers provide an estimate of the share of financing vs. refinancing, and where appropriate, also clarify which investments or project portfolios may be refinanced.	Review of: - BOND Final Terms - Bond disclosure documentation - BOND Proceeds and reporting framework - WNZL Supplementary Green Bond Report Discussions with WNZL management	The proceeds of the BOND, as below, may be used for new finance and/or refinancing of existing assets.

2. Process for Project Selection and Evaluation

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2a	Investment- decision process	The issuer of a Green Bond should outline the decision-making process it follows to determine the eligibility of projects using Green Bond proceeds. This includes, without limitation: • A process to determine how the projects fit within the eligible Green	Review of: - BOND Final Terms - WNZL Green Bond Framework - Review of WNZL Green Bond Annual Reporting - WNZL Supplementary Green Bond Report	As per the WNZL Green Bond Framework, WNZL has set out the following criteria for project selection: Process for Project Evaluation and Selection The selection and tracking of the Green Bond asset pool to be funded from the issuance of a Green Bond is governed by a

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Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		Projects categories identified in the GBP; • The criteria making the projects eligible for using the Green Bond proceeds; and • The environmental sustainability objectives.		process that aims to ensure risks are fully understood, assessed and properly controlled. The process: • Ensures that projects selected for the Green Bond asset pool meet WNZL's Eligible Asset lending criteria set out on page 8 of the Green Bond Framework (including WNZL's ESG Credit Risk Policy and Climate Change Solutions definitions), and on page 1 of the WNZL Supplementary Green Bond Report; and • Where possible, endeavours to allocate the Green Bond proceeds to assets representing a diverse selection of projects; • Seeks to understand and assess the selected projects, to manage for risks including, but not limited to, reputational risks. DNV confirmed this process to define a clear and repeatable system by which projects maybe identified and included or excluded from the Green Bond project pool. The Criteria making the projects eligible for inclusion contained within the Green Bond Framework were in line with the GBP eligible categories and can be expected to result in quantifiable environmental benefits.

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Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2b	Issuer's environment al and social and governance framework	In addition to information disclosed by an issuer on its Green Bond process, criteria and assurances, Green Bond investors may also take into consideration the quality of the issuer's overall framework and performance regarding environmental sustainability.	Review of: - WNZL Sustainability and WNZL Governance Framework - WNZL Sustainability Reporting - WNZL Sustainability Strategy - WNZL Climate Risk Report ² - WNZL Disclosure Statements - WNZL Green Bond Framework - WNZL Supplementary Green Bond Report Discussions with WNZL management	DNV reviewed the WNZL 2025 Sustainability Strategy³ in addition to the corporate and sustainability reporting. WNZL conducts Sustainability Reporting on an annual basis. WNZL also reports semi-annually on its sustainability performance in WNZL's Disclosure Statements⁴. WNZL's sustainability reporting documents form the basis for clear stakeholder reporting of relevant metrics such a GHG emissions in addition to other social and environmental metrics. The proposed reporting associated with the WNZL Green Bond is in line with their existing Governance Commitments and metrics to stakeholders and investors. DNV notes that the performance of the nominated assets within the Bond pool is to be reported as a part of WNZL's periodic Annual Reporting as per the WNZL Green Bond Framework. The selected reporting performance metrics for the nominated projects and assets as stated within the Green Bond Framework, are in line with the governance framework demonstrated by WNZL within the information provided on their website. We have also carried out a high-level media review of WNZL. We have found no evidence to suggest that WNZL or any proposed projects and assets are or have been operating in breach of national or local environmental regulations. Based on the evidence reviewed and the discussion we had with senior managers, we found nothing to suggest that WNZL's governance framework is not in line with good practice of the industry in which it operates.

 $^{^2 \} https://www.westpac.co.nz/assets/About-us/legal-information-privacy/documents/Climate-Risk-Report-November-2021-Westpac-NZ.pdf \\^3 \ https://www.westpac.co.nz/assets/About-us/sustainability-community/documents/Westpac-NZ-2025-Sustainability-Strategy.pdf$

⁴ https://www.westpac.co.nz/assets/About-us/disclosure-statements/Documents/Westpac-NZ_Disclosure-Statement-March-2022.pdf



3. Management of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings	
3a	Tracking procedure	The net proceeds of Green Bonds should be credited to a sub-account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner and attested to by a formal internal process that will be linked to the issuer's lending and investment operations for Green Projects.	Review of: - BOND Final Terms - BOND Proceeds and reporting framework Discussions with WNZL management	The evidence reviewed shows how WNZL plans to trace the BOND's proceeds, from the time of issuance to the time of disbursement. The full amount of the proceeds have been managed within treasury or equivalent, and thereafter disbursed in accordar with the investment schedules and debt obligations. The details of the disbursement and the outstanding value have been tracked through WNZL's internal monitoring and reporting processes. At the end of each financial period, thoutstanding balance of the BOND has been reviewed.	
3b	Tracking procedure	So long as the Green Bonds are outstanding, the balance of the tracked proceeds should be periodically reduced by amounts matching eligible green investments or loan disbursements made during that period.	Review of: - BOND Final Terms - WNZL Green Bond Framework - Review of WNZL Green Bond Annual Reporting - WNZL Supplementary Green Bond Report Discussions with WNZL management	The evidence reviewed shows that WNZL plans to trace the proceeds from the BOND, from the time of issuance to the time of disbursement and reduce the net balance of proceeds by amounts in line with the assets investment and debt repayment schedules. At the end of each financial period, the outstanding balance of the Bond has been reviewed.	
3c	Temporary holdings	Pending such investments or disbursements to eligible Green Projects, the issuer should make known to investors the intended types of temporary investment	Review of: - WNZL Green Bond Framework	The net proceeds of the Bond have been managed within treasury or equivalent, tracked and have been fully and immediately disbursed where possible or held in equivalent green investments or cash equivalent until disbursement to the nominated assets as per the WNZL Green Bond Framework.	



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		instruments for the balance of unallocated proceeds.	Discussions with WNZL management	DNV has confirmed the proceeds have been fully allocated at the time of periodic review, with a surplus of \$163m Eligible Assets reported (beyond the size of the Green Bond proceeds).

4. Reporting

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
4a	Periodical reporting	In addition to reporting on the use of proceeds and the temporary investment of unallocated proceeds, issuers should provide at least annually a list of projects to which Green Bond proceeds have been allocated including - when possible with regards to confidentiality and/or competitive considerations - a brief description of the projects and the amounts disbursed, as well as the expected environmentally sustainable impact.	Discussions with WNZL management Review of WNZL Green Bond Annual Reporting Review of WNZL basis for calculation of annual reporting data Review of WNZL Supplementary Green Bond Report	WNZL has prepared a dedicated annual Green Bond Impact Report for the Westpac Fixed Income investor website. This has been reviewed by DNV and confirmed to include description of the projects and value of the proceeds invested, as well as the associated qualitative and quantitative environmental impacts. The reporting period to 31 March 2022 has been reported to result in the following impacts associated with the Use of Proceeds and presented here to the nearest whole number. WNZL has provided actual electricity generation and estimated energy and emissions avoided data. Additionally, to ensure WNZL doesn't overstate the impact of the Green Bond proceeds, WNZL has applied Impact Adjusted data with a weighting of 84% (being the proportion of Green Bond Proceeds within the Green Bond Asset Pool) and only attributes impact based on WNZL's lending proportion. DNV considers this allocation of impacts to be reasonable in context. DNV cross checked the reporting summary against the provided generation data, including verification of the MFE emissions factors (August 2022), MBIE Average Energy Conversion Factors & MBIE Average Fuel Type Conversion Factors (published June 2022), noting variance for live MBIE data.



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings				
				Renewable Ener	gy			
				Generation Type	Total Electricity Generation (GWh)	WNZL's Proportion: Electricity Generation (GWh)	Total GHG Emissions Avoided, (tCO ₂ -e)	WNZL's Proportion: GHG Emissions Avoided, (tCO ₂ -e)
				Hydroelectric	20,452	1,268	2,590,513	160,576
				Wind	1,316	51	166,688	6,445
				Low Emission Geothermal ⁵	2,918	186	277,319	17,683
				Solar PV installations	27	21	3,242	2,559
				Total	24,713	1,526	3,037,761	187,263
				Impact Adjusted Total	20,759	1,282	2,551,719	157,301
				part by the Green - 4.73 Stars und 4.19 Stars); a	e weighted av Bond was ach der WNZL's NA nd	ieved as ABERSNZ lendin	g (versus NZ	uildings financed in average rating of average rating of

⁵ Westpac New Zealand has only included low emissions geothermal assets – being assets with a GHG emissions intensity below that of the national electricity grid – within the Green Bond Asset Pool.



Ref.	Criteria	Requirements	Work Undertaken	DNV Findin	gs				
				able to include (GHG, energy impacts associate to limitaticertification a	e data on t), as per th ciated with ions in avai ssociated v d the weig		oportion of the . This does not ildings (86% c vant Green Sta e construction emissions inter	e environme include the of financed of ar data (with).	ental impacts e environmental green buildings), n this
				NABERSNZ Rating	Number of buildings	Total Energy Savings, (kWh)	WNZL's Proportion: Energy Savings, (kWh)	Total GHG Emissions Avoided, (t CO2-e)	WNZL's Proportion: GHG Emissions Avoided, (t CO2-e)
				4 Star	1	74,608	8,580	29	3
				4.5 Star	4	3,664,858	550,063	1,025	154
				5 Star	1	252,058	75,113	67	20
				5.5 Star	3	2,511,596	330,284	575	76
				Total	9	6,503,121	964,040	1,695	253
				Impact Adjusted Total	-	5,465,994	810,294	1,425	212
						the Suppleme porting data 1			



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
	2			confirmed the basis for calculation and accuracy of the data provided based on the provided sources.