

SERIES NOTICE

NEW ZEALAND LOCAL GOVERNMENT FUNDING AGENCY SUSTAINABLE FINANCING BOND

02 July 2024

IMPORTANT NOTICE

This Series Notice is prepared in respect of an offer by New Zealand Local Government Funding Agency Limited ("**LGFA**") of unsecured, unsubordinated fixed rate sustainable financing bonds maturing on 15 May 2030 ("**Sustainable Financing Bonds**") under its master trust deed dated 7 December 2011 (as amended from time to time) ("**Master Trust Deed**") as supplemented by a supplemental trust deed dated 6 April 2023 (as amended from time to time) (together, the "**Trust Documents**") entered into between LGFA and Trustees Executors Limited ("**Supervisor**"). The Sustainable Financing Bonds are "Retail Notes" for the purposes of the Trust Documents.

Unless defined in this Series Notice or the context requires otherwise, capitalised terms used in this Series Notice have the meaning given to them in the Trust Documents or LGFA's Sustainable Financing Bond Framework dated 31 March 2023 (as amended from time to time) ("**Sustainable Financing Bond Framework**") (as appropriate).

The offer of Sustainable Financing Bonds is an offer of debt securities by LGFA made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 ("**FMCA**").

The offer contained in this Series Notice is an offer of Sustainable Financing Bonds that will form part of the same Series (being Series LB0530) (and will have identical rights, privileges, limitations and conditions) as LGFA's fixed rate sustainable financing bonds maturing on 15 May 2030, with an interest rate of 4.50% per annum, which are quoted on the NZX Debt Market under the ticker code LGF170 ("**LGF170 Bonds**"). Accordingly, the Sustainable Financing Bonds are of the same class as the LGF170 Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

LGFA is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited ("**NZX**") for the purpose of that information being made available to participants in the market and that information can be found by visiting <https://www.nzx.com/companies/LGF>.

The LGF170 Bonds are the only debt securities of LGFA that are currently quoted and in the same class as the Sustainable Financing Bonds.

Investors should look to the market price of the LGF170 Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.

LGFA intends to manage Sustainable Financing Bonds in accordance with the Sustainable Financing Bond Framework.

For further information, please see the "Sustainable Financing Information" section of this Series Notice below.

Key terms of the Sustainable Financing Bonds and the offer

Programme:	New Zealand Local Government Funding Agency Sustainable Financing Bond									
Issuer:	New Zealand Local Government Funding Agency Limited									
Description:	The Sustainable Financing Bonds are direct, unsecured, unsubordinated, New Zealand dollar ("NZD") fixed rate interest bearing debt obligations of LGFA.									
NZClear Series Code:	LB0530, Tranche 6. The Sustainable Financing Bonds offered constitute an additional Tranche of Series LB0530 and each such Tranche will be consolidated and form a single series.									
Offering:	NZD 70,000,000									
Minimum Principal Amount for transfers:	NZD 10,000 and in multiples of NZD 1,000 thereafter.									
Credit Rating:	<p>LGFA has issuer credit ratings and the Sustainable Financing Bonds have an issue rating from:</p> <table border="1" data-bbox="502 795 1375 1070"> <thead> <tr> <th></th> <th>Issuer Credit Rating</th> <th>Issue Credit Rating</th> </tr> </thead> <tbody> <tr> <td>S&P Global Ratings Australia Pty Limited ("S&P")</td> <td>AAA (stable) NZD long-term A-1+ short-term</td> <td>AAA</td> </tr> <tr> <td>Fitch Australia Pty Limited ("Fitch")</td> <td>AA+ (stable) NZD long-term F1+ short-term</td> <td>AA+</td> </tr> </tbody> </table> <p>The ratings are not a recommendation to you to buy, sell or hold the Sustainable Financing Bonds and the ratings may be subject to revision, qualification or withdrawal at any time by S&P and/or Fitch. Any downward revision, qualification or withdrawal of the ratings may affect your ability to sell your Sustainable Financing Bonds and the price you are able to sell them for.</p>		Issuer Credit Rating	Issue Credit Rating	S&P Global Ratings Australia Pty Limited ("S&P")	AAA (stable) NZD long-term A-1+ short-term	AAA	Fitch Australia Pty Limited ("Fitch")	AA+ (stable) NZD long-term F1+ short-term	AA+
	Issuer Credit Rating	Issue Credit Rating								
S&P Global Ratings Australia Pty Limited ("S&P")	AAA (stable) NZD long-term A-1+ short-term	AAA								
Fitch Australia Pty Limited ("Fitch")	AA+ (stable) NZD long-term F1+ short-term	AA+								
Issue Date and allotment date:	08 July 2024									
Maturity Date:	15 May 2030									
Principal Amount:	NZD 1.00 Per Sustainable Financing Bond									
Coupon/Interest Rate:	4.50% per annum paid semi-annually in arrear									
Interest Accrual Start Date:	15 May 2024									
Interest Accrual:	54 days accrued interest									
First Interest Payment Date:	15 November 2024									
Interest Payment Dates:	15 May and 15 November in each year up to, and including, the Maturity Date.									
Daycount convention:	ACT/ACT									
Holidays/Business Days:	Wellington, Auckland									
Guarantors:	Other than the New Zealand Government, each holder of ordinary shares in LGFA must be (and, as at the date of this Series Notice, is) a Guarantor.									

In addition, as at the date of this Series Notice, LGFA's policy is that:

- any local authority that borrows from LGFA or has a facility agreement with LGFA where LGFA's commitment is more than NZD 20,000,000 must be a Guarantor; and
- any CCO Shareholder must be a Guarantor, where its council-controlled organisation has entered into one or more lending arrangements with LGFA. In summary, a "**council-controlled organisation**" or "**CCO**" is a company where one or more local authorities (each such local authority, being a "**CCO Shareholder**") holds or controls, directly or indirectly, 51% or more of the voting rights of that company, with the balance (if any) held by the New Zealand Government.

As at the date of this Series Notice, the Guarantors are:

- Ashburton District Council
- Auckland Council
- Bay of Plenty Regional Council
- Canterbury Regional Council
- Carterton District Council
- Central Hawke's Bay District Council
- Central Otago District Council
- Christchurch City Council
- Clutha District Council
- Dunedin City Council
- Far North District Council
- Gisborne District Council
- Gore District Council
- Grey District Council
- Hamilton City Council
- Hastings District Council
- Hauraki District Council
- Hawke's Bay Regional Council
- Horowhenua District Council
- Hurunui District Council
- Hutt City Council
- Invercargill City Council
- Kaipara District Council
- Kapiti Coast District Council
- Mackenzie District Council
- Manawatu District Council
- Manawatū-Whanganui Regional Council
- Marlborough District Council
- Masterton District Council
- Matamata-Piako District Council
- Napier City Council
- Nelson City Council
- New Plymouth District Council
- Northland Regional Council
- Otago Regional Council
- Ōtorohanga District Council
- Palmerston North City Council
- Porirua City Council
- Queenstown-Lakes District Council
- Rangitikei District Council
- Rotorua District Council

	<ul style="list-style-type: none"> • Ruapehu District Council • Selwyn District Council • South Taranaki District Council • South Waikato District Council • South Wairarapa District Council • Southland District Council • Southland Regional Council • Stratford District Council • Taranaki Regional Council • Tararua District Council • Tasman District Council • Taupo District Council • Tauranga City Council • Thames-Coromandel District Council • Timaru District Council • Upper Hutt City Council • Waikato District Council • Waikato Regional Council • Waimakariri District Council • Waimate District Council • Waipa District Council • Waitaki District Council • Waitomo District Council • Wellington City Council • Wellington Regional Council • West Coast Regional Council • Western Bay of Plenty District Council • Westland District Council • Whakatane District Council • Whanganui District Council • Whangarei District Council
<p>Guarantee and Security Arrangements:</p>	<p>LGFA's obligations in relation to (among other things) the debt securities (including the Sustainable Financing Bonds) issued under Trust Documents are guaranteed by the local authorities that are from time to time Guarantors under the Guarantee (as defined in the "Additional Information" section of this Series Notice).</p> <p>Other than the Guarantors under the Guarantee, neither the Supervisor, the Registrar, nor any of their respective directors, officers or employees, nor any other person, guarantees the payment of interest or any other amounts due under the Sustainable Financing Bonds.</p> <p>The New Zealand Government does not guarantee any of LGFA's obligations or liabilities in relation to the Sustainable Financing Bonds.</p> <p>Each Guarantor has entered into a debenture trust deed ("Debenture Trust Deed") under which a security interest is granted in favour of a trustee ("Debenture Trustee") over certain rates related assets of that local authority for the benefit of the local authority's secured creditors.</p> <p>The security granted by each of the Guarantors under their respective Debenture Trust Deeds secures their obligations under the Guarantee.</p> <p>More information on the Guarantee and security arrangements is set out in the "Additional Information" section of this Series Notice.</p>

Early repayment:	LGFA is not obliged to repay the Sustainable Financing Bonds prior to the Maturity Date.
"Sustainable financing" status:	<p>As set out in the "Important Notice" section of this Series Notice, LGFA intends to manage Sustainable Financing Bonds in accordance with the Sustainable Financing Bond Framework.</p> <p>However, if LGFA fails to comply with the Sustainable Financing Bond Framework or any other matters set out in this Series Notice relating to the "sustainable financing" status of the Sustainable Financing Bonds, or the Sustainable Financing Bonds cease to have "sustainable financing" status:</p> <ul style="list-style-type: none"> • this will not constitute an Event of Default or any other breach in relation to the Sustainable Financing Bonds; and • neither LGFA nor holders have any right for the Sustainable Financing Bonds to be repaid early. <p>This means there is no obligation on LGFA to comply with the Sustainable Financing Bond Framework on an ongoing basis.</p> <p>See the "Sustainable Financing Information" section of this Series Notice for additional information in relation to the Sustainable Financing Bonds.</p>
Further issues:	LGFA may from time to time issue additional bonds or incur other debt obligations which rank equally with the Sustainable Financing Bonds without any holder's consent. LGFA may incur such further debt obligations on such terms as it thinks fit in NZD or in other currencies.
How to apply:	<p>The Sustainable Financing Bonds will be issued by way of tender. LGFA has established operating rules and guidelines governing how it will conduct tenders for debt securities ("Operating Rules and Guidelines").</p> <p>Applications for the Sustainable Financing Bonds must be made in accordance with the Operating Rules and Guidelines.</p> <p>Financial institutions must be registered with LGFA to subscribe for the Sustainable Financing Bonds via tender.</p> <p>For further operational information on how a financial institution registered with LGFA may tender for debt securities, please see the document "Operating Rules and Guidelines" on the LGFA website at https://www.lgfa.co.nz/sites/default/files/2021-08/LGFA%20Operating%20Rules%20and%20Guidelines%2010%20May%202016.pdf.</p> <p>If you subscribe for Sustainable Financing Bonds via tender, you must settle your application with LGFA in accordance with the Operating Rules and Guidelines.</p>
Oversubscriptions:	LGFA reserves the right (at its discretion) to accept oversubscriptions of up to 50% of the amount of Sustainable Financing Bonds offered for tender provided that the total amount of bids accepted for all offers of bonds under the tender does not exceed the total amount of bonds offered for tender.
Tender Bids Open:	1.30pm, 03 July 2024 NZDT
Tender Bids Close:	2.00pm, 03 July 2024 NZDT
Settlement Date:	08 July 2024
Issue/Settlement Price:	Determined in accordance with the bond formula on the last page of this Series Notice
NZX Quotation:	LGFA will take any necessary steps to ensure that the Sustainable Financing Bonds are, immediately after issue, quoted.

	<p>Application has been made to NZX for permission to quote the Sustainable Financing Bonds on the NZX Debt Market and all the requirements of NZX relating thereto that can be complied with on or before the distribution of this Series Notice have been duly complied with. However, NZX accepts no responsibility for any statement in this Series Notice.</p> <p>NZX is a licensed market operator and the NZX Debt Market is a licensed market under the FMCA.</p>
NZX Ticker Code:	LGF170
Expected Date of Quotation on NZX Debt Market:	08 July 2024
ISIN Code:	NZLGFDT020C7
Selling restrictions:	<p>This Series Notice only constitutes an offer of the Sustainable Financing Bonds in New Zealand.</p> <p>LGFA has not taken any action which would permit an offer of the Sustainable Financing Bonds, or possession or distribution of any offering material, in any country or jurisdiction where action for that purpose is required (other than New Zealand).</p> <p>You may only offer for sale or sell, directly or indirectly, or transfer any Sustainable Financing Bond in conformity with all applicable laws and regulations in any jurisdiction in which it is offered, sold or delivered.</p> <p>No disclosure document, advertisement or any other offering material in respect of any Sustainable Financing Bond may be published, delivered or distributed in or from any country or jurisdiction except under circumstances which will result in compliance with all applicable laws and regulations.</p>
Registrar:	Computershare Investor Services Limited
Supervisor:	Trustees Executors Limited
Dates may change:	The dates and times set out in this Series Notice are indicative only and are subject to change. LGFA has the right in its absolute discretion and without notice to change the tender bids open date, the tender bids close date or the issue date, to accept late applications, or to choose not to proceed with the offer. If the tender bids close date is extended, subsequent dates may be extended accordingly.
Trading on the NZX:	Each investor's financial adviser will be able to advise them as to what arrangements will need to be put in place for the investors to trade the Sustainable Financing Bonds including obtaining a common shareholder number ("CSN"), an authorisation code and opening an account with a primary market participant as well as the costs and timeframes for putting such arrangements in place.
Documentation:	<p>Copies of the Trust Documents can be found by visiting LGFA's website at https://www.lgfa.co.nz/investors/investor-information.</p> <p>Any internet site addresses provided in this Series Notice are for reference only and, except as expressly stated otherwise, the content of any such internet site is not incorporated by reference into, and does not form part of, this Series Notice.</p>
Investors should obtain advice:	Investors should seek qualified independent financial and taxation advice before deciding to invest. In particular, you should consult your tax adviser in relation to your specific circumstances.

	Investors will also be personally responsible for ensuring compliance with relevant laws and regulations applicable to them (including any required registrations).
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Sustainable Financing Information

The information below relates to the sustainable financing aspects of the Sustainable Financing Bonds.

<p>Sustainable Financing Bond Framework</p>	<p>The Sustainable Financing Bonds are issued as "sustainable financing bonds" on the basis described below.</p> <p>LGFA raises debt to provide funding to local authorities and CCOs ("Borrowers"). LGFA has developed the Sustainable Financing Bond Framework to:</p> <ul style="list-style-type: none"> • recognise LGFA's commitment to support Borrowers to fund sustainable assets and activities, and incentivise greenhouse gas ("GHG") emissions reductions; • enable LGFA to issue bonds that are notionally allocated to a "Sustainable Loan Asset Pool" comprising Green, Social and Sustainability Loans ("GSS Loans") and/or Climate Action Loans ("CALs" and, together with the GSS Loans, the "Sustainable Loans")¹ that meet the eligibility criteria in the Sustainable Financing Bond Framework; and • advance the market for sustainable finance by providing an innovative opportunity for investors to support Borrowers to achieve their sustainability aspirations. <p>In particular, the Sustainable Financing Bond Framework outlines the process by which LGFA intends to manage bonds issued as "sustainable financing bonds".</p> <p>The Sustainable Financing Bond Framework was informed by the:</p> <ul style="list-style-type: none"> • International Capital Markets Association's ("ICMA") Green Bond Principles ("GBP"), Social Bond Principles ("SBP") and Sustainability Bond Guidelines ("SBG"); and • Asia-Pacific Loan Market Association's ("APLMA") Green Loan Principles ("GLP"), Social Loan Principles ("SLP"), and Sustainability-Linked Loan Principles ("SLLP"), <p>each as at the date of the Sustainable Financing Bond Framework (together, the "Market Standards").</p> <p>The Sustainable Financing Bond Framework follows the "proceeds-based" pillars of the Market Standards (particularly the GBP, the SBP and the SBG), and is underpinned by the GSS Loan Criteria and the CAL Criteria. However, LGFA is not claiming direct alignment with the Market Standards.</p> <p>LGFA intends to issue Sustainable Financing Bonds and notionally allocate an amount equal to the net proceeds of those Sustainable Financing Bonds to the Sustainable Loan Asset Pool consisting of Sustainable Loans (either GSS Loans, CALs, or both) in accordance with the Sustainable Financing Bond Framework.</p> <p>Sustainalytics has provided a Second Party Opinion dated 29 March 2023 in relation to the Sustainable Financing Bond Framework. See the "Reporting and External Review " section below for more information on the Second Party Opinion.</p>
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¹ GSS Loans and CALs are documented as debt securities under LGFA's Multi-Issuer Deed dated 7 December 2011 (as amended and restated from time to time).

	<p>LGFA may update the Sustainable Financing Bond Framework (and, if applicable, the GSS Loan Criteria and/or the CAL Criteria) from time to time, for example to resolve any non-compliance that has been identified.</p> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>Investors should read the Sustainable Financing Bond Framework before deciding whether to invest in the Sustainable Financing Bonds. A copy of the Sustainable Financing Bond Framework can be found by visiting LGFA's website at https://www.lgfa.co.nz/sites/default/files/2023-03/LGFA_Sustainable_Financing_Bond_Framework.pdf.</p> </div> <p>GSS Loans</p> <p>GSS Loans are loans to Borrowers for assets, projects or activities that meet at least one of nine green project categories and/or three social project categories identified in the Sustainable Financing Bond Framework. Those green and social project categories are identified in the Sustainable Financing Bond Framework and outlined in more detail in the GSS Loan Criteria (the GSS Loan Criteria found by visiting LGFA's website at https://www.lgfa.co.nz/sites/default/files/2023-03/LGFA_GSS_Lending_Programme_Criteria.pdf).</p> <p>Sustainalytics has provided a Second Party Opinion dated 29 March 2023 that the GSS Loan Criteria aligns with the GLP and the SLP. See the "Reporting and External Review " section below for more information on the Second Party Opinion.</p> <p>CALs</p> <p>CALs are target-based incentive loans, designed to incentivise Borrowers to act on climate change and reduce GHG emissions. To be eligible to enter into a CAL, the Borrower must adopt an "Emissions Reduction Plan" or "ERP" setting out specific "Emissions Reduction Targets" relating to its absolute gross "Scope 1" and "Scope 2" GHG emissions. More detail about the requirements for CALs, including ERPs and Emission Reductions Targets, are outlined in the Sustainable Financing Bond Framework and in the CAL Criteria (the CAL Criteria can be found by visiting LGFA's website at https://www.lgfa.co.nz/sites/default/files/2023-03/LGFA_CAL_Programme_Criteria_2.pdf).</p> <p>Sustainalytics has provided a Second Party Opinion dated 29 March 2023 that the CAL Criteria is partially aligned with the intent of the SLLP. See the "Reporting and External Review " section below for more information on the Second Party Opinion.</p>
<p>Sustainable Loan Register</p>	<p>LGFA will maintain a register for the Sustainable Loan Asset Pool ("Sustainable Loan Register"). The Sustainable Loan Register outlines, among other things:</p> <ul style="list-style-type: none"> • the current value of the GSS Loans and CALs included within the Sustainable Loan Asset Pool (based on the principal amount of the relevant loan advanced to the relevant Borrower); • the notional allocation of an amount equal to the net proceeds of sustainable financing bonds (including the Sustainable Financing Bonds) against the GSS Loans and CALs included in the Sustainable Loan Asset Pool; and • if applicable, disclosure of any unallocated proceeds from the Sustainable Financing Bonds. <p>LGFA intends to notionally allocate an amount equal to the net proceeds of the Sustainable Financing Bonds to Sustainable Loans within two years of the Issue Date. When notionally allocating an amount equal to the net proceeds from a Sustainable Financing Bond to Sustainable Loans, LGFA intends to only include Sustainable Loans that were advanced in the two years before the Issue Date.</p>

	<p>Pending allocation, any unallocated net proceeds will be temporarily invested in:</p> <ul style="list-style-type: none"> • cash and money market securities, GSS bonds issued by other entities, local government and/or central government debt. All investments (other than cash) must have a minimum credit rating of A+ by Standard & Poor's or a corresponding credit rating by another rating agency approved by LGFA; or • investment instruments that do not include GHG emissions intensive projects which are inconsistent with the delivery of a low carbon and climate resilient economy.
<p>No Event of Default if Sustainable Financing Bonds cease to have "sustainable financing" status</p>	<p>LGFA will service its debt obligations under Sustainable Financing Bonds out of its general cashflows and not specifically from revenues generated by Sustainable Loans.</p> <p>LGFA intends to manage Sustainable Financing Bonds in accordance with the Sustainable Financing Bond Framework. However, the Sustainable Financing Bond Framework does not form part of the contractual terms of any Sustainable Financing Bond. If LGFA fails to comply with the Sustainable Financing Bond Framework or any other matters set out in this Series Notice relating to the "sustainable financing" status of the Sustainable Financing Bonds, or the Sustainable Financing Bonds cease to have "sustainable financing" status:</p> <ul style="list-style-type: none"> • this will not constitute an Event of Default or any other breach in relation to the Sustainable Financing Bonds; and • neither LGFA nor holders have any right for the Sustainable Financing Bonds to be repaid early. <p>This also means there is no legal obligation on LGFA to allocate an amount equal to the net proceeds of the Sustainable Financing Bonds in the manner or by the time described in the Sustainable Financing Bond Framework or to comply with the Sustainable Financing Bond Framework or the Market Standards on an ongoing basis.</p> <p>However, if:</p> <ul style="list-style-type: none"> • LGFA fails to comply with the Sustainable Financing Bond Framework; or • LGFA is required by applicable law and/or NZX Listing Rules to stop describing the bonds as Sustainable Financing Bonds as that status has become misleading or deceptive or is likely to mislead or deceive, <p>the bond may cease to have "sustainable financing" status.</p> <p>If the bonds cease to have "sustainable financing" status because it is misleading or inaccurate to describe the Sustainable Financing Bonds in this way, LGFA is required to notify the NZX. In these circumstances, NZX may remove any designation it has given to the Sustainable Financing Bonds that related to their "sustainable financing" status.</p> <p>In addition, if the loss of "sustainable financing" status is "material information" under the NZX Listing Rules, LGFA is required to notify the NZX of that information for the purpose of that information being made available to participants in the market and that information can be found by visiting https://www.nzx.com/companies/LGF.</p>
<p>Reporting and External Review</p>	<p><i>Before first issue of Sustainable Financing Bonds</i></p> <p>Before LGFA's initial issue of sustainable financing bonds, Sustainalytics provided:</p> <ul style="list-style-type: none"> • a Second Party Opinion dated 29 March 2023 on the Sustainable Financing Bond Framework's alignment with: <ul style="list-style-type: none"> ○ market expectations in line with the key principles of impact and transparency that underlie the sustainable finance industry as relating to the sustainable financing bonds; and

- the Market Standards; and
- a limited assurance pre-issuance external review ("**Pre-Issuance Review Letter**") of the GSS Loans advanced by LGFA as at 31 March 2023.

The Second Party Opinion set out a detailed analysis of these matters and concluded that, as at the date of the Second Party Opinion:

- the components of the Sustainable Financing Bond Framework are credible;
- the Sustainable Financing Bond Framework is expected to advance LGFA's and New Zealand's sustainability objectives and generate positive environmental and social impact;
- the Sustainable Financing Bond Framework, as based on the proceeds-based pillars of the general market standards for sustainable finance, is in overall alignment with the impact and transparency principles, which underpin the sustainable finance market;
- the sustainable financing bonds will fund overall impactful social and environmental pools of GSS Loans and CALs;
- the GSS Loan Criteria aligns with the GLP and the SLP; and
- the CAL Criteria is partially aligned with the intent of the SLLP and that the key performance indicator and sustainability performance target to be used by the Borrowers are expected to be in line with SLLP.

The Pre-Issuance Review Letter stated that based on the limited assurance undertaken by Sustainalytics:

"...nothing has come to Sustainalytics' attention that causes [Sustainalytics] to believe that, in all material respects, the [projects being financed by GSS Loans] and the processes [LGFA] intends to follow to manage the proceeds of sustainable financing bonds are not aligned with the Framework."

A copy of the Second Party Opinion and the Pre-Issuance Review Letter can be found by visiting LGFA's website at:

- Second Party Opinion: https://www.lgfa.co.nz/sites/default/files/2023-03/LGFA_Sustainable_Financing_Bond_Framework_Second-Party_Opinion.pdf; and
- Pre-Issuance Review Letter: https://www.lgfa.co.nz/sites/default/files/2023-04/Sustainable_Financing_Bond_Pre-Issuance_Review.pdf.

Following initial issuance of Sustainable Financing Bonds

Reporting

LGFA intends to publish an Annual Update Report, which will include:

- **Allocation Reporting:** A list and description of the Sustainable Loans that the amount of net proceeds from the sustainable financing bonds are notionally allocated to;
- **Eligibility Reporting:** Confirmation that the Sustainable Loans meet the relevant eligibility requirements included in the Sustainable Financing Bond Framework, including information on the characteristics and sustainability performance of the Sustainable Loans; and
- **Impact Reporting:** LGFA will endeavour to provide qualitative and/or quantitative reporting of the environmental and/or social impacts of the Sustainable Loans included within the Sustainable Loan Asset Pool.

Impact reporting indicators will be subject to availability of information and confidentiality requirements.

	<p>LGFA published its first Annual Impact Report (dated 30 September 2023), reporting on the allocation of proceeds of sustainable financing bonds as at 30 June 2023.</p> <p><i>External review</i></p> <p>As set out in the Sustainable Financing Bond Framework, LGFA also intends to engage Sustainalytics or another appropriately qualified external reviewer to carry out an annual review of each Annual Update Report, including confirmation that:</p> <ul style="list-style-type: none">• the Sustainable Loans included in the Sustainable Loan Asset Pool meet the GSS Loan Criteria and/or the CAL Criteria and comply with the Sustainable Financing Bond Framework; and• the impact reporting metrics have been fairly and accurately represented (if applicable). <p>Sustainalytics was appointed to review LGFA's first Annual Update Report. Sustainalytics issued an Annual Impact Report Review on 26 September 2023 in relation to LGFA's first Annual Update Report, a copy of which can be found at https://www.lgfa.co.nz/sites/default/files/2023-11/New%20Zealand%20Local%20Government%20Funding%20Agency_Annual%20Review%20%282023%29.pdf.</p> <p>In the Annual Impact Report Review Sustainalytics concluded that:</p> <ul style="list-style-type: none">• based on the limited assurance procedures conducted, nothing had come to its attention that caused it to believe that, in all material respects, the reviewed projects do not conform with the use of proceeds criteria in the Sustainable Financing Bond Framework; and• LGFA is committed to conform with the reporting criteria in the Sustainable Financing Bond Framework from the next reporting cycle.
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Additional Information

Guarantee and Security Arrangements

LGFA's obligations in relation to (among other things) the Securities are guaranteed by the local authorities that are from time to time Guarantors under the Guarantee (as defined below). Other than the New Zealand Government, each holder of ordinary shares in LGFA must be (and, at the date of this Series Notice, is) a Guarantor. In addition, see "Guarantors" in the "Key terms of the Sustainable Financing Bonds and the offer" section of this Series Notice in relation to LGFA's policy regarding other local authorities that must be Guarantors.

The Guarantors each jointly and severally guarantee to TEL Security Trustee (LGFA) Limited ("**Security Trustee**"), for the benefit of the Supervisor (in the case of each Series of Retail Securities), each holder of Wholesale Securities (in the case of each Series of Wholesale Securities) and other creditors of LGFA to whom LGFA extends the benefit of the Guarantee and the Security Trust Deed from time to time (each such creditor, including the Supervisor and the holders of Wholesale Securities, a "**Beneficiary**"), LGFA's due payment and delivery of all amounts LGFA is or may at any time become liable to pay to the Beneficiaries ("**Guarantee**").

In the case of each Series of Retail Securities, the Security Trustee must make a demand under the Guarantee on behalf of the Supervisor when the Supervisor requests the Security Trustee to do so and confirms to the Security Trustee that an Event of Default has occurred. However, the Supervisor may refrain from exercising its powers to make such a request until it has been instructed to do so by an Extraordinary Resolution of the holders of the affected Retail Securities.

In the case of each Series of Wholesale Securities, the Security Trustee must make a demand under the Guarantee on behalf of each holder of Wholesale Securities when such holder requests the Security Trustee to do so and confirms to the Security Trustee that an Event of Default has occurred.

Each demand the Security Trustee makes under the Guarantee must be made on a pro-rata basis according to each Guarantor's prior year's annual rates revenues. If a Guarantor fails to pay its pro-rata share of a demand under the Guarantee, the Security Trustee will make further demands on the other Guarantors for payment of the unpaid amount on a pro-rata basis until the outstanding amounts are paid in full.

Each Guarantor must have entered into a Debenture Trust Deed with a Debenture Trustee. In summary, each Debenture Trust Deed creates a security interest in favour of the Debenture Trustee over all rates the local authority sets or assesses from time to time under certain legislation or arising under section 115 of the Local Government Act 2002 and all rates revenue in respect thereof. The security is limited to rates and rates revenues, and does not extend to any other assets of the local authorities. The security interest is held by the Debenture Trustee for the benefit of all creditors of the Guarantor to whom the Guarantor has issued Stock (including Security Stock). Each Guarantor must have issued Security Stock to the Security Trustee to secure its liabilities under the Guarantee. The Security Trustee holds the benefit of the Security Stock on behalf of the Supervisor (in the case of each Series of Retail Securities), each holder of Wholesale Securities (in the case of each Series of Wholesale Securities) and the other Beneficiaries from time to time.

Each Guarantor must have issued a Security Stock Certificate to the Security Trustee in relation to the Guarantee.

- In the case of certain Guarantors, the relevant Security Stock Certificate provides that the Priority Amount of the Security Stock is (subject to certain exclusions specified in the relevant Debenture Trust Deed and/or Security Stock Certificate) the aggregate amount of the obligations the relevant Guarantor owes the Security Trustee under the Guarantee from time to time. That Guarantor's obligations to the Security Trustee rank equally with all other obligations of the Guarantor in respect of which "first ranking" Stock (including Security Stock) has been issued from time to time, up to the Security Trustee's Priority Amount. Amounts above the Security Trustee's Priority Amount rank behind the claims of other "first ranking" holders of Stock ("**Stockholders**") but before claims of any subsequent security holders of the relevant Guarantor.

- In the case of all other Guarantors, the relevant Guarantor's obligations to the Security Trustee rank equally with all other obligations of the Guarantor in respect of which Stock (including Security Stock) has been issued from time to time, without any Stock having preference or priority over any other Stock, unless the terms of the relevant Stock expressly subordinate it to other Stock.

If a Guarantor does not satisfy its obligations under the Guarantee, the Security Trustee may request the relevant Debenture Trustee to enforce the security interest created by the Debenture Trust Deed. The Security Trustee is not required to exercise its rights as holder of Security Stock unless it is requested to do so by Beneficiaries whose aggregate Exposures amount to not less than 25% of the aggregate Exposures of all Beneficiaries at the relevant time and those Beneficiaries have confirmed to the Security Trustee that an event of default has occurred.

The Supervisor and each holder of Wholesale Securities are Beneficiaries under the Security Trust Deed and so may request the Security Trustee to exercise its rights under a Debenture Trust Deed as a holder of Security Stock. However, in the case of Retail Securities, the Supervisor may refrain from making such a request until it has been instructed to do so by an Extraordinary Resolution of the holders of the affected Retail Securities.

The Debenture Trustee is not required to enforce the security interest created by the Debenture Trust Deed unless directed to do so by an extraordinary resolution of Stockholders and/or in certain cases a specified percentage of "majority stockholders". The Debenture Trustee is not bound to comply with such a direction if it is not first indemnified to its satisfaction against any actions, proceedings, claims, demands, costs and expenses that it may face as a result of complying with the direction. The Debenture Trustee has the power under each Debenture Trust Deed to appoint a receiver to levy a special rate on the relevant local authority's ratepayers.

When used in this section, these capitalised words have the following meanings:

Exposures means, in relation to a Beneficiary at any time, the amount in New Zealand dollars owing at that time by LGFA to that Beneficiary.

Priority Amount means, if applicable to a local authority, the aggregate amount up to which a Stockholder of that local authority is deemed to have a first ranking pari passu payment right pursuant to the terms of that local authority's Debenture Trust Deed.

Retail Securities means Securities which are part of a Series which may be offered or sold to members of the public, under a regulated offer or in accordance with clause 19 of schedule 1 of the FMCA.

Securities means debt securities denominated in NZD issued by LGFA under the Master Trust Deed.

Security Stock means security stock issued under a Debenture Trust Deed in respect of obligations owed by a local authority.

Security Stock Certificate means a certificate issued by a local authority pursuant to a Debenture Trust Deed in respect of Security Stock.

Security Trust Deed means the security trust deed entered into between LGFA and the Security Trustee dated 7 December 2011 (as amended, supplemented or replaced from time to time).

Stock means stock issued in accordance with a Debenture Trust Deed and includes Security Stock.

Wholesale Securities means Securities which are part of a Series which are not permitted to be offered or sold under a regulated offer or in accordance with clause 19 of schedule 1 of the FMCA.

Issue/Settlement Price

The issue/settlement price per N dollars of principal shall be calculated on the basis of the following formula:

$$\text{ISSUE/SETTLEMENT PRICE PER \$N PRINCIPAL} = \left[\frac{\frac{1}{(1+i)^n} + r \left[c + \frac{1 - \frac{1}{(1+i)^n}}{i} \right]}{(1+i)^{\frac{a}{b}}} \right] N$$

- Where
- N = the principal of the Sustainable Financing Bonds (\$)
 - r = the annual Coupon/Interest Rate divided by two hundred, i.e. the semi-annual Coupon/Interest Rate (%)
 - i = the yield divided by two hundred, i.e. the semi-annual yield (%)
 - c = where the Settlement Date is after the Record Date and up to, but not including, the next Interest Payment Date "c" has the value of 0, otherwise "c" has the value of 1
 - n = the number of full half years between the next Interest Payment Date and the Maturity Date
 - a = the number of days from the Settlement Date to the next Interest Payment Date
 - b = the number of days in the half year ending on the next Interest Payment Date

The issue/settlement price will be rounded to the nearest cent (0.01 to 0.49 of a cent being rounded down and 0.50 to 0.99 of a cent being rounded up).

Settlements during the period from the Record Date up to, but not including, the Interest Payment Date of any Sustainable Financing Bonds offered for tender will be on an ex-coupon interest basis. All other settlements will be on a cum-coupon interest basis.

NEW ZEALAND LOCAL GOVERNMENT FUNDING AGENCY LIMITED
LGFA Authorised Signatory:



Name: MARK BUTCHER
Title: CHIEF EXECUTIVE
Date: 02 July 2024

This document is a Series Notice.