Westpac New Zealand Limited

Perpetual Preference Share Offer Investor Presentation

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Important information

This presentation has been prepared by Westpac New Zealand Limited (WNZL) in relation to its offer (Offer) of perpetual preference shares (PPS).

The PPS do not represent a protected account, deposit or liability of Westpac Banking Corporation ABN 33 007 457 141 (**WBC**) or any other company in the WBC group stands behind or otherwise guarantees WNZL or the PPS. WNZL is not an authorised deposit-taking institution for the purposes of Australian prudential standards.

A limited disclosure document (**LDD**) has been prepared in respect of the Offer. The LDD is available on the online Disclose Register maintained by the Companies Office at https://disclose-register.companiesoffice.govt.nz (offer number OFR13796) or can be obtained from the Joint Lead Managers or your usual financial advice provider.

This presentation provides information in summary form only and is not intended to be complete. The information in this presentation has been obtained from sources believed to be reliable and accurate at the date of preparation, but its accuracy, correctness, reasonableness and completeness cannot be guaranteed.

The information in this presentation is general in nature and does not take account of your individual circumstances. It does not constitute financial, investment, legal, tax or other advice or a recommendation to purchase PPS.

You should carefully read and consider the LDD, consider the suitability of an investment in the PPS in light of your individual risk profile for investments, investment objectives and personal circumstances (including financial and taxation issues) and consult your financial, legal, tax and other professional advisers before deciding to invest in the PPS.

The PPS do not have the same rights (including voting rights) or privileges, or the same opportunity to increase in value, as ordinary shares. Scheduled distributions may be cancelled and WNZL is under no obligation to pay cancelled distributions at a later date. The PPS are perpetual and have no fixed term. You have no right to require repayment for any reason.

The LDD only constitutes an Offer of PPS to investors in New Zealand.

WNZL has not taken and will not take any action that would permit a public or regulated offering of the PPS, or possession or distribution of any offering material in respect of the PPS, including this presentation, in any country or jurisdiction other than New Zealand. The PPS may only be offered for sale or sold in compliance with all applicable laws and regulations in any jurisdiction in which they are offered, sold or delivered.

The LDD and any advertisement or other offering material in respect of the PPS may only be published, delivered or distributed in compliance with all applicable laws and regulations (including those of the country or jurisdiction in which the material is published, delivered or distributed).

New Zealand International Financial Reporting Standards (NZ IFRS)/New Zealand generally accepted accounting principles (NZ GAAP) financial measures: WNZL reports and describes in this document certain non-NZ GAAP financial measures. Non-NZ GAAP financial measures are not calculated in accordance with NZ IFRS. Non-NZ GAAP financial measures should be considered in addition to, and not as substitutes for or superior to, financial measures of financial performance or financial position prepared in accordance with NZ IFRS.

Capitalised terms used in this presentation have the same meaning as set out in the LDD, unless the context otherwise requires.

Important information (continued)

To the maximum extent permitted by law, none of WNZL, Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch) as Arranger, or WBC, Bank of New Zealand, Craigs Investment Partners Limited, Forsyth Barr Limited, or Jarden Securities Limited as Joint Lead Managers, or their respective directors, officers, employees, agents or advisers, makes any representation, recommendation or warranty, express or implied, regarding the accuracy, adequacy, reasonableness or completeness of the information contained in this presentation, or in any further information that may at any time be supplied in connection with the Offer or accepts responsibility or liability therefor or for any loss or damage howsoever occurring resulting from the use of or reliance on this presentation by any person.

All amounts are in New Zealand dollars unless otherwise indicated.

Financial data in this presentation is as at 31 March 2024 unless otherwise indicated. WNZL's interim financial statements for the 6 months ended 31 March 2024 are unaudited.

Individual components of each chart may not sum to the labelled total due to rounding.

Information contained in or otherwise accessible through the websites mentioned in this presentation do not form part of the presentation unless we specifically state that the information is incorporated by reference and thereby forms part of the presentation.

A credit rating is not a recommendation to buy, sell or hold the PPS or any securities issued by WNZL, and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.

This presentation contains certain forward-looking statements in respect of WNZL. These forward-looking statements are based on estimates, projections and assumptions made by WNZL about circumstances and events that have not yet occurred. These forward-looking statements reflect our current views with respect to future events and are subject to change, certain risks, uncertainties and assumptions which are, in many instances, beyond our control and have been made based upon management's expectations and beliefs concerning future developments and their potential effect upon us. Therefore, reliance should not be placed upon these estimates or forward-looking statements and they should not be regarded as a representation or warranty by WNZL or any of its directors, officers, employees or advisers or any other person that those forward-looking statements will be achieved or that assumptions underlying forward-looking statements will in fact be correct. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results could differ materially from the expectations described in the presentation.

Offer Highlights

Offer highlights

Term	Description
Issuer	Westpac New Zealand Limited (WNZL)
Description	Perpetual preference shares (PPS)
Legal form	Equity
Offer amount	Up to NZ\$100 million. WNZL reserves the right to accept unlimited oversubscriptions at its discretion
Purpose	The Offer will raise Additional Tier 1 Capital to help WNZL meet its regulatory capital requirements and manage its capital position. The proceeds of the Offer will be used for WNZL's general corporate purposes
No fixed maturity date	The PPS have no fixed maturity date and will remain on issue indefinitely if not redeemed by WNZL
Optional redemption dates	The First Optional Redemption Date is 13 September 2029 and subsequent Optional Redemption Dates will be on each quarterly Scheduled Distribution Payment Date after that date. Any redemption of the PPS is at the option of WNZL, subject to conditions and may not occur
Distribution Rate and distributions	The Distribution Rate will be a fixed rate for a period of 5 years, after which it will change to a floating rate that resets at quarterly intervals. Distributions are expected to comprise a cash amount and imputation credits. Distributions are non-cumulative, discretionary and subject to conditions
Conversion, exchange or non- viability triggers	The PPS have no conversion or exchange options and no non-viability triggers
PPS credit rating ¹	The PPS have been rated BBB+ by S&P Global Ratings
Joint Lead Managers	Bank of New Zealand, Craigs Investment Partners Limited, Forsyth Barr Limited, Jarden Securities Limited and Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch)

¹ On 3rd April 2024, S&P Global Ratings upgraded the stand-alone credit profile of WBC by one notch to reflect its assessment that industry-wide risks for Australian banks have reduced. As a result, rated capital instruments received a one notch upgrade and the PPS are rated BBB+.

Westpac New Zealand Limited

Operating in NZ for over 160 years, as part of the Westpac Group

- Locally incorporated bank, wholly owned but not guaranteed by Westpac Banking Corporation (WBC)
- Contributed 11% and 16% to WBC's total assets and net income²

A simple business model supporting strong asset quality

- Domestic, retail banking focus
- Credit risk profile: residential mortgages comprise 66.5% of gross lending and 54.4% of total assets²
- Diversified distribution network with an increasing proportion of customers using digital channels
- Deposit to loan ratio 78.2%²
- Common Equity Tier 1 (**CET1**) ratio 11.4%²

Well rated

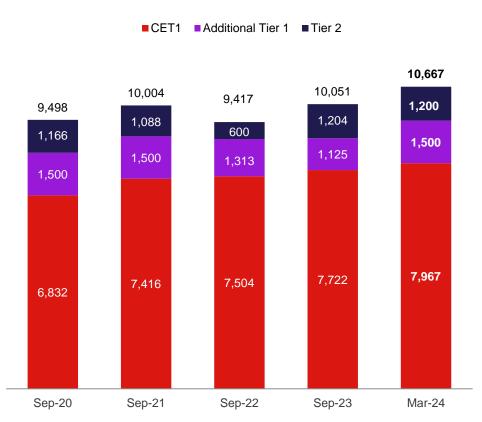
- Issuer credit ratings³ Moody's: A1 / S&P Global Ratings: AA- / Fitch: A+ (all stable outlook)
- PPS issue credit rating S&P Global Ratings: BBB+

Our strong franchise

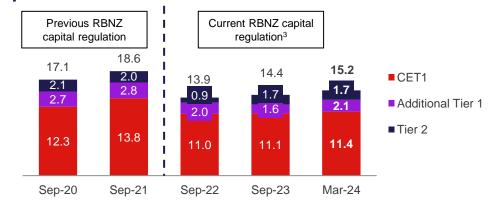
- One of New Zealand's "Big 4" banks, together making up approx. 85% of the market
- Market share positions1
 - Housing Loans 19%
 - Deposits 18%
 - Business lending 18%
- 4th largest bank by total assets1
- 4th largest bank by total deposits¹
- Large, full-service franchise including retail, business, rural, corporate and institutional banking supporting 1.5 million customers

WNZL capital management¹

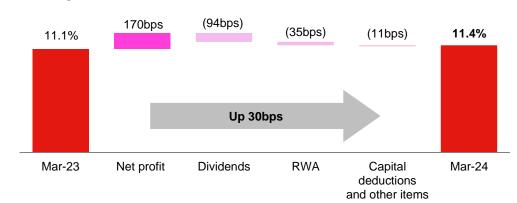




Capital ratios (% RWA²)



CET1 capital ratio movements



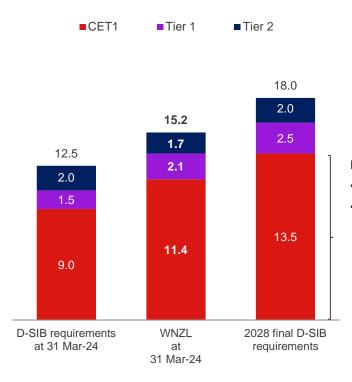
¹ Source: WNZL Disclosure Statements.

² Risk Weighted Assets

³ Due to various changes in the RBNZ's Banking Prudential Requirements from 1 Jan-22 which had the effect of increasing RWA, capital ratios for WNZL at 31 Mar-24, 30 Sep-23 and 30 Sep-22 are not comparable to prior periods including 30 Sep-21.

WNZL's capital requirements by 2028¹

Regulatory capital ratios (% RWA)



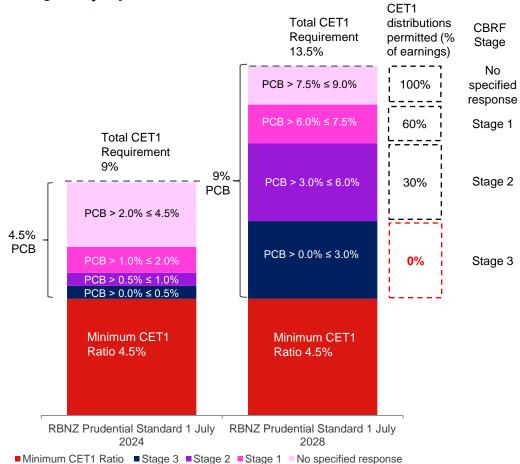
Includes:

- · 4.5% CET1 capital ratio
- 9.0% Prudential Capital Buffer (**PCB**):
 - 2.0% D-SIB buffer
 - 1.5% Counter-cyclical Capital Buffer
 - 5.5% Capital Conservation Buffer

- The RBNZ Banking Prudential Requirements (BPR) include progressively increasing total capital ratio requirements for Domestic Systemically Important Bank or "D-SIB"s (including WNZL).
- WNZL will be required to meet a total capital ratio requirement of 18.0% of RWA by 1 July 2028.
- This 18% requirement will be made up of:
 - A Tier 1 capital ratio requirement of 16.0% of RWA
 - Eligible Tier 1 capital comprises common equity and Additional Tier 1 capital (AT1) (consisting of perpetual preference shares)
 - AT1 can comprise no more than 2.5% of the 16.0%
 Tier 1 capital ratio requirement
 - Existing AT1 instruments which are non-BPR compliant are to be phased out by 1 July 2028
 - Tier 2 capital can comprise no more than 2.0% of the 18% total capital ratio requirement
- As at 31 March 2024, WNZL has a total capital ratio of 15.2%, above the current D-SIB requirement of 12.5%

Capital buffer response framework¹

Regulatory capital ratios (% RWA)



- As a condition of registration WNZL must comply with the RBNZ capital buffer response framework (CBRF) requirements.
- Failure to hold the full PCB is not a breach of conditions of registration but will result in progressive responses under the CBRF, designed to encourage banks to restore capital.
- When the PCB is first breached, there is a 'usable band' where no supervisory response is specified but CET1 distributions are restricted to 100% of that year's earnings.
- Distribution restrictions and supervisory actions then escalate in three stages.

Stage 1:

- Capital restoration plan
- Limit of CET1 distributions to no more than 60% of earnings
- No limit on AT1 distributions

Stage 2:

- Review of capital restoration plan
- Limit of CET1 distributions to no more than 30% of earnings
- No limit on AT1 distributions

Stage 3:

- Recapitalisation plan
- No distributions of CET1 allowed
- No distributions on AT1 allowed (from 1 July 2028)

Summary Terms

Term	Description			
Description	Perpetual preference shares			
Purpose	The Offer will raise Additional Tier 1 Capital to help WNZL meet its regulatory capital requirements and manage its capital position. The proceeds of the Offer will be used for WNZL's general corporate purposes			
	In a liquidation of WNZL, each PPS gives the Holder the right to payment of a maximum amount equal to the Issue Price (NZ\$1.00 per PPS), which ranks:			
	 behind the claims of all depositors and other creditors of WNZL (including holders of Tier 2 Capital instruments of WNZL), except for the claims and rights described below; 			
Ranking in liquidation	• equally with the rights of other Holders and the rights and claims of holders of any other preference shares or other instruments of WNZL that rank equally with the PPS; and			
	ahead of the rights of WNZL's ordinary shareholders.			
	In a liquidation of WNZL, it is highly unlikely that there will be surplus assets available for the liquidator to pay any amount to Holders in respect of the PPS			
Redemption	WNZL may redeem all of the PPS on an Optional Redemption Date or at any time if a Tax Event or Regulatory Event has occurred. Redemption is subject to certain conditions being met, including WNZL satisfying the Solvency Condition and obtaining the approval of each of tRBNZ and WBC.			
	Any redemption of your PPS is at the option of WNZL, subject to conditions and may not occur. Holders should not expect that the PPS will be redeemed, and have no right to require that the PPS be redeemed for any reason			
Limited enforcement rights	The Terms do not include events of default or any other provisions entitling Holders to require that the PPS be redeemed			
Distribution payments	Distributions on the PPS are scheduled to be paid quarterly in arrear on each Scheduled Distribution Payment Date and, if the PPS are redeemed, on the date on which the PPS are redeemed			
Distributions	Distributions on the PPS are expected to be fully imputed. This means the return a Holder receive when a distribution is paid is expected to comprise a cash amount and imputation credits			
Distribution Rate	The Distribution Rate until the First Optional Redemption Date (13 September 2029) will be a fixed rate equal to the sum of the Swap Rate (a reference rate for a 5-year period) on the Rate Set Date (6 September 2024) plus the Margin. The Distribution Rate after the First Optional Redemption Date will be a floating rate which will be reset quarterly to be equal to the sum of the applicable 3 Month Bank Bill Rate (a benchmark interest rate for a 3 month period) plus the same Margin.			

Summary Terms (continued)

Term	Description
Margin	The Margin is the rate (expressed as a percentage per annum) determined by WNZL in consultation with the Joint Lead Managers through the Bookbuild. The Margin will be announced by WNZL via NZX on or about the Rate Set Date. The Margin for the PPS will not change
Distributions are discretionary and subject to conditions	WNZL has full discretion at all times to cancel distributions on the PPS and the payment of a distribution on a Distribution Payment Date is subject to conditions
Solvency Condition	Payment of distributions on the PPS and the redemption of the PPS are subject to conditions, including: • WNZL must be Solvent on the applicable payment date; and • WNZL must be able to pay the amount and remain Solvent immediately after paying the amount. "Solvent" means satisfying the solvency test contained in section 4 of the Companies Act 1993, as modified by section 52 of that Act
Distributions are non- cumulative	Distribution payments on the PPS are non-cumulative. If a distribution is not paid on a Distribution Payment Date, WNZL is under no obligation to pay that distribution at a later date
Restrictions on ordinary shares if distributions are not paid	If for any reason a distribution is not paid in full on the relevant Distribution Payment Date, WNZL must not authorise or pay a dividend on its ordinary shares, or undertake any discretionary buy back or capital reduction in respect of its ordinary shares. These restrictions will apply unless and until: WNZL pays the distribution in full within 20 Business Days of the Distribution Payment Date; WNZL pays a distribution on the PPS in full on a subsequent Scheduled Distribution Payment Date; or the PPS have been redeemed
Quotation	Application to quote the PPS on the NZX Debt Market has been made. NZX ticker code WNZHA has been reserved for the PPS
No public pool	All of the PPS offered under the Offer have been reserved for subscription by clients of the Joint Lead Managers and other approved financial intermediaries invited to participate in the Bookbuild. There is no public pool for the PPS
Minimum subscription amount	NZ\$5,000 and in multiples of NZ\$1,000 thereafter
Brokerage	0.50% on firm allocations plus 0.50% brokerage, payable by WNZL
Selling Restrictions	The offer of the PPS will only be made to New Zealand investors

Key dates

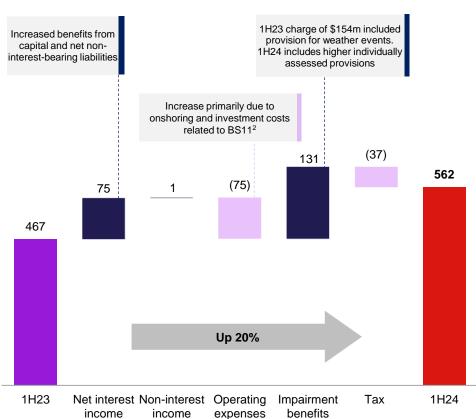
Key dates for the Offer ¹	
LDD registration	29 August 2024
Opening Date	2 September 2024
Closing Time	11.00am on 6 September 2024
Rate Set Date	6 September 2024
Issue Date/allotment date	13 September 2024
Expected date of initial quotation and trading of the PPS on the NZX Debt Market	16 September 2024

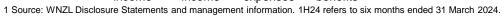
Key dates for the PPS ¹	
Optional Redemption Dates	The First Optional Redemption Date is 13 September 2029 and subsequent Optional Redemption Dates will be on each quarterly Scheduled Distribution Payment Date after that date. Any redemption of the PPS is at the option of WNZL, subject to conditions and may not occur
First Scheduled Distribution Payment Date	13 December 2024
Scheduled Distribution Payment Dates	Distributions on the PPS are scheduled to be paid: quarterly in arrear on each Scheduled Distribution Payment Date, being 13 March, 13 June, 13 September and 13 December in each year; and if the PPS are redeemed, on the date on which the PPS are redeemed. Distributions are discretionary and subject to conditions
No fixed maturity date	The PPS have no fixed maturity date and will remain on issue indefinitely if not redeemed by WNZL

Westpac New Zealand Limited

1H24 financial performance¹

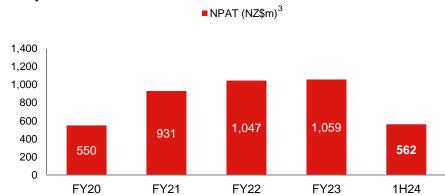
Net profit (NZ\$m)



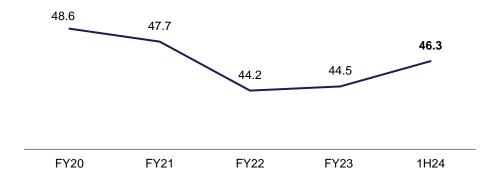


² RBNZ's policy for outsourcing by banks.

Net profit



Cost to income ratio⁴ (%)



³ Net profit attributable to the owner of WNZL for reporting period (NPAT).

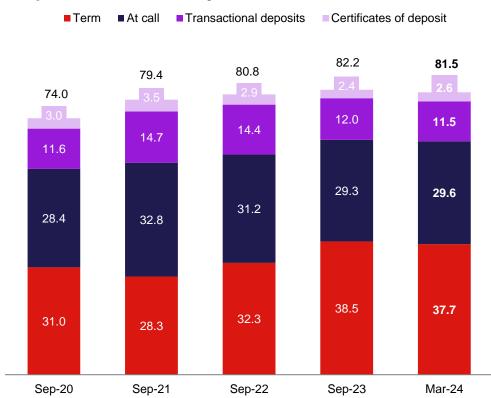
⁴ Cost to income ratio is calculated as total operating expenses divided by net operating income.

Balance sheet¹

Total lending portfolio (NZ\$bn)

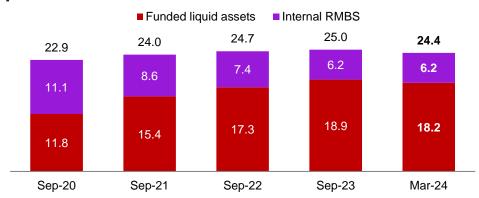


Deposits and other borrowings (NZ\$bn)

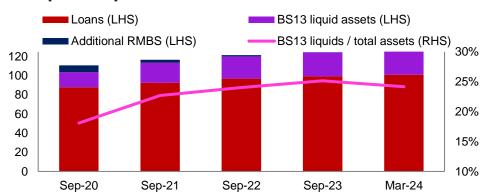


Liquid assets¹

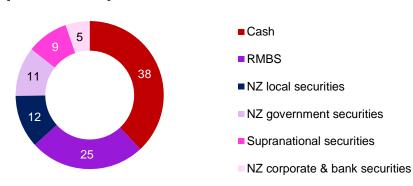
Liquid assets (NZ\$bn)



B\$13 liquid asset position (NZ\$bn)²



Liquid assets composition (%)



Regulatory liquidity ratios (%)

Average for the 3 months ended	Mar-23	Sep-23	Mar-24	Regulatory Minimum
One-week mismatch ratio	9.8	10.2	10.2	0
One-month mismatch ratio	9.0	10.1	9.7	0
Core funding ratio	88.2	88.8	86.5	75

¹ Source: WNZL Disclosure Statements.

² Additional Residential Mortgage-Backed Securities ("RMBS") and BS13 liquid assets shown at amount after the haircut imposed by the RBNZ under their BS13 Liquidity Policy. Additional RMBS represents the excess internal RMBS held above the 5% limit on the total assets that contribute to RBNZ BS13 liquid assets.

Wholesale funding profile

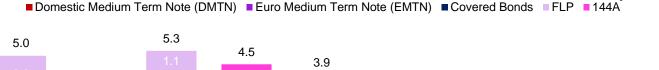
Wholesale funding composition (NZ\$bn)¹

Total funding

- Wholesale offshore >1vr
- Wholesale onshore >1yr²
- Wholesale offshore <1yr
- Wholesale onshore <1vr³

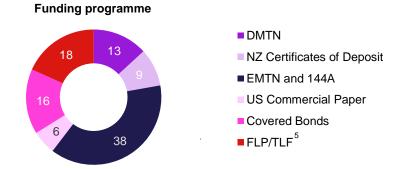


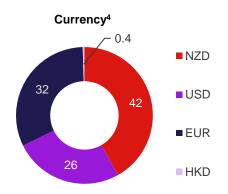
Term maturities by financial year (NZ\$bn)⁴





Wholesale funding mix (% of total wholesale funding)





3 Certificates of deposits are included in "Wholesale Onshore <1yr".

¹ Source: WNZL Disclosure Statements. Includes all funding under WNZL's funding programmes, not including Tier 2, AT1, equity and customer deposit related funding.

² Includes NZ\$4.98bn WNZL has drawn under the RBNZ's Funding for Lending Programme (FLP) and NZ\$55m WNZL has drawn under its Term Lending Facility (TLF) at March 31, 2024.

⁴ Source: Management information, data represents management view using NZ\$ hedged amounts.

⁵ The FLP offered secured term central bank funding to registered banks, with the aim of lowering funding costs to stimulate lending growth across the economy and help reduce interest rates for borrowers during Covid-19. Under the FLP, the RBNZ offered 3-year funding to eligible institutions. The funding was structured as floating rate repurchase transactions priced at the Official Cash Rate ("OCR"), each for a term of three years. The FLP closed to new drawing on December 6, 2022. Participants could access the funding over a 2-year period. The TLF is a long-term funding scheme in support of the Government's Business Finance Guarantee Scheme to help promote lending to business. The TLF is closed to new drawing.

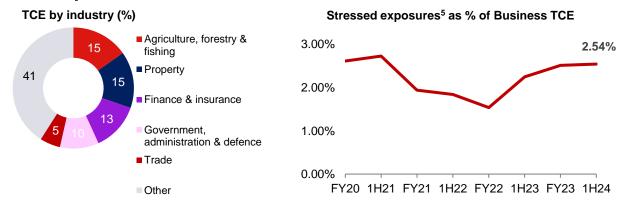
⁶ US Medium Term Notes (144A).

WNZL lending portfolio and performance¹

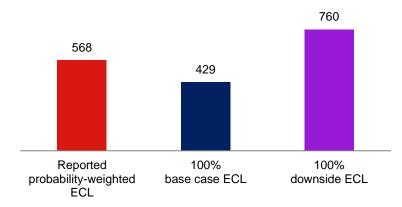
Total committed exposure (TCE)²

NZ\$bn	FY23	1H24	%TCE	vs FY23
Consumer lending ³ 82.3		83.9	56.2%	+1.9%
Business lending	65.8	65.2	43.8%	-0.8%
Non-Institutional ⁴	26.2	26.2	17.6%	0.0%
Institutional	39.6	39.0	26.2%	-1.4%
Total committed exposure 148.1		149.1	100.0%	+0.7%

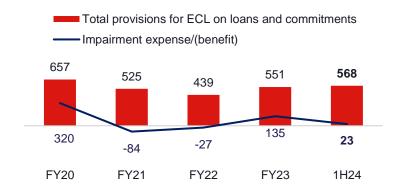
Business portfolio (TCE)



Provision for expected credit losses (ECL) (NZ\$m)⁶



WNZL provisions and impairments performance (NZ\$m)



¹ Source: WNZL Disclosure Statements and management information.

² TCE represents the maximum amount of credit exposure, excluding Transaction Risk and Settlement Risk exposures, which WNZL is committed to incur, via one or more facilities, to a customer.

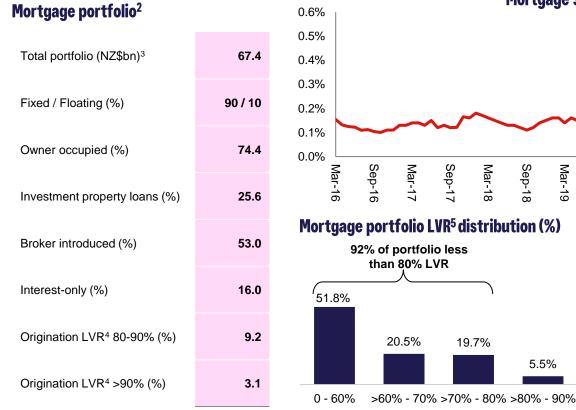
³ The majority of TCE for consumer lending consists of home loans.

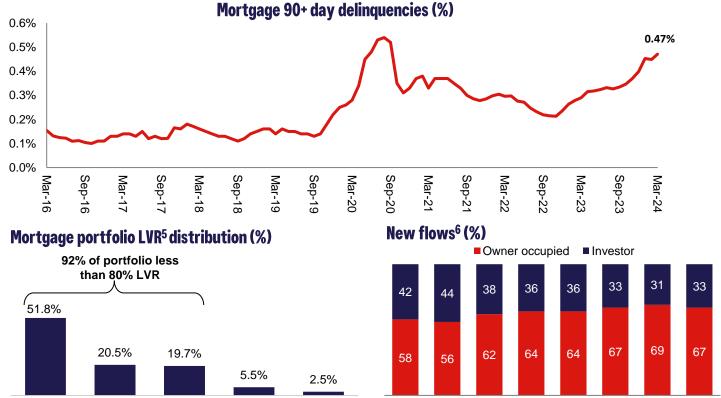
⁴ Non-institutional includes corporate, property, commercial and agribusiness and SME Retail.

⁵ Stressed exposures include Watchlist, Special Mention, Substandard and Doubtful (Impaired) loans

⁶ The modelled provision for Reported probability-weighted ECL on loans and credit commitments is a probability weighted estimate based on three scenarios which together represent WNZL's view of the forward-looking distribution of potential loss outcomes. The base case scenario is based on WNZL's view of the current economic outlook as at 31 March 2024, while the downside scenario is a more severe scenario with ECL higher than the base case.

WNZL mortgage portfolio¹





>90%

1H22 FY22

¹ Source: WNZL Disclosure Statements and management information.

² Data as at 31 March 2024

³ Gross Loans (loans before provisions for impairment losses).

⁴ Loan-to-value ratio ("LVR") at origination

⁵ LVR based on current loan and property value at latest credit event. Note this includes undrawn commitments and other off balance sheet exposures.

⁶ Data for latest period ended 31 March 2024 of new and increased residential mortgage loans originated over the reporting period. Investor and Owner Occupier is defined in accordance with RBNZ BS19 LVR restrictions.

Asset quality¹

Agribusiness portfolio²

	FY23	1H24
Total committed exposure (TCE) (\$bn)	9.6	9.4
Agriculture as a % of total TCE	6.5	6.3
% of portfolio graded as 'stressed' ⁴	6.3	7.3
% of portfolio impaired	0.08	0.29

Dairy sub-portfolio³

	FY23	1H24
Total committed exposure (TCE) (\$bn)	6.2	6.0
Dairy as a % of total TCE	4.2	4.1
% of portfolio graded as 'stressed' ⁴	4.2	4.4
% of portfolio impaired	0.04	0.04

Commercial property portfolio

	FY23	1H24
Total committed exposure (TCE) (\$bn)	9.6	9.9
Property as a % of total TCE	6.5	6.6
% of portfolio graded as 'stressed' ⁴	2.2	1.4
% of portfolio impaired	0.01	0.04

On-balance sheet credit exposures by industry sector (%)



¹ Source: WNZL Disclosure Statements and management information

² Agribusiness represents exposures in the Agriculture industry under the ANZSIC industry classification.

³ Dairy is a sub-category of the agribusiness portfolio

⁴ Stressed exposures include Watchlist, Special Mention, Substandard and Doubtful (Impaired) loans

⁵ Includes accommodation, cafes and restaurants, agriculture, construction, forestry and fishing, manufacturing, mining, transport and storage, trade and utilities.

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