



KPG070 Green Bond Presentation

2 December 2024



Disclaimer

Important information

This Presentation (Presentation) has been prepared by Kiwi Property Group Limited (Kiwi Property) in relation to the offer of fixed-rate senior secured green bonds (Green Bonds) by Kiwi Property (Offer). The Offer is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 (FMCA).

The Green Bonds which are the subject of the Offer have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as Kiwi Property's \$125 million fixed-rate senior secured green bonds maturing on 27 September 2029 (with a fixed interest rate of 6.24% per annum), which are quoted on the NZX Debt Market under the ticker code KPG060 (the Existing Bonds). The Green Bonds are of the same class as the Existing Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014 (FMC Regulations).

Kiwi Property 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. See: www.nzx.com/companies/KPG/announcements.

The Existing Bonds are the only debt securities of Kiwi Property that are in the same class as the Green Bonds and are currently quoted on the NZX Debt Market.

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

General

The information in this Presentation is given in good faith and has been obtained from sources believed to be reliable and accurate at the date of preparation, but its accuracy, correctness and completeness cannot be guaranteed. The information in this Presentation is of a general nature and does not constitute financial product advice, investment advice or any recommendation by Kiwi Property, the Supervisor, the Arranger, the Green Bond Co-ordinator, the Joint Lead Managers, or any of their respective directors, officers, employees, affiliates, agents or advisers to subscribe for or purchase the Green Bonds.

None of the Supervisor, the Arranger, the Green Bond Co-ordinator, the Joint Lead Managers, or any of their respective directors, officers, employees, affiliates, agents or advisers: (a) accept any responsibility or liability whatsoever for any loss arising from this Presentation or its contents or otherwise arising in connection with the Offer, (b) authorised or caused the issue of, or made any statement in, any part of this Presentation, or (c) make any representation, recommendation or warranty, express or implied, regarding the origin, validity, accuracy, adequacy, reasonableness or completeness of, or any errors or omissions in, any information, statement or opinion contained in this Presentation and accept no liability (except to the extent such liability is found by a court to arise under the FMCA or cannot be disclaimed as a matter of law). You must make your own independent investigation and assessment of the financial condition and affairs of Kiwi Property before deciding whether or not to invest in the Green Bonds.

To the extent that certain statements contained in this Presentation may constitute "forward-looking statements" or statements about "future matters", the information reflects Kiwi Property's intent, belief or expectations at the date of this Presentation. Kiwi Property gives no undertaking to update this information over time (subject to legal or regulatory requirements). Any forward-looking statements, including projections and estimates, are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Kiwi Property's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Any forward-looking statements, opinions and estimates in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Neither Kiwi Property nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Presentation will actually occur.

Capitalised terms used in this Presentation but not defined have the meaning given to them in the indicative terms sheet dated 2 December 2024.

Disclaimer (continued)

Data

All of the data provided in this Presentation is derived from publicly available information in relation to Kiwi Property (including the interim report of Kiwi Property for the six months ended 30 September 2024), unless otherwise indicated. The real property valuations reflect the September 2024 valuations. Kiwi Property's portfolio metrics (for example, square metres net lettable area, current tenants, portfolio occupancy, and weighted average lease expiry) are stated as at 30 September 2024 for the core investment portfolio. All other numerical data is stated as at 30 September 2024, except where stated to the contrary. Property statistics represent owned assets only; property interests managed on behalf of third parties are excluded. Owned assets include assets any member of the Group owns outright or in part (for example, through an unincorporated joint venture). All amounts are in New Zealand dollars. Due to rounding, numbers within this Presentation may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

Non-GAAP measures used in this Presentation

Operating profit before income tax is an alternative non-GAAP (New Zealand Generally Accepted Accounting Practice) performance measure used by Kiwi Property to assist investors in assessing performance for the relevant period by adjusting for a number of non-operating items.

Funds from operations (FFO) and adjusted funds from operations (AFFO) are alternative non-GAAP performance measures used by Kiwi Property to assist investors in assessing Kiwi Property's underlying operating performance. FFO and AFFO are measures commonly used by real estate entities to describe their underlying and recurring earnings from operations. Broadly, AFFO adjusts FFO by deducting the cost of lease incentives, leasing fees, rental abatements, annual maintenance capital expenditure for sustaining and maintaining existing space and other one-off costs.

Operating profit before income tax, AFFO and FFO do not have standardised meanings prescribed by GAAP and therefore may not be comparable to information presented by other entities. FFO and AFFO are calculated by Kiwi Property in accordance with the Voluntary Best Practice Guidelines issued by the Property Council of Australia. The operating profit before income tax, FFO and AFFO information used in this Presentation have been extracted from Kiwi Property's interim consolidated financial statements, which have been the subject of a review of an independent review pursuant to the External Reporting Board's New Zealand Standard on Review Engagements 2410 (Revised).

Kiwi Property overview

Introduction to Kiwi Property

\$3.3b

Property portfolio

445,788

Square metres
net lettable area

3.8 years

Weighted average
lease expiry (WALE)

98.4%

Portfolio
occupancy

37m

Annual customer
visits



Sylvia Park Shopping Centre
(Sylvia Park Precinct)



3 Te Kehu Way
(Sylvia Park Precinct)



Resido
(Sylvia Park Precinct)



The Base



Sylvia Park Lifestyle
(Sylvia Park Precinct)



ANZ Raranga
(Sylvia Park Precinct)



LynnMall THE BRICKWORKS



Centre Place North



Vero Centre



ASB North Wharf



Aurora Centre



The Plaza



Mixed-use



Office



Retail

Our strategy to create value

1. Lead the market on retail-led mixed-use

Create flagship mixed-use assets at high-growth metropolitan town centres.

2. Grow with diverse sources of capital

Recycle capital and partner with investors to grow assets under management.

3. Enable customer and partner success

Drive asset performance and develop strategic long-term customer relationships.

4. Build a future-fit business

Harness the power of digital, deliver on sustainability and build a winning team.



We've been committed to sustainability for over 20 years



People

- Foster wellbeing in our communities.
- Embrace diversity.
- Enable our team to succeed.

Places

- Create places that promote wellbeing.
- Reduce our environmental footprint.
- Develop sustainable buildings.

Partnerships

- Partner with others to enhance the wellbeing of our communities.
- Create shared value with our tenants.
- Support sustainable procurement.

2024 ESG highlights

- 4 star minimum NABERSNZ rating across core office portfolio.
- 8 star Homestar Design rating for Resido.

Kiwi Property's key green assets

	Current green asset pool ¹					Recently completed
						
	ASB North Wharf	ANZ Raranga	Aurora Centre	Vero Centre	3 Te Kehu Way	Resido
Asset class:	Office	Office	Office	Office	Office	Residential
Location:	Auckland	Auckland	Wellington	Auckland	Auckland	Auckland
Grade:	A-grade campus	N/A	A-grade	Premium	N/A	N/A
Owned since:	May 2013	December 2018	April 2004	April 2001	March 2023	June 2024
Valuation (30 Sep 24):	\$211.0m	\$89.1m	\$146.0m	\$457.0m	\$66.5m	\$207.0m ²
Capitalisation rate:	6.25%	6.00%	6.50%	5.75%	5.75%	N/A ²
Net lettable area:	21,621 sqm	11,620 sqm	24,504 sqm	39,718 sqm	7,269 sqm	295 apartments
Occupancy:	100.0%	95.8%	100.0%	94.2%	95.9%	50% ²
WALE:	6.5 years	4.3 years	9.2 years	4.3 years	10.1 years	N/A
Rating:	4.5 star NABERSNZ 5 star Green Star	5.5 star NABERSNZ 5 star Green Star	5 star NABERSNZ	4 star NABERSNZ	6 star Green Star	8 star Homestar Design rating
Key tenants:	ASB	ANZ, IAG	Ministry of Social Development	Craigs, Suncorp, Russell McVeagh	Geneva Finance, IWG, ASB	Urban Rest

1. Green assets as noted in the latest Use of Proceeds Report as at 31 March 2024, excluding 65 Bryce Street.

2. Resido is recognised at its 'as is' value, post deduction of costs to complete of \$1.2m. Resido is valued using the discounted cash flow methodology. Occupancy statistics are as at 21 November 2024.

Financial overview

FY25 first-half financial performance

▲ **\$95.3m**

**Net rental
income**
+\$6.2m (+7.0%)

▲ **\$56.4m**

**Operating profit
before tax**
+\$4.0m (+7.7%)

▲ **\$43.2m**

**Net profit
after tax**
+\$79.7m (+218.4%)

▼ **3.05cps**

**Adjusted funds from
operations per share**
-0.03 cps (-1.0%)

A disciplined and proactive approach to capital management

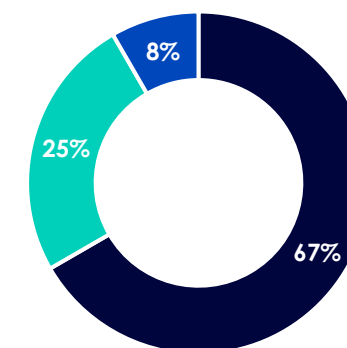
Kiwi Property is committed to maintaining a strong financial position and has had an average gearing ratio over the past 10 years of 33.0%. The gearing ratio as at 30 September 2024 was 38.0%.

Kiwi Property's Green Bonds will help maintain the diversity of our funding sources and extend the weighted average term to maturity of finance debt. The net proceeds will be applied towards refinancing Kiwi Property's existing KPG030 green bonds, which mature in December 2024.

Our weighted average term to maturity is currently 3.10 years and will increase to 3.56 years following the issue of the new Green Bonds and repayment of the KPG030 green bonds.¹

Pro-forma debt maturity profile ¹	Incl. KPG030 & KPG070		Excl. KPG030, Incl. KPG070	
	\$m	%	\$m	%
FY25 KPG030 - \$125	125	7.7%	-	0.0%
FY26 KPG040 - \$100	100	6.2%	100	6.7%
FY27 \$220	220	13.5%	220	14.7%
FY28 \$385	385	23.7%	385	25.7%
FY29 \$260 KPG050 - \$150	410	25.2%	410	27.3%
FY30 \$135 KPG060 - \$125	260	16.0%	260	17.3%
FY31 KPG070 - \$125	125	7.7%	125	8.3%
Total facilities	1,625	100.0%	1,500	100.0%
Facilities drawn	1,379		1,254	
Undrawn facilities	246		246	

Debt sources (excl. KPG030, incl. KPG070)



- ANZ, BNZ, CBA, CCB, HSBC, ICBC, MUFG, Westpac bank facilities
- Existing green bonds
- New Green Bonds

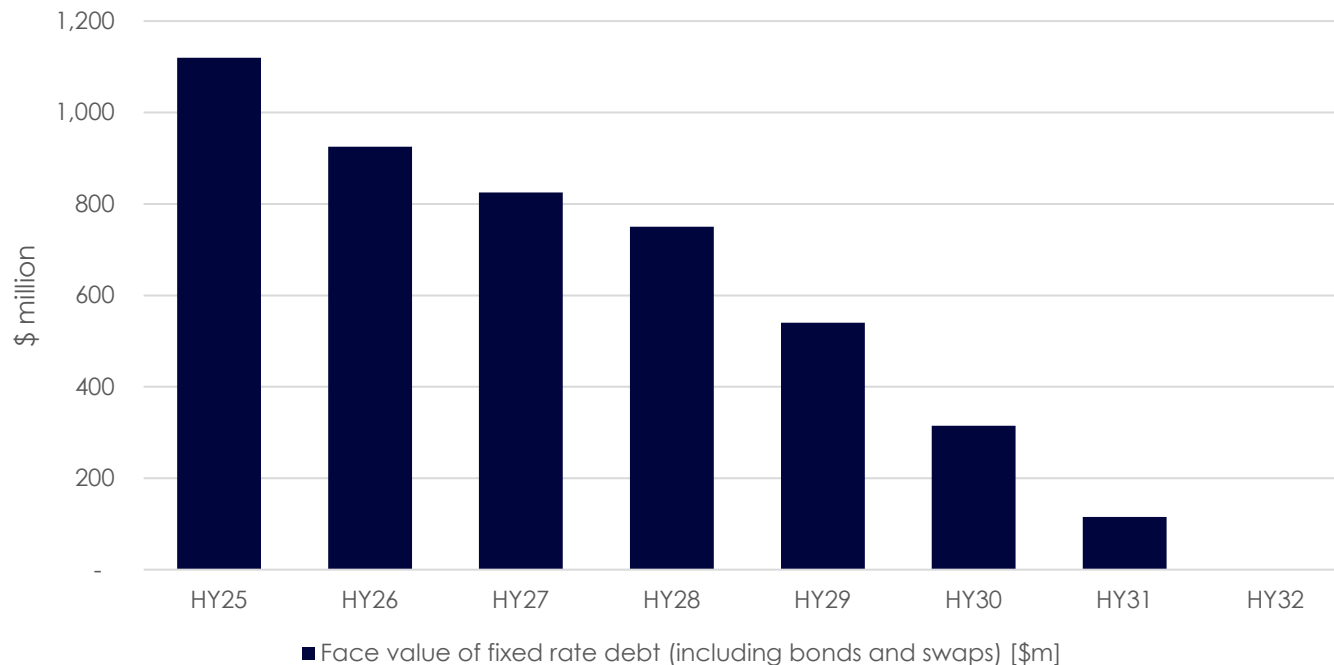
¹ As at 30 September 2024 (being the date of the most recent unaudited half year financial statements available as at the date of this Presentation), adjusted for an assumed Green Bond issue of \$125m. The maturity profile is not intended to represent Kiwi Property's target debt levels or gearing ratio.

Fixed-rate debt profile

Fixed-rate profile

	30 September 2024 (pre issue)	30 September 2024 (post issue) ¹
Percentage of drawn finance debt at fixed rates	89%	89%
Weighted average term to maturity of active fixed-rate debt	2.17 years	2.79 years

Fixed-rate debt maturity profile – pro-forma including KPG070 and excluding KPG030



89% of Kiwi Property's debt is hedged (on a pro-forma basis¹) helping to safeguard against interest rate volatility.

¹. As at 30 September 2024 (being the date of the most recent unaudited half year financial statements available as at the date of this Presentation), adjusted for an assumed Green Bond issue of \$125m and excluding KPG030.

Fixed-rate Green Bond offer

Arranger, Green Bond Co-ordinator
and Joint Lead Manager:



Joint Lead Managers:



Green Bond offer details



Up to \$100m fixed-rate senior secured Green Bonds (with ability to accept oversubscriptions of up to an additional \$25m)



5.5 year term, maturing on 19 June 2030



Secured against \$3.3b of property assets including \$970m of green assets¹

Key terms of the Green Bond offer

Issuer:	Kiwi Property Group Limited (Kiwi Property).
Description:	Fixed-rate senior secured green bonds (Green Bonds).
Offer amount:	Up to \$100m (with the ability to accept oversubscriptions of up to an additional \$25m at Kiwi Property's discretion).
Term and Maturity Date:	5.5 years, maturing on 19 June 2030.
Interest Rate:	To be determined on the Rate Set Date following a bookbuild process. The Interest Rate will be the greater of the Minimum Interest Rate (5.35% per annum) and the sum of the Base Rate plus the Margin.
Indicative Margin range:	1.70% to 1.80% per annum.
Interest payments:	Semi-annual in arrear on 19 June and 19 December.
Credit rating:	The Green Bonds are expected to be assigned a BBB+ credit rating from S&P Global Ratings Australia Pty Limited, consistent with the rating of the Existing Bonds.
Minimum application amount:	\$5,000 and in multiples of \$1,000 thereafter.
Quotation:	It is expected that the Green Bonds will be quoted under the code KPG070 on the NZX Debt Market.

Key terms of the Green Bond offer (continued)

- Events of Default:** Events of Default include (among others):
- Non-payment of interest or principal
 - An un-remedied gearing ratio breach
 - Insolvency
-

Sustainable Debt Framework: Kiwi Property intends to allocate an amount equal to the proceeds of the offer to finance or refinance its direct and indirect investments in low carbon and energy efficient buildings that meet the eligibility criteria set out in the Sustainable Debt Framework (being Eligible Projects). Consistent with this, Kiwi Property will apply the net proceeds of the offer towards refinancing its existing green bonds maturing on 19 December 2024, which are currently quoted on the NZDX under ticker code KPG030. Kiwi Property intends to ensure that the aggregate value of the pool of Eligible Projects is at least equal to the aggregate amount of all its outstanding green bonds and green loans.

Guarantors: Kiwi Property and its wholly-owned subsidiaries, Kiwi Property Holdings Limited, Kiwi Property Holdings No. 2 Limited, Kiwi Property Holdings No. 3 Limited, Kiwi Property Holdings No. 4 Limited, Kiwi Property Holdings No. 5 Limited, Kiwi Property Holdings No. 7 Limited, Sylvia Park Business Centre Limited, Kiwi Property Te Awa Limited and Kiwi Property Centre Place Limited on a joint and several basis.

Ranking: In an insolvency of a Guarantor, the claims of the senior secured creditors (including the holders of Green Bonds) will, by virtue of the security granted in favour of the Security Trustee, rank ahead of all unsecured creditors of the relevant Guarantor other than certain statutorily preferred creditors.

Key terms of the Green Bond offer (continued)

**No green
Event of Default:**

No Event of Default will occur if Kiwi Property fails to comply with the Sustainable Debt Framework or the Green Bonds cease to satisfy the Green Bond Principles.

Security:

The Green Bonds are issued by Kiwi Property and guaranteed by the Guarantors on a joint and several basis. The Guarantors have granted security over all of their assets in favour of the Security Trustee:

- Security interest over all personal property
- Charge over all real property
- Registered mortgages over substantially all real property owned by the Guarantors

The Security Trustee holds this security for the benefit of the holders of the Green Bonds and certain other secured creditors of the Group (including the holders of Kiwi Property's existing green bonds, the Group's bank facility lenders and hedging providers, the Supervisor, the Security Trustee and any new future secured creditors) on an equal ranking basis. The security secures all amounts owing to the secured creditors.

Gearing ratio:

The Group's finance debt must not exceed 50% of the Group's total tangible assets.

Key dates

Opening Date:

2 December 2024

Closing Date:

11am on 5 December 2024

Rate Set Date:

5 December 2024

Issue Date:

19 December 2024

Expected Date of Initial Quotation on NZX Debt Market:

20 December 2024

Maturity Date:

19 June 2030



Thank you

Indicative Terms Sheet

Indicative Terms Sheet for
an offer of 5.5-year fixed-rate
senior secured green bonds by
Kiwi Property Group Limited

2 December 2024

Indicative Terms Sheet

dated 2 December 2024

This indicative terms sheet (**Terms Sheet**) sets out the key terms of the offer (**Offer**) by Kiwi Property Group Limited (**Kiwi Property**) of up to NZ\$100 million (with the ability to accept oversubscriptions of up to an additional NZ\$25 million at Kiwi Property's discretion) of 5.5-year (maturing on 19 June 2030) fixed-rate senior secured green bonds (**Green Bonds**). The Green Bonds will be issued under a master trust deed dated 30 June 2014 (as amended from time to time) (**Master Trust Deed**) and supplemented by a supplemental trust deed dated 2 December 2024 entered into between Kiwi Property as issuer and Public Trust as supervisor (**Supervisor**) (together, the **Bond Trust Documents**). Unless the context otherwise requires, capitalised terms used in this Terms Sheet have the same meaning given to them in the Bond Trust Documents.

Important notice

The Offer by Kiwi Property is 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 Terms Sheet is an offer of Green Bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as Kiwi Property's \$125 million fixed-rate senior secured green bonds maturing on 27 September 2029 (with a fixed interest rate of 6.24% per annum), which are currently quoted on the NZX Debt Market under the ticker code KPG060 (the **Existing Bonds**).

The Green Bonds are of the same class as the Existing Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014 (**FMC Regulations**).

Kiwi Property 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 www.nzx.com/companies/KPG/announcements.

The Existing Bonds are the only debt securities of Kiwi Property that are in the same class as the Green Bonds and are currently quoted on the NZX Debt Market.

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

The dates set out in this Terms Sheet are indicative only and are subject to change. Kiwi Property has the right in its absolute discretion and without notice to close the Offer early, to extend the Closing Date (subject to the NZX Listing Rules), or to choose not to proceed with the Offer. If the Closing Date is changed, subsequent dates may be changed accordingly.

Copies of the Bond Trust Documents will be made available by Kiwi Property for inspection during usual business hours at Kiwi Property's registered office listed on the final page of this Terms Sheet (or such office as Kiwi Property may notify the holders of the Green Bonds (**Holders**) from time to time).

Investors should seek qualified, independent financial and taxation advice before deciding to invest.

For further information regarding Kiwi Property, visit www.nzx.com/companies/KPG.

Issuer	Kiwi Property Group Limited.
Group	Kiwi Property and each of its subsidiaries.
Description	Fixed-rate senior secured green bonds of Kiwi Property.
Offer amount	Up to NZ\$100 million (with the ability to accept oversubscriptions of up to an additional NZ\$25 million at Kiwi Property's discretion). The Offer is not underwritten.
Issue Price and Principal Amount	NZ\$1.00 per Green Bond.
Term and Maturity Date	5.5 years, maturing on 19 June 2030.
Opening Date	Monday, 2 December 2024.
Closing Date	11.00am, Thursday, 5 December 2024.
Rate Set Date	Thursday, 5 December 2024.
Issue Date	Thursday, 19 December 2024.

Credit ratings	Expected Issue Credit Rating	Kiwi Property Credit Rating
S&P Global Ratings Australia Pty Limited (S&P)	BBB+	BBB (negative outlook)
<p>S&P is expected to assign a BBB+ issue credit rating to the Green Bonds. S&P has also assigned a BBB (negative outlook) long-term credit rating for Kiwi Property.</p> <p>A rating is not a recommendation by any rating organisation to buy, sell or hold Green Bonds. The above ratings are current as at the date of this Terms Sheet and may be subject to suspension, revision or withdrawal at any time.</p>		
Sustainable Debt Framework, use of proceeds and Green Bond Principles	<p>In accordance with Kiwi Property’s Sustainable Debt Framework dated May 2023 (as amended from time to time) (the Sustainable Debt Framework), Kiwi Property intends to notionally allocate an amount equal to the proceeds of the Offer to finance or refinance its direct and indirect investments in low carbon and energy efficient buildings that meet the eligibility criteria set out in the Sustainable Debt Framework (being Eligible Projects). Consistent with this, Kiwi Property will apply the net proceeds of the Offer towards refinancing Kiwi Property’s existing green bonds maturing on 19 December 2024, which are currently quoted on the NZX Debt Market under the ticker code KPG030.</p> <p>In accordance with the Sustainable Debt Framework, Kiwi Property intends to:</p> <ul style="list-style-type: none"> • ensure that the aggregate value of the pool of Eligible Projects is at least equal to the aggregate amount of all of its outstanding green bonds (including the Green Bonds) and green loans; and • maintain a register that (among other things) outlines the current value of the Eligible Projects and the allocation of proceeds (including an amount equal to the proceeds of the Green Bonds). <p>As at the date of this Terms Sheet, in accordance with the Sustainable Debt Framework, Kiwi Property has processes in place to identify and evaluate its Eligible Projects and manage the use of proceeds of the Green Bonds in accordance with the Green Bond Principles (the Green Bond Principles) as published by the International Capital Market Association.</p> <p>Kiwi Property intends to seek assurance from a limited assurance provider on an annual basis in relation to its green debt (including the Green Bonds).</p> <p>The Sustainable Debt Framework does not form part of the contractual terms of the Green Bonds. If Kiwi Property fails to comply with the Sustainable Debt Framework or the relevant market standards described in the Sustainable Debt Framework (including the Green Bond Principles) or if the Green Bonds cease to satisfy the Green Bond Principles:</p> <ul style="list-style-type: none"> • this does not constitute an Event of Default or any other breach in relation to the Green Bonds; • there is no requirement on Kiwi Property to repay the Green Bonds early; and • the Green Bonds may cease to be labelled as “green”. <p>This means there is no legal obligation for Kiwi Property to comply with the Sustainable Debt Framework or the relevant market standards described in the Sustainable Debt Framework (including the Green Bond Principles) on an ongoing basis.</p> <p>A copy of the Sustainable Debt Framework (and the most recent use of proceeds report and assurance statement) is available on Kiwi Property’s website at https://www.kiwiproperty.com/investors/sustainable-debt-framework/.</p>	
Interest Rate	<p>The Green Bonds will pay a fixed rate of interest until the Maturity Date.</p> <p>The Interest Rate will be no lower than a minimum Interest Rate of 5.35 per cent per annum (Minimum Interest Rate).</p> <p>The Interest Rate will be determined by Kiwi Property (in consultation with the Joint Lead Managers) on the Rate Set Date (5 December 2024) following a bookbuild process (Bookbuild) and will be the greater of:</p> <ul style="list-style-type: none"> • the Minimum Interest Rate; and • the sum of the Base Rate plus the Margin. <p>The Interest Rate will be announced by Kiwi Property via NZX on or about the Rate Set Date.</p>	
Indicative Margin range	1.70 to 1.80 per cent per annum.	
Margin	<p>The Margin (which may be within, above or below the indicative Margin range) is the rate (expressed as a percentage rate per annum) determined by Kiwi Property (in consultation with the Joint Lead Managers) following the Bookbuild. The Margin will be announced by Kiwi Property via NZX on or about the Rate Set Date.</p>	

Base Rate	The semi-annual mid-market rate for an interest rate swap of a term matching the period from the Issue Date to the Maturity Date as calculated by the Arranger in consultation with Kiwi Property, according to market convention, with reference to Bloomberg page 'ICNZ4' (or any successor page) on the Rate Set Date (rounded to 2 decimal places if necessary, with 0.005 being rounded up).
Interest payments	Semi-annually in arrear in equal payments.
Interest Payment Dates	Interest is payable on each semi-annual Interest Payment Date, being 19 June and 19 December in each year during the term of the Green Bonds, starting on 19 June 2025 and until and including the Maturity Date. If an Interest Payment Date is not a Business Day, Kiwi Property will make payment on the next Business Day, but no adjustment will be made to the amount of the interest payable.
Entitlement to payments	Payments of interest on the Green Bonds will be made to the persons who are the Holders as at 5pm (New Zealand time) on the 10th calendar day before the relevant Interest Payment Date. Payments of any other amount will be made to the persons who are the Holders as at 5pm (New Zealand time) on the day determined by Kiwi Property and notified to NZX. If such a day is not a Business Day, payments will be made to the persons who are the Holders as at 5pm (New Zealand time) on the immediately preceding Business Day.
Guarantors	Certain of Kiwi Property's wholly-owned subsidiaries guarantee the obligations of Kiwi Property in relation to the Green Bonds pursuant to a global security deed dated 5 November 1998 (as amended from time to time) (GSD). At the date of this Terms Sheet, the guaranteeing subsidiaries are Kiwi Property Holdings Limited, Kiwi Property Holdings No. 2 Limited, Kiwi Property Holdings No. 3 Limited, Kiwi Property Holdings No. 4 Limited, Kiwi Property Holdings No. 5 Limited, Kiwi Property Holdings No. 7 Limited, Sylvia Park Business Centre Limited, Kiwi Property Te Awa Limited and Kiwi Property Centre Place Limited (together with Kiwi Property, the Guarantors). The total assets held by the Guarantors must equal or exceed 90% of the total assets of the consolidated Group.
Guarantee	Each Guarantor guarantees the due and punctual payment of all amounts payable by Kiwi Property in respect of the Green Bonds on a joint and several basis. There are no limits on the obligations of the Guarantors in respect of the amounts owing under the guarantee.
Security	Each Guarantor (including Kiwi Property) has granted security over all of its assets under the GSD in favour of New Zealand Permanent Trustees Limited acting as security trustee (Security Trustee). The security granted under the GSD includes a security interest over all personal property and a charge over all real property, and secures all amounts owing to the Group's senior secured creditors (including Holders of the Green Bonds, holders of Kiwi Property's other senior secured bonds and the Group's bank facility lenders and hedging providers). Under the Group's bank facility documentation, subject to certain limited exceptions, each Guarantor undertakes in favour of the Group's bank facility lenders to grant a registered mortgage over any real property it owns (being land and the buildings and other fixtures on that land) in favour of the Security Trustee. While the registered mortgages secure all amounts owing to the Group's senior secured creditors (including Holders of the Green Bonds), the undertaking in the Group's bank facility documentation to grant registered mortgages is given for the benefit of the Group's bank facility lenders only. This undertaking may be amended or waived by the Group's bank facility lenders at any time without the consent of the Holders of the Green Bonds, or expire if the Group's bank facility documentation terminates before the Maturity Date.
Ranking	In an insolvency of Kiwi Property or a Guarantor, the claims of the senior secured creditors (including Holders of the Green Bonds) will, by virtue of the security granted in favour of the Security Trustee, rank ahead of all unsecured creditors of Kiwi Property or the relevant Guarantor other than certain creditors preferred by law (for example, certain amounts payable to the Inland Revenue).
Gearing ratio	Under the Master Trust Deed, Kiwi Property undertakes to ensure that, for so long as the Green Bonds are outstanding, finance debt of the Group does not exceed 50% of the total tangible assets of the Group.
Further indebtedness and other covenants	The Group can create further liabilities (including by issuing new secured bonds and by incurring additional bank debt) without the consent of Holders. However, there are covenants in the Master Trust Deed and other documents that have the effect of restricting the Group's ability to create further liabilities that rank equally with or in priority to the Green Bonds.

No early repayment	Kiwi Property must repay all of the Green Bonds on the Maturity Date. Kiwi Property has no right to repay your Green Bonds before the Maturity Date. Similarly, you have no right to require that your Green Bonds be repaid before the Maturity Date unless an Event of Default has occurred.
Business Days	A day (other than a Saturday or Sunday) on which registered banks are generally open for business in Wellington and Auckland.
Minimum application amount	NZ\$5,000 with multiples of NZ\$1,000 thereafter.
Transfers	You may only transfer your Green Bonds in multiples of NZ\$1,000 in aggregate Principal Amount and after any transfer you and the transferee must each hold Green Bonds with an aggregate Principal Amount of at least NZ\$5,000 (or no Green Bonds).
ISIN	NZKPGD0070L1.
NZX Debt Market Quotation	<p>It is a term of the Offer that Kiwi Property will take any necessary steps to ensure that the Green Bonds are, immediately after being issued, quoted on the NZX Debt Market.</p> <p>Application has been made to NZX for permission to quote the Green 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 Terms Sheet have been duly complied with. However, NZX accepts no responsibility for any statement in this Terms Sheet. NZX is a licensed market operator, and the NZX Debt Market is a licensed market under the FMCA.</p>
NZX Debt Market Ticker Code	KPG070.
Expected Date of Initial Quotation and Trading on NZX Debt Market	Friday, 20 December 2024.
Who may apply for Green Bonds	<p>There is no public pool for the Green Bonds. All of the Green Bonds (including any oversubscriptions) will be reserved for subscription by clients of the Joint Lead Managers, Primary Market Participants and other approved financial intermediaries invited to participate in the Bookbuild.</p> <p>Retail investors should contact a Joint Lead Manager, their financial adviser or any Primary Market Participant for details on how they may acquire Green Bonds. You can find a Primary Market Participant by visiting www.nzx.com/services/market-participants.</p> <p>Each investor's broker or financial adviser will be able to advise them as to what arrangements will need to be put in place for the investor to trade the Green Bonds including obtaining a common shareholder number (CSN), an authorisation code (FIN) and opening an account with a Primary Market Participant, as well as the costs and timeframes for putting such arrangements in place.</p>
Supervisor	Public Trust.
Security Trustee	New Zealand Permanent Trustees Limited.
Registrar	MUFG Pension & Market Services (NZ) Limited.
Arranger and Green Bond Co-ordinator	ANZ Bank New Zealand Limited.
Joint Lead Managers	ANZ Bank New Zealand Limited, Bank of New Zealand, Craigs Investment Partners Limited and Forsyth Barr Limited.
Governing law	New Zealand.
Singapore Securities and Futures Act Product Classification	Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (Singapore), as modified or amended from time to time (SFA), Kiwi Property has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Green Bonds are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 (Singapore)).

Selling restrictions

Kiwi Property has not taken and will not take any action which would permit a public offering of Green Bonds, or possession or distribution of any offering material in respect of the Green Bonds, in any country or jurisdiction where action for that purpose is required (other than New Zealand).

Part A – Initial selling restrictions

If sold in New Zealand, the Green Bonds may only be offered in New Zealand in conformity with all applicable laws and regulations in New Zealand. In respect of the initial offer of the Green Bonds by Kiwi Property under this Terms Sheet (**Initial Offer**), no Green Bonds may be offered in any other country or jurisdiction except in conformity with all applicable laws and regulations of that country or jurisdiction and the applicable selling restrictions set out in this section headed “Part A – Initial selling restrictions”. This Terms Sheet and any offering material or any documents prepared in connection with the Green Bonds may not 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 in that country or jurisdiction and the applicable selling restrictions set out in this section headed “Part A – Initial selling restrictions”. For the avoidance of doubt, the selling restrictions set out in this section headed “Part A – Initial selling restrictions” apply only in respect of the Initial Offer.

United States of America

The Green Bonds have not been and will not be registered under the Securities Act of 1933, as amended (**Securities Act**) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act (**Regulation S**)). No person may engage in any directed selling efforts (as defined in Regulation S) in relation to the Green Bonds, and persons must comply with the offering restrictions in Regulation S.

The Green Bonds will not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (i) as part of their distribution at any time, or (ii) otherwise until 40 days after the completion of the distribution of all Green Bonds, as determined and certified by the Joint Lead Managers. Any Green Bonds sold to any distributor, dealer or person receiving a selling concession, fee or other remuneration during the distribution compliance period require a confirmation or notice to the purchaser at or prior to the confirmation of the sale to substantially the following effect:

“The Green Bonds covered hereby have not been registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States, or to or for the account or benefit of, U.S. persons (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering of the Green Bonds and the closing date. Terms used above have the meaning given to them by Regulation S.”

Member States of the European Economic Area

In relation to each Member State of the European Economic Area, no Green Bonds have been offered and no Green Bonds will be offered that are the subject of the offering contemplated by this Terms Sheet in relation thereto to the public in that Member State except that an offer of Green Bonds to the public in the Member State may be made:

- (a) to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) subject to obtaining the prior consent of the relevant Joint Lead Manager and/or Joint Lead Managers nominated by Kiwi Property for any such offer; or
- (c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation, provided that no such offer of the Green Bonds shall require Kiwi Property or any Joint Lead Managers to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of the Green Bonds to the public**” in relation to any Green Bonds in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Green Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Green Bonds and the expression “**EU Prospectus Regulation**” means Regulation (EU) 2017/1129.

United Kingdom

No Green Bonds have been offered and no Green Bonds will be offered that are the subject of the offering contemplated by this Terms Sheet in relation thereto to the public in the United Kingdom except that an offer of Green Bonds to the public in the United Kingdom may be made:

- (a) to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Joint Lead Manager and/or Joint Lead Managers nominated by Kiwi Property for any such offer; or
- (c) in any other circumstances falling within section 86 of the Financial Services and Markets Act 2000 (**FSMA**),

provided that no such offer of the Green Bonds shall require Kiwi Property or any Joint Lead Manager to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of the Green Bonds to the public**” in relation to any Green Bonds means the communication in any form and by any means of sufficient information on the terms of the offer and the Green Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Green Bonds and the expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Other regulatory restrictions

No communication, invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) has been or may be made or caused to be made or will be made in connection with the issue or sale of the Green Bonds in circumstances in which section 21(1) of the FSMA applies to Kiwi Property.

All applicable provisions of the FSMA with respect to anything done in relation to the Green Bonds in, from or otherwise involving the United Kingdom must be complied with.

Japan

The Green Bonds have not been and will not be registered in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the **FIEA**) in reliance upon the exemption from the registration requirements since the offering constitutes the small number private placement as provided for in “ha” of Article 2, Paragraph 3, Item 2 of the FIEA. A Japanese Person who transfers the Green Bonds shall not transfer or resell the Green Bonds in Japan or to a Japanese person except where the transferor transfers or resells all the Green Bonds en bloc to one transferee. For the purposes of this paragraph, “**Japanese Person**” shall mean any person resident in Japan, including any corporation or other entity organised under the laws of Japan. No more than 49 offerees in aggregate may be offered Green Bonds in Japan.

Singapore

This Terms Sheet has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, no Green Bonds may be offered or sold or be made the subject of an invitation for subscription or purchase, and none of this Terms Sheet or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Green Bonds may be circulated or distributed, whether directly or indirectly, to any person in Singapore other than:

- (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore (**SFA**) pursuant to Section 274 of the SFA); or
 - (b) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.
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Hong Kong

No Green Bonds have been offered or sold or will be or may be offered or sold in Hong Kong, by means of any document other than (a) to “**professional investors**” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the **SFO**) and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “**prospectus**” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the **C(WUMP)O**) or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Green Bonds may be issued or in the possession of any person or will be issued or be in the possession of any person in each case for the purpose of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Green Bonds which are or are intended to be disposed of only to persons outside Hong Kong or only to “**professional investors**” as defined in the SFO and any rules made under the SFO.

Australia

No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (**Corporations Act**)) in relation to the Green Bonds has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission (**ASIC**) or any other regulatory authority in Australia. No person may:

- a) make or invite (directly or indirectly) an offer of the Green Bonds for issue, sale or purchase in, to or from Australia (including an offer or invitation which is received by a person in Australia); and
- (b) distribute or publish, this Terms Sheet, any information memorandum, prospectus or any other offering material or advertisement relating to the Green Bonds in Australia,

unless:

- (i) the aggregate consideration payable by each offeree or invitee is at least A\$500,000 (or its equivalent in an alternative currency and, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act;
- (ii) the offer or invitation is not made to a person who is a "retail client" within the meaning of section 761G of the Corporations Act;
- (iii) such action complies with all applicable laws, regulations and directives (including, without limitation, the licensing requirements set out in Chapter 7 of the Corporations Act); and
- (iv) such action does not require any document to be lodged with ASIC or any other regulatory authority in Australia.

By applying for the Green Bonds under the Offer, each person to whom the Green Bonds are issued (an **Investor**):

- (a) will be deemed by Kiwi Property and each Joint Lead Manager to have acknowledged that if the Investor on-sells the Green Bonds within 12 months from their issue, the Investor will be required to lodge a prospectus or other disclosure document (as defined in the Corporations Act) with ASIC unless either:
 - (i) that sale is to an investor within one of the categories set out in sections 708(8) or 708(11) of the Corporations Act to whom it is lawful to offer the Green Bonds in Australia without a prospectus or other disclosure document lodged with ASIC; or
 - (ii) the sale offer is received outside Australia; and
- (b) will be deemed by Kiwi Property and each Joint Lead Manager to have undertaken not to sell those Green Bonds in any circumstances other than those described in paragraphs (a) (i) and (a)(ii) above for 12 months after the date of issue of the Green Bonds.

This Terms Sheet is not, and under no circumstances is to be construed as, an advertisement or public offering of any Green Bonds in Australia.

Part B - General selling restrictions

The Green Bonds may only be offered for sale or sold in compliance with all applicable laws and regulations in any country or jurisdiction in which they are offered, sold or delivered. This Terms Sheet and any offering material or any documents prepared in connection with the Green Bonds may only be published, delivered or distributed in or from any country or jurisdiction under circumstances which will result in compliance with all applicable laws and regulations in that country or jurisdiction.

By subscribing for Green Bonds, you agree to comply with the above selling restrictions and to indemnify Kiwi Property, the Supervisor, the Arranger, the Green Bond Co-ordinator, the Joint Lead Managers and their respective directors, officers, employees and agents for any loss, cost, liability or expense sustained or incurred as a result of you breaching the above selling restrictions.

Directory

Issuer

Kiwi Property Group Limited

Level 7, Vero Centre
48 Shortland Street
AUCKLAND 1010

Telephone: +64 9 359 4000

Email: info@kp.co.nz

Supervisor

Public Trust

SAP Tower
Level 16
151 Queen Street
AUCKLAND 1010

Telephone: 0800 371 471

Registrar

MUFG Pension & Market Services (NZ) Limited

Level 30, PwC Tower
15 Customs Street West
AUCKLAND 1010

Toll Free: 0800 377 388

Telephone: +64 9 375 5998

Email: enquiries@linkmarketservices.co.nz

Security Trustee

New Zealand Permanent Trustees Limited

SAP Tower
Level 16
151 Queen Street
AUCKLAND 1010

Telephone: 0800 371 471

Arranger and Green Bond Co-ordinator

ANZ Bank New Zealand Limited

Level 26, ANZ Centre
23 – 29 Albert Street
AUCKLAND 1010

Toll Free: 0800 269 476

Joint Lead Managers

ANZ Bank New Zealand Limited

Level 26, ANZ Centre
23 – 29 Albert Street
AUCKLAND 1010

Toll Free: 0800 269 476

Bank of New Zealand

Level 4, 80 Queen Street
AUCKLAND 1010

Toll Free: 0800 284 017

Craigs Investment Partners Limited

Level 36, Vero Centre
48 Shortland Street
AUCKLAND 1010

Toll Free: 0800 272 442

Forsyth Barr Limited

Level 23, Shortland & Fort
88 Shortland Street
AUCKLAND 1010

Toll Free: 0800 367 227