

MERCURY.

RETAIL GREEN BOND OFFER

WILLIAM MEEK
Chief Financial Officer

15 March 2021

GEOFF SMITS
Senior Treasury Dealer

Mercury 



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A number of non-GAAP financial measures are used in this presentation. You should not consider any of these in isolation from, or as a substitute for, the information provided in the audited consolidated financial statements, which are available at www.mercury.co.nz. These measures are discussed in further detail in the Appendix slide 25.

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IMPORTANT INFORMATION

The offer ("Offer") of fixed rate unsubordinated unsecured fixed rate green bonds ("Green Bonds") by Mercury described in this presentation is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conducts Act 2013 ("FMCA").

The Offer is an offer of debt securities that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as Mercury's \$200,000,000 unsecured, unsubordinated, fixed rate green bonds with an interest rate of 1.56% per annum and a maturity date of 14 September 2027, which are currently quoted on the NZX Debt Market under the ticker code MCY030 ("MCY030 Bonds").

Accordingly, the Green Bonds are the same class as the MCY030 Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

Mercury 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/MCY.

The MCY030 Bonds are the only debt securities of Mercury 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 MCY030 Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.

A terms sheet dated 15 March 2021 ("Terms Sheet") has been prepared in respect of the Offer. Investors should not purchase the Green Bonds until they have read the Terms Sheet. Investors should consider the risks that are associated with an investment in the Green Bonds, particularly with regard to their personal circumstances (including financial and tax issues).

An 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 the Terms Sheet have been duly complied with. However, NZX accepts no responsibility for any statement in this presentation. NZX is a licensed market operator, and the NZX Debt Market is a licensed market under the FMCA.

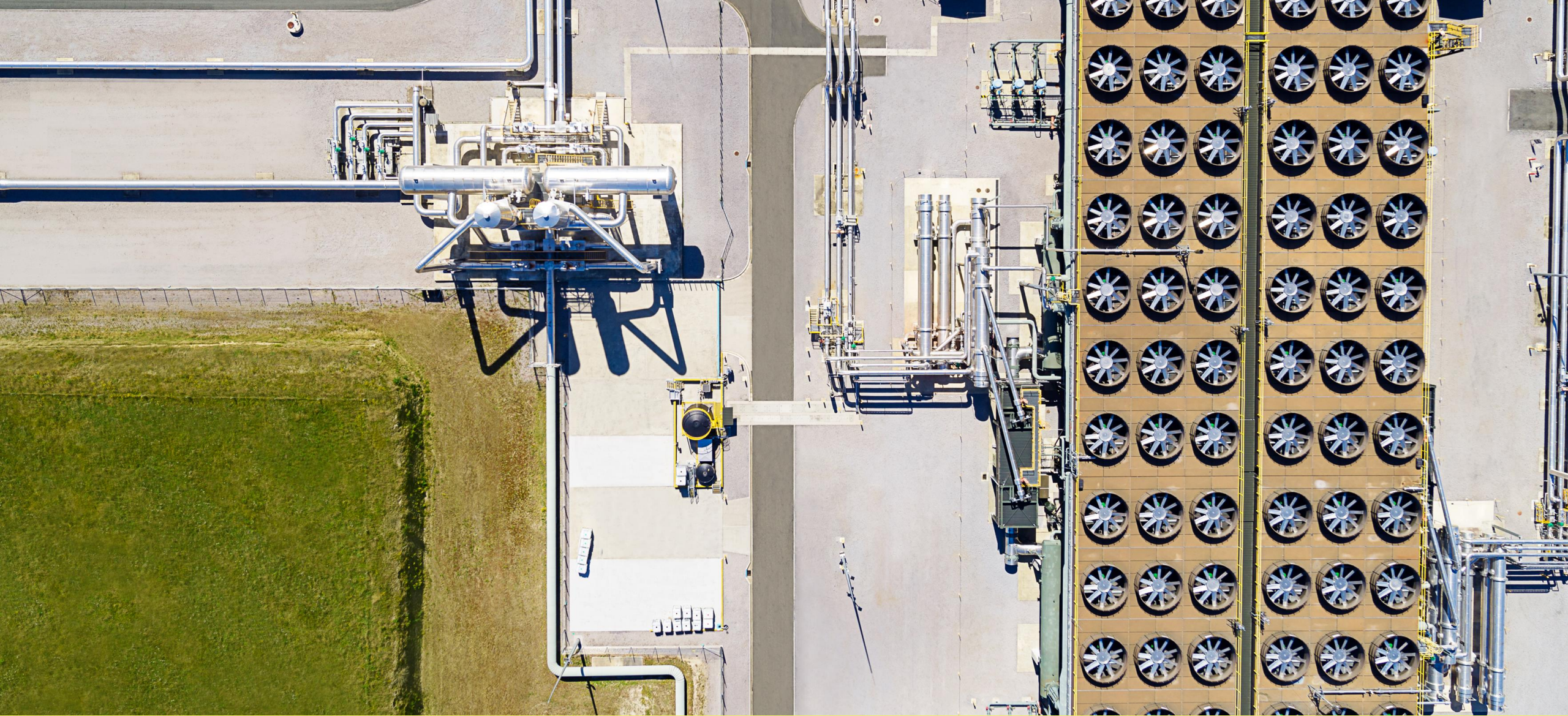


OFFER HIGHLIGHTS

Issuer	Mercury NZ Limited ("Mercury")
Instrument	Unsecured, unsubordinated fixed rate green bonds ("Green Bonds")
Credit Rating	Issue Credit Rating: BBB+ (Mercury has an Issuer Credit Rating of BBB+)
Issue Amount	Up to NZ\$200m plus oversubscriptions of up to NZ\$50m (at Mercury's discretion)
Term	5.5 years (maturing 29 September 2026)
Interest Rate	The Green Bonds will pay a fixed rate of interest from the Issue Date until the Maturity Date
Use of proceeds	The proceeds of the Offer are intended to be earmarked to finance or refinance new or existing projects and expenditures relating to Eligible Projects ¹ . As at the date of this presentation, Mercury expects to apply the net proceeds of the Offer to refinance existing debt, and to track an amount equal to the net proceeds within its systems, earmarked to Eligible Projects
Arranger and Green Bond Co-Ordinator	Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch) ("Westpac")
Joint Lead Managers	ANZ Bank New Zealand Limited, Craigs Investment Partners Limited, Forsyth Barr Limited and Westpac

4 ¹ Eligible Projects, identified in accordance with Mercury's Green Financing Framework, includes new or existing projects and expenditures relating to renewable energy, energy efficiency and electrification, and clean transportation





COUNTRY, INDUSTRY & MERCURY



Stable regulatory framework

- > Underpinned by strong industry performance on Reliability, Renewability and Pricing (the electricity 'trifecta')
- > New Zealand has >80% renewable generation
- > Electricity recognised as a key enabler for New Zealand's low-carbon economy



Focus on our customers

- > Focus on rewarding our existing customers in a competitive retail market
- > Making it easy with increased digitalisation and self-service



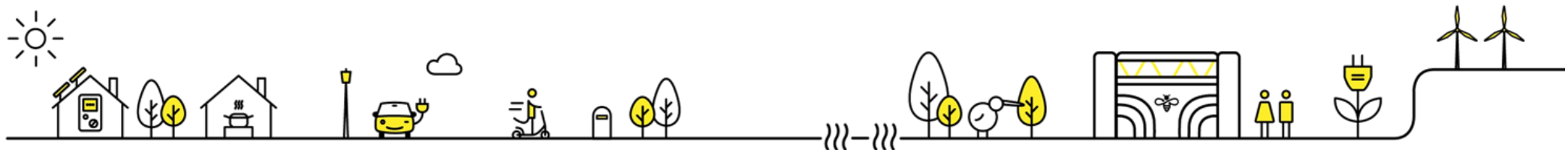
100% renewable generation

- > Low cost hydro and geothermal generation delivering strong and stable cash flows
- > Turitea, New Zealand's largest wind farm, under construction



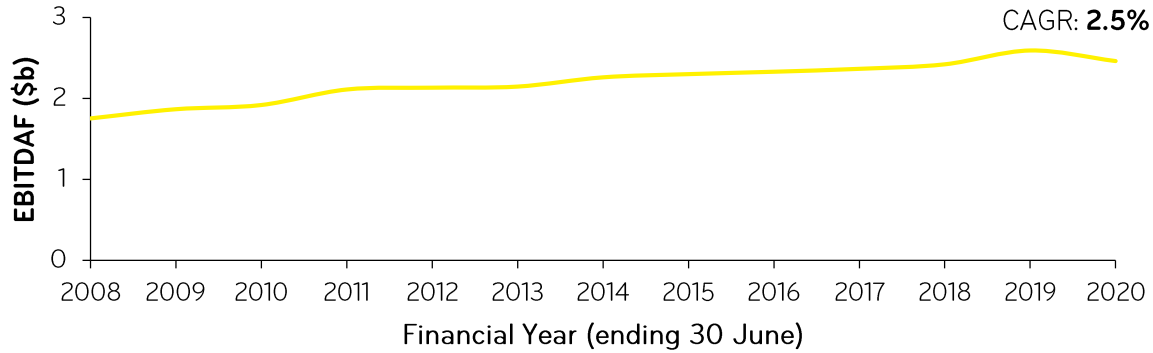
Integrated generator & retailer

- > Complementary generation sources contribute both flexibility and reliability with sales to customers providing a natural hedge against wholesale price volatility

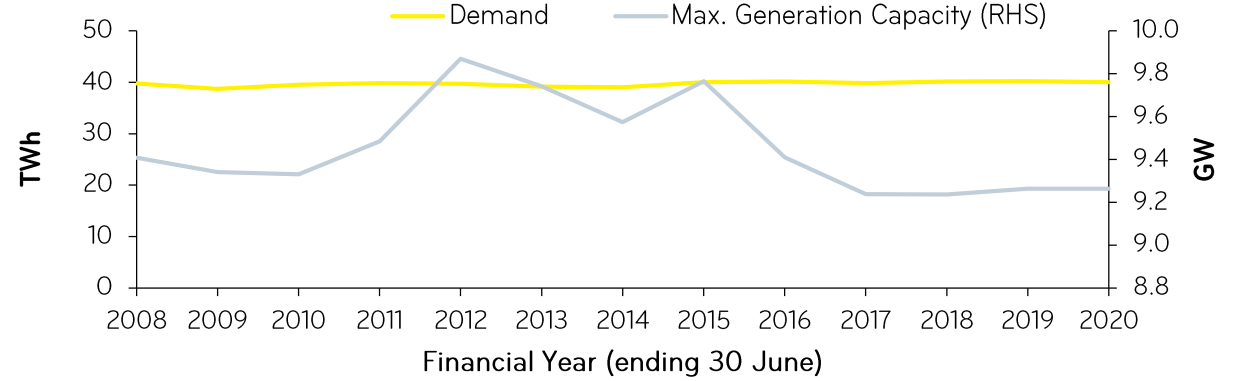


LONG-TERM INDUSTRY TRENDS

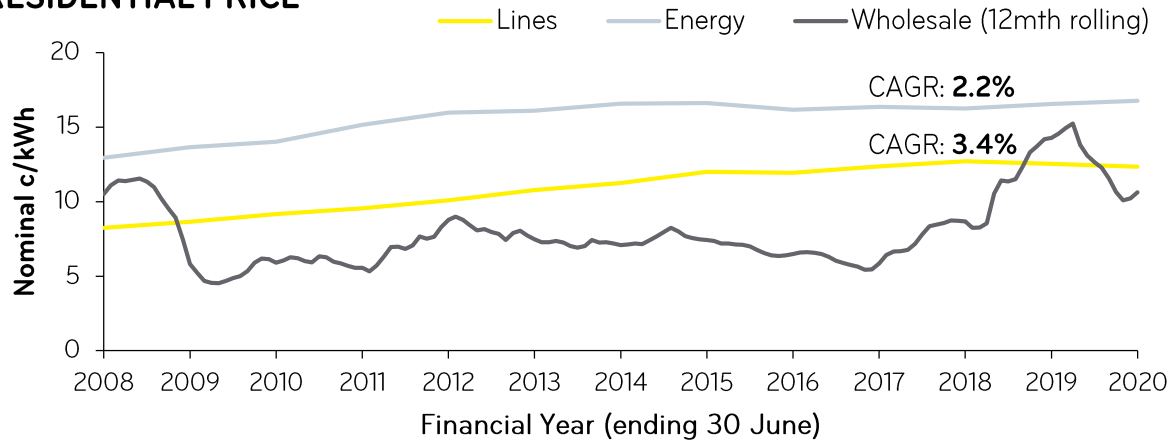
SECTOR EARNINGS



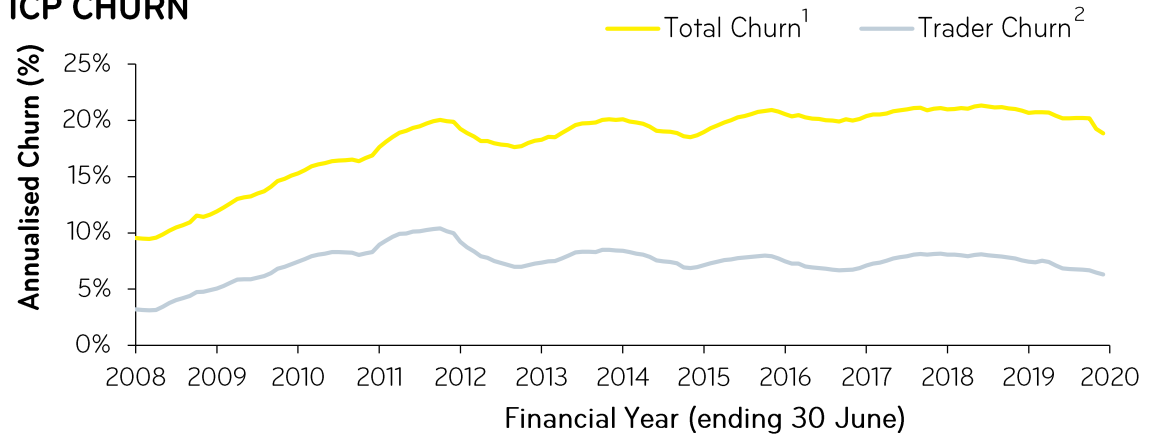
DEMAND AND GENERATION CAPACITY



RESIDENTIAL PRICE



ICP CHURN



Source: Company reports, TPIX, MBIE, Pricing Manager (NZX), Electricity Authority

¹ Includes trader churn and premise churn – switches caused by customers moving house

² Switches where a customer changes retailer without changing house



MERCURY AT A GLANCE

- > Vertically integrated 100% renewable North Island generator and national retailer of electricity
- > New Zealand's second largest generator¹
- > Generation market share of 15%²
- > 51% owned by the New Zealand Government

KEY INFORMATION

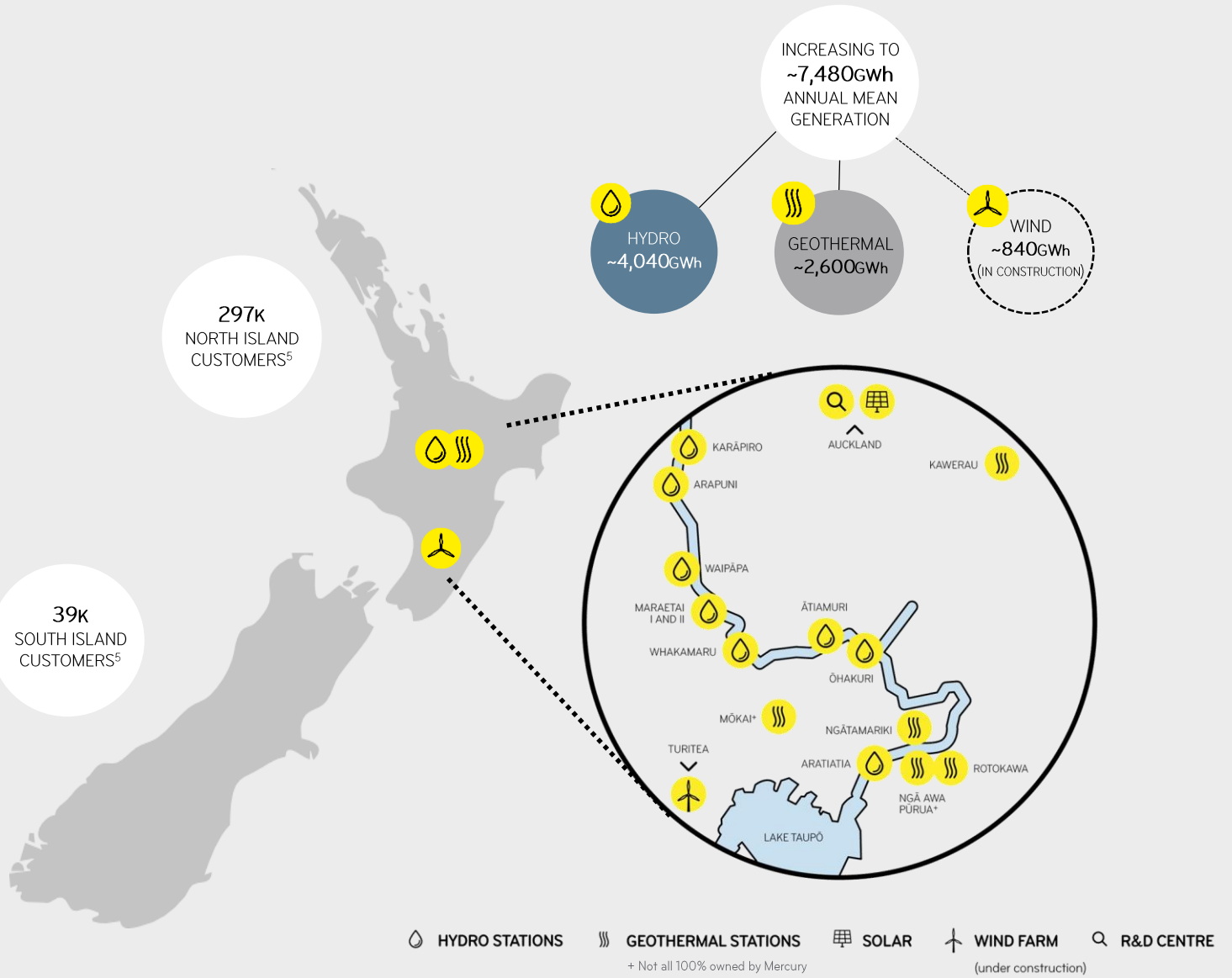
Ticker Codes: **MCY.NZ / MCY.AX**

Market Capitalisation: **NZ\$8.3 billion³**

Enterprise Value: **NZ\$9.4 billion⁴**

Credit Rating: **BBB+/Stable (S&P Global)**

EBITDAF (FY2020): **NZ\$494 million**



¹ By market capitalisation

² Based on equity-weighted generation volumes in the 12 months to 31 December 2020

³ As at 10 March 2021

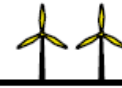
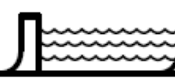
⁴ Based on sum of market capitalisation and net debt

⁵ As at 31 December 2020



OUR DIRECTION

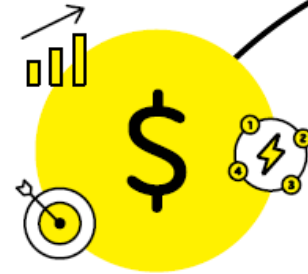
OUR PURPOSE



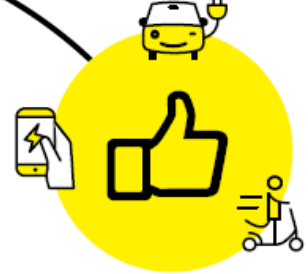
OUR MISSION

**ENERGY
FREEDOM**

**TO INSPIRE
NEW
ZEALANDERS
TO ENJOY
ENERGY IN
MORE
WONDERFUL
WAYS**



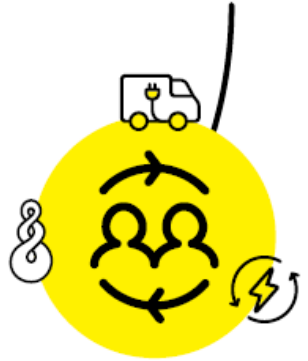
COMMERCIAL
ACHIEVING OUR COMMERCIAL GOALS
THROUGH SUSTAINABLE GROWTH.



CUSTOMER
INSPIRING, REWARDING AND MAKING
IT EASIER FOR OUR CUSTOMERS.



PEOPLE
ENABLING OUR PEOPLE TO
PERFORM TOGETHER IN A
CHANGING ENVIRONMENT AND
KEEP EACH OTHER SAFE.



PARTNERSHIPS
PROVIDING GREATER OPPORTUNITIES
FOR NEW ZEALAND, OUR INDUSTRY, OUR
PARTNERS AND OUR BUSINESS THROUGH
LONG-TERM COLLABORATION.

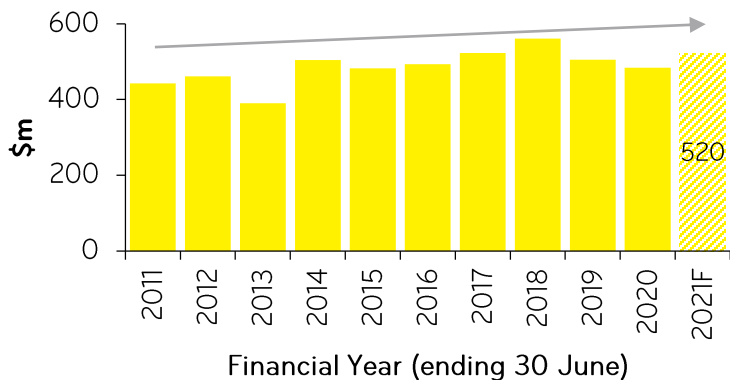


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LONG-TERM SUSTAINABILITY OF
NATURAL RESOURCES AND ASSETS.

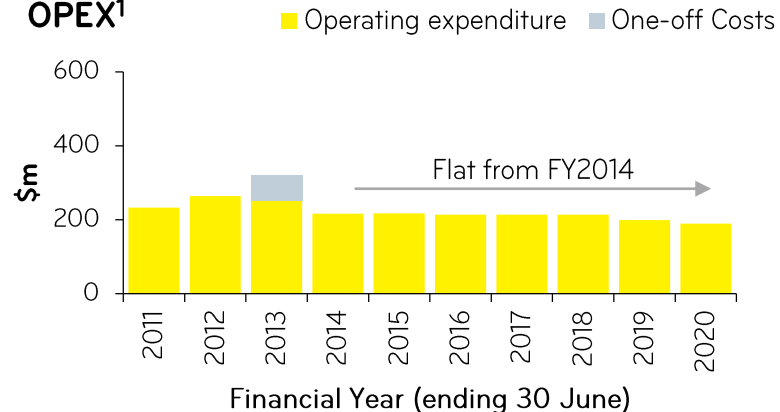


MERCURY'S LONG TERM TRACK RECORD

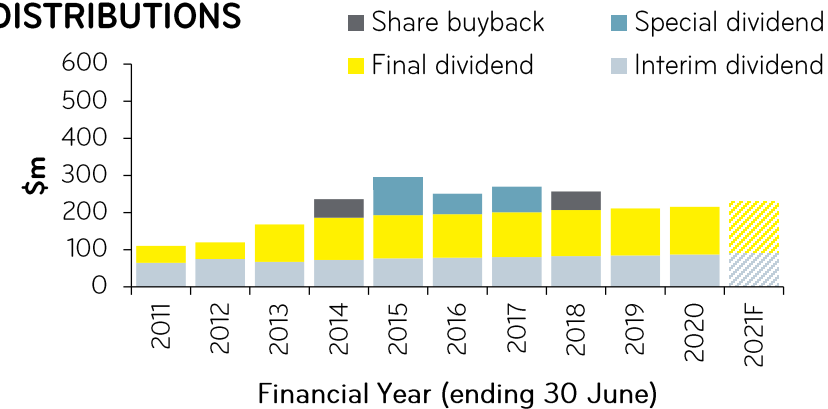
EBITDAF



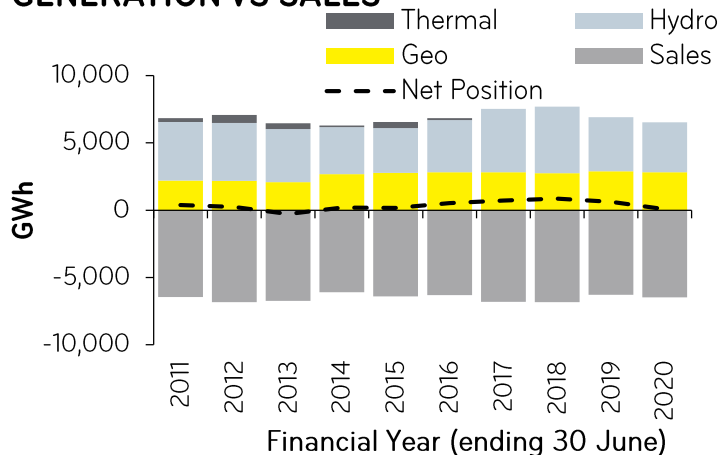
OPEX¹



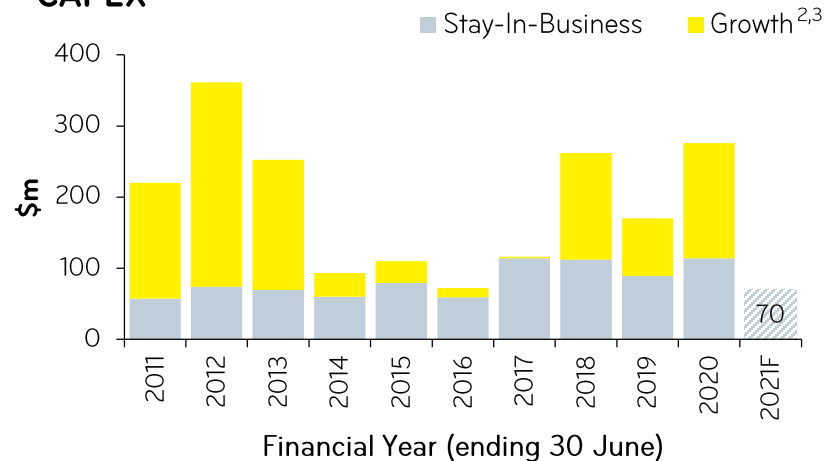
DISTRIBUTIONS



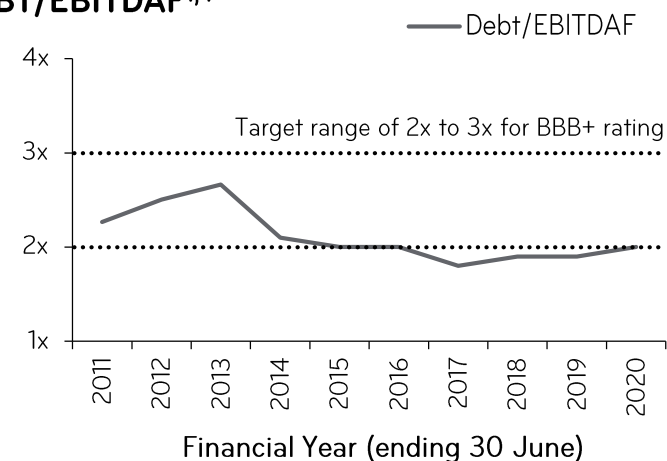
GENERATION VS SALES¹



CAPEX



DEBT/EBITDAF^{1,4}



¹ FY2021 forecast figures not available as Mercury does not give guidance for Opex, Generation and Sales and Debt/EBITDAF

² FY2019 growth capex includes Tilt Renewables capital contribution

³ FY2021 growth capex forecast not available as Mercury does not give guidance for growth capex

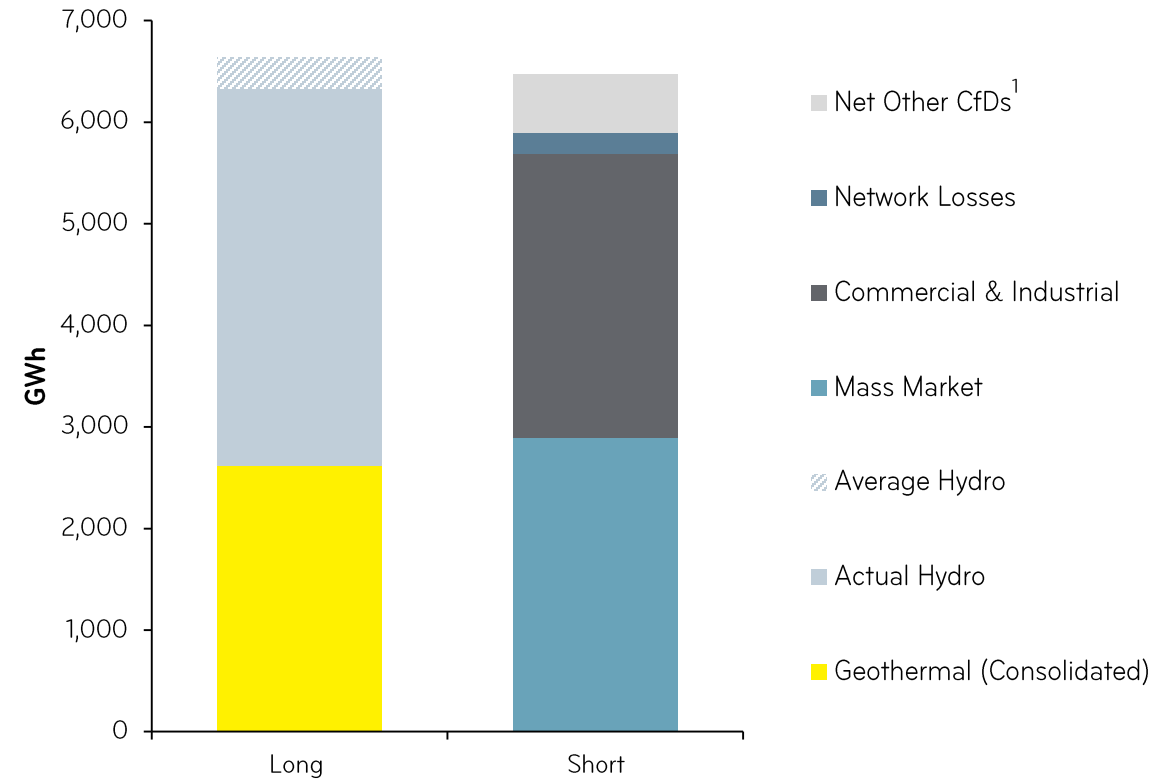
⁴ Adjusted for S&P Global treatment of Capital Bonds



PORTFOLIO APPROACH TO RISK MANAGEMENT

- > Mercury operates an integrated electricity portfolio with electricity sales to customers providing a natural price hedge to generation
- > Average net long position with movement year-on-year due to hydrology, plant availability and values of sales
- > Two complementary low-cost fuel sources
 - > Flexible hydro generation from the largest group of peaking stations in the North Island
 - > Geothermal provides baseload generation not dependent on weather
- > Diversified sales portfolio including sales to Mass Market, Commercial & Industrial customers and derivatives

FY2020 NET POSITION BREAKDOWN



¹ Contract-For-Difference

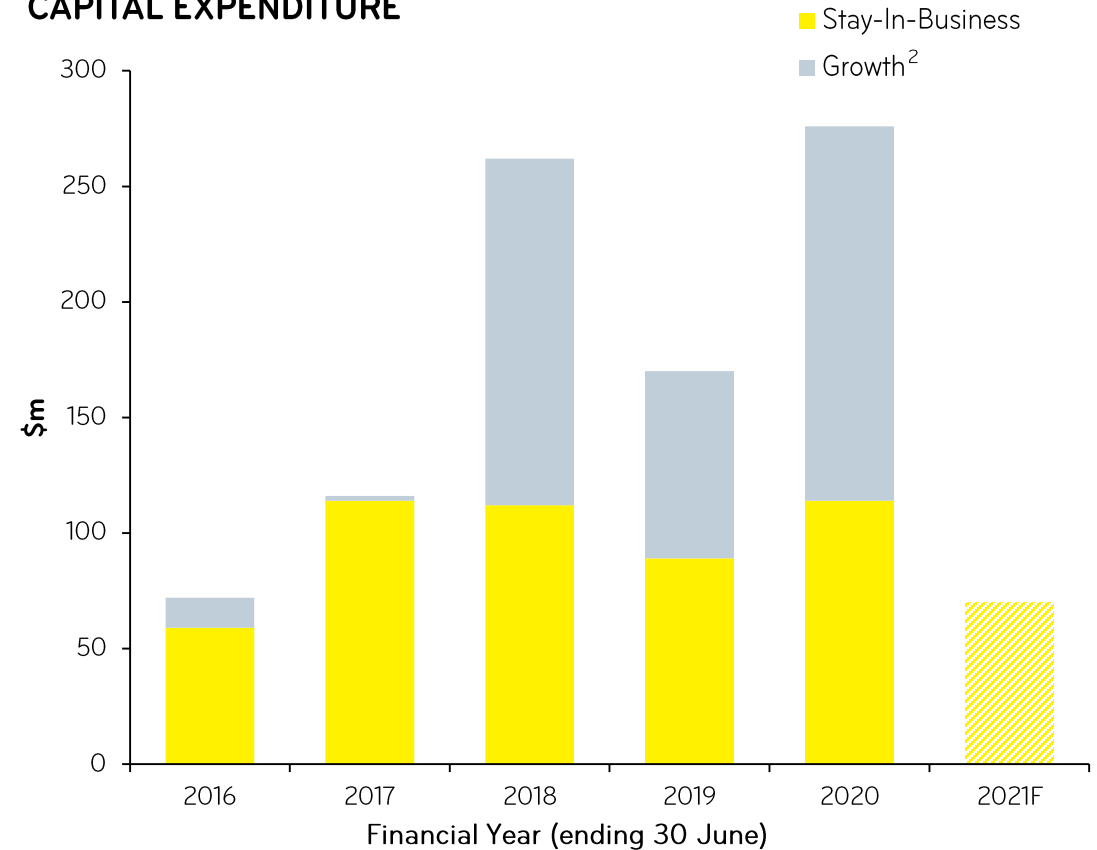




CAPITAL EXPENDITURE

- > Stay-in-business capital expenditure higher in recent years due to:
 - > Ongoing hydro refurbishment programme delivering significant life extension, capacity and efficiency gains
 - > SAP technology platform upgrades enabling increased functionality and flexibility to meet customer needs
 - > Geothermal make-up well drilling at Kawerau and Rotokawa
- > Growth capex includes:
 - > Acquiring a 19.99% stake in Tilt Renewables (\$144m in FY2018)
 - > Additional capital contributions to Tilt Renewables for 336MW Dundonnell wind farm in Victoria (\$55m in FY2019; total investment of \$199m)
 - > Financial commitment to Turitea wind farm, the first large-scale generation development in New Zealand since 2014 (\$464m¹)

CAPITAL EXPENDITURE



¹ Excludes capitalised interest

² FY2018 figure includes Tilt Renewables 19.99% shareholding acquisition, FY2019 figure includes Tilt Renewables capital contribution, FY2021 growth capex forecast not available as Mercury does not give guidance for growth capex



STABLE CAPITAL STRUCTURE

- > Mercury's dividend policy is to make distributions with a pay-out ratio of 70-85% of Free Cash Flow on average through time subject to:
 - > Consideration of the Company's working capital requirements and medium-term asset investment programme;
 - > Maintaining a sustainable financial structure for the Company, recognising the Company's targeted long-term credit rating of BBB+ assigned by S&P Global¹; and
 - > The risks from predicted short and medium-term economic, market and hydrological conditions, and estimated financial performance
- > S&P Global re-affirmed Mercury's credit rating of BBB+/stable in November 2020
 - > One-notch upgrade from stand-alone credit profile of 'bbb', reflecting legislated majority Crown ownership
- > Debt / EBITDAF² 2.1x at 31 December 2020

	31 Dec 2020	30 June 2020	30 June 2019	30 June 2018	30 June 2017	30 June 2016
Net debt (\$m)	1,241	1,149	1,096	1,264 ⁵	1,038	1,068
Gearing ratio (%)	25.2	23.5	23.7	27.7 ⁵	23.9	24.4
Debt/EBITDAF (x) ²	2.1 ³	2.0	1.9	1.9	1.8	2.0
Issuer Credit Rating	BBB+/stable	BBB+/stable	BBB+/stable	BBB+/stable	BBB+/stable	BBB+/stable
Ordinary dividend	17.0cps ⁴	15.8cps	15.5cps	15.1cps	14.6cps	14.3cps

¹ Or equivalent from another recognised credit rating agency

² Adjusted for S&P Global treatment of Capital Bonds

³ Based on EBITDAF for 12 months ended 31 Dec 2020

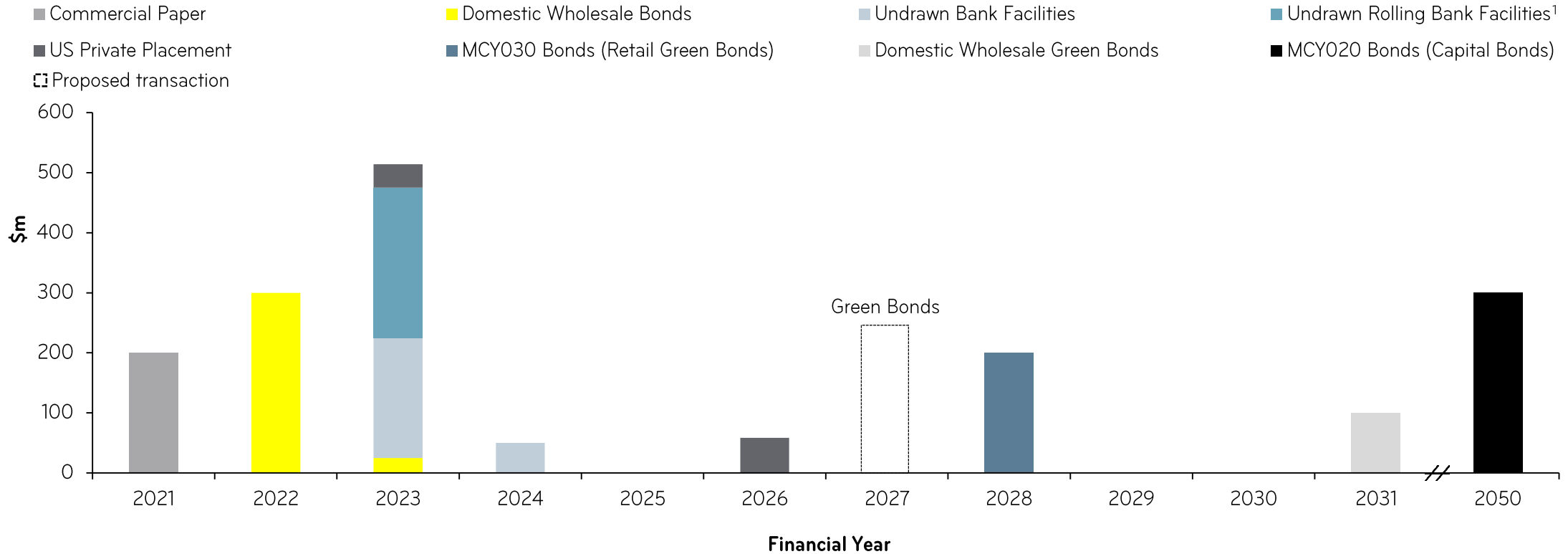
⁴ Based on FY2021 ordinary dividend guidance

⁵ Restated to reflect changes in IFRS



DIVERSIFIED FUNDING PROFILE

DEBT MATURITIES AS AT 10 MARCH 2021



> Diversified funding sources: commercial paper, bank facilities, domestic wholesale bonds, domestic senior retail bonds, USPP and capital bonds

> Proceeds from the Offer will be applied to repay \$300m of floating rate notes maturing in September 2021



BOND CREDIT FEATURES

- > Mercury, under the Master Trust Deed, agrees to ensure that Net Worth at any time will not be less than \$500m
- > S&P Global has assigned a BBB+ issue rating to the Green Bonds
- > Mercury has Guaranteed Liabilities that are unsecured and would rank equally with the Green Bonds in a liquidation of Mercury as issuer. However, (unlike Bondholders) creditors of Guaranteed Liabilities have the benefit of guarantees from certain subsidiaries of Mercury so may also claim directly against those subsidiaries
 - > Mercury holds some assets in operating subsidiaries, including Mercury's geothermal assets and the Turitea wind farm. Note that all of Mercury's third-party debt is held at the Mercury parent level
 - > As at 31 December 2020, Mercury's Guaranteed Liabilities were \$443m. This compares to total consolidated assets of Mercury and its subsidiaries of \$6,787m, and total assets of Mercury's guaranteeing subsidiaries of \$1,975m





GREEN FINANCING FRAMEWORK



Use of proceeds

- > The proceeds of the Offer are intended to be earmarked to finance or refinance new or existing projects and expenditures relating to renewable energy and other Eligible Projects. Mercury expects to track an amount equal to the net proceeds within its systems, earmarked to Eligible Projects
- > The Framework outlines the issuer's process relating to use of proceeds, project evaluation and selection, management of proceeds, reporting and assurance. Eligible Projects fall within the eligible categories as outlined in the Framework, are aligned with the ICMA Green Bond Principles and have attained Climate Bonds Initiative Certification

Mercury's Green Financing Framework is available at www.mercury.co.nz/green-bonds



GREEN FINANCING FRAMEWORK



External review	Mercury's Green Financing Framework has been independently reviewed by DNV GL Business Assurance Australia against the Climate Bonds Standard Version 3.0 and the ICMA Green Bond Principles. DNV GL's limited assurance conclusions are publicly available at www.mercury.co.nz/green-bonds
CBI certification	Mercury has obtained programmatic certification of its green bonds from CBI. Programmatic certification requires Mercury to obtain independent annual verification of all issuances under Mercury's green bond programme for the duration of the programme. Mercury has also obtained specific CBI pre-issuance certification of the Green Bonds to be issued under the Offer
Monitoring and compliance	<p>The Green Financing Framework provides for Mercury to publish annual use of proceeds reports and report on any changes to the Green Financing Framework</p> <p>The Green Financing Framework provides for Mercury to report on the environmental impacts (where possible and relevant) resulting from Eligible Projects as part of its annual reporting</p> <p>Note that lack of compliance with the Green Financing Framework or the CBI standards is not an event of default in relation to the Green Bonds</p>



ELIGIBLE ASSET VALUES

Geothermal	Rating ¹	Book Value ²
Rotokawa Generation (plant)	35MW	\$103m
Rotokawa JV ³ (steamfield)		\$108m ⁴
Ngā Awa Pūrua JV ³ (plant)	138MW	\$337m ⁴
Mōkai ³	112MW	\$68m ⁴
Ngātamariki	82MW	\$498m
Wind		
Turitea (under construction)	222MW	\$464m ⁵
Tilt Renewables (19.92% shareholding)		\$480m ⁶
	TOTAL	\$2,058m



Rotokawa



Mokai



Nga Awa Purua



Ngātamariki



Turitea
(under construction)



¹ Net Available Capacity for geothermal, Maximum Continuous Rating for wind

² As at 31 December 2020

³ Not 100% owned by Mercury

⁴ Equity ownership-weighted value

⁵ Expected spend at completion, excludes capitalised interest

⁶ Based on TLT market capitalisation as at 10 March 2021



KEY TERMS OF THE GREEN BOND

Issuer	Mercury NZ Limited ("Mercury")
Instrument	Unsecured, unsubordinated fixed rate green bonds ("Green Bonds")
Credit rating	Issue Credit Rating: BBB+ (Mercury has an Issuer Credit Rating of BBB+)
Issue amount	Up to NZ\$200m plus oversubscriptions of up to NZ\$50m (at Mercury's discretion)
Term	5.5 years (maturing 29 September 2026)
Interest Rate	The Green Bonds will pay a fixed rate of interest from the Issue Date until the Maturity Date. The Interest Rate will be announced via the NZX following the bookbuild
Indicative Issue Margin	0.85% - 1.00% per annum
Interest payments	Semi-annual in arrear
No guarantee	Mercury is the issuer and the sole obligor in respect of the Green Bonds. None of the Crown, any subsidiary of Mercury or any other person guarantees the Green Bonds Mercury has some guaranteed liabilities to USPP noteholders, banks and certain financial institutions (Guaranteed Liabilities). The Guaranteed Liabilities are unsecured but (unlike Bondholders) those creditors have the benefit of guarantees from certain subsidiaries of Mercury so may also claim directly against those subsidiaries.
Financial covenant	Mercury agrees to ensure that Net Worth (being total assets less total liabilities of Mercury and its subsidiaries, on a consolidated basis, calculated in accordance with the Master Trust Deed) at any time will not be less than \$500m
Minimum application amount	NZ\$5,000 and in multiples of NZ\$1,000 thereafter
Quotation	Mercury intends to quote the Green Bonds on the NZX Debt Market. NZX ticker code MCY040 has been reserved for the Green Bonds

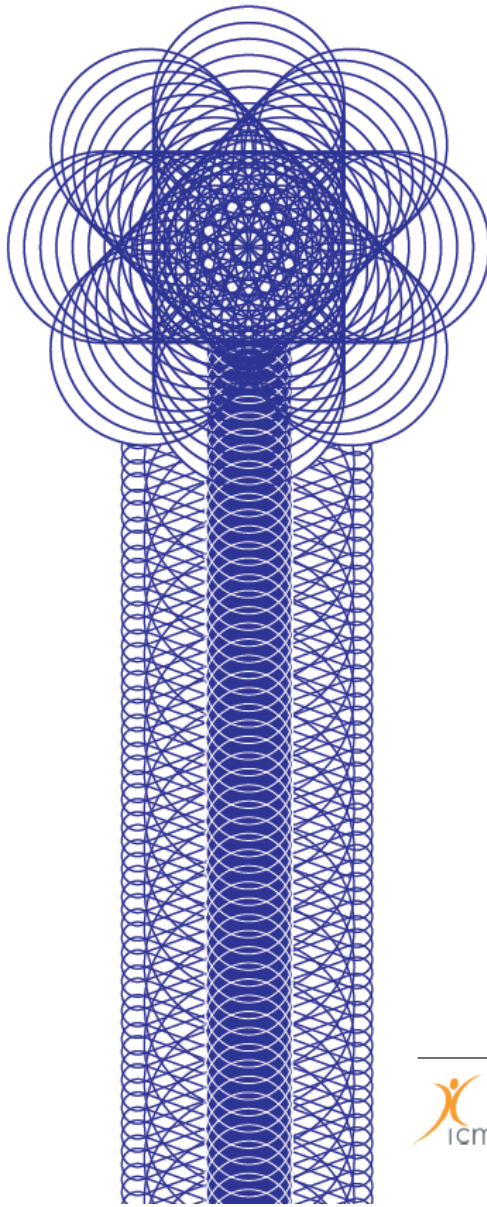


KEY DATES

Opening Date	Monday 15 March 2021
Closing Date	Friday 19 March 2021 at 12.00pm
Rate Set Date	Friday 19 March 2021
Issue Date and allotment date	Monday 29 March 2021
Expected quotation on NZX Debt Market	Tuesday 30 March 2021
Maturity Date	29 September 2026







Certification

This is to certify that the

Mercury NZ Limited 2021 Green Bond

Issued by

Mercury NZ Limited

Has met the criteria for certification by the Climate Bonds Standard Board on behalf of the Climate Bonds Initiative

SEAN KIDNEY
CEO, Climate Bonds Initiative

22 February 2021



CALSTRS

IIGCC



Investor Network on CLIMATE RISK



Investor Group on Climate Change
Aotearoa New Zealand



Climate Bonds



NON-GAAP MEASURES

- > EBITDAF (or Operating Earnings) is earnings before net interest expense, tax expense, depreciation, amortisation, change in the fair value of financial instruments, gain on sale and impairments
- > Operating Expenditure represents employee compensation and benefits, maintenance expenses and other expenses
- > Stay-In-Business (SIB) Capital Expenditure (CAPEX) is the capital expenditure incurred by the company to maintain its assets in good working order
- > Growth Capital Expenditure is the capital expenditure incurred by the company to create new assets and revenue
- > Free Cash Flow is net cash provided by operating activities less stay-in-business capital expenditure
- > Gearing Ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (both current and non-current) less cash and cash equivalents. Total capital is calculated as shareholders' equity plus net debt





FOR FURTHER INFORMATION > **TIM THOMPSON** | HEAD OF TREASURY & INVESTOR RELATIONS T. +64 275 173 470 E. INVESTOR@MERCURY.CO.NZ



INDICATIVE TERMS SHEET.

FIXED RATE GREEN BONDS 2021.



Arranger, Green Bond
Co-ordinator for this offer
& Joint Lead Manager



Joint Lead
Managers





INDICATIVE TERMS SHEET.

Dated 15 March 2021

This indicative terms sheet (Terms Sheet) sets out the key terms of the offer by Mercury NZ Limited (Mercury) of up to \$200,000,000 (with the ability to accept oversubscriptions of up to an additional \$50,000,000 at Mercury's discretion) unsecured, unsubordinated, fixed rate green bonds maturing on 29 September 2026 (Green Bonds) under its master trust deed dated 4 April 2003 (as amended from time to time) (Master Trust Deed) as modified and supplemented by the supplemental trust deed dated 15 March 2021 (together, Trust Deed) entered into between Mercury and The New Zealand Guardian Trust Company Limited as supervisor (Supervisor). Unless the context otherwise requires, capitalised terms used in this Terms Sheet have the same meaning as given to them in the Trust Deed.

IMPORTANT NOTICE

The offer of Green Bonds by Mercury 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 debt securities that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as Mercury's \$200,000,000 unsecured, unsubordinated, fixed rate green bonds with an interest rate

of 1.56% per annum and a maturity date of 14 September 2027, which are currently quoted on the NZX Debt Market under the ticker code MCY030 (MCY030 Bonds).

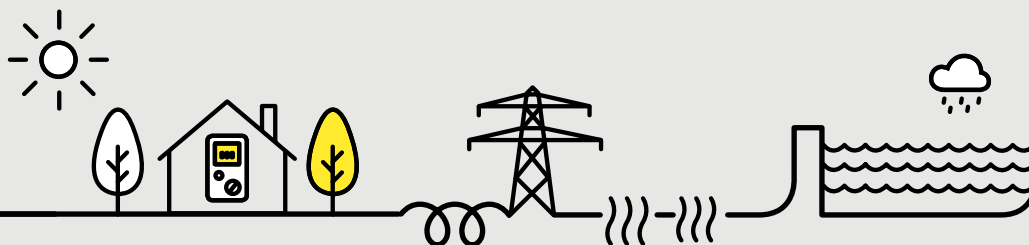
Accordingly, the Green Bonds are the same class as the MCY030 Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

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The MCY030 Bonds are the only debt securities of Mercury 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 MCY030 Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.



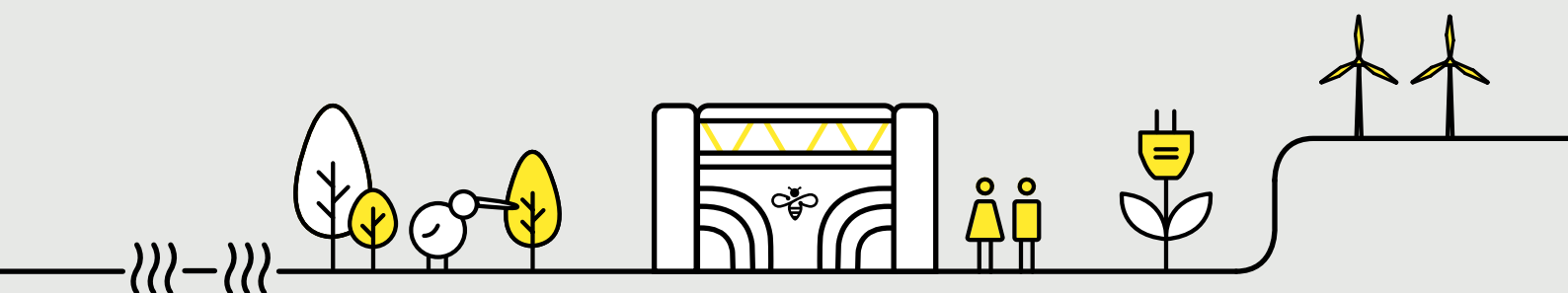


Issuer	Mercury NZ Limited (Mercury)	
Description of Green Bonds	Unsecured, unsubordinated fixed rate green bonds (Green Bonds).	
Term	5.5 years, maturing Tuesday 29 September 2026.	
Offer Amount	Up to \$200,000,000 (with the ability to accept oversubscriptions of up to an additional \$50,000,000 at Mercury's discretion).	
Credit Ratings		Issuer Credit Rating
	S&P Global Ratings	BBB+ (stable)
		Credit Rating for Green Bonds
	<p>Mercury's current Issuer Credit Rating includes a one-notch uplift from the company's stand-alone credit profile of 'bbb', reflecting the legislated majority ownership by the Crown. The Crown does not guarantee the Green Bonds and is under no obligation to provide financial support to Mercury.</p> <p>A credit rating is an independent opinion of the capability and willingness of an entity to repay its debts (in other words, its creditworthiness). It is not a guarantee that the financial product being offered is a safe investment. A credit rating should be considered alongside all other relevant information when making an investment decision.</p> <p>A credit rating is not a recommendation by any rating organisation to buy, sell or hold Green Bonds. The above credit ratings are current as at the date of this Terms Sheet and may be subject to suspension, revision or withdrawal at any time by S&P Global Ratings.</p>	
Purpose	<p>The proceeds of this offer are intended to be earmarked to finance or refinance new or existing projects and expenditures relating to renewable energy and other eligible projects (Eligible Projects), in accordance with Mercury's Green Financing Framework dated August 2020 (as amended from time to time) (the Green Financing Framework). In particular, as at the date of this Terms Sheet Mercury expects to apply the net proceeds of the offer to refinance existing debt, and to track an amount equal to the net proceeds within its systems, earmarked to Eligible Projects. The Green Financing Framework provides for net proceeds of green financing (including the Green Bonds) to be no greater than Mercury's debt obligation to the pool of Eligible Projects, and the total value of Eligible Projects to be at least equal to the original principal amount of total green financing.</p> <p>A copy of the Green Financing Framework is available on Mercury's website at mercury.co.nz/green-bonds.</p> <p>The Bond Supervisor has no obligations in relation to the application of the proceeds of the Green Bonds.</p>	
The Green Bond Principles and Climate Bonds Standard	<p>Mercury has developed and adopted the Green Financing Framework to ensure that, as at the date of this Terms Sheet, its processes for identifying Eligible Projects and managing the use of the proceeds of the Green Bonds are consistent with the Green Bond Principles dated June 2018 (as amended from time to time) (the Green Bond Principles) as published by the International Capital Market Association and the Climate Bonds Standard, currently version 3.0 (as amended from time to time) (the Climate Bonds Standard), implemented by the Climate Bonds Initiative (CBI).</p> <p>Mercury has obtained programmatic certification of its green bonds from CBI. Programmatic certification requires Mercury to obtain independent annual verification of all issuances under Mercury's green bond programme for the duration of the programme.</p> <p>Copies of the CBI programmatic certification and limited assurance conclusions from an independent verifier, DNV GL Business Assurance Australia Pty Ltd (DNV GL) are available on Mercury's website at mercury.co.nz/green-bonds.</p>	

No Event of Default in relation to Green Financing Framework, Green Bond Principles or Climate Bonds Standard	<p>If:</p> <ul style="list-style-type: none"> Mercury fails to earmark the proceeds of the Green Bonds as described in this Terms Sheet or the Green Financing Framework; Mercury fails to comply with the Green Financing Framework; Mercury undertakes non-Eligible Projects outside of the Green Financing Framework; the Green Bonds cease to satisfy the Green Bond Principles or the Climate Bonds Standard; Mercury fails to maintain CBI certification of the Green Bonds; or Mercury fails to notify holders of Green Bonds (Bondholders) that the Green Bonds cease to comply with the Green Financing Framework, the Green Bond Principles or the Climate Bonds Standard, <p>then:</p> <ul style="list-style-type: none"> no Event of Default will occur in relation to the Green Bonds; and neither you nor Mercury have any right for the Green Bonds to be repaid early. Mercury's obligations under the Trust Deed are not affected by the labelling of the bonds as Green Bonds, and any breach of the Trust Deed (including in relation to non-compliance with any laws, directives and consents, whether environmental or otherwise) is to be determined without regard to any such Green Bond label, the Green Financing Framework, the Green Bond Principles or the Climate Bonds Standard. Should any of the above scenarios occur (or market practices, standards, principles or regulations further develop in a way that the Green Bonds are not consistent with): the bonds may cease to be labelled as Green Bonds but will remain unsecured, unsubordinated fixed rate bonds. If the bonds cease to be labelled as Green Bonds, then Mercury will make a public statement as such, and from that point in time, the Green Financing Framework will no longer govern the management of the bonds. This means there is no legal obligation on Mercury to comply with the Green Financing Framework, the Green Bond Principles or the Climate Bonds Standard on an ongoing basis; and Bondholders that invested in Green Bonds on the basis of the green label or compliance with green principles or standards may consider that the bonds no longer align with their intentions or requirements. Bondholders looking to sell their bonds at that time may have increased difficulty finding interested buyers or obtaining an acceptable price.
Issue Price	\$1.00 per Green Bond, being the Principal Amount of each Green Bond.
Interest Rate	<p>The Green Bonds will pay a fixed rate of interest from the Issue Date until the Maturity Date.</p> <p>The Interest Rate will be determined by Mercury in conjunction with the Joint Lead Managers on the Rate Set Date (Friday 19 March 2021) and will be the sum of the Swap Rate on the Rate Set Date and the Issue Margin.</p> <p>The Interest Rate will be announced via NZX on the Rate Set Date.</p>
Issue Margin	The Issue Margin (which may be above or below the indicative Issue Margin range) will be determined by Mercury in conjunction with the Joint Lead Managers following a bookbuild on the Rate Set Date.
Indicative Issue Margin	0.85% to 1.00% per annum.
Swap Rate	The 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 conjunction with Mercury, 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 rounded up).
Interest Payments	Semi-annual in arrear in equal amounts on 29 September and 29 March in each year (or if that day is not a Business Day, the next Business Day) until and including the Maturity Date, with the First Interest Payment Date being 29 September 2021.



Record Date	5.00pm on the date that is 10 calendar days before the relevant scheduled Interest Payment Date (prior to any adjustment to the Interest Payment Date to fall on a Business Day). If the record date falls on a day which is not a Business Day, the record date will be the immediately preceding Business Day.
Financial Covenant	Mercury agrees to ensure that Net Worth (being total assets less total liabilities of Mercury and its subsidiaries, on a consolidated basis, calculated in accordance with the Master Trust Deed) at any time will not be less than \$500 million.
No Guarantee	<p>Mercury is the issuer and the sole obligor in respect of the Green Bonds. None of the Crown, any subsidiary of Mercury or any other person guarantees the Green Bonds.</p> <p>Mercury has some guaranteed liabilities to USPP noteholders, banks and certain financial institutions (Guaranteed Liabilities). The Guaranteed Liabilities are unsecured but (unlike Bondholders) those creditors have the benefit of guarantees from certain subsidiaries of Mercury so may also claim directly against those subsidiaries.</p>
Ranking	<p>On a liquidation of Mercury, the Green Bonds will rank as unsecured and unsubordinated obligations of Mercury and will rank:</p> <ul style="list-style-type: none"> • below any secured liabilities and liabilities which are preferred by law; • equally with Guaranteed Liabilities, however (unlike Bondholders, as described above) the creditors of Guaranteed Liabilities have the benefit of guarantees from certain subsidiaries of Mercury so may also claim directly against those subsidiaries; • equally with (and will be repaid at the same time and pro rata with) all other unsecured and unsubordinated liabilities of Mercury, such as those owing to other Bondholders; and • ahead of Mercury's subordinated liabilities (including capital bonds) and shareholders.
Security	The Green Bonds are not secured.
How to Apply	<p>There is no public pool for the Green Bonds. All Green Bonds (including any oversubscriptions) will be reserved for subscription by clients of the Joint Lead Managers, NZX Firms and other approved financial intermediaries invited to participate in the bookbuild.</p> <p>Accordingly, retail investors should contact a Joint Lead Manager, financial adviser or any primary market participant for details on how to acquire Green Bonds. You can find a primary market participant by visiting nzx.com/services/market-participants/find-a-participant.</p> <p>Each investor's financial adviser will be able to advise the requirements for investors 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>
ISIN	NZMICYDG004C6
Quotation	<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 to that quotation that can be complied with on or before the date of distribution of the Terms Sheet have been duly complied with. However, the Green Bonds have not yet been approved for trading and NZX accepts no responsibility for any statement in the Terms Sheet. NZX is a licensed market operator, and the NZX Debt Market is a licensed market under the FMCA.</p> <p>NZX ticker code MICY040 has been reserved for the Green Bonds.</p>
Minimum application amount	\$5,000 and multiples of \$1,000 thereafter.
Arranger & Green Bond Co-ordinator for this offer	Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch) (Westpac)



Joint Lead Managers	ANZ Bank New Zealand Limited, Craigs Investment Partners Limited, Forsyth Barr Limited and Westpac
Bond Supervisor	The New Zealand Guardian Trust Company Limited
Securities Registrar	Computershare Investor Services Limited
Governing Law	New Zealand
Further payments, fees or charges	<p>Taxes may be deducted from interest payments on the Green Bonds.</p> <p>You are not required to pay brokerage or any other fees or charges to Mercury to purchase the Green Bonds. However, you may have to pay brokerage to the firm from whom you receive an allocation of Green Bonds. Please contact your financial adviser for further information on any brokerage fees.</p>
Selling Restrictions	<p>The Green Bonds may only be offered or sold in conformity with all applicable laws and regulations in New Zealand and in any other jurisdiction in which the Green Bonds are offered, sold or delivered. Specific selling restrictions as of the date of the Terms Sheet are set out in Schedule 2 to this Terms Sheet for the United States, Australia, Hong Kong, Japan, Singapore, the United Kingdom, and Switzerland.</p> <p>No action has been or will be taken by Mercury which would permit a public offer of Green 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>No person may purchase, offer, sell, distribute or deliver Green Bonds, or have in their possession, publish, deliver or distribute to any person, any offering material or any documents in connection with the Green Bonds, in any jurisdiction other than in compliance with all applicable laws and regulations and the specific selling restrictions set out in Schedule 2 to this Terms Sheet.</p> <p>By subscribing for Green Bonds, you indemnify Mercury, the Arranger, the Joint Lead Managers, the Registrar and the Bond Supervisor in respect of any loss incurred as a result of you breaching these selling restrictions.</p>

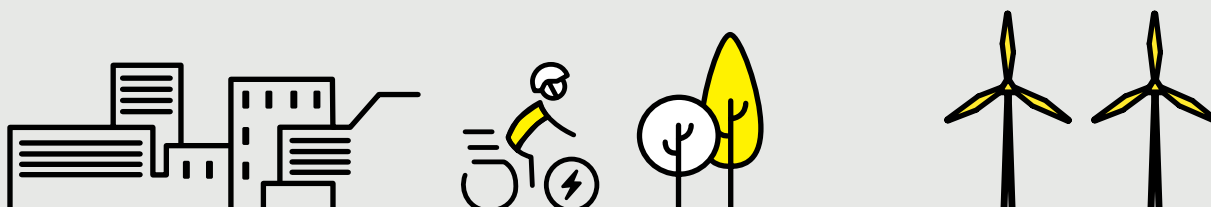
IMPORTANT DATES

Opening Date	Monday 15 March 2021
Closing Date	Friday 19 March 2021 at 12.00pm
Rate Set Date	Friday 19 March 2021
Issue Date and Allotment Date	Monday 29 March 2021
Expected quotation on NZX Debt Market	Tuesday 30 March 2021

The timetable is indicative only and subject to change. Mercury may, in its absolute discretion and without notice, vary the timetable (including by opening or closing the offer early, accepting late applications and extending the Closing Date).

If the Closing Date is extended, the Rate Set Date, the Issue Date, the expected date of initial quotation and trading of the Green Bonds on the NZX Debt Market, the Interest Payment Dates and the Maturity Date may also be extended. Any such changes will not affect the validity of any applications received.

Mercury reserves the right to cancel the offer and the issue of the Green Bonds, in which case any application monies received will be refunded (without interest) as soon as practicable and in any event within 5 Business Days of the cancellation.



OTHER INFORMATION

Copies of the Trust Deed are available at Mercury's website at mercury.co.nz/mcy040.

Any internet site addresses provided in the Terms Sheet 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 Terms Sheet.

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).

For further information regarding Mercury, visit nzx.com/companies/MCY.

CONTACT DETAILS

Issuer

Mercury NZ Limited
33 Broadway
Newmarket
Auckland 1023

Arranger, Green Bond Co-ordinator for this offer and Joint Lead Manager

Westpac Banking Corporation
(ABN 33 007 457 141)
(acting through its New Zealand branch)
16 Takutai Square
Auckland 1010

Joint Lead Managers

ANZ Bank New Zealand Limited
Level 25, ANZ Centre
23-29 Albert Street
Auckland 1010

Craigs Investment Partners Limited
Level 32, Vero Centre
48 Shortland Street
Auckland 1010

Forsyth Barr Limited
Level 23, Lumley Centre
88 Shortland Street
Auckland 1010

Supervisor

The New Zealand Guardian Trust
Company Limited
Level 14, 191 Queen Street
Auckland 1010

Registrar

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna
Auckland 0622
Private Bag 92119
Auckland 1142

Legal advisers to Mercury

Chapman Tripp
Level 34, PwC Tower
15 Customs Street West
Auckland 1140



SCHEDULE 1 CBI DISCLAIMER

The certification of the Green Bonds as Climate Bonds by the Climate Bonds Initiative is based solely on the Climate Bond Standard and does not, and is not intended to, make any representation or give any assurance with respect to any other matter relating to the Green Bonds or any Eligible Project, including but not limited to the Terms Sheet, the transaction documents, Mercury or the management of Mercury.

The certification of the Green Bonds as Climate Bonds by the Climate Bonds Initiative was addressed solely to the board of directors of Mercury and is not a recommendation to any person to purchase, hold or sell the Green Bonds and such certification does not address the market price or suitability of the Green Bonds for a particular investor. The certification also does not address the merits of the decision by Mercury or any third party to participate in any Eligible Project and does not express and should not be deemed to be an expression of an opinion as to Mercury or any aspect of any Eligible Project (including but not limited to the financial viability of any Eligible Project) other than with respect to conformance with the Climate Bond Standard.

In issuing or monitoring, as applicable, the certification, the Climate Bonds Initiative has assumed and relied upon and will assume and rely upon the accuracy and completeness in all material respects of the information supplied or otherwise made available to the Climate Bonds Initiative. The Climate Bonds Initiative does not assume or accept any responsibility to any person for independently verifying (and it has not verified) such information or to undertake (and it has not undertaken) any independent evaluation of any Eligible Project or Mercury. In addition, the Climate Bonds Initiative does not assume any obligation to conduct (and it has not conducted) any physical inspection of any Eligible Project. The certification may only be used with the Green Bonds and may not be used for any other purpose without the Climate Bonds Initiative's prior written consent.

The certification does not and is not in any way intended to address the likelihood of timely payment of interest when due on the Green Bonds and/or the payment of principal at maturity or any other date.

The certification may be withdrawn at any time in the Climate Bonds Initiative's sole and absolute discretion and there can be no assurance that such certification will not be withdrawn.



SCHEDULE 2 SELLING RESTRICTIONS

GENERAL

The Green Bonds may only be offered or sold in conformity with all applicable laws and regulations in New Zealand and in any other jurisdiction in which the Green Bonds are offered, sold or delivered. Specific selling restrictions as of the date of this Terms Sheet are set out below for the United States, Australia, Hong Kong, Japan, Singapore, the United Kingdom and Switzerland.

No action has been or will be taken by Mercury which would permit an offer of Green 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).

No person may purchase, offer, sell, distribute or deliver Green Bonds, or have in their possession, publish, deliver or distribute to any person, any offering material or any documents in connection with the Green Bonds, in any jurisdiction other than in compliance with all applicable laws and regulations and the specific selling restrictions set out below. Only the Joint Lead Managers may distribute this Terms Sheet outside New Zealand and only in compliance with the specific selling restrictions set out below. In particular, this Terms Sheet may not be distributed to any person in the United States and the Green Bonds may not be offered or sold, directly or indirectly, to any person in the United States.

By subscribing for Green Bonds, you indemnify Mercury, the Arranger, the Joint Lead Managers, the Securities Registrar and the Bond Supervisor in respect of any loss incurred as a result of you breaching these selling restrictions.

UNITED STATES

The Green Bonds have not been, and will not be, registered under the Securities Act of 1933, as amended (the **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**)) except in accordance with Regulation S or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

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 except in accordance with Rule 903 of Regulation S. 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 except in either case pursuant to a valid exemption from registration in accordance with Regulation S under the Securities Act. Terms used above have the meaning given to them by Regulation S."

Until 40 days after the completion of the distribution of all Green Bonds, an offer or sale of the Green Bonds within the United States by any Joint Lead Manager or any dealer or other distributor (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Regulation S.

AUSTRALIA

This Terms Sheet and the offer of Green Bonds are only made available in Australia to persons to whom an offer of securities can be made without disclosure in accordance with applicable exemptions in sections 708(8) (sophisticated investors) or 708(11) (professional investors) of the Australian Corporations Act 2001 (the **Corporations Act**). This Terms Sheet is not a prospectus, product disclosure statement or any other formal "disclosure document" for the purposes of Australian law and is not required to, and does not, contain all the information which would be required in a "disclosure document" under Australian law. This Terms Sheet has not been and will not be lodged or registered with the Australian Securities & Investments Commission or the Australian Securities Exchange and the issuer is not subject to the continuous disclosure requirements that apply in Australia.

Prospective investors should not construe anything in this Terms Sheet as legal, business or tax advice nor as financial product advice for the purposes of Chapter 7 of the Corporations Act. Investors in Australia should be aware that the offer of Green Bonds for resale in Australia within 12 months of their issue may, under section 707(3) of the Corporations Act, require disclosure to investors under Part 6D.2 if none of the exemptions in section 708 of the Corporations Act apply to the re-sale.



HONG KONG

WARNING: This Terms Sheet has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this Terms Sheet or to permit the distribution of this Terms Sheet or any documents issued in connection with it. Accordingly, the Green Bonds have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Green Bonds has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that 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 Green Bonds that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Green Bonds may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Terms Sheet has not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Terms Sheet, you should obtain independent professional advice.

JAPAN

The Green Bonds have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the **FIEL**) pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the Green Bonds may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires Green Bonds may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of Green Bonds is conditional upon the execution of an agreement to that effect.

SINGAPORE

SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION: Solely for the purposes of sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the **SFA**), Mercury 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).

This Terms Sheet and any other materials relating to the Green Bonds have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Terms Sheet and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Green Bonds, may not be issued, circulated or distributed, nor may the Green Bonds be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the SFA, or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Terms Sheet has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this Terms Sheet immediately. You may not forward or circulate this Terms Sheet to any other person in Singapore.

Any offer is not made to you with a view to the Green Bonds being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Green Bonds. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

UNITED KINGDOM

Neither this Terms Sheet nor any other document relating to the Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Green Bonds.

The Green Bonds may not be offered or sold in the United Kingdom by means of this Terms Sheet or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Terms Sheet is issued

on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the UK Prospectus Regulation). This Terms Sheet may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Green Bonds has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Mercury.

In the United Kingdom, this Terms Sheet is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, relevant persons). The investment to which this Terms Sheet relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Terms Sheet.

SWITZERLAND

The Green Bonds may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this Terms Sheet nor any other offering or marketing material relating to the Green Bonds constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act (**FinSA**) or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the Green Bonds has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this Terms Sheet will not be filed with, and the offer of Green Bonds will not be supervised by, the Swiss Financial Market Supervisory Authority.

Neither this Terms Sheet nor any other offering or marketing material relating to the Green Bonds may be publicly distributed or otherwise made publicly available in Switzerland. The Green Bonds will only be offered to investors who qualify as "professional clients" (as defined in the FinSA). This Terms Sheet is personal to the recipient and not for general circulation in Switzerland.

Mercury 