

# MERIDIAN ENERGY LIMITED GREEN FINANCE PROGRAMME 2020

## DNV GL GREEN BOND & LOAN PRINCIPLES SECOND PARTY OPINION GREEN BOND & LOAN PRINCIPLES PROJECT POOL (HYDRO)

### Scope and objectives

Meridian Energy Ltd ("MERIDIAN" or "Issuer") is proposing to convert its financing programme to a Green Finance Programme. The MERIDIAN Green Finance Programme has been structured to include a dedicated pool of eligible projects and assets under the Climate Bonds Standard v3.0 ("CBS") and a separate pool of projects and assets aligned to the Green Bond Principles 2018 ("GBP") and Green Loan Principles 2018 ("GLP").

The scope of the GBP and GLP Second Party Opinion includes the financial instruments (henceforth referred to as "INSTRUMENTS") notionally earmarked against the pool of GBP & GLP eligible projects and assets ("GBP Pool") listed in Schedule 1.

At the time of external review, the GBP Pool has INSTRUMENTS to the value of NZD 1,331m that MERIDIAN is earmarking against it and has submitted the MERIDIAN Green Finance Framework and INSTRUMENTS for external review against the GBP and GLP.

**MERIDIAN has used the proceeds of the INSTRUMENTS to refinance nominated projects and assets falling under the following categories:**

- **Renewable Energy – Hydropower**

**The specific INSTRUMENTS notionally earmarked against the GBP Pool are listed in Schedule 2.**

DNV GL Business Assurance Australia Pty. Ltd. (henceforth referred to as "DNV GL") has been commissioned by MERIDIAN to provide a Green Finance External Review of the INSTRUMENTS. Our methodology to achieve this is described under 'Work Undertaken' below.

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

**The scope of this DNV GL opinion is limited to the Green Bond Principles 2018 (GBP) and Green Loan Principles 2018 (GLP).**

### Responsibilities of the Management of MERIDIAN and DNV GL

The management of MERIDIAN has provided the information and data used by DNV GL during the delivery of this review. This review represents an independent opinion and is intended to inform MERIDIAN management and other interested stakeholders in the INSTRUMENTS as to whether the

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

## Basis of DNV GL's opinion

We have adapted our Green Bond/Loan Principles methodology, which incorporates the requirements of the GBP, to create a MERIDIAN-specific Green Bond Eligibility Assessment Protocol (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV GL's opinion. The overarching principle behind the criteria is that a green bond should "enable capital-raising and investment for new and existing projects with environmental benefits".

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

- **Principle One: Use of Proceeds.** The Use of Proceeds criteria are guided by the requirement that an issuer of a green instrument must use the funds raised to finance eligible activities. The eligible activities should produce clear environmental benefits.
- **Principle Two: Process for Project Evaluation and Selection** The Project Evaluation and Selection criteria are guided by the requirements that an issuer of a green instrument should outline the process it follows when determining eligibility of an investment using Green Instrument proceeds and outline any impact objectives it will consider.
- **Principle Three: Management of Proceeds** The Management of Proceeds criteria are guided by the requirements that a green instrument should be tracked within the issuing organization, that separate portfolios should be created when necessary and that a declaration of how unallocated funds will be handled should be made.
- **Principle Four: Reporting** The Reporting criteria are guided by the recommendation that at least Sustainability Reporting to the instrument investors should be made of the use of instrument proceeds and that quantitative and/or qualitative performance indicators should be used, where feasible.

## Work undertaken

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

- Creation of a MERIDIAN-specific Protocol, adapted to the purpose of the INSTRUMENTS, as described above and in Schedule 3 to this assessment;
  - Execution of a Green Bond Principles External Review Protocol, which is summarised in Schedule 3;
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- Assessment of documentary evidence provided by MERIDIAN on the INSTRUMENT and supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology;
  - Discussions with MERIDIAN management, and review of relevant documentation;
  - Documentation of findings against each element of the criteria. Our opinion as detailed below is a summary of these findings.
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## Findings and DNV GL's opinion

DNV GL's findings are listed below:

- 1. Principle One: Use of Proceeds.** MERIDIAN has notionally earmarked the proceeds of the INSTRUMENTS to a pool of projects and assets including Renewable Energy (Hydro Power). DNV GL reviewed the criteria for the project categories above to determine the eligibility of the nominated projects and assets.
- 2. Principle Two: Process for Project Evaluation and Selection.** The INSTRUMENTS proceeds have been notionally earmarked to the assets as defined in Schedule 1. DNV GL has reviewed evidence that demonstrates that MERIDIAN regularly assesses opportunities for improvement and devises action plans and initiatives to identify and mitigate any negative environmental and social impacts from its operations.
- 3. Principle Three: Management of Proceeds** DNV GL has reviewed evidence showing how MERIDIAN plans to track and trace the proceeds from the INSTRUMENTS under the Green Finance Framework, from the time of issuance to the time of disbursement. The full amount of the proceeds will be managed within treasury or equivalent, and thereafter disbursed and notionally earmarked in accordance with the Green Finance Framework. The details of the disbursement and the outstanding value will be tracked using MERIDIAN's internal financial reporting system. At the end of each financial period, MERIDIAN will review the outstanding balance of the Instruments. As stated above, DNV GL provides no assurance regarding the financial performance of the INSTRUMENTS, the value of any investments in the INSTRUMENTS, or the effects of the transaction.
- 4. Principle Four: Reporting.** MERIDIAN has confirmed that it will include a dedicated section on the Green Finance Programme in its Integrated Business Reporting and on its website. MERIDIAN proposes to report against relevant categories including Allocation Reporting, Eligibility Reporting and Impact Reporting. MERIDIAN has stated that where possible its Impact Reporting will include qualitative and quantitative metrics.

On the basis of the information provided by MERIDIAN and the work undertaken, it is DNV GL's opinion that the MERIDIAN Green Finance Programme, Green Finance Framework and notionally earmarked INSTRUMENTS meet the criteria established in the Protocol and that it is aligned with the stated definition of green bonds and Loans within the Green Bond Principles 2018 and Green Loan Principles 2018, which is to "enable capital-raising and investment for new and existing projects with environmental benefits".

**for DNV GL Business Assurance Australia Pty. Ltd.**

7 August 2020



**Mark Robinson**



Manager, Sustainability Services  
DNV GL – Business Assurance

### About DNV GL

Driven by our purpose of safeguarding life, property and the environment, DNV GL enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight. With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener.

## SCHEDULE 1: DESCRIPTION OF NOMINATED ASSETS WITHIN THE MERIDIAN GREEN BOND & LOAN PRINCIPLES POOL (GBP)

MERIDIAN has provided the schedule of nominated projects and assets for the GBP Pool at 30 June 2020 in NZD as follows:

Project/Asset	Type	Location	Linked SDGs	Book Value (NZDm)
Waitaki Hydro Scheme	Hydro Power (Existing)	Waitaki River, NZ	 	7,200
Manapouri	Hydro Power (Existing)	Lake Manapouri, Fiordland National Park, NZ		
Hume	Hydro Power (Existing)	NSW, Australia		
Burrinjuck	Hydro Power (Existing)	NSW, Australia		
Keepit	Hydro Power (Existing)	NSW, Australia		
<b>Total</b>				<b>7,200</b>

For further information please refer to Meridian's 30 June 2020 Integrated Annual Report: <https://www.meridianenergy.co.nz/investors/reports-and-presentations/annual-results-and-reports>.

## SCHEDULE 2: LIST OF INSTRUMENTS NOTIONALLY EARMARKED AGAINST THE GBP POOL

MERIDIAN has provided the schedule of instruments to be notionally earmarked against the GBP Pool at 30 June 2020 in NZD as follows:

Instrument	Type	Value (NZDm)
MERIDIAN USPP Series 2014-1 Tranche A	Private Placement	47
MERIDIAN USPP Series 2014-1 Tranche B	Private Placement	116
MERIDIAN USPP Series 2019-1 Tranche A	Private Placement	183
MERIDIAN USPP Series 2019-1 Tranche B	Private Placement	183
MERIDIAN USPP Series 2019-1 Tranche C	Private Placement	73
MERIDIAN Wholesale Flat Rate Note 10 Year	Flat Rate Note	50
MERIDIAN Bank Facilities	Loan	600
MERIDIAN Commercial Paper	Commercial Paper	76
<b>Total</b>		<b>1,331</b>

## SCHEDULE 3: GREEN BOND ELIGIBILITY ASSESSMENT PROTOCOL

### 1. Use of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
1a	Type of instrument	<p>The instrument must fall in one of the following categories, as defined by the Green Bond / Loan Principles:</p> <ul style="list-style-type: none"> <li>• Green Use of Proceeds instrument</li> <li>• Green Use of Proceeds Revenue instrument</li> <li>• Green Project instrument</li> <li>• Green Securitized instrument</li> </ul>	<p>Review of:</p> <ul style="list-style-type: none"> <li>- Instrument terms</li> <li>- MERIDIAN Green Finance Framework</li> </ul> <p>Discussions with MERIDIAN management</p>	<p>The reviewed evidence confirms that the INSTRUMENTS fall in the category: Green Use of Proceeds Instruments.</p>
1b	Green Project Categories	<p>The cornerstone of a Green Instrument is the utilization of the proceeds of the instrument which should be appropriately described in the legal documentation for the security.</p>	<p>Review of:</p> <ul style="list-style-type: none"> <li>- Instrument terms</li> <li>- MERIDIAN Green Finance Framework</li> <li>- Asset Specification and Asset Valuation</li> </ul> <p>Discussions with MERIDIAN management</p>	<p>As identified in the Green Finance Framework, the purpose of the Programme is to earmark the existing INSTRUMENTS, the Pool of Eligible Projects and Assets and for new Issuance or Loans to finance and refinance projects falling under the following categories:</p> <p>Renewable Energy:</p> <ul style="list-style-type: none"> <li>• Hydro Power;</li> </ul> <p>DNV GL’s assessment concluded that these assets are aligned with the categories defined in the Green Bond Principles 2018 and Green Loan Principles 2018.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
1c	Environmental benefits	All designated Green Project categories should provide clear environmentally sustainable benefits, which, where feasible, will be quantified or assessed by the issuer.	Review of: <ul style="list-style-type: none"> <li>- Instrument terms</li> <li>- MERIDIAN Green Finance Framework</li> <li>- MERIDIAN Asset Specifications</li> </ul> Discussions with MERIDIAN management	<p>DNV GL reviewed all the hydropower projects proposed to be included within the GBP / GLP Project Pool.</p> <p>The type of hydropower assets includes dedicated hydropower facilities on existing natural water bodies and hydropower facilities added to existing engineered reservoirs. All hydropower assets are located in Temperate zones of New Zealand and Australia.</p> <p>DNV GL considered the regulatory environment in both Australia and New Zealand related to hydropower operations and development. DNV GL considers the environmental, social and OHS regulatory frameworks in these locations to meet global guidance including the IFC Hydropower Good Practice Notes and Free Prior and Informed Consent under the UN Declaration of Rights of Indigenous Peoples.</p> <p>DNV GL has considered the environmental impact of the hydropower projects based on any change to pre-existing hydrological conditions.</p> <p>The projects fall into <b>3 categories of impact:</b></p> <ol style="list-style-type: none"> <li>1. Hydropower facilities built on existing water bodies that result in no change to pre-existing water levels;</li> <li>2. Hydropower facilities built on existing water bodies that result in increase to pre-existing water levels, and;</li> <li>3. Hydropower facilities added to existing engineered reservoirs constructed for irrigation and town water purposes.</li> </ol> <p>Categories 1 and 3 above do not result in increases to existing water levels and present minimal risk of additional GHG emissions associated with the inundation of terrestrial areas.</p>



Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings												
				<p>Category 2 does result in inundation of terrestrial areas and the potential for this resulting in higher GHG emissions relative to fossil fuel use has been considered in the context of relative power density (area of added reservoir footprint relative to the output of the hydropower project) measured in W/m<sup>2</sup>.</p> <p><u>DNV GL's defined Hydro Project Criteria</u></p> <p>A. DNV GL considers the risk of emissions relative to fossil fuel use to be minimal for existing temperate zone hydropower projects with a relative power density of &gt;5W/m<sup>2</sup> (area of added reservoir footprint relative to the output of the hydropower project measured in W/m<sup>2</sup>). Projects meeting this criteria are considered by DNV GL to be aligned with the Green Bond/Loan Principles.</p> <p>B. DNV GL considers existing temperate zone hydropower projects that did not result in changes to baseline water levels to have a low risk of GHG emissions relative to fossil fuel use and are considered by DNV GL to be aligned with the Green Bond/Loan Principles.</p> <p>The conditions of the nominated hydropower projects were evaluated by DNV GL and confirmed as follows:</p> <table border="1" data-bbox="1350 1225 2123 1406"> <thead> <tr> <th data-bbox="1350 1225 1570 1294">Project</th> <th data-bbox="1570 1225 1742 1294">Category</th> <th data-bbox="1742 1225 1995 1294">Relative Power Density (W/m<sup>2</sup>)</th> <th data-bbox="1995 1225 2123 1294">Qualifies</th> </tr> </thead> <tbody> <tr> <td data-bbox="1350 1294 1570 1362">Waitaki Hydro Scheme</td> <td data-bbox="1570 1294 1742 1362">2</td> <td data-bbox="1742 1294 1995 1362">7.12</td> <td data-bbox="1995 1294 2123 1362">Yes (A)</td> </tr> <tr> <td data-bbox="1350 1362 1570 1406">Manapouri</td> <td data-bbox="1570 1362 1742 1406">1</td> <td data-bbox="1742 1362 1995 1406">NA (infinite)</td> <td data-bbox="1995 1362 2123 1406">Yes (B)</td> </tr> </tbody> </table>	Project	Category	Relative Power Density (W/m <sup>2</sup> )	Qualifies	Waitaki Hydro Scheme	2	7.12	Yes (A)	Manapouri	1	NA (infinite)	Yes (B)
Project	Category	Relative Power Density (W/m <sup>2</sup> )	Qualifies													
Waitaki Hydro Scheme	2	7.12	Yes (A)													
Manapouri	1	NA (infinite)	Yes (B)													

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings												
				<table border="1"> <tr> <td>Hume</td> <td>3</td> <td>NA (infinite)</td> <td>Yes (B)</td> </tr> <tr> <td>Burrinjuck</td> <td>3</td> <td>NA (infinite)</td> <td>Yes (B)</td> </tr> <tr> <td>Keepit</td> <td>3</td> <td>NA (infinite)</td> <td>Yes (B)</td> </tr> </table> <p>DNV GL concludes that the nominated projects meet the defined criteria and may be considered to fall under the category of Renewable Energy for the Green Bond/Loan Principles.</p>	Hume	3	NA (infinite)	Yes (B)	Burrinjuck	3	NA (infinite)	Yes (B)	Keepit	3	NA (infinite)	Yes (B)
Hume	3	NA (infinite)	Yes (B)													
Burrinjuck	3	NA (infinite)	Yes (B)													
Keepit	3	NA (infinite)	Yes (B)													
1d	Refinancing share	In the event that a proportion of the proceeds may be used for refinancing, it is recommended that issuers provide an estimate of the share of financing vs. re-financing, and where appropriate, also clarify which investments or project portfolios may be refinanced.	Review of: <ul style="list-style-type: none"> <li>- Instrument terms</li> <li>- Instrument disclosure documentation</li> <li>- INSTRUMENT Proceeds and reporting framework</li> </ul> Discussions with MERIDIAN management	The proceeds of the INSTRUMENTS, as below, are considered to be refinancing related to the nominated projects assets listed in Schedule 1. This represents 100% of the Green Instrument Proceeds.												

## 2. Process for Project Selection and Evaluation

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
2a	Investment-decision process	The issuer of a Green Instrument should outline the decision-making process it follows to determine the eligibility of projects using Green Instrument proceeds. This includes, without limitation:	Review of: <ul style="list-style-type: none"> <li>- Instrument terms</li> <li>- MERIDIAN Green Finance Framework</li> </ul>	<p>In the MERIDIAN Green Finance Framework, the issuer has set out the criteria for project selection. This includes the responsibilities for project selection, the pathway for selection and reference to the selection criteria.</p> <p>DNV GL confirmed this format and process to define a clear system by which projects maybe identified and included or excluded from the Green Finance project pools.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
		<ul style="list-style-type: none"> <li>• A process to determine how the projects fit within the eligible Green Projects categories identified in the Green Bond/Loan Principles;</li> <li>• The criteria making the projects eligible for using the Green Bond/Loan proceeds; and</li> <li>• The environmental sustainability objectives</li> </ul>		
2b	Issuer’s environmental and social and governance framework	In addition to information disclosed by an issuer on its Green Instrument process, criteria and assurances, Green Instrument investors may also take into consideration the quality of the issuer’s overall framework and performance regarding environmental sustainability.	Review of: <ul style="list-style-type: none"> <li>- MERIDIAN Sustainability Policy</li> <li>- MERIDIAN Sustainability Reporting</li> <li>- MERIDIAN Green Finance Framework</li> </ul> Discussions with MERIDIAN management	<p>DNV GL reviewed the MERIDIAN Sustainability Policy in addition to MERIDIAN Sustainability Reporting publications.</p> <p>MERIDIAN’s Sustainability policies and governance frameworks form the basis for clear stakeholder reporting of relevant metrics such a GHG emissions, Energy generation, waste management, technological rollouts and other social and environmental metrics. The proposed reporting associated with the MERIDIAN Green Instruments are in line with their existing Sustainability Reporting framework and metrics to stakeholders and investors.</p> <p>MERIDIAN’s Sustainability reporting is conducted according to GRI Guidelines with external review of their Sustainability Reporting.</p> <p>DNV GL notes that the performance of the nominated assets within the GBP / GLP Project Pool is to be reported as a part of MERIDIAN’s periodic integrated reporting as per the MERIDIAN Green Finance Framework.</p> <p>We have also carried out a high-level media review of MERIDIAN. We have found no evidence to suggest that MERIDIAN or any of the assets are or have been operating in breach of national or local environmental regulations.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
				Based on the evidence reviewed and the discussion we had with senior managers, we found nothing to suggest that MERIDIAN’s environmental, social and governance framework is not in line with good practice of the industry in which it operates.

### 3. Management of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
3a	Tracking procedure	The net proceeds of Green Instruments should be credited to a sub-account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner and attested to by a formal internal process that will be linked to the issuer’s lending and investment operations for Green Projects.	<p>Review of:</p> <ul style="list-style-type: none"> <li>- Instrument terms</li> <li>- INSTRUMENT Proceeds and reporting framework</li> </ul> <p>Discussions with MERIDIAN management</p>	<p>The evidence reviewed shows MERIDIAN plans to track and trace the proceeds notionally earmarked to the Green Financing Pools.</p> <p>The full amount of the proceeds for each new issuance will be managed within treasury or equivalent, and thereafter disbursed in accordance with the debt obligations.</p> <p>The details of the disbursement and the outstanding value will be tracked in MERIDIAN’s internal financial system. At the end of each financial period, the outstanding balance of the INSTRUMENT will be reviewed and allocations reported.</p>
3b	Tracking procedure	So long as the Green Instruments are outstanding, the balance of the tracked proceeds should be periodically reduced by amounts matching eligible green investments or loan disbursements made during that period.	<p>Review of:</p> <ul style="list-style-type: none"> <li>- INSTRUMENT term sheet</li> <li>- MERIDIAN Green Finance Framework</li> </ul> <p>Discussions with MERIDIAN management</p>	<p>The evidence reviewed shows that MERIDIAN plans to track and trace the proceeds from the INSTRUMENTS using MERIDIAN’s internal financial systems. At the end of each financial period, the outstanding balance of the Instrument will be reviewed and allocations reported.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
3c	Temporary holdings	Pending such investments or disbursements to eligible Green Projects, the issuer should make known to investors the intended types of temporary investment instruments for the balance of unallocated proceeds.	<p>Review of:</p> <ul style="list-style-type: none"> <li>- INSTRUMENT Management of Proceeds framework</li> </ul> <p>Discussions with MERIDIAN management</p>	DNV GL confirmed through review of the MERIDIAN Green Finance Framework and interviews with MERIDIAN management that unallocated proceeds will be held in cash, or cash equivalents, within a Treasury function.

#### 4. Reporting

Ref.	Criteria	Requirements	Work Undertaken	DNV GL Findings
4a	Periodical reporting	In addition to reporting on the use of proceeds and the temporary investment of unallocated proceeds, issuers should provide at least annually a list of projects to which Green Instrument proceeds have been allocated including - when possible with regards to confidentiality and/or competitive considerations - a brief description of the projects and the amounts disbursed, as well as the expected environmentally sustainable impact.	Discussions with MERIDIAN management	<p>MERIDIAN plans to report on the Green Instruments in its Integrated Annual Reporting. This will include Allocation Reporting, Eligibility Reporting and Impact Reporting.</p> <p>Where possible, Meridian will provide qualitative and/or quantitative reporting of the environmental impact resulting from the Green Assets.</p> <p>DNV GL considers the MERIDIAN commitments related to Green Finance reporting to be well aligned with the criteria of the Green Bond / Loan Principles.</p>