

SERIES NOTICE

NEW ZEALAND LOCAL GOVERNMENT FUNDING AGENCY BOND

11 March 2019

IMPORTANT NOTICE

This Series Notice sets out the key terms of the offer by New Zealand Local Government Funding Agency Limited ("**LGFA**") of fixed rate bonds maturing on 15 April 2024 ("**Bonds**") under its master trust deed dated 7 December 2011 (as amended from time to time) ("**Master Trust Deed**") as supplemented by a supplemental deed dated 15 February 2012 (as amended from time to time) (together, the "**Trust Documents**") entered into between LGFA and Trustees Executors Limited ("**Supervisor**"). The Bonds are "Retail Notes" for the purposes of the Trust Documents.

Unless defined in this Series Notice or the context requires otherwise, capitalised terms used in this Series Notice have the meaning given to them in the Trust Documents.

The offer of debt securities by LGFA 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 Series Notice is an offer of Bonds that will have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as LGFA's:

- (a) fixed rate bonds maturing on 15 March 2019 with an interest rate of 5.00% per annum, which are quoted on the NZX Debt Market under the ticker code LGF020;
- (b) fixed rate bonds maturing on 15 April 2020 with an interest rate of 3.00% per annum, which are quoted on the NZX Debt Market under the ticker code LGF030;
- (c) fixed rate bonds maturing on 15 May 2021 with an interest rate of 6.00% per annum, which are quoted on the NZX Debt Market under the ticker code LGF040;
- (d) fixed rate bonds maturing on 15 April 2023 with an interest rate of 5.50% per annum, which are quoted on the NZX Debt Market under the ticker code LGF050;
- (e) fixed rate bonds maturing on 15 April 2027 with an interest rate of 4.50% per annum, which are quoted on the NZX Debt Market under the ticker code LGF060;
- (f) fixed rate bonds maturing on 15 April 2025 with an interest rate of 2.75% per annum, which are quoted on the NZX Debt Market under the ticker code LGF070;
- (g) fixed rate bonds maturing on 14 April 2033 with an interest rate of 3.50% per annum, which are quoted on the NZX Debt Market under the ticker code LGF080; and
- (h) fixed rate bonds maturing on 14 April 2022 with an interest rate of 2.75% per annum, which are quoted on the NZX Debt Market under the ticker code LGF090,

("Quoted Bonds"). Accordingly, the Bonds are of the same class as the Quoted Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

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

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

Investors should look to the market price of the Quoted Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds. The Quoted Bonds with ticker code LGF020 (referred to at paragraph (a) above) have been suspended from trading since 1 March 2019 and will be redeemed at maturity on 15 March 2019.

Programme:	New Zealand Local Government Funding Agency Bond									
Issuer:	New Zealand Local Government Funding Agency Limited									
Description:	The Bonds are direct, unsecured, unsubordinated, New Zealand dollar ("NZD") fixed rate interest bearing debt obligations of LGFA.									
NZClear Series Code:	LB0424, Tranche 1.									
Offering:	<p>NZD 500,000,000 with the ability to accept unlimited oversubscriptions at the Issuer's discretion.</p> <p>The offer is not underwritten.</p> <p>NZD 50,000,000 of Bonds are reserved for subscription by LGFA. LGFA will subscribe for these Bonds at the Issue/Settlement Price calculated as set out below and will initially hold these Bonds as treasury stock for the purposes of its bond lending facility.</p>									
Minimum Principal Amount for transfers:	NZD 10,000 and in multiples of NZD 1,000 thereafter									
Credit Rating:	<p>LGFA has issuer credit ratings and the Bonds are expected to have an issue rating from:</p> <table border="1" data-bbox="550 1137 1316 1489"> <thead> <tr> <th></th> <th>Issuer Credit Rating</th> <th>Expected Issue Credit Rating</th> </tr> </thead> <tbody> <tr> <td>S&P Global Ratings Australia Pty Ltd ("S&P")</td> <td>AA+ (positive) NZD long-term A-1+ short-term</td> <td>AA+</td> </tr> <tr> <td>Fitch Australia Pty Limited ("Fitch")</td> <td>AA+ (stable) NZD long-term F1+ short-term</td> <td>AA+</td> </tr> </tbody> </table> <p>The ratings are not a recommendation to you to buy, sell or hold the Bonds and the ratings may be subject to revision, qualification or withdrawal at any time by S&P and/or Fitch. Any downward revision, qualification or withdrawal of the ratings may affect your ability to sell your Bonds and the price you are able to sell them for.</p>		Issuer Credit Rating	Expected Issue Credit Rating	S&P Global Ratings Australia Pty Ltd ("S&P")	AA+ (positive) NZD long-term A-1+ short-term	AA+	Fitch Australia Pty Limited ("Fitch")	AA+ (stable) NZD long-term F1+ short-term	AA+
	Issuer Credit Rating	Expected Issue Credit Rating								
S&P Global Ratings Australia Pty Ltd ("S&P")	AA+ (positive) NZD long-term A-1+ short-term	AA+								
Fitch Australia Pty Limited ("Fitch")	AA+ (stable) NZD long-term F1+ short-term	AA+								
Opening Date:	11 March 2019									
Closing Date:	Bids due by 2pm, 12 March 2019									
Rate Set Date:	12 March 2019									
Issue Date and allotment date:	15 March 2019									
Maturity Date:	15 April 2024									

Principal Amount:	NZD 1.00 Per Bond
Coupon/Interest Rate:	<p>The Coupon/Interest Rate will be set by the Issuer, taking into account the Issuance Yield set on the Rate Set Date.</p> <p>As at the date of this Series Notice, the Issuer expects the Coupon/Interest Rate to be 2.25%.</p> <p>The Coupon/Interest Rate will be announced by the Issuer via NZX on or shortly after the Rate Set Date.</p> <p>Interest on the Bonds will be paid semi-annually in arrear.</p>
Issuance Yield:	<p>The Issuance Yield will be the sum of the Margin and the Base Rate on the Rate Set Date.</p> <p>The Issuance Yield will be announced by the Issuer via NZX on or shortly after the Rate Set Date.</p>
Indicative Margin:	The indicative range of the Margin is 0.33 – 0.37 per cent per annum.
Margin:	<p>The Margin will be determined by the Issuer in consultation with the Joint Lead Managers following completion of the bookbuild and announced via NZX on or shortly after the Rate Set Date.</p> <p>The bookbuild process enables certain investors and brokers to lodge bids for the Bonds and, on the basis of these bids, the Issuer (in consultation with the Joint Lead Managers) determines the Margin, Issuance Yield, Coupon/Interest Rate and the total amount of Bonds to be issued.</p>
Base Rate:	The semi-annual mid-market swap rate for an interest rate swap from the Issue Date to the relevant Maturity Date as calculated by the Joint Lead Managers in conjunction with the Issuer on the Rate Set Date in accordance with market convention, by reference to Bloomberg page ICN24 (or any successor page) and expressed on a semi-annual basis, rounded to 2 decimal places if necessary, with 0.005 rounded up
Interest Accrual Start Date:	15 October 2018
Interest Accrual:	151 days accrued interest
First Interest Payment Date:	<p>15 April 2019</p> <p>The interest payment on the First Interest Payment Date will be a full semi-annual interest payment.</p>
Interest Payment Dates:	15 April and 15 October in each year up to, and including, the Maturity Date.
Daycount convention:	ACT/ACT
Holidays/Business Days:	Wellington, Auckland
Guarantors:	<p>Other than the New Zealand Government, each holder of ordinary shares in LGFA must be (and, as at the date of this Series Notice, is) a Guarantor.</p> <p>In addition, as at the date of this Series Notice, LGFA's policy is that any local authority that borrows in aggregate NZD 20,000,000 or more from LGFA must be a Guarantor.</p> <p>As at the date of this Series Notice, the Guarantors are:</p> <ul style="list-style-type: none"> • Ashburton District Council • Auckland Council • Bay of Plenty Regional Council

- Canterbury Regional Council
- Christchurch City Council
- Far North District Council
- Gisborne District Council
- Gore District Council
- Hamilton City Council
- Hastings District Council
- Hauraki District Council
- Horowhenua District Council
- Hurunui District Council
- Hutt City Council
- Kaipara District Council
- Kapiti Coast District Council
- Manawatu District Council
- Manawatu-Wanganui Regional Council
- Marlborough District Council
- Masterton District Council
- Matamata-Piako District Council
- Nelson City Council
- New Plymouth District Council
- Otorohanga District Council
- Palmerston North City Council
- Porirua City Council
- Queenstown-Lakes District Council
- Rotorua District Council
- Ruapehu District Council
- Selwyn District Council
- South Taranaki District Council
- Tararua District Council
- Tasman District Council
- Taupo District Council
- Tauranga City Council
- Thames-Coromandel District Council
- Timaru District Council
- Upper Hutt City Council
- Waikato District Council
- Waikato Regional Council
- Waimakariri District Council
- Waipa District Council
- Waitomo District Council
- Wellington City Council
- Wellington Regional Council
- Western Bay of Plenty District Council
- Whakatane District Council
- Whanganui District Council
- Whangarei District Council

<p>Guarantee and Security Arrangements:</p>	<p>LGFA's obligations in relation to (among other things) the debt securities (including the Bonds) issued under Trust Documents are guaranteed by the local authorities that are from time to time Guarantors under the Guarantee (as defined in the "Additional Information" section of this Series Notice).</p> <p>Other than the Guarantors under the Guarantee, neither the Supervisor, the Registrar, nor any of their respective directors, officers or employees, nor any other person, guarantees the payment of interest or any other amounts due under the Bonds.</p> <p>The New Zealand Government does not guarantee any of LGFA's obligations or liabilities in relation to the Bonds.</p> <p>Each Guarantor has entered into a debenture trust deed ("Debenture Trust Deed") under which a security interest is granted in favour of a trustee ("Debenture Trustee") over certain rates related assets of that local authority for the benefit of the local authority's secured creditors.</p> <p>The security granted by each of the Guarantors under their respective Debenture Trust Deeds secures their obligations under the Guarantee.</p> <p>More information on the Guarantee and security arrangements is set out under the heading "Guarantee and Security Arrangements" in the "Additional Information" section of this Series Notice.</p>
<p>Early repayment:</p>	<p>LGFA is not obliged to repay the Bonds prior to the Maturity Date.</p>
<p>Issue/Settlement Price:</p>	<p>Determined in accordance with the bond formula on the last page of this Series Notice, using the Coupon/Interest Rate as determined on the Rate Set Date following the bookbuild. The Issue/Settlement Price will be announced via the NZX on or shortly after the Rate Set Date.</p> <p>The Issue/Settlement Price includes 151 days of accrued interest.</p>
<p>How to apply:</p>	<p>All of the Bonds (other than the NZD 50,000,000 reserved for subscription by the Issuer), including oversubscriptions, are reserved for clients of the Joint Lead Managers, institutional investors and other primary market participants invited to participate in the bookbuild.</p> <p>There will be no public pool for the offer. Accordingly, retail investors should contact a Joint Lead Manager, their financial adviser or any primary market participant for details on how they may acquire Bonds. You can find a primary market participant by visiting https://www.nzx.com/services/market-participants/find-a-participant</p> <p>In respect of oversubscriptions or generally, any allotment of Bonds will be at the Issuer's discretion, in consultation with the Joint Lead Managers. The Issuer reserves the right to refuse all or any part of an application without giving any reason.</p>
<p>NZX Quotation:</p>	<p>LGFA will take any necessary steps to ensure that the Bonds are, immediately after issue, quoted.</p> <p>Application has been made to NZX for permission to quote the Bonds on the NZX Debt Market and all the requirements of NZX relating thereto that can be complied with on or before the distribution of this Series Notice have been duly complied with. However, NZX accepts no responsibility for any statement in this Series Notice.</p> <p>NZX is a licensed market operator and the NZX Debt Market is a licensed market under the FMCA.</p>

NZX Ticker Code:	LGF100
Expected Date of Quotation on NZX Debt Market:	18 March 2019
ISIN Code:	NZLGFDT011C6
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 (Chapter 289 of Singapore), as modified or amended from time to time (the "SFA"), LGFA has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Bonds are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).
Selling restrictions:	<p>Part A - Initial Selling Restrictions</p> <p>If sold in New Zealand, the 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 Bonds by the Issuer under this Series Notice ("Initial Offer"), no 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 selling restrictions set out below in this Part A. This Series Notice 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 selling restrictions set out below in this Part A. For the avoidance of doubt, the selling restrictions set out below in this Part A apply only in respect of the Initial Offer.</p> <p>United States of America</p> <p>The 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")).</p> <p>None of the Issuer, the Joint Lead Managers, nor any person acting on its or their behalf has engaged or will engage in any directed selling efforts (as defined in Regulation S) in relation to the Bonds, and each of the Issuer and the Joint Lead Managers have complied and will comply with the offering restrictions in Regulation S.</p> <p>The 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 Bonds, as determined and certified by the Joint Lead Managers. Any 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:</p> <p>"The 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 Bonds and the closing date. Terms used above have the meaning given to them by Regulation S."</p>

Relevant Member States of the European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") no Bonds have been offered and no Bonds will be offered that are the subject of the offering contemplated by this Series Notice in relation thereto to the public in that Relevant Member State except that an offer of Bonds to the public in the Relevant Member State may be made with effect from the Relevant Implementation Date:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Joint Lead Manager and/or Joint Lead Managers nominated by the Issuer for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of the Bonds shall require the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "**offer of the Bonds to the public in relation to any Bonds in any Relevant Member State**" means the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, and the expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended or superseded) and includes any relevant implementing measure in each Relevant Member State.

United Kingdom

No communication, invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 ("**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 Bonds in circumstances in which section 21(1) of the FSMA applies to the Issuer.

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

Japan

The 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 Bonds shall not transfer or resell the Bonds in Japan or to a Japanese person except where the transferor transfers or resells all the 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.

Singapore

Each Joint Lead Manager has acknowledged that this Series Notice has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold any Bonds or caused the Bonds to be made the subject of an invitation for subscription or purchase and will not offer or sell any Bonds or cause the Bonds to be made the subject of an

invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Series Notice or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Bonds, whether directly or indirectly, to any person in Singapore other than (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Bonds are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Bonds pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or
- (5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Hong Kong

No 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 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 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 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 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, any Series Notice, information memorandum, prospectus or any other offering material or advertisement relating to the 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 Part 7.9 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; 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 Bonds under this Series Notice, each person to whom the Bonds are issued (an "**Investor**"):

- (a) will be deemed by the Issuer and any Joint Lead Manager to have acknowledged that if any Investor on-sells the 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 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 the Issuer and any Joint Lead Manager to have undertaken not to sell those 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 such Bonds.

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

Switzerland

The Bonds shall not be publicly offered, sold, advertised, distributed or redistributed, directly or indirectly, in or from Switzerland, and neither this Series Notice nor any other solicitation for investments in the Bonds may be communicated, distributed or otherwise made available in Switzerland in any way that could constitute a public offering within the meaning of Articles 652a and 1156 of the Swiss Code of Obligations ("**CO**") or of Article 3 of the Swiss Federal Act on Collective Investment Schemes ("**CISA**") unless the legal and regulatory conditions imposed on a public offering under the CO or CISA are satisfied. This Series Notice does not constitute a public offering within the meaning of Articles 652a, respectively 1156, of the CO and of Article 5 of the CISA and may not comply with the information standards required thereunder, and in particular with the guidelines on informing investors about structured products as published in September 2014 by the Swiss Bankers Association, as applicable. The Bonds do not constitute collective investments within the meaning of the CISA. Accordingly, holders of the Bonds do not benefit from protection under the CISA or from the supervision of the Swiss Financial Market Supervisory Authority. Investors are exposed to the default risk of the Issuer.

United Arab Emirates (excluding the Dubai International Financial Centre)

Each Joint Lead Manager has represented and agreed that the Bonds have not been and will not be offered, sold or publicly promoted or advertised by it in the United Arab Emirates

NEW ZEALAND LOCAL GOVERNMENT FUNDING AGENCY LIMITED

AUCKLAND Level 5, Walker Wayland Centre, 53 Fort Street

WELLINGTON Level 8, City Chambers, 142 Featherston Street

PO Box 5704, Lambton Quay, Wellington 6145 | PH +64 4 974 6530 | www.lgfa.co.nz

	<p>("UAE") other than in compliance with any laws applicable in the UAE governing the issue, offering and sale of securities.</p> <p>Dubai International Financial Centre Each Joint Lead Manager has represented and agreed that it has not offered and will not offer the Bonds to any person in the Dubai International Financial Centre unless such offer is:</p> <p>(a) an "Exempt Offer" in accordance with the Markets Rules (MKT) module of the Dubai Financial Services Authority (the "DFSA") rulebook; and</p> <p>(b) made only to persons who meet the "Professional Client" criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook.</p> <p>Part B – General Selling Restrictions LGFA has not taken any action which would permit an offer of the Bonds, or possession or distribution of any offering material, in any country or jurisdiction where action for that purpose is required (other than New Zealand).</p> <p>You may only offer for sale or sell, directly or indirectly, or transfer any Bond in conformity with all applicable laws and regulations in any jurisdiction in which it is offered, sold or delivered.</p> <p>No disclosure document, advertisement or any other offering material in respect of any Bond may be published, delivered or distributed in or from any country or jurisdiction except under circumstances which will result in compliance with all applicable laws and regulations.</p>
Further issues:	LGFA may from time to time issue additional bonds or incur other debt obligations which rank equally with the Bonds without your consent. LGFA may incur such further debt obligations on such terms as it thinks fit in NZD or in other currencies.
Registrar:	Computershare Investor Services Limited
Supervisor:	Trustees Executors Limited
Arranger:	Bank of New Zealand
Joint Lead Managers:	<p>Bank of New Zealand Level 4 80 Queen Street Auckland 1010 New Zealand Phone: 0800 284 017</p> <p>Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch) Westpac on Takutai Square 16 Takutai Square Auckland 1010 New Zealand Phone: 0800 942 822</p>

Additional Information

Guarantee and Security Arrangements

LGFA's obligations in relation to (among other things) the Securities are guaranteed by the local authorities that are from time to time Guarantors under the Guarantee (as defined below). Other than the New Zealand Government, each holder of ordinary shares in LGFA must be (and, at the date of this Series Notice, is) a Guarantor. In addition, as at the date of this Series Notice, LGFA's policy is that any local authority that borrows in aggregate NZD 20,000,000 or more from LGFA must be a Guarantor.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Dates may change

The dates set out in this Series Notice are indicative only and are subject to change. LGFA has the right in its absolute discretion and without notice to change the Opening Date, the Closing Date, the Rate Set Date or the Issue Date, to accept late applications, or to choose not to proceed with the offer. If the Closing Date is extended, subsequent dates may be extended accordingly.

Trading on the NZX

Each investor's financial adviser will be able to advise them as to what arrangements will need to be put in place for the investors to trade the 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.

Key NZX Waiver

LGFA has received a waiver from NZX in relation to Listing Rule 5.2.3. In accordance with the ruling issued by NZX on Listing Rule 5.2.3, a class of debt securities will not generally be considered for quotation on the NZX Debt Market unless those securities are held by at least 100 members of the public holding at least 25% of the securities issued with each member of the public holding at least a minimum holding, and those requirements are maintained ("**spread requirements**"). It is possible that these minimum spread requirements will not be satisfied for the Bonds. NZX has granted LGFA a waiver from Listing Rule 5.2.3, the effect of which is that the Bonds may not be widely held and there may be reduced market liquidity in the Bonds. The waiver was granted on the conditions that:

- (a) LGFA clearly and prominently disclose the waiver, its conditions and its implications in its annual reports and in each profile or offering document for the debt securities it issues;
- (b) LGFA will disclose market liquidity as a risk in each offering document for the debt securities it issues (excluding any offering document referred to in paragraph (f) of the definition of "Offering Document" under Listing Rule 1.6.1, for example this Series Notice); and
- (c) the nature of LGFA's business and operations does not change materially from its business and operations as at the date of the waiver decision.

Documentation

Copies of the Trust Documents are available at LGFA's website at <https://www.lgfa.co.nz/for-investors/investor-information>

Any internet site addresses provided in this Series Notice are for reference only and, except as expressly stated otherwise, the content of any such internet site is not incorporated by reference into, and does not form part of, this Series Notice.

Investors should obtain advice

Investors should seek qualified independent financial and taxation advice before deciding to invest. In particular, you should consult your tax adviser in relation to your specific circumstances. Investors will also be personally responsible for ensuring compliance with relevant laws and regulations applicable to them (including any required registrations).

Issue/Settlement Price

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

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

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

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

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

NEW ZEALAND LOCAL GOVERNMENT FUNDING AGENCY LIMITED

LGFA Authorised Signatory:



Name: MARK BUTCHER

Title: CHIEF EXECUTIVE

Date: 11 March 2019

This document is a Series Notice.