Bank of New Zealand

U.S. Debt Funding Information

For the year ended September 30, 2026

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Presentation of Information

Basis of Presentation

Bank of New Zealand's financial reporting group consists of Bank of New Zealand ("BNZ"), all of its wholly owned entities and other entities consolidated for financial reporting purposes (together, the "Banking Group"). The consolidated financial statements of the Banking Group are prepared in accordance with Generally Accepted Accounting Practice in New Zealand ("NZ GAAP"), the New Zealand Equivalents to International Financial Reporting Standards ("NZ IFRS"), International Financial Reporting Standards ("IFRS") and interpretations adopted by the International Accounting Standards Board ("IASB").

Certain differences exist between Generally Accepted Accounting Principles applicable in the United States of America ("US GAAP") and NZ GAAP, NZ IFRS, IFRS and interpretations adopted by the IASB which might be material to the financial information presented in this document. The Banking Group has not prepared a reconciliation of its consolidated financial statements and related notes to the financial statements between NZ GAAP, NZ IFRS and US GAAP. In making an investment decision, investors must rely upon their own examination of the Banking Group and the terms of the offering. Potential investors should consult their own professional advisors for an understanding of these differences, and whether or not they affect the financial information presented in this document.

Information disclosed in this document is based on the Banking Group. It is different from the information disclosed under the New Zealand Banking segment ("NZ Banking") in the Annual Report and Full Year Results of National Australia Bank Limited ("NAB") (as well as in disclosures that NAB makes in its U.S. funding documents), the Banking Group's ultimate parent. In those documents, NZ Banking results are presented on a cash earnings basis (a non-IFRS key performance measure) and include other New Zealand based NAB operations that do not form part of the Banking Group.

The consolidated full year financial statements of the Banking Group are audited by an external auditor in accordance with International Standards on Auditing (New Zealand), which differ from those applicable in the United States.

Certain comparative balances in this document have been reclassified to align with the presentation used in the current financial year. These reclassifications have no material impact on the Banking Group's overall financial performance or financial position for the prior periods.

Forward-Looking Statements

This document contains statements that are, or may be deemed to be, forward-looking statements within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included in this document are forward-looking statements.

The words "anticipate", "believe", "expect", "estimate", "plan", "intend", "likely", "should", "could", "may", "focus", "beyond", "aim" or, in each case, their negative or other variations or other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Users are cautioned not to place undue reliance on such forward-looking statements.

In this document, forward-looking statements may, without limitation, relate to statements regarding:

- economic and financial forecasts, including, but not limited to, statements in the business overview;
- anticipated implementation of certain control systems and programs, including, but not limited to, those described in the risk management section on page 16 herein; and
- certain plans, strategies and objectives of management.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Banking Group, which may cause actual results to differ materially from those expressed or implied in such statements contained in this document. For example:

- the economic and financial forecasts contained in this document will be affected by movements in interest and foreign currency exchange rates, which may vary significantly from current levels, as well as by general economic conditions in each of the Banking Group's major markets. Such variations may materially impact the Banking Group's financial condition and results of operations;
- the implementation of control systems and programs will be dependent on such factors as the Banking Group's ability to acquire or develop necessary technology or systems, its ability to attract and retain qualified personnel and the response of customers and third parties such as vendors; and
- the plans, strategies and objectives of management will be subject to, among other things, government regulation, which may change at any time and over which the Banking Group has no control. In addition, the Banking Group will continue to be affected by general economic conditions in New Zealand and worldwide, movements and conditions in capital markets, the competitive environment in each of its markets and political and regulatory policies.

There are many factors that could cause actual results to differ materially from those projected in such statements, including (without limitation) a significant change in the Banking Group's financial performance or operating environment; a material change to law or regulation or changes to regulatory policy or interpretations; the impact of actual or potential litigation or enforceable actions; and risks and uncertainties associated with armed conflicts and other geopolitical tensions, the New Zealand and global economic environment and capital market conditions, changes in global trade policies and the evolving technological landscape, including developments in artificial intelligence ("AI"). Further information is contained under the caption "Risk Factors" in the offering circular, as supplemented by the offering circular supplement (including the documents incorporated by reference into the offering circular supplement), used in connection with an offer of notes under BNZ's Rule 144A sub-program which is associated with its US$100,000,000,000 Global Medium Term Note Program. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement made by any person (including BNZ or any of its advisors). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur.

BNZ expressly disclaims any obligation or undertaking to update or revise in any manner any forward-looking statements contained in this document to reflect any changes in the expectations of BNZ or the Banking Group with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in this document.

Presentation of Information

Certain Definitions

The Banking Group's financial year ends on September 30. The financial year ended September 30, 2026 is referred to as 2026 and other financial years are referred to in a corresponding manner.

Some information in this document has been derived from the consolidated financial statements of the Banking Group. Where certain items are not shown in the Banking Group's consolidated financial statements, they have been prepared for the purpose of this document. Accordingly, this information should be read in conjunction with, and is qualified in its entirety by reference to, the Banking Group's audited consolidated financial statements, which are included in the Disclosure Statement for the year ended September 30, 2026. In addition, in connection with an offer of notes by BNZ under BNZ's Rule 144A sub-program, which is associated with its US$100,000,000,000 Global Medium Term Note Program, this information should be read in conjunction with the offering circular supplement for such notes, including the consolidated financial statements of the Banking Group contained in the Disclosure Statements incorporated therein.

In this document, unless the context otherwise requires:

- references to "APRA" are to the Australian Prudential Regulation Authority;
- references to "Banking Group" are to Bank of New Zealand's financial reporting group, which consists of Bank of New Zealand, all of its wholly owned entities and other entities consolidated for financial reporting purposes;
- references to "BNZ" or the "Bank" are to Bank of New Zealand;
- references to "BNZ-IF" are to BNZ International Funding Limited, a wholly owned entity of BNZ, acting through its London Branch;
- references to "Disclosure Statements" are to the disclosure statements the Banking Group prepared for the relevant period in compliance with Reserve Bank of New Zealand requirements, which contain consolidated financial statements of BNZ for the periods specified and have been published and filed with the Commission de Surveillance du Secteur Financier (the "CSSF");
- references to "EUR" are to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Union as amended from time to time;
- references to "NAB" or "ultimate parent" are to National Australia Bank Limited, the Banking Group's ultimate parent;
- references to "NAB Group" are to NAB's financial reporting group, which consists of NAB, all of its wholly owned entities and other entities consolidated for financial reporting purposes;
- references to "RBNZ" are to the Reserve Bank of New Zealand;
- references to "US$" or "USD" are to the lawful currency of the United States;
- references to "wholly owned" are to an entity when a parent company holds 100% of the voting securities of the entity; and
- references to "$", "New Zealand dollars", "NZD" or "NZ dollars" are to the lawful currency of New Zealand.

Uses of Internet Addresses

This document contains inactive textual addresses to internet websites. Reference to such websites is made for information purposes only, and information found at such websites is not incorporated by reference into this document.

Currency of Presentation

All currency amounts are expressed in New Zealand dollars unless otherwise stated. All amounts have been rounded to the nearest million dollars, except where otherwise indicated.

Selected Financial Information

The selected financial information as at and for the years ended September 30, 2026, September 30, 2025, September 30, 2024, September 30, 2023 and September 30, 2022 has been derived from, and should be read in conjunction with, the consolidated financial statements and the related notes which are included in the Disclosure Statements for the respective periods. Where certain items are not shown in the consolidated financial statements contained therein, they have been prepared for the purpose of this document.

Further details on the Banking Group's financial results for the year ended September 30, 2026 are provided in "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein and the Disclosure Statement for the year ended September 30, 2026.

The financial information in the Disclosure Statement for the year ended September 30, 2026 has been audited by the Banking Group's external auditor, Ernst & Young, whose report on the audited financial statements is included in the Disclosure Statement for the year ended September 30, 2026.

The Disclosure Statement for the year ended September 30, 2026 has been prepared in accordance with NZ GAAP, NZ IFRS, IFRS and interpretations adopted by the IASB. Certain differences exist between NZ GAAP, NZ IFRS, IFRS and interpretations adopted by the IASB, and US GAAP, which might be material to the financial information.

Income Statement

	Banking Group				
Dollars in Millions	**2026**	2025	2024	2023	2022
Interest income					
Effective interest income[1]	**5,913**	6,844	7,722	6,759	3,800
Fair value through profit or loss	**334**	427	458	325	116
Interest expense	**(3,199)**	(4,231)	(5,271)	(4,187)	(1,412)
Net interest income	**3,048**	3,040	2,909	2,897	2,504
Gains less losses on financial instruments[1]	**180**	146	273	245	251
Other operating income	**308**	298	434	355	376
Total operating income	**3,536**	3,484	3,616	3,497	3,131
Operating expenses[2]	**(1,789)**	(1,379)	(1,392)	(1,222)	(1,076)
Total operating profit before credit impairment charge and income tax expense	**1,747**	2,105	2,224	2,275	2,055
Credit impairment (charge)/write-back	**(138)**	(27)	(146)	(172)	(89)
Total operating profit before income tax expense	**1,609**	2,078	2,078	2,103	1,966
Income tax expense on operating profit	**(452)**	(579)	(572)	(594)	(552)
Net profit for the year	**1,157**	1,499	1,506	1,509	1,414

[1] Comparative balances for 2025 have been restated to reflect a reclassification of certain derivative interest from Interest income to Gains less losses on financial instruments, consistent with the nature of the underlying transactions.

[2] Current period amount reflects the effect of accelerated amortization of software assets. Refer to "Accounting Policies and Estimates" on page 7 herein.

Performance Indicators

	Banking Group				
	2026	2025	2024	2023	2022
Ordinary shares, fully paid (number of shares in millions)	**11,839[1]**	10,839	10,839	10,076[2]	5,076
Dividend per ordinary share (cents per share)[3]	**18.09[1]**	9.78	12.09	77.19[2]	11.03
Net profit per ordinary share (cents per share)[4]	**9.96[5]**	13.83	13.95	19.85	27.86
Return on assets[6]	**0.82%[5]**	1.11%	1.15%	1.16%	1.12%
Return on equity[7]	**8.33%[5]**	11.05%	11.79%	13.61%	13.54%
Cost to income ratio[8]	**50.59%[5]**	39.58%	38.50%	34.94%	34.37%

[1] Includes $1,000 million dividend on ordinary shares and equivalent share issue. Refer to Note 22 Contributed Equity in BNZ's Disclosure Statement for the year ended September 30, 2026 for further information.

[2] Includes $5,000 million dividend on ordinary shares and equivalent share issue.

[3] Dividend paid divided by the weighted average number of ordinary shares outstanding during the period.

[4] Net profit after tax divided by the weighted average number of ordinary shares outstanding during the period.

[5] Excluding a one-off $352 million accelerated amortization charge the net profit per ordinary share, return on assets, return on equity and the cost to income ratio would have been approximately 12.13 cents, 1.00%, 9.97% and 40.64%, respectively.

[6] Net profit after tax divided by total average assets.

[7] Net profit after tax divided by total average equity (total average equity calculated by total average assets minus total average liabilities).

[8] Operating expenses divided by total operating income.

Selected Financial Information

Balance Sheet

	Banking Group				
Dollars in Millions	**2026**	2025	2024	2023	2022
Assets					
Cash and liquid assets	**5,394**	5,987	5,711	10,950	9,775
Due from central banks and other institutions	**202**	160	72	90	372
Collateral paid	**902**	530	927	1,107	2,814
Trading assets	**12,516**	8,927	11,103	9,143	7,414
Derivative financial instruments	**4,830**	3,742	3,744	4,802	9,540
Investments in debt instruments	**3,895**	2,555	9	-	-
Loans and advances to customers	**118,495**	111,027	106,101	101,778	99,358
Other assets	**994**	1,036	1,563	777	1,017
Deferred tax	**454**	352	345	316	293
Property, plant and equipment	**584**	605	622	604	428
Intangible assets	**437**	682	540	498	409
Total assets	**148,703**	135,603	130,737	130,065	131,420
Liabilities					
Due to central banks and other institutions	**1,416**	3,642	4,879	6,080	6,240
Collateral received	**1,758**	1,015	1,057	1,780	3,179
Trading liabilities	**374**	255	278	868	302
Deposits and other borrowings	**99,295**	90,642	84,254	81,006	78,154
Derivative financial instruments	**3,251**	2,258	3,914	4,321	8,228
Current tax liabilities	**50**	230	193	40	333
Other liabilities	**1,977**	1,969	2,899	1,874	1,792
Bonds and notes	**25,399**	20,305	19,385	20,786	20,181
Subordinated debt	**1,414**	1,434	550	1,450	1,950
Total liabilities	**134,934**	121,750	117,409	118,205	120,359
Net assets	**13,769**	13,853	13,328	11,860	11,061
Shareholders' equity					
Contributed equity – ordinary shares	**10,956**	9,956	9,956	9,056	4,056
Contributed equity – perpetual preference shares	**825**	825	825	375	-
Reserves	**59**	157	27	84	296
Retained profits	**1,929**	2,915	2,520	2,345	6,709
Total shareholders' equity	**13,769**	13,853	13,328	11,860	11,061

Performance Indicators

	Banking Group				
	2026	2025	2024	2023	2022
Loan to deposit ratio[1]	**1.30**	1.28	1.29	1.30	1.34

[1] Loans and advances to customers divided by customer deposits (i.e. deposits and other borrowings minus short-term debt securities (in "Funding Programs" on page 22)).

Management's Discussion and Analysis of Financial Condition and Results of Operations

Prospective investors should read the following discussion of the Banking Group's financial condition and results of operations together with the Banking Group's audited consolidated full year financial statements, and the notes to the respective financial statements which are included in the Disclosure Statement for the period specified. The presentation in this section contains forward-looking statements that involve risks, uncertainties and assumptions. The Banking Group's actual results may differ materially from those anticipated in such forward-looking statements as a result of a number of factors, including, but not limited to, those set forth under the caption "Risk Factors" in the offering circular, as supplemented by the offering circular supplement (including the documents incorporated by reference into the offering circular supplement), used in connection with an offer of notes under BNZ's Rule 144A sub-program which is associated with its US$100,000,000,000 Global Medium Term Note Program.

The following discussion is based on the audited consolidated full year financial statements of the Banking Group which have been prepared in accordance with NZ GAAP, NZ IFRS, IFRS and interpretations adopted by the IASB. There are certain differences between US GAAP and NZ GAAP, NZ IFRS, IFRS and interpretations adopted by the IASB which might be material to the financial information in this document. The following discussion is also prepared based on the Banking Group. It is different from the information disclosed under NZ Banking in the Annual Report and Full Year Results of the NAB Group. In those documents, NZ Banking results are presented on a cash earnings basis (a non-IFRS key performance measure) and include other New Zealand based NAB operations that do not form part of the Banking Group.

Overview

BNZ was incorporated on July 29, 1861, and its ultimate parent is NAB. The businesses and affairs of BNZ are managed by, or under the direction or supervision of, the BNZ Board of Directors ("BNZ Board") and the BNZ Chief Executive Officer ("CEO") in compliance with the requirements and regulations of the Banking Group's primary regulator, the RBNZ. BNZ is a registered bank under the Banking (Prudential Supervision) Act 1989 (the "BPS Act"). Further details on the supervisory role of the RBNZ are provided in "Supervisory Role of the RBNZ" on page 29 herein.

The Banking Group is one of New Zealand's largest banking organizations and provides a broad range of banking and financial products and services to retail, business, private, corporate and institutional customers (including property and agribusiness).

The Banking Group's operations are affected by government actions, such as changes to taxation and government regulations, particularly those in New Zealand. The financial services sector in New Zealand is very competitive, which impacts the Banking Group's profitability in terms of interest rate spreads, lending and deposit volumes and overall operating income.

Significant Conditions Affecting the Banking Group's Capital Position

The Banking Group continues to maintain a strong capital position, with a balance sheet that is supported by diversified and stable funding sources. As at September 30, 2026, the Banking Group's Common Equity Tier 1 ("CET1"), Tier 1 and Total qualifying capital ratios were 13.2%, 14.1% and 15.9%, respectively, well above the RBNZ's current minimum capital ratio requirements (including a 5.5% prudential capital buffer ("PCB") ratio) of 10.0%, 12.5% and 14.5%, respectively. The Banking Group's capital ratios may be influenced by future market developments, such as regulatory changes, rating agency expectations, economic conditions and peer bank capital trends.

In December 2025, the RBNZ announced its decisions following its 2025 review of key capital settings. The RBNZ will require all Group 1 deposit takers (including BNZ) to have a CET1 capital ratio of 12% and a total capital ratio of 15% of risk weighted assets ("RWA") (each including a 6% PCB ratio) with up to 3% of the total capital ratio requirement in the form of Tier 2 capital, and an additional 6% of RWA in the form of Loss Absorbing Capacity ("LAC") instruments, requiring Tier 2 and LAC instruments to be issued to a Group 1 deposit taker's parent bank (including BNZ's ultimate parent). In addition, the new settings introduce more granular risk weights under the RBNZ standardized methodology, effective from October 1, 2026, with transitional arrangements applying to certain changes until April 1, 2027. Additional Tier 1 ("AT1") capital instruments will be removed from the regulatory capital stack, with recognition of existing AT1 instruments to be phased out. The detail behind transition arrangements for the new Tier 2 and LAC framework remain subject to final RBNZ decisions. On October 20, 2026, the RBNZ opened consultation on six targeted changes to the standardized credit risk weights. The final decisions on capital settings will be incorporated into the capital standard under the New Zealand Deposit Takers Act 2023, scheduled to take effect in December 2028.

The Banking Group's core funding ratio of 88.8% as at September 30, 2026, exceeded the RBNZ's current minimum requirement of 75%.

The Banking Group maintains wholesale funding diversity by remaining active in both domestic and offshore markets, supporting the refinancing of term debt maturities. During the year ended September 30, 2026, the Bank issued senior unsecured medium-term notes in NZD, senior unsecured medium-term notes in EUR, senior unsecured medium-term notes in USD and a covered bond in EUR.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Accounting Policies and Estimates

Basis of preparation

The Banking Group's financial statements are prepared in accordance with the requirements of the New Zealand Financial Markets Conduct Act 2013, the New Zealand Registered Bank Disclosure Statements (New Zealand Incorporated Registered Banks) Order 2014 (as amended) and the Banking Group's accounting policies. Refer to Note 1 About the Financial Statements of the Disclosure Statement for the year ended September 30, 2026 for information on the Banking Group's accounting policies.

Certain comparative balances have been restated to align with the presentation used in the current financial year. These are footnoted in the relevant sections of this document. These restatements have no impact on the overall financial performance or financial position for the comparative periods.

Accounting policies

Accounting policies have been consistently applied to all periods presented, unless otherwise stated, throughout the Banking Group.

Accelerated amortization of software assets

Following a review of its software capitalization policy, the Banking Group has revised the estimated useful life of its capitalized software assets from three to ten years down to three to five years and made changes in the application of the software capitalization policy. These changes are expected to better align the Banking Group's accounting policies with a rapidly evolving technology environment, where the time that software is expected to generate economic benefits is shortening. As a result, the year ended September 30, 2026 includes an accelerated amortization charge of $352 million, presented within Operating expenses with a corresponding reduction in the carrying value of capitalized software recognized within Intangible assets on the balance sheet.

Critical accounting judgments and estimates

The preparation of the financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the disclosure of contingent liabilities. It also requires management to exercise judgment in the process of applying accounting policies. The notes to the financial statements explain areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the Banking Group. Refer to Note 12 Allowance for Expected Credit Losses and Note 28 Classification of Financial Instruments and Fair Value Measurement of the Disclosure Statement for the year ended September 30, 2026 for further information.

Assumptions made as at each reporting date (e.g. the calculation of the allowance for expected credit losses, fair value measurements and income tax) are based on best estimates at that date. Actual amounts may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the reporting period in which the estimates are revised and in any future periods affected.

Changes in accounting policies and disclosures

There were no new accounting standards or amendments to existing standards adopted during the year that had a material impact on the Banking Group.

Future accounting developments

In May 2024, the New Zealand External Reporting Board issued NZ IFRS 18 *Presentation and Disclosure in Financial Statements* ("NZ IFRS 18"). NZ IFRS 18 replaces NZ IAS 1 *Presentation of Financial Statements* and will be effective for the Banking Group from October 1, 2027. NZ IFRS 18 introduces enhanced presentation and disclosure requirements in the financial statements, including new defined subtotals in the income statement, enhanced disclosure of management-defined performance measures (e.g. cash earnings), and changes to the aggregation and disaggregation of information. The Banking Group is currently assessing the impact of this standard.

In June 2024, the New Zealand External Reporting Board issued *Amendments to the Classification and Measurement of Financial Instruments* which amend NZ IFRS 9 *Financial Instruments* and NZ IFRS 7 *Financial Instruments: Disclosures* and will be effective for the Banking Group from October 1, 2026. The amendments include clarification on the derecognition of financial liabilities when settlement occurs through an electronic payment system, and assessing contractual cash flow characteristics of financial assets with environmental, social, governance and similar features. The amendments also include additional disclosure requirements. The adoption of these amendments is not expected to have a material impact on the Banking Group.

There are no other new accounting standards or amendments to existing accounting standards that are not yet effective which are expected to have a material impact on the Banking Group's financial statements.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Net interest income			
Net interest income[1]	**3,048**	3,040	2,909
Average interest earning assets	**132,506**	126,532	122,730
Net interest margin[1,2]	**2.30%**	2.40%	2.37%

[1] Comparative balances for 2025 have been restated to reflect a reclassification of certain derivative interest from Interest income to Gains less losses on financial instruments, consistent with the nature of the underlying transactions.

[2] Net interest income divided by total average interest earning assets.

Net interest income 2026 vs 2025

Net interest income increased by $8 million or 0.3%, from $3,040 million in 2025 to $3,048 million in 2026. Net interest income growth was mainly due to lower average cost of interest bearing deposits and lower average hedged cost of bonds and notes, partially offset by lower interest income from loans and advances.

Average interest earning assets grew by $5,974 million or 4.72%, from $126,532 million in 2025 to $132,506 million in 2026. This was driven by growth in the housing and business lending portfolios.

Overall, net interest margin reduced by 10 basis points, from 2.40% in 2025 to 2.30% in 2026. The overall yield on total average interest earning assets decreased by 104 basis points, and the cost of total average interest bearing liabilities decreased by 116 basis points.[1,3] Key influences on the net interest margin result included:

- average hedged cost of bonds and notes decreased by 124 basis points, from 4.60% in 2025 to 3.36% in 2026. This decrease was driven by lower average interest rates;
- average cost of interest bearing deposits and other borrowings decreased by 123 basis points, from 4.11% in 2025 to 2.88% in 2026. This decrease was due to customers holding term deposits and savings accounts repricing to lower rates;
- average yield on interest earning loans and advances to customers decreased by 103 basis points, from 6.07% in 2025 to 5.04% in 2026.[1] The decrease was driven by customers on fixed rate loans repricing to lower rates, with a decrease in New Zealand swap rates in 2026 compared with periods when customers originally fixed; and
- lower returns on the capital replicating portfolio, driven by lower average long-term interest rates compared to prior periods.

Net interest income 2025 vs 2024

Net interest income increased by $131 million or 4.5%, from $2,909 million in 2024 to $3,040 million in 2025.[1] Net interest income growth was mainly due to lower average cost of interest bearing deposits, lower average hedged cost of bonds and notes and higher returns from the capital replicating portfolio, partially offset by lower interest income from loans and advances.

Average interest earning assets grew by $3,802 million or 3.09%, from $122,730 million in 2024 to $126,532 million in 2025. This was driven by growth in the housing and business lending portfolios.

Overall, net interest margin increased by 3 basis points, from 2.37% in 2024 to 2.40% in 2025.[1] The overall yield on total average interest earning assets decreased by 92 basis points, and the cost of total average interest bearing liabilities decreased by 123 basis points.[1,3] Key influences on the net interest margin result included:

- average hedged cost of bonds and notes decreased by 188 basis points, from 6.48% in 2024 to 4.60% in 2025. This decrease was driven by lower average interest rates;
- average cost of interest bearing deposits and other borrowings decreased by 108 basis points, from 5.19% in 2024 to 4.11% in 2025. This decrease was due to lower average New Zealand interest rates with customers holding deposits repricing to current rates;
- average yield on interest earning loans and advances to customers decreased by 92 basis points, from 6.99% in 2024 to 6.07% in 2025.[1] The decrease was driven by a decrease in New Zealand swap rates over recent years, with customers on fixed rate loans repricing to current rates; and
- increased returns on the capital replicating portfolio, supported by higher capital volume.

[3] Average interest bearing liabilities include lease liabilities under NZ IFRS 16 Leases for the purposes of the calculation. Under the New Zealand Registered Bank Disclosure Statements (New Zealand Incorporated Registered Banks) Order 2014 (as amended), these are classified as non-interest bearing in BNZ's Disclosure Statements for the respective periods.

Results of Operations *continued*

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Gains less losses on financial instruments[1]	**180**	146	273

[1] Comparative balance for 2025 has been restated to reflect a reclassification of certain derivative interest from Interest income to Gains less losses on financial instruments, consistent with the nature of the underlying transactions.

Gains less losses on financial instruments 2026 vs 2025

Gains less losses on financial instruments increased by $34 million or 23.3%, from a gain of $146 million in 2025 to a gain of $180 million in 2026. This was mainly driven by favorable movements in the fair value of derivatives used for hedging purposes but not designated in hedge relationships, reflecting the unwind of losses recognized in the prior period as interest rates decreased. This was partially offset by the non-repeat of gains in 2025 on the unwind of cross currency basis spreads and interest rate movements on derivatives used to economically hedge foreign currency term debt issuances.

Gains less losses on financial instruments 2025 vs 2024

Gains less losses on financial instruments decreased by $127 million or 46.5%, from a gain of $273 million in 2024 to a gain of $146 million in 2025.[1] This was mainly driven by lower trading gains on financial instruments, due to the non-repeat of gains in 2024 from derivatives economically hedging trading assets within the liquidity management portfolio, driven by interest rate movements, and by unfavorable movements in fair value of hedging derivatives not designated in hedge relationships, driven by a decrease in interest rates and unwind of gains in 2024.

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Other operating income			
Money transfer fees[1]	**61**	46	52
Fees earned on financial assets and liabilities	**214**	210	216
Other income and expenses[1]	**33**	42	166
Total other operating income	**308**	298	434

[1] Comparative balances have been restated to reflect a reclassification of certain amounts from Other income and expenses to Money transfer fees to align to the current period presentation.

Other operating income 2026 vs 2025

Total other operating income increased by $10 million or 3.4%, from $298 million in 2025 to $308 million in 2026. Money transfer fees increased by $15 million, due to an increase in net card and merchant income. Fees earned on financial assets and liabilities increased by $4 million, mainly due to higher business lending fee income. Other income and expenses decreased by $9 million, mainly due to higher loyalty/reward expenses.

Other operating income 2025 vs 2024

Total other operating income reduced by $136 million or 31.3%, from $434 million in 2024 to $298 million in 2025. Other income and expenses decreased by $124 million, mainly due to the non-repeat of the $103 million gain on sale of BNZ Investment Services Limited ("BNZISL") completed in 2024, and a decrease in investment management income following the sale of BNZISL.[1] Fees earned on financial assets and liabilities decreased by $6 million, mainly driven by lower business lending fee income.[1] Money transfer fees decreased by $6 million, mainly driven by lower net card and merchant income.[1]

Results of Operations *continued*

Dollars in Millions	Banking Group 2026	2025	2024
Operating expenses			
Personnel expenses	**764**	724	724
Occupancy and depreciation expenses	**96**	86	89
Technology expenses	**720**	365	334
Other operating expenses	**209**	204	245
Total operating expenses	**1,789**	1,379	1,392

Operating expenses 2026 vs 2025
Total operating expenses increased by $410 million or 29.7%, from $1,379 million in 2025 to $1,789 million in 2026. This was largely due to higher technology expenses driven by accelerated software amortization associated with a change in the application of BNZ's software capitalization policy. Personnel expenses increased by $40 million driven by salary increases and impact of additional colleagues hired throughout 2025 and 2026 to support growth. Occupancy and depreciation expenses increased by $10 million driven by higher rental related costs. Other operating expenses increased by $5 million due to higher related entity expenses.

Operating expenses 2025 vs 2024
Total operating expenses decreased by $13 million or 0.9%, from $1,392 million in 2024 to $1,379 million in 2025. This was largely due to lower other operating expenses driven by the non-repeat of expenditure related to the sale of BNZISL, partially offset by higher consulting costs. Technology expenses increased by $31 million driven by higher amortization from investment in strategic priorities, and higher software as a service costs. Personnel expenses remained flat across the two periods reflecting simplification of the business, offset by salary increases.

Dollars in Millions	Banking Group 2026	2025	2024
Credit impairment charge and credit risk adjustments on credit exposures			
Credit impairment charge	**138**	27	146
Credit risk adjustments on financial assets designated at fair value through profit or loss[1]	**-**	-	(6)
Total credit impairment charge and credit risk adjustments on credit exposures	**138**	27	140

[1] Disclosed within gains less losses on financial instruments in the income statement. During the year ended September 30, 2024, the Banking Group commenced the classification of certain loans and advances to customers as financial assets measured at amortized cost. These were previously measured at fair value through profit or loss.

The table above represents the Banking Group's total credit impairment charge and credit risk adjustments on credit exposures. Movements in credit impairment charge should be read in conjunction with movements in credit risk adjustments on financial assets designated at fair value through profit or loss.

Credit impairment charge and credit risk adjustments on credit exposures 2026 vs 2025
Total credit impairment charge and credit risk adjustments increased by $111 million or 411.1%, from $27 million in 2025 to $138 million in 2026. The increase in credit impairment charges was driven by an increase in collectively assessed impairment charges, partially offset by a decrease in individually assessed allowance. The increase in collectively assessed impairment charge was mainly due to the non-repeat of the release of the agribusiness forward-looking adjustment in 2025. The decrease in individually assessed allowance was largely driven by the non-repeat of prior period charges for a small number of customers in the manufacturing, transport and construction lending portfolios.

Credit impairment charge and credit risk adjustments on credit exposures 2025 vs 2024
Total credit impairment charge and credit risk adjustments reduced by $113 million or 80.7%, from $140 million in 2024 to $27 million in 2025. The decrease in credit impairment charges was driven by a decrease in collectively assessed impairment charges, partially offset by an increase in individually assessed allowance. The decrease in collectively assessed impairment charge was mainly due to the release of the agribusiness forward-looking adjustment. The increase in individually assessed allowance was largely driven by a small number of customers in the manufacturing, transport and construction lending portfolios. The decrease in credit risk adjustments was driven by loans historically measured at fair value through profit or loss that have transitioned to amortized cost.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial Condition

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Assets			
Cash and liquid assets	**5,394**	5,987	5,711
Due from central banks and other institutions	**202**	160	72
Collateral paid	**902**	530	927
Trading assets	**12,516**	8,927	11,103
Derivative financial instruments	**4,830**	3,742	3,744
Investments in debt instruments	**3,895**	2,555	9
Loans and advances to customers	**118,495**	111,027	106,101
Other assets	**994**	1,036	1,563
Deferred tax	**454**	352	345
Property, plant and equipment	**584**	605	622
Intangible assets	**437**	682	540
Total assets	**148,703**	135,603	130,737

Assets 2026 vs 2025

Total assets increased by $13,100 million or 9.7%, from $135,603 million in 2025 to $148,703 million in 2026, mainly due to an increase in loans and advances to customers of $7,468 million, an increase in trading assets of $3,589 million, an increase in investments in debt instruments of $1,340 million, and an increase in derivative financial instruments of $1,088 million, partially offset by a decrease in cash and liquid assets of $593 million.

Cash and liquid assets decreased by $593 million or 9.9%, from $5,987 million in 2025 to $5,394 million in 2026. This was primarily driven by a decrease in transaction balances with central banks of $556 million and a decrease in transaction balances with other institutions of $343 million, partially offset by an increase in cash held of $306 million.

Trading assets increased by $3,589 million or 40.2%, from $8,927 million in 2025 to $12,516 million in 2026. This was primarily driven by an increase in reverse repurchase agreements with other institutions of $3,013 million and a net increased investment in securities of $558 million reflecting growth in the liquidity management portfolio.

Derivative financial assets increased by $1,088 million or 29.1%, from $3,742 million in 2025 to $4,830 million in 2026. This was primarily due to more significant NZD depreciation against the USD within the September 2026 quarter vs the September 2025 quarter.

Investments in debt instruments increased by $1,340 million or 52.4%, from $2,555 million in 2025 to $3,895 million in 2026. This was primarily driven by an increased investment in government and semi-government securities, reflecting the ongoing build-up of the portfolio.

Net loans and advances to customers increased by $7,468 million or 6.7%, from $111,027 million in 2025 to $118,495 million in 2026. This was primarily driven by an increase of $4,819 million in housing loans and an increase of $2,388 million in business term lending.

Intangible assets decreased by $245 million or 35.9%, from $682 million in 2025 to $437 million in 2026, primarily due to accelerated software amortization associated with a change in the application of BNZ's software capitalization policy.

Assets 2025 vs 2024

Total assets increased by $4,866 million or 3.7%, from $130,737 million in 2024 to $135,603 million in 2025, mainly due to an increase in loans and advances to customers of $4,926 million, an increase in investments in debt instruments of $2,546 million and an increase in cash and liquid assets of $276 million, partially offset by a decrease in trading assets of $2,176 million, a decrease in other assets of $527 million and a decrease in collateral paid of $397 million.

Cash and liquid assets increased by $276 million or 4.8%, from $5,711 million in 2024 to $5,987 million in 2025. This was primarily driven by an increase in transaction balances with other institutions of $320 million, partially offset by a decrease in transaction balances with central banks of $48 million.

Collateral paid decreased by $397 million or 42.8%, from $927 million in 2024 to $530 million in 2025, to meet derivative trading obligations.

Trading assets decreased by $2,176 million or 19.6%, from $11,103 million in 2024 to $8,927 million in 2025. This was primarily driven by decreased investment in government and semi-government securities, reflecting the ongoing rebalancing within the liquidity management portfolio, decreasing allocations to trading assets while increasing allocations to investments in debt instruments.

Investments in debt instruments increased by $2,546 million, from $9 million in 2024 to $2,555 million in 2025. This was primarily driven by an increased investment in government and semi-government securities, reflecting the ongoing rebalancing within the liquidity management portfolio, decreasing allocations to trading assets while increasing allocations to investments in debt instruments.

Net loans and advances to customers increased by $4,926 million or 4.6%, from $106,101 million in 2024 to $111,027 million in 2025. This was primarily driven by an increase of $3,842 million in housing loans and an increase of $1,186 million in business term lending.

Other assets decreased by $527 million or 33.7%, from $1,563 million in 2024 to $1,036 million in 2025. This was primarily driven by lower balances of securities sold but not yet settled at the end of 2025.

Financial Condition *continued*

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Liabilities			
Due to central banks and other institutions	**1,416**	3,642	4,879
Collateral received	**1,758**	1,015	1,057
Trading liabilities	**374**	255	278
Deposits and other borrowings	**99,295**	90,642	84,254
Derivative financial instruments	**3,251**	2,258	3,914
Current tax liabilities	**50**	230	193
Other liabilities	**1,977**	1,969	2,899
Bonds and notes	**25,399**	20,305	19,385
Subordinated debt	**1,414**	1,434	550
Total liabilities	**134,934**	121,750	117,409
Shareholders' equity			
Contributed equity – ordinary shares	**10,956**	9,956	9,956
Contributed equity – perpetual preference shares	**825**	825	825
Reserves	**59**	157	27
Retained profits	**1,929**	2,915	2,520
Total shareholders' equity	**13,769**	13,853	13,328

Liabilities and equity 2026 vs 2025

Total liabilities increased by $13,184 million or 10.8%, from $121,750 million in 2025 to $134,934 million in 2026, primarily driven by an increase in deposits and other borrowings of $8,653 million and an increase in bonds and notes of $5,094 million, partially offset by a decrease in due to central banks and other institutions of $2,226 million.

Due to central banks and other institutions decreased by $2,226 million or 61.1%, from $3,642 million in 2025 to $1,416 million in 2026. This was mainly due to a decrease in repurchase agreements held with central banks of $2,038 million. Repurchase agreements with central banks included borrowing from the RBNZ Funding for Lending ("FLP") and RBNZ Term Lending Facility ("TLF") programs. These facilities are closed for drawdowns and have been fully repaid. See "Additional RBNZ facilities" on page 22 below for further information.

Deposits and other borrowings increased by $8,653 million or 9.5%, from $90,642 million in 2025 to $99,295 million in 2026. This was driven by increases in commercial paper of $3,796 million, term deposits of $2,175 million, deposits not bearing interest of $1,444 million, on-demand and short-term deposits of $752 million and certificates of deposit of $486 million.

Derivative financial liabilities increased by $993 million or 44.0%, from $2,258 million in 2025 to $3,251 million in 2026. This was primarily due to more significant NZD depreciation against the USD within the September 2026 quarter vs the September 2025 quarter.

Bonds and notes increased by $5,094 million or 25.1%, from $20,305 million in 2025 to $25,399 million in 2026. This was primarily driven by a net increase in term debt issuances of $5,472 million and an increase in foreign currency translation of $114 million as the NZD depreciated against major foreign currencies, partially offset by a decrease in fair value of $492 million due to increases in interest rates.

Total shareholders' equity decreased by $84 million or 0.6%, from $13,853 million in 2025 to $13,769 million in 2026. The decrease was primarily driven by dividends paid of $2,103 million, partly offset by net profits for the period and an increase in ordinary share capital. On December 18, 2025, the Bank paid a dividend of $1,000 million and issued 1,000 million ordinary shares to National Australia Group (NZ) Limited at a subscription price of $1.00 per share under a dividend reinvestment plan, resulting in the Bank's ordinary share capital increasing by $1,000 million.

Liabilities and equity 2025 vs 2024

Total liabilities increased by $4,341 million or 3.7%, from $117,409 million in 2024 to $121,750 million in 2025, primarily driven by an increase in deposits and other borrowings of $6,388 million, an increase in bonds and notes of $920 million and an increase in subordinated debt of $884 million, partially offset by a decrease in derivative financial liabilities of $1,656 million, a decrease in due to central banks and other institutions of $1,237 million and a decrease in other liabilities of $930 million.

Due to central banks and other institutions decreased by $1,237 million or 25.4%, from $4,879 million in 2024 to $3,642 million in 2025. This was mainly due to a decrease in repurchase agreements held with central banks of $1,339 million. Repurchase agreements with central banks included borrowing from the FLP and TLF programs. These facilities are closed for drawdowns. See "Additional RBNZ facilities" on page 22 below for further information.

Collateral received decreased by $42 million or 4.0%, from $1,057 million in 2024 to $1,015 million in 2025, to meet derivative trading obligations.

Trading liabilities decreased by $23 million or 8.3%, from $278 million in 2024 to $255 million in 2025. This was primarily driven by a decrease in securities sold short of $15 million and a decrease in repurchase agreements with other institutions of $8 million.

Deposits and other borrowings increased by $6,388 million or 7.6%, from $84,254 million in 2024 to $90,642 million in 2025. This was driven by an increase in on-demand and short-term deposits of $3,799 million, an increase in commercial paper of $2,186 million and an increase in deposits not bearing interest of $743 million, partially offset by a decrease in certificates of deposit of $591 million.

Derivative financial liabilities decreased by $1,656 million or 42.3%, from $3,914 million in 2024 to $2,258 million in 2025. This was primarily due to the NZD depreciation against the USD in the September 2025 quarter, compared to appreciation in the September 2024 quarter.

Other liabilities decreased by $930 million or 32.1%, from $2,899 million in 2024 to $1,969 million in 2025. This was primarily driven by lower balances of securities purchased but not yet settled at the end of 2025.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial Condition *continued*

Bonds and notes increased by $920 million or 4.7%, from $19,385 million in 2024 to $20,305 million in 2025. This was primarily driven by an increase due to foreign currency translation of $1,981 million as the NZD depreciated against major foreign currencies and an increase in fair value of $168 million due to decreases in interest rates, partially offset by a net decrease in term debt issuances of $1,229 million.

Subordinated debt increased by $884 million or 160.7%, from $550 million in 2024 to $1,434 million in 2025. This was due to the issuance of US$500 million of unsecured subordinated notes on January 28, 2025.

Total shareholders' equity increased by $525 million or 3.9%, from $13,328 million in 2024 to $13,853 million in 2025. This was mainly driven by an increase in retained earnings due to net profits for the period, partially offset by dividends paid of $1,060 million in 2025.

Results of Operations by Segments

For segment reporting purposes, the Banking Group is organized into two major reportable and operating segments: Partnership Banking, and Corporate and Institutional Banking. Reportable segments are disclosed on the basis that is used by management to assess performance, with adjusting entries in the Other Segment to reconcile to the NZ IFRS accounting treatment. The results of operations by segments are presented consistently across all periods. The tables on pages 13 to 15 herein show the results of operations by each segment for 2026, 2025 and 2024.

Partnership Banking

Partnership Banking provides financial products and services to retail, small and medium businesses (including agribusiness) and private customers.

	Partnership Banking		
Dollars in Millions	**2026**	2025	2024
Net interest income[1]	**2,272**	2,165	2,102
Other income	**159**	128	126
Total operating income	**2,431**	2,293	2,228
Operating expenses	**(280)**	(261)	(252)
Total operating profit before credit impairment charge and income tax expense	**2,151**	2,032	1,976
Credit impairment charge	**(99)**	(99)	(15)
Total operating profit before income tax expense	**2,052**	1,933	1,961
Income tax expense on operating profit	**(576)**	(542)	(549)
Net profit for the year	**1,476**	1,391	1,412

[1] From October 1, 2024, certain deposit liabilities and the related net interest income were reallocated from Other Segment and are now recognized in Partnership Banking. Comparative balance for 2024 has been restated to align with the segment measures for 2026 and 2025.

Partnership Banking results of operations 2026 vs 2025

Partnership Banking net profit after tax increased by $85 million or 6.1%, from $1,391 million in 2025 to $1,476 million in 2026. This was largely due to an increase in operating income.

Total operating income increased by $138 million or 6.0%, from $2,293 million in 2025 to $2,431 million in 2026. This increase was largely driven by balance sheet growth.

Operating expenses increased by $19 million or 7.3%, from $261 million in 2025 to $280 million in 2026. This was largely due to an increase in personnel expenses driven by salary increases and the impact of additional colleagues hired to support growth.

Credit impairment charge remained flat, from $99 million in 2025 to $99 million in 2026.

Partnership Banking results of operations 2025 vs 2024

Partnership Banking net profit after tax reduced by $21 million or 1.5%, from $1,412 million in 2024 to $1,391 million in 2025. This was largely due to an increase in credit impairment charges partially offset by an increase in net interest income.

Total operating income increased by $65 million or 2.9%, from $2,228 million in 2024 to $2,293 million in 2025. This increase was largely driven by net interest income from balance sheet growth.

Operating expenses increased by $9 million or 3.6%, from $252 million in 2024 to $261 million in 2025.

Credit impairment charge increased by $84 million, from $15 million in 2024 to $99 million in 2025. This was driven by an increase in collectively assessed impairment charges.

Results of Operations by Segments *continued*

Corporate and Institutional Banking

Corporate and Institutional Banking provides financial products and services to large corporate and institutional customers (including property and agribusiness), and it also includes the Banking Group's market trading, market sales and market activities providing risk management services to customers.

	Corporate and Institutional Banking		
Dollars in Millions	**2026**	2025	2024
Net interest income	**671**	722	788
Other income[1]	**352**	326	298
Total operating income	**1,023**	1,048	1,086
Operating expenses	**(72)**	(71)	(76)
Total operating profit before credit impairment charge and income tax expense	**951**	977	1,010
Credit impairment charge	**(1)**	(85)	(73)
Total operating profit before income tax expense	**950**	892	937
Income tax expense on operating profit	**(266)**	(250)	(262)
Net profit for the year	**684**	642	675

[1] Other income includes Gains less losses on financial instruments and Other operating income.

Corporate and Institutional Banking results of operations 2026 vs 2025

Corporate and Institutional Banking net profit after tax increased by $42 million or 6.5%, from $642 million in 2025 to $684 million in 2026. This was largely due to a decrease in credit impairment charge.

Total operating income reduced by $25 million or 2.4%, from $1,048 million in 2025 to $1,023 million in 2026. This decrease was mainly due to a reduction in net interest income, largely due to a margin compression, partially offset by lending growth.

Operating expenses increased by $1 million or 1.4%, from $71 million in 2025 to $72 million in 2026.

Credit impairment charge reduced by $84 million or 98.8%, from $85 million in 2025 to $1 million in 2026. This was largely driven by a lower charge for individually assessed allowance and a write-back in collectively assessed impairment charge.

Corporate and Institutional Banking results of operations 2025 vs 2024

Corporate and Institutional Banking net profit after tax reduced by $33 million or 4.9%, from $675 million in 2024 to $642 million in 2025. This was largely due to a decrease in total operating income.

Total operating income reduced by $38 million or 3.5%, from $1,086 million in 2024 to $1,048 million in 2025. This was due to a decrease in net interest income, largely due to a decrease in lending income, partially offset by an increase in other operating income due to increased market trading activity.

Operating expenses reduced by $5 million or 6.6%, from $76 million in 2024 to $71 million in 2025.

Credit impairment charge increased by $12 million or 16.4%, from $73 million in 2024 to $85 million in 2025. This was due to an increase in both collective and individually assessed allowances.

Results of Operations by Segments *continued*

Other Segment

Included in "Other Segment" in the table below are business activities that are not separately reportable segments, including corporate functions enabling units that support all businesses, e.g. treasury, technology and operations; accounting differences between management and statutory financial reporting; and elimination entries on consolidation of the results of the Banking Group's controlled entities in the preparation of the consolidated financial statements of the Banking Group.

	Other Segment		
Dollars in Millions	**2026**	2025	2024
Net interest income[1,2]	**105**	153	19
Gains less losses on financial instruments[2]	**15**	5	157
Other income/(expense)	**(38)**	(15)	126
Total operating income	**82**	143	302
Operating expenses	**(1,437)**	(1,047)	(1,064)
Total operating loss before credit impairment charge and income tax expense	**(1,355)**	(904)	(762)
Credit impairment (charge)/write-back	**(38)**	157	(58)
Total operating loss before income tax expense	**(1,393)**	(747)	(820)
Income tax benefit on operating loss	**390**	213	239
Net loss for the year	**(1,003)**	(534)	(581)

[1] From October 1, 2024, certain deposit liabilities and the related net interest income were reallocated from Other Segment and are now recognized in Partnership Banking. Comparative balance for 2024 has been restated to align with the segment measures for 2026 and 2025.
[2] Comparative balances for 2025 have been restated to reflect a reclassification of certain derivative interest from Net interest income to Gains less losses on financial instruments, consistent with the nature of the underlying transactions.

Other Segment results of operations 2026 vs 2025

Net loss after tax for the Other Segment increased by $469 million or 87.8%, from $534 million in 2025 to $1,003 million in 2026. This was largely driven by higher operating expenses and credit impairment charge and lower total operating income.

Net interest income reduced by $48 million or 31.4%, from $153 million in 2025 to $105 million in 2026. This decrease was mainly driven by lower interest earned on cash and liquid assets and lower returns on the capital replicating portfolio, partially offset by lower interest paid on bonds and notes.

Gains less losses on financial instruments increased by $10 million or 200.0%, from $5 million in 2025 to $15 million in 2026. This was mainly driven by favorable movements in the fair value of derivatives used for hedging purposes but not designated in hedge relationships, reflecting the unwind of losses recognized in the prior period as interest rates decreased. This was partially offset by the non-repeat of gains in 2025 on the unwind of cross currency basis spreads and interest rate movements on derivatives used to economically hedge foreign currency term debt issuances.

Other expense increased by $23 million or 153.3%, from $15 million in 2025 to $38 million in 2026. This increase was mainly due to higher loyalty/reward expenses.

Operating expenses increased by $390 million or 37.2%, from $1,047 million in 2025 to $1,437 million in 2026. This increase was largely due to higher technology expenses driven by accelerated amortization associated with a change in the application of BNZ's software capitalization policy.

Credit impairment charge increased by $195 million or 124.2%, from a write-back of $157 million in 2025 to a charge of $38 million in 2026. This was primarily driven by an increase in collectively assessed impairment charges and the non-repeat of the release of the agribusiness forward-looking adjustment in 2025.

Other Segment results of operations 2025 vs 2024

Net loss after tax for the Other Segment reduced by $47 million or 8.1%, from $581 million in 2024 to $534 million in 2025. This was largely driven by lower credit impairment charges, partially offset by lower operating income.

Net interest income increased by $134 million, from $19 million in 2024 to $153 million in 2025. This increase was mainly driven by lower interest paid on bonds and notes, partially offset by lower interest earned on cash and liquid assets, both due to lower average interest rates.

Gains less losses on financial instruments reduced by $152 million or 96.8%, from $157 million in 2024 to $5 million in 2025. This was mainly driven by lower trading gains on financial instruments, due to the non-repeat of gains in 2024 from derivatives economically hedging trading assets within the liquidity management portfolio, driven by interest rate movements, and by unfavorable movements in fair value of hedging derivatives not designated in hedge relationships, driven by a decrease in interest rates and unwind of gains in 2024.

Other income/(expense) reduced by $141 million or 111.9%, from an income of $126 million in 2024 to an expense of $15 million in 2025. This decrease was mainly due to the non-repeat of the gain on sale of BNZISL on April 30, 2024.

Operating expenses reduced by $17 million or 1.6%, from $1,064 million in 2024 to $1,047 million in 2025. This decrease was mainly driven by the non-repeat of expenses related to the sale of BNZISL, partially offset by higher software as a service and software amortization expenses.

Credit impairment charge reduced by $215 million or 370.7%, from a charge of $58 million in 2024 to a write-back of $157 million in 2025. This was primarily driven by a decrease in collectively assessed impairment charges and the release of the agribusiness forward-looking adjustment.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Risk Management

Risk exists in all aspects of the Banking Group and the environment in which it operates. The Banking Group has adopted the NAB Group Risk Management Strategy, which articulates the Banking Group's risk management framework and describes its material risks and approach to managing them. This framework supports delivery of the BNZ Board-approved BNZ Plan, including the BNZ Strategy and Financial Plan, within the boundaries established by the Risk Appetite Statement. Risk appetite is translated and cascaded to the businesses qualitatively (through risk policies, standards and operating procedures) and quantitatively (through the Banking Group's risk limits, settings and decision authorities).

Risk management accountabilities are allocated for risk ownership and functionally independent oversight and assurance using the Three Lines of Accountability Model as follows:

- first line: Management (who own and manage the risks, obligations and controls within their business in line with risk appetite);
- second line: Risk (who establish risk management frameworks and provide insight, review and challenge and set appetite); and
- third line: Internal Audit (who provide independent assurance).

BNZ is primarily regulated by the RBNZ and the Banking Group is subject to the prudential reporting requirements of APRA as part of the NAB Group.

The key risks faced by the Banking Group include:

- strategic risk;
- credit risk;
- market risk - trading;
- market risk - non-trading/banking positions, including interest rate risk in the banking book;
- capital, funding and liquidity risk;
- technology and information security risk;
- operational execution risk;
- financial crime and fraud risk;
- sustainability risk;
- conduct risk; and
- compliance risk.

Further details regarding the nature and extent of key risks faced by the Banking Group, and how these risks are managed, are outlined as part of this section. In addition, in connection with an offer of notes, an investor should carefully consider the risks set forth in or incorporated by reference into the applicable offering circular, as supplemented by the offering circular supplement.

The key risks are managed and overseen as part of the Banking Group's broader corporate governance structure and risk management framework as follows:

Risk governance

At the BNZ Board level, risk is overseen by the Board Risk and Compliance Committee ("BRCC"), which supports the framework for risk management across the Banking Group. Further details on the role of BRCC are on page 35 herein. At an executive level, risk is overseen by the CEO through the Executive Risk and Compliance Committee ("ERCC"), which leads management in respect of risk matters relating to culture, integrated governance processes, risk strategy and performance. ERCC refers any matters of significant importance to BRCC for its consideration and attention.

Internal audit function

The independent internal audit function operates under the authority of the Board Audit Committee ("BAC"). BAC assists the BNZ Board to fulfill its statutory and fiduciary responsibilities relating to accounting and financial controls, reporting systems and processes of the Banking Group and to oversee the internal audit function. Internal audit is a functionally independent and objective assurance function that assists BAC in discharging its duties and responsibilities to the BNZ Board. Further details on the role of BAC are on page 35 herein. The work performed provides independent assurance on BNZ's compliance with, and effectiveness of, the risk management framework.

It is the policy of BNZ's Board to maintain and support internal audit as an assurance function operating independently of executive and business unit management and with separate functional reporting lines. The internal audit function is under the control of the Chief Audit Officer who has an independent functional reporting line to the Chair of BAC and informational reporting lines to BNZ's Managing Director and CEO, and BNZ's Chief Financial Officer. The suitability of these reporting lines will be assessed and considered as part of the Chief Audit Officer's annual independence declaration.

A risk-based audit plan is compiled and approved by BAC annually. Audit assignments are conducted to assess key business risks and internal control systems across the Banking Group throughout the year. The internal audit function reports to BAC quarterly and provides an update on progress relating to the approved audit plan.

The Banking Group has adopted the NAB Group Whistleblower Protection Policy. The Chief Audit Officer is the custodian of the policy and will also receive information from any employee or officer of the Banking Group who wishes to disclose a relevant matter and will act on the information as appropriate.

External auditor and credit rating agencies

Ernst & Young, the Banking Group's external auditor, may review parts of the Banking Group's risk management framework that impact significant aspects of the financial systems. This review may be undertaken in connection with Ernst & Young's issuance of an independent auditor's review report on the Banking Group's six month Disclosure Statement or an audit report on the Banking Group's year end Disclosure Statement, to the extent required to form their assurance opinion. Credit rating agencies also conduct periodic reviews of the Banking Group's risk management approach and risk profile.

Risk Management *continued*

Management of risk types

The management of certain categories of risk is described below, but there are other types of risk which may adversely impact the Banking Group's reputation or future prospects, including its financial performance or position. Other risks include, but are not limited to:

- a loss of accreditation or regulatory or other licensing for the Banking Group's operations causing the loss of contracts, customers or market share;
- a failure to address existing or new environmental, governance or social issues;
- the development of new services or technology in competition with the Banking Group; and
- new legislation or regulation which impacts the products and services being offered by the Banking Group or adds to compliance costs.

Strategic risk

Strategic risk is the risk to earnings, capital, liquidity, funding or reputation arising from an inadequate response to changes in the external environment and the risk of failing to properly consider downstream impacts and achieve effective outcomes when executing material change programs.

Strategic risk is a key consideration in the Banking Group's annual strategic planning process. The Banking Group invests significant resources in the execution of initiatives that are aligned to its agreed strategy. These initiatives focus on a broad range of areas including customers, technology, security, resilience, business improvement, scenario planning, culture and employees, regulatory compliance, Environmental, Social and Governance ("ESG") matters and associated changes to processes and controls. Many of these initiatives have, or may in the future have, dependencies on external suppliers, partners or other factors outside the Banking Group's control. Strategic risk is monitored through performance against the Banking Group's Risk Appetite Statement and through review and challenge of initiatives established to deliver the Banking Group's strategy.

Credit risk

Credit risk is the risk that a customer will fail to meet their obligations to the Banking Group in accordance with agreed terms. Credit risk arises from both the Banking Group's lending activities and markets and trading activities.

Lending activities account for most of the Banking Group's credit risk; however, other sources of credit risk also exist throughout the Banking Group. These include other financial instruments in the banking and trading books, the extension of commitments and guarantees, and counterparty exposure arising from the settlement of transactions.

The Banking Group manages credit risk via limits on the amount of risk accepted in relation to existing or potential counterparties or customers, groups of related counterparties or groups of related customers, and to geographical and industry segments. Such risks are monitored on an ongoing basis and are subject to an annual or more frequent review.

Credit risk is managed within BNZ Board-approved risk appetite settings and is supported by portfolio monitoring, concentration limits, stress testing and periodic reviews of emerging risks.

Administration of the Banking Group's credit policies and procedures is the responsibility of the Risk division of the Banking Group. Credit exposures are subject to risk grading and assessment processes that estimate the probability of default using a combination of historical experience, current conditions and forward-looking information. There are monitoring procedures and systems in place to control exposures to individual customers, geographical and industry segments that aim to maintain diversification and asset quality. Exposure to any one customer is further restricted by limits covering on and off-balance sheet exposures, and daily settlement risk limits in relation to trading items such as interest rate swaps and forward foreign exchange contracts. Actual exposures against limits are monitored on a daily basis. Individual lending authorities are allocated according to demonstrated skills, accreditation and experience. Compliance with delegated commitment authorities is subject to ongoing monitoring and oversight.

Exposure to credit risk is managed through regular analysis of the ability of existing or potential counterparties, customers, groups of related counterparties or groups of related customers to meet interest and capital repayment obligations and by changing limits where appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate and personal guarantees.

The Banking Group continuously monitors its credit risk to counterparties through the examination of key risk indicators such as irregular or delinquent accounts and early warning signals. In addition, the Strategic Business Services unit has specific responsibility for the management of accounts that have deteriorated in credit quality. These processes are intended to enable credit impairments to be identified at the earliest possible time. Allowances are raised based on an expected credit loss model in line with the requirements of NZ IFRS 9 *Financial Instruments*. Recoverable amounts for impaired assets take into account the current market value of collateral held and the realizability of securities.

Market risk - traded

Traded market risk is the risk of loss to the trading book from unfavorable movements in market variables. The types of market risk arising from trading activities include interest rate, credit spread, foreign exchange, commodity and volatility risk. The Banking Group manages foreign exchange risk primarily as traded market risk, with limited foreign exchange exposures also arising from banking book activities.

Financial instruments exposed to traded market risk include those which:

- are held for short-term resale;
- are taken on by the Banking Group with the intention of benefitting in the short-term from actual and/or expected differences between their buying and selling prices, or from other price or interest rate variations;
- arose from broking and market making; and
- are hedging a derivative valuation adjustment.

The trading activities of the Banking Group are carried out by BNZ Markets.

Independent oversight of the Banking Group's traded market risk, including compliance with limits, is undertaken by the Market Risk team, which reports through to the Chief Risk Officer. At an executive level, governance is provided by the Banking Group's Markets Risk Committee, which is a subcommittee of the Banking Group's ERCC.

The Banking Group has adopted the NAB Group Traded Market Risk Policy, which sets out disciplines for all trading activities. This policy is approved by the NAB Board of Directors ("NAB Board") and approved by the BNZ Board for adoption by the Banking Group (as appropriate).

Management's Discussion and Analysis of Financial Condition and Results of Operations

Risk Management *continued*

Market risk – non-traded/banking positions

Non-traded market risk includes all market risks which are not designated as traded market risk. Non-traded market risk largely consists of structural interest rate risk in the balance sheet arising from loans and deposits and also holdings of high quality liquid assets within the prudential asset portfolio.

Non-traded market risk also includes equity risk and capital, funding and liquidity risk.

The Banking Group has adopted non-traded market risk policies, including the NAB Group Interest Rate Risk in the Banking Book policy, NAB Group Liquidity Risk Policy and the NAB Group Capital Risk Policy. These policies are approved by the NAB Board and approved by the BNZ Board for adoption by the Banking Group (as appropriate).

Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate risks primarily result from exposures to changes in the level, slope and curvature of the yield curve, the volatility of interest rates, mortgage prepayment speeds and credit spreads. The Banking Group has exposure to the effects of fluctuations in the prevailing levels of market interest rates on both its fair value and cash flow risks. Exposure to interest rate risk arises in respect of the following activities: borrowing from and lending to customers; borrowing to fund the Banking Group in both domestic and international wholesale debt markets; transacting in money market instruments such as government stock, bank bills, and commercial paper; and transacting in derivative financial instruments such as foreign exchange contracts, swaps, options and futures.

Interest rate risk for non-traded market risk is measured, managed and monitored using the Value at Risk ("VaR") methodology and Net Interest Income Sensitivity ("NIIS") limits, complemented by cash flow analysis, basis point sensitivity and stress testing limits.

Similar to the methodology applied for traded market risk provided in "Market Exposures" on page 27 herein, VaR is calculated using the historical simulation method. Due to the generally longer holding period for non-traded products, the parameters applied differ. The key parameters for measuring non-traded market risk are as follows:

- 99% confidence level;
- three-month holding period;
- eight years of historical data; and
- rate changes are absolute rather than proportional.

NIIS measures the change in projected net interest income over a 12-month period resulting from an instantaneous 200 basis point parallel shock in the yield curve. VaR and NIIS exposures are measured and reported daily. The Banking Group has transitioned during the year ended September 2026 from Earnings at Risk ("EaR") to NIIS as the primary short-term earnings risk measure in response to changes in regulatory requirements for interest rate risk modeling.

Capital, funding and liquidity risk

Capital risk is the risk that the Banking Group does not hold an adequate level or composition of capital and reserves to capitalize on strategic opportunities, to cover exposures, or protect against unexpected losses. Capital is the cornerstone of the Banking Group's financial strength. It supports the Banking Group's operations by providing a buffer to absorb unanticipated losses from its activities.

Funding risk is the risk that the Banking Group is unable to raise short and long-term funding to support its ongoing operations, regulatory requirements, strategic plans and objectives. The Banking Group accesses domestic and global capital markets to help fund its business, along with using customer deposits.

Liquidity risk is the risk that the Banking Group is unable to meet its financial obligations as they fall due. These obligations include the repayment of deposits on demand or at their contractual maturity, the repayment of wholesale borrowings and loan capital as they mature, the payment of interest on borrowings and the payment of operational expenses and taxes. The liquidity associated with financial markets can be reduced substantially as a result of external economic or market events, market size or the actions of individual participants.

Maintaining adequate liquidity to meet current and future payment obligations at a reasonable cost is a core objective of the Banking Group.

The following are types of liquidity risks:

- Intra-Day: Ability of the Banking Group to meet its intra-day collateral requirements in relation to its clearing and settlement obligations;
- Operational: Ability of the Banking Group to meet its refinancing requirements for a predefined period, e.g. up to 30 days; and
- Structural: Liquidity risk profile of the balance sheet to accommodate the Banking Group's strategic plan and risk appetite.

The Banking Group manages liquidity risk through a combination of positive cash flow management, the maintenance of portfolios containing high quality liquid assets and maintenance of a prudent funding strategy. The Banking Group undertakes a conservative approach by imposing internal limits that are in addition to regulatory requirements, including engaging in regulatory and internal thematic liquidity stress tests.

The BNZ Board has the ultimate responsibility to monitor and review the adequacy of the Banking Group's liquidity compliance and management framework, with the guidance of the Banking Group's BRCC. To aid in the fulfillment of its guidance responsibilities, BRCC receives recommendations from ERCC and regular reports on the Banking Group's liquidity management activity, risk limits and sensitivity metrics. The Banking Group's Asset, Liability and Capital Committee ("ALCCO") is responsible for approval and providing overview of the execution of the liquidity strategy and escalation of issues to ERCC.

Independent oversight of the Banking Group's non-traded market risk, including compliance with limits, is undertaken by the Balance Sheet and Liquidity Risk team, which reports through to the Chief Risk Officer. At an executive level, governance is provided by ALCCO.

Risk Management *continued*

Technology and information security risk

Technology and information security risk is the risk arising from the inappropriate use, management, and protection of technology and information assets. Collectively, these risks can impact the confidentiality, integrity, and availability of information and technology systems, and may result in operational disruption, financial loss, reputational damage, or regulatory penalties. Privacy, information security and data breaches may adversely impact the Banking Group's reputation and operations.

The Banking Group collects, processes, stores and transmits large amounts of personal and confidential information through its people, internal technology systems and networks, and through the technology systems and networks of its external service providers, including cloud service providers. This interconnected and complex environment heightens the Banking Group's exposure to information security risks. Threats to information security are constantly evolving in speed, scope and sophistication, including through the use of AI and other emerging technologies, including quantum computing, which may enable threat actors to identify and exploit vulnerabilities, automate or scale attacks, evade detection or increase the effectiveness of cyber-attacks. The number, nature, resources and capability of adverse actors that could pose a cyber threat to the Banking Group are growing, ranging from individual cybercriminals to organized syndicates and nation-state actors. Reliance on external service providers for technology services and cloud infrastructure introduces additional risks, as the Banking Group may have limited ability to monitor and control the security protocols implemented by these providers on a day-to-day basis. The Banking Group may also submit confidential information to its key regulators under a legal obligation or as part of regulatory reporting that is stored and processed by the regulators, and is limited in its ability to monitor and control the security protocols implemented by the regulators.

Technology and information security risk extends across the Banking Group, influences and interacts with other major categories of risk and is regarded as a subtype of operational execution risk. The risk is managed through existing enterprise operational execution risk and compliance frameworks, policies, standards and tools, and the adopted NAB Group Information Risk Policy suite.

Operational execution risk

Operational execution risk is the risk of loss, business disruption, customer harm, adverse decisions, regulatory breaches or non-compliance arising from weaknesses, vulnerabilities or failures in the execution, operation or governance of the Banking Group's business services. This includes risks associated with transactions, processes, external service providers, statutory, tax and regulatory reporting, third parties, models, people practices and the use of AI systems, including advanced and rapidly evolving AI models, and risks arising from their design, deployment and oversight.

There are inherent risks within the Banking Group's operations due to the range of customers, products and services that the Banking Group provides, the multiple markets and channels these products and services are delivered through, and third party providers the Banking Group partners with, including their ability to effectively manage their own risks and deliver required services.

Operational execution risk can also arise from external events such as climatic, biological, political, geopolitical or geological events such as flooding, epidemics, earthquakes, terrorism, armed conflict and government policies, including where such events disrupt critical communications infrastructure or services.

The Banking Group is subject to extensive and evolving statutory, regulatory and tax reporting obligations. These obligations require accurate and timely submission of complex reports, often sourced from multiple systems and subject to interpretation under various regulatory frameworks. The Banking Group relies on its policies, processes and controls to ensure reporting outcomes are complete, accurate, and compliant with applicable standards.

The Banking Group has adopted the NAB Group Operational Risk Management Policy, which sets out the principles for managing operational execution risks across the Banking Group. The Banking Group takes a proactive risk-based approach to the identification, assessment, management, reporting, assurance, review and challenge of risks and controls reflecting the Banking Group's risk appetite, strategic objectives and values. This is intended to ensure that end-to-end risks and obligations are understood and managed, and that the control environment is fit for purpose. Timely and accurate information on risks, issues and events is provided to support prompt reporting and sustainable remedial action.

The primary roles of the Banking Group's Risk division in relation to operational execution risk are risk appetite setting, policy making, advisory and support, including monitoring, review, and challenge. The team also provides subject matter expertise and additional assistance to business units and identifies systemic trends across the business.

For the Banking Group's approach to calculating operational execution risk capital for the purpose of capital adequacy, refer to "Capital Adequacy" on page 23 herein.

The operational execution risk calculations are performed on an aggregate bank-wide basis, and the resultant capital is allocated across major business lines.

Financial crime and fraud risk

Financial crime risk, including fraud risk, is the risk of deliberate or opportunistic acts intended to deceive, misappropriate assets, or circumvent legal, regulatory, and policy-based requirements designed to prevent, detect, and respond to criminal misuse of the financial system. This includes internal and external threats such as money laundering, terrorist financing, proliferation financing, bribery and corruption, sanctions violations, and fraud (including scams) targeting BNZ, its customers, or its systems.

Financial crime threats continue to evolve as organized criminal groups exploit new and expanding illicit markets and adapt their methods to move, conceal and legitimize criminal proceeds. These threats may arise from activities including illicit drugs, tax and revenue crime, government funded program fraud, scams and illicit tobacco, and may involve cash-intensive businesses, trade-based money laundering, digital payment channels and complex domestic or cross-border networks. Criminals continue to use new innovative methods, including technology, to identify and exploit new opportunities to launder illicit funds through the banking industry.

The Banking Group may be exposed to bribery, corruption or financial crime through its products, services or operations or may be involved in a breach or alleged breach of financial crime laws, regulations or internal policies.

The Banking Group may experience significant loss and reputational harm as a result of criminal misuse of the financial system, and may also be subject to increased regulatory scrutiny, enforcement actions, and penalties where controls are ineffective.

Risk Management *continued*

Sustainability risk

Sustainability risk is the risk that ESG-related events or conditions arise that could negatively impact the sustainability, resilience, risk and return profile, value or reputation of the Banking Group or its customers and suppliers or its ultimate parent.

In relation to climate-related risk, increasing weather volatility including more frequent and severe weather events, longer-term changes in climatic conditions, other environmental impacts and the ability to mitigate climate-related risks (such as the affordability and availability of property insurance), may affect property and asset values or cause customer losses. The impact of these extreme weather events can be widespread, extending beyond primary producers to customers of the Banking Group who are suppliers to the agricultural sector, and to those who reside in, and operate businesses within, impacted communities.

Climate-related transition risks are also increasing as economies, governments and companies seek to transition to low-carbon and renewable alternatives and adapt to climate change. Customer segments may be adversely impacted as the economy transitions to renewable and low-emissions technology.

These risks may increase expected and actual levels of customer defaults in the short, medium and long term, thereby increasing the credit risk facing the Banking Group and adversely impacting the Banking Group's financial performance and position, profitability and returns to investors.

The New Zealand Financial Markets Conduct Act 2013 requires mandatory climate-related reporting by certain "climate reporting entities", which includes large banks. It requires the Bank to annually prepare and make public climate statements with disclosures on how the Banking Group is considering climate-related risks and opportunities that climate change presents for its activities over the short, medium and long term, in accordance with the Aotearoa New Zealand Climate Standards.

Sustainability risk is managed by implementing policies, frameworks, processes and tools, including the Banking Group's Climate-Related and Nature-Related Risks Framework, and those used for other material risk types such as operational risk. At an executive level, governance and oversight of sustainability risk resides with the ESG Executive Committee, a sub-committee of ERCC.

Conduct risk

Conduct risk is the risk of failing to act in a customer's best interests, or in accordance with market integrity standards or codes of conduct.

Conduct risk is inherent in the Banking Group's business activities. It may arise intentionally or unintentionally from decisions and actions made during the execution of the Banking Group's business activities.

Conduct risk is managed by leveraging policies, processes, systems and controls used for other material risk types, such as operational risk and compliance risk. The Bank maintains a Fair Conduct Program to manage fair customer outcomes, in compliance with the requirements of the conduct of financial institutions regime under the New Zealand Financial Markets Conduct Act 2013. At an executive level, governance and oversight of conduct risk and the conduct strategy resides with the Customer and Conduct Committee, a sub-committee of the Banking Group's ERCC.

Compliance risk

Compliance risk is the risk of failing to comply with relevant laws, regulations, license conditions, supervisory requirements, self-regulatory industry codes of conduct or voluntary initiatives as well as the internal policies, standards, procedures, or frameworks that support fair and equitable treatment of customers.

Compliance risk is managed through the Banking Group's Compliance Risk Management Framework and Compliance Obligation Management Policy which sets out the principles for managing compliance risk across the Banking Group.

The Banking Group has a fundamental duty to obey the law when delivering banking and financial services, and is committed to the fair treatment of customers, and maintaining open, constructive and transparent relationships with the Banking Group's regulators. The Banking Group therefore strives to maintain effective practices for compliance risk management to meet compliance obligations. Timely identification, investigation, escalation, reporting and remediation of any instances of non-compliance is emphasized by the Banking Group.

Further details of the Banking Group's risk management policies are provided in "Market Exposures" on page 27 herein and Note 27 Financial Risk Management and Schedule 17 Risk Management Policies of the Disclosure Statement for the year ended September 30, 2026.

Liquidity, Funding and Capital Resources

Liquidity and Funding

The Banking Group complies with the liquidity requirements of the banking regulators in New Zealand and Australia (in the case of Australia, due to its status as a subsidiary of NAB). Liquidity within the Banking Group is also managed in accordance with internal policies approved by the BNZ Board, with oversight from ALCCO.

The Banking Group's liquidity policies are designed to ensure that sufficient cash balances and liquid asset holdings are maintained to meet the Bank's obligations as they fall due, in both ordinary market conditions and during periods of stress. These obligations include the repayment of deposits on demand or at their contractual maturity dates, the repayment of borrowings and loan capital as they mature, the payment of operating expenses and taxation, the payment of dividends to shareholders, and the ability to fund new and existing loan and contractual commitments.

The Banking Group's principal sources of liquidity are:

- marketable securities;
- interest and principal repayments received from customer loans;
- customer deposits;
- proceeds from commercial paper, certificates of deposit, bonds and notes;
- fee income;
- interest income and dividends from investments; and
- security repurchase agreements with the RBNZ.

The Banking Group holds sizeable balances of marketable treasury and other eligible bills and debt securities which could be disposed of to provide additional funding should the need arise.

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Trading assets	**12,516**	8,927	11,103
Investment in debt instruments	**3,895**	2,555	9
Loans and advances[1]	**118,495**	111,027	106,101

[1] $34,463 million (September 30, 2025: $33,096 million; September 30, 2024: $30,310 million) is due to mature within one year. A proportion of these maturing customer loans will be extended in the normal course of business.

The Banking Group's funding policies are designed to achieve diversified sources of funding by product, term, maturity concentration, investor type, investor location, jurisdiction and currency, on a cost effective basis.

The Banking Group's sources of funding include deposits and other borrowings which contain on demand and short-term deposits, term deposits, and bank issued certificates of deposit.

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Customer deposits and certificates of deposits	**92,843**	87,986	83,784
Total liabilities	**134,934**	121,750	117,409
Percentage	**68.8%**	72.3%	71.4%

Although a substantial portion of customer accounts are contractually repayable within one year, on demand, or on short notice, such customer deposit balances have provided a stable source of core long term funding for the Banking Group.

In addition to customer deposits, the Banking Group diversifies its funding sources through deposits from central banks and other financial institutions, and through access to domestic and international wholesale funding markets.

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Due to central banks and other institutions	**1,416**	3,642	4,879
Term debt securities (bonds, notes and subordinated debt)	**26,813**	21,739	19,935
Commercial paper	**6,452**	2,656	470

The net cash flow from operating activities in 2026 was an outflow of $943 million (2025: inflow of $5,849 million; 2024: outflow of $916 million). The movements in net cash flow from operating activities are primarily attributable to the timing of transactions. The Banking Group maintains a liquid asset portfolio and has the ability to access wholesale money markets and issue debt securities should the need arise. Overall, liquidity is considered sufficient to meet current obligations to customers and debt holders.

Liquidity, Funding and Capital Resources

Liquidity and Funding *continued*

The Banking Group's funding programs as at September 30, 2026 are summarized in the table below. In addition to these programs, from time to time the Banking Group may issue capital securities that are in compliance with the RBNZ's capital adequacy standards.

Funding Programs

		Banking Group (2026)		
Dollars in Millions	Program Size	Amount Outstanding NZD	Issuing Entity	Principal Market
U.S. Commercial Paper Program – short-term debt securities	USD10,000	**6,452**	BNZ	Offshore U.S.-based
U.S. Commercial Paper Program – short-term debt securities	USD10,000	**-**	BNZ-IF[1]	Offshore U.S.-based
Global Commercial Paper Program – short-term debt securities	USD10,000	**-**	BNZ-IF[1]	Offshore non U.S.-based
Debt Issuance Program (certificates of deposit) - short-term debt securities	Unlimited	**1,395**	BNZ	Domestic
Global Medium Term Note Program	USD100,000	**11,716**	BNZ and BNZ-IF[1,2]	Offshore
BNZ Covered Bond Program	NZD10,000	**7,985**	BNZ[3]	Offshore and Domestic
Debt Issuance Program (medium-term notes)	Unlimited	**6,562**	BNZ	Domestic

[1] Securities issued by BNZ-IF are guaranteed by BNZ.

[2] The amount outstanding includes subordinated unsecured notes that were issued under the Global Medium Term Note Program. From November 12, 2026, it is expected that BNZ-IF will cease being an issuer under the Global Medium Term Note Program.

[3] Covered bonds issued by BNZ are guaranteed as to the payments of all interest and principal by CBG Trustee Company Limited as trustee of the BNZ Covered Bond Trust.

Internal residential mortgage-backed securities program

The BNZ RMBS Trust Series 2008-1 (the "RMBS Trust") provides an internal residential mortgage-backed securities ("RMBS") program. As at September 30, 2026, included within the Banking Group's loans and advances to customers were housing loans held by the RMBS Trust with a carrying amount of $14,695 million (September 30, 2025: $14,628 million; September 30, 2024: $14,681 million). These housing loans have not been derecognized by the Bank for financial reporting purposes as the Bank retains substantially all of the risks and rewards of ownership.

As at September 30, 2026, the Banking Group held RMBS of $15,000 million (September 30, 2025: $15,000 million; September 30, 2024: $15,000 million) of which $14,160 million (September 30, 2025: $14,160 million; September 30, 2024: $14,160 million) is eligible to be sold to the RBNZ under agreements to repurchase.

In accordance with the RBNZ's Liquidity Policy (BS13/BS13A), there is a limit on the amount of RMBS that can be considered as qualifying liquid assets eligible to be sold to the RBNZ under agreements to repurchase, with a maximum allowance of 5% of the Banking Group's total assets, giving a net balance of $7,141 million (September 30, 2025: $6,692 million; September 30, 2024: $6,503 million).

Additional RBNZ facilities

On May 26, 2020, the RBNZ made available a TLF to offer loans for a fixed term of three years at the rate of the Official Cash Rate ("OCR"). On August 20, 2020, the RBNZ announced it would extend the term to five years. The TLF has been closed for drawdowns since July 29, 2021. As at September 30, 2026, the Banking Group had no outstanding repurchase agreements with the RBNZ (September 30, 2025: $689 million; September 30, 2024: $928 million) under the TLF.

On December 7, 2020, the RBNZ made available its FLP aimed at lowering the cost of borrowing for New Zealand businesses and households. The FLP allowed eligible participants to access three-year floating interest rate funding at the prevailing OCR, using qualifying collateral. The FLP has been closed for drawdowns since December 7, 2022. As at September 30, 2026, the Banking Group had no outstanding repurchase agreements with the RBNZ (September 30, 2025: $1,349 million; September 30, 2024: $2,449 million) under the FLP.

As the TLF and FLP were fully repaid, no RMBS collateral was pledged to the RBNZ as at September 30, 2026 (September 30, 2025: $2,746 million; September 30, 2024: $4,412 million).

BNZ Covered Bond Program

The BNZ Covered Bond Trust (the "Covered Bond Trust") holds certain BNZ housing loans and its trustee guarantees the payment of all interest and principal under the covered bonds issued by BNZ. The assets of the Covered Bond Trust are not available to the Bank unless and until all prior ranking creditors of the Covered Bond Trust have been satisfied. As at September 30, 2026, included within the Banking Group's loans and advances to customers were housing loans with a carrying amount of $8,786 million held by the Covered Bond Trust (September 30, 2025: $6,329 million; September 30, 2024: $6,209 million). These housing loans have not been derecognized by the Bank for financial reporting purposes as the Bank retains substantially all of the risks and rewards of ownership.

Depositor Compensation Scheme

Certain Bank products are protected deposits under the Depositor Compensation Scheme ("DCS"), which protects up to $100,000 per eligible depositor per deposit taker. The DCS is a government scheme that is funded by deposit takers and administered by the RBNZ. More information about the scheme is available on RBNZ's internet site at www.rbnz.govt.nz/dcs.

Liquidity, Funding and Capital Resources

Capital Resources

Capital adequacy

The RBNZ minimum regulatory capital requirements for banks have been established under the RBNZ Capital Adequacy Framework, outlined in the "Banking Prudential Requirements" ("BPR") documents based on the international framework developed by the Bank for International Settlements, Committee on Banking Supervision, commonly known as Basel III. These requirements outline how minimum regulatory capital is to be calculated and provide methods for measuring risks incurred by the banks in New Zealand. Basel III consists of three pillars – Pillar One covers the capital requirements for banks for credit, operational, and market risks. Pillar Two covers all other material risks that are not already included in Pillar One. Pillar Three relates to market disclosure.

The Banking Group has calculated its RWA and minimum regulatory capital requirements based on the BPR documents.

RBNZ Capital Adequacy Framework

The RBNZ Capital Adequacy Framework allows accredited banks to use their own models for calculating RWA for credit risk; this is the Internal Ratings Based ("IRB") approach. Subject to a condition of registration requiring the Banking Group to meet minimum systems and governance requirements on a continuing basis, the Bank has been accredited to use the IRB approach for certain credit risk exposures. Under the IRB approach for credit risk, the level of risk associated with customers' exposures is determined by way of the primary components of Probability of Default, Loss Given Default and Exposure at Default. For exposures in the Specialized Lending asset category (including Project Finance, Object Finance, Commodity Finance and Income Producing Real Estate) the Banking Group uses supervisory slotting estimates provided by the RBNZ.

Credit risk for exposures to bank and sovereign asset classes has been calculated using the prescribed standardized methodology in BPR131 *Standardised Credit Risk RWAs* ("BPR131"). Credit risk for portfolios of relatively low materiality for which the Bank has not sought model approval, and non-lending assets, are also subject to the standardized treatment.

IRB banks are required to use the standardized calculation methodology set out in BPR131 to calculate the standardized equivalent RWA for each credit exposure subject to the IRB calculation methodology and, after multiplying by the scalar of 1.2 for exposures subject to the IRB approach and 1 for exposures subject to the standardized approach, apply a floor on the IRB exposures equal to 85% of the value of those RWA recalculated using the standardized methodology.

Capital requirement for market risk has been calculated in accordance with the approach specified in BPR140 *Market Risk*.

Capital requirement for operational risk has been calculated in accordance with the approach specified in BPR150 *Standardised Operational Risk*, subject to a minimum value of $600 million.

Capital management policies

The Banking Group's primary objectives in relation to the management of capital adequacy are to comply with the requirements set out by the RBNZ, the Banking Group's primary prudential supervisor, to provide a sufficient capital base to cover risks faced by the Bank and to maintain a credit rating to support future business development.

The Banking Group has an Internal Capital Adequacy Assessment Process ("ICAAP") in place which complies with the requirements set out in BPR100 *Capital Adequacy* as specified under the Bank's Conditions of Registration. The Banking Group's ICAAP outlines the approach to maintaining capital adequacy, risk appetite and stress testing. The ICAAP considers all material risks consistent with the Banking Group's risk appetite and outlines the capital requirements.

Capital requirements, as detailed in the Banking Group's ICAAP document, are approved and monitored by the BNZ Board, and managed by the Bank's ERCC and ALCCO under delegated authority from the BNZ Board.

The Banking Group is required under its Conditions of Registration to maintain a minimum ratio of total eligible or qualifying capital to total RWA of 9%, of which a minimum of 4.5% must be held in Common Equity Tier 1 capital and a minimum of 7% must be held in Tier 1 capital. The Banking Group must maintain a minimum PCB ratio of 5.5% above these minimum ratios or it will face restrictions on the distribution of earnings and be required to prepare a capital plan that restores the Banking Group's buffer ratio and have that capital plan approved by the RBNZ.

On October 1, 2026 the Banking Group's Conditions of Registration were also updated to amend references in the Conditions of Registration to the October 1, 2026 versions of the BPR, including wording to implement a transition period for these changes through to April 1, 2027 and increase the PCB ratio from 5.5% to 6%. Refer to Schedule 2 Information to be included in Disclosure Statement of the Disclosure Statement for the year ended September 30, 2026 for further information.

Liquidity, Funding and Capital Resources

Capital Resources *continued*

The tables included below and on the following pages detail the capital calculation, capital ratios and capital requirements as at September 30, 2026, September 30, 2025 and September 30, 2024. During the financial year ended September 30, 2026 the Banking Group complied with all of the RBNZ's capital requirements as set out in the Bank's Conditions of Registration.

Capital

The following table shows the qualifying capital for the Banking Group.

	Banking Group		
Dollars in Millions	**Unaudited 2026**	Unaudited 2025	Unaudited 2024
Qualifying capital			
Common Equity Tier 1 capital			
Contributed equity - ordinary shares	**10,956**	9,956	9,956
Retained profits	**1,929**	2,915	2,520
Accumulated other comprehensive income and other disclosed reserves	**59**	154	24
Deductions from Common Equity Tier 1 capital:			
Goodwill and other intangible assets	**(437)**	(682)	(540)
Cash flow hedge reserve	**(78)**	(185)	(63)
Credit value adjustment on liabilities designated at fair value through profit or loss	**30**	32	31
Prepaid pension assets (net of deferred tax)	**(6)**	(6)	(6)
Deferred tax asset	**(454)**	(352)	(345)
Total expected loss less total eligible allowances for impairment	**(31)**	(20)	-
Total Common Equity Tier 1 capital	**11,968**	11,812	11,577
Additional Tier 1 capital			
Contributed equity - perpetual preference shares	**825**	825	825
Total Additional Tier 1 capital	**825**	825	825
Total Tier 1 capital	**12,793**	12,637	12,402
Tier 2 capital			
Revaluation reserves	**-**	3	3
Subordinated Notes due to related entity	**550**	550	550
Subordinated Notes due to external investors	**884**	862	-
Total eligible impairment allowance in excess of expected loss	**266**	275	348
Total Tier 2 capital	**1,700**	1,690	901
Total Tier 1 and Tier 2 qualifying capital	**14,493**	14,327	13,303

Capital ratios

The table below shows the capital adequacy ratios for the Banking Group based on BPR, expressed as a percentage of total risk-weighted exposures.

		Banking Group		
	RBNZ Minimum 2026	**Unaudited 2026**	Unaudited 2025	Unaudited 2024
Common Equity Tier 1 capital ratio	**4.5%**	**13.2%**	13.6%	13.9%
Tier 1 capital ratio	**7.0%**	**14.1%**	14.5%	14.9%
Total qualifying capital ratio	**9.0%**	**15.9%**	16.5%	16.0%
Prudential capital buffer ratio	**5.5%**	**6.9%**	7.5%	7.0%

Liquidity, Funding and Capital Resources

Capital Resources *continued*

Total capital requirements

	Banking Group								
Dollars in Millions	**Total Exposure at Default after Credit Risk Mitigation Unaudited 2026**	**Risk-Weighted Exposure or Implied Risk-Weighted Exposure Unaudited 2026**	**Total Capital Requirement Unaudited 2026**	Total Exposure at Default after Credit Risk Mitigation Unaudited 2025	Risk-Weighted Exposure or Implied Risk-Weighted Exposure Unaudited 2025	Total Capital Requirement Unaudited 2025	Total Exposure at Default after Credit Risk Mitigation Unaudited 2024	Risk-Weighted Exposure or Implied Risk-Weighted Exposure Unaudited 2024	Total Capital Requirement Unaudited 2024
Credit risk									
Exposures subject to the IRB approach[1]	**123,020**	**55,416**	**4,987**	115,693	52,182	4,696	110,283	50,439	4,540
Specialized lending subject to the slotting approach[1]	**8,257**	**8,338**	**750**	7,597	8,164	735	6,875	7,636	687
Exposures subject to the standardized approach[1]	**22,586**	**3,071**	**276**	21,601	2,936	264	21,050	3,152	284
Equity exposures[1]	**2**	**9**	**1**	2	8	1	1	6	1
Credit value adjustment subject to BPR	**N/A**	**501**	**45**	N/A	555	50	N/A	466	42
Adjustment for standardized RWA floor[2]	**N/A**	**8,771**	**789**	N/A	7,757	698	N/A	5,738	516
Total credit risk	**153,865**	**76,106**	**6,848**	144,893	71,602	6,444	138,209	67,437	6,070
Operational risk	**N/A**	**10,663**	**853**	N/A	11,575	926	N/A	11,738	939
Market risk	**N/A**	**4,136**	**331**	N/A	3,801	304	N/A	3,948	316
Total	**153,865**	**90,905**	**8,032**	144,893	86,978	7,674	138,209	83,123	7,325

[1] In calculating the total capital requirement, a scalar has been applied to the RWA, as required by the RBNZ in accordance with the Bank's Conditions of Registration.

[2] The Banking Group's IRB RWA (after multiplying by the scalar) are subject to a floor equal to 85% of the value of those RWA recalculated using the standardized methodology.

Additional information on the capital adequacy of the Banking Group is detailed in the capital adequacy section of the Disclosure Statements for the periods specified.

Contractual Obligations by Maturity

The table below sets out the amounts and maturities of the Banking Group's contractual obligations for bonds, notes and subordinated debt, and lease liabilities. It excludes deposits and other liabilities taken in the normal course of banking business and short-term liabilities.

	Banking Group (2026)				
Dollars in Millions	**Up to 1 Year**	**Over 1 Year and up to 3 Years**	**Over 3 Years and up to 5 Years**	**Over 5 Years**	**Total**
Bonds, notes and subordinated debt[1]	**5,009**	**10,886**	**9,526**	**1,392**	**26,813**
Lease liabilities	**28**	**48**	**48**	**322**	**446**
Total contractual obligations	**5,037**	**10,934**	**9,574**	**1,714**	**27,259**

[1] For the purpose of this disclosure, the amounts show the contractual maturity distribution of the carrying value of the Banking Group's bonds, notes and subordinated debt. For further information on Subordinated Notes, refer to Note 21 Subordinated Debt in BNZ's Disclosure Statement for the year ended September 30, 2026.

Capital Resources *continued*

Contingent Liabilities and Credit Related Commitments

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefits is not probable or cannot be reliably measured. Where loss is probable and can be reliably measured, provisions have been made. Contingent liabilities are not recognized on the balance sheet, but are disclosed unless the likelihood of payment is remote.

The Banking Group is exposed to contingent risks and liabilities arising from conduct of its business, including:

- actual and potential disputes, claims and legal proceedings;
- investigations into past conduct, including actual and potential regulatory breaches, carried out by regulatory authorities;
- internal investigations and reviews into past conduct, including actual and potential regulatory breaches, carried out by or on behalf of the Banking Group; and
- contracts that involve giving contingent commitments such as warranties, indemnities or guarantees.

The Banking Group has provided warranties, indemnities and other commitments in favor of third parties in connection with acquisitions and divestments of businesses, assets and other transactions. The Banking Group is potentially exposed to claims under those warranties, indemnities and commitments, some of which are currently active. The potential outcome and total costs associated with these exposures remain uncertain.

The Banking Group has received information requests from regulators as part of both industry and bank-specific reviews being undertaken, and the Banking Group has also initiated contact with regulators on compliance-related matters. The scope of reviews, inquiries and investigations can be wide-ranging and may relate to, or have related in recent years to, a range of matters, including anti-money laundering and countering financing of terrorism compliance issues. These matters can result in enforcement proceedings, fines and other financial penalties, as well as customer remediation programs.

Significant changes to Australia's Anti-Money Laundering and Counter-Terrorism Financing ("AML/CTF") laws came into effect on March 31, 2026, including additional obligations that now apply to the Banking Group under Australian law when services are provided in overseas jurisdictions. As recognized by the Australian Transaction Reports and Analysis Centre ("AUSTRAC") in its public guidance of December 18, 2025, these changes require substantial changes to systems and processes. Given the scale and complexity of these changes, NAB's AML/CTF reporting group, which includes the Banking Group, is not yet fully compliant with the new laws. Consistent with AUSTRAC's guidance, NAB has developed a multi-year implementation plan to achieve compliance across NAB's AML/CTF reporting group. In the interim, the Banking Group continues to apply its existing controls to manage and mitigate risk. There is a possibility that aspects of NAB's implementation plan may not align with AUSTRAC's expectations, or that implementation may be delayed or may not deliver the intended compliance outcomes, and that the Banking Group, as a member of NAB's AML/CTF reporting group, may be subject to regulatory scrutiny or enforcement action as a result.

There are contingent liabilities in respect of all such matters. Such matters are often highly complex and uncertain. Where appropriate, provisions have been made. The aggregate potential liability of the Banking Group in relation to these matters cannot be accurately assessed.

Bank guarantees, letters of credit and credit related commitments arising in respect of the Banking Group's operations were:

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Bank guarantees and letters of credit			
Bank guarantees	**696**	517	423
Standby letters of credit	**379**	275	278
Documentary letters of credit	**159**	95	150
Performance related contingencies	**997**	894	1,527
Total bank guarantees and letters of credit	**2,231**	1,781	2,378
Credit related commitments			
Revocable commitments to extend credit	**7,031**	6,272	6,242
Irrevocable commitments to extend credit	**18,013**	16,634	14,326
Total credit related commitments	**25,044**	22,906	20,568
Total bank guarantees, letters of credit and credit related commitments	**27,275**	24,687	22,946

Derivatives and Market Exposures

All derivatives are recognized on the balance sheet at fair value on trade date and are classified as trading except where they are designated in a qualifying hedge relationship. The carrying value of a derivative is remeasured at fair value throughout the life of the contract. Derivatives are carried as assets when the fair value is positive and liabilities when the fair value is negative. The fair value of derivative financial instruments is obtained from quoted market prices, discounted cash flow models or option pricing models as appropriate.

Derivative financial instruments

Dollars in Millions	**Fair Value Assets 2026**	**Fair Value Liabilities 2026**	Fair Value Assets 2025	Fair Value Liabilities 2025	Fair Value Assets 2024	Fair Value Liabilities 2024
Trading derivatives (including economic hedges)	**4,075**	**2,930**	3,115	2,112	3,544	3,198
Hedging derivatives	**755**	**321**	627	146	200	716
Total derivative financial instruments	**4,830**	**3,251**	3,742	2,258	3,744	3,914

For details of trading and hedging derivative financial instruments, refer to Note 9 Derivative Financial Instruments of the Disclosure Statement for the year ended September 30, 2026.

Market Exposures

The Banking Group offers a range of financial products, including derivatives, in connection with which the Bank has deemed it has the expertise in the relevant market and infrastructure to support management processes. Executing this strategy may result in market risk for the Banking Group, which is the risk of financial loss from unfavorable movements in market variables such as interest or foreign exchange rates. The Banking Group's activities involve the use of financial instruments to mitigate market risk or selectively position for favorable movements in these market variables.

Financial instruments designated as traded market risk include those which:

- are held for short-term resale;
- are taken on by the Banking Group with the intention of benefiting in the short-term from actual and/or expected differences between their buying and selling prices, or from other price or interest rate variations;
- arose from broking and market making; and
- are hedging a derivative valuation adjustment.

The trading activities of the Banking Group are carried out by BNZ Markets.

The types of market risk arising from these activities include interest rate, credit spread, foreign exchange, commodity and volatility risk.

Independent oversight of the Banking Group's traded market risk, including compliance with limits, is undertaken by the Market Risk team, which reports through to the Chief Risk Officer. At an executive level, governance is provided by the Banking Group's Markets Risk Committee, which is a subcommittee of the Banking Group's ERCC.

All trading activities are subject to the disciplines prescribed in the NAB Group Traded Market Risk Policy which is approved by the NAB Board, and approved by the BNZ Board for adoption by the Banking Group (as appropriate).

Objectives and limitations of the VaR methodology

VaR is an estimate of potential loss resulting from shifts in market variables such as interest rates, foreign exchange rates, traded credit spreads, option volatility and commodity prices. The estimate is calculated on an entire trading portfolio basis, which includes all financial instruments and derivatives.

VaR is calculated using the historical simulation method. This method involves multiple revaluations of the trading books using 550 days of historical pricing shifts. The pricing data is updated daily so as to have the most recent 550 day history of prices. The results are ranked and the loss at the 99th percentile confidence level is identified. The calculation and rate shifts used assume a one-day holding period for all positions. This means the model estimates there is a 99% chance that the loss will not exceed the VaR estimate on any given day.

The use of a VaR methodology has limitations, which include:

- the historical data used to calculate VaR is not always an appropriate proxy for current market conditions. If market volatility or correlation conditions change significantly, losses may occur more frequently and to a greater magnitude than the VaR measure suggests;
- the VaR methodology assumes that positions are held for one day and may underestimate losses on positions that cannot be hedged or reversed inside that timeframe;
- VaR is calculated on positions at the close of each trading day and does not measure risk on positions taken and closed before the end of each trading session; and
- VaR does not describe the directional bias or size of the positions generating the risk.

VaR estimates are checked against profit/loss via backtesting for reasonableness and to assess the continued relevance of the model assumptions.

The Banking Group VaR for the trading portfolio includes both physical and derivative positions. The diversification benefit reflects risks that offset across risk categories.

Derivatives and Market Exposures

Market Exposures *continued*

The following table shows the Banking Group VaR for the trading portfolio:

	Banking Group					
	As At			Average Value During Year		
Dollars in Millions	**2026**	2025	2024	**2026**	2025	2024
VaR at a 99% confidence level						
Foreign exchange risk	**0.79**	0.13	0.13	**0.45**	0.29	0.28
Interest rate risk	**1.92**	1.07	1.75	**1.68**	1.73	1.96
Volatility risk	**0.02**	0.03	0.01	**0.02**	0.01	0.01
Credit spread risk	**0.50**	0.32	0.73	**0.33**	0.45	0.36
Diversification benefit	**(1.19)**	(0.43)	(0.75)	**(0.69)**	(0.68)	(0.57)
Total VaR for physical and derivative positions	**2.04**	1.12	1.87	**1.79**	1.80	2.04

VaR is measured individually for foreign exchange risk, interest rate risk, volatility and credit spread risk.

Due to the limitations of the measure, VaR is supplemented with stress testing which is reported daily and also by other measures such as foreign exchange limits, basis point sensitivity limits, stop loss limits and profit/loss referral levels.

Industry and Regulation

Supervisory Role of the RBNZ

The BPS Act requires the RBNZ to exercise its powers of registration of banks and prudential supervision of registered banks for the purposes of:

- promoting the maintenance of a sound and efficient financial system; or
- avoiding significant damage to the financial system that could result from the failure of a registered bank.

The RBNZ's policy on the registration of banks aims to ensure that only financial institutions of appropriate standing and repute are able to become registered banks. Subject to this requirement, the RBNZ has stated that in order to encourage competition in the banking system it intends to keep to a minimum any impediments to the entry of new registered banks.

The RBNZ's supervisory functions are aimed at encouraging the soundness and efficiency of the financial system as a whole and are not aimed at preventing individual bank failures or at protecting creditors. The RBNZ encourages this by drawing on and enhancing disciplines that are naturally present in the market.

The RBNZ places considerable emphasis on a requirement that the banks disclose information about financial performance and risk positions, and on a requirement that directors regularly attest to certain key matters. These measures are intended to strengthen market disciplines and to ensure that responsibility for the prudent management of banks lies with those who the RBNZ considers are best placed to exercise that responsibility – the directors and management.

The main elements of the RBNZ's supervisory role include:

- requiring all banks to comply with certain minimum prudential requirements, which are applied through their conditions of registration. These include constraints on connected exposures, minimum capital adequacy requirements and minimum standards for liquidity risk management;
- monitoring each registered bank's financial condition and compliance with its conditions of registration, principally on the basis of published half-yearly disclosure statements and monthly reporting submitted privately to the RBNZ. This monitoring is intended to ensure that the RBNZ maintains familiarity with the financial condition of each bank and the banking system as a whole, and maintains a state of preparedness to invoke crisis management powers should this be necessary;
- engaging with the senior management and independent directors of registered banks;
- using crisis management powers available to it under the BPS Act to intervene where a bank distress or failure situation threatens the soundness of the financial system;
- assessing whether a bank is carrying on business prudently;
- monitoring banks' outsourcing arrangements to determine whether a registered bank's management of risks associated with outsourcing is appropriately managed;
- issuing guidelines on banks' internal capital adequacy process and liquidity policy;
- managing and administering the Depositor Compensation Scheme, including charging levies and providing compensation to eligible depositors if and when required;
- issuing guidelines on corporate governance; and
- maintaining close working relationships with parent bank supervisors (such as APRA in Australia) on bank-specific issues, policy issues and general matters relating to the condition of the financial system in New Zealand and in the countries where parent banks are domiciled.

New Zealand registered banks are required to issue half-yearly disclosure statements that contain comprehensive corporate details, together with full financial statements at the full year, and unaudited interim financial statements at the half year. The financial statements are subject to a full external audit at the end of each financial year and a limited scope review at the end of each financial half year. The disclosure statements must be signed by each bank director or by each director's agent authorized in writing to do so. Each director must also make certain attestations. A bank and its directors may incur criminal and civil penalties if the bank's disclosure statement contains information that is held to be false or misleading.

The RBNZ publishes a quarterly "dashboard" of key information on New Zealand registered banks on the RBNZ's website. The dashboard aims to improve the ability of the public and market participants to understand and act on information about such banks' financial strength and risk profile. The information is sourced from private reporting that banks provide to the RBNZ.

The RBNZ also requires all registered banks to obtain and maintain a credit rating from an approved organization and publish that rating in their quarterly dashboard and half-yearly disclosure statements.

In addition, the RBNZ has wide-reaching powers to obtain further information, data and forecasts in connection with its supervisory functions, and to require that information, data, and forecasts be audited.

The RBNZ also possesses a number of crisis management powers. Those powers include recommending that a bank's registration be cancelled, investigating the affairs of a registered bank, requiring that a registered bank consult with the RBNZ, giving directions to a registered bank, removing, replacing or appointing a director of a registered bank or recommending that a registered bank be subject to statutory management. In addition, the RBNZ requires a registered bank to maintain processes for overnight operational separation from its parent bank on direction of the RBNZ under its crisis management powers.

If a registered bank is declared to be subject to statutory management, no person may, among other things:

- commence or continue any action or other proceedings including proceedings by way of counterclaim against that bank;
- issue any execution, attach any debt, or otherwise enforce or seek to enforce any judgment or order obtained in respect of that bank;
- take any steps to put that bank into liquidation; or
- exercise any right of set off against that bank.

As part of the RBNZ's supervisory powers, a person must obtain the written consent of the RBNZ before giving effect to a transaction resulting in that person acquiring or increasing a "significant influence" over a registered bank. "Significant influence" means the ability to appoint 25% or more of the board of directors of a registered bank or a qualifying interest (for example, legal or beneficial ownership) in 10% or more of the bank's voting securities.

In assessing applications for consent to acquire a significant influence over a registered bank, the RBNZ has stated that it will have regard to the same matters as are relevant in assessing an application for registration as a registered bank. In giving its consent, the RBNZ may impose such terms and conditions as it deems fit.

Supervisory Role of the RBNZ *continued*

For the Banking Group's conditions of registration, refer to the Disclosure Statement for the year ended September 30, 2026. Subsequent changes to, and instances of material non-compliance (if any) with, the Banking Group's conditions of registration during a reporting period are set out in the Disclosure Statement for that period.

Overview of the New Zealand Financial System

The RBNZ publishes a semi-annual Financial Stability Report, in which it assesses and reports on the soundness and efficiency of the New Zealand financial system. For information concerning the most recent RBNZ Financial Stability Report, refer to the documents incorporated by reference into the offering circular supplement.

Our Business

Overview

BNZ is a registered bank incorporated in New Zealand on July 29, 1861 and its address for service of process is BNZ Place, Level 1, 80 Queen Street, Auckland 1010, New Zealand.

The Banking Group provides a broad range of banking and financial products and services to retail, business, private, corporate and institutional customers (including property and agribusiness). The New Zealand Government became a shareholder in BNZ in 1904, BNZ was nationalized in 1945 and BNZ returned to a private shareholding in 1987. In 1992, BNZ became a subsidiary of the NAB Group when the NAB Group purchased the ordinary shares and convertible preference shares of BNZ.

The Banking Group's business is organized into two major reportable and operating segments: Partnership Banking; and Corporate and Institutional Banking. Partnership Banking provides financial products and services to retail, small and medium businesses (including agribusiness) and private customers. Corporate and Institutional Banking provides financial products and services to large corporate and institutional customers (including property and agribusiness), and it also includes the Banking Group's market trading, market sales and market activities providing risk management services to customers.

During the current and preceding financial year, there have been no public takeover offers by third parties in respect of the Banking Group's shares or by the Banking Group in respect of other companies' shares, and there have been no material contracts outside of the ordinary course of business.

Geographical Operating Income Information

The Banking Group has operations primarily in New Zealand. Geographical operating income information is based on the location of the office in which the transactions were recorded. Geographical operating income information is available in the table below.

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Total operating income by geographic location			
New Zealand	**3,536**	3,484	3,616
Outside of New Zealand	**-**	-	-
Total operating income	**3,536**	3,484	3,616

Organizational Structure

BNZ is the holding company for the Banking Group, as well as the main operating company.

BNZ is wholly owned by National Australia Group (NZ) Limited, which is the immediate parent of BNZ. The ultimate parent of BNZ is NAB.

Number of Employees

	Banking Group				
	As at			Change	
	2026	2025	2024	2026 vs 2025	2025 vs 2024
Number of full-time equivalent employees	**5,476**	5,364	5,286	112	78

The number of full-time equivalent employees within the Banking Group has increased by 112 or 2.1% from 2025 to 2026, primarily attributable to the continuation of the alignment of roles to the Bank's strategic initiatives, partially offset by simplification of the business.

BNZ and the New Zealand trade union which represents New Zealand finance industry workers ("Workers First Union") have a current collective agreement in place that applies to Workers First Union members for a period of two years which will expire on October 31, 2027. There are presently no significant employment disputes between BNZ and any of its union-member employees or between BNZ and Workers First Union.

Related Party Disclosures

During the year ended September 30, 2026, there have been dealings between the Bank and its related entities (including its ultimate parent, NAB, other members of the NAB Group and controlled entities of the Bank) as well as other related parties (including key management personnel, their close family members and their controlled entities).

BNZ provides a range of services to related entities including the provision of banking facilities.

Dealings with the NAB Group included on-balance sheet activities such as funding and accepting deposits and other activities such as foreign exchange and interest rate derivative transactions.

No debts with key management personnel were written off or forgiven during the year ended September 30, 2026 (year ended September 30, 2025: nil; year ended September 30, 2024: nil).

Details of other transactions with related entities are outlined in Note 25 Related Party Disclosures of the Disclosure Statement for the year ended September 30, 2026.

	Banking Group		
Dollars in Millions	**2026**	2025	2024
Balances with related entities			
Cash and liquid assets	**33**	42	27
Collateral paid	**-**	-	188
Trading assets	**1,530**	1,213	1,515
Derivative financial instruments	**1,899**	1,262	1,403
Loans and advances to customers	**41**	84	48
Other assets[1]	**161**	33	34
Total due from related entities	**3,664**	2,634	3,215
Due to central banks and other institutions	**58**	80	69
Collateral received	**518**	188	-
Trading liabilities	**18**	-	35
Derivative financial instruments	**1,369**	1,093	1,690
Other liabilities[1]	**223**	292	363
Subordinated debt	**550**	550	550
Total due to related entities	**2,736**	2,203	2,707

[1] Included in Other assets and Other liabilities are securities sold not yet settled with NAB and securities purchased not yet settled with NAB.

Management

BNZ Board

Composition of BNZ Board

As at September 30, 2026, the members of the BNZ Board were as follows:

Name	Position
Warwick Ean Hunt	Independent Non-Executive Director, Chair
Daniel James Huggins	Managing Director and Chief Executive Officer
Godfrey Lester Boyce	Independent Non-Executive Director
Barbara Joan Chapman	Independent Non-Executive Director
Emma Elaine Gray	Independent Non-Executive Director
Kevin John Kenrick	Independent Non-Executive Director
Linley Ann Wood	Independent Non-Executive Director
Inderpreet Singh Pal (Inder Singh)	Non-Independent Non-Executive Director

Andrew Colin Flavell was appointed as an independent non-executive director of BNZ, effective November 16, 2026.

Board Governance and Oversight

The BNZ Board is the governance body responsible for oversight and implementation of BNZ's overall strategy, policies, and risk management framework. The Banking Group's corporate governance structure provides guidance for effective decision making in all areas of the Banking Group through:

- strategic and operational planning;
- risk management and compliance;
- financial management and external reporting; and
- succession planning and culture.

The BNZ Board has ultimate responsibility to monitor and review the adequacy of the Banking Group's corporate governance practices and is supported by a number of committees. The BNZ Board currently meets at least seven times per year, including four main BNZ Board and board committee meetings and three special purpose meetings for specific governance matters. The BNZ Board has adopted a Board Charter which sets out the BNZ Board's purpose, powers and responsibilities.

As at September 30, 2026, except as detailed in the paragraph below, no conflicts of interest and no potential conflicts of interest existed between any duties owed to BNZ by the members of the BNZ Board listed above and their private interests or duties outside of the Banking Group.

Ms. Wood is a director of New Zealand Post Limited. As at September 30, 2026, BNZ contracted with New Zealand Post Limited for the provision of postal and mail management services.

The BNZ Board receives regular management reports, both directly and through its committees, which may contain sensitive information. BNZ has a Board Operating Policy Standard which sets out the process for the management of any conflicts of interest that may arise. Further details are provided under "BNZ Constitution" on page 36.

Board Practices

As at September 30, 2026, the BNZ Board consisted of eight directors, six of whom were independent non-executive directors, one of whom was a non-independent non-executive director and one of whom was an executive director of BNZ. The BNZ Board's composition is reviewed when a vacancy arises or if it is considered that the BNZ Board would benefit from the appointment of a new director, given the existing mix of skills and experience of the BNZ Board.

Under the conditions of registration imposed by the RBNZ, no appointment of any director, the Chair of the BNZ Board, the CEO, or executive who reports to, or is accountable directly to, the CEO, shall be made unless a copy of the curriculum vitae of the proposed appointee has been provided to the RBNZ and the RBNZ has advised that it has no objection to the appointment. The conditions of registration require that at least half the directors of the BNZ Board be independent and be ordinarily resident in New Zealand and that the Chair must be independent.

Board Skills and Competencies

The BNZ Board monitors its skills and competencies to identify any areas where further training, knowledge, and/or expertise may be required to enable the BNZ Board to provide proper oversight of risks and opportunities relevant to BNZ. Directors are expected to maintain and develop their individual skills and knowledge as required to perform their role as directors on the BNZ Board.

Directors' Details

Warwick Hunt, MNZM, FKC
FCA, B.Acc (University of the Witwatersrand, Johannesburg)

Warwick Hunt was appointed as an independent non-executive director of BNZ in November 2022 and was appointed Chair of the BNZ Board on June 1, 2024. Mr. Hunt was appointed as an independent non-executive director of NAB, effective December 2, 2024.

Mr. Hunt has considerable leadership, governance and advisory experience from senior roles in the professional services sector. Mr. Hunt was previously Territory Senior Partner of PwC New Zealand and PwC Middle East, and Managing Partner of PwC United Kingdom, Europe, Middle East and Africa.

Directorships of listed entities: Genesis Energy Limited and NAB. Mr. Hunt's other directorships and interests include: Connemara Black Trustees Limited and Trustee of W.H. Hargreaves Trust.

Daniel Huggins

MBA (Northwestern University – Kellogg School of Management, Chicago), MEM (Northwestern University – McCormick School of Engineering, Chicago), B.Com (Hons) (University of Auckland)

Daniel Huggins was appointed Managing Director and CEO of BNZ in October 2021.

Mr. Huggins has extensive executive leadership experience from senior roles across the banking, retail and manufacturing sectors. Mr. Huggins was previously Executive, Customer, Products & Services at BNZ and held roles at Commonwealth Bank of Australia, McKinsey & Company, Fonterra and ASB Bank.

Mr. Huggins' other directorships and interests include: Trustee and Chair of the BNZ Foundation and Trustee of the Springboard Trust.

Management

BNZ Board *continued*

Godfrey Boyce
FCA, BCA (Victoria University of Wellington)
Godfrey Boyce was appointed as an independent non-executive director of BNZ in August 2024.

Mr. Boyce has considerable audit, risk management and advisory experience from a 39-year career in professional services, specializing in the banking sector. Mr. Boyce was previously Chief Executive of KPMG New Zealand for seven and a half years and held roles with KPMG in New Zealand, Australia, Canada and the United Kingdom.

Mr. Boyce's other directorships and interests include: Financial Statements of Government Audit Committee (Chair), KENI Investments Limited, Rangatira Limited and the Natural Hazards Commission (Commissioner).

Barbara Chapman, CNZM, CMInstD
B.Com (University of Canterbury)
Barbara Chapman was appointed as an independent non-executive director of BNZ in October 2021.

Ms. Chapman has considerable banking governance and executive leadership experience from a 30-year career in the banking and insurance sectors. Ms. Chapman was previously Managing Director and CEO of ASB Bank for approximately seven years.

Directorships of listed entities: Genesis Energy Limited (Chair), Tourism Holdings Limited. Ms. Chapman's other directorships and interests include: Asteron Life Limited (Chair), The New Zealand Initiative (Deputy Chair) and Trustee of the New Zealand Initiative Foundation.

Dr. Andrew Flavell
Bachelor of Engineering - Electrical & Electronics (Hons) (University of Auckland), Master of Engineering - Information Science & Intelligent Systems (Tokushima University, Japan), Doctor of Engineering - Systems Engineering (Tokushima University, Japan)
Andrew Flavell was appointed as an independent non-executive director of BNZ, effective November 16, 2026.

Dr. Flavell has extensive international information technology experience from senior technology roles at Microsoft and Nike. His experience spans digital transformation, consumer experiences, personalization and loyalty, privacy and security, AI and machine learning, and governance in the application of digital technologies.

Directorships of listed entities: Steel & Tube Holdings Limited. Dr. Flavell's other directorships and interests include: Port of Auckland Limited, SNGLRTY Limited and Fractional Chief Technology Officer at Les Mills International.

Emma Gray
MBA (Harvard Business School, Boston), BA (Hons) (Dublin City University)
Emma Gray was appointed as an independent non-executive director of BNZ in November 2023.

Ms. Gray has considerable data, automation and customer insights experience from international executive leadership roles in the banking, retail and professional services sectors. Ms. Gray was previously Group Executive, Data and Automation at ANZ Banking Group, Chief Loyalty and Data Officer and Head of Group Strategy at Woolworths, and a partner at Bain & Company.

Directorships of listed entities: Beamtree Holdings Limited (Chair). Ms. Gray's other directorships and interests include: Australian Metabolic Health Society Limited, Future Secure AI (Retail and Health) Advisory Board, Synchrony Foundation Pty Limited, Synchrony Health Limited, Sydney Dance Company and Trustee of Otorio Charitable Trust.

Kevin Kenrick
BMS (University of Waikato)
Kevin Kenrick was appointed as an independent non-executive director of BNZ in July 2016.

Mr. Kenrick has considerable strategic transformation experience from executive leadership roles in the telecommunications, travel and media industry sectors. Mr. Kenrick was previously CEO of TVNZ for 10 years, CEO of House of Travel and Chief Operating Officer of Telecom NZ.

Directorships of listed entities: Kiwi Property Group Limited.

Linley Wood
MBA (Fin), LLB, BA (University of Auckland)
Linley Wood was appointed as an independent non-executive director of BNZ in April 2020.

Ms. Wood has considerable financial services leadership experience, including 25 years in executive roles at ASB Bank Limited spanning strategy, governance, legal and regulatory compliance, people and culture, communications, community partnerships and end to end customer operations.

Ms. Wood's other directorships and interests include: Auckland City Mission Foundation, Chubb Life Insurance New Zealand Limited, Kings School Auckland Limited (Deputy Chair and Finance Governor), Melanesian Mission Trust and New Zealand Post Limited.

Inder Singh
BCom (Monash, Melbourne)
Inder Singh was appointed as a non-executive director of BNZ in September 2026.

Mr. Singh has considerable financial leadership and strategy experience from senior executive roles across the banking, insurance and asset management sectors. Mr. Singh was appointed NAB Group Chief Financial Officer and Group Executive, Strategy in March 2026 and has more than 20 years' experience across Australia, New Zealand, the United Kingdom, Europe, Asia and the United States.

Mr. Singh's other directorships and interests include: Fauna and Flora International Australia, Bongani 2005 Pty Limited, Bongani 2010 Pty Limited and Chair of the NAB Foundation.

Management

Dates of appointment/reappointment of BNZ's directors as at September 30, 2026

Director	Date of Appointment	Last Date of Reappointment	Next Date of Reappointment
W E Hunt	November 1, 2022	November 1, 2025	November 1, 2028
D J Huggins	October 1, 2021	N/A	N/A
G L Boyce	August 1, 2024	N/A	August 1, 2027
B J Chapman	October 1, 2021	October 1, 2024	October 1, 2027
E E Gray	November 1, 2023	November 1, 2026	November 1, 2029
K J Kenrick	July 1, 2016	July 1, 2026	July 1, 2027
L A Wood	April 14, 2020	April 14, 2026	April 14, 2028
I Singh	September 1, 2026	N/A	N/A

Andrew Colin Flavell was appointed as an independent non-executive director of BNZ, effective November 16, 2026.

Diversity
As at September 30, 2026, the proportion of female directors on the BNZ Board was 38% (September 30, 2025: 43%).

Remuneration of BNZ directors
BNZ directors were paid aggregate directors' fees of $1,374,000, $1,355,000 and $1,320,000 for the years ended September 30, 2026, September 30, 2025 and September 30, 2024, respectively. Fees are set by NAB and BNZ directors have no voting power on their own compensation levels.

Directors' service contracts
BNZ has no service contracts in place providing for benefits for directors upon termination of employment.

Board Committees

To assist and support the BNZ Board in the execution of its responsibilities and carrying out its duties and obligations, the BNZ Board has established committees comprising BAC, BRCC, the Board People and Remuneration Committee ("PRemCo") and the Board Nomination and Governance Committee ("Nom&GovCo"), each with a committee charter. The BNZ Board and its committees approve an annual workplan which is designed to support the BNZ Board and its committees to discharge their responsibilities under their charters.

Board Audit Committee
BAC comprises three independent non-executive directors of BNZ. BAC assists the BNZ Board in fulfilling certain of its statutory, fiduciary and regulatory responsibilities and provides an objective, non-executive review of the effectiveness of BNZ's financial and external reporting and tax risk management frameworks. BAC meets at least six times a year, or more frequently if required. BAC is responsible for the oversight of:

- the integrity of the financial statements, and financial controls and reporting systems, and the adequacy of the financial and external reporting processes of BNZ and its wholly owned subsidiaries (the "BAC Companies");
- the BAC Companies' external audit processes (including the appointment, evaluation, management and removal of the BAC Companies' external auditor(s));
- the integrity of the BAC Companies' internal audit standards and processes, including the appointment and removal of the General Manager for Internal Audit;
- compliance with applicable accounting standards and policies and statutory and regulatory accounting requirements to give a true and fair view of the financial position and performance of the BAC Companies;
- assessing the adequacy of provisioning for remediation payments in relation to customer remediation;
- mandatory climate-related disclosure reporting of the BAC Companies; and
- tax risk and tax governance arrangements of the BAC Companies.

As at September 30, 2026, the members of BAC were Godfrey Boyce (Chair), Warwick Hunt and Linley Wood.

Board Risk and Compliance Committee
As at September 30, 2026, BRCC comprised all directors of BNZ. BRCC meets at least five times a year, or more frequently if required. BRCC assists the BNZ Board in fulfilling certain of its statutory, fiduciary and regulatory responsibilities.

BRCC is responsible for:

- review and oversight of the risk profile and risk management of BNZ and its wholly owned subsidiaries within the context of the BNZ Board-determined risk appetite and in relation to financial and non-financial risks;
- making recommendations to the BNZ Board (and where applicable to the respective wholly owned subsidiary) concerning current and emerging/future risk appetite, risk management strategy and particular risks or risk management practices (any significant breach of, or material deviation from the risk management framework), risk-related policies, frameworks, programs, processes, risk-related limits, regulatory certifications and other matters requiring Board approval;
- reviewing management's plans to mitigate material risks faced by BNZ;
- oversight of the implementation and operation of the risk management framework and internal compliance and control frameworks throughout BNZ including ensuring that the risk management framework is reviewed at least annually to confirm that it continues to be sound and is operating effectively;
- oversight and review of the outcomes of stress testing of risk profiles including both scenario analysis and sensitivity analysis for BNZ's internal capital adequacy assessment process and internal liquidity adequacy assessment process;
- guiding management on establishing, promoting and maintaining a sound risk culture throughout BNZ;
- in relation to customer remediation, oversight and review of progress on significant remediation projects and management reports on customer remediation to confirm adequate consideration of fairness, timeliness and good customer outcomes in accordance with BNZ's remediation principles;
- enabling the Chief Risk Officer and Executive Team to have unfettered access to BRCC via the BRCC Secretary or Chair of BRCC; and
- referring any matters of significant importance to the BNZ Board for its consideration and attention.

Board Committees *continued*
As at September 30, 2026, the members of BRCC were Linley Wood (Chair), Godfrey Boyce, Barbara Chapman, Emma Gray, Daniel Huggins, Warwick Hunt, Kevin Kenrick and Inder Singh.

Board Due Diligence Committee
On April 28, 2026, the BNZ Board approved the disestablishment, effective immediately, of the Board Due Diligence Committee ("Board DDC") and the subsequent revocation of the Board DDC Charter and the amendment of the BNZ Board Charter to reflect the resulting changes.

Board People and Remuneration Committee
The PRemCo comprises three independent non-executive directors of BNZ. The PRemCo assists the BNZ Board in fulfilling certain of its statutory, fiduciary and regulatory responsibilities.

The PRemCo is responsible for assisting the BNZ Board in discharging its responsibilities in relation to the people and remuneration priorities, frameworks, policies and practices of BNZ, with the objective that they:

- are reasonable, fair and in-line with current governance, legal and regulatory requirements;
- support BNZ's purpose, values, strategic objectives and risk appetite and do not reward conduct or behaviors that are contrary to this outcome;
- otherwise meet the needs of BNZ and the expectations and requirements of shareholders, customers and regulators; and
- responsibly reward individuals (including senior executives) for performance, ensuring a strong focus on creating a high-performance culture centred on customers.

In respect of performance-based remuneration, the PRemCo encourages behavior that:

- is ethical, delivers sound customer outcomes and is aligned with BNZ's purpose, values and risk appetite, including the BNZ performance culture;
- supports BNZ's sustainable performance and long-term financial soundness; and
- is aligned with BNZ's risk management framework and encourages prudent risk-taking and the achievement of sound risk outcomes (including financial and non-financial risks).

The PRemCo (as a delegate of the BNZ Board) takes a leadership role with health, safety and wellbeing (HS&W) management at BNZ. The PRemCo oversees health, safety and wellbeing materials as developed, reviews and recommends HS&W policies to the BNZ Board for approval, reviews BNZ's operational hazards and risks, including top key HS&W risk areas, through regular reporting on controls and their effectiveness; and makes recommendations to the BNZ Board for HS&W improvements as necessary.

As at September 30, 2026, the members of the PRemCo were Barbara Chapman (Chair), Emma Gray and Kevin Kenrick.

Board Nomination and Governance Committee
The Nom&GovCo comprises the Chair of the BNZ Board and other directors appointed depending on the required activity. The Nom&GovCo meets when required to undertake its role. The Nom&GovCo assists the BNZ Board in relation to board composition matters and corporate governance policies and practices of BNZ, with the objective that these policies and practices are reasonable, fair and consistent with current governance, legal and regulatory requirements and meets the needs of BNZ.

BNZ Constitution

BNZ's constitution was most recently amended on February 3, 2023 and is publicly available online at https://companies-register.companiesoffice.govt.nz. Under BNZ's constitution, the BNZ Board holds all necessary powers for the management of the business and the operation of BNZ. There are no restrictions in BNZ's constitution on BNZ borrowing or providing a guarantee.

The BNZ Board has the power to issue shares in different classes and on different terms and conditions. Under the constitution, the BNZ Board is expressly authorized, subject to any special rights conferred on the holders of any shares or class of shares, to allot or otherwise dispose of shares with such preferred, deferred or other rights and subject to such restrictions on dividends, voting, return of capital, payment of calls or otherwise to such persons, on such terms and for such consideration as it thinks fit. However, before allotting or disposing of any shares (except any redeemable preference shares) to any person who is not an existing holder of any shares, the directors of BNZ must first offer the shares to NAB and if NAB does not accept the offer, the directors of BNZ may offer the shares to any person. There are no restrictions in BNZ's constitution on changes in capital, rights to own securities or restrictions on foreign shareholders.

There is no shareholding qualification for directors of BNZ and no mandatory retirement age. NAB has the power to fix each director's remuneration and BNZ may give such indemnities as the directors of BNZ deem appropriate. Directors of BNZ are appointed and removed by NAB.

BNZ's constitution dictates that a director who is interested in a transaction to which BNZ is a party may attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purposes of a quorum but, subject to certain exceptions set out in the constitution, will not vote on the matter nor be present while the matter is being considered at the meeting.

Under the Companies Act 1993, directors who are interested in a transaction of a company are required to disclose their interest. Failure to disclose this interest will not affect the validity of the transaction or the ability of the director to attend and vote at the relevant directors' meeting. However, the director can be personally liable and if the company does not receive fair value under the transaction, the transaction may be voided within three months of its disclosure to all shareholders of the company.

In regard to shareholders, the power to:

- alter, revoke or adopt a new constitution,
- approve a major transaction, or
- approve an amalgamation, put BNZ into liquidation or apply for the removal of BNZ from the register of companies,

must be exercised by special resolution of the shareholders under the Companies Act 1993. All other powers reserved to shareholders may be exercised by an ordinary resolution of shareholders. Resolutions can be passed at a meeting of shareholders or pursuant to a written resolution in lieu of a meeting.

Management

BNZ Executive Team

Composition of BNZ Executive Team ("BNZET")

As at September 30, 2026, the members of the BNZET were:

Name	Position
Daniel James Huggins	Managing Director and Chief Executive Officer
Matthew Rowland Cullum	Executive, Chief People Officer
Anna Victoria Flower	Executive, Personal & Business Banking
Penelope Jane Ford	Executive, Corporate & Institutional Banking
Simon Douglas Kwan	Executive, Operational Excellence
Karna Deane Rangiteihinga Luke	Executive, Customer, Products & Services
Peter Shane MacGillivray	Executive, Chief Financial Officer
Paul Robert Norman	Executive, Chief Information Officer
Samuel John Perkins	Executive, Chief Risk Officer
Dean Campbell Schmidt	Executive, Commercial Services & Responsible Business

Delegation

The BNZ Board delegates certain authority and responsibility for day-to-day management of BNZ to the Managing Director and CEO. The CEO then delegates certain authorities and responsibilities to senior executives and executive committees, being the ERCC and the People and Culture Executive Committee ("PCEC") and their respective sub committees. Both the ERCC and the PCEC are comprised of members of the BNZET. ERCC meets at least six times per year and PCEC meets at least five times per year.

Diversity

The Bank's diversity strategy and agenda is owned by the CEO and the BNZET. The Bank also has a Diversity and Inclusion Council which informs the diversity agenda while owning, advocating and influencing performance at the business unit level.

As at September 30, 2026, the proportion of female members of the BNZET was 20% (September 30, 2025: 27%).

Remuneration of Management

BNZ's performance is assessed on the achievement of financial and non-financial measures as set out in relevant BNZET scorecards. Scorecard measures are linked to BNZ's key strategic priorities, including risk, performance and customer and colleague outcomes. BNZET performance metrics are reviewed and approved annually by the BNZ Board. The BNZ Board determines progress and performance outcomes against those metrics for each financial year, as part of BNZ's performance review process, following receipt of a recommendation from the PRemCo.

