



SPARK FINANCE LIMITED SUSTAINABLE FINANCE FRAMEWORK



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Prepared by: DNV Business Assurance Australia Pty Ltd.

Location: Sydney, Australia

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This statement is valid until the Framework provided in March 2022 materially changes.

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Disclaimer

Our assessment relies on the premise that the data and information provided by the client to us as part of our review procedures have been provided in good faith. Because of the selected nature (sampling) and other inherent limitation of both procedures and systems of internal control, there remains the unavoidable risk that errors or irregularities, possibly significant, may not have been detected. Limited depth of evidence gathering including inquiry and analytical procedures and limited sampling at lower levels in the organization were applied as per scope of work. DNV expressly disclaims any liability or co-responsibility for any decision a person or an entity may make based on this Statement.

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DNV applies its own management standards and compliance policies for quality control, in accordance with ISO/IEC 17021:2011 - Conformity Assessment Requirements for bodies providing audit and certification of management systems, and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have complied with the DNV Code of Conduct¹ during the assessment and maintain independence where required by relevant ethical requirements. This engagement work was carried out by an independent team of sustainability assurance professionals. DNV was not involved in the preparation of statements or data included in the Framework except for this Statement. DNV maintains complete impartiality toward stakeholders interviewed during the assessment process.

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¹ DNV Code of Conduct is available from DNV website (www.dnv.com)



DNV'S INDEPENDENT ASSESSMENT

Scope and Objectives

Spark New Zealand Limited ("SPARK") is New Zealand's largest telecommunications and digital services company, providing mobile, broadband, cloud services and entertainment. Spark Finance Limited ("Spark Finance") is a whollyowned subsidiary of SPARK. The principal activity of Spark Finance is that of a finance company for SPARK together with its subsidiaries (the "Spark Group"). Spark Finance raises debt funding in New Zealand and internationally. The majority of these funds are then advanced to other members of the Spark Group in order to assist in funding their operations.

In November 2021, SPARK established three Sustainability-Linked Loans ("SLLs").² These loans were tied to achievement of targets related to Scope 1 and Scope 2 Greenhouse Gas ("GHG") emissions, supplier emissions reductions and gender diversity.

Spark Finance has now developed a Sustainable Finance Framework ("Framework") which outlines the process through which SPARK intends to issue and manage bonds and/or loans (Sustainability-Linked Instrument(s) or "Instrument(s)") that are linked to the achievement of outcomes to which SPARK is committed through its strategic plan.

SPARK's stated intention is to promote sustainability by doing business in a way that protects the natural environment and supports the creation of an equitable society, where all New Zealanders can prosper.

The three focus areas are:

- Create a Sustainable SPARK: Be bold in our business to have a positive impact on our communities and environment
- Economic Recovery and Transformation: Help New Zealand transform to a high performing, low carbon economy
- Champion Digital Equity: So all New Zealanders have the opportunity to thrive in a digital future

DNV Business Assurance Australia Pty Ltd. ("DNV")³ has been commissioned by SPARK to review the Framework and provide a Second Party Opinion on the Framework considering the alignment with the following principles ("Principles"):

- Sustainability Linked Loan Principles ("SLLP"), May 2021, Loan Market Association ("LMA"); and
- Sustainability-Linked Bond Principles ("SLBP") June 2020, International Capital markets Association ("ICMA").

Our methodology to achieve this is described under 'Work Undertaken' below. We were not commissioned to provide independent assurance or other audit activities.

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

Responsibilities of the Management of SPARK and DNV

The management of SPARK have provided the information and data used by DNV during the delivery of this review. Our statement represents an independent opinion and is intended to inform SPARK management and other interested stakeholders as to whether the Framework is aligned with the Principles. In our work, we have relied on the information

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² https://www.SPARKnz.co.nz/news/SPARK Sustainability Loans/

³ https://www.dnvgl.co.kr/assurance/index.html



and the facts presented to us by SPARK. DNV shall not be held liable if any of the information or data provided by SPARK's management and used as a basis for this assessment were not correct or complete.

Basis of DNV's opinion

We have adapted our assessment methodology to create the SPARK-specific Eligibility Assessment Protocol (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion.

As per our Protocol, the sustainability linked criteria against which the Framework has been reviewed are grouped under the five components as below:

1. Principle One: Selection of Key Performance Indicators (KPIs)

The Borrower or Issuer of an Instrument(s) should clearly communicate its overall sustainability objectives, as set out in its sustainability strategy, and how these relate to its proposed SPTs. The KPI should be reliable, material to the Company's core sustainability and business strategy, address relevant ESG challenges of the industry sector and be under management control.

2. Principle Two: Calibration of Sustainability Performance Targets (SPTs)

The Borrower or Issuer must establish SPTs that are be ambitious, meaningful and realistic.

3. Principle Three: Loan Characteristics

The Instrument(s) will need to include a financial and/or structural impact depending on whether the selected KPIs reach (or not) the predefined SPTs. The Instrument(s) documentation needs to include the definitions of the KPI(s) and SPT(s) and the potential variation of the Instrument(s) financial and/or structural characteristics. Any fallback mechanisms in case the SPTs cannot be calculated or observed in a satisfactory manner, should be explained.

4. Principle Four: Reporting

Issuers/Borrowers should publish and keep readily available and easily accessible up to date information on the performance of the selected KPI(s), as well as an assurance report (see Principle 5) outlining the performance against the SPTs and the related impact and timing of such impact on the Instrument(s) financial and/or structural characteristics, with such information to be provided to those lenders or investors participating in the Instrument(s) at least once per annum.

5. Principle Five: Verification (Post-issuance/financial close)

The Borrower or Issuer should have performance against its SPT(s) towards the pre-defined SPT(s) independently assured by a qualified external reviewer with relevant expertise, at least once per annum. It is recommended that assurance of the performance against the SPTs should be made publicly available where appropriate.

Work Undertaken

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

- Creation of a Protocol, adapted to the purpose of the Framework, as described above and in Schedule 1 to this Assessment;
- Assessment of documentary evidence provided by SPARK on the Framework and supplemented by a highlevel desktop research. These checks refer to current assessment best practices and standards methodology;
- Review of published materials by SPARK and SPARK's website;
- Discussions with SPARK's management, and review of relevant documentation and evidence related to the criteria of the Protocol; and

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 Documentation of findings against each element of the criteria. Our opinion as detailed below is a summary of these findings.

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Findings and DNV's Opinion

On the basis of the information provided by SPARK and the work undertaken, it is DNV's opinion that SPARK's Framework meets the criteria established in the Protocol and is aligned with the Principles.

DNV's findings on the Framework alignment with the Principles are listed below:

- 1. Principle One: Selection of Key Performance Indicators (KPIs). SPARK has stated that it will select measurable and quantifiable sustainability KPIs, that are relevant, core and material to its business, and to SPARK's current and future operations and recognised as key challenges for the Information and Communication Technologies ("ICT") sector. It has stated that it intends to identify KPIs from one of its key sustainability activities:
 - Create a Sustainable SPARK: To have a positive impact on people, environments and communities
 - Economic Recovery and Transformation: Help New Zealand transform to a high productivity, low carbon economy
 - Champion Digital Equity: So all New Zealanders have the opportunities to thrive in a digital future.

DNV finds that the rationale and process for KPI selection, definition, measurability, and verifiability, are deemed to be robust, reliable and in accordance with the Principles.

- 2. Principle Two: Calibration of Sustainability Performance Targets (SPTs). DNV concludes that SPARK's procedure for setting SPTs is functional and appropriate and is designed to set SPTs with a material improvement over a predefined timeline. The criteria for SPT setting was confirmed to include consideration of appropriate benchmarks, peer performance and a genuine level of ambition.
- 3. Principle Three: Instrument Characteristics. DNV reviewed the disclosures related to Instrument(s) characteristics stated in the Spark Finance Framework and in our opinion, the financial characteristics of Instrument(s) to be issued under the Framework that could be impacted based on KPI performance under SPTs, are in line with the Principles. This may include financial premium and/or discount incentives.
- 4. **Principle Four: Reporting.** DNV concludes that the Framework includes the required information on annual reporting of SPARK's annual performance including measurement, monitoring and reporting of metrics and meets the requirement as outlined in the Principles. SPARK confirms that dedicated reporting will be provided to lenders or investors at an annual interval.
- 5. **Principle Five: Verification.** DNV confirms that SPARK will have its performance against each SPT independently assured annually by an independent third party.

On the basis of the information provided by SPARK and the work undertaken, it is DNV's opinion that the Spark Finance Framework meets the criteria established in the Protocol and is aligned with the Principles.

for DNV Business Assurance Australia Pty Ltd.

Sydney, Australia / 23 March 2022

David McCann Lead Assessor Mark Robinson **Technical Reviewer**

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Schedule 1. Sustainable Finance Framework Eligibility Assessment Protocol

1. Selection of Key Performance Indicators (KPIs)

Ref.	Criteria	Requirements	DNV Findings
1a	KPI – material to core sustainability and business strategy	The Borrower or Issuer sustainability performance is measured using sustainability KPIs that can be external or internal. The KPIs should be material to the Borrower's or Issuer's core sustainability and business strategy and address relevant environmental, social and/or governance challenges of the industry sector and be under management's control. The KPI should be of high strategic significance to the Borrower's or Issuer's current and/ or future operations. It is recommended that Borrowers and Issuers communicate clearly to lenders and investors the rationale and process according to which the KPI(s) have been selected and how the KPI(s) fit into their sustainability strategy.	DNV has reviewed SPARK's proposed method for selecting KPIs for the prospective Instrument(s). SPARK has stated that it will select measurable and quantifiable sustainability KPIs, that are relevant, core and material to its business, and to SPARK's current and future operations and recognised as key challenges for the Information and Communication Technologies ("ICT") sector. It has highlight three focus areas. From the Framework These three focus areas are: • Create a Sustainable SPARK - Be bold in our business to have a positive impact on our communities and environment • Economic Recovery and Transformation – Help New Zealand transform to a high performing, low carbon economy • Champion Digital Equity - So all New Zealanders have the opportunity to thrive in a digital future SPARK has shared in the Framework and on its website ⁴ its Sustainability Framework and focus areas. This describes a range of Environmental Social and Governance objectives, grouped into the focus areas described above: • Sustainable SPARK: 'Our People'; 'Environmental', 'Governance'; • Economic Recovery and Transformation: 'Infrastructure', 'Business Digitalisation', 'Digital Skills' • Digital Equity: 'Spark Foundation', 'Our products and Services', 'Security and Privacy'
1b	KPI - Measurability	KPIs should be measurable or quantifiable on a consistent methodological basis; externally verifiable; and able to be benchmarked, i.e. as much as possible using an	Framework, activities and confirmed that all proposed methodology for selecting KPIs represent key sustainability impacts for the business and are material to the business. DNV concludes that SPARK is capable of selecting KPIs which are measurable using quantifiable performance data and established benchmarks. This is evidential from the KPIs used in Spark's recently established SLLs and SLB, which selected measurable KPIs including: • KPI 1 – GHG emissions reduction (Scope 1 & 2),
		external reference or definitions to facilitate the assessment of the SPT's level of ambition. Borrowers or Issuers are encouraged, when possible,	 KPI 2 – Suppliers establishing science- based emissions reduction targets (Scope 3), KPI 3 – Champion Diversity & Inclusion. All of the KPIs are simple and readily externally assurable and are based on quantifiable evidence that may be recorded and recalled for the purposes of verification.
		to select KPI(s) that they have already been included in their previous annual reports, sustainability reports or other non-financial reporting disclosures to allow investors	DNV concludes that it is feasible for SPARK to derive a robust measurement methodology and a reliable set of metrics to measure the KPIs on the basis of its stated key focus areas.

 $^{{\}color{blue} 4 \hspace{0.1cm} \underline{\text{https://www.SPARKnz.co.nz/content/dam/SPARKNZ/pdf-documents/sustainability/Sustainability}} \hspace{0.1cm} \text{at SPARK-v2.pdf-documents/sustainability/Sustainability}} \hspace{0.1cm} \text{at SPARK-v2.pdf-documents/sustainability}}$

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Ref.	Criteria	Requirements	DNV Findings
		to evaluate historical performance of the KPIs selected. In situations where the KPIs have not been previously disclosed, Borrowers or Issuers should, to the extent possible, provide historical externally verified KPI values covering at least the previous 3 years.	
1c	KPI – Clear definition	A clear definition of the KPI(s) should be provided and include the applicable scope or perimeter as well as the calculation methodology	SPARK has stated that it will select measurable and quantifiable sustainability KPIs, that are relevant, core and material to its business, and to its current and future operations and recognised as key challenges for the Information and Communication Technologies (ICT) sector. Whilst these KPIs have not yet been defined, DNV finds that SPARK is capable of deriving clear KPIs which are relevant to its sustainability objectives. This has been evidenced by SPARK defining the targets and providing target terminology in the recently established SLLs and SLB.

2. Calibration of Sustainability Performance Targets (SPTs)

Ref.	Criteria	Requirements	DNV Findings
2a	Target Setting - Meaningful	The SPTs should be ambitious, realistic and meaningful to the Borrower's or Issuer's business and be consistent with the Borrowers' or Issuers' overall strategic sustainability/ESG strategy	DNV confirms that the SPTs are to be set at the inception of each transaction. From the Framework SPARK will select one or more timebound Sustainability Performance Targets (SPTs) that are consistent with SPARK's Sustainability Framework, represent a material improvement in the KPI over the life of the Sustainability-Linked Instrument, beyond a "business as usual" trajectory, and are set in accordance with the Market Standards. The Framework provides a clear commitment to set ambitious and meaningful SPTs that are tied to improving sustainability performance across the defined KPIs.
2b	Target Setting - Meaningful	SPTs should represent a material improvement in the respective KPIs and be beyond a "Business as Usual" trajectory; where possible be compared to a benchmark or an external reference and be determined on a predefined timeline, set before (or concurrently with) the issuance of the Instrument(s).	DNV confirms that the Framework sets commitments to ensure the SPTs result in a material improvement of the KPIs, being substantial improvements over the baseline condition and through the Instrument(s) term. From the Framework SPTs will be set at the inception of each new issuance of a Sustainability-Linked Instrument with reference to SPARK's historical performance, peer performance, and scientific data, including science-based scenarios. SPTs may also be set according to relevant regional, national, or international targets, other best-available technologies, methodologies, or external benchmarks.
2c	Target Setting – benchmarks	The target setting exercise should be based on a combination of benchmarking approaches:	Based on our discussions and review of the SPARK Framework - DNV confirms that the SPT target setting process will be based and commitments have been based on an appropriate combination of methodologies including benchmarking approaches:

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Ref.	Criteria	Requirements	DNV Findings
		1. The Borrower's or Issuer's own performance over time for which a minimum of 3 years, where feasible, of measurement track record on the selected KPI(s) is recommended and when possible forward-looking guidance on the KPI 2. The SPTs relative positioning versus the Borrower's and Issuer's peers where comparable or available, or versus industry or sector standards 3. Systematic reference to science-based scenarios, or absolute levels (e.g. carbon budgets) or official country/regional/inte rnational targets or to recognised Best-Available-Technologies or other proxies	1. DNV confirms that the Framework makes provisions for the Instrument(s) terms to include KPI descriptions and SPT performance as relevant. The External Reviewer or SPO provider is to be provided with baseline performance data for all KPIs. 2. DNV concludes that the Framework includes a commitment to benchmark performance. 3. DNV concludes that the procedure and commitments in the Framework associated with setting SPTs are appropriate in the context of sustainability efforts for SPARK.
2d	Target setting – disclosures	Disclosures on target setting should make clear reference to: 1. the timelines for the target achievement, including the target observation date(s)/period(s), the trigger event(s) 2. and the frequency of review of the SPTs 3. Where relevant, the verified baseline or reference point selected for improvement of KPIs as well as the rationale for that baseline or reference point to be used 4. Where relevant, in what situations recalculations or pro-forma adjustments of baselines will take place	DNV confirms that the Framework makes provisions for the relevant disclosures on target setting to be appropriately referenced: 1. SPT achievement is required to be time bound. 2. The review frequency of SPTs as set out in the framework are considered to be well aligned with the SLLP and SLBP. 3. Based on the review and discussion with SPARK's management team we are of the opinion that SPARK will consider situations that could lead to a recalculation of the KPI baseline/trajectory. 4. To be considered on an Instrument basis. 5. The KPIs set out in the Framework have been identified due to their central focus as part of SPARK's business strategy and Sustainability Framework. After review of SPARK's overall strategic and management approach, DNV concludes that the procedure and approach to setting SPTs is realistic and would likely be achievable for each Instrument(s).

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Ref.	Criteria	Requirements	DNV Findings
		5. Where possible and taking into account competition and confidentiality considerations, how the Borrower/Issuer intends to reach such SPTs	

3. Instrument(s) Characteristics

Ref.	Criteria	Requirements	DNV Findings
3a	Instrument(s) Characteristics SPT Financial / structural impact	The Instrument(s) will need to include a financial and/or structural impact based on whether the KPI(s) reach the predefined SPT(s).	Based on the Sustainable Finance Framework provided by SPARK, DNV confirms that Instrument(s) will have a financial characteristic linked to SPARK's performance against one or more SPTs as measured by the KPls. This may include financial premium and/or discount incentives. The magnitude of the pricing adjustment as well as the effective trigger event date(s), will be clearly detailed in the relevant documentation for each transaction. For any Sustainability-Linked Bond, the financial characteristic applicable if SPARK does not achieve the SPT by the required date, will be an interest rate adjustment either during the lifetime of the Instrument or at its maturity. DNV considers this to amplify the sustainability impact of the instrument and to provide ongoing incentive to achieve the SPTs through the term of the instruments.

4. Reporting

Ref.	Criteria	Requirements	DNV Findings
4a	Reporting	Borrowers or Issuers of Instrument(s) should publish, and keep readily available and easily accessible: 1. Up-to-date information on the performance of the selected KPI(s), including baselines where relevant 2. A verification assurance report relative to the SPT outlining the performance against the SPTs and the related impact, and timing of such impact, on the Instrument(s) financial and/or structural characteristics	SPARK is committed to transparency and will disclose and report on its Instrument(s). From the Framework Sustainability-Linked Loans SPARK will make and keep readily available up to date information relating to our SPTs, with such information to be provided to banks participating in the loan at least once per annum. Sustainability-Linked Bonds Post issuance of any Sustainability-Linked Bond, SPARK will keep up-to-date and make available to investors and the general public at least annually (and at a date relevant for assessing the SPTs performance leading to a potential adjustment of the financial and/or structural characteristics Sustainability-Linked Instrument) until the Sustainability-Linked Bond is repaid, the following information: • SPARK's performance against each relevant SPT for the duration of the relevant Sustainability-Linked Bond; • Third party review report of the performance against each relevant SPT (as outlined below);

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Ref.	Criteria	Requirements	DNV Findings
		Any information enabling lenders and investors to monitor the level of ambition of the SPTs	 Any other information enabling investors to monitor the level of ambition of each relevant SPT; and Any other requirements as set out by the Market Standards and as they may evolve from time to time.
		This reporting should be published regularly, at least annually, and in any case for any date/period relevant for	KPI performance relative to the SPTs to be conducted annually for the purposes of reporting to the lenders and investors.
		assessing the SPT performance leading to a potential adjustment of the Instrument(s) financial and/or	SPARK performance relative to the outlined SPTs will be subject to annual assurance from an independent reviewer and shared with lenders and investors.
		structural characteristics.	3. SPARK performance will be based on a range of quantifiable metrics based on assured records.

5. Verification

Ref.	Criteria	Requirements	DNV Findings
5a	External Verification	, ,	DNV confirm that the Framework includes a commitment that SPARK will provide assurance on performance against the SPT(s) for each KPI at least annually.

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ABOUT ROLE(S) OF REVIEW PROVIDERS AS DEFINED BY THE PRINCIPLES

- 1. Second Party Opinion: An institution with environmental expertise, that is independent from the issuer may issue a Second Party Opinion. The institution should be independent from the issuer's adviser for its Framework, or appropriate procedures, such as information barriers, will have been implemented within the institution to ensure the independence of the Second Party Opinion. It normally entails an assessment of the alignment with the Principles. In particular, it can include an assessment of the issuer's overarching objectives, strategy, policy and/or processes relating to environmental sustainability, and an evaluation of the environmental features of the type of projects intended for the Use of Proceeds.
- 2. Verification: An issuer can obtain independent verification against a designated set of criteria, typically pertaining to business processes and/or environmental criteria. Verification may focus on alignment with internal or external standards or claims made by the issuer. Also, evaluation of the environmentally sustainable features of underlying assets may be termed verification and may reference external criteria. Assurance or attestation regarding an issuer's internal tracking method for use of proceeds, allocation of funds from SLI proceeds, statement of environmental impact or alignment of reporting with the Principles, may also be termed verification.
- 3. **Certification:** An issuer can have its SLI or associated Framework or Use of Proceeds certified against a recognised external green standard or label. A standard or label defines specific criteria, and alignment with such criteria is normally tested by qualified, accredited third parties, which may verify consistency with the certification criteria.
- 4. SLI Scoring/Rating: An issuer can have its SLI, associated Framework or a key feature such as Use of Proceeds evaluated or assessed by qualified third parties, such as specialised research providers or rating agencies, according to an established scoring/rating methodology. The output may include a focus on environmental performance data, the process relative to the Principles, or another benchmark, such as a 2-degree climate change scenario. Such scoring/rating is distinct from credit ratings, which may nonetheless reflect material environmental risks.

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About DNV

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

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