



Monday, 22 August 2022

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COMPUTERSHARE INVESTOR
SERV<SAMPLE ONLY>
ATTN: DELLA SELBY
PRIVATE BAG 92119
VICTORIA STREET WEST
AUCKLAND 1142

CSN/Holder Number: 5964553

Dear Bondholder,

Manawa Energy Limited (**Manawa Energy**) today announced an offer of up to \$125 million (with the ability to accept oversubscriptions of up to \$25 million at Manawa Energy's discretion) of five year, unsecured, unsubordinated, fixed rate bonds (**Bonds**) to New Zealand institutional and retail investors (**Offer**).

As an existing investor in Manawa Energy's MNW150 bonds which mature on 15 December 2022 (**MNW150 Bonds**), we welcome your continued support of Manawa Energy through the new Offer, which includes an opportunity to apply to exchange some or all of your MNW150 Bonds for Bonds to be issued under the Offer. This exchange option (**Exchange Offer**) is only available to holders of MNW150 Bonds as at 5.00pm on Friday, 19 August 2022 with a New Zealand registered address (**MNW150 Bondholders**).

Exchange Offer applications will only be accepted online at www.manawaenergybond.co.nz from Friday, 26 August 2022. The Exchange Offer will close at 12.00pm on Friday, 2 September 2022.

This communication sets out further information on how to participate in the Offer. The key terms of the Exchange Offer are set out in the Indicative Terms Sheet which is available on the Exchange Offer website at www.manawaenergybond.co.nz. The Indicative Terms Sheet contains details of the existing quoted bonds which are the same class as the Bonds for the purposes of the Financial Markets Conduct Act 2013 and the Financial Markets Conduct Regulations 2014.

About Manawa Energy

Manawa Energy changed its name from Trustpower following the sale of the mass market retail business in May 2022. Manawa Energy is one of Aotearoa New Zealand's largest electricity generators and a developer of renewable generation, with 26 power schemes throughout New Zealand and a total installed capacity of 498MW.

Greater than 99% of Manawa Energy's generation is from renewable resources. Manawa Energy supplies around 650 customers nationally via its commercial and industrial electricity business, which is currently supplying ~1,200GWh per annum. The Manawa Energy strategy focuses on growth through the development of new renewable generation as well as optimising and enhancing existing hydro generation assets.

The Offer

The Offer is for up to \$150 million of Bonds and consists of two separate parts: an Exchange Offer of up to \$50 million and a Firm Offer of up to \$75 million (each described below). Manawa Energy has the ability to accept oversubscriptions of up to \$25 million of Bonds at its sole discretion. Any such oversubscriptions can be accepted under the Firm Offer and / or the Exchange Offer.



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The proceeds of the Offer will be used for general corporate purposes, including the purchase and repayment of Manawa Energy's MNW150 Bonds.

Firm Offer

All of the Bonds to be issued under the Firm Offer of up to \$75 million are reserved for New Zealand clients of the Joint Lead Managers, institutional investors and other primary market participants invited to participate in the bookbuild. There is no public pool for the Firm Offer.

Accordingly, investors who wish to apply for Bonds under the Firm Offer should contact a Joint Lead Manager, their financial adviser or any primary market participant for details on how they may acquire Bonds. You can find a primary market participant by visiting www.nzx.com/services/market-participants/find-a-participant.

Each investor's financial adviser will be able to advise them as to what arrangements will need to be put in place for the investors to trade the Bonds, including obtaining a common shareholder number (CSN), an authorisation code (FIN) and opening an account with a primary market participant, as well as the costs and timeframes for putting such arrangements in place.

Exchange Offer

A re-investment option is available to New Zealand MNW150 Bondholders through the Exchange Offer. MNW150 Bondholders can apply to participate in the Exchange Offer by using an online application form.

To be eligible to apply under the Exchange Offer, you must have been a New Zealand resident holder of MNW150 Bonds at 5.00pm on Friday, 19 August 2022.

The Exchange Offer will open following the Firm Offer, on Friday, 26 August 2022 and close at 12.00pm on Friday, 2 September 2022.

The size of the Exchange Offer is smaller than the aggregate amount of the outstanding MNW150 Bonds. If the Exchange Offer is oversubscribed, then Manawa Energy will scale applications using a methodology of its choosing. One of the factors that may be taken into account is the timing of when applications are received, and so MNW150 Bondholders wishing to apply for Bonds under the Exchange Offer should do so as soon as possible after they decide to participate in the Exchange Offer. Successful Exchange Offer participants will be able to view their allocations on the Computershare investor website (www.investorcentre.com/nz) from the issue date of the Bonds. Holding statements will be sent to Exchange Offer participants on Monday, 12 September 2022, with the additional payment (referred to below) to be received by MNW150 Bondholders participating in the Exchange Offer to be made on Thursday, 15 September 2022.

As described above, Manawa Energy has the ability to accept oversubscriptions of up to \$25 million of Bonds at its sole discretion. Any such oversubscriptions can be accepted under the Firm Offer and / or the Exchange Offer.

Purchase price under the Exchange Offer

The Exchange Offer will involve each participating MNW150 Bondholder selling their MNW150 Bonds to Manawa Energy and receiving Bonds in exchange for those MNW150 Bonds.

The purchase price for each MNW150 Bond that is purchased by Manawa Energy under the Exchange Offer will be an amount equal to the sum of the face value of the MNW150 Bond (being \$1.00) and the additional amount described below. Any MNW150 Bonds purchased by Manawa Energy will be held as treasury stock until the MNW150 Bonds are repaid on their maturity date (15 December 2022).

If you apply for Manawa Energy to purchase some or all of your MNW150 Bonds under the Exchange Offer and your online application is accepted, the part of the purchase price equal to

the face value of each MNW150 Bond that is purchased will be retained by Manawa Energy and applied to pay the issue price of the Bonds that are to be issued to you under the Exchange Offer. This means:

- you will not need to make any separate payment for Bonds that are issued to you under the Exchange Offer;
- other than for the additional amount described below, no payment will be made to you for your MNW150 Bonds that are purchased by Manawa Energy; and
- the additional amount that will be included in the purchase price for each of your MNW150 Bonds that are purchased by Manawa Energy under the Exchange Offer (if any) will be an amount that is equal to interest on the MNW150 Bonds for the period from Wednesday, 15 June 2022 to (but excluding) the issue date of the Bonds. This amount (after the deduction of any applicable taxes) will be paid on Thursday, 15 September 2022.

If you decide not to participate in the Exchange Offer but still wish to apply for Bonds under the Firm Offer, or wish to apply for Bonds in addition to your current holding of MNW150 Bonds, you can contact a Joint Lead Manager, primary market participant, or your usual financial adviser to participate in the Firm Offer. Please note that the Firm Offer opens on Monday, 22 August 2022 and closes at 12.00pm on Thursday, 25 August 2022.

Key expected dates for the Offer:

Firm Offer Opening Date	Monday, 22 August 2022
Firm Offer Closing Date	12.00pm, Thursday, 25 August 2022
Rate Set Date	Thursday, 25 August 2022
Exchange Offer Opening Date	Friday, 26 August 2022
Exchange Offer Closing Date	12.00pm, Friday 2 September 2022
Issue Date of Bonds	Thursday, 8 September 2022
Quotation Date of Bonds on the NZX Debt Market	Expected to be Friday, 9 September 2022
Maturity Date of Bonds	8 September 2027

The Offer dates set out above are indicative only and are subject to change. Manawa Energy reserves the right to cancel the Exchange Offer, Firm Offer and the issue of Bonds.

Exchange Offer applications will only be accepted online at www.manawaenergybond.co.nz from Friday, 26 August 2022. The Exchange Offer will close at 12.00pm on Friday, 2 September 2022.

Manawa Energy has appointed ANZ Bank New Zealand Limited, Craigs Investment Partners Limited and Forsyth Barr Limited as Joint Lead Managers in relation to the Offer.

We appreciate your support as a holder of our bonds and are delighted to present an opportunity for you to participate in the new Offer.

Yours sincerely

Phil Wiltshire
General Manager Corporate Services
Manawa Energy Limited



