This is a replacement Product Disclosure Statement. It replaces the Product Disclosure Statement dated 9 August 2019 relating to an Offer of Secured Redeemable Shares in Credit Union Baywide (trading as NZCU Baywide, NZCU South, NZCU Central and Aotearoa Credit Union)

Date: 24 September 2019

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on https://disclose-register.companiesoffice.govt.nz/disclose. Credit Union Baywide has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you to make an investment decision.

Contents

1. Which products are offered under this PDS?

This offer is for secured redeemable shares (the *Shares*) in one or more of the share accounts (the *Accounts*) offered by Credit Union Baywide (trading as NZCU Baywide, NZCU South, NZCU Central and Aotearoa Credit Union) (*Credit Union Baywide, we, us* or *our*) which rank equally with all other Shares issued (the *Offer*). Prospective and existing Members *(you)* are invited to subscribe for Shares at $1.00 per Share, to be held in one or more of the Accounts operated by Credit Union Baywide.

Each Share Account is either on-call or for a fixed term, and (where applicable) the term is agreed when you invest. Under the Friendly Societies and Credit Unions Act 1982 (the *FSCU Act*), as part of the terms and conditions of the Shares, we may require a 60 day notice period for withdrawal from time to time.

The rate of return on Shares is dependent on the type of Account you invest in, the terms of the account and the duration of your investment.

We offer a number of different Accounts to our Members including On-Call Accounts, Term Accounts and Special Share Investment Accounts.

Further details on our On-Call Accounts, Term Accounts and Special Share Investment Accounts terms and conditions, fees and charges and interest rates can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose, at any relevant Branch Office, or by visiting the relevant website: nzcubaywide.co.nz, nzcusouth.co.nz, nzcucentral.nz, or acu.nz.

The Shares are treated as debt securities under the Financial Markets Conduct Act 2013, and this PDS is prepared under Schedule 7 of the Financial Markets Conduct Regulations 2014.

You may apply for Shares if you currently reside or formerly resided in New Zealand, and you are:

(a) an individual;

(b) a charitable entity as defined by the Charities Act 2005; or

(c) an incorporated society registered under the Incorporated Societies Act 1908.

We reserve the right to accept or decline any application without giving you any reason for our decision.

2. Credit Union Baywide and what it does

Overview of Credit Union Baywide

We are a financial co-operative registered as a credit union under the FSCU Act.

Our objects are the promotion of thrift amongst our Members by the accumulation of their savings, the use and control of our Members' savings for their mutual benefit, the training and education of our Members in the wise use of money and in the management of their financial affairs and, at our discretion and as a minor adjunct to our other objects, the welfare of our Members and the making of donations for charitable, cultural, benevolent or philanthropic purposes.

We operate in accordance with our trust deed dated 22 August 2016 (the *Trust Deed*) and our Rules (the *Rules*), both as amended from time to time, which are registered in accordance with the FSCU Act. The Trust Deed and the Rules are available on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose, our website, nzcubaywide.co.nz and upon request at our registered office.

We are registered on the Financial Service Providers Register with the registration number FSP27482. We are a non-bank deposit taker (*NBDT*) in terms of the Non-bank Deposit Takers Act 2013 (the *NBDT Act*) and are licensed under section 14 of the NBDT Act, subject to conditions imposed by the Reserve Bank of New Zealand (*Reserve Bank*). We are not a registered bank in terms of the Reserve Bank of New Zealand Act 1989.

The Friendly Societies and Credit Unions (Regulatory Improvements) Amendment Act 2018 (the *Amendment Act*) came into force on 1 April 2019. In addition to enabling credit unions to incorporate, the Amendment Act also expands the type and range of services and products which we can offer.

At a Special General Meeting on 26 August 2019, our Members approved our incorporation application and the changes to our Rules to reflect the Amendment Act and to improve business processes. We anticipate becoming incorporated on 1 January 2020.

Operations and Main Activities of Credit Union Baywide

Our primary activities over the five years preceding the date of this Product Disclosure Statement (*PDS*) and since our inception on 10 August 1971 have been to provide a co-operative savings facility and banking services for our Members to form a loan fund.

We make loans from your investments and retained surpluses. The availability of loans to Members is primarily dependent upon the availability of our funds. Loans to Members will only be made in accordance with our Rules, the Trust Deed, and the provisions of the FSCU Act, which may from time to time specify the maximum amount which may be loaned to any Member, the maximum term of loans, or the lending to assets ratio to be observed by us.

We also operate a Securitisation Programme which, subject to certain conditions, enables us to access additional funding, and which is described in more detail below. In June 2019, we closed the Credit Union Warehouse A Trust based on legal advice to avoid an unintended technicality arising from changes to legislation. We intend to establish a new Securitisation Programme, on similar terms to the old programme, in November 2019. The Credit Union Warehouse A Trust will be replaced with a new trust (the *Securitisation Trust*) when new banking arrangements with Westpac New Zealand Limited (*Westpac*) are agreed for the Securitisation Programme.

Please contact us for details of the conditions existing under the Rules and the FSCU Act at the date of application. Further information on the composition and maturity of the loan portfolio can be found in the notes to our financial statements which can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose. All loans are subject to our lending criteria and we reserve the right to decline any application for a loan without giving any reason.

Main sector in which Credit Union Baywide operates

We operate as a NBDT in the financial services industry with a focus on savings and lending for individuals and families who live in New Zealand.

Aspects of the business that are key to generating income

The aspects of our business that are key to generating income are as follows.

Growing the Loan Portfolio

We make loan advances from your investments and retained surpluses to our Members. We make income from the interest charged on these loans. The majority of our loan advances are of a consumer nature and are made to assist Members with residential home loans or to fund various personal items such as vehicle purchases, holidays and debt consolidations. As the loan portfolio provides the majority of our surplus, it is desirable to grow the loan portfolio.

Other Products and New Markets

We also generate income from commissions on loan insurance, KiwiSaver products and retail transactional banking. Historically, our membership has been concentrated in the lower North Island but we have recently expanded our presence nationwide by a merger with three other credit unions, as described further below.

Investment

We have investments which contribute to our overall income including, deposits with banks and Co-op Money NZ.

Securitisation

The ability to increase loans to Members is, among other things, dependent on the availability of funds from our share capital at any particular time. As part of a merger with a number of other credit unions in May 2019 (described further below), we acquired a Securitisation Programme established by Credit Union South in February 2016 to enable more loans to be made to Members by providing additional funding. As noted above, the existing securitisation trust has been wound up. It is expected that from November 2019 we will have access to a new arrangement with Westpac. The Securitisation Programme will use a special purpose trust that purchases certain loans from the credit union. The Securitisation Programme gives us access to additional funding, and is designed to enable us to generate further loans and income through lending. The Securitisation Programme introduces some risks to Members, which are outlined in Section 6 (Specific risks of investing) of this PDS.

For further information on the Securitisation Programme, see Section 6 (Specific risks of investing) of this PDS, and the "Summary of the Securitisation Programme" on the Offer Register at www.business.govt.nz/disclose by searching offer number OFR10833.

Merger of Credit Unions

On 1 May 2019, a process known as a "transfer of engagements" was completed, whereby Credit Union South, Credit Union Central and Aotearoa Credit Union (the *Transferring Credit Unions*) transferred all of their engagements to Credit Union Baywide. In effect this represents a merger of the Transferring Credit Unions with Credit Union Baywide.

The transfer of engagements means that Credit Union Baywide has assumed all assets and liabilities of each of the Transferring Credit Unions and will now operate as a single merged entity, with each Transferring Credit Union ceasing to exist. However, the trading names of the Transferring Credit Unions are currently still used as trading names of Credit Union Baywide.

Further information about the risks relating to the merger are provided in Section 6 of this PDS, under the heading “Merger risks”.

3. What is Credit Union Baywide's credit rating?

A credit rating is an independent opinion of the capability and willingness of an entity to repay its debts (in other words, its creditworthiness). It is not a guarantee that the financial product being offered is a safe investment. A credit rating should be considered alongside all other relevant information when making an investment decision.

Credit Union Baywide has been rated by Fitch Ratings. Fitch Ratings gives ratings from AAA through to C. We have a local and foreign currency long-term issuer credit rating of **BB with a stable outlook** and a short-term issuer credit rating of **B**, issued on 17 October 2016 and affirmed on 30 December 2018.

Rating	AAA	AA	A	BBB	**BB**	**B**	CCC	CC	D
Strength	Extremely strong	Very strong	Strong	Adequate	**Less Vulnerable**	More vulnerable	Currently vulnerable	Currently highly vulnerable	Default imminent or inevitable
Historic likelihood of default over 5 years[1]	1 in 600	1 in 300	1 in 150	1 in 30	**1 in 10**	1 in 5	1 in 2	1 in 2	

Ratings from 'AA' to 'B' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. A Fitch Ratings rating may also include an 'Outlook' assessment. An Outlook assessment considers the potential direction of a long-term credit rating over the intermediate term (one to two years) but does not mean the rating will change. The principal Outlook definitions include: Positive – the rating may be raised; Negative – the rating may be lowered; and Stable – the rating is not likely to change.

Further information regarding our credit rating is outlined in "Specific risks – Credit Ratings" in Section 6.

Credit Union Baywide's credit rating may be reviewed and amended by Fitch Ratings as a result of the transfers of engagements or any other significant market change.

4. Credit Union Baywide's financial information

Credit Union Baywide is required by law and its Trust Deed to meet certain financial requirements. The Key Ratios table shows how Credit Union Baywide is currently meeting those requirements. These are minimum requirements. Meeting them does not mean that Credit Union Baywide is safe. The section on specific risks of investing contained in this PDS (refer to the heading "Specific risks of investing" at Section 6) sets out risk factors that could cause its financial position to deteriorate. The offer register provides a breakdown of how the figures in the Key Ratios Table are calculated, as well as full financial statements.

The Key Ratios Table and other financial information (including full financial statements) can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

[1] Reserve Bank of New Zealand publication 'Know your credit ratings', dated March 2010, https://rbnz.govt.nz/research-and-publications/fact-sheets-and-guides/factsheet-know-your-credit-ratings.

Financial Statements prepared for the year ended June 2018 (and for each preceding year) refer to Credit Union Baywide's position prior to the merger with the Transferring Credit Unions.

Key Ratios

The key ratios and other financial information tables can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Prior Ranking Debt

The Shares are secured to the extent permitted by law by a first ranking security interest granted in favour of the Supervisor under the Trust Deed over all of our present and after acquired personal property (*Supervisor's Security Interest*).

Under the Trust Deed, we are permitted, with the consent of the Supervisor, to create security interests that rank prior to, or equally with, the Supervisor's Security Interest. Those permitted prior ranking security interests are set out in more detail below.

Settlement Bond

Under the terms and conditions of our banking arrangements with Co-op Money NZ, we have lodged a settlement bond with Co-op Money NZ. In the event that we are unable to settle our inter-bank requirements the settlement bond provides security to Co-op Money NZ, and ultimately to the bank(s) that provide settlement services to Co-op Money NZ. The bond is held on term deposit in a trust account. The Supervisor has consented to the bond and an amount of up to 3% of our total tangible assets being excluded from the Supervisor's Security Interest.

Security Interests in Loans under Securitisation Programme

The Securitisation Programme was established by Credit Union South in 2016. It provided us with access to funding from Westpac. With the closure of the Credit Union Warehouse A Trust we are temporarily unable to access funding through the programme, until a replacement trust is established and we enter into new arrangements with Westpac. Under the Securitisation Programme, we may sell eligible home loans to a Securitisation Trust to raise funds to allow us to offer more loans to Members and to assist us in meeting our objectives.

Security Interests over Leased Assets

We lease some photocopiers and office assets from Fuji Xerox Finance Limited (*Fuji Xerox*). As part of its lease arrangement, Fuji Xerox registers a security interest on the Personal Property Securities Register. The Supervisor has agreed to Fuji Xerox registering this interest. The security interest does not secure the payment or performance of an obligation from us. It registers Fuji Xerox's interest in its own property leased to us in order to protect ownership of that property. Therefore, the leased assets do not have an asset value to us. This security interest ranks in priority to the Supervisor's Security Interest in relation to the specified leased office photocopiers.

Except as otherwise agreed with the Supervisor, we will ensure that all debts or liabilities owed by us to third parties other than normal trade creditors are Subordinated Debt (as that term is defined in the Trust Deed).

Other limitations, restrictions and prohibitions

Set out below is a summary of the other limitations, restrictions and prohibitions applicable to us. For further details refer to the Trust Deed on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Financial Covenants

Under the Trust Deed, we have agreed that we will not grant any charge or other security interest in priority to or ranking equally with the security interest granted in favour of the Supervisor, without the Supervisor's prior written consent. Credit Union Baywide has further covenanted, subject to the terms and conditions contained in the Trust Deed, not to:

(a) permit its secured liabilities to exceed 1% of its total tangible assets;

(b) permit its liquid assets to be less than 8% of its total tangible assets;

(c) permit its liquid assets to be less than 115% of any deficit arising from the contracted principal and interest due to it in the next 3 months less the aggregate of 20% of the principal due on specified securities, 100% of the interest due on those specified securities (in each case based on contractual maturities) and 20% of its undrawn committed lending facilities;

(d) fail to ensure that it has sufficient assets at all times to discharge all debts as they fall due;

(e) permit the aggregate of its secured investments, unsecured investments and listed securities, to exceed 15% of its total tangible assets;

(f) permit the aggregate of certain investments (primarily those not with the New Zealand Government, a Bank, or which are not listed on a stock exchange) to exceed 1% of its total tangible assets, except where the supervisor provides express consent;

(g) allow the capital ratio, as calculated under the Deposit Takers (Credit Ratings, Capital Ratios and Related Party Exposures) Regulations 2010 (the *NBDT Regulations*) to be less than 8.5% (note that due to the Securitisation Programme this figure is greater than the minimum capital ratio of 8% required under the NBDT Regulations);

(h) allow its aggregate exposure to related parties to exceed 15% of capital (as calculated in accordance with the regulations mentioned in (g) above). For further details on the current position, refer to the "Risk of non-compliance with the prudential requirements for NBDTs" heading at Section 6; and

(i) borrow any monies except on terms and conditions to which the Supervisor has previously consented in writing. Such borrowing is not to exceed 15% of Credit Union Baywide's total equity, unless the borrowing is to fund expenditure of a capital nature subject to the prior approval of the Supervisor.

We have consent from the Supervisor to disregard certain investments with Co-op Money NZ for the purpose of calculating the amounts under (f) above.

5. Guarantors

The Shares and return on the Shares are not guaranteed by us, the Supervisor or any other person. We are solely responsible for repayment of the Shares.

6. Specific risks of investing

In this section we have described the circumstances of which we are aware, that exist or are likely to arise, that significantly increase the risk that we may default on our payment obligations under the shares.

Specific risks relating to Credit Union Baywide's creditworthiness

Liquidity risk

Liquidity risk is about ensuring that we have enough liquid assets available to meet our obligations as they fall due, including in a range of operating circumstances and at times of extreme liquidity pressure.

We are currently reliant on funding from retail depositors only Our analysis shows that the contractual funding maturity profile is shorter than the lending maturity profile. Therefore as a large proportion of Members can withdraw their funds at any time (or with relatively short notice), there is a risk that at any one time there might not be enough funds to meet our payment obligations. We rely on high reinvestment rates for Term Accounts, a consistent and reliable level of On-Call and Special Share Investment Accounts, and regular receipts of principal and interest from borrowers. If reinvestment rates, Member Account balances or borrower repayments were to reduce materially, there is a risk that we may not have enough cash on hand at any one time to repay Members in a timely manner.

We manage liquidity risk by:

- continuously monitoring forecast and actual daily cash flows;
- maintaining adequate cash reserves, currently at least 11.5% of total tangible assets as liquid assets, to meet Member withdrawals when requested. Should the liquidity ratio fall below this level, then we may limit or suspend loans, obtain new deposits, utilise borrowing facilities and assess what assets can be sold;
- reviewing the maturity profiles of financial assets and liabilities;
- regularly monitoring loan repayments and comparing to forecast cash flows;
- maintaining a liquidity mismatch ratio so we have sufficient funds available to meet any short term funding deficit; and
- working to re-open the Securitisation Programme with Westpac, under which mortgage receivables, subject to certain conditions, can be sold to the Securitisation Trust.

Further information on liquidity, including expected maturity analysis and reinvestment assumptions, can be found in the Notes to the Financial Statements. The Financial Statements can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Loan default risk

Loan default risk is the risk that a borrower does not repay the full amount of principal and interest due to us. Loan default risk includes both credit risk and security position risk as outlined below.

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in a financial loss to us. This can occur when borrowers fail to repay their loans.

We have a risk policy for loans to manage credit risk. The key points are:

- credit assessment of all applications for loans and facilities is based on potential credit risk, suitability of security offered, and ability to repay;
- specifying the level and type of security required for a loan;
- setting exposure limits for individual borrowers;
- reassessment and review of the credit exposures on loans and facilities;
- monitoring and reviewing loans in arrears;
- establishing appropriate provisions for impaired loans;

- maintaining and reviewing the performance of debt recovery; and
- regular compliance monitoring by internal audit.

If we experience significant credit losses (i.e. borrowers not repaying their loans), this will have an adverse impact on financial performance and the ability to pay returns to Members. If this was sufficiently substantial so as to cause the liquidation and winding up of our operations, then the value returned to you, in respect of your Shares, may be less than the amount you invested.

We may take security from a Member for loans to them. To the extent that we do or do not take security or we take security that ranks behind another party's security, then in a default situation:

- our ability to realise the Member's assets taken as security may be restricted or prohibited by the terms of any prior ranking security;
- where the Member's assets are realised, the value of those assets may fluctuate due to market prices; and
- where the Member's assets are realised, the Member may be unable to repay some or all of the remaining funds advanced by us.

We may incur losses in the above circumstances, which may affect our profitability and returns payable to you. Therefore, we make provision for doubtful debts in our financial statements in accordance with industry standards, to reflect this risk.

Our loan portfolio, subject to lending criteria, includes loans to Members secured by property with high Loan-to-Value (LVR) ratios. These Members are more susceptible to credit losses if there are fluctuations in market prices. We may be exposed to increased security risk in the residential property market if house prices fall. To mitigate this risk we limit the proportion of high LVR lending at a portfolio level.

In the unlikely event that the security position deteriorates for a significant number of Members this could have an adverse impact on our financial performance. If this was sufficiently substantial so as to cause the liquidation and winding up of our operations, then the value returned to you, in respect of your Shares, may be less than the amount you invested.

The Trust Deed provides that indebtedness of a Member must not exceed:

- 10% of our total tangible assets, in the case of a secured loan;
- 5% of our total tangible assets, in the case of an unsecured loan; or
- such lesser amount as we may from time to time determine.

As at the date of this PDS, the maximum indebtedness of any one Member does not exceed 1% of our total tangible assets. We are therefore not exposed to any one large loan to a Member going into default.

General Credit risk – debt securities, term investments, cash and cash equivalents

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in a financial loss. This usually occurs when debtors fail to repay us.

Our investments include call deposits and term deposits with banks and Co-op Money NZ, and an equity investment in Base Capital Notes issued by Co-op Money NZ. These investments are permitted under our Trust Deed.

A further investment, by way of a loan up to a maximum amount of $3.85 million, has also been made with Co-op Money NZ which it has used to fund a bailment facility, secure its overdraft facility, and for day-to-day business use (*Co-op Investment*). The terms of this investment contain a number of conditions and restrictions on access to, use of, and repayment of, the funds. This investment is secured by way of a charge over Co-op Money NZ's assets under the terms of a Security Agreement.

Co-op Money NZ provides key services as described under the heading "Services Risk – Co-op Money NZ". In order to ensure continuity of service for our Members, we have provided financial support, as described above, to assist Co-op Money NZ. We have obtained the consent of the Supervisor to exceed the investment limit imposed by a financial covenant contained in the Trust Deed for the purposes of providing the Co-op Investment. This consent is subject to certain additional conditions.

Member credit unions invest in Base Capital Notes to fund Co-op Money NZ, which enables it to provide core services to us. The Base Capital Notes are unsecured obligations of Co-op Money NZ and rank equally with Base Capital Notes held by other credit unions. The Base Capital Notes rank after creditors in the event of the winding up of Co-op Money NZ. Further, there is no active market for the Base Capital Notes issued by Co-op Money NZ. On 29 July 2019 we resolved that the valuation of our Base Capital Notes should be reduced (or "impaired"), to reflect the weakened financial position of Co-op Money NZ (refer to the heading "Specific Credit Risk – Co-op Money NZ" below) and the impact of the recent merger on some of our valuation assumptions. Our current assessment is that our Base Capital Notes are impaired by 60%, meaning that we account for them at 40 cents for every dollar of the unimpaired value). Following this assessment, we have reduced the value of our Base Capital Notes to $2.90 million. This has resulted in a negative impact on our profit and loss for the financial year ended 30 June 2019, however it does not affect our regulatory capital ratio.

Our investments described above mean that there is a concentration of credit risk with Co-op Money NZ. If the financial situation of Co-op Money NZ further deteriorates and it defaults on its obligations, we could experience losses which could affect payment obligations to Members (refer to the headings "Specific Credit Risk – Co-op Money NZ", "Service Risk – Co-op Money NZ" and "Information Technology Risks" below for further information). We continue to regularly and actively monitor Co-op Money NZ's performance as part of our Co-op Money NZ membership and on a commercial basis as part of the Co-op Investment. The monitoring covers our exposure to this credit risk and whether we need to impair, or adjust our approach to the impairment of, our investments with Co-op Money NZ or take other corrective action.

Specific Credit Risk – Co-op Money NZ

Co-op Money NZ is reliant upon maintaining a certain level of business, including non-member business, in order to have the scale to provide its essential services efficiently. Its revenue is concentrated on a small number of customers. Over 2017 and 2018 some member credit unions reduced and/or ceased the utilisation of services from Co-op Money NZ, thus reducing Co-op Money NZ's future revenue streams. In addition, the merger of Aotearoa Credit Union, Credit Union Central and Credit Union South into Credit Union Baywide, will reduce existing business revenue. Co-op Money NZ could be requested to repay certain Base Capital Notes it has issued, and also has on-going capital spending requirements to deliver its current, planned and future projects.

Over 2018 and 2019, Co-op Money NZ's liquidity and financial performance deteriorated as a result of capital expenditure, operating losses, decreased trading activity, and one-off costs and losses. This has resulted in Co-op Money NZ operating a net deficit and a negative cash position. Co-op Money NZ has an existing overdraft facility that it currently uses to fund its day-to-day operations. This overdraft facility is backed by a cash deposit which we have funded through the Co-op Investment.

Co-op Money NZ is actively addressing its liquidity and financial performance. It has created a Financial Plan that identifies opportunities for costs savings and increased income through pricing changes and new business. This plan has resulted in it preparing a comprehensive forecast, which we are monitoring on a regular basis as part of the Co-op Investment agreement.

We are supporting the financial recovery of Co-op Money NZ through the Co-op Investment. The terms of the support arrangement provide for our investment to be repaid to us in certain situations. However, if Co-op Money NZ defaults on its obligations, this may result in financial loss for us as we may be unable to recover our investment.

There are risks that Co-op Money NZ will not meet its forecast performance. These primarily relate to further unexpected costs; delays in implementing new business and cost savings; the costs of serving the new business; and further capital expenditure costs and delays arising from Co-op Money NZ's migration to a new banking platform.

Any further downturn in business levels or a failure to meet its forecasted financial growth will cause additional financial difficulties for Co-op Money NZ and adversely impact the value and/or returns of our investments in Co-op Money NZ and/or increase the cost of services obtained from Co-op Money NZ.

Co-op Money NZ's credit rating was downgraded by Fitch Ratings in November 2018 to a B+ from a BB, with a stable outlook. In the rating report, Fitch Ratings cited weakening capitalisation and an increased likelihood that the core operations of Co-op Money NZ will remain unprofitable over the short term. As noted at the "General Credit risk – debt securities, term investments, cash and cash equivalents" heading above, in July 2019 we impaired some of the investments we have with Co-op Money NZ.

We are actively working with Co-op Money NZ to improve its financial position and have included conditions in the Co-op Investment that require implementation of a longer-term funding strategy.

Services risk - Co-op Money NZ

We are reliant on Co-op Money NZ to provide us with essential services such as our core banking system, agency banking, settlement services and card facilities.

The decline in financial performance of Co-op Money NZ has increased the risk that Co-op Money NZ may not be in a position to continue providing us with these services. However, through the Co-op Investment we have provided financial support to Co-op Money NZ to reduce the likelihood of this occurring.

Should Co-op Money NZ's financial situation deteriorate further and additional support not be forthcoming, there will be a heightened likelihood that we will be unable to provide our Members with essential services in a reliable and efficient manner over the short term.

In addition, if Co-op Money NZ was unable to provide services to us (either directly or via third party providers) for any other reason, then the short term ability for us to continue to provide services to our Members would be impeded.

In any case, the failure to provide services would likely impact the confidence Members have in us and could have an adverse impact on withdrawal and reinvestment rates for Member deposits, which could affect our ability to meet our payment obligations to our Members.

To mitigate this, Co-op Money NZ and the credit unions which use its services have entered into a step-in agreement. The step-in agreement provides a way for key Co-op Money NZ services to continue if Co-op Money NZ is unable to effectively provide services. In order to be fully effective, the step-in arrangements require further work to establish "parallel rights agreements" with the suppliers that provide the services to Co-op Money NZ.

Co-op Money NZ has an extensive business continuity and disaster recovery program that is regularly tested and audited, and we are supporting Co-op Money NZ in its efforts to develop and deliver its business strategies to ensure continuity of essential services.

Credit risk – credit rating

As at the date of this PDS, we have a local and foreign currency long-term issuer credit rating of BB and a short-term issuer credit rating of B, with a stable outlook, issued by Fitch Ratings.

In its reports dated 17 October 2016 and 30 August 2017, Fitch Ratings issued us and affirmed a short-term issuer credit rating of B and a long-term issuer credit rating of BB with a stable outlook. This was affirmed by Fitch Ratings in press releases dated 20 July 2018 and 30 December 2018 in respect of foreign currency long-term and short-term issuer credit ratings, and in respect of local currency long-term and short-term issuer credit ratings.

In its most recent (7 May 2019) press release, Fitch Ratings has affirmed the BB rating in light of the completed merger.

The affirmation reflects its view that the merger is unlikely to result in significant short-term changes to our credit profile. This is on the basis that we and Credit Union South are by far the largest of the merging partners (we account for 65% of the merged entity's asset base). The merged entity will still constitute only a very small part of the New Zealand financial system and therefore have limited impact on Fitch Rating's view of the company profile.

Fitch Ratings observes that, in the longer term, the merger should provide benefits in the form of greater economies of scale and geographic diversification.

Fitch Ratings notes that the merged entity is likely to face some short-term profit pressure resulting from one-off costs and management focus on the integration process, which may result in it revising down its view on profitability and earnings following the merger.

Fitch Ratings has stated that positive rating action for the merged entity would likely require a lower risk appetite, potentially through more stringent risk underwriting standards and stronger risk controls.

Conversely, Fitch Ratings has stated that our ratings could be downgraded if management focus is significantly diverted from the ongoing operations of the business during the integration process. It notes that risk appetite that is weaker than it expects and what it currently observes would also likely result in a downgrade.

In its earlier 20 July 2018 press release, Fitch Ratings affirmed our credit rating prior to announcement of the merger. In this press release, Fitch Ratings commented that the affirmation reflected its view that we (together with the other five credit unions it considered, including Credit Union South) are likely to broadly maintain our financial profile and market position over the next two years. However, it maintained a negative sector outlook for New Zealand, reflecting rising macroeconomic risks, driven by high levels of household leverage and elevated house prices.

Fitch's Ratings' noted that we, along with the other five credit unions considered in the press release, have modest franchises with small system market shares, which means we are generally a price taker. However, our competitive position was typically stronger in our local or niche market.

While it noted that we have a greater risk appetite relative to most domestic peers, Fitch Ratings considered that we were adequately capitalised for our risk profile with sufficient buffers above regulatory minimums. It observed that we have limited sources of new capital outside retained earnings, but this is similar to other mutual institutions, and that ongoing growth continues to exceed growth in retained earnings, which could lead to pressure on regulatory capital ratios if growth is sustained.

Fitch Ratings also observed that our funding and liquidity ratios appeared adequate for our credit profile, and that we remained fully funded by retail deposits, which has displayed significant growth alongside their loan book. It noted that we have a weaker deposit franchise relative to larger peers, which may see higher outflows to banks in a stressed economic cycle.

The reports issued by Fitch Ratings are available on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Capital Risk

Capital risk management is about ensuring we have sufficient capital to provide a buffer against unexpected losses and supports the ability to fund future investment in products and services.

We are reliant on generating surpluses to provide retained earnings to increase our capital.

We need to meet capital adequacy requirements set by the NBDT Regulations. The capital requirements set by the NBDT Regulations are "risk weighted" depending on the category of assets we hold, e.g. Cash has a lower risk rating than residential mortgages. Our asset growth over recent periods has resulted in a reduced capital ratio. We manage our capital risk by:

- maintenance of a capital adequacy policy and reporting requirements
- continuously monitoring the actual and forecast capital ratio
- restricting lending if required
- managing interest rate margin and other revenue and expense items

Further information on capital requirements can be found in the Notes to the Financial Statements and on the Key Ratios Table. The Financial Statements and Key Ratios Table can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Geographic concentration

The concentration of deposits from Members and loans to Members in an area can create a risk from those groups of Members having similar risks due to common underlying factors, e.g. economic sector or geographical location.

A significant event, such as a natural disaster or economic downturn in New Zealand, or in an area where there are a significant proportion of Members, could have an adverse impact on withdrawal and reinvestment rates for Member deposits and the ability of Members to meet their repayment obligations to us. This could affect our ability to meet our payment obligations to our Members. We have no single name concentration exposure to any individual Member. We mitigate this risk by limiting exposure to individual Members and monitoring exposure by regions. We also have business continuity and disaster recovery plans in place.

Further information on current geographic concentration, including regions with greater than 4% of our total loans and/or deposits, can be found in the Notes to the Financial Statements. The Financial Statements can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Interest rate margin risk

We are subject to interest rate margin risks. This is because we make the bulk of our income from the difference in the interest rate we pay to Members for deposits and the interest we earn from Members who borrow funds and our investments. This difference is called net interest margin. As some of these interest rates are fixed for differing periods on some loans and Member accounts, there is a risk that changes in market interest rates may cause fluctuations in net interest margin, as Members Accounts and loans to Members re-price at different times.

We adopt an 'on-book' hedging strategy to manage interest rate risk. The objective of this approach is to match the interest rate repricing profile of loans provided to Members and our investments to the repricing profile of the borrowing of funds from Members. The approach is ultimately limited by the investment and borrowing decisions of individual Members that impact the repricing profile. We do not currently use derivatives, such as interest rate swaps, to manage interest rate risk.

We maintain a market risk policy which covers how this risk will be managed to minimise interest rate margin risk. If net interest margin reduces there would be an adverse impact on our financial performance. If this was sufficiently substantial so as to cause the liquidation and winding up of our operations, then the value returned to you, in respect of your Shares, may be less than the amount you invested.

Further information on interest rate risk, including interest rate risk analysis can be found in the Notes to the Financial Statements included on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.

Risk of non-compliance with the prudential requirements for NBDTs

The NBDT Act governs matters such as licensing of NBDTs, suitability assessments for directors and senior officers, restrictions on changes of ownership and includes powers for the Reserve Bank to manage instances of distress and failure of NBDTs. TheNBDT regulations set minimum liquidity and capital standards and limit related party exposures. Failure to comply with NBDT requirements could in some circumstances result in us having our NBDT licence revoked and being ordered to cease trading.

Co-op Money NZ is a related party of Credit Union Baywide, therefore the Co-op Investment increases our related party exposures. Although our related party exposures are currently within the required limits, there is a risk that these could be breached if we enter into significant new related party exposures. These are closely monitored, and if we anticipated any breach of the limit we could approach the Reserve Bank to consider granting a waiver or exemption (which it may or may not approve).

Securitisation Programme Risks

As of June 2019, the Securitisation Programme is temporarily suspended pending the establishment of a new Securitisation Trust and us entering into new arrangements with Westpac (which are both expected to occur in November 2019).

We believe that the material risks involved with a Securitisation Programme are as follows:

We Own a Smaller Pool of Receivables

The Securitisation Programme provides us access to funding with Westpac, subject to the establishment of a new Securitisation Trustee and new banking arrangements with Westpac as referred to above. Under the Securitisation Programme, we may sell eligible home loans to a Securitisation Trust, a special purpose trust set up under the Securitisation Programme.

Following the sale of loans to the Securitisation Trust (once it is re-established), the remaining pool of loans still legally owned by us is reduced. This results in a risk that the loans still held by us are less diversified and potentially higher risk receivables. If remaining loans were to default in significant numbers, then this could affect our financial performance and in turn affect payment obligations to Members. This risk is mitigated by the loans we sell being replaced with cash and subordinated debt via the Securitisation Programme. In addition, our Supervisor requires a higher capital adequacy ratio than the minimum required by the NBDT Regulations.

Westpac has Priority over the Trust's Assets

We expect the terms agreed with Westpac will be similar to those in place for the Warehouse A Trust, meaning the Securitisation Trust's funding provided by Westpac will be senior first ranking debt, and will be repaid in priority to the subordinated debt provided by us. There is a risk that we are not repaid all or some of that subordinated debt if a significant number of loans sold to a Securitisation Trust default. This could affect our financial performance due to a large write down of debt, which in turn would affect payment obligations to Members. This risk is mitigated by applying specific selection criteria to any loans sold into a Securitisation Trust to ensure that the Securitisation Trust receivables pool is of good quality. We also continue to manage the loans which are sold to the Trust, and apply normal credit management techniques to follow up defaults and arrears.

Risk of Additional Funding for the Trust

There is a risk that there may be commercial pressure to provide additional funding to prevent a closure of the Securitisation Programme in the event of severe degradation of the credit performance of the loans in the Trust. The provision of such funding could adversely affect our financial position and potentially the payment obligations to Members. A decision to provide further funding would only be made following careful consideration of our own financial position.

For further information on the Securitisation Programme see the "Summary of the Securitisation Programme" on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose by searching offer number OFR10833.

In addition to the above risks, there is a possible risk of our capital ratio being diluted as a result of the Securitisation Programme. See the above "Summary of the Securitisation Programme" for further details.

Information technology risks

Information technology plays a critical role in our business, with the delivery of financial services to customers dependent on the availability and reliability of our information technology systems. Our ability to compete effectively in the future will, in part, be driven by our ability to maintain an appropriate information technology platform for the efficient delivery of our products and services. Our operations are likely to be significantly affected should our information technology systems fail or not operate in an efficient manner. We mitigate this risk by ensuring we have appropriate information security and backup systems in place and all third party suppliers have appropriate disaster recovery procedures.

We have worked with Co-op Money NZ to implement and embed a new banking platform, and we transitioned to this new system in March 2018. The banking platform is integral to our operations and on-going development of relevant products and services for our Members. As part of this project it is also intended that Co-op Money NZ will transition to this new banking platform in the future. There is a risk that the transition by Co-op Money NZ could disrupt our payment system communications or create other problems that affect the stability and reliability of our core banking system. The risks associated with this project are managed through project safeguards.

Cyber security risk

Cyber security risk is the risk of a breach or unauthorised access to our customer data, or other confidential information, or the risk of an incident occurring that causes us or our service providers to suffer data breaches, data corruption or lose operational functionality. A successful cyber-attack may result in negative consequences, including loss of revenue, additional regulatory scrutiny, remediation costs, litigation and reputational damage. Information technology controls are in place to mitigate the risk of cyber-attacks that could destroy or damage data and critical systems and hamper the smooth running of our operations.

Merger risks

The merger with the Transferring Credit Unions described in Section 2 above raises some additional risks for Credit Union Baywide.

The merger required a review of operational activities and governance. An initial review has now been completed, but an ongoing commitment in terms of time, capital and resources continues to be required in order to fully realise the benefits of the merger. This could create operational risk for Credit Union Baywide in the short term while the different entities are merged. The risks arising from the merger were identified by Fitch Ratings in its 30 December 2018 press release, which is outlined under the "Credit risk – credit rating" heading above.

Following the completion of the transfers of engagements, the number of member credit unions of Co-op Money NZ has decreased. Accordingly, there may be resulting changes to how member credit unions vote and make decisions in their capacities as Co-op Money NZ members, which could affect the operations and efficiency of Co-op Money NZ.

7. Register entry

Further information regarding Credit Union Baywide and the Shares on offer can be found on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose or on request from the Registrar of Financial Service Providers by emailing: registrar@fspr.govt.nz.

The information contained on the Offer Register includes among other things a copy of the Trust Deed, financial information for Credit Union Baywide, the Rules, new member application form, details of each of the Accounts available and their associated fees and interest rates.

A copy of this PDS, the Rules, the Trust Deed and other information regarding Credit Union Baywide and our Accounts can also be found by visiting the relevant website: nzcubaywide.co.nz, nzcusouth.co.nz, nzcucentral.nz, acu.nz or free of charge on request at any of our Branch Offices.