

#### **CREDIT OPINION**

7 December 2021

## **Update**



Rate this Research

#### RATINGS

#### Zenith Bank Plc

Domicile	Lagos, Nigeria
Long Term CRR	B2
Туре	LT Counterparty Risk Rating - Fgn Curr
Outlook	Not Assigned
Long Term Debt	B2
Туре	Senior Unsecured - Fgn Curr
Outlook	Stable
Long Term Deposit	B2
Туре	LT Bank Deposits - Fgn Curr
Outlook	Stable

Please see the <u>ratings section</u> at the end of this report for more information. The ratings and outlook shown reflect information as of the publication date.

#### Contacts

Mik Kabeya +971.4.237.9590 VP-Senior Analyst mik.kabeya@moodys.com

Jorge Santos +44.20.7772.1674

Associate Analyst
jorge.santos@moodys.com

Antonello Aquino +44.20.7772.1582 Associate Managing Director antonello.aquino@moodys.com

Sean Marion +44.20.7772.1056
MD-Financial Institutions
sean.marion@moodys.com

#### **CLIENT SERVICES**

Americas 1-212-553-1653

# Zenith Bank Plc

Update following ratings affirmation, and outlook change to stable

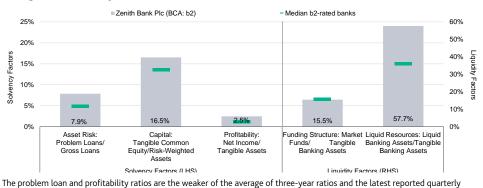
## **Summary**

Zenith Bank Plc's (Zenith) B2 deposit rating is aligned with its b2 Baseline Credit Assessment (BCA), which is at the same level as the rating of the <u>Government of Nigeria</u> (B2 stable).

The absence of government support uplift for the bank's deposit ratings, despite Moody's assessment of a 'high' likelihood of government support in case of need, reflects the positioning of the bank's BCA at the same level as the B2 sovereign rating.

Zenith's b2 BCA reflects the bank's strong capitalisation, deposit-funded balance sheet, liquidity and strong profitability underpinned by the bank's disciplined approach and strong ties with large corporates. These strengths are moderated by Nigeria's challenging operating environment, as well as the bank's relatively high stock of restructured loans and high reliance on corporate deposits.

Exhibit 1
Rating Scorecard - Key financial ratios



ratios. The capital ratio is the latest reported figure. The funding and liquid assets ratios are the latest year-end figures.

Source: Moody's Investors Service

## **Credit strengths**

- » Strong capitalisation
- » Strong profitability underpinned by the bank's disciplined approach, robust franchise and strong ties with large corporate clients
- » Strong liquidity buffers, moderated by tight foreign exchange liquidity in the country

## **Credit challenges**

- » Challenging operating environment in Nigeria, combined with the bank's high exposure to foreign-currency loans, pose risks to asset quality
- » Sizeable reliance on corporate deposits (albeit gradually declining given growing retail deposit base)

#### Outlook

The stable outlook reflects the stable outlook on Nigeria's government issuer rating.

## Factors that could lead to an upgrade

Upwards pressure on the long-term deposit ratings of Zenith is limited given their positioning at the same level as the sovereign rating.

Upwards pressure could develop following (a) improvement of the bank's credit profile, combined with (b) material improvement in the Nigerian sovereign and operating environment.

## Factors that could lead to a downgrade

Downwards pressure on the ratings could develop from (a) deterioration in the creditworthiness of the Government of Nigeria, or (b)material weakening in operating conditions, or (c) significant deterioration in the bank's financial performance.

## **Key indicators**

Exhibit 2

Zenith Bank Plc (Consolidated Financials) [1]

	09-21 <sup>2</sup>	12-20 <sup>2</sup>	12-19 <sup>2</sup>	12-18 <sup>2</sup>	12-17 <sup>2</sup>	CAGR/Avg. <sup>3</sup>
Total Assets (NGN Million)	8,751,587.0	8,481,272.0	6,346,879.0	5,955,710.0	5,595,253.0	12.7 <sup>4</sup>
Total Assets (USD Million)	21,151.9	21,485.2	17,488.4	16,384.3	15,542.4	8.64
Tangible Common Equity (NGN Million)	1,133,051.0	1,058,155.0	900,455.0	787,677.0	789,411.0	10.14
Tangible Common Equity (USD Million)	2,738.5	2,680.6	2,481.1	2,166.9	2,192.8	6.1 <sup>4</sup>
Problem Loans / Gross Loans (%)	7.9	6.4	6.8	9.0	4.7	7.0 <sup>5</sup>
Tangible Common Equity / Risk Weighted Assets (%)		16.5	17.7	18.9	20.5	18.4 <sup>6</sup>
Problem Loans / (Tangible Common Equity + Loan Loss Reserve) (%)	19.3	15.6	15.9	18.5	11.2	16.1 <sup>5</sup>
Net Interest Margin (%)	3.7	4.1	4.6	5.3	5.2	4.65
PPI / Average RWA (%)		5.2	6.0	6.2	7.6	6.2 <sup>6</sup>
Net Income / Tangible Assets (%)	2.4	2.7	3.3	3.3	3.1	3.0 <sup>5</sup>
Cost / Income Ratio (%)	51.2	46.4	46.4	47.4	42.9	46.9 <sup>5</sup>
Market Funds / Tangible Banking Assets (%)	11.6	15.5	12.2	20.4	19.6	15.8 <sup>5</sup>
Liquid Banking Assets / Tangible Banking Assets (%)	46.3	57.7	50.1	45.1	43.6	48.65
Gross Loans / Due to Customers (%)	52.7	54.7	57.8	54.6	65.5	57.1 <sup>5</sup>

[1] All figures and ratios are adjusted using Moody's standard adjustments. [2] Basel II; IFRS. [3] May include rounding differences because of the scale of reported amounts. [4] Compound annual growth rate (%) based on the periods for the latest accounting regime. [6] Simple average of Basel II periods. Sources: Moody's Investors Service and company filings

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on www.moodys.com for the most updated credit rating action information and rating history.

#### **Profile**

Zenith Bank Plc (Zenith) is a full-service commercial bank that offers corporate banking, commercial and consumer banking, personal and private banking, trade and foreign-exchange, and treasury and cash management services.

The bank was established in May 1990 and commenced operations in July of the same year as a commercial bank. Zenith became a public limited company on June 17, 2004, and was listed on the Nigerian Stock Exchange (NSE) on October 21, 2004. As of September 2021, Zenith reported consolidated total assets of about \$21.2 billion.

## **Detailed credit considerations**

#### High exposure to foreign-currency loans and single name concentration pose risks to asset quality

We expect Zenith's asset quality to face some pressure amid the gradual phase out of pandemic related support measures, partly moderated by the support that higher oil prices will provide to the creditworthiness of borrowers. In addition, Zenith's disciplined and robust risk management will help Zenith face less asset quality challenges than local peers.

Similar to other Nigerian banks, Zenith's high exposure to foreign-currency loans poses some asset risk. The bank's proportion of foreign currency loans denominated in US dollars stood at 39% of total loans as of June 2021 (43% as of December 2020). Foreign-currency loans pose a risk because significant depreciation of the local currency would weaken the repayment capacity of the portion of borrowers that predominantly earn revenue in the local currency.

Similar to other Nigerian banks, Zenith's relatively high stock of restructured loans poses some risk to asset quality. The bank's reported restructured loans increased to 24% of gross loans as of June 2021, from 22% as of December 2020 (18% as of December 2019 and 15% as of December 2018). Restructured loans primarily included exposures to the oil and gas sector (74% of the stock) and to the public sector (17%) as of June 2021. The balance of loans and advances that are not impaired but exhibit a significant increase in credit risk — classified in the Stage 2 bucket under IFRS9 — increased to a high 20.5% of gross loans as of June 2021 from 19.8% as of December 2020 and 7.3% as of December 2019.

The bank's problem loans<sup>1</sup> to gross loans ratio increased slightly to 7.9% as of September 2021 from 6.4% as of December 2020. The bank's problem loan coverage provides some buffer, with loan loss reserves representing 64% of problem loans as of September 2021.

We expect that Zenith's prudent risk management will help limit the extent of asset quality deterioration in comparison to local peers. In addition, the bank's exposure to resilient large corporates, combined with its relatively diversified loan book (in comparison to local peers), will also support asset quality.

#### **Strong capitalisation**

We expect the bank's capitalisation to remain strong over the next 12-18 months, reflecting resilient profitability and prudent dividend policy.

As of June 2021, the bank's tangible common equity to risk-weighted assets (TCE ratio) declined noticeably to 14.5% from 16.5% as of December 2020 and 17.7% as of December 2019, mainly due to growth in rapid asset growth.

We adjust the bank's TCE ratio for the risk weighting on the bank's holding of Nigerian government securities, in line with the Basel II framework. As of June 2021, Zenith's reported Tier 1 ratio was 20.1% and its reported capital adequacy ratio was 22.0%.

Potential local currency volatility will continue to poses some risk to the bank's capitalisation. Given Zenith's sizeable exposure to foreign currency loans, a depreciation of the local currency would increase the bank's risk weighted assets and potentially reduce the capital ratios.

# Strong profitability underpinned by the bank's disciplined approach, robust franchise and strong ties with large corporate clients

A key credit strength is Zenith's robust profitability, which reflects its strong domestic corporate banking franchise.

The bank's net interest margins were high at 3.8% during the first nine months of 2021 (4.1% during the year 2020), primarily reflecting Zenith corporate franchise allowing it to attract cheaper deposits than its local peers. We expect margins to increase next year due to higher yields on government securities and loans. Zenith's non-interest income increased by 9% during the first six months of 2021

(supported by trading income), and the contribution of non-interest income to total revenues increased to 37% in the first six months of 2021 from 34% during the same period in 2020.

The bank's cost-to-income ratio stood at 51% during the first nine months of 2021. We expect Zenith' cost of risk to remain elevated in 2021, reflecting the lagged impact of the pandemic on borrowers. The bank's cost of risk, computed as loan loss provisions divided by gross loans, was around 0.9% during the first nine months of 2021.

#### Solid funding and liquidity, moderated by relatively tight foreign-exchange liquidity in the country

Zenith is predominantly deposit funded, with a low reliance on more sensitive market funds. Deposits made up about 80% of the bank's funding sources as of September 2021. The bank's market funding ratio decreased slightly to 11.6% as of September 2021 from 15.5% as of December 2020.

Zenith's high level of non-retail deposits, at 69% of total deposit, as of June 2021 poses some risk since corporate deposits tend to be more confidence sensitive than retail deposits. As a result, the bank is aiming to increase its retail deposit base which has reached 31% in June 2021 from 26% in December 2019.

Zenith's liquidity is strong, with liquid banking assets-to-tangible banking assets at 46% as of September 2021. The bank also has robust foreign-currency liquidity, with dollar liquid assets-to-total dollar funding (deposits + borrowings) of 42% as of June 2021.

## **Environmental, social and governance considerations**

In line with our general view for the banking sector, Zenith has low exposure to environmental risks. However, Zenith's material exposure to the oil and gas industry is an environmental risk that requires monitoring, particularly as the transition to a low carbon economy accelerates. See our <u>Environmental risk heat map</u> for further information.

We consider banks to face moderate Social risks (see <u>social risks heatmaps</u>). The most relevant social risks for banks arise from the way they interact with their customers. Social risks are particularly high in the area of data security and customer privacy, which is partly mitigated by sizeable technology investments and banks' long track record of handling sensitive client data. Fines and reputational damage because of product mis-selling or other types of misconduct is a further social risk. Societal trends are also relevant in a number of areas, such as shifting customer preferences towards digital banking services increasing information technology cost or socially driven policy agendas that may translate into regulations that affect banks' revenue base. We also regard the coronavirus outbreak as a social risk under our ESG framework, given the substantial implications for public health and safety.

Governance is highly relevant for Zenith. Corporate governance weaknesses can lead to a deterioration in a company's credit quality, while governance strengths can benefit its credit profile. Governance risks are largely internal rather than externally driven, and for Zenith, we do not highlight any particular governance issues, given its appropriate risk management framework. Nonetheless, corporate governance remains a key credit consideration and requires ongoing monitoring.

#### Support and structural considerations

#### **Government support**

Given that Zenith's BCA is at the same level as the Nigerian government's issuer rating of B2, stable. The absence of government support uplift for the bank's deposit ratings, despite Moody's assessment of a 'high' likelihood of government support in case of need, reflects the positioning of the bank's BCA at the same level as the B2 sovereign rating.

Our assumption of a 'high' probability of support in case of financial stress is supported by (a) the bank's D-SIB status; (b) Zenith's importance to the local financial system, as the second-largest bank in Nigeria with a market share of 18.1% of total assets; and (c) the authorities' track record of supporting troubled banks in the past.

#### Counterparty Risk Ratings (CRRs)

Zenith's local currency CRR is positioned at B1/Not Prime and the foreign currency CRR is positioned at B2/Not Prime as it is constrained by the foreign currency country ceiling.

The CRRs are positioned one notch above the Adjusted BCA of b2, and therefore above the deposit ratings, reflecting our view that its probability of default is lower than that of deposits.

#### Counterparty Risk (CR) Assessment

#### Zenith's CR Assessment is positioned at B2(cr)/Not Prime(cr)

The CR Assessment is positioned one notch above the Adjusted BCA of b2, and therefore above the deposit ratings, reflecting our view that its probability of default is lower than that of deposits. We believe senior obligations represented by the CR Assessment will be more likely preserved to limit contagion, minimise losses and avoid disruption of critical functions.

#### National scale rating (NSR)

Zenith's NSRs of Aa3.ng/NG-1 for local and foreign currency deposits are generated from the bank's global scale ratings through maps specific to each country. NSRs are not intended to rank credits across multiple countries; instead they provide a measure of relative creditworthiness within a single country (Nigeria in the case of Zenith). Our NSRs are given a two-letter suffix to distinguish them from our global scale ratings. For example, NSRs in Nigeria have the country abbreviation "ng."

Zenith's NSRs capture the bank's robust capital buffers, which provide a relatively thick buffer to withstand asset-quality deterioration; its high liquidity buffers, complimenting a predominantly deposit-funded balance sheet; and a strong and well-established franchise, which allows the bank to attract inexpensive deposits and to lend to high-credit-quality borrowers (relative to other Nigerian banks). These strengths are partially moderated by the bank's high proportion of more confidence-sensitive corporate deposits versus retail deposits.

**FINANCIAL INSTITUTIONS** MOODY'S INVESTORS SERVICE

## Rating methodology and scorecard factors

Exhibit 3

Zenith Bank Plc

Macro Factors					
Weighted Macro Profile	Very	100%			
	Weak +				

Factor	Historic Ratio	Initial Score	Expected Trend	Assigned Score	Key driver #1	Key driver #2
Solvency	- Itatio	500.0	110110			
Asset Risk						
Problem Loans / Gross Loans	7.9%	caa1	$\leftrightarrow$	caa1	Expected trend	
Capital						
Tangible Common Equity / Risk Weighted Assets (Basel II)	16.5%	b1	$\leftrightarrow$	b1	Expected trend	
Profitability						
Net Income / Tangible Assets	2.4%	ba3	$\leftrightarrow$	ba3	Expected trend	
Combined Solvency Score		b2		b2		
Liquidity						
Funding Structure						
Market Funds / Tangible Banking Assets	15.5%	Ь3	$\leftrightarrow$	b3	Deposit quality	
Liquid Resources						
Liquid Banking Assets / Tangible Banking Assets	57.7%	ba3	$\leftrightarrow$	b1	Quality of	
					liquid assets	
Combined Liquidity Score		b2		b2		
Financial Profile				b2		
Qualitative Adjustments				Adjustment		
Business Diversification				0		
Opacity and Complexity				0		
Corporate Behavior				0		
Total Qualitative Adjustments				0		
Sovereign or Affiliate constraint				B2		
BCA Scorecard-indicated Outcome - Range				b1 - b3		
Assigned BCA				b2		
Affiliate Support notching				0		
Adjusted BCA		-		b2		

Instrument Class	Loss Given Failure notching		Preliminary Rating Assessment	Government Support notching	Local Currency Rating	Foreign Currency Rating
Counterparty Risk Rating	1	0	b1	0	B1	B2
Counterparty Risk Assessment	1	0	b1 (cr)	0	B1(cr)	
Deposits	0	0	b2	0	B2	B2
Senior unsecured bank debt	0	0	b2	0	B2	B2

<sup>[1]</sup> Where dashes are shown for a particular factor (or sub-factor), the score is based on non-public information. Source: Moody's Investors Service

## **Ratings**

#### Exhibit 4

Category	Moody's Rating
ZENITH BANK PLC	
Outlook	Stable
Counterparty Risk Rating -Fgn Curr	B2/NP
Counterparty Risk Rating -Dom Curr	B1/NP
Bank Deposits	B2/NP
Baseline Credit Assessment	b2
Adjusted Baseline Credit Assessment	b2
Counterparty Risk Assessment	B1(cr)/NP(cr)
Issuer Rating	B2
Senior Unsecured	B2
ST Issuer Rating	NP
Source: Moody's Investors Service	

## **Endnotes**

1 Problem loans include the total stock of loans classified under the Stage 3 bucket as per IFRS9 accounting standards

© 2021 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODY'S"). All rights reserved.

CREDIT RATINGS ISSUED BY MOODY'S CREDIT RATINGS AFFILIATES ARE THEIR CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES, AND MATERIALS, PRODUCTS, SERVICES AND INFORMATION PUBLISHED BY MOODY'S (COLLECTIVELY, "PUBLICATIONS") MAY INCLUDE SUCH CURRENT OPINIONS. MOODY'S DEFINES CREDIT RISK AS THE RISK THAT AN ENTITY MAY NOT MEET ITS CONTRACTUAL FINANCIAL OBLIGATIONS AS THEY COME DUE AND ANY ESTIMATED FINANCIAL LOSS IN THE EVENT OF DEFAULT OR IMPAIRMENT. SEE APPLICABLE MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLICATION FOR INFORMATION ON THE TYPES OF CONTRACTUAL FINANCIAL OBLIGATIONS ADDRESSED BY MOODY'S CREDIT RATINGS. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS, NON-CREDIT ASSESSMENTS ("ASSESSMENTS"), AND OTHER OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ON NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING. OR SALE.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS, AND PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS AND INAPPROPRIATE FOR RETAIL INVESTORS TO USE MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS OR PUBLICATIONS WHEN MAKING AN INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY LAW, INCLUDING BUT NOT LIMITED TO, COPYRIGHT LAW, AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT INTENDED FOR USE BY ANY PERSON AS A BENCHMARK AS THAT TERM IS DEFINED FOR REGULATORY PURPOSES AND MUST NOT BE USED IN ANY WAY THAT COULD RESULT IN THEM BEING CONSIDERED A BENCHMARK.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process or in preparing its Publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any indirect, special, consequential, or incidental losses or damages whatsoever arising from or in connection with the information contained herein or the use of or inability to use any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY'S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information.

NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY CREDIT RATING, ASSESSMENT, OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.

Moody's Investors Service, Inc., a wholly-owned credit rating agency subsidiary of Moody's Corporation ("MCO"), hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by Moody's Investors Service, Inc. have, prior to assignment of any credit rating, agreed to pay to Moody's Investors Service, Inc. for credit ratings opinions and services rendered by it fees ranging from \$1,000 to approximately \$5,000,000. MCO and Moody's Investors Service also maintain policies and procedures to address the independence of Moody's Investors Service credit ratings and credit rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold credit ratings from Moody's Investors Service and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at <a href="https://www.moodys.com">www.moodys.com</a> under the heading "Investor Relations — Corporate Governance — Director and Shareholder Affiliation Policy."

Additional terms for Australia only. Any publication into Australia of this document is pursuant to the Australian Financial Services License of MOODY'S affiliate, Moody's Investors Service Pty Limited ABN 61 003 399 657AFSL 336969 and/or Moody's Analytics Australia Pty Ltd ABN 94 105 136 972 AFSL 383569 (as applicable). This document is intended to be provided only to "wholesale clients" within the meaning of section 761G of the Corporations Act 2001. By continuing to access this document from within Australia, you represent to MOODY'S that you are, or are accessing the document as a representative of, a "wholesale client" and that neither you nor the entity you represent will directly or indirectly disseminate this document or its contents to "retail clients" within the meaning of section 761G of the Corporations Act 2001. MOODY'S credit rating is an opinion as to the creditworthiness of a debt obligation of the issuer, not on the equity securities of the issuer or any form of security that is available to retail investors.

Additional terms for Japan only: Moody's Japan K.K. ("MJKK") is a wholly-owned credit rating agency subsidiary of Moody's Group Japan G.K., which is wholly-owned by Moody's Overseas Holdings Inc., a wholly-owned subsidiary of MCO. Moody's SF Japan K.K. ("MSFJ") is a wholly-owned credit rating agency subsidiary of MJKK. MSFJ is not a Nationally Recognized Statistical Rating Organization ("NRSRO"). Therefore, credit ratings assigned by MSFJ are Non-NRSRO Credit Ratings. Non-NRSRO Credit Ratings are assigned by an entity that is not a NRSRO and, consequently, the rated obligation will not qualify for certain types of treatment under U.S. laws. MJKK and MSFJ are credit rating agencies registered with the Japan Financial Services Agency and their registration numbers are FSA Commissioner (Ratings) No. 2 and 3 respectively.

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any credit rating, agreed to pay to MJKK or MSFJ (as applicable) for credit ratings opinions and services rendered by it fees ranging from JPY125,000 to approximately JPY550,000,000.

MJKK and MSFJ also maintain policies and procedures to address Japanese regulatory requirements.

REPORT NUMBER

1311186

#### **CLIENT SERVICES**

 Americas
 1-212-553-1653

 Asia Pacific
 852-3551-3077

 Japan
 81-3-5408-4100

 EMEA
 44-20-7772-5454

