# Moody's **INVESTORS SERVICE**

# **CREDIT OPINION**

12 December 2018

# Update

## **Rate this Research**

#### RATINGS

Sparebanken More	
Domicile	Norway
Long Term CRR	A1
Туре	LT Counterparty Risk Rating - Fgn Curr
Outlook	Not Assigned
Long Term Debt	Not Assigned
Long Term Deposit	A2
Туре	LT Bank Deposits - Fgn Curr
Outlook	Stable

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

#### Contacts

Effie Tsotsani AVP-Analyst effie.tsotsani@moodys.co	+44.20.7772.1712					
<b>Jakob Oktay</b> Associate Analyst jakob.oktay@moodys.com	+46.8.5025.6575					
Jean-Francois Tremblay	+44.20.7772.5653					
Associate Managing Director						
jean-francois.tremblay@moodys.com						

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

# Sparebanken More

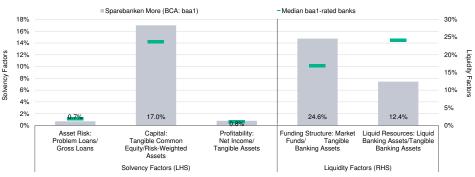
Update to credit analysis

#### Summary

Sparebanken More's A2 long-term issuer and deposit ratings, both carrying stable outlook, are driven by its baa1 baseline credit assessment (BCA) and the application of our Advanced Loss Given Failure (LGF) analysis, which results in a two-notch rating uplift. The uplift reflects the protection to Sparebanken More's senior creditors resulting from the volume of deposits and debt available to share losses, as well as from the volume of securities subordinated to them. Sparebanken More's A2 deposit ratings do not benefit from government support, reflecting our assumption of a "Low" likelihood of support given its limited national market share of 1.2% of total loans and 1.4% of total deposits as of September 2018<sup>1</sup>. Sparebanken More short-term deposit rating is Prime-1, its Counterparty Risk Ratings (CRR) are A1/ Prime-1, and its Counterparty Risk Assessment (CR Assessment) is A1(cr)/Prime-1(CR).

Sparebanken More's baa1 BCA reflects the strong macroeconomic environment in Norway, its sizeable capital buffers and sound asset quality metrics. The BCA also considers Sparebanken More's moderate profitability as well as its sizeable reliance on market funding, although this is somewhat lower than the average for Norwegian savings banks.

#### Exhibit 1 **Key Financial indicators**



These represent our Banks methodology scorecard ratios, whereby asset risk and profitability reflect the weaker of either the three year average and the latest annual figure. Capital ratio is the latest reported figure. Funding structure and liquid resource ratios reflect the latest fiscal year-end figures.

Source: Moody's Banking Financial Metrics

### **Credit strengths**

- » Sizeable capital buffers offering protection against unforeseen losses
- » Asset quality metrics are in-line with peers
- » Large volume of deposits and debt result in a two-notch uplift to the deposit rating from the BCA

#### Credit challenges

- » Profitability will continue to be pressured by low interest rates and slightly higher credit costs
- » While lower than its Norwegian savings banks peers, Sparebanken More has a sizeable reliance on market funding

#### Outlook

The stable outlook on the bank's long-term deposit and issuer ratings reflects our view that the bank's financials will remain broadly unchanged over the next 12-18 months.

#### Factors that could lead to an upgrade

Upward rating momentum could develop if Sparebanken More demonstrates:

- » Improved asset quality metrics and contain sector and single name concentration levels in its loan book
- » Continued good access to capital markets and further issuance of covered bonds eligible as liquidity assets in the Liquidity Coverage Ratio (LCR), which will further improve its liquidity metrics
- » Stronger earnings generation without a material deterioration in its risk profile

#### Factors that could lead to a downgrade

Future downward rating pressure would emerge if:

- » Sparebanken More's risk profile weakens as a result of increased exposures to more volatile sectors, for example if concentration to Commercial Real Estate (CRE) as a percent of Core Tier 1 capital exceeds 150%
- » Financing conditions become more difficult or the macroeconomic environment deteriorates more than currently anticipated, leading to a lower Macro Profile while profitability weakens significantly from current levels
- » A reduction in rating uplift as a result of our advance LGF analysis would also lead to a downgrade of the deposit ratings

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.

## **Key indicators**

#### Exhibit 2

#### Sparebanken More (Consolidated Financials) [1]

	9-18 <sup>2</sup>	12-17 <sup>2</sup>	12-16 <sup>2</sup>	12-15 <sup>2</sup>	12-14 <sup>2</sup>	CAGR/Avg. <sup>3</sup>
Total Assets (NOK billion)	70	66	62	60	56	5.9 <sup>4</sup>
Total Assets (EUR million)	7,388	6,770	6,784	6,253	6,206	4.8 <sup>4</sup>
Total Assets (USD million)	8,581	8,129	7,156	6,792	7,510	3.64
Tangible Common Equity (NOK billion)	5.8	5.6	5.3	5.0	4.8	5.5 <sup>4</sup>
Tangible Common Equity (EUR million)	618	571	589	518	527	4.44
Tangible Common Equity (USD million)	718	686	621	563	637	3.2 <sup>4</sup>
Problem Loans / Gross Loans (%)	0.6	0.6	1.2	0.5	0.8	0.7 <sup>5</sup>
Tangible Common Equity / Risk Weighted Assets (%)	17.0	16.3	16.2	15.4	13.3	15.6 <sup>6</sup>
Problem Loans / (Tangible Common Equity + Loan Loss Reserve) (%)	5.7	5.7	10.7	4.6	7.7	6.9 <sup>5</sup>
Net Interest Margin (%)	1.7	1.7	1.8	1.9	2.0	1.8 <sup>5</sup>
PPI / Average RWA (%)	2.3	2.2	2.2	2.1	2.2	2.26
Net Income / Tangible Assets (%)	0.9	0.8	0.9	0.8	1.0	0.9 <sup>5</sup>
Cost / Income Ratio (%)	42.8	43.9	44.4	45.1	43.1	43.9 <sup>5</sup>
Market Funds / Tangible Banking Assets (%)	23.9	24.6	22.1	26.2	25.1	24.4 <sup>5</sup>
Liquid Banking Assets / Tangible Banking Assets (%)	13.0	12.4	11.8	11.9	10.9	12.0 <sup>5</sup>
Gross Loans / Due to Customers (%)	172.6	174.2	162.9	175.7	173.3	171.7 <sup>5</sup>

[1] All figures and ratios are adjusted using Moody's standard adjustments. [2] Basel II; IFRS. [3] May include rounding differences due to scale of reported amounts. [4] Compound Annual Growth Rate (%) based on time period presented for the latest accounting regime. [5] Simple average of periods presented for the latest accounting regime. [6] Simple average of Basel II periods presented.

Source: Moody's Financial Metrics

#### Profile

Sparebanken Møre is a regional savings bank with a well-established market position in the county of Møre and Romsdal, located in Western Norway. Sparebanken Møre provides retail and corporate banking and other financial services, including real estate brokerage. It also offers share trading and capital management advice and distributes insurance and leasing products.

Sparebanken Møre was established in 1985 followed by the merger of a number of banks in the region. The bank's history of merged savings banks can be traced back to 1843. Sparebanken Møre's Equity Certificates (EC) are listed on the Oslo Stock Exchange (ticker: MORG).

As of 30 September 2018, the bank reported total consolidated assets of NOK70 billion (€7 billion) and operated through a network of 28 branches. The bank's head office is located in Ålesund.

#### **Detailed credit considerations**

#### Sparebanken More's BCA is supported by its "Very Strong (-)" Macro Profile

As Sparebanken More is a domestic bank, we align its Macro Profile with that of Norway at "Very Strong (-)". Banks in <u>Norway</u> (Aaa, stable) benefit from operating in a wealthy and developed country with very high economic, institutional and government financial strength as well as low susceptibility to event risk. Norway has a diversified and growing economy, which demonstrates resilience to the price volatility in the oil sector. The main risks to the banking system stem from the high level of household indebtedness, elevated real estate prices and domestic banks' extensive use of market funding. However, these risks are mitigated by the strength of households' ability to service debt, banks' adequate capitalization and the relatively small size of the banking system compared with the total size of the economy.

#### Sizeable capital buffers continuously increasing

In line with many Norwegian savings banks, Sparebanken More has increased its capital ratios in accordance with the higher regulatory capital requirements. As of end September 2018, Sparebanken More's Common Equity Tier 1 (CET1) capital ratio was 15.8% (December 2017: 15.0%), and its Tier 1 ratio reached 17.4% (see exhibit 3). Sparebanken More's CET1 ratio is above the regulatory minimum of 13.8% (which include an individual Pillar II requirement of 1.8%), and the internally minimum CET1 target of 14.8%. The bank was subject to a capital requirement linked to the transitional scheme associated with the Basel I floor amounting to NOK139 million at

the end of the third quarter of 2018. Sparebanken More's reported leverage ratio of 8.2% (including 50% of the profit for the period), above the 5% regulatory requirement, which also points to the bank's high capital buffers.

Sparebanken More's capital metrics have improved in the past three years, reflecting both earnings retention (the payout ratio was contained to 53% in year-end 2017 compared to 50% in 2016), as well as the adoption of the internal rating based approach to calculate risk-weighted assets in 2015.





Source: Moody's Banking Financial Metrics

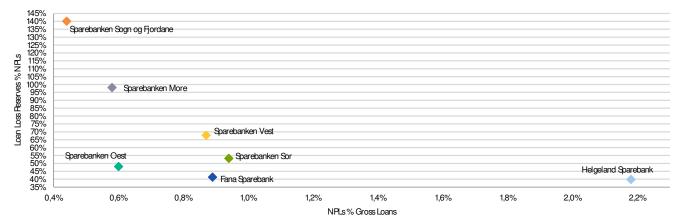
#### Sparebanken More's asset quality metrics compares well with peers

Sparebanken More's strong asset quality metrics compares well with peers. The ratio of non-performing loans (NPL) to gross loans remained stable at 0.58%, as of September 2018 compared to 0.59% at end-2017 and reported coverage of NPLs with loan loss reserves compares favorably with peers, at 98% (see exhibit 4).

From 1 January 2018 Sparebanken More applies a three stage approach when assessing expected credit losses on loans to customer, loan commitments and financial guarantees subject to the IFRS 9 impairment disclosure (see <u>FAQ</u>: <u>Limited impact from IFRS 9 first</u> <u>time adoption, but disclosure uneven so far</u>, published 30 April 2018). Reported total losses in the nine months ending September 2018 is NOK4 million, equivalent to 0.01% of average total assets on an annualised basis.

# Exhibit 4

#### Low level of problem loans and high balance sheet reserves coverage compared with peers



Note: Based on latest available data Sources: Moody's Banking Financial Metrics, company reports Similar to other Norwegian savings banks, Sparebanken More's loan book is focused on retail loans, mainly mortgages. Retail lending accounted for around 69% of the bank's total portfolio as of end-September 2018. Sparebanken More's exposure to the oil-related offshore sector, which had been under pressure, is limited at around 1.6% of the loan book. The bank has increased its exposure to fishing-related industries, currently at around 6.4% of total loans, and has benefited from the sector's ongoing strong performance. The bank has experienced rising growth in lending to both the retail and corporate market in the nine months ending in September 2018, slower growth is however expected within both segments towards the end of 2018 compared to the growth rate at end 2017.

Sparebanken More's loans to property management and real estate construction companies accounted for 12.2% of the loan book as of September 2018, which combined with its large mortgage portfolio make Sparebanken More vulnerable to a decline in real estate prices. In addition, the bank's relatively high single borrower concentration make it vulnerable to a potential default by one of these large customers.

However, house prices in the bank's home county of Møre og Romsdal have grown at a slower pace than the national level, which have increased rapidly since 2009. House prices in the Oslo area have increased in the last twelve months while house prices in Møre og Romsdal remain broadly stable during the same period.

#### Profitability pressured by competition

Sparebanken More's return on assets (adjusted for one-off gains) of 0.87% for the nine months ending in September 2018 is broadly in line with the 0.80% for the nine months ending in September 2017. Net interest income remains Sparebanken More's main source of revenue and accounted for around 80% of the bank's operating income overtime. Despite the marginally increasing interest rates in Norway due to the strong competition particularly in gathering deposits, we expect net interest margin to remain at current levels going forward. The bank's reported net interest income to average assets of 1.63% in nine months ending in September 2018, slightly declined from 1.72% in the same period of 2017.

Sparebanken More's cost efficiency supports its profitability; the bank's cost-to-income ratio was 43% in nine months ending in September 2018, and compares well with peers but is somewhat higher to the bank's target of 40%. Operating costs slightly increased by 1.1% in nine months ending in September 2018 compared to the same period in 2017 mainly as a result of the bank's staffing expenses increased in the past twelve months.

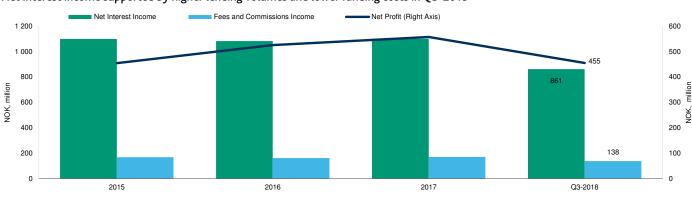


Exhibit 5

Net interest income supported by higher lending volumes and lower funding costs in Q3-2018

Sources: Moody's Investor Service, company reports

For the nine months ending in September 2018, Sparebanken More net income, adjusted for preferred dividends, of NOK455 million (see exhibit 5), is 15% higher compared to the NOK396 million profit for the same period in 2017. This was mainly driven by 7% increase in net interest income in nine month ending in September 2018 compared to the same period of 2017, due to high lending volumes and supported by lower funding costs.

#### Although lower than its Norwegian peers, Sparebanken More has a sizeable reliance on market funding

Sparebanken More's primary funding source are deposits, which accounted for 55% of funding as of end-September 2018 (55% end-September 2017) and 58% of gross loans at the end of September 2018, a level we expect to remain broadly stable. However, the

bank has a high, although lower than domestic peers, reliance on confidence sensitive market funding, which we view as a credit weakness. The ratio of market funds to tangible banking assets stood at 23.9% as of September 2018, which is unchanged compared end-September 2017 (see exhibit 6).

The majority of market funds, around 63% as of September 2018 (59% as of September 2017), were in the form of covered bonds issued through its subsidiary company More Boligkreditt. We view the diversification benefit and the typically longer maturity of these funding instruments positively, with almost 85% of total outstanding covered bond volume being eligible liquid assets under the liquidity coverage ratio rules, as they provide the bank with a wider and more diversified investor base.







Note: Based on latest available data Source: Moody's Banking Financial Metrics

Sparebanken More maintains good liquidity buffers of high quality that are broadly in line with peers. As of September 2018, the ratio of liquid assets to tangible banking assets was 13.0% (12.8% as of September 2017). Besides cash and due from banks (2.5% of tangible banking assets at the end of September 2018 and 3.0% as of September 2017), the bank's liquidity buffers include a securities portfolio, which mainly comprise domestic and European covered bonds, government and supranational bonds, with minor holdings of senior and corporate bonds as well as minor shareholdings. Bond holdings in the liquidity portfolio are generally equally divided by foreign (European) and domestic issuers. Euro-denominated issues are hedged into Norwegian krone, and fixed-rate bonds are swapped into floating interest rates (mainly three months floating).

#### Source of facts and figures cited in this report

Unless noted otherwise, the bank specific figures originate from bank's reports and Moody's Banking Financial Metrics. All figures are based on our own chart of accounts and may be adjusted for analytical purposes. Please refer to the document <u>Financial Statement</u> <u>Adjustments in the Analysis of Financial Institutions</u>, published on 9 August 2018.

#### Support and structural considerations

#### **Loss Given Failure**

Norway is in the process of introducing legislation to implement the EU Bank Resolution and Recovery Directive. In our LGF analysis, we assume residual tangible common equity of 3% and losses post-failure of 8% of tangible banking assets, a 25% run-off in "junior" wholesale deposits, a 5% run-off in preferred deposits, and assign a 25% probability to deposits being preferred to senior unsecured debt. These metrics are in line with our standard assumptions.

For Sparebanken More's short-term and long-term deposit ratings, our ratings have considered the likely impact on loss-given-failure of the combination of their own volume and the amount of debt subordinated to them. This results in a Preliminary Rating Assessment that stands two notches above the BCA, reflecting very low loss-given-failure.

#### **Government support**

The expected implementation of resolution legislation has caused us to reconsider the potential for government support to benefit certain creditors.

Sparebanken More is a regional savings bank with a robust market position in western Norway in the county of Møre and Romsdal, where it has a market share of around 24% (incl. banks and mortgage companies) of loans and 31% of deposits as of December 2017. However, its national market share is limited at around 1.2% of loans and 1.4% on deposits as of September 2018. Therefore, we now expect a low probability of government support for deposits, resulting in no rating uplift.

#### Counterparty Risk (CR) assessment

CR Assessments are opinions of how counterparty obligations are likely to be treated if a bank fails and are distinct from debt and deposit ratings in that they (1) consider only the risk of default rather than the likelihood of default and the expected financial loss suffered in the event of default; and (2) apply to counterparty obligations and contractual commitments rather than debt or deposit instruments. The CR Assessment is an opinion of the counterparty risk related to a bank's covered bonds, contractual performance obligations (servicing), derivatives (e.g., swaps), letters of credit, guarantees and liquidity facilities.

#### Sparebanken More's CR Assessment is positioned at A1(cr)/P-1(cr)

Sparebanken More's CR Assessment is positioned three notches above its adjusted BCA of baa1, based on the cushion against default provided by junior deposits, senior unsecured, subordinated debts and preference shares. The bank's CR Assessment does not benefit from any government support, in line with deposit rating.

#### Counterparty Risk Rating (CRR)

Counterparty Risk Ratings (CRRs) are opinions of the ability of entities to honour the uncollateralized portion of non-debt counterparty financial liabilities (CRR liabilities) and also reflect the expected financial losses in the event such liabilities are not honoured. CRR liabilities typically relate to transactions with unrelated parties. Examples of CRR liabilities include the uncollateralized portion of payables arising from derivatives transactions and the uncollateralized portion of liabilities under sale and repurchase agreements. We believe that CRR liabilities have a lower probability of default than the bank's deposit and senior unsecured debt as they will more likely be preserved in order to minimise banking system contagion, minimise losses and avoid disruption of critical functions.

#### Sparebanken More's CRR is placed at A1/P-1

The CRR is three notches above the adjusted BCA of baa1 and at the same level as the Counterparty Risk Assessment, reflecting the buffer against default provided by more junior instruments to the CRR liabilities.

#### **About Moody's Bank Scorecard**

Our Scorecard is designed to capture, express and explain in summary form our rating committee's judgment. When read in conjunction with our research, a fulsome presentation of our judgment is expressed. As a result, the output of our Scorecard may materially differ from that suggested by raw data alone (though it has been calibrated to avoid the frequent need for strong divergence). The Scorecard output and the individual scores are discussed in rating committees and may be adjusted up or down to reflect conditions specific to each rated entity.

# Rating methodology and scorecard factors

Exhibit 7	
Sparebanken More	
Macro Factors	

Weighted Macro Profile Very Strong	100%					
50018	-					
Factor	Historic Ratio	Initial Score	Expected Trend	Assigned Score	Key driver #1	Key driver #2
Solvency						
Asset Risk						
Problem Loans / Gross Loans	0.7%	aa1	$\leftarrow \! \rightarrow$	a2	Geographical concentration	Sector concentratio
Capital						
ICE / RWA	17.0%	aa2	$\leftarrow \! \rightarrow$	aa3	Risk-weighted capitalisation	
Profitability						
Net Income / Tangible Assets	0.8%	baa1	$\leftarrow \rightarrow$	baa2	Expected trend	
Combined Solvency Score		aa3		a2		
iquidity						
Funding Structure						
Market Funds / Tangible Banking Assets	24.6%	baa1	$\leftarrow \! \rightarrow$	ba1	Extent of market funding reliance	
iquid Resources						
iquid Banking Assets / Tangible Banking Assets	12.4%	baa3	$\leftarrow \rightarrow$	baa3	Stock of liquid assets	
Combined Liquidity Score		baa2		ba1		
inancial Profile				baa1		
Business Diversification				0		
Opacity and Complexity				0		
Corporate Behavior				0		
otal Qualitative Adjustments				0		
overeign or Affiliate constraint:				Aaa		
corecard Calculated BCA range				a3-baa2		
Assigned BCA				baa1		
Affiliate Support notching				0		
Adjusted BCA				baa1		
Balance Sheet			scope million)	% in-scope	at-failure (NOK million)	% at-failure
Other liabilities			i,557	38.0%	30,095	43.1%
Deposits		34	,684	49.7%	31,146	44.6%
Preferred deposits		25	,666	36.8%	24,383	34.9%
Junior Deposits			018	12.9%	6,763	9.7%
Senior unsecured bank debt			,159	7.4%	5,159	7.4%
Dated subordinated bank debt			'03	1.0%	703	1.0%
Preference shares (bank)			536	0.9%	636	0.9%
quity		2,	095	3.0%	2,095	3.0%
otal Tangible Banking Assets		69	,834	100%	69,834	100%

Debt class	De Jure w	vaterfall	De Facto v	waterfall	Note	ching	LGF	Assigned	Additiona	l Preliminary
	Instrument volume + o subordinatio	ordinatio	Instrument on volume + o subordinatio	ordination	De Jure	De Facto	Notching Guidance vs. Adjusted BCA	LGF notching	notching	Rating Assessment
Counterparty Risk Rating	22.0%	22.0%	22.0%	22.0%	3	3	3	3	0	a1
Counterparty Risk Assessment	22.0%	22.0%	22.0%	22.0%	3	3	3	3	0	a1 (cr)
Deposits	22.0%	4.9%	22.0%	12.3%	2	3	2	2	0	a2
Instrument class	Loss C Failure n		Additional Notching		ry Rating sment		nment notching		Currency iting	Foreign Currency Rating

						Kating
Counterparty Risk Rating	3	0	a1	0	A1	A1
Counterparty Risk Assessment	3	0	a1 (cr)	0	A1 (cr)	
Deposits	2	0	a2	0	A2	A2

[1] Where dashes are shown for a particular factor (or sub-factor), the score is based on non-public information. Source: Moody's Financial Metrics

# Ratings

Exhibit 8	
Category	Moody's Rating
SPAREBANKEN MORE	
Outlook	Stable
Counterparty Risk Rating	A1/P-1
Bank Deposits	A2/P-1
Baseline Credit Assessment	baa1
Adjusted Baseline Credit Assessment	baa1
Counterparty Risk Assessment	A1(cr)/P-1(cr)
Issuer Rating	A2
Source: Moody's Investors Service	

Source: Moody's Investors Service

#### Endnotes

1 Based on on-balance sheet lending nationwide, using Statistic Norway data as of September 2018

© 2018 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 INVESTORS SERVICE, INC. AND ITS RATINGS AFFILIATES ("MIS") ARE MOODY'S CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES, AND MOODY'S PUBLICATIONS MAY INCLUDE MOODY'S CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES. 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. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS AND MOODY'S 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. CREDIT RATINGS AND MOODY'S PUBLICATIONS DO NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND CREDIT RATINGS AND MOODY'S PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. NEITHER CREDIT RATINGS NOR MOODY'S 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 AND MOODY'S 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 OR MOODY'S 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.

CREDIT RATINGS AND MOODY'S 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 the Moody's 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 SUCH RATING OR 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 rating, agreed to pay to Moody's Investors Service, Inc. for appraisal and rating services rendered by it fees ranging from \$1,500 to approximately \$2,500,000. MCO and MIS also maintain policies and procedures to address the independence of MIS's ratings and rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold ratings from MIS and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at <u>www.moodys.com</u> 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 issuer or any form of security that is available to retail investors. It would be reckless and inappropriate for retail investors to use MOODY'S credit ratings or publications when making an investment decision. If in doubt you should contact your financial or other professional adviser.

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 rating, agreed to pay to MJKK or MSFJ (as applicable) for appraisal and rating services rendered by it fees ranging from JPY200,000 to approximately JPY350,000,000.

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

REPORT NUMBER 1151165

#### **CLIENT SERVICES**

Americas	1-212-553-1653
Asia Pacific	852-3551-3077
Japan	81-3-5408-4100
EMEA	44-20-7772-5454

# MOODY'S INVESTORS SERVICE