



**SPARK FINANCE LIMITED**

**Annual Report 2025**

For the year ended 30 June 2025

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## Directors' report

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Spark Finance Limited ('Spark Finance' or 'the Company') is a wholly-owned subsidiary of Spark New Zealand Limited ('Spark New Zealand' and together with its subsidiaries, the 'Spark New Zealand Group').

### Principal activities

The principal activity of Spark Finance is that of a finance company for the Spark New Zealand Group and was incorporated in 1991. Spark Finance raises debt funding in New Zealand and internationally. The majority of these funds are then advanced to other members of the Spark New Zealand Group in order to assist in funding their operations.

### Principal risks

The key risks to Spark Finance are currency, interest rate, credit and liquidity risks. A summary of these risks and Spark Finance's risk management objectives and policies are set out in note 10 in the Company's financial statements. The Directors of Spark Finance do not believe there is any significant financial risk to Spark Finance as financial assets are matched by financial liabilities with similar characteristics. Spark Finance enters into derivative financial instruments in order to manage the currency and interest rate risks associated with its borrowings, as well as to manage the currency risk associated with the operations of the Spark New Zealand Group. As the proceeds of debt are advanced to other members of the Spark New Zealand Group, the ability of Spark Finance to meet its obligations under the debt issues depends upon the payment of principal and interest due from other Spark New Zealand Group companies.

### Business review

Spark Finance recorded net earnings after tax for the year ended 30 June 2025 of \$193 million compared to \$168 million for the year ended 30 June 2024. Potential volatility in earnings caused by Spark Finance's exposure to movements in foreign exchange rates on financial instruments that are held on behalf of members of the Spark New Zealand Group is mitigated by back-to-back deals with these members. The net foreign exchange loss for the year ended 30 June 2025 was nil (30 June 2024: nil).

The net assets of Spark Finance as at 30 June 2025 were \$1,068 million compared to \$1,072 million as at 30 June 2024. The share capital of Spark Finance as at 30 June 2025 is \$883 million (30 June 2024: \$883 million) consisting of 882,872,600 issued and fully paid shares, of which 342,872,600 are ordinary shares. Spark Finance did not acquire any of its own shares during the year ended 30 June 2025 (30 June 2024: nil).

On 30 August 2024, Spark Finance paid a dividend of 18.69 cents per share or \$165 million to Spark New Zealand Limited, which was paid through the intercompany current account (30 June 2024: 20.95 cents per share or \$185 million).

On 28 November 2024, Spark Finance extended the term of its \$100 million committed revolving sustainability linked loan (SLL) facility with Commonwealth Bank of Australia by three years, to mature on 30 November 2027. Spark Finance's SLL has a dual focus on the Spark New Zealand Group's environmental and gender diversity performance. For the SLL extension, the gender representation target has been replaced with a median gender pay gap target. The environmental targets remain unchanged.

On 28 November 2024, Spark Finance established a \$100 million committed revolving facility with Commonwealth Bank of Australia, which matured on 28 May 2025 and was not renewed.

On 24 April 2025, Spark Finance extended the term of its \$200 million committed standby revolving credit facility by one year, to mature on 30 April 2028.

The Directors of Spark Finance consider the results of the Company to be satisfactory and the Company to be in a sound financial position.

Spark Finance solely lends to other companies within the Spark New Zealand Group and, accordingly, its financial performance should be considered in conjunction with the financial performance of the Spark New Zealand Group. A copy of the Spark New Zealand Group's results for the year ended 30 June 2025 can be found at [investors.sparknz.co.nz](https://investors.sparknz.co.nz).

Based on current expectations, Spark Finance will continue to operate as the principal finance company for the Spark New Zealand Group. Spark Finance does not engage in research and development activities.

On behalf of the Board

Signed by:  
  
 82A5F119167B415...  
 Stewart Taylor  
 DIRECTOR

DocuSigned by:  
  
 EAE6EF45F755407...  
 Matthew Sheppard  
 DIRECTOR

Date: 27 August 2025

## Other information

### Directors

The Directors of Spark Finance as at 30 June 2025 were:

Melissa Anastasiou

Stewart Taylor

Matthew Sheppard

Stefan Knight ceased to be a director on 20 December 2024, and Stewart Taylor was appointed as a director on 20 December 2024.

### Gender composition

The following table details the gender composition of Spark Finance's Board of Directors and Officers / Senior Managers:

	As at 30 June 2025		As at 30 June 2024	
	Male	Female	Male	Female
Number of Directors <sup>1</sup>	2	1	2	1
Percentage of Directors	67%	33%	67%	33%
Number of Officers / Senior Managers <sup>1,2</sup>	-	1	-	1
Percentage of Officers / Senior Managers	0%	100%	0%	100%

<sup>1</sup> For the purposes of NZX Listing Rule 3.8.1(c) no Directors or Officers / Senior Managers self-identify as gender diverse.

<sup>2</sup> The Chief Executive of Spark New Zealand is considered an "officer" for the purposes of the NZX Main Board / Debt Market Listing Rules and a "senior manager" for the purposes of the Financial Markets Conduct Act 2013.

### Corporate governance

The Board of Spark New Zealand is committed to ensuring that the Spark New Zealand Group maintains a high standard of corporate governance and adheres to high ethical standards. Spark Finance operates within the corporate governance policies, practices and processes of the Spark New Zealand Group. Full descriptions of these policies, practices and processes are referred to in the Spark New Zealand annual report (available at [investors.sparknz.co.nz](http://investors.sparknz.co.nz)), with reference to the Spark Corporate Governance Statement 2025 and the Diversity and Inclusion Policy (including an evaluation of the Spark New Zealand Group's performance with respect to that Policy and the NZX Corporate Governance Code), which are available at [www.sparknz.co.nz/about/governance](http://www.sparknz.co.nz/about/governance).

### Interests

Deeds of indemnity have been granted to the Directors of Spark Finance in relation to potential liabilities and costs that they may incur for acts or omissions in their capacity as Directors of Spark Finance and as employees of the Spark New Zealand Group. In addition, the Directors of Spark New Zealand have approved directors and officers liability insurance to cover risks normally covered by such policies arising out of the acts or omissions of Directors of Spark New Zealand and its subsidiaries, including Spark Finance, and of employees of the Spark New Zealand Group. This insurance does not cover dishonest, fraudulent, malicious or wilful acts.

### Credit rating

Spark New Zealand Limited (which guarantees Spark Finance's debt) has credit ratings from Standard & Poor's on its indebtedness.

Details of ratings as at 30 June 2025 are as follows:

Long-term senior debt: A-

Short-term debt: A-2

Outlook: Negative

### Climate-related disclosures exemption

While Spark Finance meets the definition of a climate-reporting entity under the Financial Markets Conduct Act 2013 (FMA), the Financial Markets Conduct (Climate Statements - Spark Finance Limited) Exemption Notice 2024 exempts Spark Finance from part 7A of the FMA, including the requirement to prepare climate statements (available at [www.fma.govt.nz/assets/Exemption/Financial-Markets-Conduct-Climate-Statements-Spark-Finance-Limited-Exemption-Notice-2024.pdf](http://www.fma.govt.nz/assets/Exemption/Financial-Markets-Conduct-Climate-Statements-Spark-Finance-Limited-Exemption-Notice-2024.pdf)). This exemption applies to the year ended 30 June 2024 and subsequent accounting periods, up to and including the year ending 30 June 2028. Spark Finance is relying on the exemption for the year ended 30 June 2025. The effect of the exemption is that Spark Finance has not prepared separate climate statements, and it is also exempt from related assurance and record keeping duties which would otherwise apply. As a subsidiary of Spark New Zealand, Spark Finance will be included in Spark New Zealand's group climate statements, which can be found at [www.spark.co.nz/online/about/our-company/governance](http://www.spark.co.nz/online/about/our-company/governance).

## Other information

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### Spread of security holders

As at 30 June 2025, Spark Finance had no 'quoted voting products' for the purposes of the Financial Markets Conduct Act 2013.

The spread of holders of quoted Spark Finance Domestic Notes as at 31 July 2025 was as follows:

NZX ticker code: SPF570

Range	Number of holders	% of holders	Number of bonds	% of bonds
1-1,000	-	-	-	-
1,001-5,000	3	1.69	15,000	0.01
5,001-10,000	29	16.38	279,000	0.22
10,001-50,000	97	54.80	2,581,000	2.06
50,001-100,000	19	10.73	1,417,000	1.13
100,001 and over	29	16.38	120,708,000	96.57
Total	177	99.98	125,000,000	99.99

NZX ticker code: SPF590

Range	Number of holders	% of holders	Number of bonds	% of bonds
1-1,000	-	-	-	-
1,001-5,000	10	4.90	50,000	0.04
5,001-10,000	28	13.73	270,000	0.22
10,001-50,000	117	57.35	3,636,000	2.91
50,001-100,000	22	10.78	1,668,000	1.33
100,001 and over	27	13.24	119,376,000	95.50
Total	204	100.00	125,000,000	100.00

NZX ticker code: SPF600

Range	Number of holders	% of holders	Number of bonds	% of bonds
1-1,000	-	-	-	-
1,001-5,000	14	6.83	70,000	0.04
5,001-10,000	22	10.73	195,000	0.11
10,001-50,000	118	57.56	3,192,000	1.82
50,001-100,000	19	9.27	1,451,000	0.83
100,001 and over	32	15.61	170,092,000	97.20
Total	205	100.00	175,000,000	100.00

## Other information

The twenty largest registered holders of Spark Finance Domestic Notes as at 31 July 2025 were as follows:

NZX ticker code: SPF570

Name <sup>1</sup>		Number of bonds	% of bonds
1	New Zealand Central Securities Depository Limited	50,723,000	40.58
2	Custodial Services Limited	25,127,000	20.10
3	FNZ Custodians Limited	12,090,000	9.67
4	Nzx Wt Nominees Limited	9,712,000	7.77
5	Forsyth Barr Custodians Limited	4,433,000	3.55
6	Investment Custodial Services Limited	3,362,000	2.69
7	Public Trust	2,000,000	1.60
8	FNZ Custodians Limited	1,903,000	1.52
9	JBWERE (Nz) Nominees Limited	1,587,000	1.27
10	Forsyth Barr Custodians Limited	1,284,000	1.03
11	Woolf Fisher Trust Inc	1,000,000	0.80
12	Custodial Services Limited	943,000	0.75
13	Investment Custodial Services Limited	800,000	0.64
14	Forsyth Barr Custodians Limited	658,000	0.53
15	Royce Joseph Moodabe & Ngaire Gay Moodabe & Amalgamated Trustee Limited	600,000	0.48
16	Forsyth Barr Custodians Limited	580,000	0.46
17	Leveraged Equities Finance Limited	525,000	0.42
18	Investment Custodial Services Limited	520,000	0.42
19	Custodial Services Limited	495,000	0.40
20	Jo Ann Arlene Scoggin & John Michael Sundheim	446,000	0.36

NZX ticker code: SPF590

Name <sup>1</sup>		Number of bonds	% of bonds
1	Custodial Services Limited	34,372,000	27.50
2	New Zealand Central Securities Depository Limited	30,468,000	24.37
3	FNZ Custodians Limited	18,220,000	14.58
4	Forsyth Barr Custodians Limited	11,115,000	8.89
5	JBWERE (Nz) Nominees Limited	6,219,000	4.98
6	Nzx Wt Nominees Limited	5,961,000	4.77
7	Investment Custodial Services Limited	3,158,000	2.53
8	JBWERE (Nz) Nominees Limited	2,500,000	2.00
9	FNZ Custodians Limited	1,582,000	1.27
10	Woolf Fisher Trust Inc	1,500,000	1.20
11	Forsyth Barr Custodians Limited	653,000	0.52
12	Custodial Services Limited	559,000	0.45
13	JBWERE (Nz) Nominees Limited	440,000	0.35
14	The Roman Catholic Bishop Of The Diocese Of Dunedin	270,000	0.22
15	FNZ Custodians Limited	255,000	0.20
16	Investment Custodial Services Limited	250,000	0.20
16	Mcmillan Nominees Limited	250,000	0.20
17	Wellspring Television Limited	237,000	0.19
18	Kps Society Limited	210,000	0.17
19	Somsmith Nominees Limited	175,000	0.14
20	JBWERE (Nz) Nominees Limited	154,000	0.12

## Other information

NZX ticker code: SPF600

Name <sup>1</sup>		Number of bonds	% of bonds
1	New Zealand Central Securities Depository Limited	53,300,000	30.46
2	Custodial Services Limited	46,140,000	26.37
3	FNZ Custodians Limited	32,773,000	18.73
4	Forsyth Barr Custodians Limited	15,407,000	8.80
5	Forsyth Barr Custodians Limited	3,878,000	2.22
6	FNZ Custodians Limited	3,734,000	2.13
7	JBWERE (Nz) Nominees Limited	3,385,000	1.93
8	Investment Custodial Services Limited	1,425,000	0.81
9	Woolf Fisher Trust Inc	1,250,000	0.71
10	Nzx Wt Nominees Limited	1,235,000	0.71
11	FNZ Custodians Limited	958,000	0.55
12	Malaghan Institute Of Medical Research Trust Board	700,000	0.40
13	Custodial Services Limited	664,000	0.38
14	FNZ Custodians Limited	522,000	0.30
15	JBWERE (Nz) Nominees Limited	460,000	0.26
16	Investment Custodial Services Limited	400,000	0.23
16	Michael James Ross & Elizabeth Mary Hickey	400,000	0.23
16	Sirius Capital Limited	400,000	0.23
17	Adminis Custodial Nominees Limited	393,000	0.22
18	Forsyth Barr Custodians Limited	315,000	0.18
19	Aaw Jones Custodian Limited	300,000	0.17
20	Somsmith Nominees Limited	280,000	0.16

<sup>1</sup> Some names are repeated due to them having different holder identification numbers to each other.

## Other statutory information

As at 30 June 2025, Spark Finance had no employees (30 June 2024: nil). Spark Finance made no charitable donations during the year ended 30 June 2025 (30 June 2024: nil). Net tangible assets per security as at 30 June 2025 were \$1.21 (30 June 2024: \$1.21). Net earnings per security for the year ended 30 June 2025 were \$0.219 (30 June 2024: \$0.190).

# Financial statements

## Statement of profit or loss and other comprehensive income

		2025	2024
YEAR ENDED 30 JUNE	NOTES	\$M	\$M
Finance income	2	435	412
Finance expense	2	(167)	(179)
Net finance income		268	233
Net earnings before income tax		268	233
Income tax expense	4	(75)	(65)
Net earnings		193	168
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Change in hedge reserves net of tax	6	(32)	-
Other comprehensive income		(32)	-
<b>Total comprehensive income</b>		<b>161</b>	<b>168</b>

See accompanying notes to the financial statements.

## Statement of changes in equity

		SHARE CAPITAL	RETAINED EARNINGS	HEDGE RESERVES	TOTAL EQUITY
YEAR ENDED 30 JUNE 2025	NOTE	\$M	\$M	\$M	\$M
Balance at 1 July 2024		883	178	11	1,072
Net earnings		-	193	-	193
Other comprehensive income		-	-	(32)	(32)
<b>Total comprehensive income</b>		<b>-</b>	<b>193</b>	<b>(32)</b>	<b>161</b>
Dividends	9	-	(165)	-	(165)
<b>Balance at 30 June 2025</b>		<b>883</b>	<b>206</b>	<b>(21)</b>	<b>1,068</b>

		SHARE CAPITAL	RETAINED EARNINGS	HEDGE RESERVES	TOTAL EQUITY
YEAR ENDED 30 JUNE 2024	NOTE	\$M	\$M	\$M	\$M
Balance at 1 July 2023		883	195	11	1,089
Net earnings		-	168	-	168
Other comprehensive income		-	-	-	-
<b>Total comprehensive income</b>		<b>-</b>	<b>168</b>	<b>-</b>	<b>168</b>
Dividends	9	-	(185)	-	(185)
<b>Balance at 30 June 2024</b>		<b>883</b>	<b>178</b>	<b>11</b>	<b>1,072</b>

See accompanying notes to the financial statements.

# Financial statements

## Statement of financial position

		2025	2024
AS AT 30 JUNE	NOTES	\$M	\$M
<b>Current assets</b>			
Cash		1	1
Short-term derivative assets	6	4	2
Due from other Spark New Zealand Group companies	5	4,785	3,849
<b>Total current assets</b>		<b>4,790</b>	<b>3,852</b>
<b>Non-current assets</b>			
Long-term prepayments		1	1
Due from other Spark New Zealand Group companies	5	1,330	1,842
Long-term derivative assets	6	11	25
Deferred tax assets	4	8	-
<b>Total non-current assets</b>		<b>1,350</b>	<b>1,868</b>
<b>Total assets</b>		<b>6,140</b>	<b>5,720</b>
<b>Current liabilities</b>			
Bank overdraft		6	1
Taxation payable		75	65
Due to other Spark New Zealand Group companies	7	3,499	2,944
Short-term derivative liabilities	6	7	1
Current debt	8	380	393
Accrued interest		3	6
<b>Total current liabilities</b>		<b>3,970</b>	<b>3,410</b>
<b>Non-current liabilities</b>			
Long-term derivative liabilities	6	60	78
Non-current debt	8	1,042	1,156
Deferred tax liabilities	4	-	4
<b>Total non-current liabilities</b>		<b>1,102</b>	<b>1,238</b>
<b>Total liabilities</b>		<b>5,072</b>	<b>4,648</b>
<b>Equity</b>			
Share capital		883	883
Reserves		(21)	11
Retained earnings		206	178
<b>Total equity</b>		<b>1,068</b>	<b>1,072</b>
<b>Total liabilities and equity</b>		<b>6,140</b>	<b>5,720</b>

See accompanying notes to the financial statements.

On behalf of the Board of Spark Finance Limited

Signed by:  
  
 82A5F119167B415...  
**Stewart Taylor**  
 DIRECTOR

DocuSigned by:  
  
 EAE6EF45F755407...  
**Matthew Sheppard**  
 DIRECTOR

Authorised for issue on: 27 August 2025



# Financial statements

## Statement of cash flows

		2025	2024
YEAR ENDED 30 JUNE	NOTE	\$M	\$M
<b>Cash flows from operating activities</b>			
Interest receipts		1	1
Payments for interest		(95)	(88)
Net deposits from / (advances to) other Spark New Zealand Group companies		262	(414)
<b>Net cash flows from operating activities</b>		<b>168</b>	<b>(501)</b>
<b>Cash flows from financing activities</b>			
Proceeds from current debt	8	2,219	2,101
Repayment of current debt	8	(2,337)	(1,938)
Proceeds from non-current debt	8	10,159	13,684
Repayment of non-current debt	8	(10,214)	(13,359)
<b>Net cash flows from financing activities</b>		<b>(173)</b>	<b>488</b>
<b>Net cash flow</b>		<b>(5)</b>	<b>(13)</b>
Opening cash position		-	13
<b>Closing cash position</b>		<b>(5)</b>	<b>-</b>

### Reconciliation of net earnings to net cash flows from operating activities

		2025	2024
YEAR ENDED 30 JUNE	NOTES	\$M	\$M
<b>Net earnings for the period</b>		<b>193</b>	<b>168</b>
Adjustments to reconcile net earnings to net cash flows from operating activities			
Non-cash intercompany income	2	(434)	(411)
Non-cash intercompany expenses	2	74	88
Non-cash tax expense	4	75	65
Amortisation of discount		(1)	1
Revaluation of debt in a fair value hedge		46	18
Revaluation of derivatives in a fair value hedge		(45)	(18)
Movement in amounts with Spark New Zealand Group companies		262	(414)
Accrued interest and other expenses		(2)	2
<b>Net cash flows from operating activities</b>		<b>168</b>	<b>(501)</b>

See accompanying notes to the financial statements.

# Notes to the financial statements

## Note 1 Statement of accounting policies

### Reporting entity

Spark Finance Limited is incorporated and domiciled in New Zealand, registered under the Companies Act 1993 and is an FMC reporting entity under the Financial Markets Conduct Act 2013. In these accounts, the term 'fellow subsidiaries' is used to describe other subsidiaries of Spark New Zealand Limited.

### Basis of preparation

The financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP). They comply with New Zealand equivalents to IFRS Accounting Standards (NZ IFRS) and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities. The financial statements also comply with IFRS Accounting Standards (IFRS).

The measurement basis adopted in the preparation of these financial statements is historical cost, modified by the revaluation of financial instruments as identified in the specific accounting policies below and in the accompanying notes.

These financial statements are expressed in New Zealand dollars, which is Spark Finance's functional and presentation currency. All financial information has been rounded to the nearest million, unless otherwise stated. Certain comparative information has been updated to conform with the current year's presentation.

The material accounting policies applied in the preparation of these financial statements are set out in the accompanying notes where an accounting policy choice is provided by NZ IFRS. A policy is also included when it is new or has changed, is specific to Spark Finance's operations or is significant or material. Where NZ IFRS does not provide an accounting choice, Spark Finance has applied the requirements of NZ IFRS, but a detailed accounting policy is not included.

### New and amended standards

In FY25, Spark Finance has adopted amendments issued for NZ IAS 1 *Presentation of Financial Statements: Disclosures for Current and Non-current Liabilities, and Non-current Liabilities with Covenants* which clarify the criteria for classifying liabilities and liabilities with covenants as current or non-current. Spark Finance's classification of liabilities did not change as a result of these amendments.

Spark Finance has also adopted the amendments to FRS 44 *New Zealand Additional Disclosures: Disclosure of Fees for Audit Firms' Services* which require an entity to describe the services provided by its audit or review firm and to disclose the fees incurred by the entity for those services using prescribed categories. These disclosures are included in note 3.

NZ IFRS 18 *Presentation and Disclosure in Financial Statements* (NZ IFRS 18) will replace NZ IAS 1 *Presentation of Financial Statements* and may have a material impact on Spark Finance's disclosures. NZ IFRS 18 has been issued but is not yet effective until the periods commencing on or after 1 January 2027.

NZ IFRS 18 sets out the requirements for the presentation and disclosure of information in financial statements, and will not change net profit reported, but how results are presented on the statement of profit or loss and other comprehensive income and what information is disclosed in the notes. Spark Finance is yet to determine the disclosure impacts of this standard and whether it will adopt it prior to the year ending 30 June 2028. The key changes of NZ IFRS 18 are expected to be:

- A more structured statement of profit or loss and other comprehensive income, including new subtotals, and income and expenses classified into five categories (operating, investing, financing, discontinued operations and income tax).
- Non-GAAP management performance measures are required to be disclosed in the financial statements and subject to audit.
- New disclosures are required for items currently labelled as 'other', with enhanced guidance on how to group information within the financial statements.

### Use of estimates and judgement

The principal areas of judgement in preparing these financial statements are set out below.

### Valuation of investments

Management performs assessments of the carrying value of long-term investments. In assessing whether there has been impairment, consideration is given to the financial performance of the investee and other factors that impact management's expectation of recovering the value of the investment. This assessment also requires management to make judgements about the expected future performance and cash flows of the investee in order to determine the fair value of investments.

## Note 2 Finance income and expense

	2025	2024
YEAR ENDED 30 JUNE	\$M	\$M
Finance income:		
Interest income on loans to other Spark New Zealand Group companies	434	411
Interest income on cash	1	1
<b>Total</b>	<b>435</b>	<b>412</b>
Finance expense:		
Net finance expense on debt:		
Foreign Currency Medium Term Notes	35	42
Domestic Notes	29	25
Bank Funding	21	19
Other Debt <sup>1</sup>	(6)	(11)
Interest expense on loans from other Spark New Zealand Group companies	74	88
Other interest and finance expense	14	16
<b>Total</b>	<b>167</b>	<b>179</b>

<sup>1</sup> This is net finance income on interest rate swaps.

## Notes to the financial statements

### Note 3 Other income and expenses

Audit fees of \$25,200 and other assurance services relating to assurance over the sustainability linked loan of \$20,000 have been paid for and recorded by a fellow subsidiary company (30 June 2024: \$24,600 and nil, respectively).

No fees or other remuneration have been paid to the directors by Spark Finance or any related party in respect of services provided by the directors to Spark Finance (30 June 2024: nil). The Directors of Spark Finance receive remuneration (but no Directors' fees) from a fellow subsidiary company.

### Note 4 Taxation

#### Income tax expense

	2025	2024
YEAR ENDED 30 JUNE	\$M	\$M
Net earnings before income tax	268	233
Tax at current rate of 28%	75	65
<b>Total income tax expense</b>	<b>75</b>	<b>65</b>

#### Deferred tax assets and liabilities

Deferred tax assets and liabilities are offset in the statement of financial position and presented as a net deferred tax asset (2024: net deferred tax liability). The balance relates to deferred tax on derivative instruments. The movement in the deferred tax assets and liabilities is provided below:

	2025	2024
AS AT 30 JUNE	\$M	\$M
Opening balance as at 1 July	(4)	(4)
Amounts recognised in equity		
Relating to the current period	12	-
<b>Closing balance as at 30 June</b>	<b>8</b>	<b>(4)</b>

Spark Finance has elected to be a member of the Spark New Zealand Imputation Group. As at 30 June 2025, the Spark New Zealand Imputation Group has a negative 53 million imputation credit account balance due to the timing of dividend and tax payments (30 June 2024: negative 67 million). The imputation credit account balance had a positive balance as at 31 March 2025.

### Note 5 Due from other Spark New Zealand Group companies

	2025	2024
AS AT 30 JUNE	\$M	\$M
Current assets:		
Advances to Spark New Zealand Limited	4,090	3,667
Advances to fellow subsidiaries	695	182
	<b>4,785</b>	<b>3,849</b>
Non-current assets:		
Advances to Spark New Zealand Limited	790	814
Advances to fellow subsidiaries	-	488
Redeemable shares held in fellow subsidiary	540	540
	<b>1,330</b>	<b>1,842</b>

Amounts due from Spark New Zealand Limited and fellow subsidiary companies have interest rates of between 3.25% and 8.0% (30 June 2024: between 5.5% and 8.11%). These amounts are repayable at the option of Spark Finance, Spark New Zealand Limited and fellow subsidiary companies (as applicable). Other term advances to Spark New Zealand Limited and fellow subsidiary companies have an interest rate of 8.0% (30 June 2024: 8.0%). These advances can be redeemed at book value at the option of either party. For the purposes of classification between current and non-current assets in the statement of financial position, these items have been allocated based upon expected realisation. An item is classified as current when it is expected to be realised within twelve months after the reporting period.

The redeemable shares held in a fellow subsidiary company do not confer voting rights to Spark Finance and are redeemable at the option of Spark Finance or Spark New Zealand Trading Limited. The receivable has been classified as a non-current asset based upon expected realisation and is held at amortised cost. Spark Finance holds 540,000,000 redeemable shares, these shares are redeemable at \$1.

## Notes to the financial statements

### Note 6 Derivative assets and liabilities

	2025		2024	
	Derivative assets	Derivative liabilities	Derivative assets	Derivative liabilities
AS AT 30 JUNE	\$M	\$M	\$M	\$M
Designated in a cash flow hedge	-	(22)	25	-
Designated in a fair value hedge	11	(1)	-	(10)
Designated in a dual fair value and cash flow hedge	-	(40)	-	(68)
Other	4	(4)	2	(1)
	15	(67)	27	(79)
Short-term derivatives	4	(7)	2	(1)
Long-term derivatives	11	(60)	25	(78)

Spark Finance's derivatives are held at fair value, calculated using discounted cash flow models and observable market rates of interest and foreign exchange. This represents a level two measurement under the fair value measurement hierarchy, being inputs other than quoted prices included within level one that are observable for the asset or liability. As at 30 June 2025 and 30 June 2024, no derivative financial assets or derivative financial liabilities have been offset in the statement of financial position. The potential for offsetting of any derivative financial instruments is \$10 million (30 June 2024: \$11 million), which if applied would result in a reduction of derivative assets and derivative liabilities.

#### Hedge accounting

Derivatives are hedge accounted when they are designated into an effective hedge relationship as a hedging instrument. The nature and the effectiveness of the hedge accounting relationship will determine where the gains and losses on remeasurement are recognised. Derivatives are designated as:

- Fair value hedges, where the derivative is used to manage interest rate risk in relation to debt.
- Cash flow hedges, where the derivative is used to manage the variability in cash flows of highly probable forecast transactions.
- Dual fair value and cash flow hedges, where the derivative is used to hedge the interest rate risk on foreign debt and the variability in cash flows due to movements in foreign exchange rates.

At inception, each hedge relationship is formalised in hedge documentation. Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. Spark Finance determines the existence of an economic relationship between the hedging instrument and the hedged item based on the currency, amount and timing of respective cash flows, reference interest rates, tenors (time to maturity), repricing dates, maturities and notional amounts. Spark Finance assesses whether the derivative designated in each hedging relationship is expected to be, and has been, effective in offsetting the changes in cash flows of the hedged item using the hypothetical derivative method.

Derivatives in hedge relationships are designated based on a hedge ratio of 1:1. In these hedge relationships the main source of ineffectiveness is the effect of the counterparty and Spark Finance's own credit risk on the fair value of the derivatives, which is not reflected in the change in the fair value of the hedged item attributable to changes in foreign exchange and interest rates.

#### Cash flow hedges

Cross-currency interest rate swaps and interest rate swaps are jointly designated in cash flow hedges to manage interest and foreign exchange rate risk on debt. The hedged cash flows will affect Spark Finance's statement of profit or loss and other comprehensive income as interest and principal amounts are repaid over the remaining term of the debt.

Interest rate swaps are designated in cash flow hedges to manage the interest rate exposure of highly probable forecast variable rate debt and aggregate variable interest rate exposures created by swapping local or foreign currency floating-rate (variable) debt into fixed-rate debt.

Spark Finance also enters into forward exchange contracts to hedge forecast foreign currency purchases on behalf of other members of the Spark New Zealand Group, the majority expected to be made within 12 months. The related cash flows are recognised in the statement of profit or loss and other comprehensive income over this period.

A reconciliation of movements in the hedge reserves, net of tax, is outlined below:

	2025	2024
YEAR ENDED 30 JUNE	\$M	\$M
Opening balance as at 1 July	11	11
Loss recognised in other comprehensive income	(41)	(9)
Amount reclassified to finance expense	9	9
Total movements to other comprehensive income	(32)	-
Closing balance as at 30 June	(21)	11

Included in the closing balance at 30 June 2025 is \$3 million relating to the cost of hedging reserve (30 June 2024: \$4 million).

#### Fair value hedges

Interest rate swaps are designated in a fair value hedge to manage interest rate risk in relation to debt. The gain or loss from remeasuring the interest rate swaps and debt at fair value is recognised in the statement of profit or loss and other comprehensive income. During the year ended 30 June 2025, there has been no material ineffectiveness on fair value hedging relationships (30 June 2024: no material ineffectiveness) and as a result, no material changes have been recognised in profit and loss.

## Notes to the financial statements

### Note 6 Derivative assets and liabilities (continued)

#### Dual fair value and cash flow hedges

Spark Finance has Australian dollar (AUD) and Norwegian krone (NOK) denominated debt. As part of Spark Finance's risk management policy, cross-currency interest rate swaps (CCIRSs) are entered into to convert all of the proceeds of the debt issuances to New Zealand dollars and convert the foreign currency fixed rate of the debt issuance to a New Zealand dollar floating rate. To mitigate profit or loss volatility, the CCIRSs were designated into a dual fair value and cash flow hedge relationship. The foreign currency basis element of the CCIRSs are excluded from the designation and are separately recognised in other comprehensive income in a cost of hedging reserve.

For fair value hedges, the gain or loss from remeasuring the CCIRSs and debt at fair value is recognised in the statement of profit or loss and other comprehensive income. For cash flow hedges gains or losses deferred in the cash flow hedge reserve will be reclassified to Spark Finance's statement of profit or loss and other comprehensive income as interest and principal amounts are repaid over the remaining term of the debt.

The change in fair value of the hedging instruments relating to the foreign currency basis component of the CCIRSs are recognised in other comprehensive income and accumulated in a cost of hedging equity reserve. Subsequently, the cumulative amount is transferred to profit or loss at the same time as the hedged item impacts profit or loss.

The details of the hedging instruments are as follows:

			CARRYING AMOUNT OF THE HEDGING INSTRUMENT		LIFE-TO-DATE CHANGE IN VALUE USED FOR CALCULATING HEDGE INEFFECTIVENESS
	NOTIONAL AMOUNT OF HEDGING INSTRUMENT	STATEMENT OF FINANCIAL POSITION LINE ITEM	ASSETS	LIABILITIES	
AS AT 30 JUNE 2025			\$M	\$M	\$M
Cash flow hedges					
Interest rate swaps	NZD 1b	Derivatives	-	(22)	(22)
Fair value hedges					
Interest rate swaps	NZD 425m	Derivatives	11	(1)	10
Fair value and cash flow hedges					
Cross-currency swaps	AUD 100m	Derivatives	-	(2)	(2)
Cross-currency swaps	AUD 150m	Derivatives	-	(6)	(6)
Cross-currency swaps	AUD 125m	Derivatives	-	(13)	(13)
Cross-currency swaps	NOK 1b	Derivatives	-	(19)	(19)
			11	(63)	(52)

		STATEMENT OF FINANCIAL POSITION LINE ITEM	CARRYING AMOUNT OF THE HEDGING INSTRUMENT		LIFE-TO-DATE CHANGE IN VALUE USED FOR CALCULATING HEDGE INEFFECTIVENESS
AS AT 30 JUNE 2024	NOTIONAL AMOUNT OF HEDGING INSTRUMENT		ASSETS \$M	LIABILITIES \$M	\$M
Cash flow hedges					
Interest rate swaps	NZD 1b	Derivatives	25	-	25
Fair value hedges					
Interest rate swaps	NZD 425m	Derivatives	-	(10)	(10)
Fair value and cash flow hedges					
Cross-currency swaps	AUD 100m	Derivatives	-	(6)	(6)
Cross-currency swaps	AUD 150m	Derivatives	-	(11)	(11)
Cross-currency swaps	AUD 125m	Derivatives	-	(19)	(19)
Cross-currency swaps	NOK 1b	Derivatives	-	(32)	(32)
			25	(78)	(53)

## Notes to the financial statements

### Note 6 Derivative assets and liabilities (continued)

The details of the hedged items are as follows:

	STATEMENT OF FINANCIAL POSITION LINE ITEM	CARRYING AMOUNT OF THE HEDGED ITEM		ACCUMULATED AMOUNT OF FAIR VALUE HEDGE ADJUSTMENTS ON THE HEDGED ITEM INCLUDED IN THE CARRYING AMOUNT OF THE HEDGED ITEM		LIFE-TO-DATE CHANGE IN VALUE USED FOR CALCULATING HEDGE INEFFECTIVENESS
		ASSETS	LIABILITIES	ASSETS	LIABILITIES	
		\$M	\$M	\$M	\$M	\$M
<b>AS AT 30 JUNE 2025</b>						
<b>Cash flow hedges</b>						
Aggregated variable interest rate exposure		-	-	-	-	22
<b>Fair value hedges</b>						
Domestic Notes	Non-current debt	-	(435)	1	(11)	(10)
<b>Fair value and cash flow hedges</b>						
Australian Medium Term Notes (AUD 100m)	Current debt	-	(105)	3	-	2
Australian Medium Term Notes (AUD 150m)	Non-current debt	-	(160)	1	-	6
Australian Medium Term Notes (AUD 125m)	Non-current debt	-	(123)	12	-	13
Norwegian Medium Term Notes (NOK 1b)	Non-current debt	-	(154)	9	-	19
		-	(977)	26	(11)	52

	STATEMENT OF FINANCIAL POSITION LINE ITEM	CARRYING AMOUNT OF THE HEDGED ITEM		ACCUMULATED AMOUNT OF FAIR VALUE HEDGE ADJUSTMENTS ON THE HEDGED ITEM INCLUDED IN THE CARRYING AMOUNT OF THE HEDGED ITEM		LIFE-TO-DATE CHANGE IN VALUE USED FOR CALCULATING HEDGE INEFFECTIVENESS
		ASSETS	LIABILITIES	ASSETS	LIABILITIES	
		\$M	\$M	\$M	\$M	\$M
<b>AS AT 30 JUNE 2024</b>						
<b>Cash flow hedges</b>						
Aggregated variable interest rate exposure		-	-	-	-	(25)
<b>Fair value hedges</b>						
Domestic Notes	Non-current debt	-	(415)	10	-	10
<b>Fair value and cash flow hedges</b>						
Australian Medium Term Notes (AUD 100m)	Non-current debt	-	(102)	8	-	6
Australian Medium Term Notes (AUD 150m)	Non-current debt	-	(156)	7	-	11
Australian Medium Term Notes (AUD 125m)	Non-current debt	-	(116)	21	-	19
Norwegian Medium Term Notes (NOK 1b)	Non-current debt	-	(142)	12	-	32
		-	(931)	58	-	53

## Notes to the financial statements

### Note 7 Due to other Spark New Zealand Group companies

	2025	2024
AS AT 30 JUNE	\$M	\$M
Due to fellow subsidiary companies	3,499	2,944
	<b>3,499</b>	<b>2,944</b>

Amounts due to fellow subsidiary companies have interest rates of between 3.25% and 6.0% (30 June 2024: between 5.5% and 6.0%) and are repayable at book value at the option of either the fellow subsidiary company or Spark Finance (as applicable).

### Note 8 Debt

Debt is initially recognised at fair value less attributable transaction costs. Subsequent to initial recognition, debt is classified and measured at amortised cost plus, for hedged liabilities that are in a fair value hedging relationship, adjustments for fair value changes attributable to the risk being hedged. Any difference between cost and redemption value (including fair value changes) is recognised in the statement of profit or loss over the period of the borrowings, using the effective interest rate method.

				2025	2024
AS AT 30 JUNE				\$M	\$M
	FACILITY	COUPON RATE	MATURITY		
<b>Current debt</b>					
Commercial paper		Variable	< 3 months	150	208
				<b>150</b>	<b>208</b>
Bank funding					
Commonwealth Bank of Australia <sup>1</sup>	100 million NZD	Variable	30/11/2024	-	100
Bank of New Zealand	100 million NZD	Variable	30/05/2025	-	85
MUFG Bank Ltd. <sup>1</sup>	125 million NZD	Variable	30/11/2025	125	-
				<b>125</b>	<b>185</b>
Foreign currency Medium Term Notes					
Australian Medium Term Notes - 100 million AUD		1.90%	05/06/2026	105	-
				<b>105</b>	<b>-</b>
<b>Total current debt</b>				<b>380</b>	<b>393</b>
<b>Non-current debt</b>					
Bank funding					
MUFG Bank Ltd. <sup>1</sup>	125 million NZD	Variable	30/11/2025	-	125
Commonwealth Bank of Australia <sup>1</sup>	100 million NZD	Variable	30/11/2027	70	-
				<b>70</b>	<b>125</b>
Domestic notes					
125 million NZD		3.94%	07/09/2026	124	117
100 million NZD <sup>2</sup>		4.37%	29/09/2028	100	100
125 million NZD		5.21%	18/09/2029	129	124
175 million NZD		5.45%	18/09/2031	182	174
				<b>535</b>	<b>515</b>
Foreign currency Medium Term Notes					
Australian Medium Term Notes - 100 million AUD		1.90%	05/06/2026	-	102
Australian Medium Term Notes - 150 million AUD		4.00%	20/10/2027	160	156
Australian Medium Term Notes - 125 million AUD		2.60%	18/03/2030	123	116
Norwegian Medium Term Notes - 1 billion NOK		3.07%	19/03/2029	154	142
				<b>437</b>	<b>516</b>
<b>Total non-current debt</b>				<b>1,042</b>	<b>1,156</b>
<b>Total debt</b>				<b>1,422</b>	<b>1,549</b>

<sup>1</sup> These facilities are sustainability linked loans. Spark Finance will receive lower interest rates for the next annual period if it achieves annual sustainability targets or pay higher rates on the loans for the next annual period if it falls short of these annual targets.

<sup>2</sup> This bond is a sustainability linked bond. The bond includes an increase to interest rate if the sustainability target is not achieved at 30 June 2026.

## Notes to the financial statements

### Note 8 Debt (continued)

On 28 November 2024, Spark Finance extended the term of its \$100 million committed revolving sustainability linked loan (SLL) facility with Commonwealth Bank of Australia by three years, to mature on 30 November 2027. Spark Finance's SLL has a dual focus on the Spark New Zealand Group's environmental and gender diversity performance. For the SLL extension, the gender representation target has been replaced with a median gender pay gap target. The environmental targets remain unchanged.

On 28 November 2024, Spark Finance established a \$100 million committed revolving facility with Commonwealth Bank of Australia, which matured on 28 May 2025 and was not renewed.

On 24 April 2025, Spark Finance extended the term of its \$200 million committed standby revolving credit facility by one year, to mature on 30 April 2028.

None of Spark Finance's debt is secured and all debt ranks equally with other liabilities. There are no financial covenants over Spark Finance's debt, however, there are certain triggers in the event of default, as defined in the various debt agreements. There have been no events of default over Spark Finance's debt in the years ended 30 June 2025 and 30 June 2024.

The fair value of total debt based on market observable prices was \$1,436 million compared to a carrying value of \$1,422 million (30 June 2024: fair value of \$1,571

#### Net debt

Net debt includes external non-current debt at the value of hedged cash flows due to arise on maturity, plus current debt, less any cash (including bank overdrafts). Net debt is a non-GAAP measure and is not defined in accordance with NZ IFRS but is a measure used by management. A reconciliation of the movements in net debt is provided below:

YEAR ENDED 30 JUNE 2025	CASH FLOWS				NON-CASH MOVEMENTS				AS AT 30 JUNE 2025
	AS AT 1 JULY 2024	PROCEEDS	PAYMENTS	INTEREST AMORTISATION	FAIR VALUE CHANGES	FOREIGN EXCHANGE MOVEMENT	OTHER		
	\$M							\$M	
Cash	-	(12,294)	12,289	-	-	-	-	(5)	
Current debt	393	2,219	(2,337)	(1)	-	-	106	380	
Non-current debt	1,156	10,159	(10,214)	-	43	3	(105)	1,042	
Derivatives	79	-	-	-	(45)	(3)	(1)	30	
Net debt	1,628	84	(262)	(1)	(2)	-	-	1,447	

YEAR ENDED 30 JUNE 2024	CASH FLOWS				NON-CASH MOVEMENTS			
	AS AT 1 JULY 2023			INTEREST AMORTISATION	FAIR VALUE CHANGES	FOREIGN EXCHANGE MOVEMENT	OTHER	AS AT 30 JUNE 2024
	\$M	\$M	\$M	\$M	\$M	\$M	\$M	\$M
Cash	(13)	(15,372)	15,385	-	-	-	-	-
Current debt	227	2,101	(1,938)	1	3	-	(1)	393
Non-current debt	816	13,684	(13,359)	-	10	4	1	1,156
Derivatives	97	-	-	-	(14)	(4)	-	79
Net debt	1,127	413	88	1	(1)	-	-	1,628

### Note 9 Equity and dividends

#### Contributed capital

As at 30 June 2025 contributed capital consisted of 882,872,600 (30 June 2024: 882,872,600) issued and fully paid shares, of which 342,872,600 (30 June 2024: 342,872,600) were ordinary shares. Each of the shares confers on the holder the right to vote at any general meeting of Spark Finance. 540,000,000 (30 June 2024: 540,000,000) of the shares are redeemable at the option of Spark Finance, in accordance with the terms of its constitution. No other conditions are attached to the ordinary and redeemable shares. There is no par value on the ordinary shares issued by Spark Finance.

#### Dividend

On 30 August 2024, Spark Finance paid a dividend of 18.69 cents per share or \$165 million to Spark New Zealand Limited, which was paid through the intercompany current account (30 June 2024: 20.95 cents per share or \$185 million).



## Notes to the financial statements

### Note 10 Financial instruments and risk management

Spark Finance is exposed to market risk primarily from changes in foreign currency exchange rates and interest rates. The Company employs risk management strategies, including the use of derivative financial instruments, to manage these exposures through a Spark New Zealand Group Board-approved treasury policy, which provides the framework within which treasury related activities are conducted.

Spark Finance manages the concentration of exposures using well-defined market and credit risk limits and through timely reporting to senior management. All contracts have been entered into with high-credit quality financial institutions. The risk associated with these transactions is that the fair value or cash flows of financial instruments will change due to movements in market rates or, in the case of default by a counterparty, through the cost of replacement at the current market rates.

#### i) Currency risk

##### Nature of the risk

Currency risk is the risk that the eventual New Zealand dollar net cash flows will be adversely affected by changes in foreign currency exchange rates.

##### Exposure and risk management

Spark Finance's exposure to foreign currencies arising from financial instruments is:

	AUD NZ\$M	USD NZ\$M	NOK NZ\$M	TOTAL NZ\$M
<b>AS AT 30 JUNE 2025</b>				
<b>Exposures</b>				
Current debt	(108)	-	-	(108)
Non-current debt	(297)	-	(163)	(460)
Due to other Spark New Zealand Group companies	(1)	-	-	(1)
<b>Total exposure from non-derivative financial instruments</b>	<b>(406)</b>	<b>-</b>	<b>(163)</b>	<b>(569)</b>
<b>Hedging instruments</b>				
NZD cross-currency interest rate swaps	405	-	163	568
<b>Total exposure from hedging instruments</b>	<b>405</b>	<b>-</b>	<b>163</b>	<b>568</b>
<b>AS AT 30 JUNE 2024</b>				
<b>Exposures</b>				
Non-current debt	(411)	-	(154)	(565)
<b>Total exposure from non-derivative financial instruments</b>	<b>(411)</b>	<b>-</b>	<b>(154)</b>	<b>(565)</b>
<b>Hedging instruments</b>				
NZD cross-currency interest rate swaps	411	-	154	565
<b>Total exposure from hedging instruments</b>	<b>411</b>	<b>-</b>	<b>154</b>	<b>565</b>

Spark Finance manages currency risk arising from foreign currency debt through hedging. Spark Finance's debt issued in NOK and AUD is fully hedged using cross-currency interest rate swaps to convert foreign currency cashflows into a floating rate New Zealand dollar exposure.

Spark Finance enters into forward exchange contracts to protect the Spark New Zealand Group from the risk that the eventual New Zealand dollar net cash flows will be adversely affected by changes in foreign currency exchange rates. Forward exchange contracts are used to hedge the Spark New Zealand Group's forecast transactions that have a high probability of occurrence and firm purchase commitments in fellow subsidiaries (mainly denominated in US dollars). Forward exchange contracts are also used to hedge foreign currency assets held by the Spark New Zealand Group. These forward exchange contracts are not designated as hedging instruments and are therefore classified as held for trading.

##### Sensitivity to foreign exchange rate movements

As at 30 June 2025, a movement of 10% in the New Zealand dollar would (after hedging) impact Spark Finance's statement of profit or loss and other comprehensive income by less than \$1 million (30 June 2024: less than \$1 million). This analysis assumes a movement in the New Zealand dollar across all currencies and only includes the effect of foreign exchange movements on monetary financial instruments.

#### ii) Interest rate risk

##### Nature of the risk

Interest rate risk is the risk that fluctuations in interest rates impact Spark Finance's cash flows, financial performance, or the fair value of its holdings of financial instruments.

# Notes to the financial statements

## Note 10 Financial instruments and risk management (continued)

### Exposure and risk management

Spark Finance is exposed to interest rate risk from its financing activities, which primarily includes loans and debt issuance either at fixed or floating rates. For floating-rate exposures Spark Finance employs the use of derivative financial instruments to reduce its exposure to fluctuations in interest rates, with the objective to minimise the cost of net borrowings and to minimise the impact of interest rate movements on interest expense and net earnings.

Cross-currency interest rate swaps are used to convert foreign currency debt into floating-rate New Zealand dollar exposures. Interest rate swaps are used to convert floating-rate exposures into fixed-rate exposures and vice versa. As a result, Spark Finance's interest rate exposure is limited to New Zealand only.

### Sensitivity to interest rate movements

As at 30 June 2025, a movement in interest rates of 25 basis points would (after hedging) impact the statement of profit or loss by less than \$1 million (30 June 2024: less than \$1 million) and statement of changes in equity by \$4 million to \$5 million (30 June 2024: \$4 million to \$5 million).

### iii) Credit risk

#### Nature of the risk

Credit risk arises in the normal course of Spark Finance's business from financial instruments, including cash, advances to Spark New Zealand Group companies and derivative financial instruments if a counterparty fails to meet its contractual obligations.

### Exposure and risk management

Spark Finance is exposed to credit risk if Spark New Zealand Group companies and counterparties fail to make payments in respect of:

- Term advances that fall due; and
- Contractual cash flows of derivative assets held at fair value.

Spark Finance's assets subject to credit risk as at 30 June 2025 are \$6,131 million (30 June 2024: \$5,719 million).

Spark Finance considers the probability of default upon initial recognition of financial instruments, advances to Spark New Zealand Group companies and derivative assets and whether there has been a significant and ongoing increase in credit risk at the end of each reporting period. To assess this, Spark Finance compares the risk of default occurring on these assets at the reporting date, with the risk of default at the date of initial recognition. Available, reasonable and supportive forward-looking information is considered, especially the following indicators:

- External credit rating (as far as available)
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer or counterparty's ability to meet their obligations
- Significant changes in the value of the collateral supporting the obligation or in the quality of guarantees or credit enhancements.

Spark Finance manages its exposure using a credit policy that includes limits on exposures with significant counterparties that have been set and approved by the Board and are monitored on a regular basis. Spark Finance places its cash and derivative financial instruments with high-credit quality financial institutions and does not have significant concentration of risk with any single party. Concentration of credit risk for advances to Spark New Zealand Group companies is managed through guarantees provided by Spark New Zealand Limited.

Spark Finance has certain derivatives and debt arrangements that are subject to bilateral credit support agreements that require Spark Finance or its counterparties to post collateral funds to support the value of certain derivatives subject to certain agreed threshold amounts. As at 30 June 2025, no collateral was posted (30 June 2024: nil). Letters of credit and guarantees may be held over some receivable amounts. The carrying amounts of financial assets represent the maximum credit exposure.

### iv) Liquidity risk

#### Nature of the risk

Liquidity risk represents Spark Finance's ability to meet its contractual obligations as they fall due.

### Exposure and risk management

Spark Finance evaluates its liquidity requirements on an ongoing basis. In general, Spark Finance generates sufficient cash flows from its operating activities to meet financing costs on external debt. If this is not the case, Spark Finance would have to recall funds advanced to other Spark New Zealand Group companies in order to repay its current and non-current debt.

In the event of any shortfalls Spark Finance has the following financing programmes:

- An undrawn committed standby facility of \$200 million with a number of creditworthy banks (30 June 2024: \$200 million)
- Committed bank facilities of \$425 million with \$195 million drawn as at 30 June 2025 (30 June 2024: \$525 million facility with \$310 million drawn)
- Committed bank overdraft facilities of \$15 million with New Zealand banks with \$6 million drawn as at 30 June 2025 (30 June 2024: \$15 million facility with \$1 million drawn).

There are no compensating balance requirements associated with these facilities.

In the event that Spark Finance is liquidated or ceases to trade, all non-preferential external creditors rank equally in their claims to the financial assets of Spark Finance. Spark Finance's liquidity policy is to maintain unutilised committed facilities of at least 110% of the next 12 months' forecast peak net funding requirements, including coverage for short-term capital market issues and uncommitted facilities. Spark Finance's funding policy requires that no more than 30% of long-term debt (including undrawn and standby facilities) can mature within the next 12 months, which has been met.

# Notes to the financial statements

## Note 10 Financial instruments and risk management (continued)

### Maturity analysis

The following table provides an analysis of Spark Finance's remaining contractual cash flows relating to financial liabilities. Contractual cash flows include contractual undiscounted principal and interest payments.

	Carrying amount	Contractual cash flows	0-6 months	6-12 months	1-2 years	2-5 years	5+ years
	\$M	\$M	\$M	\$M	\$M	\$M	\$M
<b>AS AT 30 JUNE 2025</b>							
<b>Non-derivative financial liabilities</b>							
Due to other Spark New Zealand Group companies	3,499	3,517	3,184	333	-	-	-
Current and non-current debt	1,422	1,602	364	131	162	758	187
Guarantee	-	25	25	-	-	-	-
	<b>4,921</b>	<b>5,144</b>	<b>3,573</b>	<b>464</b>	<b>162</b>	<b>758</b>	<b>187</b>
<b>Derivative financial liabilities</b>							
Interest rate swaps - (net settled)	23	13	3	3	4	3	-
Cross-currency interest rate swaps - (gross settled)							
Inflows	-	(623)	(6)	(119)	(15)	(483)	-
Outflows	40	663	14	120	23	506	-
Forward exchange contracts - (gross settled)							
Inflows	-	(107)	(81)	(15)	(11)	-	-
Outflows	4	110	84	15	11	-	-
	<b>67</b>	<b>56</b>	<b>14</b>	<b>4</b>	<b>12</b>	<b>26</b>	<b>-</b>
	<b>4,988</b>	<b>5,200</b>	<b>3,587</b>	<b>468</b>	<b>174</b>	<b>784</b>	<b>187</b>
<b>AS AT 30 JUNE 2024</b>							
<b>Non-derivative financial liabilities</b>							
Due to other Spark New Zealand Group companies	2,944	2,962	2,646	316	-	-	-
Current and non-current debt	1,549	1,819	543	23	152	638	463
Guarantee	-	25	25	-	-	-	-
	<b>4,493</b>	<b>4,806</b>	<b>3,214</b>	<b>339</b>	<b>152</b>	<b>638</b>	<b>463</b>
<b>Derivative financial liabilities</b>							
Interest rate swaps - (net settled)	10	(10)	(5)	(3)	(1)	(1)	-
Cross-currency interest rate swaps - (gross settled)							
Inflows	-	(636)	(6)	(11)	(126)	(353)	(140)
Outflows	68	717	21	19	142	395	140
Forward exchange contracts - (gross settled)							
Inflows	-	(97)	(85)	(12)	-	-	-
Outflows	1	95	84	11	-	-	-
	<b>79</b>	<b>69</b>	<b>9</b>	<b>4</b>	<b>15</b>	<b>41</b>	<b>-</b>
	<b>4,572</b>	<b>4,875</b>	<b>3,223</b>	<b>343</b>	<b>167</b>	<b>679</b>	<b>463</b>

## Notes to the financial statements

### Note 10 Financial instruments and risk management (continued)

Carrying amounts are as disclosed in the statement of financial position in accordance with Spark Finance’s accounting policies. Contractual cash flows include undiscounted principal and interest payments and are presented at the earliest date on which Spark Finance could be required to repay.

*Guarantees*

Spark Finance has granted an indemnity in relation to a performance bank guarantee of \$25 million for a fellow subsidiary company (30 June 2024: \$25 million). As at 30 June 2025, it is considered unlikely that this indemnity will be called upon.

### Note 11 Related party transactions

Spark Finance provides financing for the Spark New Zealand Group. These entities are all related parties by virtue of their common control. Transactions and amounts owing to and from these companies are separately disclosed throughout these financial statements. Spark Finance also enters into derivative financial instruments with fellow subsidiaries. These arrangements are matched with similar derivative financial instruments obtained from the external market.

The notional principal or contract amounts outstanding are as follows:

	2025	2024
AS AT 30 JUNE	\$M	\$M
Forward exchange contracts	110	96

### Note 12 Fellow subsidiary companies

As at 30 June 2025, significant fellow subsidiaries of Spark Finance in the Spark New Zealand Group were as follows:

	SPARK NEW ZEALAND		
	COUNTRY	GROUP OWNERSHIP	PRINCIPAL ACTIVITY
Computer Concepts Limited	New Zealand	100%	IT infrastructure and cloud services
Entelar Group Limited	New Zealand	100%	Telecommunications and IT infrastructure build and maintenance services, and distribution and supply chain services
Gen-i Australia Pty Limited	Australia <sup>1</sup>	100%	Provides international wholesale and outsourced telecommunications services
Matrr Limited	New Zealand	97%	Software company focused on decentralised identity and verifiable data
Qrious Limited	New Zealand	100%	Data analytics business
Revera Limited	New Zealand	100%	IT infrastructure and data centre provider
Spark New Zealand Trading Limited	New Zealand	100%	Telecommunications and digital services company
TCNZ (Bermuda) Limited	New Zealand	100%	A holding company
Teleco Insurance Limited	Bermuda <sup>1</sup>	100%	A Group insurance company
Telecom New Zealand USA Limited	United States <sup>1</sup>	100%	Provides international wholesale telecommunications services
Telecom Southern Cross Limited	New Zealand	100%	A holding company

<sup>1</sup> These foreign incorporated entities are tax resident in New Zealand.

Digital Island Limited was sold on 28 February 2025, excluding its mobile services business which was transferred to a fellow subsidiary company.

The financial year end of all significant fellow subsidiaries is 30 June.

### Note 13 Commitments and contingencies

There are no commitments or contingencies other than those outlined in the above notes (30 June 2024: nil).

### Note 14 Subsequent events after balance date

On 26 August 2025, the Directors approved a dividend of 21.52 cents per share or \$190 million to Spark New Zealand Limited to be paid on 29 August 2025.



## Independent Auditor's Report

### To the Shareholders of Spark Finance Limited

#### Opinion

We have audited the financial statements of Spark Finance Limited (the 'Company'), which comprise the statement of financial position as at 30 June 2025, and the statement of financial position, statement of profit or loss and comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements, on pages 7 to 20, present fairly, in all material respects, the financial position of the Company as at 30 June 2025, and its financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to IFRS Accounting Standards ('NZ IFRS') as issued by the External Reporting Board and IFRS Accounting Standards ('IFRS') as issued by the International Accounting Standards Board.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ('ISAs') and International Standards on Auditing (New Zealand) ('ISAs (NZ)'). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Other than in our capacity as auditor, we have no relationship with or interests in the Company. Our firm carries out other assignments for the Parent, Spark New Zealand Limited, in relation to regulatory audit requirements, other assurance related services (such as trustee reporting, Greenhouse Gas Emissions limited assurance and agreed upon procedures in relation to the sustainability-linked loans) and non-assurance services (such as HR Business Partner training programme, CPO Vantage Programme, CFO Vantage Programme as well as administrative and other advisory services provided to the Corporate Taxpayers Group, of which the Group is a member). These services have not impaired our independence as auditor of the Company or its Parent. In addition to this, the Chief Executive has both a sister and brother-in-law that are partners at Deloitte. These Deloitte partners are not involved in the provision of any services to the Company or its Parent and this matter has not impacted our independence. Also, the firm, its partners and employees deal with Spark New Zealand Limited on normal terms within the ordinary course of trading activities of its business. The firm has no other relationship with, or interest in the Company or its Parent.

#### Audit materiality

We consider materiality primarily in terms of the magnitude of misstatement in the financial statements of the Company that in our judgement would make it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced (the 'quantitative' materiality). In addition, we also assess whether other matters that come to our attention during the audit would in our judgement change or influence the decisions of such a person (the 'qualitative' materiality). We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

We determined materiality for the Company's financial statements as a whole to be \$19.2m.

#### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Key audit matter	How our audit addressed the key audit matter
<p><b>Application of hedge accounting</b></p> <p>As outlined in Notes 6, 8 and 10 of the financial statements, Spark Finance Limited enters into cross currency and interest rate swap derivatives to manage interest rate risk and foreign exchange rate risk on external debt.</p> <p>Hedge accounting is applied where specific requirements are met around eligibility of the hedged item and hedging instruments for hedge accounting, documentation of the hedge relationship, and the relationship is demonstrated as being an effective hedge.</p> <p>Hedge accounting is complex, particularly as regards determining whether the requirements (both initial and ongoing) for its application are met. Should the requirements for hedge accounting not be met, Spark Finance Limited could experience significant volatility in its statement of profit or loss and other comprehensive income from changes in the fair value of the derivatives.</p> <p>Based on the complexity and impact of hedge accounting, we consider this to be a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• Agreeing the terms of the derivatives to the confirmation provided by the derivative counterparty;</li> <li>• Recalculating the fair value of a sample of derivatives, with the support of an internal specialist;</li> <li>• Checking hedge accounting adjustments for all debt designated in a hedging relationship;</li> <li>• Determining whether the designated hedges and hedge documentation supporting the application of hedge accounting were in accordance with relevant accounting standards; and</li> <li>• Assessing whether the hedge effectiveness calculations were correctly performed using appropriate source information.</li> </ul>
<p><b>Other information</b></p>	<p>The directors are responsible on behalf of the Company for the other information. The other information comprises the information in the Annual Report that accompanies the financial statements and the audit report.</p> <p>Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.</p> <p>Our responsibility is to read the other information and consider whether it is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If so, we are required to report that fact. We have nothing to report in this regard.</p>
<p><b>Directors' responsibilities for the financial statements</b></p>	<p>The directors are responsible on behalf of the Company for the preparation and fair presentation of the financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.</p> <p>In preparing the financial statements, the directors are responsible on behalf of the Company for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.</p>
<p><b>Auditor's responsibilities for the audit of the financial statements</b></p>	<p>Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and ISAs (NZ) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.</p> <p>A further description of our responsibilities for the audit of the financial statements is located on the External Reporting Board's website at:</p> <p><a href="https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-2">https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-2</a></p> <p>This description forms part of our auditor's report.</p>



**Restriction on use**

This report is made solely to the Company's shareholders, as a body. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

*Deloitte Limited*

**Jason Stachurski, Partner  
for Deloitte Limited**  
Auckland, New Zealand  
27 August 2025

**Contact details**

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