



CREATING

A NEW

ENERGY

FUTURE

VECTOR
INTERIM REPORT 2016

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VECTOR IS LEADING the transformation of the energy sector to create a new energy future.

We are leveraging our heritage as an Auckland-centric provider of energy infrastructure and identifying and developing options that will deliver value, choice and service for our customers and improve shareholder returns.



Adjusted EBITDA¹

\$305.9m

RISES 6.3% ON THE PREVIOUS CORRESPONDING PERIOD

Net profit

\$100.1m

RISES 14.7% ON THE PREVIOUS CORRESPONDING PERIOD

Fully-imputed interim dividend

7.75 cents

RISES 0.25 CENTS PER SHARE
ON THE 2015 INTERIM DIVIDEND



**CHANGES TO
YOUR INTERIM REPORT**

At Vector we constantly review our financial reporting to make sure we present you with the best information. Here is what has changed in this report:

- **Change of segment name**
 - The Gas Wholesale segment has been re-named Gas Trading to better reflect the businesses that contribute to this segment.
- **Updated profit measure**
 - We have amended the definition of our key profit measure 'adjusted EBITDA' to exclude capital contributions, which are variable and driven by developer and relocation activity.
- **Updated segment profit measure** – Segment EBITDA also now excludes capital contributions, and has been re-named 'Segment adjusted EBITDA' and included in our non-GAAP reconciliation.
- **Treatment of discontinued operations** – The revenue and profit measures reported to the market, including in this report, represent both continuing and discontinued operations. For statutory reporting purposes, the Vector Gas businesses held for sale from November are presented separately in the interim financial statements (from page 13) as discontinued operations. The financial statements contain a breakdown of continuing and discontinued operations.

1. Refer to the 'changes to our interim report' box on this page and page 12 of this report for a reconciliation of this non-GAAP profit measure.

Positioning Vector for the future

Vector continues to make good progress positioning itself for the significant growth opportunities it sees emerging from new technologies and growth in Auckland.

We have reported improved earnings for the six months to 31 December 2015 – a period during which we successfully negotiated the \$952.5 million sale of Vector Gas, which owns the company's gas transmission business and its gas distribution business outside of Auckland.

This sale realises full value for these businesses, and allows Vector to repay debt and recycle capital into higher growth opportunities. Meanwhile, we have benefited from continued growth in Auckland, and made considerable progress in areas we have identified for future growth, such as metering in Australia, electric vehicle charging infrastructure and batteries.

“Vector is looking forward to the remainder of the year with confidence.”

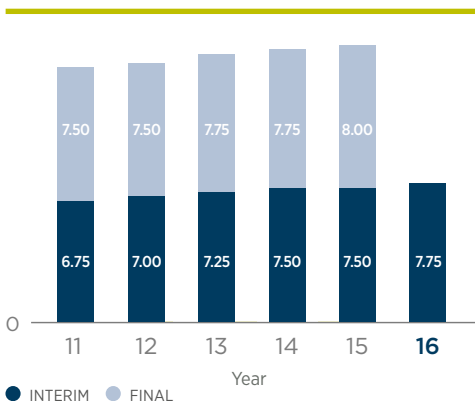
Group half-year revenue fell 3.5% to \$663.0 million from \$687.1 million on the back of lower volumes at the Gas Trading division. Adjusted EBITDA rose 6.3% to \$305.9 million from \$287.9 million, with the company's Technology, Gas Transportation and Electricity businesses offsetting the effects of the tough conditions faced by the Gas Trading segment.

Adjusted EBITDA² across our regulated businesses rose 6.2% to \$248.8 million from \$234.3 million, supported by growth in connections and energy volumes in

2. Unregulated and regulated adjusted EBITDA figures reflect the EBITDA of the four operating segments, excluding capital contributions.



DIVIDENDS DECLARED CENTS PER SHARE



Auckland, regulated price increases in the Gas Transportation business and a strong focus on cost control.

Adjusted EBITDA across our unregulated businesses rose 3.9% to \$82.2 million from \$79.1 million, with ongoing growth in the New Zealand metering business offsetting the costs associated with the push into Australia and the well-signalled weakness in the Gas Trading business.

Should the trading outlook for the Gas Trading business continue to weaken, we will carefully review the carrying value of its assets and goodwill at year-end.

Operating cash flow increased 22.4% to \$248.8 million from \$203.3 million, reflecting the improved earnings and the timing of tax payments.

Net profit rose 14.7% to \$100.1 million from \$87.3 million, due to increased operating earnings,

and positive mark-to-market derivative adjustments, partially offset by higher depreciation.

Vector's balance sheet is strong with gearing³ as at 31 December 2015 at 53.4% up slightly from the 52.9% achieved at the same time in the previous corresponding period.

Gearing will reduce substantially following the completion of the sale of Vector Gas⁴ and, as set out at our special meeting in December, we expect to retain our investment grade credit rating following completion of the sale.

The Vector Board has today declared a fully-imputed interim dividend of 7.75 cents per share, up 0.25 cents on last year's interim dividend. This increase reflects directors' confidence in the financial strength of Vector following the sale of Vector Gas.

The record date for dividend entitlements is 31 March 2016 and the payment date is 14 April 2016.

Vector is looking forward to the remainder of the year with confidence. Absent the sale of Vector Gas, the Group is performing in line with our previous guidance for adjusted EBITDA (excluding capital contributions), of \$550 million to \$565 million.

However, the final result for the year to 30 June 2016 will be impacted by the timing of the sale of Vector Gas, which is now conditional only upon approval by the Overseas Investment Office. We are targeting completion to occur in March. ●

MICHAEL STIASSNY

Chairman

3. Gearing is defined as net economic debt to net economic debt plus equity. Economic debt means the amount repayable upon maturity, including the impact of hedging.

4. As disclosed in November, if the sale of Vector Gas had occurred on 30 June 2015, gearing would decrease from 54% to 42%.

Auckland and new technology offer growth opportunities

Vector sees significant potential emerging across the energy sector as a result of customers' ever-increasing demands for greater choice and improved service and the ongoing and rapid advances in technology.

In addition, continued growth in Auckland presents numerous attractive opportunities on our core energy distribution businesses. Vector's strategy to make the most of these trends is to take advantage of the strong position we occupy as an Auckland-centric provider of energy infrastructure and by identifying and developing options that will deliver value, choice and service for our customers and improve shareholder returns.

The most tangible evidence of this strategy over the past six months has been negotiating the \$952.5 million sale of Vector Gas, which owns the group's gas transmission pipelines as well as gas distribution networks across six regions in the North Island outside of Auckland.

This sale, which shareholders approved before Christmas, will allow us to recycle capital into attractive growth opportunities. Meanwhile, we have made significant progress positioning the company for the future.

In January we were given the green light to provide metering services in Australia when the Australian Energy Market Operator granted us accreditation as a Metering Provider and Metering Data Provider in the National Electricity Market.⁵

5. The official accreditation is for Type 3 and Type 4 meters used in the residential market and lower volume commercial and industrial markets.



This was the culmination of two years of hard work to meet Australia's stringent requirements and required Vector to demonstrate a full operating capability in Australia, including the establishment of a new office in Melbourne.

We are well positioned to make the most of the considerable potential we see across the Tasman, not least because the move builds on our status as the leading provider of advanced metering services in New Zealand, where we now operate a fleet of more than one million smart meters.

“The Australian Energy Market Operator granted us accreditation as a Metering Provider and Metering Data Provider in the National Electricity Market.”

While still at an early stage, our expansion into the provision of electric vehicle (EV) charging infrastructure and promoting EV vehicle uptake is gaining momentum (see right).

In January we received our first significant shipment of Tesla Energy Powerwall batteries, one of the first shipments of these batteries to be delivered to a customer outside of the US. Among the first to receive these batteries will be the winners of last year's Future of Energy competition, which we ran with the support of our major shareholder the Auckland Energy Consumer Trust (AECT) and will give deserving Auckland families, schools and community groups solar and battery units to use for free for 10 years.

We also intend to install a Tesla Energy Powerpack utility-scale battery at one of our zone substations later this year.

Charging Auckland's Transport Fleet



AECT-appointed Vector Directors Karen Sherry (middle) and James Carmichael (right) with AECT Chairman William Cairns (left) and Energy and Resources Minister Simon Bridges at the opening of Vector's rapid-charging station in Newmarket.

Vector is a key enabler of the uptake of electric vehicles (EVs).

At present EVs represent a relatively small component of the New Zealand vehicle fleet, with just 928 vehicles registered as at 31 December 2015. They will remain that way unless EV drivers can be certain they can recharge their car wherever they wish.

To overcome this barrier and meet the growing demand for EVs, Vector – with the support of the AECT – has installed two rapid chargers at our Hobson Street substation, two rapid chargers and a standard charger at our Newmarket substation, and standard chargers at Britomart and at our headquarters in Newmarket. We have plans to deploy another 17 rapid chargers across our network over the coming months.

These initiatives, which we expect to showcase how new technologies can augment traditional networks, highlight the benefits of our move in 2014 to create a team dedicated to enhancing growth through innovative customer solutions and technology.

We are currently focused on rolling out these new technologies inside our own network. These installations will then provide important reference sites as we look to roll out more widely across our own and other networks.

Across Vector's energy networks we are taking advantage of new data analysis technologies to help us better understand customers, target new capital investment opportunities and respond to the significant change we are seeing in the sector. Such tools will be a key enabler of our future development.

SAIDI, our measure of electricity network service quality, was 78.3 minutes (excluding extreme events) for the nine months to 31 December 2015, an improvement on the 126.7 minutes posted in the same period last year.

This is a creditable result, especially given our reduction in 'live-line' work as part of our drive for better health and safety outcomes across the company. That said, Vector continues to believe the new SAIDI target set by the Commerce Commission for the 2015–2020 Default Price – Quality Path will be challenging.

We have acknowledged the disruption caused by the 2014 fire at Transpower's Penrose substation, which, along with unusually stormy weather, weighed on the previous corresponding period's SAIDI figures⁶. We have offered a service level payment to impacted customers.



ALWAYS INNOVATING

We intend to deploy a Tesla Energy Powerpack battery to one of our zone substations later this year.



PEOPLE SAFETY & CULTURE

Vector won the Tomorrow's Workforce Award and the Supreme Award at the EEO Diversity Awards.

6. The Penrose outage contributed 17.8 SAIDI minutes in the prior corresponding period.

The claims window, which closes 4 March 2016, allows those impacted customers to make a claim by calling 0508 4 PENROSE or by going online to www.vector.co.nz.

Meanwhile, we are continuing to have positive discussions with the Commerce Commission over the unique challenges Vector faces as a provider of essential infrastructure to Auckland.

Vector needs a regulatory solution that recognises customer demands for choice, Auckland's significance to the broader economy and the unique challenges we face as we provision for growth in the region.

The rapid technological change sweeping the energy distribution industry increases the risk that investments could be made redundant before investors have recovered their capital.

Additionally, the capital required to provide for Auckland's growth is significant. In the coming 10 years, Vector has forecast that around \$1.8 billion of capital investment will be required for the city's energy networks.

Our discussions with the regulator cover this year's review of the input methodologies as well as arrangements ahead of the next gas distribution regulatory reset in 2017 and the next electricity distribution regulatory reset in 2020.

Looking forward, we continue to review the configuration of our business and expenditure, particularly in light of the Vector Gas sale and new growth opportunities we have identified.

Around 130 staff will transition to Vector Gas' new owner, First State Funds, and Vector has agreed to provide transitional services to First State Funds for up to 9 months following completion.

Our active and broad-ranging programme of safety leadership and training throughout the company continues and has ensured we are well positioned for the Health and Safety at Work Act, which comes into full effect in April of this year.

Our focus on promoting diversity and inclusion has been recognised for providing leadership in New Zealand.

We were delighted to be announced the winner of the Supreme award at the Equal Employment Opportunities Trust Diversity Awards in August 2015 as well as the winner of the Tomorrow's Workforce award, which recognises innovative responses to tackling future labour force challenges.

We continue to engage positively with all our key stakeholders, including our shareholders, our employees, our contractors, our business partners and regulators, to ensure continued improvement in all aspects of our business. Vector is in good shape and we are excited about the opportunities we see ahead of us. ●



SIMON MACKENZIE

Group Chief Executive

OPERATING STATISTICS

FOR THE SIX MONTHS ENDED 31 DECEMBER

| | 2015 | 2014 |
|--|-------------------|---------|
| ELECTRICITY | | |
| Customers ^{1,2,6} | 547,319 | 542,329 |
| New connections | 3,916 | 3,780 |
| Net movement in customers ³ | 2,806 | 3,175 |
| Volume distributed (GWh) | 4,368 | 4,337 |
| Network length (km) ¹ | 18,240 | 18,093 |
| SAIDI (minutes) ⁴ – 9 months to 31 December | | |
| Normal operations | 78.3 | 126.7 |
| Extreme events | – | 340.9 |
| Total | 78.3 ⁵ | 467.6 |
| GAS TRANSPORTATION | | |
| Distribution customers ¹⁶ | 164,840 | 161,752 |
| New distribution connections | 2,020 | 2,112 |
| Net movement in distribution customers ³ | 1,597 | 2,014 |
| Distribution volume (PJ) | 12.6 | 12.1 |
| Distribution mains network length ¹ | 7,342 | 7,245 |
| Transmission volume (PJ) ⁷ | 55.7 | 58.0 |
| GAS TRADING | | |
| Natural gas sales (PJ) ⁸ | 9.1 | 12.5 |
| Gas liquids sales (tonnes) ⁹ | 41,120 | 37,580 |
| 9kg LPG bottles swapped | 302,109 | 265,662 |
| Liquigas LPG tolling (tonnes) ¹⁰ | 86,868 | 99,628 |
| TECHNOLOGY | | |
| Electricity: smart meters ¹¹ | 1,044,613 | 886,058 |
| Electricity: legacy meters ¹ | 141,121 | 188,267 |
| Electricity: prepay meters ¹ | 6,179 | 6,873 |
| Electricity: time-of-use meters ¹ | 11,762 | 11,440 |
| Gas meters ¹ | 216,266 | 213,566 |
| Data management services connections ¹ | 8,547 | 8,356 |

1. As at period end.

2. The electricity customer number as at 31 December 2014 has been restated to remove 4,799 ICPs following a data cleanse by retailers. There was no consumption for any of these ICPs in the current period.

3. The net number of customers added during the period, includes disconnected, reconnected and decommissioned ICPs.

4. The SAIDI audited value for the regulatory year ended 31 March 2015 was 155.3 minutes.

5. SAIDI (minutes) for 9 months ended 31 December 2015 is an unaudited value and subject to change.

6. Billable ICPs.

7. Based on billable volumes.

8. Excludes gas sold as gas liquids as these sales are included within the gas liquids sales tonnages.

9. Total of retail and wholesale LPG and natural gasoline.

10. Includes product tolled in Taranaki and further tolled in the South Island.

11. The number of smart meters deployed as at 31 December 2015 includes 32,804 meters managed but not owned by Vector. The number of smart meters disclosed as deployed at 31 December 2014 has been restated to include 1,605 meters managed but not owned by Vector.

FINANCIAL OVERVIEW

Revenue \$m

663.0

FALLS 3.5% ON THE PREVIOUS CORRESPONDING PERIOD

Operating cash flow \$m

248.8

RISES 22.4% ON THE PREVIOUS CORRESPONDING PERIOD

FINANCIAL PERFORMANCE

| \$ MILLION | 31 DEC 2015 6 MONTHS | 31 DEC 2014 6 MONTHS | CHANGE | 30 JUN 2015 12 MONTHS |
|---------------------|-------------------------|-------------------------|--------|--------------------------|
| Revenue | 663.0 | 687.1 | -3.5% | 1,294.0 |
| Adjusted EBITDA | 305.9 | 287.9 | 6.3% | 540.4 |
| Net profit | 100.1 | 87.3 | 14.7% | 149.4 |
| Operating cash flow | 248.8 | 203.3 | 22.4% | 369.2 |

FINANCIAL POSITION

| \$ MILLION | 31 DEC 2015 | 31 DEC 2014 | CHANGE | 30 JUN 2015 |
|-------------------|-------------|-------------|--------|-------------|
| Total equity | 2,323.1 | 2,317.6 | 0.2% | 2,298.6 |
| Total assets | 6,134.0 | 5,937.5 | 3.3% | 6,123.0 |
| Economic net debt | 2,741.3 | 2,682.2 | 2.2% | 2,745.1 |

KEY FINANCIAL MEASURES

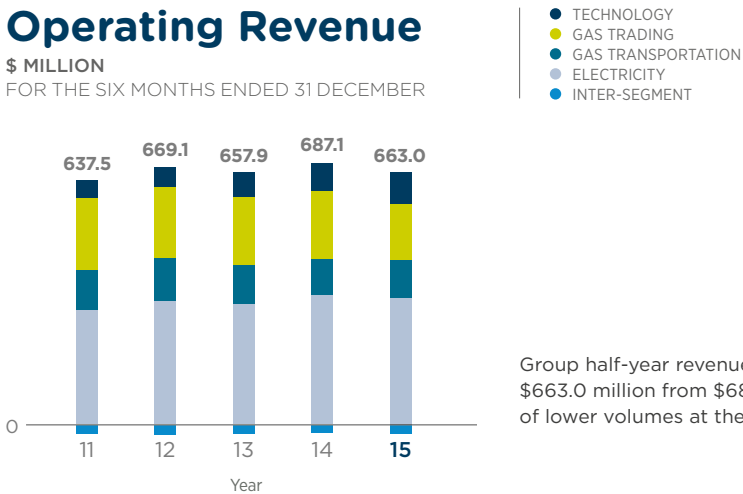
| | 31 DEC 2015 6 MONTHS | 31 DEC 2014 6 MONTHS | CHANGE | 30 JUN 2015 12 MONTHS |
|---------------------------------|-------------------------|-------------------------|--------|--------------------------|
| Adjusted EBITDA/revenue | 46.1% | 41.9% | 10.0% | 41.8% |
| Equity/total assets | 37.9% | 39.0% | -2.8% | 37.5% |
| Gearing | 53.4% | 52.9% | 0.9% | 53.6% |
| Net interest cover ¹ | 2.5 | 2.4 | 4.2% | 2.3 |
| Earnings per share | 9.9 | 8.6 | 15.1% | 14.6 |
| Dividend (cps) | 7.75 | 7.5 | 3.3% | 15.5 |

1. Calculated as: (net profit adjusted for interest, tax, associates and fair value movements) over net finance costs.

Operating Revenue

\$ MILLION

FOR THE SIX MONTHS ENDED 31 DECEMBER

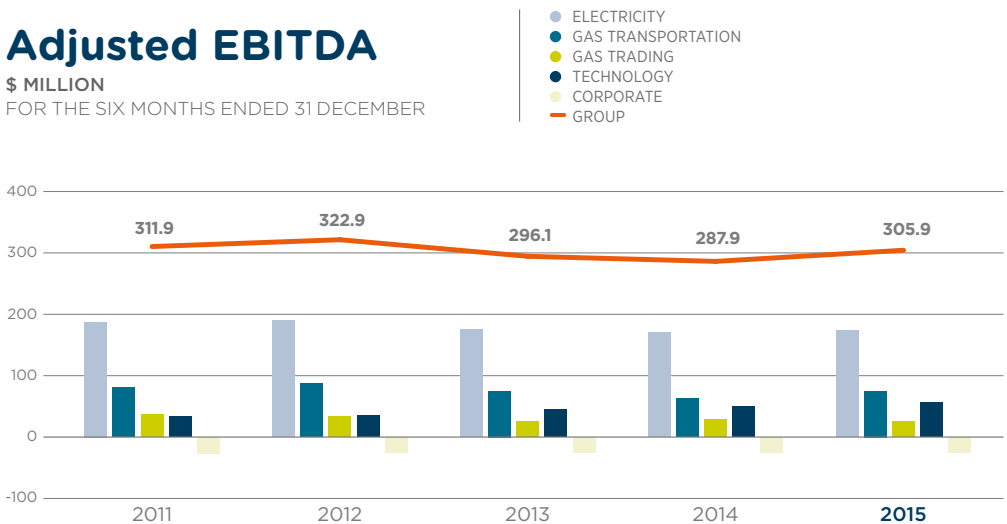


Group half-year revenue fell 3.5% to \$663.0 million from \$687.1 million on the back of lower volumes at the Gas Trading division.

Adjusted EBITDA

\$ MILLION

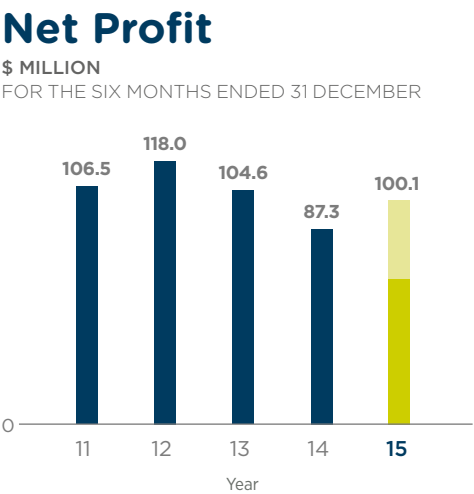
FOR THE SIX MONTHS ENDED 31 DECEMBER



Adjusted EBITDA rose 6.3% to \$305.9 million from \$287.9 million, with the company's Technology, Gas Transportation and Electricity businesses offsetting the effects of the tough conditions faced by the Gas Trading segment.

Net Profit

\$ MILLION
FOR THE SIX MONTHS ENDED 31 DECEMBER

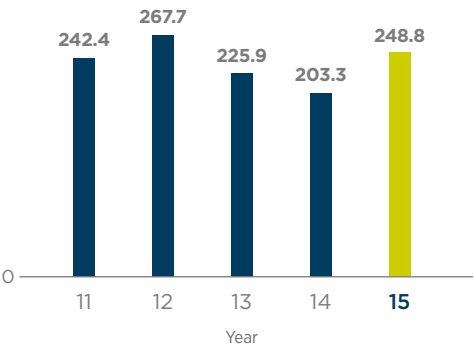


- CONTINUING OPERATIONS
- DISCONTINUED OPERATIONS

Net profit rose 14.7% to \$100.1 million from \$87.3 million, due to increased operating earnings and positive mark-to-market derivative adjustments partially offset by higher depreciation.

Operating Cash Flow

\$ MILLION
FOR THE SIX MONTHS ENDED 31 DECEMBER



Operating cash flow increased 22.4% to \$248.8 million from \$203.3 million, reflecting the improved earnings and the timing of tax payments.

NON-GAAP PROFIT MEASURES

Vector's standard profit measure prepared under New Zealand GAAP is net profit. Vector has used non-GAAP profit measures when discussing financial performance in this document. The directors and management believe that these measures provide useful information as they are used internally to evaluate performance of business units, to establish operational goals and to allocate resources. For a more comprehensive discussion on the use of non-GAAP profit measures, please refer to the policy 'Reporting non-GAAP profit measures' available on our website (vector.co.nz).

Non-GAAP profit measures are not prepared in accordance with NZ IFRS (New Zealand International Financial Reporting Standards) and are not uniformly defined, therefore the non-GAAP profit measures reported in this document may not be comparable with those that other companies report and should not be viewed in isolation from or considered as a substitute for measures reported by Vector in accordance with NZ IFRS.

In this period we have amended our definition of adjusted EDITDA to exclude capital contributions.

DEFINITIONS:

EBITDA: Earnings before interest, taxation, depreciation and amortisation.

Adjusted EBITDA: EBITDA adjusted for fair value changes, associates, impairments, capital contributions, and significant one-off gains, losses, revenues and/or expenses.

RECONCILIATION:

| | 31 DEC 2015 6 MONTHS \$M | 31 DEC 2014 6 MONTHS \$M |
|---|--------------------------------|--------------------------------|
| Group EBITDA and adjusted EBITDA | | |
| Reported net profit for the period (GAAP) | 100.1 | 87.3 |
| Add back: net interest costs ¹ | 90.0 | 90.2 |
| Add back: tax (benefit)/expense ¹ | 39.6 | 35.1 |
| Add back: depreciation and amortisation ¹ | 102.8 | 95.9 |
| EBITDA | 332.5 | 308.5 |
| <i>Adjusted for:</i> | | |
| Associates (share of net (profit)/loss) ¹ | (0.4) | - |
| Fair value change on financial instruments ¹ | (2.4) | 4.9 |
| Capital contributions ¹ | (23.8) | (25.5) |
| Adjusted EBITDA | 305.9 | 287.9 |

| Segment adjusted EBITDA | UNREGULATED SEGMENTS | | | | REGULATED SEGMENTS | | | |
|---|----------------------|-------------|-------------|-------------|--------------------|-------------|--------------------|-------------|
| | TECHNOLOGY | | GAS TRADING | | ELECTRICITY | | GAS TRANSPORTATION | |
| | 2015 \$M | 2014 \$M | 2015 \$M | 2014 \$M | 2015 \$M | 2014 \$M | 2015 \$M | 2014 \$M |
| 6 MONTHS ENDED 31 DECEMBER | | | | | | | | |
| Reported segment EBITDA ¹ | 57.3 | 51.7 | 25.2 | 29.3 | 192.9 | 188.3 | 79.4 | 69.6 |
| less capital contributions ¹ | (0.3) | (1.9) | - | - | (19.2) | (17.5) | (4.3) | (6.1) |
| Segment adjusted EBITDA | 57.0 | 49.8 | 25.2 | 29.3 | 173.7 | 170.8 | 75.1 | 63.5 |
| Segment adjusted EBITDA subtotals | Unregulated | | 82.2 | 79.1 | Regulated | | 248.8 | 234.3 |

1. Extracted from reviewed financial statements.

FINANCIAL STATEMENTS



GROUP CONDENSED INTERIM **FINANCIAL STATEMENTS**

FOR THE SIX MONTHS ENDED 31 DECEMBER 2015 (UNAUDITED)

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GROUP CONDENSED INTERIM **FINANCIAL STATEMENTS**

These group condensed interim financial statements for the six months ended 31 December 2015 are dated 26 February 2016, and signed on behalf of the board of directors by:



Director

26 February 2016



Director

26 February 2016

And for and on behalf of management by:



Group Chief Executive

26 February 2016



Chief Financial Officer

26 February 2016

INDEPENDENT AUDITOR'S REVIEW REPORT

FOR THE SIX MONTHS ENDED 31 DECEMBER 2015



THE SHAREHOLDERS OF VECTOR LIMITED

We have completed a review of the attached interim financial statements of Vector Limited and its subsidiaries ('the Group') on pages 16 to 30 which comprise the balance sheet as at 31 December 2015, and the profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months ended on that date, and a summary of significant accounting policies and other explanatory information.

This report is made solely to the shareholders as a body. Our review work has been undertaken so that we might state to the Vector Limited shareholders those matters we are required to state to them in the independent review 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 Vector Limited shareholders as a body, for our review work, this report or any of the opinions we have formed.

Directors' responsibilities

The directors of Vector Limited are responsible for the preparation and fair presentation of interim financial statements in accordance with NZ IAS 34 *Interim Financial Reporting* and for such internal control as the directors determine is necessary to enable the preparation and fair presentation of the interim financial statements that are free from material misstatement, whether due to fraud or error.

Our responsibilities

Our responsibility is to express a conclusion on the interim financial statements based on our review. We conducted our review in accordance with NZ SRE 2410 *Review of Financial Statements Performed by the Independent Auditor of the Entity*. NZ SRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements are not prepared, in all material respects, in accordance with NZ IAS 34 *Interim Financial Reporting*. As the auditor of the Group, NZ SRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial statements.

A review of interim financial statements in accordance with NZ SRE 2410 is a limited assurance engagement. The auditor performs procedures, primarily consisting of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (New Zealand). Accordingly we do not express an audit opinion on those financial statements.

Our firm has also provided other services to the Group in relation to regulatory assurance services and advisory services in relation to the strategic review of Vector's gas transmission and non-Auckland gas distribution businesses. Subject to certain restrictions, partners and employees of our firm may also deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group. These matters have not impaired our independence as auditors of the Group. The firm has no other relationship with, or interest in, the Group.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these interim financial statements of the Group do not present fairly, in all material respects, the financial position of the Group as at 31 December 2015, and of its financial performance and its cash flows for the six months ended on that date, in accordance with NZ IAS 34 *Interim Financial Reporting*.

A stylized, handwritten signature of the KPMG firm, written in dark ink.

26 February 2016
KPMG

GROUP INTERIM PROFIT OR LOSS

(UNAUDITED)

| | NOTE | 31 DEC 2015 6 MONTHS \$'000 | 31 DEC 2014 6 MONTHS \$'000 | 30 JUN 2015 12 MONTHS \$'000 |
|--|------|-----------------------------------|-----------------------------------|------------------------------------|
| Continuing operations: | | | | |
| Revenue | | 590,601 | 618,899 | 1,153,410 |
| Operating expenses | 3 | (315,134) | (352,919) | (658,690) |
| Depreciation and amortisation | | (97,035) | (87,967) | (178,981) |
| Interest costs (net) | | (89,985) | (90,142) | (180,801) |
| Fair value change on financial instruments | | 2,387 | (4,937) | (11,014) |
| Associates (share of net profit/(loss)) | | 432 | 3 | 812 |
| Profit/(loss) before income tax | | 91,266 | 82,937 | 124,736 |
| Tax benefit/(expense) | | (26,142) | (23,996) | (36,397) |
| Net profit/(loss) for the period from continuing operations | | 65,124 | 58,941 | 88,339 |
| Net profit/(loss) for the period from discontinued operations (net of tax) | 4 | 34,977 | 28,331 | 61,054 |
| Net profit/(loss) for the period | | 100,101 | 87,272 | 149,393 |
| Net profit/(loss) for the period attributable to | | | | |
| Non-controlling interests | | 1,455 | 1,629 | 3,285 |
| Owners of the parent – continuing operations | | 63,669 | 57,312 | 85,054 |
| Owners of the parent – discontinued operations | | 34,977 | 28,331 | 61,054 |
| Basic and diluted earnings per share (cents) | | | | |
| Continuing operations | 7 | 6.4 | 5.8 | 8.5 |
| Discontinued operations | 7 | 3.5 | 2.8 | 6.1 |
| Total | | 9.9 | 8.6 | 14.6 |

GROUP INTERIM OTHER COMPREHENSIVE INCOME

(UNAUDITED)

| | 31 DEC 2015 6 MONTHS \$'000 | 31 DEC 2014 6 MONTHS \$'000 | 30 JUN 2015 12 MONTHS \$'000 |
|--|-----------------------------------|-----------------------------------|------------------------------------|
| Net profit/(loss) for the period | 100,101 | 87,272 | 149,393 |
| Other comprehensive income net of tax | | | |
| Items that may be re-classified subsequently to profit/(loss): | | | |
| Net change in fair value of hedge reserves | 5,182 | (5,140) | (9,499) |
| Share of other comprehensive income of associates | - | - | (418) |
| Translation of foreign operations | (19) | 65 | 25 |
| Other comprehensive income for the period net of tax | 5,163 | (5,075) | (9,892) |
| Total comprehensive income for the period net of tax | 105,264 | 82,197 | 139,501 |
| Total comprehensive income for the period attributable to | | | |
| Non-controlling interests | 1,455 | 1,629 | 3,285 |
| Owners of the parent – continuing operations | 68,832 | 52,237 | 75,162 |
| Owners of the parent – discontinued operations | 34,977 | 28,331 | 61,054 |

GROUP INTERIM BALANCE SHEET

(UNAUDITED)

| | NOTE | 31 DEC 2015 \$'000 | 31 DEC 2014 \$'000 | 30 JUN 2015 \$'000 |
|---|------|-----------------------|-----------------------|-----------------------|
| CURRENT ASSETS | | | | |
| Cash and cash equivalents | | 5,981 | 8,062 | 8,222 |
| Trade and other receivables | | 178,525 | 190,588 | 195,812 |
| Derivatives | 6 | - | 148 | 186 |
| Inventories | | 3,514 | 4,777 | 5,130 |
| Income tax | | 2,769 | - | 22,731 |
| Disposal group held for sale | 4 | 910,295 | - | - |
| Total current assets | | 1,101,084 | 203,575 | 232,081 |
| NON-CURRENT ASSETS | | | | |
| Receivables | | - | 1,710 | 1,783 |
| Derivatives | 6 | 98,650 | 18,758 | 104,959 |
| Investments in associates | | 11,907 | 11,084 | 11,475 |
| Intangible assets | 5 | 1,337,415 | 1,636,476 | 1,642,783 |
| Property, plant and equipment (PPE) | 5 | 3,584,866 | 4,065,895 | 4,129,876 |
| Deferred tax | | 76 | - | - |
| Total non-current assets | | 5,032,914 | 5,733,923 | 5,890,876 |
| Total assets | | 6,133,998 | 5,937,498 | 6,122,957 |
| CURRENT LIABILITIES | | | | |
| Trade and other payables | | 225,913 | 216,856 | 246,666 |
| Provisions | | 25,634 | 7,760 | 26,325 |
| Borrowings | 6 | 170,500 | 299,642 | 249,903 |
| Derivatives | 6 | 1,109 | 14,549 | 6,557 |
| Income tax | | 310 | 4,009 | 1,038 |
| Disposal group held for sale | 4 | 139,022 | - | - |
| Total current liabilities | | 562,488 | 542,816 | 530,489 |
| NON-CURRENT LIABILITIES | | | | |
| Payables | | 17,224 | 19,067 | 17,725 |
| Provisions | | 15,153 | 22,133 | 14,160 |
| Borrowings | 6 | 2,631,467 | 2,314,526 | 2,585,667 |
| Derivatives | 6 | 131,993 | 164,562 | 113,915 |
| Deferred tax | | 452,611 | 556,782 | 562,369 |
| Total non-current liabilities | | 3,248,448 | 3,077,070 | 3,293,836 |
| Total liabilities | | 3,810,936 | 3,619,886 | 3,824,325 |
| EQUITY | | | | |
| Equity attributable to owners of the parent | | 2,306,977 | 2,301,855 | 2,282,810 |
| Non-controlling interests | | 16,085 | 15,757 | 15,822 |
| Total equity | | 2,323,062 | 2,317,612 | 2,298,632 |
| Total equity and liabilities | | 6,133,998 | 5,937,498 | 6,122,957 |

| | NOTE | 31 DEC 2015 | 31 DEC 2014 | 30 JUN 2015 |
|--|------|-------------|-------------|-------------|
| Net tangible assets per share (cents) | 7 | 97.4 | 66.8 | 64.3 |
| Net debt to net debt plus equity ratio | 7 | 53.4% | 52.9% | 53.6% |

GROUP INTERIM CASH FLOWS

(UNAUDITED)

| | NOTE | 31 DEC 2015 6 MONTHS \$000 | 31 DEC 2014 6 MONTHS \$000 | 30 JUN 2015 12 MONTHS \$000 |
|---|------|----------------------------------|----------------------------------|-----------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Receipts from customers | | 684,140 | 684,564 | 1,294,361 |
| Interest received | | 221 | 649 | 1,311 |
| Dividends received from associate | 9 | - | 400 | 400 |
| Payments to suppliers and employees | | (340,746) | (375,377) | (681,502) |
| Interest paid | | (92,104) | (91,759) | (185,384) |
| Income tax paid | | (2,680) | (15,191) | (59,994) |
| Net cash flows from/(used in) operating activities | 8 | 248,831 | 203,286 | 369,192 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Proceeds from sale of PPE, and software intangibles | | 103 | 201 | 383 |
| Purchase and construction of PPE and software intangibles | | (163,121) | (159,528) | (311,823) |
| Proceeds from liquidation of associate | | - | 7 | 7 |
| Acquisition of businesses | | - | (20,000) | (19,906) |
| Other investing cash flows | | (750) | (750) | (750) |
| Net cash flows from/(used in) investing activities | | (163,768) | (180,070) | (332,089) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds from borrowings | | 250,000 | 207,000 | 320,000 |
| Repayment of borrowings | | (256,000) | (150,000) | (200,000) |
| Dividends paid | | (80,852) | (79,158) | (155,430) |
| Other financing cash flows | | (452) | (1,280) | (1,735) |
| Net cash flows from/(used in) financing activities | | (87,304) | (23,438) | (37,165) |
| Net increase/(decrease) in cash and cash equivalents | | (2,241) | (222) | (62) |
| Cash and cash equivalents at beginning of the period | | 8,222 | 8,284 | 8,284 |
| Cash and cash equivalents at end of the period | | 5,981 | 8,062 | 8,222 |
| Cash and cash equivalents comprise | | | | |
| Bank balances and on-call deposits | | 1,110 | 3,540 | 3,653 |
| Short term deposits maturing within three months | | 4,871 | 4,522 | 4,569 |
| | | 5,981 | 8,062 | 8,222 |

GROUP INTERIM CHANGES IN EQUITY

(UNAUDITED)

| | ISSUED SHARE CAPITAL \$000 | TREASURY SHARES \$000 | HEDGE RESERVES \$000 | OTHER RESERVES \$000 | RETAINED EARNINGS \$000 | NON- CONTROLLING INTERESTS \$000 | TOTAL EQUITY \$000 |
|---|-------------------------------------|-----------------------------|----------------------------|----------------------------|-------------------------------|---|--------------------------|
| Balance at 1 July 2014 | 874,979 | (9,293) | (70,586) | (820) | 1,497,392 | 16,115 | 2,307,787 |
| Impact of adopting NZ IFRS 9 (2013) at 1 July 2014 | - | - | 6,492 | - | 284 | - | 6,776 |
| Restated balance at 1 July 2014 | 874,979 | (9,293) | (64,094) | (820) | 1,497,676 | 16,115 | 2,314,563 |
| Net profit/(loss) for the period | - | - | - | - | 85,643 | 1,629 | 87,272 |
| Other comprehensive income | - | - | (5,140) | 65 | - | - | (5,075) |
| Total comprehensive income | - | - | (5,140) | 65 | 85,643 | 1,629 | 82,197 |
| Dividends | - | - | - | - | (77,171) | (1,987) | (79,158) |
| Employee share purchase scheme transactions | - | 13 | - | (3) | - | - | 10 |
| Total transactions with owners | - | 13 | - | (3) | (77,171) | (1,987) | (79,148) |
| Balance at 31 December 2014 | 874,979 | (9,280) | (69,234) | (758) | 1,506,148 | 15,757 | 2,317,612 |
| Net profit/(loss) for the period | - | - | - | - | 60,465 | 1,656 | 62,121 |
| Other comprehensive income | - | - | (4,359) | (458) | - | - | (4,817) |
| Total comprehensive income | - | - | (4,359) | (458) | 60,465 | 1,656 | 57,304 |
| Dividends | - | - | - | - | (74,681) | (1,591) | (76,272) |
| Employee share purchase scheme transactions | - | 2 | - | (14) | - | - | (12) |
| Total transactions with owners | - | 2 | - | (14) | (74,681) | (1,591) | (76,284) |
| Balance at 30 June 2015 | 874,979 | (9,278) | (73,593) | (1,230) | 1,491,932 | 15,822 | 2,298,632 |
| Net profit/(loss) for the period | - | - | - | - | 98,646 | 1,455 | 100,101 |
| Other comprehensive income | - | - | 5,182 | (19) | - | - | 5,163 |
| Total comprehensive income | - | - | 5,182 | (19) | 98,646 | 1,455 | 105,264 |
| Dividends | - | - | - | - | (79,660) | (1,192) | (80,852) |
| Employee share purchase scheme transactions | - | 25 | - | (7) | - | - | 18 |
| Total transactions with owners | - | 25 | - | (7) | (79,660) | (1,192) | (80,834) |
| Balance at 31 December 2015 | 874,979 | (9,253) | (68,411) | (1,256) | 1,510,918 | 16,085 | 2,323,062 |

1. COMPANY INFORMATION

| | |
|------------------|--|
| Reporting entity | <p>Vector Limited is a company incorporated and domiciled in New Zealand, registered under the Companies Act 1993 and listed on the New Zealand Stock Exchange (NZX). The company is an FMC entity for the purposes of the Financial Reporting Act 2013 and the Financial Markets Conduct Act 2013. Vector's condensed interim financial statements (the interim financial statements) comply with these Acts.</p> <p>The interim financial statements presented are for Vector Limited Group ("Vector" or "the group") as at, and for the six months ended 31 December 2015. The group comprises Vector Limited, its subsidiaries, and its investments in associates and joint arrangements.</p> <p>Vector Limited is a 75.1% owned subsidiary of the Auckland Energy Consumer Trust (AECT) which is the ultimate parent entity for the group.</p> <p>The primary operations of the group are electricity distribution, gas transportation, natural gas and LPG sales, gas processing, metering and telecommunications.</p> |
|------------------|--|

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

| | |
|---------------------------------|--|
| Basis of preparation | <p>The interim financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (NZ GAAP) as applicable to interim financial statements, and as appropriate to profit oriented entities. They comply with NZ IAS 34 <i>Interim Financial Reporting</i>.</p> <p>These interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the group financial statements and related notes included in Vector's 2015 Annual Report. The interim financial statements for the six months ended 31 December 2015 and 31 December 2014 are unaudited.</p> <p>All financial information has been rounded to the nearest thousand, unless otherwise stated.</p> |
| Seasonality | <p>Vector's electricity and gas businesses are affected by the seasonal demand for energy, which generally increases during periods of colder weather. Accordingly financial results for the first half of the financial year reported in the interim financial statements are expected to be more profitable than those of the second half of the year.</p> |
| Significant accounting policies | <p>The accounting policies set out in Vector's 2015 Annual Report have been applied consistently to all periods presented in these interim financial statements. In addition, due to its significant impact on the amounts recognised in the interim financial statements, an accounting policy on discontinued operations has been included in Note 4 Discontinued Operations Held for Sale.</p> |

3. SEGMENT INFORMATION

Segments

Vector reports on four operating segments in accordance with NZ IFRS 8 *Operating Segments* ("NZ IFRS 8"). Other than the name change for the Gas Trading segment (previously known as Gas Wholesale), the segments and related policies are unchanged from those reported in Vector's 2015 Annual Report. The segments are:

| | |
|---------------------------|--|
| Electricity | Electricity distribution services. |
| Gas Transportation | Gas transmission and distribution services. |
| Gas Trading | Natural gas and LPG sales, storage and processing, and cogeneration. |
| Technology | Metering services, telecommunications and new energy solutions. |

The Gas Transportation segment result includes the discontinued operations disclosed in Note 4. As at 31 December 2015, these operations still meet the definition of an operating segment under NZ IFRS 8.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

3. SEGMENT INFORMATION (CONTINUED)

| 31 DEC 2015 6 MONTHS | ELECTRICITY \$000 | GAS TRANS- PORTATION \$000 | GAS TRADING \$000 | TECHNOLOGY \$000 | INTER- SEGMENT \$000 | TOTAL \$000 |
|---------------------------------------|----------------------|----------------------------------|-------------------------|---------------------|----------------------------|------------------|
| External revenue: | | | | | | |
| Sales | 324,086 | 82,013 | 150,732 | 82,145 | - | 638,976 |
| Third party contributions | 19,182 | 4,304 | - | 334 | - | 23,820 |
| Intersegment revenue | 1,032 | 17,097 | 619 | 6,002 | (24,750) | - |
| Segment revenue | 344,300 | 103,414 | 151,351 | 88,481 | (24,750) | 662,796 |
| External expenses: | | | | | | |
| Electricity transmission expenses | (104,165) | - | - | - | - | (104,165) |
| Gas purchases and production expenses | - | - | (80,286) | - | - | (80,286) |
| Asset maintenance expenses | (21,857) | (8,901) | (10,399) | (6,260) | - | (47,417) |
| Employee benefit expenses | (7,047) | (1,925) | (7,160) | (8,098) | - | (24,230) |
| Other operating expenses | (13,118) | (12,520) | (10,472) | (15,767) | - | (51,877) |
| Intersegment expenses | (5,211) | (668) | (17,839) | (1,032) | 24,750 | - |
| Segment operating expenses | (151,398) | (24,014) | (126,156) | (31,157) | 24,750 | (307,975) |
| Segment EBITDA | 192,902 | 79,400 | 25,195 | 57,324 | - | 354,821 |
| Depreciation and amortisation | (46,581) | (10,297) | (7,122) | (32,159) | - | (96,159) |
| Segment profit | 146,321 | 69,103 | 18,073 | 25,165 | - | 258,662 |
| Segment capital expenditure | 68,851 | 22,719 | 4,798 | 50,019 | - | 146,387 |

The Gas Transportation segment includes the discontinued operations disclosed in Note 4.

Reconciliation of segment revenue, segment profit and segment capital expenditure to revenue, profit/(loss) before income tax and discontinued operations, and capital expenditure reported in the interim financial statements:

| 31 DEC 2015 6 MONTHS | REVENUE \$000 | PROFIT/ (LOSS) BEFORE INCOME TAX \$000 | CAPITAL EXPENDITURE \$000 |
|---|------------------|---|---------------------------------|
| Reported in segment information | 662,796 | 258,662 | 146,387 |
| Elimination of discontinued operations | (72,448) | (48,390) | - |
| Amounts not allocated to segments (corporate activities): | | | |
| Revenue | 253 | 253 | - |
| Employee benefit expenses | - | (13,091) | - |
| Other operating expenses | - | (12,268) | - |
| Depreciation and amortisation | - | (6,734) | - |
| Interest costs (net) | - | (89,985) | - |
| Fair value change on financial instruments | - | 2,387 | - |
| Associates (share of net profit/(loss)) | - | 432 | - |
| Capital expenditure | - | - | 5,655 |
| Reported in the interim financial statements | 590,601 | 91,266 | 152,042 |

3. SEGMENT INFORMATION (CONTINUED)

| 31 DEC 2014 6 MONTHS | ELECTRICITY \$000 | GAS TRANS- PORTATION \$000 | GAS TRADING \$000 | TECHNOLOGY \$000 | INTER- SEGMENT \$000 | TOTAL \$000 |
|---------------------------------------|----------------------|----------------------------------|-------------------------|---------------------|----------------------------|------------------|
| External revenue: | | | | | | |
| Sales | 332,434 | 77,742 | 182,189 | 68,929 | - | 661,294 |
| Third party contributions | 17,468 | 6,090 | - | 1,958 | - | 25,516 |
| Intersegment revenue | 866 | 12,245 | 3,722 | 5,138 | (21,971) | - |
| Segment revenue | 350,768 | 96,077 | 185,911 | 76,025 | (21,971) | 686,810 |
| External expenses: | | | | | | |
| Electricity transmission expenses | (110,697) | - | - | - | - | (110,697) |
| Gas purchases and production expenses | - | - | (118,294) | - | - | (118,294) |
| Asset maintenance expenses | (26,025) | (9,834) | (12,155) | (3,311) | - | (51,325) |
| Employee benefit expenses | (8,442) | (1,661) | (6,587) | (6,847) | - | (23,537) |
| Other operating expenses | (12,862) | (11,248) | (6,662) | (13,311) | - | (44,083) |
| Intersegment expenses | (4,451) | (3,738) | (12,916) | (866) | 21,971 | - |
| Segment operating expenses | (162,477) | (26,481) | (156,614) | (24,335) | 21,971 | (347,936) |
| Segment EBITDA | 188,291 | 69,596 | 29,297 | 51,690 | - | 338,874 |
| Depreciation and amortisation | (41,701) | (12,059) | (7,674) | (27,566) | - | (89,000) |
| Segment profit | 146,590 | 57,537 | 21,623 | 24,124 | - | 249,874 |
| Segment capital expenditure | 71,981 | 22,940 | 4,565 | 47,842 | - | 147,328 |

The Gas Transportation segment includes the discontinued operations disclosed in Note 4.

Reconciliation of segment revenue, segment profit and segment capital expenditure to revenue, profit/(loss) before income tax and discontinued operations, and capital expenditure reported in the interim financial statements:

| 31 DEC 2014 6 MONTHS | REVENUE \$000 | PROFIT/ (LOSS) BEFORE INCOME TAX \$000 | CAPITAL EXPENDITURE \$000 |
|---|------------------|---|---------------------------------|
| Reported in segment information | 686,810 | 249,874 | 147,328 |
| Elimination of discontinued operations | (68,167) | (39,492) | - |
| Amounts not allocated to segments (corporate activities): | | | |
| Revenue | 256 | 256 | - |
| Employee benefit expenses | - | (13,334) | - |
| Other operating expenses | - | (12,382) | - |
| Depreciation and amortisation | - | (6,909) | - |
| Interest costs (net) | - | (90,142) | - |
| Fair value change on financial instruments | - | (4,937) | - |
| Associates (share of net profit/(loss)) | - | 3 | - |
| Capital expenditure | - | - | 6,239 |
| Reported in the interim financial statements | 618,899 | 82,937 | 153,567 |

NOTES TO THE INTERIM FINANCIAL STATEMENTS

3. SEGMENT INFORMATION (CONTINUED)

| 30 JUN 2015 12 MONTHS | ELECTRICITY \$000 | GAS TRANS- PORTATION \$000 | GAS TRADING \$000 | TECHNOLOGY \$000 | INTER- SEGMENT \$000 | TOTAL \$000 |
|---------------------------------------|----------------------|----------------------------------|-------------------------|---------------------|----------------------------|------------------|
| External revenue: | | | | | | |
| Sales | 632,181 | 152,005 | 307,344 | 145,514 | - | 1,237,044 |
| Third party contributions | 36,878 | 16,989 | - | 2,655 | - | 56,522 |
| Intersegment revenue | 1,728 | 24,463 | 6,823 | 10,201 | (43,215) | - |
| Segment revenue | 670,787 | 193,457 | 314,167 | 158,370 | (43,215) | 1,293,566 |
| External expenses: | | | | | | |
| Electricity transmission expenses | (217,039) | - | - | - | - | (217,039) |
| Gas purchases and production expenses | - | - | (185,284) | - | - | (185,284) |
| Asset maintenance expenses | (46,822) | (18,611) | (22,480) | (7,285) | - | (95,198) |
| Employee benefit expenses | (18,081) | (3,602) | (13,032) | (13,511) | - | (48,226) |
| Other operating expenses | (31,262) | (21,148) | (20,636) | (27,706) | - | (100,752) |
| Intersegment expenses | (8,767) | (6,911) | (25,809) | (1,728) | 43,215 | - |
| Segment operating expenses | (321,971) | (50,272) | (267,241) | (50,230) | 43,215 | (646,499) |
| Segment EBITDA | 348,816 | 143,185 | 46,926 | 108,140 | - | 647,067 |
| Depreciation and amortisation | (84,586) | (24,439) | (14,329) | (56,894) | - | (180,248) |
| Segment profit | 264,230 | 118,746 | 32,597 | 51,246 | - | 466,819 |
| Segment capital expenditure | 154,435 | 51,744 | 14,895 | 86,736 | - | 307,810 |

The Gas Transportation segment includes the discontinued operations disclosed in Note 4.

Reconciliation of segment revenue, segment profit and segment capital expenditure to revenue, profit/(loss) before income tax and discontinued operations, and capital expenditure reported in the interim financial statements:

| 30 JUN 2015 12 MONTHS | REVENUE \$000 | PROFIT/ (LOSS) BEFORE INCOME TAX \$000 | CAPITAL EXPENDITURE \$000 |
|---|------------------|---|---------------------------------|
| Reported in segment information | 1,293,566 | 466,819 | 307,810 |
| Elimination of discontinued operations | (140,606) | (85,993) | - |
| Amounts not allocated to segments (corporate activities): | | | |
| Revenue | 450 | 450 | - |
| Employee benefit expenses | - | (26,234) | - |
| Other operating expenses | - | (24,398) | - |
| Depreciation and amortisation | - | (14,905) | - |
| Interest costs (net) | - | (180,801) | - |
| Fair value change on financial instruments | - | (11,014) | - |
| Associates (share of net profit/(loss)) | - | 812 | - |
| Capital expenditure | - | - | 15,468 |
| Reported in the interim financial statements | 1,153,410 | 124,736 | 323,278 |

4. DISCONTINUED OPERATIONS HELD FOR SALE

In November 2015, Vector announced an agreement for the sale of 100% of the shares in its subsidiary Vector Gas Limited ("Vector Gas") to First State Funds. Vector Gas owns the gas transmission and non-Auckland gas distribution businesses. The sale was approved at a special meeting of shareholders in December 2015 and is conditional only on approval under the Overseas Investment Act 2005. Vector is targeting completion by 31 March 2016.

The gas transmission and non-Auckland gas distribution businesses owned by Vector Gas form part of the Gas Transportation segment. Vector Gas has been classified as held for sale from November 2015 and its assets and liabilities are presented in the interim financial statements as a disposal group held for sale. Depreciation and amortisation on the assets of Vector Gas ceased from November 2015 due to the held for sale classification.

The disposal group is presented in the interim financial statements as discontinued operations. The comparative statements of profit or loss have been restated to show the discontinued operations separately from continuing operations. While Vector intends to apply the sale proceeds to the repayment of group debt as it matures, Vector Gas holds no debt itself and so the results presented for the discontinued operations do not include any finance costs.

Results of discontinued operations

| | 31 DEC 2015 6 MONTHS \$000 | 31 DEC 2014 6 MONTHS \$000 | 30 JUN 2015 12 MONTHS \$000 |
|--|----------------------------------|----------------------------------|-----------------------------------|
| Revenue | 72,448 | 68,167 | 140,606 |
| Operating expenses | (18,200) | (20,733) | (38,441) |
| Depreciation and amortisation | (5,858) | (7,942) | (16,172) |
| Profit/(loss) before income tax | 48,390 | 39,492 | 85,993 |
| Tax benefit/(expense) | (13,413) | (11,161) | (24,939) |
| Net profit/(loss) for the period attributable to owners of the parent | 34,977 | 28,331 | 61,054 |

Cash flows from discontinued operations

| | 31 DEC 2015 6 MONTHS \$000 | 31 DEC 2014 6 MONTHS \$000 | 30 JUN 2015 12 MONTHS \$000 |
|--|----------------------------------|----------------------------------|-----------------------------------|
| Net cash flows from/(used in) operating activities | 42,073 | 43,716 | 71,214 |
| Net cash flows from/(used in) investing activities | (15,863) | (12,828) | (28,056) |
| Net cash inflow/(outflow) | 26,210 | 30,888 | 43,158 |

NOTES TO THE INTERIM FINANCIAL STATEMENTS

4. DISCONTINUED OPERATIONS HELD FOR SALE (CONTINUED)

| Disposal group held for sale | 31 DEC 2015 \$000 |
|--|----------------------|
| Assets | |
| Trade and other receivables | 14,748 |
| Inventories | 1,571 |
| Intangible assets (including goodwill) | 300,773 |
| Property, plant & equipment | 593,203 |
| | 910,295 |
| Liabilities | |
| Trade and other payables | 9,128 |
| Provisions | 228 |
| Income tax | 10,813 |
| Deferred tax | 118,853 |
| | 139,022 |

Policies

Vector classifies a disposal group as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The disposal group is measured at the lower of carrying amount and fair value less costs to sell.

Where a disposal group held for sale meets the following parameters it is also reported as a discontinued operation(s):

- It is a component of the group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group
- It represents a separate major line of business or geographical area of operations.

5. PPE AND SOFTWARE INTANGIBLES

| | 31 DEC 2015 6 MONTHS \$000 | 31 DEC 2014 6 MONTHS \$000 | 30 JUN 2015 12 MONTHS \$000 |
|---|----------------------------------|----------------------------------|-----------------------------------|
| Key movements during the period | | | |
| Capital expenditure | 152,042 | 153,567 | 323,278 |
| Disposals | 3,016 | 2,741 | 5,346 |
| PPE transferred to disposal group held for sale | 593,203 | - | - |
| Intangibles transferred to disposal group held for sale | 1,950 | - | - |
| Capital commitments | | | |
| Capital commitments at end of period | 70,971 | 63,239 | 56,445 |

6. BORROWINGS AND DERIVATIVES

| | NET DERIVATIVES \$000 | BORROWINGS \$000 |
|---|-----------------------------|---------------------|
| Balance at 30 June 2015 | 15,327 | 2,835,570 |
| Fair value movements: | | |
| Foreign exchange rates | 27,018 | (27,018) |
| Interest rates and other fair value changes | (7,893) | (1,693) |
| Drawdown | - | 250,000 |
| Repayment | - | (256,000) |
| Amortised costs | - | 1,108 |
| Balance at 31 December 2015 | 34,452 | 2,801,967 |
| Fair value at 31 December 2015 | 34,452 | 2,754,411 |

Bank facilities draw down On 27 October 2015, NZD 250 million bank facilities, with a two-year term were drawn down. The proceeds were used to repay the NZD 250 million floating rate notes which matured on 27 October 2015.

7. EQUITY

7.1 Transactions with owners

Dividends

Vector Limited's final dividend for the year ended 30 June 2015 of 8.00 cents per share was paid on 21 September 2015, with a supplementary dividend of \$0.5 million (equating to 1.41 cents per non-resident share).

Shares

At the end of the period, 114,851 treasury shares were allocated to the employee share purchase scheme (31 December 2014: 127,480, 30 June 2015: 126,601).

NOTES TO THE INTERIM FINANCIAL STATEMENTS

7. EQUITY (CONTINUED)

7.2 Financial ratios

| | 31 DEC 2015 6 MONTHS \$'000 | 31 DEC 2014 6 MONTHS \$'000 | 30 JUN 2015 12 MONTHS \$'000 |
|---|-----------------------------------|-----------------------------------|------------------------------------|
| Earnings per share | | | |
| Net profit from continuing operations attributable to owners of the parent | 63,669 | 57,312 | 85,054 |
| Net profit from discontinued operations attributable to owners of the parent | 34,977 | 28,331 | 61,054 |
| Net profit attributable to owners of the parent | 98,646 | 85,643 | 146,108 |
| Weighted average ordinary shares outstanding during the period (number of shares) | 995,636,306 | 995,631,430 | 995,629,796 |
| Earnings per share from continuing operations | 6.4 cents | 5.8 cents | 8.5 cents |
| Earnings per share from discontinued operations | 3.5 cents | 2.8 cents | 6.1 cents |
| Total earnings per share | 9.9 cents | 8.6 cents | 14.6 cents |
| | | | |
| | 31 DEC 2015 \$'000 | 31 DEC 2014 \$'000 | 30 JUN 2015 \$'000 |
| Net tangible assets per share | | | |
| Net assets attributable to owners of the parent | 2,306,977 | 2,301,855 | 2,282,810 |
| Less total intangible assets | (1,337,415) | (1,636,476) | (1,642,783) |
| Total net tangible assets | 969,562 | 665,379 | 640,027 |
| Ordinary shares outstanding (number of shares) | 995,640,226 | 995,627,597 | 995,628,476 |
| | 97.4 cents | 66.8 cents | 64.3 cents |
| Economic net debt to economic net debt plus adjusted equity ratio | | | |
| Face value of borrowings | 2,747,279 | 2,690,279 | 2,753,279 |
| Less cash and cash equivalents | (5,981) | (8,062) | (8,222) |
| Economic net debt | 2,741,298 | 2,682,217 | 2,745,057 |
| Total equity | 2,323,062 | 2,317,612 | 2,298,632 |
| Adjusted for hedge reserves | 68,411 | 69,234 | 73,593 |
| Adjusted equity | 2,391,473 | 2,386,846 | 2,372,225 |
| Economic net debt plus adjusted equity | 5,132,771 | 5,069,063 | 5,117,282 |
| | 53.4% | 52.9% | 53.6% |

Net tangible assets per share has increased as a result of the derecognition of goodwill associated with the held-for-sale businesses owned by Vector Gas.

8. CASH FLOWS

| | 31 DEC 2015 6 MONTHS \$'000 | 31 DEC 2014 6 MONTHS \$'000 | 30 JUN 2015 12 MONTHS \$'000 |
|--|-----------------------------------|-----------------------------------|------------------------------------|
| Reconciliation of net profit/(loss) to net cash flows from/(used in) operating activities | | | |
| Net profit/(loss) for the period | 100,101 | 87,272 | 149,393 |
| Items classified as investing activities | | | |
| Net loss/(gain) on disposal of PPE and software intangibles | 2,730 | 2,061 | 5,123 |
| Non-cash items | | | |
| Depreciation and amortisation | 102,893 | 95,909 | 195,153 |
| Non-cash portion of interest costs (net) | (574) | (1,553) | (2,952) |
| Fair value change on financial instruments | (2,387) | 4,937 | 11,014 |
| Associates (share of net (profit)/loss) | (432) | (3) | (812) |
| Increase/(decrease) in deferred tax | 7,005 | 5,594 | 12,484 |
| Increase/(decrease) in provisions | 531 | 2,711 | 13,303 |
| | 107,036 | 107,595 | 228,190 |
| Cash items not impacting net profit/(loss) | | | |
| Dividends received from associate | - | 400 | 400 |
| Changes in assets and liabilities | | | |
| Trade and other payables | 11,854 | 11,298 | 20,196 |
| Inventories | 45 | (428) | (780) |
| Trade and other receivables | (2,805) | (19,187) | (22,191) |
| Income tax | 29,870 | 14,275 | (11,139) |
| | 38,964 | 5,958 | (13,914) |
| Net cash flows from/(used in) operating activities | 248,831 | 203,286 | 369,192 |

NOTES TO THE INTERIM FINANCIAL STATEMENTS

9. RELATED PARTY TRANSACTIONS

| | |
|--------------------------------------|---|
| Majority shareholder dividend | Vector Limited has paid its majority shareholder the AECT, dividends of \$60.1 million during the period (six months ended December 2014: \$58.2 million, 12 months ended 30 June 2015: \$114.5 million). |
| Associate dividend | During the period, no dividends were received from Tree Scape Limited which is an associate of the group (six months ended 31 December 2014: \$0.4 million, 12 months ended 30 June 2015: \$0.4 million). |
| Outstanding balances | At 31 December 2015, there are no material outstanding balances due to or from related parties of the group. |

10. CONTINGENT LIABILITIES

| | |
|--------------------|--|
| Disclosures | <p>The directors are aware of claims that have been made against entities of the group and, where appropriate, have recognised provisions for these within the financial statements.</p> <p>No material contingent liabilities have been identified.</p> |
|--------------------|--|

11. EVENTS AFTER THE END OF THE PERIOD

| | |
|--------------------------------------|--|
| Financial statements approval | The interim financial statements were approved by the board of directors on 26 February 2016. |
| Interim dividend | <p>On 26 February 2016, the board declared an interim dividend for the year ended 30 June 2016 of 7.75 cents per share.</p> <p>No adjustment is required to these interim financial statements in respect of this event.</p> |

BOARD OF DIRECTORS AND MANAGEMENT TEAM

BOARD OF DIRECTORS

Michael Stiassny Chairman
Peter Bird
James Carmichael
Hugh Fletcher
Jonathan Mason
Dame Alison Paterson
Karen Sherry
Bob Thomson

MANAGEMENT TEAM

Simon Mackenzie Group Chief Executive
Andre Botha Chief Networks Officer
Kate Beddoe Chief Risk Officer
Brian Ryan Group General Manager Development
Dan Molloy Chief Financial Officer
David Thomas Group General Manager Gas Trading and Metering

ASSOCIATES AND JOINT VENTURES

| | PRINCIPAL ACTIVITY | PERCENTAGE HELD | | |
|--|-----------------------|-----------------|-------------|-------------|
| | | 31 DEC 2015 | 31 DEC 2014 | 30 JUN 2015 |
| Associates | | | | |
| Tree Scape Limited | Vegetation management | 50% | 50% | 50% |
| NZ Windfarms Limited | Power generation | 22% | 22% | 22% |
| Joint Venture | | | | |
| Kapuni Energy Joint Venture (unincorporated) | Cogeneration | 50% | 50% | 50% |

FINANCIAL CALENDAR 2016

2016

| | |
|------------------------------------|-----------|
| Interim dividend paid | 14 April |
| 3rd quarter operational statistics | April |
| 4th quarter operational statistics | July |
| Full year result and annual report | August |
| Final dividend* | September |
| Annual general meeting | September |

* Dividends are subject to board determination

DIRECTORY

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TO REPORT A FAULT

Electricity
Call 0508 VECTOR (0508 832 867)

Gas
Call 0800 764 764

SEE OUR OUTAGE CENTRE
(WWW.VECTOR.CO.NZ) FOR MORE
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OUTAGES, HOW TO BE PREPARED FOR
AN OUTAGE. YOU CAN ALSO GET
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WITH OUR OUTAGE APP.



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