

MOODY'S

CREDIT OPINION

25 November 2022

Update



Send Your Feedback

RATINGS

Converse Bank CJSC

Domicile	Yerevan, Armenia
Long Term CRR	B1
Туре	LT Counterparty Risk Rating - Fgn Curr
Outlook	Not Assigned
Long Term Debt	Not Assigned
Long Term Deposit	B1
Туре	LT Bank Deposits - Fgn Curr
Outlook	Negative

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

Contacts

Petr Paklin +97.156.994.1304

VP-Senior Analyst
petr.paklin@moodys.com

Ilya Bakulin +7.495.228.6075 Associate Analyst ilya.bakulin@moodys.com

Louise Welin +46.8.5179.1280
VP-Sr Credit Officer
louise.welin@moodys.com

Henry MacNevin +44.20.7772.1635
Associate Managing Director
henry.macnevin@moodys.com

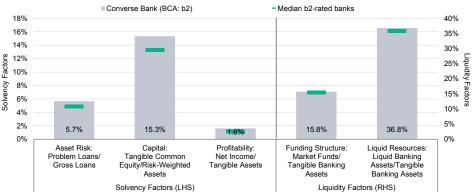
Converse Bank CJSC

Update to credit analysis

Summary

Converse Bank C.B.C's (Converse Bank) B1 deposit ratings are based on the bank's Baseline Credit Assessment (BCA) of b2; and a moderate probability of support from the Government of Armenia (Ba3 negative), which results in one notch of rating uplift. Converse Bank's BCA reflects its solid loss absorption capacity, underpinned by its good capital buffer and profitable performance; stable funding profile and ample liquidity; high exposure to foreign-currency loans; and modest loan loss reserve coverage of problem loans.

Exhibit 1
Rating Scorecard - Key financial ratios



Source: Moody's Investors Service

Credit strengths

- » Robust loss-absorption capacity, underpinned by solid capital buffers and profitability
- » Strong liquidity buffer and moderate reliance on market funds
- » Moderate probability of government support in case of need

Credit challenges

- » Low provision coverage of problem loans
- » High exposure to foreign-currency loans

Outlook

The negative outlook on Converse Bank's long-term deposit ratings is aligned with the negative outlook on the sovereign rating. The negative outlook on the Armenian government's debt rating indicates a lower ability to support the bank's b2 BCA in the event of a sovereign rating downgrade.

Factors that could lead to an upgrade

- » A rating upgrade is unlikely in the next 12-18 months given the negative rating outlook.
- » The outlook could be stabilised if the operating environment improves and Converse Bank maintains its sound financial performance.

Factors that could lead to a downgrade

- » A downgrade of the Government of Armenia's credit rating would exert a downward pressure on Converse Bank's ratings, in view of the weakening capacity of the government to support the bank.
- » Converse Bank's deposit and debt ratings could also be downgraded if the bank's solvency or liquidity were to deteriorate significantly beyond our current expectations amid further weakening of the operating conditions.

Key indicators

Exhibit 2
Converse Bank CJSC (Consolidated Financials) [1]

	06-222	12-21 ²	12-20 ²	12-19 ²	12-18 ²	CAGR/ Avg.3
Total Assets (AMD Million)	393,191.3	377,571.8	332,436.9	325,628.5	281,119.4	10.14
Total Assets (USD Million)	965.6	786.4	636.1	678.8	581.1	15.6 ⁴
Tangible Common Equity (AMD Million)	54,232.4	48,970.5	44,952.9	39,626.7	34,028.6	14.2 ⁴
Tangible Common Equity (USD Million)	133.2	102.0	86.0	82.6	70.3	20.04
Problem Loans / Gross Loans (%)	5.5	6.7	6.2	4.3	4.2	5.4 ⁵
Tangible Common Equity / Risk Weighted Assets (%)	15.3	14.2	13.6	13.1	11.8	13.6 ⁶
Problem Loans / (Tangible Common Equity + Loan Loss Reserve) (%)	20.2	28.2	27.5	22.2	22.0	24.0 ⁵
Net Interest Margin (%)	3.8	4.1	4.4	4.5	4.4	4.25
PPI / Average RWA (%)	4.3	2.4	3.0	2.8	2.8	3.1 ⁶
Net Income / Tangible Assets (%)	2.9	1.1	8.0	1.7	1.7	1.7 ⁵
Cost / Income Ratio (%)	44.6	57.9	50.6	55.0	55.5	52.7 ⁵
Market Funds / Tangible Banking Assets (%)	13.4	15.7	15.6	14.8	16.5	15.2 ⁵
Liquid Banking Assets / Tangible Banking Assets (%)	41.7	36.8	26.8	25.9	26.1	31.5 ⁵
Gross Loans / Due to Customers (%)	77.8	87.6	104.6	104.0	107.2	96.2 ⁵
MANUTE AND A STATE OF THE STATE						

^[1] All figures and ratios are adjusted using Moody's standard adjustments. [2] Basel I; IFRS. [3] May include rounding differences because of the scale of reported amounts. [4] Compound annual growth rate (%) based on the periods for the latest accounting regime. [5] Simple average of periods for the latest accounting regime. [6] Simple average of Basel I periods. Sources: Moody's Investors Service and company fillings

Profile

Converse Bank C.BC is a universal commercial bank that ranked seventh among 17 Armenian banks by assets as 30 June 2022, with a consolidated asset base of AMD393 billion (\$966 million). Headquartered in Yerevan, the bank operates through a network of 35 branches.

Converse Bank's ultimate beneficiary shareholder is an Argentine businessman, Eduardo Eurnekian, who is Armenian by origin. He owns the holding company Corporacion America Group, which includes a conglomerate of different companies that are active in the administration and operation of airports in Latin America and Europe, and also in the agriculture, energy and infrastructure sectors. Corporacion America Airports S.A. is listed on the New York Stock Exchange since 2018.

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

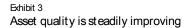
Detailed credit considerations

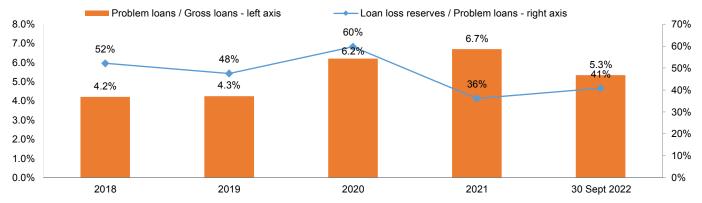
Improving asset quality amid ongoing economic growth

Converse Bank's problem loans (defined as Stage 3 lending) peaked at 7.7% of gross loans in Q12021, up from 3.6% before the pandemic in Q4 2019. More recently, loan book quality improved and problem loan (PL) ratio reduced to 5.3% as of September 2022, however loan loss reserve coverage remained below 50% as of the same date. We assign Asset Quality score of b3 which captures expected trends and downward adjustment for modest provisioning coverage and high exposure to foreign currency risk.

Converse Bank has a relatively diversified loan book. Retail loans (including consumer loans and mortgages) accounted for 54% of total loans as of 30 September 2022, while corporate loans (including small and medium-sized enterprise loans) accounted for the remaining 46%. The bank's net related-party exposure, a key credit consideration in the region, is not significant because most of the loans are collateralised by cash deposits.

Splash in problem loans in 2021 (see Exhibit 3), both in absolute and relative terms, was associated with lifting of forbearance measures applied during the pandemic and reclassification of a portion of restructured loans into nonperforming category. Converse Bank's problem loan ratio fell to 5.3% as of September 2022 from 6.7% as of year-end 2021 but remained still higher than the pre-pandemic level of around 4%. We expect the bank to continue to work out impaired loans and write off problem loans. We expect the bank's PL ratio to gradually decline to around 4%-5% by the end of 2023, supported by an ongoing economic growth, improved operating conditions for the borrowers along with resumed loan expansion.





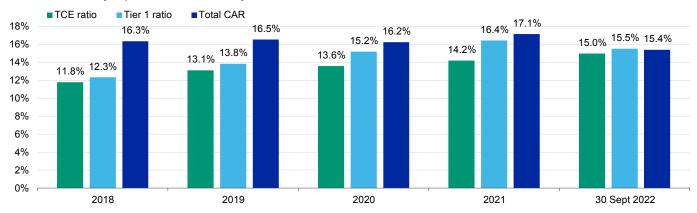
Sources: Moody's Investors Service and company filings

Converse Bank, as is the case with its domestic peers, has a large exposure to loans denominated in foreign currency, which are sensitive to exchange rate and capital flow fluctuations. About 60% of the bank's gross loans are denominated in foreign currency. The bank's problem loans coverage by loan loss reserves was modest at 41% as of 30 September 2022, way below the median of 86% for its global peers with a BCA of b2. At the same time, problem loans as a percentage of tangible common equity and loan loss reserves stood at a comfortable 18% as of 30 September 2022 (28% as of 31 December 2021).

Robust loss-absorption capacity, underpinned by solid capital buffers

Converse Bank's capital position is robust, with tangible common equity (TCE)/risk-weighted assets (RWA) ratio of 15.0% as of September 2022, the highest level seen since 2017 amid very high profitability posted over the first nine months of 2022. The bank's leverage is moderate, with shareholders' equity/total assets ratio of 13.3% as of September 2022. We expect Converse Bank's capital buffers to remain solid, although they can be vulnerable to unexpected losses in case of dramatic operating conditions' deterioration.

Exhibit 4
TCE ratio has steadily improved over the recent years



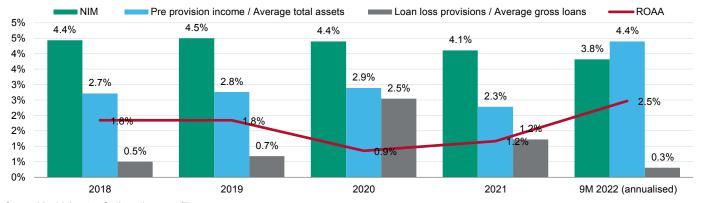
Sources: Moody's Investors Service and company filings

We expect that TCE ratio will somewhat decline from the current levels to about 13%-14% given likely dividend payouts and further expansion of the loan portfolio in the next 12-18 months. Together with other solvency risks, capital can be prone to the volatile market environment and constrain organic capital growth. In addition, in the event of a sustained depreciation of the local currency, Converse Bank's capital metrics would be strained, given the bank's large volume of loans denominated in dollars. These loans would translate into higher risk-weighted assets, straining the capital metrics. We assign Capital Score of ba3 in line with expected trends.

Historically stable profitability, with unprecedented foreign-exchange gains in 2022

For the first nine months of 2022, Converse Bank reported a net profit of AMD10 billion, up from AMD1.5 billion reported in the year-earlier period. The bank's annualised return on tangible assets was 2.5%, substantially higher than the median for b2 BCA banks. However, we do not expect such profitability to preserve in the future. In our central scenario the bank's return on tangible assets will normalise at 1.3%-1.4% in the next 12-18 months. We assign Profitability score of b2 in line with expected trends.

Exhibit 5
Good through-the-cycle profitability



Sources: Moody's Investors Service and company filings

Converse Bank's pre-provision income benefits from its stable net interest margin (NIM). Through the cycle, Converse Bank reported consistent results with the NIM remaining above or close to 4%, supporting the bank's net interest income.

For the first nine months of 2022, the bank's non-interest income benefited from material trading gains over AMD10.1 billion, or 2.3% of total assets, compared with AMD1.4 billion for the same period last year. The key drivers were high volatility of regional currencies as well as high interest rate environment in general. We expect that strong trading gains will preserve through the rest of 2022 owing to high interest rate environment (both for AMD and USD), still wide bid-ask spread in exchange rates as well as arbitrage opportunities between the foreign currency markets in Russia and Armenia. However, in 2023 we expect normalisation of trading gains in our central scenario.

The bank's net financial result has been subdued by larger-than-normal provisions for loan losses through 2020-2021 to cover pandemic-related credit losses. We expect credit costs to decrease to pre-pandemic low levels of around 1% in 2022-2023.

Ample liquidity and moderate reliance on market funding

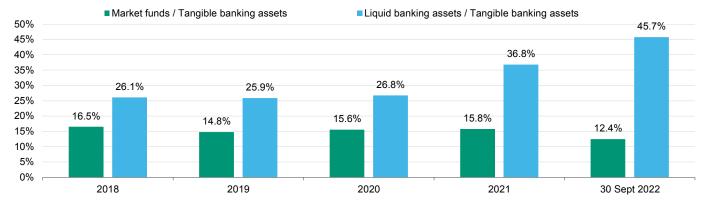
Converse Bank's funding profile improved in 2021 and remained strong in 2022. The bank's reliance on market funding is moderate, with market funds accounting for 12.4% of tangible banking assets as of 30 September 2022, down from 15.8% as of year-end 2021.

While loan book growth was muted in the last three years, asset expansion was fueled by customer deposits on the liabilities side (14.7% annual growth in 2021). For the first nine months of 2022, the bank's assets grew by 16.6%, funded by record-high remittances in Armenia including a sizeable portion of capital inflow from Russia. For the same period, due to customers increased by 22.5%, allowing the bank to allocate available cash in securities and gain short-term profit. We expect the bank's funding position to remain strong, but volatile depending on cross-border transactions.

The bank's moderate deposit concentration also supports funding quality. As of 30 September 2022, customer funds accounted for around 84% of the bank's liabilities. Large portion of the customer deposits are from retail dients, including deposits of high-net-worth individuals from the Armenian diaspora abroad. Such low concentration provides additional funding stability. Converse Bank's liquidity provides a sufficient buffer against potential outflow, amounting to more than 40% of its tangible assets as of 30 September 2022.

Our Combined Liquidity score of b1 reflects recent developments and the expected trends.

Exhibit 6
Converse Bank's market funding is stable and liquidity is comfortable

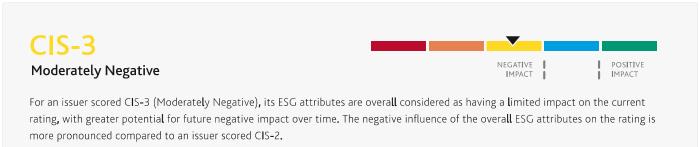


Sources: Moody's Investors Service and company filings

ESG considerations

Converse Bank CJSC's ESG Credit Impact Score is Moderately Negative CIS-3

Exhibit 7
ESG Credit Impact Score



Source: Moody's Investors Service

Converse Bank C.BC's ESG Oredit Impact Score is moderately negative (CIS-3), reflecting the bank's governance risks related to a concentrated ownership structure. The credit impact of environmental and social risk factors on the bank's ratings is limited.

Exhibit 8
ESG Issuer Profile Scores



Source: Moody's Investors Service

Environmental

Converse Bank C.B.C faces moderately negative environmental risks primarily because of its portfolio exposure to carbon transition risk. In line with its peers, the bank is facing mounting business risks to meet broader carbon transition goals. The bank's exposure to physical climate risks (primarily, heat and water stress) in Armenia is mitigated by its loan book diversification with limited exposure to the agricultural sector.

Social

Converse bank CJBC faces moderately negative social risks related to customer relations, tightening regulatory and compliance standards, and the impact of potential technological disruptions associated with an increasingly digitally active customer base. However, the bank is generally focused on intermediation with simpler product ranges with few identified conduct issues and has been subject to looser regulatory scrutiny on consumer protection. Demographic and societal challenges include small and aging population and risk of further military conflict between Armenia and Azerbaijan.

Governance

Converse Bank C.BC faces moderately negative governance risks. Main corporate governance risks arise from the concentrated ownership structure with one controlling shareholder. The bank demonstrates an appropriate level of financial strategy and has credible management and track record. Its compliance, reporting and organizational structure are in line with industry best practices and adequate for its business complexity.

ESG Issuer Profile Scores and Credit Impact Scores for the rated entity/transaction are available on Moodys.com. In order to view the latest scores, please click here to go to the landing page for the entity/transaction on MDC and view the ESG Scores section.

Support and structural considerations

Government support considerations

We incorporate a moderate probability of support from the Armenian government, reflecting the proven sustainability of the bank's recently regained market share of around 6% in total assets, loans and retail deposits. This support assumption results in one notch of rating uplift from Converse Bank's BCA of b2.

Counterparty Risk (CR) Assessment

Converse Bank's CR Assessment is B1(cr)/NP(cr)

The CR Assessment is positioned one notch above the BCA of b2 and, therefore, in line with the deposit ratings. This reflects our view that its probability of default is lower than that of senior unsecured debt and deposits in the absence of government support. Senior obligations represented by the CR Assessment will more likely be preserved to limit contagion, minimise losses and avoid the disruption of critical functions.

Counterparty Risk Ratings (CRRs)

Converse Bank's CRRs are B1/NP

Converse Bank's global CRRs are positioned at B1/Not-Prime, one notch above the bank's Adjusted BCA. This reflects our view that CRR liabilities are not likely to default at the same time as the bank fails and will more likely be preserved to minimise banking system contagion, minimise losses and avoid the disruption of critical functions.

Methodology and scorecard

About Moody's Bank Scorecard

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

Rating methodology and scorecard factors

Exhibit 9

Converse Bank CJSC

100%					
Historic Ratio	Initial Score	Expected Trend	Assigned Score	Key driver #1	Key driver #2
5.7%	b2	\leftrightarrow	b3	Collateral and provisioning coverage	Market risk
				· · · · · · · · · · · · · · · · · · ·	
15.3%	ba1	$\downarrow \downarrow$	ba3	Expected trend	
1.6%	ba2	$\downarrow\downarrow$	b2	Expected trend	
	ba3		b2		
15.7%	ba3	1	b1	Market funding quality	
				<u> </u>	
36.8%	ba2	$\downarrow\downarrow$	b1	Expected trend	
	ba3	• • • • • • • • • • • • • • • • • • • •	b1		
			b2		
			Adjustment		
			0		
			0		
			0		
			0		
			-		
			b2		
	Historic Ratio 5.7% 15.3% 1.6%	Historic Ratio Score 5.7% b2 15.3% ba1 1.6% ba2 ba3 15.7% ba3	Historic Ratio Initial Score Expected Trend 5.7% b2 ↔ 15.3% ba1 ↓↓ 1.6% ba2 ↓↓ ba3 ↑ 36.8% ba2 ↓↓	Historic Ratio Initial Score Expected Trend Assigned Score 5.7% b2 → b3 15.3% ba1 ↓↓ ba3 1.6% ba2 ↓↓ b2 ba3 b2 b1 36.8% ba2 ↓↓ b1 ba3 b1 b2 Adjustment 0 0	Historic Ratio

Instrument Class	Loss Given Failure not ching	Additional notching	Preliminary Rating Assessment	Government Support notching	Local Currency Rating	Foreign Currency Rating
Counterparty Risk Rating	1	0	b1	0	B1	B1
Counterparty Risk Assessment	1	0	b1 (cr)	0	B1(cr)	
Deposits	0	0	b2	1	B1	B1

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

Ratings

Exhibit 10

Category	Moody's Rating		
CONVERSE BANK CJSC			
Outlook	Negative		
Counterparty Risk Rating	B1/NP		
Bank Deposits	B1/NP		
Baseline Credit Assessment	b2		
Adjusted Baseline Credit Assessment	b2		
Counterparty Risk Assessment	B1(cr)/NP(cr)		
Source: Moody's Investors Service			

© 2022 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODYS"). All rights reserved. CREDIT RATINGS ISSUED BY MOODY'S CREDIT RATINGS AFFILIATES ARE THEIR CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT-LIKE SECURITIES, AND MATERIALS, PRODUCTS, SERVICES AND INFORMATION PUBLISHED BY MOODY'S (COLLECTIVELY, "PUBLICATIONS") MAY INCLUDE SUCH CURRENT OPINIONS. MOODY'S DEFINES CREDIT RISK AS THE RISK THAT AN ENTITY MAY NOT MEET ITS CONTRACTUAL FINANCIAL OBLIGATIONS AS THEY COME DUE AND ANY ESTIMATED FINANCIAL LOSS IN THE EVENT OF DEFAULT OR IMPAIRMENT. SEE APPLICABLE MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLICATION FOR INFORMATION ON THE TYPES OF CONTRACTUAL FINANCIAL OBLIGATIONS ADDRESSED BY MOODY'S CREDIT RATINGS. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS, NON-CREDIT ASSESSMENTS ("ASSESSMENTS"), AND OTHER OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT COMMENT ON THE SUITABILITY OF AN INVESTMENT FOR ANY PARTICULAR INVESTOR. MOODY'S ISSUES ITS CREDIT RATINGS. ASSESSMENTS AND OTHER OPINIONS AND PUBLISHES ITS PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING, ORSALE

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

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

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

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

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

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

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

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

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

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

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any credit rating, agreed to pay to MJKK or MSFJ (as applicable) for credit ratings opinions and services rendered by it fees ranging from JPY100,000 to approximately JPY550,000,000.

 $\hbox{MJKK and MSFJ} also \ maintain \ policies \ and \ procedures \ to \ address \ Japanese \ regulatory \ requirements.$

REPORT NUMBER 1347845

