

AUDITORS' REPORT ON DISCLOSURE INFORMATION

To the Directors of WEL Networks Limited

We have examined the attached reports, which are disclosure information prepared by WEL Networks Limited for the year ended 31 March 2008 and dated 19 May 2009 for the purposes of information requirements set out in clauses 3, 4(1), 6(1) and 7(5) of the Electricity Distribution (Information Disclosure) Requirements 2008 ("the Requirements"). In this report the attached reports are called "the disclosure information".

Directors' Responsibilities

Directors of WEL Networks Limited are responsible for preparing disclosure information which complies with the Requirements.

Auditors' Responsibilities

It is our responsibility to express an independent opinion on the disclosure information and report our opinion to you.

Basis of Examination – Historical financial information included in reports FS1, FS2, FS3, AV1, AV2, AV3, AV4, MP2, MP3 and AM1

We conducted the engagement in accordance with the New Zealand Institute of Chartered Accountants International Standard on Assurance Engagements (New Zealand) 3000: Assurance Engagements Other than Audits or Reviews of Historical Financial Information.

Our procedures included examination, on a test basis, of evidence relevant to the historical amounts and disclosures contained in reports FS1, FS2, FS3, AV1, AV2, AV3, AV4, MP2, MP3 and AM1 of the disclosure information.

It also included an assessment of the significant estimates and judgements, if any, made by WEL Networks Limited in the preparation of the disclosure information.

We planned and performed our examination of the disclosure information so as to obtain all the information and explanation which we considered necessary, including for the purpose of obtaining sufficient evidence to give reasonable assurance that the disclosure information has been prepared and presented in accordance with the Requirements in all material respects. In forming our opinion we also evaluated the overall adequacy of the presentation of supporting information and explanations in the disclosure information.

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Basis of Examination – Historical non-financial information included in reports MP1, MP2 and MP3

In relation to the historical non-financial information for the year ended 31 March 2008 which is disclosed pursuant to clause 6(1) of the Requirements, we have undertaken procedures to provide reasonable assurance that the amounts and disclosures in reports MP1, MP2 and MP3 have been:

- compiled in accordance with guidance issued pursuant to the Requirements; and
- calculated based on the source data provide by WEL Networks Limited. We have not performed audit procedures on the source data.

Basis of Examination – Prospective non-financial information included in reports MP3 and AM1

In respect of disclosures of prospective financial and non-financial information, disclosed pursuant to clauses 7(5) and 6(1) of the Requirements, we conducted the engagement in accordance with the International Standard on Assurance Engagements 3400: The Examination of Prospective Financial Information (ISAE 3400). Where relevant, we have applied the principles of ISAE 3400 to the disclosure of prospective non-financial information.

Relationship and Interests

We have no relationship with or interests in WEL Networks Limited other than in our capacities as auditors of the disclosure information, auditors of the threshold compliance statements prepared pursuant to the requirements of the Commerce Act (Electricity Lines Thresholds) Notice 2004 and under the Companies Act 1993, and in the provision of other professional advisory services. We are not aware of any relationships between our firm and WEL Networks Limited that, in our professional judgment, may reasonably be thought to impair our independence.

Opinions

Unqualified Opinion

We have obtained all the information and explanations we have required. In our opinion:

- the disclosure information for the financial year ended 31 March 2008 complies with the Requirements; and
- proper records to enable the complete and accurate compilation of the disclosure information have been kept by WEL Networks Limited.

Historical financial information included in reports FS1, FS2, FS3, AV1, AV2, AV3, AV4, MP2, MP3 and AM1

In our opinion, having made all reasonable enquiry, to the best of our knowledge the historical financial information set out in the disclosure information in reports FS1, FS2, FS3, AV1, AV2, AV3, AV4, MP2, MP3 and AM1 has been presented in all material respects in accordance with the Requirements.

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Historical non-financial information included in reports MP1, MP2 and MP3

In our opinion, having made all reasonable enquiry, to the best of our knowledge the historical non-financial information included in reports MP1, MP2 and MP3 relating to the year ended 31 March 2008 in accordance with clauses 7(5) and 6(1) of the Requirements has been:

- a) compiled in accordance with guidance issued pursuant to the Requirements; and
- b) calculated based on the unaudited source data provide by WEL Networks Limited. We have not performed audit procedures on the source data.

Prospective financial and non-financial information included in reports MP3 and AM1

In our opinion, having made all reasonable enquiry, to the best of our knowledge the prospective financial and non-financial information included in reports MP3 and AM1 in accordance with clause 6(1) of the Requirements has been:

- a) presented on a basis consistent with the regulatory accounting or technical measurement requirements used for disclosures for the 31 March 2008 financial year; and
- b) calculated based on the unaudited source data provide by WEL Networks Limited. We have not performed audit procedures on the source data.

Opinion

Our audit was completed on 20 May 2009 and our unqualified opinions are expressed as at that date.



PricewaterhouseCoopers
Auckland