



# ASB Capital Limited Annual Report

For the year ended 30 June 2018



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# Annual Report

For the year ended 30 June 2018

The Directors of ASB Capital Limited are pleased to announce an audited net profit after tax of \$4,817,000 for the year ended 30 June 2018 (year ended 30 June 2017 \$5,236,000).

On 15 November 2017 the dividend rate on the perpetual preference shares for the period 15 November 2017 to 15 November 2018 was reset to 3.30% per annum including imputation credits payable quarterly in arrears. The rate to 15 November 2017 was 3.42% per annum including imputation credits.

Dividends paid on perpetual preference shares during the year including imputation credits were:

<b>Date Paid</b>	<b>Record Date</b>	<b>Cents per Share</b>
15 August 2017	7 August 2017	0.8550
15 November 2017	6 November 2017	0.8550
15 February 2018	5 February 2018	0.8250
15 May 2018	7 May 2018	0.8250

The Directors have declared a gross dividend of 0.8250 cents per share including imputation credits. The cash dividend of 0.5940 cents per share will be paid on 15 August 2018 to holders of perpetual preference shares on the register at 5.00pm on 6 August 2018. A supplementary dividend to be calculated on 6 August 2018 will be paid at the same time on perpetual preference shares held by non-residents.



J.E. Raby  
Chairman  
18 July 2018



C. Bhindi  
Director

## Directory

### Directors

J.E. Raby (Chairman)  
C. Bhindi  
V.A.J. Shortt

### Registered Office

Level 2  
ASB North Wharf  
12 Jellicoe Street  
Auckland 1010  
New Zealand  
Telephone: +64 9 377 8930

### Auditor

PricewaterhouseCoopers  
Chartered Accountants  
PwC Tower  
188 Quay Street  
Auckland 1010  
New Zealand  
www.pwc.co.nz

### Share Registrar

Computershare Investor Services Limited  
Level 2  
159 Hurstmere Road  
Takapuna  
Auckland 0622  
New Zealand

### Managing Your Shareholding Online

To change your address, update your payment instructions and to view your investment portfolio including transactions, please visit:  
[www.investorcentre.com/nz](http://www.investorcentre.com/nz)

General enquiries can be directed to:

- [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)
- Private Bag 92119, Auckland 1142
- +64 9 488 8777

Please assist our registrar by quoting your CSN or shareholder number.

# Statement of Comprehensive Income

\$ thousands		Note	2018	2017
<b>For the year ended 30 June</b>				
Interest income		5	<u>6,710</u>	7,292
<b>Total operating income</b>			<b>6,710</b>	7,292
Operating expenses		5	<u>20</u>	20
<b>Total operating expenses</b>			<b>20</b>	20
<b>Net profit before taxation</b>			<b>6,690</b>	7,272
Taxation		2	<u>1,873</u>	2,036
<b>Net profit after taxation</b>			<b>4,817</b>	5,236
<b>Total comprehensive income</b>			<b>4,817</b>	5,236

# Statement of Changes in Equity

\$ thousands	Contributed Capital - Ordinary Shares	Contributed Capital - Perpetual Preference Shares	Retained Earnings	Total Shareholders' Equity
<b>For the year ended 30 June 2018</b>				
Balance at beginning of year	1	200,000	631	200,632
Perpetual preference dividends paid	-	-	(4,839)	(4,839)
Total comprehensive income	-	-	4,817	4,817
<b>Balance as at 30 June 2018</b>	<b>1</b>	<b>200,000</b>	<b>609</b>	<b>200,610</b>
<b>For the year ended 30 June 2017</b>				
Balance at beginning of year	1	200,000	737	200,738
Perpetual preference dividends paid	-	-	(5,342)	(5,342)
Total comprehensive income	-	-	5,236	5,236
<b>Balance as at 30 June 2017</b>	<b>1</b>	<b>200,000</b>	<b>631</b>	<b>200,632</b>

These statements are to be read in conjunction with the notes on pages 6 to 10 and the Independent Auditor's Report on pages 11 to 13.

# Balance Sheet

\$ thousands

As at 30 June

	Note	2018	2017
<b>Assets</b>			
Cash and cash equivalents	5	400	429
Interest receivable from related party	5	857	886
Advance to related party	5	200,000	200,000
<b>Total assets</b>		<b>201,257</b>	201,315
<b>Liabilities</b>			
Current taxation liability		621	656
Other liabilities		26	27
<b>Total liabilities</b>		<b>647</b>	683
<b>Shareholders' Equity</b>			
Contributed capital - ordinary shares	3	1	1
Contributed capital - perpetual preference shares	3	200,000	200,000
Retained earnings		609	631
<b>Total shareholders' equity</b>		<b>200,610</b>	200,632
<b>Total liabilities and shareholders' equity</b>		<b>201,257</b>	201,315

For, and on behalf of, the Board of Directors, who authorised the issue of these financial statements on 18 July 2018.



J.E. Raby  
Chairman



C. Bhindi  
Director

These statements are to be read in conjunction with the notes on pages 6 to 10 and the Independent Auditor's Report on pages 11 to 13.

# Cash Flow Statement

\$ thousands

For the year ended 30 June

	Note	2018	2017
<b>Cash flows from operating activities</b>			
Net profit before taxation		6,690	7,272
<b>Reconciliation of net profit before taxation to operating activities</b>			
Net decrease in operating assets:			
Net change in interest receivable from related party		29	141
Net taxation paid		(1,908)	(2,171)
<b>Net cash flows from operating activities</b>		<b>4,811</b>	<b>5,242</b>
<b>Cash flows from financing activities</b>			
Cash was applied to:			
Dividends paid		(4,840)	(5,336)
<b>Net cash flows from financing activities</b>		<b>(4,840)</b>	<b>(5,336)</b>
<b>Summary of movements in cash flows</b>			
Net decrease in cash and cash equivalents		(29)	(94)
Add: cash and cash equivalents at beginning of year		429	523
<b>Cash and cash equivalents at end of year</b>	5	<b>400</b>	429
<b>Additional operating cash flow information</b>			
Interest received as cash		6,739	7,433

These statements are to be read in conjunction with the notes on pages 6 to 10 and the Independent Auditor's Report on pages 11 to 13.

# Notes to the Financial Statements

For the year ended 30 June 2018

## 1 Statement of Accounting Policies

### General Accounting Policies

The reporting entity, ASB Capital Limited (the "Company"), was incorporated in New Zealand on 8 October 2002 and is registered under the Companies Act 1993. The Company is a wholly owned subsidiary of CBA Funding (NZ) Limited, the ultimate parent of which is the Commonwealth Bank of Australia ("CBA").

ASB Capital Limited is a finance company that has issued perpetual preference shares to the New Zealand market and is an FMC reporting entity under the Financial Markets Conduct Act 2013 ("FMCA"). Its perpetual preference shares are listed on the New Zealand Stock Exchange ("NZX") under the code: ASBPA.

These financial statements are for the year ended 30 June 2018 and have been prepared in accordance with the requirements of the FMCA.

The Company's financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice, New Zealand Equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for for-profit entities. The financial statements also comply with International Financial Reporting Standards.

The following new standards relevant to the Company have been issued and are effective from 1 July 2018:

#### NZ IFRS 9 *Financial Instruments* (NZ IFRS 9)

NZ IFRS 9 was issued in September 2014 and will replace NZ IAS 39 *Financial Instruments: Recognition and Measurement*. The standard covers three broad topics: impairment, classification and measurement and hedging (although the Company does not apply hedge accounting). The Company is required to adopt the standard from 1 July 2018 and does not intend to restate comparative information on initial application of NZ IFRS 9.

NZ IFRS 9 also significantly amends other standards dealing with financial instruments such as NZ IFRS 7 *Financial Instruments: Disclosures*.

#### Impairment

NZ IFRS 9 introduces an expected credit loss model which is forward-looking and replaces the existing incurred loss approach. This will not have a material impact on the financial statements.

#### Classification and measurement

NZ IFRS 9 requires financial asset debt instruments to be classified on the basis of the following two criteria's:

- (a) the business model within which financial assets are managed; and
- (b) their contractual cash flow characteristics (whether the cash flows represent 'solely payments of principal and interest' ("SPPI")).

The Company will continue to record financial assets at amortised cost under NZ IFRS 9, as contractual cash flows are comprised of SPPI, and are held in a business model whose objective is to collect their contractual cash flows. As such, there is no material impact to the Company upon transition to NZ IFRS 9.

There are no new standards with a material impact in the current financial year.

#### Basis of Preparation

The measurement base adopted is that of historical cost.

#### Presentation Currency and Rounding

The functional and presentation currency is New Zealand dollars. The amounts contained in these financial statements are presented in thousands, unless otherwise stated.

#### Particular Accounting Policies

There have been no changes to accounting policies in the year ended 30 June 2018 except in respect of the Cash Flow Statement, which is detailed further below under the heading Reclassification of Comparatives. All other policies have been applied on a basis consistent with that used in the year ended 30 June 2017.

- **Revenue Recognition**

Interest income is recognised using the effective interest method.

- **Expense Recognition**

Expenses are recognised on an accruals basis.



# Notes to the Financial Statements

For the year ended 30 June 2018

## 1 Statement of Accounting Policies (continued)

### Particular Accounting Policies (continued)

#### • Taxation

Income tax on the net profit for the year comprises current and deferred tax, if any. Income tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised in other comprehensive income, in which case it is recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at balance date taking advantage of all allowable deductions under current taxation legislation. It also includes any adjustment to tax payable in respect of previous financial years.

#### • Financial Instruments

##### RECOGNITION AND DERECOGNITION

The Company recognises financial assets on the date it becomes a party to the contractual agreement and recognises financial liabilities when an obligation arises.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired. Derecognition also occurs when the rights to receive cash flows from financial assets have been transferred together with substantially all of their risks and rewards. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

##### CLASSIFICATION AND MEASUREMENT

Financial instruments are classified under the following categories:

##### Loans and Receivables

Assets in this category are financial assets with fixed and determinable payments that are not quoted in an active market. Loans and receivables are initially recognised at fair value including transaction costs and subsequently measured at amortised cost using the effective interest method. The carrying amounts of these financial assets are reviewed at each balance date to determine if there is any objective basis of impairment. If any such basis exists, the financial asset's recoverable amount is estimated. If the estimated recoverable amount is less than its carrying amount, a provision is made and an impairment loss is recognised in the Statement of Comprehensive Income.

Loans and receivables include:

- *Cash and Cash Equivalents*  
Cash and cash equivalents include cash on hand, bank current accounts and short-term investments that are readily convertible to known amounts of cash which are subject to an insignificant risk of changes in value.
- *Advance to Related Party*  
The advance to a related party includes only the principal amount due from that related party.
- *Other Assets*  
Other assets include interest receivable.

##### Other Financial Liabilities

Liabilities in this category are initially recognised at fair value including transaction costs and subsequently measured at amortised cost. Other financial liabilities include dividends payable (unpresented cheques).

##### Contributed Capital - Perpetual Preference Shares

Financial instruments are evaluated to determine whether they contain both liability and equity components. Such components are classified separately as financial liabilities or equity instruments in accordance with the economic substance of the contractual agreement.

Contributed capital - perpetual preference shares are classified as equity in their entirety, on the basis that they are non-redeemable and dividends are payable at the discretion of the Directors.

#### • Cash Flow Statement

The Cash Flow Statement has been prepared using the indirect method by which net profit before taxation is adjusted for non-cash transactions and movements in Balance Sheet accounts relating to operating activities.

#### • Fair Value Estimates

For financial instruments not presented in the Company's Balance Sheet at their fair value, fair value is estimated as follows:

- *Cash and Cash Equivalents*  
These assets are short term in nature and their carrying amount is a reasonable approximation of their fair value.
- *Advance to Related Party*  
The fair value of the advance to ASB Funding Limited ("ASB Funding") is estimated using the current market price of the perpetual preference shares given their inherent link (refer to notes 5 and 9 for further details of the terms and conditions of the advance). As at 30 June 2018, its fair value was estimated as \$180,143,000 being the amount of the advance multiplied by the NZX quoted price of the perpetual preference shares as at that date (30 June 2017 \$165,113,000). This fair value estimate is a level 2 measure under NZ IFRS 13's fair value hierarchy.
- *Other Assets*  
These assets are short term in nature and their carrying amount is a reasonable approximation of their fair value.

# Notes to the Financial Statements

For the year ended 30 June 2018

## 1 Statement of Accounting Policies (continued)

### Particular Accounting Policies (continued)

- *Other Liabilities*

These liabilities are short term in nature and their carrying amount is a reasonable approximation of their fair value.

• **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the Company's Board of Directors.

### Reclassification of Comparatives

The Cash Flow Statement is now presented using the indirect method as allowed under NZ IAS 7 *Statement of Cash Flows*. This method provides more useful information by consolidating cash flow information into one statement that reconciles to net profit before taxation. Comparative amounts have also been reclassified. Net operating cash flows has not been impacted by this presentation change.

## 2 Taxation

\$ thousands

<b>For the year ended 30 June</b>	<b>2018</b>	2017
The taxation expense for the year is determined from the net profit before taxation as follows:		
Net profit before taxation	<b>6,690</b>	7,272
Tax at the domestic rate of 28%	<b>1,873</b>	2,036
<b>Total income tax charged to the Statement of Comprehensive Income</b>	<b>1,873</b>	2,036

The Company has no deferred tax, therefore income tax comprises current tax only.

The Company is a listed Portfolio Investment Entity ("listed PIE"). The advantage of a listed PIE is that the effective tax rate for dividends paid to individual New Zealand resident investors and trustee investors is capped at 28%.

## 3 Contributed Capital

\$ thousands

<b>As at 30 June</b>	<b>2018</b>	2017
<b>Ordinary shares</b>		
Balance at beginning of year (1,000 shares)	<b>1</b>	1
<b>Balance at end of year</b>	<b>1</b>	1
<b>Perpetual preference shares</b>		
Balance at beginning of year (200,000,000 shares)	<b>200,000</b>	200,000
<b>Balance at end of year</b>	<b>200,000</b>	200,000

All ordinary shares have equal voting rights but do not entitle their holders to any dividends or other distributions or any right to share in the surplus assets of the Company on winding up.

The perpetual preference shares have no fixed term, are non-redeemable and carry limited voting rights. Dividends are paid quarterly in arrears on 15 February, 15 May, 15 August and 15 November, or the next business day thereafter, if the Directors determine that the Company will satisfy the Companies Act 1993 solvency test, and have no other reason not to pay the dividend. Dividends are non-cumulative.

The dividend rate on the perpetual preference shares is reset each year on 15 November, or the next business day, thereafter, with the new rate applying for the 12 month period following that date. The new rate will be the interest rate as at 15 November (or the next business day) for New Zealand dollar denominated swaps with a term of one year, plus a margin of 1.3%, adjusted to a quarterly equivalent rate. The new rate will be inclusive of imputation credits attached.

The Company considers contributed capital and retained earnings to be capital for management purposes. The Company does not have any externally imposed capital requirements.

Dividends per perpetual preference share inclusive of imputation credits for year ended 30 June 2018 were 3.3600 cents per share (year ended 30 June 2017 3.7100 cents per share).

# Notes to the Financial Statements

For the year ended 30 June 2018

## 4 Imputation Credit Account

Dividends paid by the Company may include imputation credits representing the New Zealand tax already paid by the Company on profits. New Zealand resident shareholders may claim a tax credit to the value of the imputation credits attached to dividends.

The amount of imputation credits available as at 30 June 2018 is \$241,000 (30 June 2017 \$250,000). This figure includes the imputation credits that will arise from the payment of the amount of the provision for income tax, imputation credits that will arise from the receipt of dividends recognised as receivables as at balance date, and imputation debits that will arise from the payment of dividends recognised as payables as at balance date.

The Company expects that future tax payments will generate sufficient imputation credits for the Company to be able to continue to fully impute future dividend payments.

## 5 Related Party Transactions and Balances

The Company has conducted financial transactions with fellow subsidiaries of CBA. These transactions were conducted on market terms and conditions, and within the Company's approved policies.

\$ thousands		
For the year ended 30 June	2018	2017
<b>Related Party Balances</b>		
Cash at ASB Bank Limited ("ASB")	400	429
Interest receivable from ASB Funding	857	886
Advance to ASB Funding	200,000	200,000
<b>Related Party Transactions</b>		
Interest income from ASB Funding	6,704	7,284
Interest income from ASB	6	8
Operating expenses paid to ASB	20	20

The Company has advanced the proceeds of the issue of perpetual preference shares to ASB Funding. Interest is currently receivable quarterly at 3.30% per annum (3.42% per annum for the year ended 15 November 2017). The next interest payment date is 15 August 2018.

ASB Funding has in turn invested the advanced sum in perpetual preference shares issued by ASB. ASB Funding, New Zealand Guardian Trust Company Limited (the "Trustee") and the Company are party to a Trust Deed, whereby ASB Funding provides covenants to the Trustee for the benefit of holders of the Company's perpetual preference shares and grants security over ASB perpetual preference shares in favour of the Trustee.

The advance to ASB Funding is repayable only in the event of the liquidation of ASB Funding. However, if ASB Funding receives any amount other than dividends in respect of the ASB perpetual preference shares, ASB Funding is required to pay that amount to the Company in reduction of the advance (unless the Trustee requires it to be paid to the Trustee instead). The full terms of the advance are recorded in the Advance Agreement, a copy of which may be obtained free of charge from the Company's registered office.

The Company's material credit exposure is to ASB Funding.

PricewaterhouseCoopers is the appointed auditor of the ASB Group of Companies. The audit fee is paid by ASB on behalf of the Company. No fees for other services were paid by the Company to PricewaterhouseCoopers during the year ended 30 June 2018 (30 June 2017 nil).

## 6 Remuneration

The Company has no employees. Directors do not receive remuneration.

## 7 Asset Quality

The assets of the Company are considered to be of sound quality. Advances are reviewed at each balance date to determine whether there is any objective evidence of impairment. As there was no evidence of impairment, bad and doubtful debts have not been provided for in the financial statements. There has been no history of default by ASB Funding.

## 8 Financial Reporting by Operating Segments

The Company operates in New Zealand in one industry segment. Its primary business is financial services.

# Notes to the Financial Statements

For the year ended 30 June 2018

## 9 Risk Management Policies

The Company is committed to the management of risk. Its risk management strategy is set by the Board of Directors.

### Credit Risk

The material credit risk identified by the Board is the unlikely event of ASB Funding failing to pay interest on the ASB Funding advance. This event could occur if ASB failed to pay a dividend on the ASB perpetual preference shares owned by ASB Funding. The Company manages credit risk by closely monitoring the ability of ASB Funding to satisfy its obligations. To date, there has been no indication that ASB Funding will not be able to make interest payments as they fall due.

For financial assets recognised on the Balance Sheet, the maximum exposure to credit risk equals their carrying values.

### Interest Rate Risk

Interest on the advance to ASB Funding resets annually on 15 November (or the next business day thereafter) at the interest rate for New Zealand dollar denominated swaps with a term of one year, plus a margin of 1.3%. Cash at ASB is on call. Other financial assets and liabilities are non-interest bearing.

As the interest rate on the advance to ASB Funding matches the rate payable to perpetual preference shareholders, and the timing of interest payments matches the payment of dividends, interest rate risk and liquidity risk are mitigated. On this basis a sensitivity analysis is not required.

### Liquidity Risk

The Company has no significant financial liabilities and accordingly it is not exposed to material liquidity risk.

## 10 Capital Commitments and Contingent Liabilities

The Company had no capital commitments or contingent liabilities as at 30 June 2018 (30 June 2017 nil).

## 11 Events after the Reporting Period

On 18 July 2018 the Directors declared a gross dividend of 0.8250 cents per share, including imputation credits. The cash dividend of 0.5940 cents per share will be paid on 15 August 2018 to all registered holders of perpetual preference shares at 5.00pm on 6 August 2018.

There were no other events subsequent to the reporting period which would materially affect the financial statements.

# Independent Auditor's Report



## Independent auditor's report

To the shareholder of ASB Capital Limited

The financial statements comprise:

- the balance sheet as at 30 June 2018;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the cash flow statement for the year then ended; and
- the notes to the financial statements, which include a statement of accounting policies.

### Our opinion

In our opinion, the financial statements of ASB Capital Limited (the Company), present fairly, in all material respects, the financial position of the Company as at 30 June 2018, its financial performance and its cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards (IFRS).

### Basis for opinion

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

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

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

Other than in our capacity as auditor we have no relationship with, or interests in, the Company.

### Our audit approach

#### Overview



An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement.

Overall materiality is \$334,000 which represents approximately 5% of net profit before taxation.

We chose net profit before taxation as the benchmark because, in our view, it is the benchmark against which the performance of the Company is most commonly measured by users, and is a generally accepted benchmark. The 5% is based on our professional judgement, noting that it is also within the range of commonly accepted profit-related thresholds.

We have not identified any Key Audit Matters from our audit given the nature of the entity. Refer to the *Key Audit Matters* section of our report.

# Independent Auditor's Report (continued)



## Materiality

The scope of our audit was influenced by our application of materiality.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out above. These, together with qualitative considerations, helped us to determine the scope of our audit, the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

## Audit scope

We designed our audit by assessing the risks of material misstatement in the financial statements and our application of materiality. As in all of our audits, we also addressed the risk of management override of internal controls including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. The Company has issued perpetual preference shares to the New Zealand market and advanced the proceeds to ASB Funding Limited. ASB Funding Limited has, in turn, invested the same amount in perpetual preference shares issued by ASB Bank Limited. Given the nature of the Company's operations, we determined that there were no Key Audit Matters to communicate in our report.

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## *Information other than the financial statements and auditor's report*

The Directors are responsible for the annual report. Our opinion on the financial statements does not cover the other information included in the annual report and we do not express any form of assurance conclusion on the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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## *Responsibilities of the Directors for the financial statements*

The Directors are responsible, on behalf of the Company, for the preparation and fair presentation of the financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

# Independent Auditor's Report (continued)



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## *Auditor's responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs NZ and ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the External Reporting Board's website at:

<https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-2/>

This description forms part of our auditor's report.

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## *Who we report to*

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

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The engagement partner on the audit resulting in this independent auditor's report is Karen Shires.

For and on behalf of:

A handwritten signature in black ink, appearing to read 'Priyanka Haselopoulos', written in a cursive style.

Chartered Accountants  
18 July 2018

Auckland

# Statutory Information

For the year ended 30 June 2018

## Auditor Independence

The Company has an External Auditor Services Policy, which governs the services that may be provided by the external auditor, and protects the independence of the external audit role.

## Donations

The Company has not made any donations during the year ended 30 June 2018 (30 June 2017 nil).

## Directors' Remuneration

As the Directors of the Company are executives within the CBA group of companies, the Directors did not receive any remuneration or other benefits from the Company during the year ended 30 June 2018 (30 June 2017 nil).

## Employee Remuneration

The Company has no employees. Services are provided to the Company by ASB.

## Directors

### J.E. (Jon) Raby

Jon Raby is the Chief Financial Officer of ASB. Jon joined the ASB Group in March 2012 after 2 years as Chief Financial Officer for CBA's Retail Banking and Enterprise Services Division. Prior to that he was Acting Chief Executive Officer and Chief Financial Officer at Sovereign Assurance Company Limited.

Jon has an extensive background in the financial services industry across New Zealand, Australia, the United Kingdom and South Africa.

### C. (Chandrakant) Bhindi

Chandrakant Bhindi is the General Manager Treasury of ASB. Chandrakant joined the ASB Group in February 2017 after 7 years with CBA, where he held the positions of Head of the Financial Institutions Group for Australia and New Zealand and Global Head of the Diversified Financials Sector.

Chandrakant has over 20 years broad commercial and corporate finance experience, including senior positions with Credit Suisse and Westpac Banking Corporation.

### V.A.J. (Vittoria) Shortt

Vittoria was appointed as Chief Executive Officer of ASB on February 3, 2018 and was appointed Managing Director of ASB with effect from March 5, 2018.

Vittoria was previously the Group Executive, Marketing and Strategy for CBA where she was responsible for Corporate Strategy, Mergers and Acquisitions, cross-business strategic initiatives and Marketing. Vittoria joined CBA in 2002 and has held a number of roles in the retail banking businesses of both CBA and Bankwest, including customer-facing, operations and strategy leadership roles. From May 2013 to March 2015 Vittoria was CBA's Chief Marketing Officer.

## Directors' Interests entered during the accounting period

### B.J. Chapman

ASB Capital Limited Directorship ceased 2 February 2018

ASB Capital No. 2 Limited Directorship ceased 2 February 2018

### K.C. McDonald

ASB Capital Limited Directorship ceased 30 June 2018

ASB Capital No. 2 Limited Directorship ceased 30 June 2018

### V.A.J. Shortt

ASB Capital Limited Directorship commenced 5 March 2018

ASB Capital No. 2 Limited Directorship commenced 5 March 2018

## Distribution of Perpetual Preference Shareholders

Size of Holding	No. of Holders as at 16 June 2018	Perpetual Preference Shares as at 16 June 2018	% of Issues Perpetual Preference Shares as at 16 June 2018
1 - 9,999	349	1,984,784	1.00
10,000 - 49,999	1,415	29,746,064	14.87
50,000 - 99,999	388	22,889,116	11.44
100,000 - 499,999	202	31,721,078	15.86
500,000+	24	113,658,958	56.83
Total	2,378	200,000,000	100.00



# Statutory Information

For the year ended 30 June 2018

## **Credit Rating**

Credit ratings have remained unchanged for the year ended 30 June 2018. The existing S&P Global Ratings (S&P) credit rating of the Company's perpetual preference shares is BBB- whilst Moody's Investors Service Pty Limited ("Moody's") current rating remains as Baa2(hyb).

## **NZX Limited ("NZX")**

The Company's perpetual preference shares are listed on the NZX. NZX has not exercised against the Company any disciplinary actions under Listing Rule 5.4.2.

NZX has not granted any waivers to the Company as at year ended 30 June 2018.

## **Corporate Governance Statement**

The Board has adopted a code of corporate governance which is reviewed annually.

Some of the main features of the Company's corporate governance are:

- The Board is responsible for the overall corporate governance of the Company.
- There are established criteria for the appointment of new Directors, including ensuring that new Directors can contribute to the ongoing effectiveness of the Board.
- The Board may delegate certain powers to a committee of Directors. Given the size of the Company and the nature of the business of the Company, the Board has not established an audit committee or remuneration committee to date.
- The Board is committed to the management of risk. The Company's risk management strategy is set by the Board.

## **Financial Products Trading Policy**

The Board has adopted a Financial Products Trading Policy and Guidelines to address the insider trading prohibitions in the FMCA. Before trading in any perpetual preference shares of the Company, Directors must comply with this policy and the related guidelines.

## **Disclosure Policies**

The Company has adopted a Relevant Interests Disclosure Policy to ensure compliance by directors and senior managers of the Company with their disclosure obligations under the FMCA and the NZX Main Board/Debt Market Listing Rules (the "Rules"), and a Continuous Disclosure Policy in relation to the Company's continuous disclosure obligations under the FMCA and the Rules.

## **Code of Ethics**

The code of corporate governance adopted by the Board includes a code of ethics which establishes how the Directors observe and foster high ethical standards, act in good faith, and ensure that the Company complies with all relevant laws and regulations.

## **Shareholder Relations**

The Company engages with its shareholders in the following ways:

- Announcements are made to the Market on the Company's page on the NZX website ([www.nzx.com](http://www.nzx.com)). These announcements include events such as the declaration of dividends and the annual reset of the dividend rate by the Company.
- Comprehensive information relating to the Company is disclosed to shareholders in the Company's annual and half-year reports.
- A summary of information relating to the Company is provided to new shareholders in the Company by the Company's Share Registrar following the acquisition of shares by those shareholders.
- When the Company's dividend rate is reset annually, the new dividend rate and the basis of calculating that rate are included in a note on the first dividend statement following the date of reset.



