

**Westpac Securities NZ Limited**  
Financial statements  
For the year ended 30 September 2012

# Westpac Securities NZ Limited

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These financial statements cover Westpac Securities NZ Limited (the '**Company**') as an individual entity.

Westpac Securities NZ Limited is a company limited by shares, incorporated and domiciled in New Zealand. Its registered office is:

Westpac on Takutai Square  
16 Takutai Square  
Auckland

A description of the nature of the Company's operations and its principal activities is included in the Management report on page 3.

The members of the Board of Directors of the Company ('**Board**') at the date of these financial statements are:

<b>Name</b>	<b>Principal activity outside the Company</b>
Peter Graham Clare	Chief Executive Officer, Westpac New Zealand Limited (' <b>WNZL</b> ')
Leigh James Bartlett	Chief Financial Officer, WNZL
Mariette Maria Bernadette van Ryn	General Manager, Regulatory Affairs & General Counsel NZ, WNZL
David Andrew Watts	Chief Risk Officer, WNZL

### ***Changes to Directorate***

- David Alexander McLean resigned as Director of the Company with effect from 31 October 2012
- Peter Graham Clare was appointed as a Director of the Company with effect from 31 October 2012

# Westpac Securities NZ Limited

## Disclosure regarding forward-looking statements

These financial statements contain statements that constitute “forward-looking statements” within the meaning of section 21E of the United States Securities Exchange Act 1934.

Forward-looking statements are statements about matters that are not historical facts. Forward-looking statements appear in a number of places in these financial statements and include statements regarding the intent, belief or current expectations with respect to the business and operations, market conditions, results of operations and financial condition, including without limitation, future loan loss provisions and financial support to certain borrowers. Words such as “will”, “may”, “expect”, “intend”, “seek”, “would”, “should”, “could”, “continue”, “plan”, “estimate”, “anticipate”, “believe”, “probability”, “risk”, or other similar words are used to identify forward-looking statements.

These forward looking statements reflect the Company’s current views with respect to future events and are subject to change. Certain risks, uncertainties and assumptions which are, in many instances, beyond the Company’s control and have been made based upon management’s expectations and beliefs concerning future developments and their potential effect upon the Company. There can be no assurance that future developments will be in accordance with the Company’s expectations or that the effect of future developments on the Company will be those anticipated. Actual results could differ materially from those which the Company’s expects, depending on the outcome of various factors including but not limited to:

- the effect of, and changes in, laws, regulations, taxation or accounting standards or practices and government policy, particularly changes to liquidity, leverage and capital requirements;
- the stability of New Zealand, Australian and international financial systems and disruptions to financial markets and any losses or business impacts WNZL, its customers or counterparties may experience as a result;
- market volatility, including uncertain conditions in funding, equity and asset markets;
- adverse asset, credit or capital market conditions;
- changes to the credit ratings of WNZL or Westpac Banking Corporation (‘WBC’);
- levels of inflation, interest rates, exchange rates and market and monetary fluctuations;
- market liquidity and investor confidence;
- changes in economic conditions, consumer spending, saving and borrowing habits in New Zealand and in other countries in which WNZL or its customers or counterparties conduct their operations and WNZL’s ability to maintain or to increase market share and control expenses;
- the effects of competition in the geographic and business areas in which WNZL conducts its operations;
- reliability and security of WNZL’s technology and risks associated with changes to technology systems;
- the timely development and acceptance of new products and services and the perceived overall value of these products and services by customers;
- the effectiveness of WNZL’s risk management policies, including its internal processes, systems and employees;
- the occurrence of environmental change or external events in countries in which WNZL or its customers or counterparties conduct their operations;
- internal and external events which may adversely impact WNZL’s reputation;
- changes in political, social or economic conditions in any of the major markets in which WNZL or its customers or counterparties operate;
- the success of strategic decisions involving business expansion and integration of new businesses; and
- various other factors beyond WNZL’s and the Company’s control.

The above list is not exhaustive. For certain other factors that may impact on forward-looking statements made in these financial statements refer to the section on ‘Principal risks and uncertainties’ in the Management report and Responsibility statement. When relying on forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and events.

The Company is under no obligation, and does not intend, to update any forward-looking statements contained in these financial statements, whether as a result of new information, future events or otherwise, after the date of these financial statements.

Information contained in or accessible through the websites mentioned in these financial statements does not form part of this report unless we specifically state that it is incorporated by reference and forms part of this report. All references in these financial statements to websites are inactive textual references and are for information only.

# Westpac Securities NZ Limited

## Management report

### Review and results of the Company's operations during the financial year

The principal activity of the Company (acting through its London branch) is to raise and manage offshore wholesale funding for WNZL.

The loss after income tax expense of the Company for the year ended 30 September 2012 was \$978,000 compared with the profit after income tax expense of \$2,928,000 for the year ended 30 September 2011, a decrease of 133.4%.

Interest income increased by 9.6% to \$254,559,000 compared to the year ended 30 September 2011. The \$22,233,000 increase was mainly due to the recovery of the increase in interest expense as a result of the full 12 months covered bond interest expense in 2012 compared to the 4 months from June in 2011.

Interest expense increased by 10.5% to \$254,210,000 compared to the year ended 30 September 2011. The \$24,191,000 increase was mainly due to the full 12 months covered bond interest expense in 2012 compared to the 4 months from June in 2011.

Net interest income decreased by 84.9% to \$349,000 compared to the year ended 30 September 2011. The \$1,958,000 decrease was mainly due to the increased debt programme maintenance expense incurred in the year.

Non-interest income increased by 52.6% to \$4,828,000 compared to the year ended 30 September 2011. The increase of \$1,664,000 was largely due to the increased debt programme maintenance costs, incurred by the Company and it led to an increase of charge to WNZL.

Operating expenses decreased by 36.5% to \$817,000.

Income tax expense of \$5,338,000 increased by 325% due to the Company's uncertainty over the ability to claim a refund for foreign tax credits held and a small increase in profit before income tax expense for the year.

Total debt issues as at 30 September 2012 was \$9,962,452,000 which was a decrease of \$5,870,203,000, or 37.1%, compared to \$15,832,655,000 as at 30 September 2011. This decrease was driven by a reduced reliance on debt funding due to a growth in retail deposit base of WNZL and an increase in the domestic funding of WNZL and intra-group borrowing.

For information regarding the Company's financial risk management objectives and policies, including the key financial risks that the Company is exposed to, refer to Note 14 Financial risk management of the Notes to the financial statements.

For further information on the financial performance and position of WNZL, refer to its most recent Disclosure Statement, available free of charge, on WNZL's website at [www.westpac.co.nz](http://www.westpac.co.nz).

### Significant events during the financial year ended 30 September 2012

There were no significant events during the financial year ended 30 September 2012.

### Significant events after the financial year ended 30 September 2012

There have been no significant events since the financial year ended 30 September 2012.

# Westpac Securities NZ Limited

## Management report (continued)

### Principal risks and uncertainties

The Company's business is subject to risks that can adversely impact its business, results of operations, financial condition and future performance. As the Company is an indirect, wholly owned subsidiary of WNZL, it is consequently affected by the same principal risks and uncertainties which affect WNZL. The principal risks and uncertainties that affect WNZL are set forth below. There are no additional risk factors solely affecting the Company. If any of the following risks actually occur, our business, results of operations, financial condition or future performance could be materially adversely affected, with the result that the trading prices of the Company's securities could decline and you could lose all, or part of your investment. You should carefully consider the risks described and the other information in these Financial Statements before investing in the Company's securities.

The principal risks and uncertainties described below are not the only ones the Company may face. Additional risks and uncertainties of which we are unaware or that we currently deem to be immaterial, may also become important factors that affect the Company.

### ***WNZL's businesses are highly regulated and WNZL could be adversely affected by failing to comply with existing laws and regulations or by changes in laws and regulations and regulatory policy***

As a financial institution, WNZL is subject to detailed laws and regulations in New Zealand and each of the other jurisdictions in which it operates or obtains funding including New Zealand, the United Kingdom and the United States. It is also supervised by a number of different regulatory authorities which have broad administrative power over its businesses. The Reserve Bank of New Zealand ('RBNZ') has supervisory oversight of WNZL's operations.

WNZL is responsible for ensuring that it complies with all applicable legal and regulatory requirements (including accounting standards) and industry codes of practice in the jurisdictions in which it operates or obtains funding, as well as meeting its ethical standards.

Compliance risk arises from these legal and regulatory requirements. If WNZL fails to comply with applicable laws and regulations, it may be subject to fines, penalties or restrictions on its ability to do business. An example of the broad administrative power available to regulatory authorities is the power available to the RBNZ in certain circumstances to investigate WNZL's affairs, issue a direction to WNZL (such as a direction to cease to carry on all or part of its business, consult with the RBNZ or take any action as directed to address a breach of its conditions of registration), or remove a director. Any such costs and restrictions could adversely affect WNZL's business, reputation, prospects, financial performance or financial condition.

As with other financial services providers, WNZL continues to face increased supervision and regulation, particularly in the areas of funding, liquidity, capital adequacy and prudential regulation. For example, in December 2010 the Basel Committee on Banking Supervision announced a revised global regulatory framework, known as Basel III. Basel III will, among other things, increase the required quality and quantity of capital held by banks and introduce new minimum standards for the management of liquidity risk. The Basel III framework comes into effect from 1 January 2013, subject to various transitional arrangements effected by each country and the RBNZ has proposed that the new Basel Tier 1 and Tier 2 capital requirements be incorporated into its prudential standards with effect from 1 January 2013 mostly without a transitional period.

During the year ended 30 September 2012 there were also a series of other regulatory releases proposing significant regulatory change for financial institutions. These include global OTC derivatives reform, a proposal for a new legislative framework for covered bonds and the Financial Markets Conduct Bill (which would replace the New Zealand Securities Act). The RBNZ continued to work with banks on the implementation of its Open Bank Resolution policy, which it announced in March 2011. Other areas of potential change that could impact WNZL include changes to accounting and reporting requirements, tax legislation, securities legislation, regulation relating to remuneration, consumer protection and competition legislation, privacy legislation, bribery, anti-money laundering and counter-terrorism financing laws. In addition, further changes may occur driven by policy, prudential or political factors.

Regulation is becoming increasingly extensive and complex. Some areas of potential regulatory change involve multiple jurisdictions seeking to adopt a coordinated approach. Such an approach may not appropriately respond to the specific requirements of New Zealand.

Changes may also occur in the oversight approach of regulators. It is possible that the New Zealand government or other governments in jurisdictions in which WNZL or the Company obtains funding might revise their application of existing regulatory policies that apply to, or impact, WNZL's business or the Company, including for reasons relating to national interest and/or systemic stability.

Regulatory changes and the timing of their introduction continue to evolve and WNZL currently manages its businesses in the context of regulatory uncertainty. The nature and impact of future changes, including those described above, are not predictable and are beyond WNZL's control. Regulatory compliance and the management of regulatory change is an increasingly important part of WNZL's strategic planning. WNZL expects that it will be required to continue to invest significantly in compliance and the management and implementation of regulatory change and, at the same time, significant management attention and resources will be required to update existing or implement new processes and procedures to comply with the new regulations.

Regulatory change, including those described above, may also impact WNZL's operations by requiring WNZL to have increased levels of liquidity and higher levels of, and better quality, capital as well as place restrictions on the businesses it conducts or require WNZL to alter its product and service offerings. If regulatory change has any such effect, it could adversely affect one or more of WNZL's businesses, restrict its flexibility, require it to incur substantial costs and impact the profitability of one or more of its business lines. Any such costs or restrictions could adversely affect WNZL's business, prospects, financial performance or financial condition.

### ***Adverse credit and capital market conditions may significantly affect WNZL's ability to meet funding and liquidity needs and may increase its cost of funding***

WNZL relies on credit and capital markets to fund its business and as a source of liquidity. WNZL's liquidity and costs of obtaining funding are related to credit and capital market conditions.

Global credit and capital markets have experienced extreme volatility, disruption and decreased liquidity in recent years. While there have been periods of stability in these markets, the environment has become more volatile and unpredictable. This has been exacerbated by the potential for sovereign debt defaults and/or banking failures in Europe which has contributed to volatility in stock prices and in credit spreads. Adding to the uncertainty has been a slowing in the global economic outlook for a number of countries including China and the uncertain recovery of the US economy. WNZL's direct exposure to the affected European countries is immaterial, with the main risks it faces being damage to market confidence, changes to the access to, and cost of funding and a slowing in global activity or through other impacts on entities with whom WNZL does business.

# Westpac Securities NZ Limited

## Management report (continued)

As of 30 September 2012, approximately 23% of WNZL's total net funding originated from domestic and international wholesale markets (30 September 2011: 35%). Of this around 71% was sourced outside New Zealand (30 September 2011: 84%).

A shift in investment preferences of businesses and consumers away from bank deposits toward other asset or investment classes would increase WNZL's need for funding from relatively less stable or more expensive forms of funding.

If market conditions deteriorate due to economic, financial, political or other reasons, WNZL's funding costs may be adversely affected and its liquidity and funding and lending activities may be constrained.

As a result of the transfer of additional banking operations from the Westpac Banking Corporation - NZ Branch ('NZ Branch') to WNZL on 1 November 2011, WNZL is subject to increased funding requirements. If WNZL's current sources of funding prove to be insufficient, WNZL may be forced to seek alternative financing. The availability of such alternative financing, and the terms on which it may be available, will depend on a variety of factors, including prevailing market conditions, the availability of credit, WNZL's credit ratings and credit market capacity. Even if available, the cost of these alternatives may be more expensive or on unfavourable terms, which could adversely affect WNZL's results of operations, liquidity, capital resources and financial condition. There is no assurance that WNZL will be able to obtain adequate funding and do so at acceptable prices, nor that WNZL will be able to recover any additional costs.

If WNZL is unable to source appropriate funding, it may also be forced to reduce its lending or begin to sell liquid securities. Such actions may adversely impact WNZL's business, prospects, liquidity, capital resources, financial performance or financial condition.

WNZL enters into collateralised derivative positions which may require it to post additional collateral based on adverse movements in market rates, which would adversely affect WNZL's liquidity.

### ***Failure to maintain credit ratings could adversely affect WNZL's cost of funds, liquidity, competitive position and access to capital markets***

Credit ratings are opinions on WNZL's creditworthiness. WNZL's credit ratings affect the cost and availability of funding from capital markets and other funding sources and they may be important to customers or counterparties when evaluating WNZL's products and services. Therefore, maintaining high quality credit ratings is important.

The credit ratings assigned to WNZL by rating agencies are based on an evaluation of a number of factors, including WNZL's financial strength, WNZL's position as part of the Westpac Banking Corporation group ('WBC group'), structural considerations regarding the New Zealand financial system and the credit rating of the New Zealand government. A credit rating downgrade could be driven by the occurrence of one or more of the other risks identified in this section or by other events including changes to the methodologies used by the rating agencies to determine ratings.

For example, Standard & Poor's has changed its methodology for determining bank ratings and, on 9 November 2011 published its new criteria. On 1 December 2011, Standard & Poor's announced the updated ratings for certain banks across the Asia-Pacific region under the revised approach and WNZL, along with the other major New Zealand banks, was issued a long term, senior unsecured credit rating of AA- with a stable outlook, down from AA.

On 27 May 2011, Moody's Investors Service advised WNZL, along with the other major New Zealand banks, that its long-term, senior unsecured debt rating was downgraded to Aa3 from Aa2 with a 'stable' outlook.

On 30 January 2012, Fitch Ratings ('Fitch') placed WNZL's credit rating on 'rating watch negative'. The announcement by Fitch formed part of a broader review of their debt ratings that are applied to the largest banking institutions in the world. On 24 February 2012, WNZL's credit rating issued by Fitch was downgraded from AA to AA- with a 'stable' outlook.

Any change to the Crown's credit rating may have an impact on WNZL's credit rating. On 29 September 2011 and 30 September 2011 respectively, the Crown's credit ratings issued by Fitch Ratings and Standard & Poor's were each downgraded from AAA to AA+ with a 'stable' outlook.

There have been no other changes to any of the Crown's domestic currency credit ratings or rating outlooks in the two years prior to 30 September 2012.

A credit rating is not a recommendation to buy, sell or hold securities of the Company or WNZL. Such ratings are subject to revision, qualification, suspension or withdrawal at any time by the assigning rating agency. Investors in the Company's or WNZL's securities are cautioned to evaluate each rating independently of any other rating.

The credit ratings of a subsidiary are generally linked to the credit ratings of its parent entity. Consequently, should the long-term issuer credit rating of WBC be downgraded, it is likely that WNZL's long-term issuer credit rating would also be downgraded which would adversely affect its cost of funds and related margins, collateral requirements, liquidity, competitive position and access to capital markets.

If WNZL fails to maintain its current credit ratings, this would adversely affect its cost of funds and related margins, collateral requirements, liquidity, competitive position and access to capital markets. The extent and nature of these impacts would depend on various factors, including the extent of any ratings change, whether WNZL's ratings differ among agencies (split ratings) and whether any ratings changes also impact WNZL's peers or the sector.

### ***A systemic shock in relation to the New Zealand, Australian or other financial systems could have adverse consequences for WNZL or its customers or counterparties that would be difficult to predict and respond to***

There is a risk that a major systemic shock could occur that causes an adverse impact on the New Zealand, Australian or other financial systems.

As outlined above, the financial services industry and capital markets have been, and may continue to be, adversely affected by continuing market volatility and the negative outlook for global economic conditions. During the first half of 2012, there was an increased focus on the potential for sovereign debt defaults and/or significant bank failures in the 17 countries comprising the Euro zone which has exacerbated these conditions.

There can be no assurance that the market disruptions in the Euro zone, including the increased cost of funding for certain Euro zone governments, will not spread, nor can there be any assurance that future assistance packages will be available or sufficiently robust to address any further market contagion in the Euro zone or elsewhere. If the situation in the Euro zone worsens, there could be serious implications for the European Union and the euro, which, if destabilised, could result in currency fluctuations and operational disruptions that negatively impact WNZL.

Any such market and economic disruptions could adversely affect financial institutions such as WNZL because consumer and business spending may decrease, unemployment may rise and demand for the products and services WNZL provides may decline, thereby reducing its earnings. These conditions may also affect the ability of WNZL's borrowers to repay their loans or WNZL's counterparties to meet their obligations, causing WNZL to

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## Management report (continued)

incur higher credit losses. These events could also result in the undermining of confidence in the financial system, reducing liquidity and impairing WNZL's access to funding and impairing WNZL's customers and counterparties and their businesses. If this were to occur, WNZL's business, prospects, financial performance or financial condition could be adversely affected.

The nature and consequences of any such event are difficult to predict and there can be no guarantee that WNZL could respond effectively to any such event.

### ***WNZL is subject to contagion and reputation risk, which may adversely impact WNZL's financial conditions and results of operations***

As part of a larger business group, WNZL is vulnerable to financial and reputational damage by virtue of its association with other members of the WBC group, any of which may suffer the occurrence of a risk event, including financial stress or failure. In WNZL's case, the damage may be financial and may impact its financial condition and results of operations if the financial resources provided by WBC to support WNZL are withdrawn. Reputational consequences (including damage to the Westpac franchise), as a result of the occurrence of a risk event (for example, major operational failure), may exceed the direct cost of the risk event itself and may impact on WNZL's results.

### ***Declines in asset markets could adversely affect WNZL's operations or profitability***

Declines in New Zealand, Australian or other asset markets, including equity, residential and commercial property and other asset markets, could adversely affect WNZL's operations and profitability.

Declining asset prices impact our wealth management business and other asset holdings. Earnings in WNZL's wealth management business are, in part, dependent on asset values because it receives fees based on the value of securities and/or assets held or managed. A decline in asset prices could negatively impact the earnings of this business.

Declining asset prices could impact customers and counterparties and the value of security WNZL holds against loans and derivatives which may impact its ability to recover amounts owing to it if customers or counterparties were to default. It may also affect WNZL's level of provisioning which in turn impacts profitability.

### ***A weakening of the real estate market in New Zealand could adversely affect WNZL***

Loans secured by residential mortgages are important to WNZL's business. As at 30 September 2012, housing lending represented approximately 60% of WNZL's gross loans and advances (30 September 2011: 67%).

A sustained decrease in property valuations in New Zealand could increase the losses WNZL may experience from its existing mortgages and decrease the amount of new mortgages WNZL is able to originate, which could materially and adversely affect WNZL's financial condition, results of operations and future performance.

For the year ended 30 September 2012, lending remained subdued in line with New Zealand's economic conditions. WNZL's loan growth has reflected the softer market.

### ***WNZL's business is substantially dependent on the New Zealand and Australian economies***

WNZL's revenues and earnings are dependent on economic activity and the level of financial services its customers require. In particular, lending is dependent on various factors including economic growth, business investment, levels of employment, interest rates and trade flows in New Zealand.

WNZL currently conducts substantially all of its business in New Zealand and, consequently, its performance is influenced by the level and cyclical nature of lending in New Zealand. These factors are in turn impacted by both domestic and international economic conditions, natural disasters and political events. A significant decrease in the New Zealand housing market or property valuations could adversely impact WNZL's home lending activities because the ability of its borrowers to repay their loans or counterparties to honour their obligations may be affected, causing WNZL to incur higher credit losses, or the demand for WNZL's home lending products may decline.

Adverse changes to the economic and business conditions in Australia, New Zealand's most significant trading partner, or other countries such as China, India and Japan with which New Zealand has substantial trade, could also adversely affect the New Zealand economy and WNZL's customers. In particular, due to the current relationship between Australia and New Zealand and China in the mining and resources sectors, a slowdown in China's economic growth could negatively impact the New Zealand and Australian economies. Changes in economic conditions could in turn result in reduced demand for WNZL's products and services and affect the ability of its borrowers to repay their loans. If this were to occur, it could negatively impact WNZL's business, prospects, financial performance or financial condition.

### ***An increase in defaults in credit exposures could adversely affect WNZL's liquidity, capital resources, financial performance or financial condition***

Credit risk is a significant risk and arises primarily from WNZL's lending activities. The risk arises from the possibility that some customers and counterparties will be unable to honour their obligations to WNZL, including the repayment of loans and interest.

Credit risk also arises from certain derivative contracts WNZL enters into and from its dealings with, and holdings of, debt securities issued by other banks, financial institutions, companies, governments and government bodies the financial conditions of which may be impacted to varying degrees by economic conditions in global financial markets.

WNZL holds collective and individually assessed provisions for its credit exposures. If economic conditions deteriorate, some customers and/or counterparties could experience higher levels of financial stress and WNZL may experience a significant increase in defaults and write-offs, and be required to increase its provisioning. Such events would diminish available capital and would adversely affect WNZL's liquidity, capital resources, financial performance or financial condition.

### ***WNZL faces intense competition in all aspects of its business***

The financial services industry is highly competitive. WNZL competes with retail and commercial banks, asset managers, investment banking firms, brokerage firms, other financial service firms and businesses in other industries with emerging financial services aspirations. This includes specialist competitors that may not be subject to the same capital and regulatory requirements and therefore may be able to operate more efficiently.

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## Management report (continued)

If WNZL is unable to compete effectively in its various businesses and markets, its market share may decline. Increased competition may also adversely affect WNZL's results of operations by diverting business to its competitors or creating pressure to lower margins.

Increased competition for deposits could also increase WNZL's cost of funding and cause us to access other types of funding. WNZL relies on bank deposits to fund a significant portion of its balance sheet and deposits have been a relatively stable source of funding. WNZL competes with banks and other financial services firms for such deposits. To the extent that WNZL is not able to successfully compete for deposits, it would be forced to rely more heavily on more expensive or less stable forms of funding, or reduce lending.

WNZL is also dependent on its ability to offer products and services that match evolving customer preferences. If WNZL is not successful in developing or introducing new products and services or responding or adapting to changes in customer preferences and habits, it may lose customers to its competitors. This could adversely affect its business, prospects, financial performance or financial condition.

### ***WNZL could suffer losses due to market volatility***

WNZL is exposed to market risk as a consequence of its trading activities in financial markets and through the asset and liability management of its financial position. In WNZL's financial markets trading business, it is exposed to losses arising from adverse movements in levels and volatility of interest rates, foreign exchange rates, commodity prices, credit prices and equity prices. If WNZL were to suffer substantial losses due to any market volatility it may adversely affect its business, prospects, liquidity, capital resources, financial performance or financial condition.

### ***The transfer to WNZL of additional banking operations on 1 November 2011 subjects WNZL to increased funding and liquidity requirements which may increase WNZL's funding costs and could adversely affect WNZL's business, prospects, financial performance or financial condition***

WNZL has additional funding and liquidity requirements as a result of the transfer of the additional banking activities. These additional funding and liquidity requirements have initially been met through an intra-group loan from the NZ Branch of \$3.1 billion, together with the proceeds from the issuance of ordinary shares to WNZL's parent company. However, WNZL's ability to obtain funding from WBC in the future, or its reliance upon WBC credit, is subject to regulatory limitations under applicable banking regulations. There is no assurance that WNZL will be able to fund any additional funding or liquidity needs from external sources, in the wholesale markets, at rates comparable to its current external borrowing rates or on similar terms and conditions or at all. If WNZL's funding costs increase, it may adversely affect its profitability, and if it cannot obtain sufficient funding, it may not be able to grow its business, it may have decreased liquidity and it may not be able to repay its liabilities as they become due.

### ***WNZL could suffer losses due to technology failures***

The reliability and security of WNZL's information and technology infrastructure and its customer databases are crucial in maintaining its banking applications and processes. There is a risk that these information and technology systems might fail to operate properly or become disabled as a result of events that are wholly or partially beyond WNZL's control or that its security measures may prove inadequate or ineffective. Any failure of these systems could result in business interruption, loss of customers, theft of intellectual property and customer data, reputational damage and claims for compensation and regulatory investigations and penalties, which could adversely affect WNZL's business, financial performance or financial condition.

Further, WNZL's ability to develop and deliver products and services to customers is dependent upon technology that requires periodic renewal. WNZL is constantly managing technology projects including projects to consolidate duplicate technology platforms, simplify and enhance its technology and operations environment, improve productivity and provide for a better customer experience. Failure to implement these projects or manage associated change effectively could result in cost overruns, a failure to achieve anticipated productivity, operational instability, reputational damage or operating technology that could place WNZL at a competitive disadvantage and may adversely affect its financial performance.

### ***An interruption in or breach of information systems provided by third-parties may result in lost business***

WNZL relies heavily on communications and information systems furnished by third-party service providers to conduct its business. Any failure or interruption or breach in security of these systems could result in failures or interruptions in its customer relationship management, general ledger, deposit, servicing or loan origination systems. There can be no assurance that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed by WNZL or the third parties on which WNZL relies. In addition, a significant barrier to online financial transactions is the secure transmission of confidential information over public networks. WNZL's internet banking system relies on encryption and authentication technology to provide the security and authentication necessary to effect secure transmission of confidential information. Advances in computer capabilities, new discoveries in the field of cryptography or other developments could result in a compromise or breach of the algorithms WNZL's third-party service providers use to protect customer transaction data. If any such compromise of security were to occur, it could have a material adverse effect on WNZL's financial condition and results of operations.

Further, if any of these third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption, including failure to comply with banking regulations, in WNZL's relationships with them, WNZL may be required to locate alternative sources of such services, and there can be no assurance that WNZL could negotiate terms that are as favourable to it, or could obtain services with similar functionality as found in its existing systems without the need to expend substantial resources, if at all. The occurrence of any failures or interruptions could have a material adverse effect on WNZL's financial condition and results of operations.

### ***WNZL could suffer losses due to operational risks***

Operational risk is the risk of loss resulting from technology failure, inadequate or failed internal processes, people, systems or external events. As a financial services organisation WNZL is exposed to a variety of operational risks.

WNZL's operations rely on the secure processing, storage and transmission of confidential and other information on WNZL's computer systems and networks and the systems and networks of external suppliers. Although WNZL implements significant measures to protect the security and confidentiality of its information, there is a risk that the computer systems, software and networks on which we rely may be subject to security breaches, unauthorised access, computer viruses, external attacks or internal breaches that could have an adverse security impact and compromise its confidential information or that of its customers and counterparties. Any such security breach could result in regulatory enforcement actions,



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## Management report (continued)

reputational damage and reduced operational effectiveness. Such events could subsequently adversely affect WNZL's business, prospects, financial performance or financial condition.

WNZL is also highly dependent on the conduct of its employees. WNZL could, for example, be adversely affected in the event of human error, inadequate or failed processes or if an employee engages in fraudulent conduct. While WNZL has policies and processes to minimise the risk of human error and employee misconduct, these policies and processes may not always be effective.

Fraudulent conduct can also emerge from external parties seeking to access the bank's systems and customers' accounts. If systems, procedures and protocols for managing and minimising fraud fail, or are ineffective, they could lead to loss which could adversely affect WNZL's business, prospects, reputation, financial performance or financial condition.

WNZL relies on a number of suppliers to provide services, both in New Zealand and overseas, to provide services to it and its customers. Failure by these suppliers to deliver services as required could disrupt services and adversely impact WNZL's operations, profitability or reputation.

Operational risks could impact on WNZL's operations or adversely affect demand for its products and services. Operational risks can directly impact its reputation and result in financial losses which would adversely affect its financial performance or financial condition.

### ***WNZL could suffer losses due to failures in risk management strategies***

WNZL has implemented risk management strategies and internal controls involving processes and procedures intended to identify, monitor and mitigate the risks to which it is subject, including liquidity risk, credit risk, market risk (including interest rate and foreign exchange risk) and operational risk.

However, there are inherent limitations with any risk management framework as there may exist, or emerge in the future, risks that WNZL has not anticipated or identified.

If any of WNZL's risk management processes and procedures prove ineffective or inadequate or are otherwise not appropriately implemented, WNZL could suffer unexpected losses and reputational damage which could adversely affect its business, prospects, financial performance or financial condition.

### ***The Christchurch earthquakes could adversely affect WNZL's business, results of operations or financial condition***

On 22 February 2011 Christchurch, New Zealand experienced a 6.3 magnitude earthquake which resulted in significant damage in the region. The extent of the damage was greater than that resulting from the earlier earthquake which affected Christchurch on 4 September 2010.

The precise financial impact of the earthquakes remains difficult to quantify accurately as, amongst other things, responses by local and central governments are still being developed and insurance recoveries are still being worked through. A provision of \$30 million is held to reflect the impact of the Christchurch earthquakes.

If the impact on WNZL, its customers or counterparties is greater than that currently estimated, WNZL's losses could be higher than currently anticipated which could adversely affect WNZL's business, results of operations or financial condition.

### ***WNZL could suffer losses due to environmental factors***

WNZL and its customers operate businesses and hold assets in a diverse range of geographical locations. Any significant environmental change or external event (including fire, storm, flood, volcanic eruption, earthquake or pandemic) in any of these locations has the potential to disrupt business activities, impact on WNZL's operations, damage property and otherwise affect the value of assets held in the affected locations and WNZL's ability to recover amounts owing to it. The Christchurch earthquakes described above are an example of this type of event. In addition, such an event could have an adverse impact on economic activity, consumer and investor confidence, the ability of WNZL's customers to pay interest or repay principal on their loans, or the levels of volatility in financial markets.

The risk of losses due to environmental factors is also relevant to WNZL's insurance business. The frequency and severity of external events such as natural disasters is difficult to predict and it is possible that the amounts WNZL reserves for such events may not be adequate to cover actual claims that may arise, which could adversely affect our business prospects, financial performance or financial condition.

### ***Reputational damage could harm WNZL's business and prospects***

WNZL's ability to attract and retain customers and its prospects could be adversely affected if its reputation is damaged.

There are various potential sources of reputational damage including potential conflicts of interest, pricing policies, failing to comply with legal and regulatory requirements, ethical issues, engagements and conduct of external suppliers, failing to comply with money laundering laws, trade sanctions and counter-terrorism finance legislation or privacy laws, litigation, information security policies, improper sales and trading practices, failing to comply with personnel and supplier policies, improper conduct of companies in which WNZL holds strategic investments, technology failures, security breaches and risk management failures. WNZL's reputation could also be adversely affected by the actions of the financial services industry in general or from the actions of WNZL's customers and counterparties.

Failure to appropriately address issues that could or do give rise to reputational risk could also impact the regulatory change agenda, give rise to additional legal risk, subject WNZL to regulatory enforcement actions, fines and penalties or remediation costs, or harm WNZL's reputation among its customers, investors and the marketplace. This could lead to loss of business which could adversely affect WNZL's business, prospects, financial performance or financial condition.

### ***WNZL could suffer losses if it fails to syndicate or sell down underwritten securities***

As a financial intermediary WNZL underwrites listed and unlisted debt and equity securities. Underwriting activities include the development of solutions for corporate and institutional customers who need capital and investor customers who have an appetite for certain investment products. WNZL may guarantee the pricing and placement of these facilities. WNZL could suffer losses if WNZL fails to syndicate or sell down our risk to other market participants, which could adversely affect WNZL's business, prospects, financial performance or financial condition. This risk is more pronounced in times of market volatility.

# Westpac Securities NZ Limited

## Management report (continued)

### *Certain strategic decisions may have adverse effects on our business*

WNZL, at times, evaluates and may undertake strategic decisions which may include business expansion. The expansion, or integration of a new business, can be complex and costly and may require WNZL to comply with additional local or foreign regulatory requirements which may carry additional risks. These decisions may, for a variety of reasons, not deliver the anticipated positive business results and could have a negative impact on WNZL's business, prospects, engagement with regulators, financial performance or financial condition.

### Wholesale Funding

The wholesale funding base is diversified with respect to term, investor base, currency and funding instrument. WNZL and the Company maintain funding programmes for both short and long-term debt in several jurisdictions including New Zealand, Europe and the United States.

The following table sets forth the wholesale funding programmes of WBC, WNZL and the Company as at balance date.

Markets	2012			2011		
	Issuer	Programme Type	Programme Limit	Issuer	Programme Type	Programme Limit
Euro market	WBC/Company <sup>1</sup>	Euro Commercial Paper and Certificate of Deposit Programme	US\$ 20 billion	WBC/Company <sup>1</sup>	Euro Commercial Paper and Certificate of Deposit Programme	US\$20 billion
Euro market	Company <sup>1</sup>	Programme for Issuance of Debt Instruments	US\$ 7.5 billion	Company <sup>1</sup>	Programme for Issuance of Debt Instruments	US\$7.5 billion
Euro market	Company <sup>1</sup>	Global Covered Bond Programme	€5 billion	Company <sup>1</sup>	Global Covered Bond Programme	€5 billion
United States	Company <sup>1</sup>	Section 4(2) US Commercial Paper Programme	US\$ 10 billion	Company <sup>1</sup>	Section 4(2) US Commercial Paper Programme	US\$ 10 billion
United States	Company <sup>1</sup>	Rule 144A US Medium-term Note Programme	US\$ 10 billion	Company <sup>1</sup>	Rule 144A US Medium-term Note Programme	US\$ 10 billion
New Zealand	WNZL	Medium-term Note and Registered Certificate of Deposit Programme	No limit	WNZL	Medium-term Note and Registered Certificate of Deposit Programme	No limit

<sup>1</sup>Notes issued by the Company (acting through its London branch) are guaranteed by WNZL.

## Responsibility statement

The Board confirms that to the best of their knowledge:

- the financial statements, which have been prepared in accordance with the Financial Reporting Act 1993 (New Zealand), Companies Act 1993 (New Zealand), applicable New Zealand equivalents to International Financial Reporting Standards ('NZ IFRS') and other authoritative pronouncements of the External Reporting Board as appropriate for profit-oriented entities, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Management report includes a fair review of the information required by the Disclosure and Transparency Rules 4.1.8R to 4.1.11R of the United Kingdom Financial Services Authority.

# Westpac Securities NZ Limited

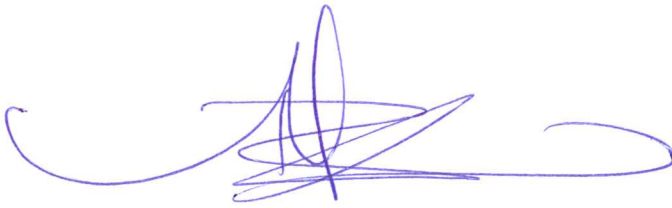
## Directors' report

The Board has pleasure in presenting the financial statements of Westpac Securities NZ Limited and the auditors' report for the year ended 30 September 2012.

The shareholders of the Company have exercised their rights under section 211(3) of the Companies Act 1993 and unanimously agreed that these financial statements need not comply with any of the paragraphs (a) and (e) to (j) of section 211(1) of the Act.

The Board authorised these financial statements on 19 November 2012.

For and on behalf of the Board.



Director **MARIETTE VAN RIJN**  
Auckland  
Date: 19 November 2012



Director **LEIGH BARTLETT**  
Auckland  
Date: 19 November 2012

# Westpac Securities NZ Limited

## Statement of comprehensive income for the year ended 30 September

	Note	2012 \$'000	2,011 \$'000
Interest income		254,559	232,326
Interest expense		(254,210)	(230,019)
<b>Net interest income</b>	3	<b>349</b>	<b>2,307</b>
Non-interest income	4	4,828	3,164
<b>Net operating income</b>		<b>5,177</b>	<b>5,471</b>
Operating expenses	5	(817)	(1,287)
<b>Profit before income tax expense</b>		<b>4,360</b>	<b>4,184</b>
Income tax expense	7	(5,338)	(1,256)
<b>(Loss)/profit after income tax expense</b>		<b>(978)</b>	<b>2,928</b>
Other comprehensive income		-	-
<b>Total comprehensive (loss)/income, net of tax</b>		<b>(978)</b>	<b>2,928</b>
<b>(Loss)/profit after income tax expense and total comprehensive (loss)/income, net of tax, attributable to:</b>			
Owners of the Company		(978)	2,928
		<b>(978)</b>	<b>2,928</b>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

# Westpac Securities NZ Limited

## Statement of changes in equity for the year ended 30 September

	Attributable to owners of the Company		Total \$'000
	Share Capital \$'000	Retained Profits \$'000	
<b>As at 1 October 2010</b>	651	7,366	8,017
<b>Year ended 30 September 2011</b>			
Profit after income tax expense	-	2,928	2,928
<b>Total comprehensive income for the year ended 30 September 2011</b>	-	2,928	2,928
<b>As at 30 September 2011</b>	651	10,294	10,945
<b>Year ended 30 September 2012</b>			
Loss after income tax expense	-	(978)	(978)
<b>Total comprehensive loss for the year ended 30 September 2012</b>	-	(978)	(978)
<b>As at 30 September 2012</b>	651	9,316	9,967

The above statement of changes in equity should be read in conjunction with the accompanying notes.

# Westpac Securities NZ Limited

## Balance sheet as at 30 September

	Note	2012 \$'000	2011 \$'000
<b>Assets</b>			
Cash and cash equivalents	13	4,877	3,425
Due from related entities	13	10,029,016	16,120,596
Current tax asset		383	-
Deferred tax assets	9	-	3,853
<b>Total assets</b>		<b>10,034,276</b>	<b>16,127,874</b>
<b>Liabilities</b>			
Current tax liabilities		-	1,256
Due to related entities	13	5,992	205,546
Debt issues	10	9,962,452	15,832,655
Other liabilities	11	55,865	77,472
<b>Total liabilities</b>		<b>10,024,309</b>	<b>16,116,929</b>
<b>Net assets</b>		<b>9,967</b>	<b>10,945</b>
<b>Equity</b>			
Share capital	12	651	651
Retained profits		9,316	10,294
<b>Total equity attributable to owners of the Company</b>		<b>9,967</b>	<b>10,945</b>

The above balance sheet should be read in conjunction with the accompanying notes.

# Westpac Securities NZ Limited

## Statement of cash flows for the year ended 30 September

	2012 \$'000	2011 \$'000
<b>Cash flows from operating activities</b>		
Interest income received	276,447	215,771
Service fees received - related entities	3,995	3,064
Interest expense paid	(275,817)	(213,382)
Income tax paid	(3,124)	(2,224)
Service fees paid - related entities	(282)	(969)
Operating expenses paid	(137)	(355)
<b>Net cash provided by operating activities</b>	<b>1,082</b>	<b>1,905</b>
<b>Cash flows from investing activities</b>		
Net decrease/(increase) in due from related entities	4,883,595	(3,458,486)
<b>Net cash provided by/(used in) investing activities</b>	<b>4,883,595</b>	<b>(3,458,486)</b>
<b>Cash flows from financing activities</b>		
Net (decrease)/increase in due to related entities	(199,952)	199,453
Net (decrease)/increase from debt issues	(4,683,273)	3,257,600
<b>Net cash (used in)/provided by financing activities</b>	<b>(4,883,225)</b>	<b>3,457,053</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,452</b>	<b>472</b>
Cash and cash equivalents at beginning of the year	3,425	2,953
<b>Cash and cash equivalents at end of the year</b>	<b>4,877</b>	<b>3,425</b>
<b>Reconciliation of (loss)/profit after income tax expense to net cash provided by operating activities:</b>		
(Loss)/profit after income tax expense	(978)	2,928
<i>Adjustments:</i>		
Movement in accrued assets	21,055	(16,655)
Movement in accrued liabilities	(21,209)	16,600
Movement in deferred tax assets and current tax liabilities	2,214	(968)
<b>Net cash provided by operating activities</b>	<b>1,082</b>	<b>1,905</b>

The above statement of cash flows should be read in conjunction with the accompanying notes.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 1. General information

These financial statements were authorised for issue by the Board on 19 November 2012. The Board has the power to amend the financial statements after they are authorised for issue.

The principal activity of the Company (acting through its London branch) is to raise and manage offshore wholesale funding for WNZL. The Company is a wholly-owned, indirect subsidiary of WNZL.

### Note 2. Summary of significant accounting policies

#### a. Statutory base

These financial statements are prepared and presented in accordance with the Financial Reporting Act 1993. These financial statements have also been prepared in accordance with New Zealand Generally Accepted Accounting Practice, applicable New Zealand equivalents to NZ IFRS and other authoritative pronouncements of the External Reporting Board, as appropriate for profit-oriented entities. These financial statements comply with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

#### b. Basis of preparation

The financial statements are based on the general principles of historical cost accounting, as modified by the fair value accounting for financial assets and financial liabilities at fair value through profit or loss. The going concern concept and the accrual basis of accounting have been adopted. All amounts are expressed in New Zealand dollars unless otherwise stated.

The same accounting policies and methods of computation have been followed in preparing these financial statements that were used in preparing the financial statements for the year ended 30 September 2011, except as amended for the changes required due to the adoption of the new and revised accounting standards as explained in Note 2(f) Changes in accounting policies.

Certain comparative information has been restated to ensure consistent treatment with the current reporting period. Where there has been a material restatement of comparative information the nature of, and the reason for, the restatement is disclosed in the relevant note.

#### c. Rounding of amounts

Amounts in these financial statements have been rounded to the nearest thousand dollars unless otherwise stated.

#### d. Foreign currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (the 'functional currency'). The financial statements of the Company are presented in New Zealand dollars, which is the Company's functional and presentation currency.

Foreign currency monetary assets and liabilities have been translated into New Zealand dollars at the rate of foreign exchange prevailing as at the balance date. Transactions denominated in a foreign currency are converted to New Zealand dollars at the exchange rates in effect at the date of the transaction.

Foreign exchange differences relating to monetary items and gains and losses arising from foreign exchange dealings by the Company have been included in the statement of comprehensive income.

#### e. Particular accounting policies

##### Revenue recognition

###### *Interest income*

Interest income for all interest earning financial assets including those at fair value is recognised in the statement of comprehensive income using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, cash flows are estimated based upon all contractual terms of the financial instrument (e.g. prepayment options), but do not consider future credit losses. The calculation includes all fees and other amounts paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Interest relating to impaired loans is recognised using the loan's original effective interest rate based on the net carrying value of the impaired loan after giving effect to impairment charges or for a variable rate loan, the current effective interest rate determined under the contract. This rate is also used to discount the future cash flows for the purpose of measuring the impairment charges. For loans that have been impaired, this method results in cash receipts being apportioned between interest and principal.

###### *Fee income*

Fees are generally recognised on an accrual basis over the period during which the service is performed.

###### *Gain or loss on financial assets and liabilities at fair value*

Realised gains or losses, and unrealised gains or losses arising from changes in the fair value of financial assets and liabilities at fair value through profit or loss are recognised as gains or losses on financial assets and liabilities at fair value through profit or loss in the statement of comprehensive income in the period in which they arise. They are included as part of net interest income. Interest income and expense on financial assets and liabilities at fair value through profit or loss are recognised as part of net interest income.



# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 2. Summary of significant accounting policies (continued)

#### Expense recognition

##### *Interest expense*

Interest expense, including premiums or discounts and associated expenses, incurred on the issue of financial liabilities is recognised in the statement of comprehensive income using the effective interest method.

##### *Fee expenses*

Fees are recognised in the statement of comprehensive income over the period in which the related service is received.

#### Taxation

##### *Income tax*

Income tax expense on the profit for the year comprises current tax and movement in deferred tax balances.

Current tax is the expected tax payable on the taxable income for the financial year, using tax rates that have been enacted or substantively enacted as at the balance date, and any adjustment to tax payable in respect of previous years.

Deferred tax is accounted for using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding amounts used for taxation purposes. Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates that have been enacted or substantively enacted as at the balance date that are expected to apply when the liability is settled or the asset is realised.

Except as noted above, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. For presentation purposes deferred tax assets and deferred tax liabilities have been offset where they relate to income taxes levied by the same taxation authority on the Company.

##### *Goods and services tax*

Revenue, expenses and assets are recognised net of goods and services tax ('GST') except to the extent that GST is not recoverable from the Inland Revenue. In these circumstances, the GST is recognised as part of the expense or the cost of the asset.

#### Assets

##### *Financial assets*

The Company classifies its financial assets in the following categories: financial assets at fair value through profit or loss and loans and receivables. Management determines the classification of its financial assets at initial recognition.

##### ▪ *Financial assets at fair value through profit or loss*

This category has two sub-categories: first, financial assets held for trading and second, those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling it in the near term, if it is part of a portfolio of financial assets that are managed together and for which there is evidence of a recent pattern of short-term profit taking, if it is a derivative that is not a designated hedging instrument, or if so designated on acquisition by management. This designation may only be made if the financial asset contains an embedded derivative, it is managed on a fair value basis in accordance with a documented risk management strategy or if designating it at fair value reduces an accounting mismatch.

##### ▪ *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the receivable.

##### *Recognition and measurement of financial assets*

Purchases and sales of financial assets at fair value through profit or loss are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Loans and receivables are recognised when cash is advanced to the borrower. Financial assets at fair value through profit or loss are recognised initially at fair value. Loans and receivables are recognised initially at fair value plus directly attributable transaction costs.

Financial assets at fair value through profit or loss are subsequently carried at fair value. Realised and unrealised gains or losses arising from changes in the fair value of financial assets at fair value through profit or loss are included in the statement of comprehensive income in the period in which they arise. Loans and receivables are carried at amortised cost using the effective interest method.

The fair values of quoted investments in active markets are based on current bid prices. If the market for a financial asset is not active, the Company establishes fair value using valuation techniques. These include the use of recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 2. Summary of significant accounting policies (continued)

#### *Derecognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired; or
- the entity has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and cannot sell or re-pledge the asset other than to the transferee; and
- either the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A situation may arise where the Company transfers its right to receive cashflows from an asset or has entered into a pass-through arrangement. In some such cases the Company would have neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of these assets. Should this occur to the extent that the Company has continuing involvement in the asset, the asset continues to be recognised on the balance sheet.

#### *Cash and cash equivalents*

Cash and cash equivalents include cash and liquid assets. They are brought to account at the face value or the gross value of the outstanding balance, where appropriate. They are accounted for as loans and receivables.

#### *Due from related entities*

Due from related entities include financial assets at fair value through profit or loss, loans, accrued interest receivable and other receivables.

Amounts due from related entities designated at fair value through profit or loss are classified as financial assets at fair value through profit or loss in these financial statements. This designation is made if it is managed on a fair value basis in accordance with a documented risk management strategy or if designating it at fair value reduces an accounting mismatch.

Amounts due from related entities classified as loans are accounted for as loans and receivables. They arise when the Company provides money directly to WNZL with no intention of trading the receivable. They are measured at amortised cost using the effective interest method.

#### *Impairment of financial assets*

The following accounting policy applies to the impairment of financial assets carried at amortised cost.

The Company assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment charges are recognised if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Objective evidence that a financial asset or group of assets is impaired includes observable data that comes to the attention of the Company about the following loss events:

- (i) significant financial difficulty of the issuer or obligor;
- (ii) a breach of contract, such as a default or delinquency in interest or principal payments;
- (iii) the Company granting to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, a concession that the Company would not otherwise consider;
- (iv) it becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (v) the disappearance of an active market for that financial asset because of financial difficulties; or
- (vi) observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the Company, including:
  - (a) adverse changes in the payment status of borrowers in the Company; or
  - (b) national or local economic conditions that correlate with defaults on the assets in the Company.

The Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment on loans and receivables has been incurred, the amount of the charge is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of a provision account and the amount of the loss is recognised in the statement of comprehensive income. If a loan has a variable interest rate, the discount rate for measuring any impairment is the current effective interest rate determined under the contract.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 2. Summary of significant accounting policies (continued)

The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable. For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of similar credit risk characteristics (i.e. on the basis of the Company's grading process that considers asset type, industry, geographical location, collateral type, past due status and other relevant factors). Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. Future cash flows for a group of financial assets that are collectively evaluated for impairment are estimated on the basis of the contractual cash flows of the assets in the group and historical loss experience for assets with credit risk characteristics similar to those in the Company. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently.

Estimates of changes in future cash flows for groups of assets reflect, and are directionally consistent with, changes in related observable data from period to period (for example, changes in unemployment rates, property prices, payment status, or other factors indicative of changes in the probability of losses in the Company and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Company to reduce any differences between loss estimates and actual loss experience. When a loan is uncollectable, it is written off against the related provision for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off decrease the amount of charge for loan impairment in the statement of comprehensive income. If, in a subsequent period, the amount of the impairment charge decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment charge is reversed by adjusting the provision account. The amount of the reversal is recognised in the statement of comprehensive income.

### Liabilities

#### *Financial liabilities*

The Company classifies its financial liabilities in the following categories: financial liabilities at fair value through profit or loss and financial liabilities at amortised cost.

- ***Financial liabilities at fair value through profit or loss***  
This category has two sub-categories: first, financial liabilities held for trading and second, those designated at fair value through profit or loss at inception. A financial liability is classified in this category if incurred principally for repurchasing it in the near term, if it is part of a portfolio of financial liabilities that are managed together and for which there is evidence of a recent pattern of short-term profit taking or if so designated on initial recognition by management. This designation may only be made if the financial liability contains an embedded derivative, it is managed on a fair value basis in accordance with a documented risk management strategy or if designating it at fair value reduces an accounting mismatch.
- ***Financial liabilities at amortised cost***  
This category includes all financial liabilities other than those at fair value through profit or loss. Liabilities in this category are measured at amortised cost.

#### ***Recognition, derecognition and measurement of financial liabilities***

Financial liabilities are initially recognised at fair value less transaction costs except where they are designated at fair value, in which case transaction costs are expensed as incurred. They are subsequently measured at amortised cost except for financial liabilities at fair value, which are held at fair value through profit or loss. Financial liabilities are recognised when an obligation arises and derecognised when they are discharged, cancelled or expire.

#### ***Due to related entities***

This amount includes amounts due to other entities controlled by WBC.

Due to related entities includes borrowings, settlement account balances due to related entities and debt issues held by related entities. They are measured at amortised cost.

#### ***Debt issues***

Debt issues are bonds, notes and commercial paper that have been issued by the Company. They are either accounted for at amortised cost or at fair value through profit or loss. If the liability is accounted for at amortised cost it is initially recorded at cost, which is the fair value of the consideration received, net of transaction costs. Subsequently, the debt is measured using the effective interest method. If the liability is accounted for at fair value through profit or loss, the debt issue is initially recognised at the fair value of the consideration received. Debt issues are measured at fair value through profit or loss to reduce an accounting mismatch.

#### ***Other Liabilities***

Other liabilities include accrued interest payable on debt issues.

### Equity

#### ***Ordinary shares***

Ordinary shares are recognised at the amount paid up per ordinary share, net of directly attributable issue costs.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 2. Summary of significant accounting policies (continued)

#### Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### 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 is the person or group that allocates resources to and assesses the performance of the operating segments of an entity.

#### Statement of cash flows

##### *Basis of presentation*

The statement of cash flows has been presented in accordance with the New Zealand equivalent to International Accounting Standard ('NZ IAS') 7 *Statement of Cash Flows* with the netting of certain items as disclosed below.

##### *Cash and cash equivalents*

Cash and cash equivalents reflect the balance of cash and liquid assets used in the day-to-day management of the Company, which are readily convertible at the Company's option.

##### *Netting of cash flows*

Certain cash flows have been netted in order to provide more meaningful disclosure, as many of the cash flows are received and disbursed on behalf of customers and reflect the activities of those customers rather than the Company.

#### f. Changes in accounting policies

As a result of the new and revised accounting standards which became operative for the annual reporting period commencing 1 October 2011 the following standards, interpretations and amendments have been adopted with effect from 1 October 2011 in the preparation of these financial statements:

- NZ IFRS 7 *Financial Instruments: Disclosures* ('NZ IFRS 7') - The amendments add an explicit statement that qualitative disclosure should be made in the context of the quantitative disclosures to better enable users to evaluate an entity's exposure to risks arising from financial instruments. In addition, certain disclosure requirements have been amended and removed.
- NZ IAS 24 *Related Party Disclosures* - The main changes to the standard simplify the definition of a related party and clarify its intended meaning.
- NZ IAS 34 - The amendments add examples to the list of events or transactions that require disclosure under NZ IAS 34.
- *Amendments to NZ IFRSs to Harmonise with IFRS and Australian Accounting Standards* - The amendments remove certain New Zealand-specific disclosures and relocate certain disclosure requirements to a new standard.
- Financial Reporting Standard 44 *New Zealand Additional Disclosures* - This new standard is applicable only to New Zealand and is a consequence of the joint Trans-Tasman Convergence project of the Australian Accounting Standards Board and Financial Reporting Standards Board. This standard relocates certain New Zealand-specific disclosures from other NZ IFRS and also revises certain disclosures.

Adoption of these new and revised accounting standards has not resulted in any material change to the Company's result or financial position.

#### g. Future accounting developments

The following new standards, interpretations and amendments have been issued, but are not yet effective and have not been early adopted by the Company:

- NZ IFRS 9 *Financial Instruments* - If this standard is not early adopted it will be effective for the 30 September 2016 financial year end. The major changes under the standard are that:
  - it replaces the multiple classification and measurement models in NZ IAS 39 *Financial Instruments: Recognition and Measurement* with a single model that has two classification categories: amortised cost and fair value;
  - a financial asset is measured at amortised cost if two criteria are met: a) the objective of the business model is to hold the financial assets for the collection of the contractual cash flows; and b) the contractual cash flows under the instrument solely represent the payment of principal and interest;
  - if a financial asset is eligible for amortised cost measurement, an entity can elect to measure it at fair value if it eliminates or significantly reduces an accounting mismatch;
  - there will be no separation of an embedded derivative where the instrument is a financial asset;
  - equity instruments must be measured at fair value, however, an entity can elect on initial recognition to present the fair value changes on an equity investment directly in other comprehensive income. There is no subsequent recycling of fair value gains and losses to profit or loss. However, dividends from such investments will continue to be recognised in profit and loss; and
  - if an entity holds an investment in asset-backed securities it must determine the classification of that investment by looking through to the underlying assets and assess the credit quality of the investment compared with the underlying portfolio of assets. If an entity is unable to look through, then the investment must be measured at fair value.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 2. Summary of significant accounting policies (continued)

The reissued version in December 2010 includes the requirements for classification and measurement of financial instruments including both financial assets and financial liabilities as well as recognition and derecognition requirements for financial instruments. The main additional change as a result of the reissued version relates to the measurement of financial liabilities. Specifically, the portion of a change of fair value relating to the entity's own credit risk for financial liabilities measured at fair value utilising the fair value option is presented in other comprehensive income, except when that would create an accounting mismatch. If such a mismatch would be created or enlarged, the entity is required to present all changes in fair value (including the effects of changes in the credit risk of the liability) in profit or loss.

The standard will impact the classification and measurement of the Company's financial instruments.

- NZ IFRS 13 *Fair Value Measurement* ('NZ IFRS 13') - The new standard was issued in June 2011 and is applicable to the Company in the 2014 financial year. The new standard replaces existing guidance on fair value measurement in several standards with a single, unified definition of fair value and a framework for measuring and disclosing fair values. NZ IFRS 13 applies to all assets and liabilities measured at fair value, not just financial instruments. It is not expected to have a material impact on the Company.
- *Disclosures - Offsetting Financial Assets and Financial Liabilities* (Amendments to NZ IFRS 7) was issued in February 2012 and will be effective to the Company in the 2014 financial year. The amendment requires disclosure of information that will enable users to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with recognised financial assets and liabilities on the Company's financial position. The amendment is expected to result in additional disclosures.
- *Offsetting Financial Assets and Financial Liabilities* (Amendments to NZ IAS 32 Financial Instruments: Presentation ('NZ IAS 32')) was issued in February 2012 and will apply to the Company in the 2015 financial year. The amendment provides application guidance to addressing inconsistencies applied to offsetting criteria provided in NZ IAS 32, including clarifying the meaning of current legal enforceable right of set-off and that some gross settlement systems may be considered as the equivalent to net settlement. The amendment is not expected to have a material impact on the Company.

### h. Critical accounting estimates, judgment and assumptions

The application of the Company's accounting policies necessarily requires the use of estimates, judgment and assumptions. Should different estimates, judgment and assumptions be applied, the resulting values would change, impacting the net assets and income of the Company.

#### Critical accounting estimates

The nature of estimates and assumptions used and the value of the resulting asset and liability balances are included in the policies below.

##### *Fair value of financial instruments*

Financial instruments classified as held-for-trading or designated at fair value through profit or loss are recognised in the financial statements at fair value.

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Financial instruments are either priced with reference to a quoted market price for that instrument or by using a valuation technique. Where the fair value is calculated using a valuation technique, the methodology used is to calculate the expected cash flows under the terms of each specific contract and then discount these values back to the present value. These models use independently sourced market parameters including, for example, interest rate yield curves, equities and commodities prices, option volatilities and currency rates. Most market parameters are either directly observable or are implied from instrument prices. However, profits or losses are recognised upon initial recognition only when such profits can be measured solely by reference to observable current market transactions or valuation techniques based solely on observable market inputs. In the event that inputs into valuation techniques are non-market observable any day-one profit or loss is amortised over the life of the transaction.

The calculation of fair value for any financial instrument may also require adjustment of the quoted price or model value to reflect the cost of credit risk (where not embedded in underlying models or prices used) or to reflect hedging costs not captured in pricing models (to the extent they would be taken into account by a market participant in determining a price). The process of calculating fair value on illiquid instruments or from a valuation model may require estimation of certain pricing parameters, assumptions or model characteristics.

These estimates are calibrated against industry standards, economic models and observed transaction prices.

The fair value of financial instruments is provided in Note 15 Fair value of financial instruments.

The fair value of substantially all securities positions carried at fair value is determined using valuation techniques with market observable inputs.

#### Critical accounting judgments

The judgments, apart from those involving estimations, that management has made in applying the Company's accounting policies and that have the most significant impact on the amounts recognised in the financial statements are as follows:

##### *Income taxes*

The Company is subject to income taxes in New Zealand and jurisdictions where it has foreign operations. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company estimates its tax liabilities based on the Company's understanding of the tax law. Where the final outcome of these matters is different from the amounts initially recorded, such differences impact the current and deferred tax provisions in the period when such determinations are made.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 3. Net interest income

	Year Ended 30 September 2012 \$'000	Year Ended 30 September 2011 \$'000
<b>Interest income</b>		
Due from related entities	254,559	232,326
<b>Total interest income<sup>1</sup></b>	<b>254,559</b>	<b>232,326</b>
<b>Interest expense</b>		
Debt issues	249,135	228,215
Due to related entities	5,075	1804
<b>Total interest expense<sup>2</sup></b>	<b>254,210</b>	<b>230,019</b>
<b>Net interest income</b>	<b>349</b>	<b>2,307</b>

<sup>1</sup> Total interest income for financial assets that are not at fair value through profit or loss is \$217,772,000 (30 September 2011: \$200,064,000).

<sup>2</sup> Total interest expense for financial liabilities that are not at fair value through profit or loss is \$219,847,000 (30 September 2011: \$200,979,000).

### Note 4. Non-interest income

	Year Ended 30 September 2012 \$'000	Year Ended 30 September 2011 \$'000
<b>Fees and commissions</b>		
Service fees received from related entities	4,828	3,134
<b>Total fees and commissions</b>	<b>4,828</b>	<b>3,134</b>
<b>Total non-interest income</b>	<b>4,828</b>	<b>3,134</b>

### Note 5. Operating expenses

	Year Ended 30 September 2012 \$'000	Year Ended 30 September 2011 \$'000
Bank charges	34	45
Services provided - related entities	680	932
Purchased services	101	276
Sundry expenses	-	4
Travel expenses	2	30
<b>Total operating expenses</b>	<b>817</b>	<b>1287</b>

Services fees were paid to WNZL and WBC for certain operating costs incurred on the Company's behalf.

### Note 6. Auditors' remuneration

The audit fees for the year ended 30 September 2012 amounting to \$32,000 (30 September 2011: \$32,000) were borne by WNZL.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 7. Income tax expense

	Year Ended 30 September 2012 \$'000	Year Ended 30 September 2011 \$'000
<b>Income tax expense</b>		
Current tax:		
- Current year	5,338	1256
<b>Total income tax expense</b>	<b>5,338</b>	<b>1256</b>
<b>Reconciliation of income tax expense to profit before income tax expense</b>		
Profit before income tax expense	4,360	4,184
Tax calculated at tax rate of 28% (30 September 2011: 30%)	1,221	1256
Tax provision - foreign tax credits	4,117	-
<b>Total income tax expense</b>	<b>5,338</b>	<b>1256</b>

In 2012 a \$4,117,000 tax provision was recognised through the statement of comprehensive income to reflect the Company's uncertainty over the ability to claim a refund for foreign tax credits.

In May 2010 the New Zealand Government enacted a reduction in company tax rates from 30% to 28%, which applied to the Company from 1 October 2011. Accordingly, the deferred taxes were remeasured at 28% to the extent the underlying temporary differences were expected to reverse from 1 October 2011 onwards. This change in tax rate has not impacted the Company's deferred tax expense for the year ended 30 September 2012 (30 September 2011: nil).

### Note 8. Imputation credit account

	Year Ended 30 September 2012 \$'000	Year Ended 30 September 2011 \$'000
<b>Imputation credit account</b>		
Balance at beginning of the year	86	86
Transfers	1,221	-
<b>Balance at end of the year</b>	<b>1,307</b>	<b>86</b>

### Note 9. Deferred tax assets

	2012 \$'000	2011 \$'000
<b>Deferred tax assets attributable to the following:</b>		
Overseas tax paid	-	3,853
<b>Total deferred tax asset</b>	<b>-</b>	<b>3,853</b>
Amounts expected to be recovered within 12 months	-	3,853
<b>Total deferred tax asset</b>	<b>-</b>	<b>3,853</b>
<b>Movements</b>		
Balance at beginning of the year	3,853	2,727
Transfer to current tax asset	(3,853)	126
<b>Balance at end of the year</b>	<b>-</b>	<b>3,853</b>

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 10. Debt issues

	2012 \$'000	2011 \$'000
<b>Short-term debt</b>		
Commercial paper	4,032,609	7,228,879
<b>Total short-term debt</b>	<b>4,032,609</b>	<b>7,228,879</b>
<b>Long-term debt</b>		
Non-domestic medium-term notes	5,929,843	8,603,776
<b>Total long-term debt</b>	<b>5,929,843</b>	<b>8,603,776</b>
<b>Total debt issues</b>	<b>9,962,452</b>	<b>15,832,655</b>
Debt issues measured at amortised cost	5,899,882	8,105,982
Debt issues measured at fair value	4,062,570	7,726,673
<b>Total debt issues</b>	<b>9,962,452</b>	<b>15,832,655</b>
<b>Movement in debt issues</b>		
Balance at beginning of the year	15,832,655	13,114,484
Issuances during the year	11,202,293	17,711,160
Repayments during the year	(15,885,566)	(14,458,924)
Effect of foreign exchange movements during the year	(1,187,938)	(533,682)
Effect of fair value movements during the year	1,008	(383)
<b>Balance at end of the year</b>	<b>9,962,452</b>	<b>15,832,655</b>
Amounts expected to be settled within 12 months	5,213,491	9,682,370
Amounts expected to be settled after 12 months	4,748,961	6,150,285
<b>Total debt issues</b>	<b>9,962,452</b>	<b>15,832,655</b>

As at 30 September 2012, the Company had New Zealand Government guaranteed debt of \$1,245,210,000 (30 September 2011: \$3,312,184,000).

### Note 11. Other liabilities

	2012 \$'000	2011 \$'000
Accrued Interest payable on debt issues	55,865	77,472
<b>Total other liabilities</b>	<b>55,865</b>	<b>77,472</b>

The balance represents interest payable to be settled within 12 months.

### Note 12. Equity

#### Ordinary shares fully paid

	2012 Number of Issued Shares	2011 Number of Issued Shares
<b>Balance at beginning of the year</b>	<b>651,185</b>	<b>651,185</b>
Transactions during the year	-	-
<b>Balance at end of the year</b>	<b>651,185</b>	<b>651,185</b>

#### Ordinary shares

The ordinary shares in the Company confer on their holder the rights described in section 36 of the Companies Act 1993, i.e. subject to the constitution of the Company each share carries the right to one vote on a poll at meetings of shareholders, the right to an equal share in dividends authorised by the Company and the right to an equal share in the distribution of the surplus assets of the Company in the event of liquidation.

The ordinary shares have no par value, as per section 38 of the Companies Act 1993.



# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 13. Related entities

#### Ultimate Holding Company

The Company is a wholly-owned subsidiary of Westpac NZ Operations Limited ('WNZOL'). The Company is also an indirect, wholly-owned subsidiary of WNZL. WNZL's Disclosure Statement is available, free of charge, at [www.westpac.co.nz](http://www.westpac.co.nz). The ultimate parent company is WBC, which is incorporated in Australia and whose financial statements are available, free of charge, at [www.westpac.com.au](http://www.westpac.com.au).

#### Nature of Transactions

Loan finance, current account banking facilities and other financial products are provided by WNZL and the WBC London Branch to the Company on normal commercial terms.

Interest income of \$254,559,000 (30 September 2011: \$232,326,000) was received from WNZL.

The Company raises offshore wholesale funding and on-lends all amounts raised or borrowed to WNZL. Included within interest income is a funding margin of \$4,337,000 (30 September 2011: \$4,221,000) paid to the Company by WNZL.

Interest expense includes an amount relating to bonds held by WBC of \$48,000 (30 September 2011: \$116,000).

Non-interest income comprises service fees of \$4,828,000 (30 September 2011: \$3,164,000) which were charged to WNZL to recover operating expenses incurred by the Company.

Within operating expenses are payments of \$680,000 (30 September 2011: \$932,000) to WNZL and WBC for certain operating services provided to the Company.

Cash and cash at bank due from related entities comprise \$4,764,000 (30 September 2011: \$3,331,000) held with WNZL.

WNZL guarantees the due and punctual payment of all sums payable to the holders of the debt securities issued by the Company, the proceeds of which are immediately on-lent to WNZL. The aggregate amount of outstanding principal and interest as at 30 September 2012 was \$10,041,521,000 (30 September 2011: \$15,944,933,000). As the proceeds of the debt issuances are immediately on-lent to WNZL, the aggregate amount guaranteed by WNZL is already reflected in WNZL's balance sheet as part of the amounts due to related entities.

The Company issues bonds under WNZL's Global Covered Bond programme ('CB Programme'). Investors of debt issued by the Company under the CB Programme have dual recourse: first, to WNZL as WNZL guarantees all the debts issued by the Company and second, to Westpac NZ Covered Bond Limited ('WNZCBL'). WNZCBL is a special purpose entity which was set up to hold housing loans and to provide a financial guarantee for the debts issued by the Company under the CB Programme. WNZL is considered to control WNZCBL based on certain contractual arrangements existing between WNZCBL and WNZL, and as such WNZCBL is consolidated in the financial statements of WNZL Group. Included in interest expense is the guarantee fee paid by the Company to WNZCBL amounting to \$4,990,000 (30 September 2011: \$1,300,000). Included in interest income is recovery from WNZL of guarantee fees paid to WNZCBL amounting to \$4,990,000 (30 September 2011: \$1,300,000).

Other transactions and balances with related entities are disclosed below.

Transactions with these related entities are on an arm's length basis.

#### Due from related entities

	2012 \$'000	2011 \$'000
Accrued interest	57,550	79,438
Financial assets at fair value through profit or loss	4,060,889	7,924,029
Loans	5,906,851	8,114,236
Other receivables	3,726	2,893
<b>Total due from related entities</b>	<b>10,029,016</b>	<b>16,120,596</b>
Amounts expected to be recovered within 12 months	5,273,549	9,961,229
Amounts expected to be recovered after 12 months	4,755,467	6,159,367
<b>Total due from related entities</b>	<b>10,029,016</b>	<b>16,120,596</b>

All amounts above are due from WNZL. Both financial assets at fair value through profit or loss and loans are interest bearing and interest is charged on normal commercial terms. Non-deal related amounts owing by related entities are normally settled within 90 days. Deal related amounts are settled in accordance with the terms of the transaction.

#### Due to related entities

	2012 \$'000	2011 \$'000
Loans and advances	4,961	9,048
Debt issues held by related entities at fair value through profit or loss	-	195,865
Other	1,031	633
<b>Total due to related entities</b>	<b>5,992</b>	<b>205,546</b>
Amounts expected to be settled within 12 months	3,030	201,339
Amounts expected to be settled after 12 months	2,962	4,207
<b>Total due to related entities</b>	<b>5,992</b>	<b>205,546</b>

The amounts disclosed as at 30 September 2012 are balances owing to WNZL and WNZCBL. The amounts disclosed as at 30 September 2011 are balances owing to WNZL, WBC and WNZCBL.

Deal related advances are interest bearing and interest is charged on normal commercial terms. Non-deal related amounts owing to related entities are normally settled within 90 days. Other amounts due are in relation to services provided and are settled in accordance with the terms of the transaction.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 14. Financial risk management

The principal activity of the Company is to raise and manage offshore wholesale funding for WNZL, in respect of which the Company is a wholly-owned, indirect subsidiary. The risk exposures of the Company arise as a consequence of its debt funding activities.

The Company's business activities are subject to risks that can adversely impact its future performance and financial condition. The Company is affected by the same principal risks and uncertainties which affect WNZL. This is because the Company is an indirect, wholly-owned subsidiary of WNZL, the Company's debt issuances are guaranteed by WNZL, and all proceeds of such debt issuance are on-lent to WNZL. The principal risks and uncertainties which affect WNZL are set forth in the section "Principal risks and uncertainties" in the Management report on page 4.

The principal risks and uncertainties are not the only ones the Company may face. Additional risks and uncertainties of which the Company may be unaware, or those that are deemed to be immaterial, may become important factors that affect the Company in the future. If any of the risks actually occur, the Company's business, results of operations or financial condition could be materially adversely affected.

Any risks arising from offshore wholesale funding is passed through under the principal terms of the loan to WNZL. The Company charges WNZL a services fee to cover day-to-day cost of operations.

As an indirect wholly-owned subsidiary of WNZL, the Company operates within the governance and risk management frameworks of WNZL. These frameworks support effective and efficient decision-making through established reporting obligations to the Board as well as measures of staff performance. The Company regards the management of risk to be a fundamental management activity. Supporting this approach is a risk management framework that includes core risk principles as well as policies and processes for measuring and monitoring risk.

#### Categories of financial risk

The key financial risks to which the Company is exposed are discussed below:

- Credit risk - the potential for financial loss where a customer or counterparty fails to meet their financial obligations;
- Market risk - the risk of an adverse impact on earnings resulting from changes in market factors. Market risk includes the following risk factors:
  - Interest rate risk - the potential loss arising from the changes in the value of financial instruments due to changes in market interest rates or their implied volatilities; and
  - Currency risk - the potential loss arising from the changes in the value of financial instruments due to changes in foreign exchange rates or their implied volatilities; and
- Liquidity risk - the risk that the Company will not be able to fund assets and meet obligations as they come due, without incurring unacceptable losses.

Additional details surrounding the risk management activities relating to the management of the financial risks are discussed below.

#### a. Credit risk

Credit risk is the potential for financial loss where a customer or counterparty fails to meet their financial obligations. This arises primarily from the Company's provision of offshore wholesale funding to WNZL.

The Company is subject to WNZL's Risk Management Framework. This framework defines what constitutes credit risk for the Company and provides the Company with a framework for managing credit risk. Compliance with the framework policies is monitored and exposures and breaches are reported to the WBC Credit Risk Committee.

The Company's main exposure to risk arises as a consequence of the funding arrangement in place with WNZL. A guarantee is provided by WNZL over the notes issued by the Company. The credit risk associated with the Company is mitigated by this guarantee. The Company, as noted above, is affected by the same principal risks that affect WNZL. WNZL's most significant risk is the risk of financial loss resulting from the failure of customers to honour fully the terms of their contract.

#### (i) External Credit Rating

The Company is a wholly-owned, indirect subsidiary of WNZL. WNZL has the following credit ratings with respect to its long-term senior unsecured obligations, including obligations payable in New Zealand in New Zealand dollars as at 30 September 2012 and at the date the Directors signed WNZL's 30 June 2012 financial statements.

#### Credit ratings for WNZL

Rating Agency	Current Credit Rating	Rating Outlook
Fitch Ratings	AA-	Stable
Moody's Investors Service	Aa3	Stable
Standard & Poor's	AA-	Stable

On 30 January 2012, Fitch Ratings ('Fitch') placed WNZL's credit rating outlook on 'rating watch negative'. The announcement by Fitch formed part of a broader review of the debt ratings Fitch applies to the largest banking institutions in the world. On 24 February 2012, WNZL's credit rating issued by Fitch was downgraded from AA to AA- with a 'stable' outlook.

On 9 November 2011, Standard & Poor's released its new global bank rating criteria and Banking Industry Country Risk Assessments ('BICRA') methodology. Also on 9 November 2011, Standard & Poor's announced the BICRA score for New Zealand of three, down from a score of two under the previous methodology. On 1 December 2011, as a result of the Standard & Poor's bank rating criteria changes, WNZL's credit rating was lowered from AA to AA- with a 'stable' outlook.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 14. Financial risk management (continued)

On 27 May 2011, WNZL's credit rating issued by Moody's Investors Service was downgraded from Aa2 to Aa3 with a 'stable' outlook.

There have been no other changes to any of WNZL's credit ratings or ratings outlooks in the two years prior to 30 September 2012.

A credit rating is not a recommendation to buy, sell or hold securities of WNZL. Such ratings are subject to revision, qualification, suspension or withdrawal at any time by the assigning rating agency. Investors in WNZL's securities are cautioned to evaluate each rating independently of any other rating.

#### (ii) Fully performing

Contractual payments due from WNZL have been received by their contractual maturity date and are considered to be fully performing.

#### (iii) Concentration of credit exposure

This table below shows the Company's concentration of credit exposure which is also the Company's maximum exposure to credit risk. As discussed above, the Company is a wholly-owned, indirect subsidiary of WNZL and the principal activity of the Company is to raise and manage offshore wholesale funding for WNZL.

	2012 \$'000	2011 \$'000
<b>On-balance sheet credit exposures consist of:</b>		
Cash and cash equivalents	4,877	3,425
Due from related entities	<u>10,029,016</u>	<u>16,120,596</u>
<b>Total credit exposures</b>	<u>10,033,893</u>	<u>16,124,021</u>
<b>Analysis of credit exposures by geographical area:</b>		
Within New Zealand	<u>10,033,893</u>	<u>16,124,021</u>
<b>Total credit exposures</b>	<u>10,033,893</u>	<u>16,124,021</u>
<b>Analysis of credit exposures by industry sector:</b>		
Finance and insurance	<u>10,033,893</u>	<u>16,124,021</u>
<b>Total credit exposures</b>	<u>10,033,893</u>	<u>16,124,021</u>

Australian and New Zealand Standard Industrial Classifications have been used as the basis for disclosing industry sectors.

### b. Market risk

Market risk is the risk of an adverse impact on earnings resulting from changes in market risk factors. The Company is primarily exposed to interest rate risk and foreign currency risk.

#### (i) Interest rate risk

Interest rate risk is the potential loss arising from the changes in the value of financial instruments due to changes in market interest rates or their implied volatility. Financial instruments with floating rate interest expose the Company to cash flow interest rate risk, whereas financial instruments with fixed rate interest expose the Company to fair value interest rate risk.

The table below summarises the Company's exposure to interest rate risk. It includes the Company's financial instruments at carrying amounts, categorised by the earlier of contractual repricing or maturity dates. The interest repricing of financial instruments are as follows:

30 September 2012							
	Up to 3 Months \$'000	Over 3 Months and Up to 6 Months \$'000	Over 6 Months and Up to 1 Year \$'000	Over 1 Year and Up to 2 Years \$'000	Over 2 Years \$'000	Non- Interest Bearing \$'000	Total \$'000
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	-	-	4,877	4,877
Due from related entities	<u>4,546,233</u>	<u>1,065,045</u>	<u>18,467</u>	<u>1,185,355</u>	<u>3,152,640</u>	<u>61,276</u>	<u>10,029,016</u>
<b>Total financial assets</b>	<u>4,546,233</u>	<u>1,065,045</u>	<u>18,467</u>	<u>1,185,355</u>	<u>3,152,640</u>	<u>66,153</u>	<u>10,033,893</u>
Non-financial assets							383
<b>Total assets</b>							<u>10,034,276</u>
<b>Financial liabilities</b>							
Due to related entities	842	-	-	-	-	5,150	5,992
Debt issues	<u>4,546,979</u>	<u>1,065,094</u>	<u>16,626</u>	<u>1,185,354</u>	<u>3,148,399</u>	<u>-</u>	<u>9,962,452</u>
Other liabilities	-	-	-	-	-	55,865	55,865
<b>Total financial liabilities</b>	<u>4,547,821</u>	<u>1,065,094</u>	<u>16,626</u>	<u>1,185,354</u>	<u>3,148,399</u>	<u>61,015</u>	<u>10,024,309</u>
Non-financial liabilities							-
<b>Total liabilities</b>							<u>10,024,309</u>
<b>Net financial (liabilities)/assets subject to interest rate risk</b>	<u>(1,588)</u>	<u>(49)</u>	<u>1,841</u>	<u>1</u>	<u>4,241</u>		

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 14. Financial risk management (continued)

	30 September 2011						Total \$'000
	Up to 3 Months \$'000	Over 3 Months and Up to 6 Months \$'000	Over 6 Months and Up to 1 Year \$'000	Over 1 Year and Up to 2 Years \$'000	Over 2 Years \$'000	Non- Interest Bearing \$'000	
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	-	-	3,425	3,425
Due from related entities	7,635,018	910,483	1,954,740	651,580	4,886,444	82,331	16,120,596
<b>Total financial assets</b>	<b>7,635,018</b>	<b>910,483</b>	<b>1,954,740</b>	<b>651,580</b>	<b>4,886,444</b>	<b>85,756</b>	<b>16,124,021</b>
Non-financial assets							3,853
<b>Total assets</b>							<b>16,127,874</b>
<b>Financial liabilities</b>							
Due to related entities	195,776	-	-	-	-	9,770	205,546
Debt issues	7,437,592	911,628	1,953,260	647,429	4,882,746	-	15,832,655
Other liabilities	-	-	-	-	-	77,472	77,472
<b>Total financial liabilities</b>	<b>7,633,368</b>	<b>911,628</b>	<b>1,953,260</b>	<b>647,429</b>	<b>4,882,746</b>	<b>87,242</b>	<b>16,115,673</b>
Non-financial liabilities							1,256
<b>Total liabilities</b>							<b>16,116,929</b>
<b>Net financial assets/(liabilities) subject to interest rate risk</b>	<b>1,650</b>	<b>(1,145)</b>	<b>1,480</b>	<b>4,151</b>	<b>3,698</b>		

The Company manages its exposure to interest rate risk by matching the market risk exposures on financial liabilities with financial assets due from WNZL, therefore there is no material unmatched interest rate risk in the Company, and any changes in market interest rates will not materially affect the statement of comprehensive income and equity of the Company.

#### (ii) Structural foreign exchange risk

The Company operates a London branch that gives rise to an immaterial amount of structural foreign exchange rate risk from translating foreign currency earnings and net assets into New Zealand dollars in the financial statements.

As with managing its exposure to interest rate risk, the Company mitigates its direct foreign exchange exposures by matching the currency of liabilities arising from wholesale funding with that of receivables from WNZL. This means any changes in the foreign currency rate associated with the debt issues will not materially affect the statement of comprehensive income and equity of the Company.

#### c. Liquidity risk

Liquidity risk is the risk that the Company will not be able to fund assets and meet obligations as they come due, without incurring unacceptable losses.

The liquidity risk within the Company is managed by matching the terms of funding with the terms of receivables from WNZL. There is no material payment mismatch between the Company's financial assets and financial liabilities.

WNZL's Treasury department is responsible for liquidity management, including for WNZL and the Company. WNZL Treasury is also responsible for monitoring WNZL's funding bases and ensuring it is prudentially maintained and adequately diversified.

#### (i) Maturity profile

The following liquidity analysis of financial assets and liabilities presents the contractual undiscounted cash flows receivable and payable, and is based on the remaining period as at balance date to the contractual maturity. The balances in the tables below may not agree to the balance sheet as the tables incorporate all cash flows on an undiscounted basis, including both principal and associated future interest income/expense accruals.

	30 September 2012							Total \$'000
	On Demand \$'000	Up to 1 Month \$'000	Over 1 Month to 3 Months \$'000	Over 3 Months to 1 year \$'000	Over 1 Year to 5 Years \$'000	Over 5 years \$'000	No specific maturity \$'000	
<b>Financial assets</b>								
Cash and cash equivalents	4,877	-	-	-	-	-	-	4,877
Due from related entities	-	1,019,752	620,720	3,748,557	5,175,030	-	3,726	10,567,785
<b>Total undiscounted financial assets</b>	<b>4,877</b>	<b>1,019,752</b>	<b>620,720</b>	<b>3,748,557</b>	<b>5,175,030</b>	<b>-</b>	<b>3,726</b>	<b>10,572,662</b>
<b>Financial liabilities</b>								
Due to related entities	-	96	193	868	2,962	-	1,873	5,992
Debt issues	-	1,015,818	619,666	3,696,705	5,174,921	-	-	10,507,110
Other liabilities	-	3,934	1,054	50,877	-	-	-	55,865
<b>Total undiscounted financial liabilities</b>	<b>-</b>	<b>1,019,848</b>	<b>620,913</b>	<b>3,748,450</b>	<b>5,177,883</b>	<b>-</b>	<b>1,873</b>	<b>10,568,967</b>

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 14. Financial risk management (continued)

	30 September 2011							Total \$'000
	On Demand \$'000	Up to 1Month \$'000	Over 1Month to 3 Months \$'000	Over 3 Months to 1year \$'000	Over 1Year to 5 Years \$'000	Over 5 years \$'000	No specific maturity \$'000	
<b>Financial assets</b>								
Cash and cash equivalents	3,425	-	-	-	-	-	-	3,425
Due from related entities	-	1,437,477	4,701,463	3,992,182	5,442,992	1,374,141	2,893	16,951,418
<b>Total undiscounted financial assets</b>	<b>3,425</b>	<b>1,437,477</b>	<b>4,701,463</b>	<b>3,992,182</b>	<b>5,442,992</b>	<b>1,374,141</b>	<b>2,893</b>	<b>16,954,573</b>
<b>Financial liabilities</b>								
Due to related entities	-	195,994	193	868	4,207	-	4,317	205,579
Debt issues	-	1,240,135	4,682,808	3,934,867	5,442,971	1,374,141	-	16,674,922
Other liabilities	-	1,446	18,656	57,370	-	-	-	77,472
<b>Total undiscounted financial liabilities</b>	<b>-</b>	<b>1,437,575</b>	<b>4,701,657</b>	<b>3,993,105</b>	<b>5,447,178</b>	<b>1,374,141</b>	<b>4,317</b>	<b>16,957,973</b>

#### (ii) Concentration of funding

	2012 \$'000	2011 \$'000
<b>Funding consists of:</b>		
Due to related entities	5,992	205,546
Debt issues	9,962,452	15,832,655
Other liabilities	55,865	77,472
<b>Total funding</b>	<b>10,024,309</b>	<b>16,115,673</b>
<b>Analysis of funding by product:</b>		
US commercial paper	4,032,609	7,228,879
US & Euro medium-term notes	3,975,537	6,850,205
Covered bond	1,954,306	1,753,571
Other liabilities	55,865	77,472
Due to related entities	5,992	205,546
<b>Total funding</b>	<b>10,024,309</b>	<b>16,115,673</b>
<b>Analysis of funding by geographical areas<sup>1</sup>:</b>		
Within New Zealand	5,110	5,990
Overseas	10,019,199	16,109,683
<b>Total funding</b>	<b>10,024,309</b>	<b>16,115,673</b>
<b>Analysis of funding by industry sector:</b>		
Finance and insurance	10,024,309	16,115,673
<b>Total funding</b>	<b>10,024,309</b>	<b>16,115,673</b>

<sup>1</sup>The geographic region used for debt issues is based on the nature of the debt programmes. The nature of the debt programmes is used as a proxy for the location of the original purchaser. Where the nature of the debt programme does not necessarily represent an appropriate proxy, the debt issues are classified as 'Other.' These instruments may have subsequently been on-sold.

Australian and New Zealand Standard Industrial Classifications have been used as the basis for disclosing industry sectors.

### Note 15. Fair value of financial instruments

Quoted market prices, when available, are used as the measure of fair values. Where quoted market prices do not exist, fair values presented are estimates derived using present values or other market accepted valuation techniques. These techniques involve uncertainties and are affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experience and other factors. Changes in assumptions could significantly affect these estimates and the resulting fair values.

NZ IFRS 7 requires the disclosure of the fair value of those financial instruments not already carried at fair value in the balance sheet. Fair value for financial instruments has been determined as follows:

#### Loans included in due from related entities

The fair value of loans is determined by discounting all future cash flows, including interest accruals. For variable rate loans, the discount rate used is the current effective interest rate. The discount rate applied for fixed rate loans reflects the market rate for the maturity of the loan.

#### Debt issues

The fair value of debt issues is based on market quoted prices, where available. The fair value of debt issues where a market quote is not available is based on discounted cash flows, using a rate appropriate to the instrument and the remaining term of the issue.

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 15. Fair value of financial instruments (continued)

#### Other financial assets and financial liabilities

The carrying amount of these items is a reasonable approximation of fair value as they are either short-term in nature or reprice frequently and are of a high credit rating.

#### Determination of fair value

There are three primary methods of determining fair value according to the following hierarchy:

##### Quoted market price ('Level 1')

This valuation technique uses recent unadjusted quoted prices for identical assets or liabilities in active markets where the price represents actual and regularly occurring market transactions on an arm's length basis.

##### Valuation technique using market observable inputs ('Level 2')

This valuation technique is used for financial instruments where quoted market prices are not available, so prices are derived from standard valuation models, and inputs to these models are directly observable. The valuation techniques include the use of discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

##### Valuation technique with significant non-market observable inputs ('Level 3')

This valuation technique is used where at least one significant input is not observable and reliance is placed on reasonable assumptions based on market conditions. These estimates are calibrated against industry standards, economic models and observable transaction prices where possible. Financial instruments included in this category show illiquidity in the market. Some valuations rely on estimates from related markets or proxies.

As at 30 September 2012 there were no material amounts of financial assets and financial liabilities in the Company where the fair value had been derived using valuation techniques with non-market observable inputs (30 September 2011: nil).

There have been no transfers between Levels 1 and 2 and no transfers into/out of Level 3 during the year ended 30 September 2012 (30 September 2011: nil).

#### Interest rates used for determining fair value

The following rates used to discount estimated cash flows, where applicable, are based on the wholesale markets yield curve at the reporting date plus an appropriate constant credit spread:

	2012	2011
	%	%
Due from related entities	0.01% - 2.59%	0.005% - 3.09%
Debt issues	0.01% - 2.59%	0.005% - 3.09%

The tables below summarise the categories of financial instruments and the carrying value and fair value of all financial instruments of the Company. The fair values of financial assets and financial liabilities designated at fair value through profit or loss were determined using Level 2 inputs.

	30 September 2012				
	Classified at fair value through profit or loss				
	Designated Upon Initial Recognition \$'000	Loans and Receivable \$'000	Financial Liabilities at Amortised Cost \$'000	Total Carrying Amount \$'000	Estimated Fair Value \$'000
<b>Financial Assets</b>					
Cash and cash equivalents	-	4,877	-	4,877	4,877
Due from related entities	4,060,889	5,968,127	-	10,029,016	10,197,612
<b>Total financial assets</b>	<b>4,060,889</b>	<b>5,973,004</b>	<b>-</b>	<b>10,033,893</b>	<b>10,202,489</b>
<b>Financial Liabilities</b>					
Due to related entities	-	-	5,992	5,992	5,992
Debt issues	4,062,570	-	5,899,882	9,962,452	10,131,048
Other liabilities	-	-	55,865	55,865	55,865
<b>Total financial liabilities</b>	<b>4,062,570</b>	<b>-</b>	<b>5,961,739</b>	<b>10,024,309</b>	<b>10,192,905</b>

# Westpac Securities NZ Limited

## Notes to the financial statements

### Note 15. Fair value of financial instruments (continued)

	30 September 2011				
	Classified at fair value through profit or loss		Financial Liabilities at Amortised Cost \$000's	Total Carrying Amount \$000's	Estimated Fair Value \$000's
	Designated Upon Initial Recognition \$000's	Loans and Receivable \$000's			
<b>Financial Assets</b>					
Cash and cash equivalents	-	3,425	-	3,425	3,425
Due from related entities	7,924,029	8,06,567	-	16,120,596	15,893,947
<b>Total financial assets</b>	<b>7,924,029</b>	<b>8,099,992</b>	<b>-</b>	<b>16,124,021</b>	<b>15,897,372</b>
<b>Financial Liabilities</b>					
Due to related entities	195,865	-	9,681	205,546	205,546
Debt issues	7,726,673	-	8,105,982	15,832,655	15,606,006
Other liabilities	-	-	77,472	77,472	77,472
<b>Total financial liabilities</b>	<b>7,922,538</b>	<b>-</b>	<b>8,193,135</b>	<b>16,115,673</b>	<b>15,889,024</b>

### Note 16. Capital

There are no externally imposed capital requirements on the Company. The Company is a wholly-owned subsidiary of WNZOL which itself is a part of the banking group made up of WNZL and its controlled entities (referred to in WNZL's Disclosure Statement as the 'Banking Group'). Capital for the Company is managed as part of the Banking Group.

### Note 17. Segment information

Operating segments are reported to the chief operating decision maker in a manner consistent with the financial statements disclosed in these financial statements. For this reason, no additional operating segment disclosure is made.

The chief operating decision maker of the Company (i.e. the person or group that allocates resources to and assesses the performance of the operating segments of an entity) is the Board. The members of the Board are listed on page 1. This reflects that the Company is a wholly-owned, indirect subsidiary of WNZL and that the principal activity of the Company is to raise and manage offshore wholesale funding for WNZL.

#### Revenue from Products and Services

The Company does not generate any revenue from external customers.

#### Secondary reporting – geographic segments

All revenue is generated within New Zealand. On this basis, no geographical segment information is provided.

### Note 18. Key management personnel compensation

No compensation was paid by the Company to its key management personnel for the year ended 30 September 2012 (30 September 2011: nil).

### Note 19. Contingent assets, contingent liabilities and commitments

There were no contingent assets, contingent liabilities or unrecognised contractual commitments as at 30 September 2012 (30 September 2011: nil).



## ***Independent Auditors' Report*** to the shareholders of Westpac Securities NZ Limited

### ***Report on the Financial Statements***

We have audited the financial statements of Westpac Securities NZ Limited on pages 11 to 30, which comprise the balance sheet as at 30 September 2012, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and the notes to the financial statements that include a summary of significant accounting policies and other explanatory information.

### ***Directors' Responsibility for the Financial Statements***

The Directors are responsible for the preparation of these financial statements in accordance with generally accepted accounting practice in New Zealand and that give a true and fair view of the matters to which they relate and for such internal controls as the Directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand) and International Standards on Auditing. These standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider the internal controls relevant to the Company's preparation of financial statements that give a true and fair view of the matters to which they relate, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the overall presentation of the financial statements.

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

We have no relationship with, or interests in, Westpac Securities NZ Limited other than in our capacities as auditors and tax advisors. These services have not impaired our independence as auditors of the Company.





## ***Independent Auditors' Report***

Westpac Securities NZ Limited

### ***Opinion***

In our opinion, the financial statements on pages 11 to 30:

- (i) comply with generally accepted accounting practice in New Zealand;
- (ii) comply with International Financial Reporting Standards; and
- (iii) give a true and fair view of the financial position of the Company as at 30 September 2012, and its financial performance and cash flows for the year then ended.

### ***Report on Other Legal and Regulatory Requirements***

We also report in accordance with Sections 16(1)(d) and 16(1)(e) of the Financial Reporting Act 1993. In relation to our audit of the financial statements for the year ended 30 September 2012:

- (i) we have obtained all the information and explanations that we have required; and
- (ii) in our opinion, proper accounting records have been kept by the Company as far as appears from an examination of those records.

### ***Restriction on Distribution or Use***

This report is made solely to the Company's shareholders, as a body, in accordance with Section 205(1) of the Companies Act 1993. Our audit work has been undertaken so that we might state to the Company's shareholders those matters which we are required to state to them in an auditors' 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 shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

A handwritten signature in blue ink, appearing to read 'PricewaterhouseCoopers', with a horizontal line underneath.

Chartered Accountants  
19 November 2012

Auckland